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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.

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

Sills Family Foundation

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

PO Box 425

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

Richmond, VT 05477

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

\$ 46,867,778

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

52-1790278

B Telephone number (see instructions)

(802) 264-9629

C If exemption application is pending, check here

☐

D 1. Foreign organizations, check here

☐

2 Foreign organizations meeting the 85% test, check here and attach computation

☐

E If private foundation status was terminated under section 507(b)(1)(A), check here

☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

☐

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)	1,232,500		
	2 Check ☐ if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	20,777	20,777	20,777
	4 Dividends and interest from securities	671,454	671,454	671,454
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	501,343		
	b Gross sales price for all assets on line 6a			
		2,975,158		
	7 Capital gain net income (from Part IV, line 2)		503,492	
	8 Net short-term capital gain			
	9 Income modifications			
Operating and Administrative Expenses	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)			
	12 Total. Add lines 1 through 11	2,426,074	1,195,723	692,231
	13 Compensation of officers, directors, trustees, etc	95,604		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)	96,539	86,926	
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	25,718		
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
22 Printing and publications				
23 Other expenses (attach schedule)	634			
24 Total operating and administrative expenses. Add lines 13 through 23	218,495	86,926	0	
25 Contributions, gifts, grants paid	1,925,656		1,925,656	
26 Total expenses and disbursements. Add lines 24 and 25	2,144,151	86,926	1,925,656	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	281,923		
	b Net investment income (if negative, enter -0-)		1,108,797	
c Adjusted net income(if negative, enter -0-)			692,231	

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	187,147	177,949	177,949		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	554,536	703,444	1,937,901		
	b	Investments—corporate stock (attach schedule)	7,854,419	7,676,178	41,163,089		
	c	Investments—corporate bonds (attach schedule)	722,577	657,087	660,323		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	2,083,060	2,469,004	2,913,880		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)					14,636	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,401,739	11,683,662	46,867,778			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)		0			
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	11,401,739	11,683,662			
	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)	11,401,739	11,683,662				
31	Total liabilities and net assets/fund balances (see instructions) .	11,401,739	11,683,662				

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)	11,401,739
2	Enter amount from Part I, line 27a	281,923
3	Other increases not included in line 2 (itemize) ▶ _____	
4	Add lines 1, 2, and 3	11,683,662
5	Decreases not included in line 2 (itemize) ▶ _____	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	11,683,662

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	503,492
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	-7,300

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	2,062,593	52,898,812	0 03899
2015	1,828,247	41,886,828	0 04365
2014	1,799,351	42,301,589	0 04254
2013	1,168,250	36,767,865	0 03177
2012	947,300	24,961,800	0 03795
2 Total of line 1, column (d)			2 0 194898
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 038980
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 50,300,815
5 Multiply line 4 by line 3			5 1,960,726
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 11,088
7 Add lines 5 and 6			7 1,971,814
8 Enter qualifying distributions from Part XII, line 4			8 1,925,656

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	22,176
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	22,176
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	22,176
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	35,553
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	60,553
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	38,377
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 38,377 Refunded ☐	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of Peter Sills Telephone no (917) 608-9233			

Located at **205 West End Avenue New York NY**ZIP+4 **10023**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b			No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? ☐ 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ☐ 2b			No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). ☐ Yes ☒ No 3b			No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b			No

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

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

Part VIII

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

1

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Deborah Sills Iarussi 597 11th Street Brooklyn, NY 11215	Secretary 10 00	60,000		14,016
Arthur Sills 308 Harvard Street Cambridge, MA 02139	President 5 00	10,000		740
Peter Sills 205 West End Avenue New York, NY 10023	Vice President 5 00	10,000		848
Larry Sills 37-18 Northern Blvd Long Island City, NY 11101	Director 0 00	0		

2

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

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

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

3

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

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

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	50,245,589
b	Average of monthly cash balances.	1b	802,641
c	Fair market value of all other assets (see instructions).	1c	18,587
d	Total (add lines 1a, b, and c).	1d	51,066,817
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	51,066,817
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	766,002
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	50,300,815
6	Minimum investment return. Enter 5% of line 5.	6	2,515,041

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

1	Minimum investment return from Part X, line 6.	1	2,515,041
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	22,176
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,176
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,492,865
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,492,865
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,492,865

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	1,925,656
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,925,656
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,925,656

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,492,865
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				15,254
f Total of lines 3a through e.	15,254			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 1,925,656				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				1,925,656
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	15,254			15,254
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				551,955
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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

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.)

