

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

Name of foundation THE RACHAEL RAY FOUNDATION		A Employer identification number 81-3236729	
Number and street (or P O box number if mail is not delivered to street address) 900 BROADWAY NO 1001		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 100031215		B Telephone number (see instructions) (212) 473-1001	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 123,595,482		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	10,000			
	2 Check ☐ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	10,058,152	10,058,152		
	12 Total. Add lines 1 through 11	10,068,152	10,058,152		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	94,615	0		80,769
	15 Pension plans, employee benefits	19,903	0		33,748
	16a Legal fees (attach schedule)	47,171	0		4,345
	b Accounting fees (attach schedule)	27,860	13,930		13,930
	c Other professional fees (attach schedule)	350,000	175,000		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	66,590	0		1,590
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	25,076	0		25,076
	24 Total operating and administrative expenses. Add lines 13 through 23	631,215	188,930		159,458
	25 Contributions, gifts, grants paid	7,261,100			7,261,100
	26 Total expenses and disbursements. Add lines 24 and 25	7,892,315	188,930		7,420,558
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,175,837			
	b Net investment income (if negative, enter -0-)		9,869,222		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	925,601	2,767,863	2,767,863
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ <u>2,821,484</u>			
	Less allowance for doubtful accounts ▶ _____	2,128,982	2,821,484	2,821,484
	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	6,890	6,135	6,135
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____			
Less accumulated depreciation (attach schedule) ▶ _____				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	1	1	118,000,000	
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)	3,061,474	5,595,483	123,595,482	
Liabilities	17 Accounts payable and accrued expenses	901	359,073	
	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)	901	359,073	
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	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	3,060,573	5,236,410	
30 Total net assets or fund balances (see instructions)	3,060,573	5,236,410		
31 Total liabilities and net assets/fund balances (see instructions) .	3,061,474	5,595,483		

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	3,060,573
2 Enter amount from Part I, line 27a	2	2,175,837
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	5,236,410
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	5,236,410

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)
1 a	P		
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			0
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			0
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	0
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	4,873	76,306,767	0 000064
2015			
2014			
2013			
2012			

2 Total of line 1, column (d)	2	0 000064
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 000064
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	121,512,250
5 Multiply line 4 by line 3	5	7,777
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	98,692
7 Add lines 5 and 6	7	106,469
8 Enter qualifying distributions from Part XII, line 4	8	7,420,558

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	98,692
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	0
3	Add lines 1 and 2.	3	98,692
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	98,692
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,982
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	127,982
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	2,951
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	26,339
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 26,339 Refunded ☐	11	0

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 ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
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	
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		
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 JUDY KEANE Telephone no (212) 473-1001			

Located at **900 BROADWAY NEW YORK NY** ZIP+4 **10003**

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			
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			
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			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b			No

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

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

Part VIII

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

1

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

2

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
ELIZABETH ROSS 900 BROADWAY STE 1001 NEW YORK, NY 10003	DIRECTOR OF PROGRAMS 40 00	90,811	3,804	0

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

0

3

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WATCH ENTERTAINMENT INC 900 BROADWAY NEW YORK, NY 10033	MANAGEMENT SERVICES	350,000

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

0

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 ▶

0

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	0
b	Average of monthly cash balances.	1b	2,535,071
c	Fair market value of all other assets (see instructions).	1c	120,827,619
d	Total (add lines 1a, b, and c).	1d	123,362,690
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	0
3	Subtract line 2 from line 1d.	3	123,362,690
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,850,440
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	121,512,250
6	Minimum investment return. Enter 5% of line 5.	6	6,075,613

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	6,075,613
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	98,692
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	98,692
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,976,921
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,976,921
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	5,976,921

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	7,420,558
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
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	7,420,558
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	98,692
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	7,321,866

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				5,976,921
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			1,878,538	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 7,420,558				
a Applied to 2016, but not more than line 2a			1,878,538	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				5,542,020
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				434,901
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).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
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.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	7,261,100
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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. . . .					
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.			15	10,058,152	
8 Gain or (loss) from sales of assets other than inventory					
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). . .		0		10,058,152	0
13 Total. Add line 12, columns (b), (d), and (e).			13		10,058,152

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2018-11-05	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	THOMAS LANNING		2018-11-04		P00851654
	Firm's name ► COHNREZNICK LLP				Firm's EIN ► 22-1478099
Firm's address ► 1301 AVENUE OF THE AMERICAS NEW YORK, NY 10019					Phone no (212) 297-0400

