2949125802016 8

C2E 27

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.

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

OMB No 1545-0052

2017

Open to Public Inspection

ENVELOPE POSTMARK DATE SEP 12 2018

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

Name of foundation: HENRY & MIRIAM KAPLAN FOUNDATION

A Employer identification number: 46-6991481

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1501, NJ2-130-03-31

Room/suite:

B Telephone number (see instructions): 609-274-6834

City or town, state or province, country, and ZIP or foreign postal code: PENNINGTON, NJ 08534-1501

C If exemption application is pending, check here ▶ [ ]

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

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

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

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) ▶ $ 6,370,540.

J Accounting method: [X] 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)				
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	178,352.	167,839.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	205,169.			
b	Gross sales price for all assets on line 6a 1,739,748.				
7	Capital gain net income (from Part IV, line 2)		205,169.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)		-1,801.		STMT 2
12	**Total** Add lines 1 through 11	383,521.	371,207.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	20,000.	8,000.		12,000.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	2,500.	NONE	NONE	2,500.
c	Other professional fees (attach schedule) STMT 4	74,707.	44,824.		29,882.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	5,120.	4,178.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	501.	875.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	102,828.	57,877.	NONE	44,382.
25	Contributions, gifts, grants paid	251,346.			251,346.
26	**Total expenses and disbursements** Add lines 24 and 25	354,174.	57,877.	NONE	295,728.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	29,347.			
b	**Net investment income** (if negative, enter -0-)		313,330.		
c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED SEP 14 2018 OGDEN, UT IRS-OSC B966

SCANNED OCT 23 2018

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	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	3,712.	10,629.	10,629.
2	Savings and temporary cash investments	163,778.	73,510.	73,510.
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 ▶ NONE			
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) STMT 7	2,634,297.	3,067,873.	3,707,640.
c	Investments - corporate bonds (attach schedule) STMT 8	307,115.		
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 9	2,624,023.	2,587,004.	2,578,761.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,732,925.	5,739,016.	6,370,540.
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)		NONE	
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	5,732,925.	5,739,016.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	5,732,925.	5,739,016.	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,732,925.	5,739,016.	

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	5,732,925.
2	Enter amount from Part I, line 27a	2	29,347.
3	Other increases not included in line 2 (itemize) ▶ TYE INCOME ADJUSTMENT	3	160.
4	Add lines 1, 2, and 3	4	5,762,432.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	23,416.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,739,016.

46-6991481

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES			
b OTHER GAINS AND LOSSES			
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	1,736,245.		1,534,318.	201,927.
b	3,459.			3,459.
c				
d				
e				

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				201,927.
b				3,459.
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 } 2 205,169.

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 doesn't qualify under section 4940(e) Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	294,036.	5,874,975.	0.050049
2015	188,090.	5,870,989.	0.032037
2014	103,474.	5,766,980.	0.017942
2013			
2012			

2	**Total** of line 1, column (d)	2	0.100028
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.033343
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	6,200,849.
5	Multiply line 4 by line 3	5	206,755.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,133.
7	Add lines 5 and 6	7	209,888.
8	Enter qualifying distributions from Part XII, line 4	8	295,728.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter: ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	3,133.
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	NONE
3	Add lines 1 and 2	3	3,133.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	3,133.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 942.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 5,118.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	6,060.
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	2,927.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 2,927. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (609)274-6834

Located at ▶ 1300 MERRILL LYNCH DRIVE, PENNINGTON, NJ ZIP+4 ▶ 08534

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		X

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MELVYN ATLAS 17 TILLOU ROAD W, SOUTH ORANGE, NJ 07079	TRUSTEE 3	20,000.	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,150,194.
b	Average of monthly cash balances	1b	145,084.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,295,278.
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	NONE
3	Subtract line 2 from line 1d	3	6,295,278.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	94,429.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,200,849.
6	**Minimum investment return.** Enter 5% of line 5	6	310,042.

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	310,042.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	3,133.		
b	Income tax for 2017. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,133.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	306,909.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	306,909.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	306,909.

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	295,728.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	295,728.
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	3,133.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	292,595.