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

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

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

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

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

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

- c** Any submission deadlines

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

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

Recipient 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 <i>Paid during the year</i> See Attached For List of Donee Organizations VARIOUS, VT 05477	N/A	501(C)(3)	SOCIAL SERVICES	1,925,656
Total			▶ 3a	1,925,656
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	2018-11-08	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	***** Signature of officer or trustee	Date	***** Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN	
	Kenneth M Nussbaum				P00454261	
	Firm's name ▶ K NUSSBAUM & ASSOCIATES LLC					Firm's EIN ▶ 26-0528099
	Firm's address ▶ PO BOX 425 RICHMOND, VT 054770425					Phone no (802) 264-9629

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Through UBS 15031	P	2017-01-01	2017-01-01
Through UBS 15031	P	2001-01-01	2017-01-01
Through UBS 15032	P	2017-01-01	2017-01-01
Through UBS 15032	P	2001-01-01	2017-01-01
Through UBS 17436	P	2017-01-01	2017-01-01
Through UBS 17436	P	2001-01-01	2017-01-01
Through UBS 21084	P	2017-01-01	2017-01-01
Through UBS 21084	P	2001-01-01	2017-01-01
Through UBS 21095	P	2017-01-01	2017-01-01
Through UBS 21095	P	2001-01-01	2017-01-01

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
34,502		29,808	4,694
600,554		449,426	151,128
12,884		11,852	1,032
209,882		169,625	40,257
7,732		7,559	173
245,467		257,568	-12,101
422,147		422,141	6
252,926		227,667	25,259
22,153		22,279	-126
224,262		204,626	19,636

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			4,694
			151,128
			1,032
			40,257
			173
			-12,101
			6
			25,259
			-126
			19,636

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Through UBS 21096	P	2001-01-01	2017-01-01
Through UBS 21680	P	2001-01-01	2017-01-01
Through UBS 70266	P	2017-01-01	2017-01-01
Through UBS 70266	P	2001-01-01	2017-01-01
Through UBS 70378	P	2017-01-01	2017-01-01
Through UBS 70378	P	2001-01-01	2017-01-01
Through UBS 15031	P	2001-01-01	2017-01-01
Through UBS 21084	P	2017-01-01	2017-01-01
Through USB (other)	P	2001-01-01	2017-01-01
Wash Sale			

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
6,316		5,092	1,224
1,979		1,673	306
10,304		10,173	131
72,690		72,294	396
157,055		170,265	-13,210
544,621		409,618	135,003
		576	-576
		1,573	-1,573
149,684			149,684
			2,149

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,224
			306
			131
			396
			-13,210
			135,003
			-576
			-1,573
			149,684

TY 2017 Investments - Other Schedule**Name:** Sils Family Foundation**EIN:** 52-1790278**Software ID:** 17005038**Software Version:** 2017v2.2**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	FMV	360,109	299,985
Closed-end Funds, ETFs	FMV	2,108,895	2,613,895

TY 2017 Other Expenses Schedule**Name:** Sills Family Foundation**EIN:** 52-1790278**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIPS	634			

TY 2017 Other Professional Fees Schedule**Name:** Sills Family Foundation**EIN:** 52-1790278**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	86,926	86,926	0	0
Tax Preparation and Consulting	6,500	0	0	0
Website Design	3,113	0	0	0