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
RACHAEL RAY 900 BROADWAY SUITE 1001 NEW YORK, NY 10003	PRESIDENT 5 00	0	0	0
JOHN CUSIMANO 900 BROADWAY SUITE 1001 NEW YORK, NY 10003	VICE PRESIDENT / SECRETARY 5 00	0	0	0
ANDREW PESKOE 711 THIRD AVENUE NEW YORK, NY 10017	GOVERNING MEMBER 5 00	0	0	0
RICHARD FIELDS 711 FIFTH AVENUE NEW YORK, NY 10022	GOVERNING MEMBER 5 00	0	0	0
FAITH RADCLIFFE 2100 GEORGETOWN DRIVE STE 103 SEWICKLEY, PA 15143	GOVERNING MEMBER 5 00	0	0	0
JOHN HALL 900 BROADWAY SUITE 1001 NEW YORK, NY 10003	VICE PRESIDENT 5 00	0	0	0
JUDITH KEANE 900 BROADWAY SUITE 1001 NEW YORK, NY 10003	TREASURER 10 00	0	0	0

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

RACHAEL RAY
JOHN CUSIMANO

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACE OF HEARTS 1201 LARRABEE STREET UNIT 303 WEST HOLLYWOOD, CA 90069		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
ACE OF HEARTS 1201 LARRABEE STREET UNIT 303 WEST HOLLYWOOD, CA 90069		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
ANGEL CITY PIT BULLSPO BOX 19944 LOS ANGELES, CA 90019		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
Total ▶ 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ANIMAL RESCUE FUND OF THE HAMPTONS PO BOX 901 WAINSCOTT WAINSCOTT, NY 11975		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
ASPCA520 8TH AVENUE 7TH FLOOR NEW YORK, NY 10018		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	700,000
ASPCA520 8TH AVENUE 7TH FLOOR NEW YORK, NY 10018		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	1,000,000
Total ► 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AUSTIN PETS ALIVE INC 1156 WEST CESAR CHAVEZ AUSTIN, TX 78703		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
BADASS BROOKLYN ANIMAL RESCUE 419 MCDONALD AVENUE PO BOX 180523 BROOKLYN, NY 11218		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
BADRAP4360 TURNER AVENUE OAKLAND, CA 94611		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	125,000
Total 				7,261,100
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BARKY PINES ANIMAL RESCUE & SANCTUARY 6521 CAROL STREET LOXAHATCHEE, FL 33470		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	2,500
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	250,000
Total 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIG DOG RANCH RESCUE 11390 JOG RD SUITE 101 PALM BEACH GARDENS, FL 33418		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	160,000
BIG DOG RANCH RESCUE 11390 JOG RD SUITE 101 PALM BEACH GARDENS, FL 33418		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	140,000
CITY HARVEST INC 9 EAST 32ND STREET 5TH FLOOR NEW YORK, NY 10016		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	30,000
Total ▶ 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EMMAS TORCH LTD 293 VAN BRUNT STREET BROOKLYN, NY 11231		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
FEEDING AMERICA 35 EAST WACKER DRIVE SUITE 2000 CHICAGO, IL 60601		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	175,000
FEEDING AMERICA 35 EAST WACKER DRIVE SUITE 2000 CHICAGO, IL 60601		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	750,000
Total 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FOOD BANK OF NEW YORK CITY 39 BROADWAY 10TH FLOOR NEW YORK, NY 10006		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	30,000
FOODCORPS INC 1140 SE 77TH AVE STE 110 PORLAND, OR 97214		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	200,000
FREEDOM SERVICE DOGS 7193 S DILLON CT ENGLEWOOD, CO 80112		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	150,000
Total ▶ 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HILAROO FOUNDATION 9200 SUNSET BLVD SUITE 600 LOS ANGELES, CA 90069		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
HUNGER FREE AMERICA INC 50 BROAD STREET SUITE 1103 NEW YORK, NY 93245		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
LOST OUR HOME PET FOUNDATION 16211 N SCOTTSDALE RD SUITE A6A SCOTTDALE, AZ 85254		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	250,000
Total ▶ 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LOVE LEO RESCUEPO BOX 5272 SANTA MONICA, CA 90409		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
MAIN LINE ANIMAL RESCUEPO BOX 89 CHESTER SPRINGS, PA 19425		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
MAIN LINE ANIMAL RESCUEPO BOX 89 CHESTER SPRINGS, PA 19425		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
Total ▶ 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAYORS ALLIANCE FOR NYC'S ANIMALS 244 FIFTH AVENUE SUITE R290 NEW YORK, NY 10001		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	125,000
MAYORS ALLIANCE FOR NYC'S ANIMALS 244 FIFTH AVENUE SUITE R290 NEW YORK, NY 10001		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	150,000
MERCY CHEFS 4240 PORTSMOUTH BLVD 402 CHESAPEAKE, VA 23321		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
Total ▶ 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MIGHTY MUTTS INC 550 WEST 54TH STREET 27G NEW YORK, NY 10019		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
NATIONAL DISASTER SEARCH DOG FOUNDATION 6800 WHEELER CANYON RD SANTA PAULA, CA 93060		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	150,000
NORTH SHORE ANIMAL LEAGUE AMERICA 25 DAVIS AVE PORT WASHINGTON, NY 11050		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	1,100,000
Total ▶ 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTH SHORE ANIMAL LEAGUE AMERICA 25 DAVIS AVE PORT WASHINGTON, NY 11050		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	518,600
NRAEF2055 L ST NW WASHINGTON, DC 20036		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	215,000
PAW WORKS INC 79 EAST DAILY DR STE 515 CAMARILLO, CA 93010		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
Total ► 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PROJECT CHIMPSPO BOX 2140 BLUE RIDGE, GA 30513		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
SHARE OUR STRENGTH 1030 15TH STREET NW SUITE 1100 WASHINGTON, DC 20005		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
SHARE OUR STRENGTH 1030 15TH STREET NW SUITE 1100 WASHINGTON, DC 20005		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	150,000
Total ▶ 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SHELTER ANIMALS COUNT 41 WATCHUNG PLAZA SUITE 393 MONTCLAIR, NJ 07042		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
SPCA OF TEXAS2400 LONE STAR DRIVE DALLAS, TX 75212		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
THE HUMANE SOCIETY OF NEW YORK 306 EAST 59TH STREET NEW YORK, NY 10022		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
Total ▶ 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE HUMANE SOCIETY OF NEW YORK 306 EAST 59TH STREET NEW YORK, NY 10022		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
THE RESCUE TRAIN 11271 VENTURA BLVD 405 STUDIO CITY, CA 91604		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
THE RESCUE TRAIN 11271 VENTURA BLVD 405 STUDIO CITY, CA 91604		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
Total 3a				7,261,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE TOBY PROJECT 220 WEST 72ND STREET NEW YORK, NY 10023		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
WELLNESS IN THE SCHOOLS INC 31 WEST 125TH STREET 5TH FLOOR NEW YORK, NY 10027		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
WORLD CENTRAL KITCHEN 1875 CONNECTICUT AVE NW 10TH FLOOR WASHINGTON, DC 20009		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
Total ► 3a				7,261,100