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				306,909.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			251,346.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012 . . . NONE				
b From 2013 . . . NONE				
c From 2014 . . . NONE				
d From 2015 . . . NONE				
e From 2016 . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 295,728.				
a Applied to 2016, but not more than line 2a			251,346.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2017 distributable amount				44,382.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				262,527.
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)	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2013 . . . NONE				
b Excess from 2014 . . . NONE				
c Excess from 2015 . . . NONE				
d Excess from 2016 . . . NONE				
e Excess from 2017 . . . NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN DIABETES ASSOC 2451 CRYSTAL DR STE 900 ARLINGTON VA 22202	N/A	PC	UNRESTRICTED GENERAL SUPPORT	83,782.
MEM SLOAN KETTERING CANCER CTR 885 2ND AVE FL 8 NEW YORK NY 10017	N/A	PC	UNRESTRICTED GENERAL SUPPORT	83,782.
TEXAS HEART INSTITUTE 6770 BERTNER AVE SUITE C HOUSTON TX 77030	N/A	PC	UNRESTRICTED GENERAL SUPPORT	83,782.
Total . . . . . ▶ 3a				251,346.
b *Approved for future payment*				
Total . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

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					
4 Dividends and interest from securities			14	178,352.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	205,169.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				383,521.	

13 **Total** Add line 12, columns (b), (d), and (e) . . . 13 383,521.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ [signature] 9/5/18 ▶ Sr VP

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KAREN J KISER	Karen J Kiser	08/30/2018		P00146417
Firm's name ▶ BANK OF AMERICA			Firm's EIN ▶ 94-1687665	
Firm's address ▶ P O BOX 1802 PROVIDENCE, RI 02901-1802			Phone no 888-866-3275	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,369.	2,369.
FOREIGN DIVIDENDS	32,862.	32,862.
NONDIVIDEND DISTRIBUTIONS	10,513.	
DOMESTIC DIVIDENDS	60,048.	60,048.
OTHER INTEREST	342.	342.
FOREIGN INTEREST	50.	50.
BOND PREMIUM AMORTIZATION-OTHER INTEREST	-2.	-2.
US GOVERNMENT INTEREST REPORTED AS QUALI	7.	7.
NONQUALIFIED FOREIGN DIVIDENDS	4,858.	4,858.
NONQUALIFIED DOMESTIC DIVIDENDS	67,088.	67,088.
ACCRUED MARKET DISCOUNT	217.	217.
TOTAL	178,352.	167,839.

HENRY & MIRIAM KAPLAN FOUNDATION 46-6991481

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		-1,801.
TOTALS		-1,801.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
UST-MLT FEES AS AGENT	37,338.	22,403.	14,935.
UST-MLT FEES AS AGENT	37,369.	22,421.	14,947.
TOTALS	74,707.	44,824.	29,882.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,783.	3,783.
EXCISE TAX ESTIMATES	942.	
FOREIGN TAXES ON NONQUALIFIED	395.	395.
TOTALS	5,120.	4,178.

HENRY & MIRIAM KAPLAN FOUNDATION 46-6991481

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INVESTMENT EXPENSE -	501.	501.
PARTNERSHIP EXPENSES		374.
TOTALS	501.	875.

HENRY & MIRIAM KAPLAN FOUNDATION 46-6991481

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		2,634,297.	3,067,873.	3,707,640.
	TOTALS	2,634,297.	3,067,873.	3,707,640.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
826197501 SIEMENS A G		4,838.	6,026.
780087102 ROYAL BANK OF CANADA		5,549.	6,532.
771195104 ROCHE HLDG LTD SPONS		9,297.	8,590.
535919401 LIONS GATE ENTERTAIN		1,616.	1,623.
25754A201 DOMINOS PIZZA INC		2,735.	2,456.
12650T104 CSRA INC SHS WHEN IS		3,222.	2,992.
92342Y109 VERIFONE HOLDINGS IN		2,989.	3,206.
88162F105 TETRA TECHNOLOGIES I		1,956.	1,358.
85571B105 STARWOOD PPTY TR INC		2,121.	2,050.
458140100 INTEL CORPORATION		25,074.	42,144.
909907107 UNITED BANKSHARES IN		2,797.	2,850.
835898107 SOTHEBYS HLDGS INC C		807.	1,703.
46145F105 INVESTMENT TECHNOLOG		1,364.	1,540.
449172105 HYSTER-YALE MATLS HN		1,407.	2,299.
37940X102 GLOBAL PMTS INC		1,137.	2,005.
377316104 GLATFELTER USD 0.01		2,586.	2,723.
371532102 GENESCO INCORPORATED		1,374.	1,268.
29272W109 ENERGIZER HOLDINGS I		3,296.	4,078.
11373M107 BROOKLINE BANCORP IN		2,395.	2,606.
109641100 BRINKER INTL INC		3,931.	3,573.
03349M105 ANDEAVOR REG SHS		1,131.	1,715.
37733W105 GLAXO SMITHKLINE PLC		17,657.	13,479.
367205200 GAS NATURAL SDG SA S		5,849.	5,743.
26441C204 DUKE ENERGY CORP NEW		12,391.	14,130.
251566105 DEUTSCHE TELEKOM AG		9,894.	10,261.
17275R102 CISCO SYS INC		31,184.	47,224.
110448107 BRITISH AMERICAN TOB		14,868.	16,948.
536797103 LITHIA MTRS INC		1,835.	2,045.
16208T102 CHATHAM LODGING TR		3,196.	3,255.