TY 2017 Taxes Schedule**Name:** Sills Family Foundation**EIN:** 52-1790278**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	3,468			
TAX OBLIGATIONS	22,250			

Name of organization Sills Family Foundation	Employer identification number 52-1790278
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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	Larry Sills c/o PO Box 425 Richmond, VT 05477	\$ 1,232,500	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization Sills Family Foundation	Employer identification number 52-1790278
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Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	25,000 shares SMP (publicly traded)	\$ 1,232,500	2017-06-06
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization Sills Family Foundation	Employer identification number 52-1790278
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Sills Family Foundation
12/31/17 Form 990-PF
Part XV, Line 3

350 Bay Area Climate Education Fund	PO Box 18762	Oakland CA 94619	501(c)(3)	2 000
Abraham House	1203 Kemble Street	Utica NY 13501	501(c)(3)	25 000
Academy of the City Charter School	31-29 60th Street	Woodside NY 11377	501(c)(3)	5 000
Alano Club of Portland	909 NW 24th Ave	Portland OR 97210	501(c)(3)	500
All Souls Untanan Church	196 Elm Street	Braintree MA 02185	501(c)(3)	10 000
Alliance for Climate Education	4696 Broadway Suite 2	Boulder CO 80304	501(c)(3)	50 000
American Jewish Joint Distribution Committee	220 East 42nd Street	New York NY 10017	501(c)(3)	500
Art Start	526 W 28th Street Suite 501	New York NY 10001	501(c)(3)	500
AS 220 Youth	115 Empire Street	Providence RI 02903	501(c)(3)	500
Boston Foundation Inc (Donor Advised Fund)	75 Arlington Street	Boston MA 02116	501(c)(3)	400 000
Brooklyn Ballet	160 Schermerhorn St	Brooklyn NY 11201	501(c)(3)	20 000
Brooklyn Community Bail Fund	195 Motague Street Suite 1414	Brooklyn NY 11201	501(c)(3)	20 000
Brooklyn Community Foundation	1000 Dean Street #307	Brooklyn NY 11238	501(c)(3)	25 000
Brooklyn Community Services	285 Schermerhorn	Brooklyn NY 11217	501(c)(3)	2 500
Brooklyn Defenders Services	177 Livingston Street	Brooklyn NY 11201	501(c)(3)	25 000
Brooklyn Public Library	280 Cadman Paza W	Brooklyn NY 11201	501(c)(3)	25 000
Brooklyn Youth Chorus Academy	179 Pacific St	Brooklyn NY 11201	501(c)(3)	10 000
Cambridge Friends School	5 Cadbury Road	Cambridge MA 02140	501(c)(3)	5 000
Carbon Cycle Institute	245 Kentucky Street Suite A	Petaluma CA 94952	501(c)(3)	1 000
Center for Disaster Philanthropy	1201 Connecticut NW Suite 300	Washington DC 20036	501(c)(3)	4 000
Childrens Aid Society	711 Third Avenue Suite 700	New York NY 10017	501(c)(3)	2 500
Children's Defense Fund	25 E Street NW	Washington DC 20001	501(c)(3)	5 000
College and Community Fellowship	475 Riverside Drive #1626	New York NY 10115	501(c)(3)	25 000
College Possible	755 Pnor Avenue North Suite 210	Saint Paul MN 55104	501(c)(3)	500
Columbia University School of Nursing	617 W 168th St	New York NY 10032	501(c)(3)	25 000
Coming Clean	41 Oakview Terrace	Boston MA 02130	501(c)(3)	25 000