HENRY & MIRIAM KAPLAN FOUNDATION 46-6991481

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
03761U106 APOLLO INVT CORP		2,041.	1,528.
670346105 NUCOR CORP		8,401.	8,901.
53071M104 LIBERTY MEDIA HLDG		6,691.	8,596.
35671D857 FREEPORT-MCMORAN COP		8,402.	10,504.
032511107 ANADARKO PETE CORP		16,993.	12,981.
94106L109 WASTE MANAGEMENT INC		9,848.	19,676.
666807102 NORTHROP GRUMMAN COR		7,740.	20,256.
406216101 HALLIBURTON COMPANY		17,780.	17,886.
92939U106 WEC ENERGY GROUP INC		4,841.	6,112.
89151E109 TOTAL FINA ELF S.A.		14,776.	14,539.
874039100 TAIWAN SEMICONDUCTOR		3,116.	4,679.
43283X105 HILTON GRAND VACATIO		2,419.	2,727.
238337109 DAVE & BUSTERS ENTER		841.	1,159.
224399105 CRANE COMPANY COMMON		3,068.	3,301.
12504L109 CBRE GROUP INC		2,855.	4,418.
08579W103 BERRY PLASTICS GROUP		2,726.	3,462.
052800109 AUTOLIV INC COM		2,098.	2,669.
989207105 ZEBRA TECHNOLOGIES C		2,148.	4,360.
256746108 DOLLAR TREE INC		15,532.	20,496.
064058100 BANK NEW YORK MELLON		11,024.	18,528.
904767704 UNILEVER PLC AMER SH		7,064.	8,744.
871013108 SWISSCOM		11,122.	10,933.
86959C103 SVENSKA HANDELSBANKE		7,248.	6,314.
83546A203 SONIC HEALTHCARE LTD		4,822.	4,980.
636274409 NATIONAL GRID PLC SH		14,007.	11,586.
594918104 MICROSOFT CORP COM		2,892.	5,475.
478160104 JOHNSON & JOHNSON CO		17,293.	25,010.
363576109 GALLAGHER ARTHUR J &		3,406.	4,430.
156700106 CENTURYTEL INC		39,318.	28,206.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
05523R107 BAE SYS PLC		9,141.	9,728.
913017109 UNITED TECHNOLOGIES		12,254.	15,181.
398905109 GROUP 1 AUTOMOTIVE I		2,435.	2,910.
303075105 FACTSET RESH SYS INC		3,564.	4,048.
172967424 CITIGROUP INC COM NE		30,284.	40,628.
055262505 BASF AG		9,576.	9,889.
046353108 ASTRAZENECA PLC SPON		12,336.	13,151.
018805101 ALLIANZ AKTIENGESELL		8,268.	10,725.
D1668R123 DAIMLER-CHRYSLER AG		10,157.	10,531.
369604103 GENERAL ELECTRIC CO		50,207.	39,926.
30303M102 FACEBOOK INC		21,352.	36,174.
278642103 EBAY INC		10,589.	11,397.
23636T100 DANONE-SPONS		2,753.	3,756.
92276F100 VENTAS INC		15,542.	14,762.
037612306 APOLLO GLOBAL MGMT L		10,616.	18,409.
Y2745C102 GOLAR LNG PARTNERS L		16,480.	23,142.
G25839104 COCA-COLA EUROPEAN		15,997.	16,299.
98978V103 ZOETIS INC		3,545.	4,034.
H1467J104 CHUBB LTD		5,348.	7,891.
74978Q105 RSP PERMIAN INC		1,683.	1,790.
679580100 OLD DOMINION FGHT LI		2,235.	4,604.
655663102 NORDSON CORP		1,925.	3,953.
30219G108 EXPRESS SCRIPTS HLDG		20,600.	18,959.
14149Y108 CARDINAL HEALTH INC		12,472.	11,029.
002824100 ABBOTT LABORATORIES		15,492.	19,746.
87971M103 TELUS CORP		6,339.	6,930.
80917Q106 SCOR SPONSORED ADR		6,158.	6,723.
775109200 ROGERS COMMUNICATION		7,052.	9,269.
90385D107 ULTIMATE SOFTWARE GR		1,930.	1,964.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
74112D101 PRESTIGE BRANDS HLDG		1,593.	1,243.
67059N108 NUTANIX INC		3,152.	3,951.
384109104 GRACO INC		2,038.	2,171.
25278X109 DIAMONDBACK ENERGY I		1,717.	2,778.
132011107 CAMBREX CORP		1,475.	1,344.
007973100 ADVANCED ENERGY INDS		1,161.	2,294.
G4705A100 ICON PLC		1,826.	3,589.
92343X100 VERINT SYSTEMS INC		3,961.	3,934.
737630103 POTLATCH CORP NEW		1,026.	1,497.
482539103 KLX INC SHS		3,500.	6,757.
415864107 HARSCO CORPORATION C		480.	1,287.
05969A105 BANCORP INC DEL		1,136.	1,028.
G1991C105 CARDTRONICS LTD-CL A		3,547.	1,908.
G0585R106 ASSURED GUARANTY LTD		1,704.	2,100.
958102105 WESTERN DIGITAL CORP		6,678.	7,396.
502413107 L3 TECHNOLOGIES INC		13,529.	17,807.
225447101 CREE INC		3,368.	4,531.
G7S00T104 PENTAIR PLC SHS		5,043.	6,073.
G51502105 JOHNSON CTLS INTL PL		11,742.	10,480.
53071M856 LIBERTY VENTURES COM		1,188.	1,573.
25470F104 DISCOVERY COMMUNICAT		5,036.	4,028.
00508X203 ACTUANT CORP		2,974.	3,264.
92532F100 VERTEX PHARMACEUTICA		8,440.	15,585.
90184L102 TWITTER INC		11,920.	17,383.
531229607 LIBERTY MEDIA CORP D		3,378.	3,847.
G7945M107 SEAGATE TECH PLC SHS		13,346.	15,397.
12673P105 CA INC		16,942.	17,206.
95040Q104 WELLTOWER INC		11,664.	12,371.
842587107 SOUTHERN COMPANY COM		5,493.	6,107.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
80105N105 SANOFI-SYNTHELABO		6,423.	6,106.
69351T106 PPL CORP		13,484.	13,432.
09062X103 BIOGEN IDEC INC		16,992.	21,026.
674599105 OCCIDENTAL PETROLEUM		28,893.	26,076.
126650100 CVS CORP		11,766.	12,398.
020002101 ALLSTATE CORP COM		10,457.	20,523.
961214301 WESTPAC BKG CORP SPO		7,014.	6,583.
26078J100 DOWDUPONT INC COM		19,439.	28,559.
25157Y202 DEUTSCHE POST AG SHS		6,709.	9,755.
202712600 COMMONWEALTH BK AUS-		6,654.	6,191.
828730200 SIMMONS 1ST NATL COR		1,343.	1,485.
600544100 MILLER HERMAN INC CO		1,724.	2,323.
50060P106 KOPPERS HLDGS INC		1,748.	2,596.
35471R106 FRANKLIN STR PPTYS C		3,909.	3,662.
22282E102 COVANTA HLDG CORP		4,782.	5,340.
198516106 COLUMBIA SPORTSWEAR		4,127.	5,607.
19625W104 COLONY NORTHSTAR, IN		7,732.	6,641.
12572Q105 CME GROUP INC		3,132.	5,112.
05534B760 BCE INC		14,251.	15,843.
02209S103 ALTRIA GROUP INC		8,767.	14,353.
90130A200 TWENTY-FIRST CENTURY		6,730.	8,223.
744320102 PRUDENTIAL FINL INC		10,699.	11,958.
654106103 NIKE INC CL B		1,793.	2,189.
531229854 LIBERTY MEDIA CORP D		20,297.	17,934.
G6518L108 NIELSEN HOLDINGS PLC		7,000.	6,261.
G0177J108 ALLERGAN PLC		55,485.	42,204.
517834107 LAS VEGAS SANDS CORP		14,244.	16,747.
00130H105 AES CORPORATION		13,396.	13,288.
G9078F107 TRITON INTL LTD SHS		12,949.	12,508.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
00724F101 ADOBE SYS INC COM		5,250.	9,989.
91879Q109 VAIL RESORTS INC		2,450.	2,550.
911363109 UNITED RENTALS INC		2,442.	5,501.
690742101 OWENS CORNING INC CO		1,265.	2,115.
217204106 COPART INC		4,878.	8,552.
930059100 WADDELL & REED FINL		1,358.	1,698.
880779103 TEREX CORP NEW		1,201.	2,652.
85208M102 SPROUTS FARMERS MARK		2,564.	3,239.
78377T107 RYMAN HOSPITALITY PP		1,931.	2,692.
57686G105 MATSON INC		4,144.	3,611.
553777103 MTS SYS CORP		4,010.	3,383.
493267108 KEYCORP NEW COM		4,717.	6,575.
46146L101 INVESTORS BANCORP IN		10,645.	12,867.
43940T109 HOPE BANCORP INC SHS		5,556.	6,661.
201723103 COMMERCIAL METALS CO		2,729.	3,496.
094235108 BLOOMIN BRANDS INC		1,754.	2,155.
04316A108 ARTISAN PARTNERS ASS		1,824.	2,726.
67011P100 NOW INC SHS		3,371.	1,721.
45253H101 IMMUNOGEN INC		1,018.	2,654.
09075E100 BIOVERATIV INC		1,496.	1,779.
052769106 AUTODESK INC COM		10,179.	13,313.
Y09827109 BROADCOM LTD		10,023.	13,873.
92343V104 VERIZON COMMUNICATIO		28,406.	31,652.
68389X105 ORACLE CORPORATION		15,397.	18,250.
09061G101 BIOMARIN PHARMACEUTI		4,103.	4,459.
957638109 WESTERN ALLIANCE		2,762.	3,171.
929740108 WABTEC CORP		2,240.	2,361.
891906109 TOTAL SYS SVCS INC		1,730.	4,350.
881569107 TESARO INC		1,455.	829.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
745867101 PULTE HOMES INC		3,571.	5,121.