Community Connections for Youth	199 Lincoln Avenue Suite 212	Bronx NY 10454	501(c)(3)	50 000
Community Justice Center of Vermont	200 Church Street	Burlington VT 05401	501(c)(3)	65 000
Community Resource Center	789 Sherman Street Suite 210	Denver CO 80203	501(c)(3)	500
Community Service Society of NY	633 Third Avenue 10th Floor	New York NY 10017	501(c)(3)	2 500
Community Word Project	42 Broadway	New York NY 10004	501(c)(3)	20 000
Corporate Accountability	10 Milk Street	Boston MA 02108	501(c)(3)	5 000
Dartmouth College	6066 Development Office	Hanover NH 03755	501(c)(3)	10 000
Exalt Youth	175 Remsen Street Suite 1000	Brooklyn NY 11201	501(c)(3)	25 000
Exodus Transitional Community	2271 Third Avenue Second Floor	New York NY 10035	501(c)(3)	2 500
Family Services of Westchester	One Gateway Plaza	Port Chester NY 10573	501(c)(3)	4 000
Farm & Wilderness	401 Farm & Wilderness Road	Plymouth VT 05056	501(c)(3)	1 500
Fractured Atlas	248 W 35th Street 10th Floor	New York NY 10001	501(c)(3)	25 000
Fund for the City of NY	121 Avenue of the Americas	New York NY 10013	501(c)(3)	25 000
GEMS	201 W 148th Street	New York NY 10039	501(c)(3)	10 000
Girls Write Now	247 W 37th Street #1000	New York NY 10018	501(c)(3)	10 000
Green Belt Movement	165 Court Street #175	Brooklyn NY	501(c)(3)	1 000
Grid Alternatives	1171 Ocean Avenue Suite 200	Oakland CA 94608	501(c)(3)	15 000
Groundswell	1156 15th Street SW	Washington DC 20005	501(c)(3)	10 000
HHREC	4 West Red Oak Lane Suite 330	White Plains NY 10604	501(c)(3)	500
Hour Children	36-11A 12th Street	Long Island City NY 11106	501(c)(3)	50 000
Housing Plus Solutions	4 W 43rd Street	New York NY 10036	501(c)(3)	25 000
Howard Center	208 Flynn Avenue Suite 3J	Burlington VT 05401	501(c)(3)	25 000
Hudson Link for Higher Education in Prison	PO Box 862	Ossining NY 10562	501(c)(3)	25 000
JFCS	135 W 50th Street #6	New York NY 10020	501(c)(3)	1 000
Julie's Family Learning Center	133 Dorchester Avenue	South Boston MA 02127	501(c)(3)	25 000
Just Leadership USA	112 West 34th St Suite 2104	New York NY 10120	501(c)(3)	50 000
Lines for Life	5100 SW Macadam Suite 400	Portland OR 97239	501(c)(3)	500
LSA Family Health Services	333 E 115th St	New York NY 10029	501(c)(3)	38 000
Lund Family Center	PO Box 409	Burlington VT 05406	501(c)(3)	25 000
Make the Road New York	301 Grove Street	Brooklyn NY 11237	501(c)(3)	10 000
Michael J Fox Foundation	Gran Central Station PO Box 4777	New York NY 10163-4777	501(c)(3)	20 000
Nature Conservancy	4245 North Fairfax Drive	Arlington VA 22203	501(c)(3)	1 000
New Rochelle Public Library	1 Library Plaza	New Rochelle NY 10801	501(c)(3)	500
New York City Audobon	71 W 22nd Street Suite 1529	New York NY 10010	501(c)(3)	5 000
NICA NY	2414 Sixth Street	Berkely CA 94710	501(c)(3)	1 000
No More Deaths	PO Box 40782	Tucson AZ 85717	501(c)(3)	723
North American Council for the Legacy of Polish Jews	737 Park Avenue Suite 1	New York NY 10021	501(c)(3)	15 000
Office of Institutional Advancement at Hampshire College	893 West Street	Amherst MA 01002	501(c)(3)	8 333
Operation Restoration	2321 Thalia Street	New Orleans LA 70113	501(c)(3)	500
Osborne Association	809 Westchester Avenue	Bronx NY 10455	501(c)(3)	50 000