596278101 MIDDLEBY CORP		2,529.	3,104.
400110102 GRUBHUB INC SHS		2,426.	3,949.
29977A105 EVERCORE PARTNERS IN		1,809.	2,160.
26969P108 EAGLE MATLS INC		4,280.	6,118.
063904106 BANK OF THE OZARKS I		1,578.	1,744.
87265H109 TRI POINTE HOMES INC		1,364.	2,043.
59410T106 CIE GENERALE DES		6,287.	7,985.
25243Q205 DIAGEO PLC SPON ADR		8,733.	10,806.
09247X101 BLACKROCK INC CL A		18,259.	28,768.
054536107 AXA ADR		12,234.	13,409.
025537101 AMERICAN ELECTRIC PO		6,301.	6,474.
293792107 ENTERPRISE PRODS PAR		29,892.	28,074.
01881G106 ALLIANCEBERNSTEIN HL		21,997.	21,668.
94106B101 WASTE CONNECTIONS IN		3,764.	4,044.
79466L302 SALESFORCE COM INC		7,046.	11,450.
57636Q104 MASTERCARD INC		3,889.	5,449.
452327109 ILLUMINA INC		2,445.	3,059.
437076102 HOME DEPOT INC USD 0		4,318.	4,928.
922475108 VEEVA SYS INC		2,024.	2,764.
88076W103 TERADATA CORP DEL		1,690.	2,000.
868157108 SUPERIOR ENERGY SVCS		1,264.	655.
759351604 REINSURNCE GROUP AME		3,788.	4,678.
63938C108 NAVIENT CORP SHS		2,140.	2,025.
60877T100 MOMENTA PHARMACEUTIC		1,019.	1,214.
46284V101 IRON MOUNTAIN REIT I		7,347.	8,753.
023608102 AMEREN CORP		4,550.	5,899.
82481R106 SHIRE PHARMACEUTICAL		13,432.	13,030.
806857108 SCHLUMBERGER LIMITED		19,428.	15,702.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
526057104 LENNAR CORP		19,810.	24,790.
16411R208 CHENIERE ENERGY INC		9,060.	10,606.
037833100 APPLE COMPUTER INC C		22,905.	47,215.
02364W105 AMERICA MOVIL-SERIES		14,034.	16,293.
81762P102 SERVICENOW INC		3,667.	8,084.
808513105 SCHWAB CHARLES CORP		3,556.	6,781.
78409V104 S&P GLOBAL INC		3,001.	3,557.
61174X109 MONSTER BEVERAGE SHS		4,348.	6,076.
311900104 FASTENAL CO COMMON		4,078.	4,649.
401617105 GUESS INC		406.	557.
184496107 CLEAN HBRS INC		4,663.	5,257.
127055101 CABOT CORPORATION CO		3,235.	4,681.
872275102 TCF FINANCIAL CORPOR		1,676.	2,153.
871237103 SYKES ENTERPRISES IN		2,214.	3,082.
37253A103 GENTHERM INC		2,772.	3,016.
320867104 FIRST MIDWEST BANCOR		2,578.	2,761.
283677854 EL PASO ELEC CO		3,458.	4,594.
150870103 CELANESE CORP DEL SE		4,539.	7,710.
109696104 BRINKS CO		1,483.	3,620.
053807103 AVNET INC		1,864.	1,981.
01988P108 ALLSCRIPTS HEALTHCAR		2,752.	3,085.
00738A106 ADTRAN INC		1,983.	2,245.
001228105 AG MTG INVT TR INC		1,542.	1,787.
91324P102 UNITED HEALTH GROUP		23,475.	32,628.
67020Y100 NUANCE COMMUNICATION		3,379.	3,499.
637071101 NATIONAL-OILWELL INC		6,781.	6,412.
535919500 LIONS GATE ENTERTAIN		908.	1,079.
177376100 CITRIX SYS INC COM		5,384.	6,424.
H84989104 TE CONNECTIVITY LTD		13,475.	18,438.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
G48833100 WEATHERFORD INTL PLC		13,524.	10,571.
548661107 LOWES COMPANIES INC		9,771.	19,332.
281020107 EDISON INTL		11,759.	14,988.
054937107 BB&T CORP COM		14,714.	18,098.
882508104 TEXAS INSTRUMENTS IN		4,788.	9,191.
85771P102 STATOIL ASA SPONSORE		8,737.	10,067.
780259206 ROYAL DUTCH SHELL PL		14,690.	15,343.
742718109 PROCTER & GAMBLE CO		5,501.	6,340.
712704105 PEOPLES UNITED FNL I		4,443.	5,348.
706327103 PEMBINA PIPELINE COR		6,339.	6,621.
151020104 CELGENE CORP		6,035.	7,410.
016255101 ALIGN TECHNOLOGY INC		1,821.	4,666.
892356106 TRACTOR SUPPLY CO		3,231.	3,214.
868459108 SUPERNUS PHARMACEUTI		1,107.	2,590.
949746101 WELLS FARGO & CO NEW		4,784.	6,128.
904587102 UNIBAIL-RODAMCO SE		12,126.	11,839.
82929R304 SINGAPORE TELECOMM L		5,682.	4,984.
747525103 QUALCOMM INC		5,682.	6,402.
713448108 PEPSICO INC		4,142.	5,636.
641069406 NESTLE S A SPONSORED		7,819.	8,683.
626188106 MUENCHENER RUECK-UNS		12,782.	13,417.
494368103 KIMBERLY-CLARK CORP		6,699.	7,481.
30231G102 EXXON MOBIL CORP		8,954.	9,033.
25746U109 DOMINION RES INC VA		10,214.	10,862.
98138H101 WORKDAY INC CL A		16,180.	16,075.
911312106 UNITED PARCEL SVC IN		9,766.	11,677.
025816109 AMERICAN EXPRESS COM		7,603.	8,938.
008252108 AFFILIATED MANAGERS		17,890.	22,783.
G5960L103 MEDTRONIC PLC SHS		13,991.	15,181.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
G47567105 IHS MARKIT LTD SHS		9,075.	12,461.
92857W308 VODAFONE GROUP PLC S		39,247.	33,431.
438516106 HONEYWELL INTL INC		12,772.	19,630.
955306105 WEST PHARMACEUTICAL		3,328.	3,453.
90384S303 ULTA SALON COSMETICS		1,564.	1,566.
70450Y103 PAYPAL HOLDINGS INC		4,371.	8,172.
02079K107 ALPHABET INC SHS		8,264.	15,696.
015351109 ALEXION PHARMACEUTIC		5,513.	3,946.
009158106 AIR PRODUCTS AND CHE		3,205.	3,610.
930427109 WAGEWORKS INC		1,311.	1,054.
04247X102 ARMSTRONG WORLD INDS		2,921.	4,783.
03820C105 APPLIED INDL TECHNOL		645.	1,090.
005125109 ACXIOM CORP		900.	1,047.
531229409 LIBERTY MEDIA CORP D		1,658.	1,864.
755111507 RAYTHEON CO		9,952.	19,724.
571748102 MARSH & MCLENNAN COS		11,044.	19,127.
565849106 MARATHON OIL CORP		23,967.	18,538.
29476L107 EQUITY RESIDENTIAL S		16,494.	16,516.
88088L103 TERNA SPA-UNSPONSORE		11,654.	13,152.
756568101 RED ELECTRICA CORP U		7,583.	8,292.
74460D109 PUBLIC STORAGE INC C		4,808.	4,807.
66987V109 NOVARTIS AG SPNSRD A		8,280.	8,648.
11120U105 BRIXMOR PPTY GROUP I		2,270.	2,295.
04238R106 ARMSTRONG FLOORING I		237.	355.
03762U105 APOLLO COML REAL EST		3,300.	3,598.
58933Y105 MERCK AND CO INC SHS		20,592.	20,707.
580135101 MC DONALDS CORPORATI		4,492.	6,885.
539830109 LOCKHEED MARTIN CORP		14,015.	25,684.
45262P102 IMPERIAL BRANDS PLC		14,658.	15,233.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
008916108 AGRIUM INC		4,775.	5,635.
00206R102 AT& T INC		26,867.	30,715.
92826C839 VISA INC CL A SHRS		25,099.	36,486.
38141G104 GOLDMAN SACHS GROUP		25,156.	36,431.
03524A108 ANHEUSER-BUSCH INBEV		16,787.	15,842.
718172109 PHILIP MORRIS INTL I		28,753.	34,442.
609207105 MONDELEZ INTERNATION		30,335.	37,364.
89400J107 TRANSUNION		2,745.	3,682.
848637104 SPLUNK INC		8,095.	10,272.
22160K105 COSTCO WHSL CORP NEW		3,711.	5,584.
20605P101 CONCHO RESOURCES INC		3,409.	3,756.
014491104 ALEXANDER & BALDWIN		2,515.	2,164.
G9618E107 WHITE MOUNTAINS INS		4,369.	5,959.
G4474Y214 JANUS HENDERSON GROU		2,176.	2,870.
531229870 LIBERTY MEDIA CORP D		339.	393.
343412102 FLUOR CORP NEW		10,079.	9,865.
00164V103 AMC NETWORKS INC SHS		3,337.	3,191.
74834L100 QUEST DIAGNOSTICS IN		9,759.	18,319.
00287Y109 ABBVIE INC SHS		6,248.	9,381.
G29183103 EATON CORP PLC		4,592.	7,032.
87165B103 SYNCHRONY FINL COM		1,807.	2,239.
235851102 DANAHER CORP COMMON		3,600.	3,898.
143130102 CARMAX INC		6,638.	7,567.
03027X100 AMERICAN TOWER REIT		15,088.	24,111.
931142103 WAL MART STORES INC		11,739.	17,578.
194162103 COLGATE PALMOLIVE CO		14,111.	16,599.
09253U108 BLACKSTONE GROUP LP		19,399.	21,966.
G491BT108 INVESCO LTD		14,833.	17,137.
741503403 PRICELINE COM INC		4,583.	6,951.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
29444U700 EQUINIX INC		3,220.	7,252.