Partnership for the Advancement of New Americans	4089 Fairmount Avenue	San Diego CA 92105	501(c)(3)	5 000
Pernet Family Health Services	237 Millbury Street	Worcester MA 01610	501(c)(3)	35 000
Philanthropy New York	79 Fifth Avenue Fourth Floor	New York NY 10003	501(c)(3)	6 600
Planned Parenthood Federation	26 Bleeker St	New York NY 10012	501(c)(3)	5 000
Prospect Park Alliance	95 Prospect Park West	Brooklyn NY 11215	501(c)(3)	5 000
Rain Forest Acton Network	425 Bush Street Suite 300	San Francisco CA 94108	501(c)(3)	1 000
Red Hook Initiative	767 Hicks Street	Brooklyn NY 11231	501(c)(3)	5 000
Renewable Northwest Project	421 SW 6th	Portland OR 97204	501(c)(3)	11 500
Rett Syndrome Research	67 Under Cliff Road	Trumbull CT 06611	501(c)(3)	1 000
ROCA	845 Albany Street	Boston MA 02119	501(c)(3)	25 000
RTA	22 Cortlandt Street	New York NY 10007	501(c)(3)	25 000
Safe Passages	185 West Broadway	New York NY 10013	501(c)(3)	15 000
Save the Children	501 Kings Highway East Suite 40C	Fairfield CT 06825	501(c)(3)	5 000
School is Open	Box 170070	San Francisco CA 94117	501(c)(3)	5 000
SEAD	6154 South Fairbanks Hall	Hanover NH 03755	501(c)(3)	25 000
Sharing Shelf	One Gateway Plaza	Port Chester NY 10573	501(c)(3)	1 500
Song Catchers	50 Washington Avenue	New Rochelle NY 10801	501(c)(3)	2 000
Sousa Mendes Foundation	PO Box 4065	Huntington NY 11743	501(c)(3)	5 000
St Mary's Women and Children's Center	90 Cushing Avenue	Dorchester MA 02125	501(c)(3)	25 000
Stand Earth	650 California Street 7th Floor	San Francisco CA 94108	501(c)(3)	1 000
STEPS to End Family Violence/Edwin Gould Services for Children and Families	1968 2nd Avenue	New York NY 10029	501(c)(3)	40 000
Strategies for Youth	PO Box 390174	Cambridge MA 02139	501(c)(3)	25 000
Tides Center	PO Box 29198	San Francisco CA 94129	501(c)(3)	25 000
University Settlement	184 Eldndge Street	New York NY 10002	501(c)(3)	25 000
Vermont Adaptive Ski and Sports	73 Alpine Drive	Killington VT 05751	501(c)(3)	10 000
Vermont Food Bank	33 Parker Street	Barre Town VT 05641	501(c)(3)	5 000
Volunteers of Legal Services	40 Worth St Suite 820	New York NY 10013	501(c)(3)	25 000
VOTE	89 South Street Suite 203	Boston MA 02111	501(c)(3)	25 000
VSA Arts of Vermont (Vision Strength Access)	20 W Canal Street	Winooski VT 05404	501(c)(3)	5 000
Wallowa Resources	401 NE 1st St Suite A	Enterprise WA 97828	501(c)(3)	10 000
Ward Brook Center	Jones Brook Road	Moretown VT 05660	501(c)(3)	5 000
We Act	1854 Amsterdam Ave	New York NY 10031	501(c)(3)	25 000
Westchester Arts Council	31 Mamaroneck Avenue	White Plains NY 10601	501(c)(3)	34 500
Willie Mae's Rock and Roll Camp for Girls	632 Broadway 7th Floor	New York NY 10012	501(c)(3)	3 000
Women's Prison Association	110 Second Avenue	New York NY 10003	501(c)(3)	25 000
Youth Alive	1445 N Boonville Avenue	Springfield MO 65802	501(c)(3)	15 000
Youth Represent	11 Park Pl Suite 1512	New York NY 10007	501(c)(3)	25 000
Youth Shelter Program of Westchester County	220 East Eight	Mount Vernon NY 10550	501(c)(3)	10 000

Total	\$ 1 925 656			
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