98310W108 WYNDHAM WORLDWIDE CO		3,702.	5,794.
896239100 TRIMBLE NAV LTD		3,373.	4,348.
58733R102 MERCADOLIBRE INC		1,909.	4,405.
462222100 IONIS PHARMACEUTICAL		9,248.	9,758.
419879101 HAWAIIAN HLDGS INC		1,893.	1,753.
29362U104 ENTEGRIS INC		1,446.	3,654.
099724106 BORG WARNER INC		2,753.	3,219.
040413106 ARISTA NETWORKS INC		2,410.	5,654.
G01767105 ALKERMES PLC NEW		2,830.	2,682.
968223206 JOHN WILEY & SONS CL		2,200.	3,156.
87162H103 SYNTEL INC		1,129.	1,540.
79546E104 SALLY BEAUTY HLDGS I		5,193.	4,108.
55345K103 MRC GLOBAL INC		2,743.	3,113.
717081103 PFIZER INC COM		24,794.	27,455.
20825C104 CONOCOPHILLIPS		19,016.	16,632.
039483102 ARCHER DANIELS MIDLA		14,545.	14,389.
927320101 VINCI SA		5,504.	7,523.
82929W105 SINGAPORE EXCHANGE L		4,639.	4,341.
78467K107 SSE PLC SPONSORED AD		7,820.	6,083.
686331109 ORKLA AS A SHS ADR		6,092.	7,682.
538034109 LIVE NATION INC		2,922.	3,022.
44930G107 ICU MED INC		2,498.	3,240.
40171V100 GUIDEWIRE SOFTWARE I		1,794.	2,376.
34959E109 FORTINET INC		2,695.	3,233.
25659T107 DOLBY LABORATORIES I		11,047.	15,190.
004498101 ACI WORLDWIDE INC		7,068.	7,640.
98212B103 WPX ENERGY INC		2,267.	4,362.
70509V100 PEBBLEBROOK HOTEL TR		1,857.	2,676.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
703481101 PATTERSON-UTI ENERGY		1,860.	2,623.
69318G106 PBF ENERGY INC CL A		1,641.	2,588.
67401P108 OAKTREE SPECIALTY		1,563.	910.
489170100 KENNAMETAL INC		842.	2,469.
212485106 CONVERGYS CORP		3,481.	3,666.
17878Y108 CIVEO CORP SHS		1,366.	639.
02553E106 AMERICAN EAGLE OUTFI		784.	978.
54142L109 LOGMEIN INC		1,300.	1,374.
530307305 LIBERTY BROADBAND CO		1,016.	1,107.
59156R108 METLIFE INC		4,882.	5,157.
29364G103 ENTERGY CORP NEW COM		8,307.	9,441.
291011104 EMERSON ELECTRIC COM		6,116.	7,108.
191216100 COCA-COLA CO USD		4,034.	4,404.
907818108 UNION PACIFIC CORP		11,196.	17,299.
88023U101 TEMPUR-PEDIC INTL IN		16,711.	20,186.
855244109 STARBUCKS CORP COM		15,765.	18,263.
731068102 POLARIS INDS INC COM		19,555.	27,402.
617446448 MORGAN STANLEY DEAN		22,224.	30,747.
46625H100 J P MORGAN CHASE & C		21,666.	38,285.
375558103 GILEAD SCIENCES INC		10,537.	11,534.
166764100 CHEVRONTEXACO CORP		20,052.	23,035.
023135106 AMAZON COM INC		25,596.	64,321.
02079K305 ALPHABET INC SHS		23,243.	30,549.
91325V108 UNITI GROUP INC		28,258.	24,639.
67551U105 OCH-ZIFF CAPTL MANGM		13,319.	13,258.
29273V100 ENERGY TRANSFER EQUI		19,318.	21,299.
530307107 LIBERTY BROADBAND CO		538.	595.
20030N101 COMCAST CORP NEW CL		23,493.	25,952.
739276103 POWER INTEGRATIONS I		1,957.	2,280.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
58471A105 MEDIDATA SOLUTIONS I		2,012.	2,535.
44919P508 IAC INTERACTIVECORP		2,225.	4,035.
29084Q100 EMCOR GROUP INC COM		2,707.	3,597.
265504100 DUNKIN BRANDS GROUP		2,546.	3,159.
16949N109 CHINA LODGING GROUP		1,647.	4,766.
12685J105 CABLE ONE INC SHS		3,014.	2,813.
11133T103 BROADRIDGE FINL		4,087.	6,069.
G0750C108 AXALTA COATING SYSTE		3,108.	3,042.
899896104 TUPPERWARE CORP		2,047.	2,195.
754907103 RAYONIER INC COM		4,781.	6,136.
636220303 NATIONAL GENERAL		2,284.	2,141.
46187W107 INVITATION HOMES INC		1,375.	1,933.
405024100 HAEMONETICS CORP MAS		1,125.	1,917.
320517105 FIRST HORIZON NATL C		9,013.	10,715.
23334L102 DSW INC		2,707.	2,976.
12621E103 CNO FINL GROUP INC		4,468.	6,247.
BEGBALANCE	2,634,297.		
TOTALS	2,634,297.	3,067,873.	3,707,640.

HENRY & MIRIAM KAPLAN FOUNDATION 46-6991481

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE
BEG BAL		307,115.
	TOTALS	307,115.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	2,624,023.	2,587,004.	2,578,761.
TOTALS		2,624,023.	2,587,004.	2,578,761.

HENRY & MIRIAM KAPLAN FOUNDATION 46-6991481

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
00203H792 AQR MULTI STRATEGY	C		228,474.	205,894.
880208400 TEMPLETON GLOBAL BD	C		246,003.	232,783.
543916167 LORD ABBETT FLOATING	C		349,321.	347,109.
024527301 AMERICAN BEACON THE	C		181,999.	217,154.
544004609 LORD ABBETT BOND	C		119,474.	121,783.
87234N401 TCW CORE FIXED	C		357,309.	349,650.
746792407 PUTNAM INCOME FUND C	C		179,047.	173,019.
09256H286 BLACKROCK STRATEGIC	C		193,021.	189,567.
03875R205 ARBITRAGE FUNDS CL I	C		188,374.	191,746.
67065W639 NUVEEN SANTA BARBARA	C		195,737.	230,073.
47103X278 JANUS HENDERSON	C		117,555.	126,060.
47103X492 JANUS HENDERSON GLOB	C		114,897.	112,942.
36242H104 GABELLI DIVID & INCO	C		20,897.	23,012.
64129H104 NEUBERGER BERMAN MLP	C		94,896.	57,969.
BEGBALANCE	C	2,624,023.		
TOTALS		2,624,023.	2,587,004.	2,578,761.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
TYE SALES ADJUSTMENT		10,773.
PARTNERSHIP ADJUSTMENT		3,459.
COST ADJUSTMENT		9,184.
	TOTAL	23,416.

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS	3,459.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		3,459.00