TY 2017 Accounting Fees Schedule**Name:** THE RACHAEL RAY FOUNDATION**EIN:** 81-3236729**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COHNREZNICK LLP	27,860	13,930		13,930

TY 2017 General Explanation Attachment**Name:** THE RACHAEL RAY FOUNDATION**EIN:** 81-3236729**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	TRANSACTION WITH AN ENTITY THAT OWNED BY CURRENT OFFICER (S)	990PF	DURING 2017 THE ORGANIZATION WAS A PARTY TO A BUSINESS TRANSACTION WITH WATCH ENTERTAINMENT INC (EIN 01-0794518) OF WHICH THE FOLLOWING OFFICERS 1) RACHAEL RAY AND 2) JOHN CUSIMANO WERE THE DIRECT OWNERS (EACH HELD 50% OF THE S CORPORATION STOCK) WATCH ENTERTAINMENT INC PROVIDED MANAGEMENT SERVICES TO THE FOUNDATION FOR TOTAL FEES OF \$350,000

TY 2017 Investments - Other Schedule

Name: THE RACHAEL RAY FOUNDATION

EIN: 81-3236729

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INTANGIBLE ASSETS	FMV	1	118,000,000

TY 2017 Legal Fees Schedule**Name:** THE RACHAEL RAY FOUNDATION**EIN:** 81-3236729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GOLENBOCK EISEMAN ASSOC BELL & PESKOE LLP	47,171	0		4,345

TY 2017 Other Expenses Schedule**Name:** THE RACHAEL RAY FOUNDATION**EIN:** 81-3236729**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRINTING, POSTAGE & MAILING SERVICES	19	0		19
INSURANCE	10,752	0		10,752
REGISTRATION FEE	850	0		850
WEBSITE DEVELOPMENT	13,455	0		13,455

TY 2017 Other Income Schedule

Name: THE RACHAEL RAY FOUNDATION

EIN: 81-3236729

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	10,058,152	10,058,152	10,058,152

TY 2017 Other Professional Fees Schedule**Name:** THE RACHAEL RAY FOUNDATION**EIN:** 81-3236729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	350,000	175,000		0

TY 2017 Taxes Schedule**Name:** THE RACHAEL RAY FOUNDATION**EIN:** 81-3236729

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	65,000	0		0
NY FILLING FEE	1,500	0		1,500
MCTMT TAX	90	0		90

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491316009268		
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990			OMB No 1545-0047 2017	
Name of the organization THE RACHAEL RAY FOUNDATION				Employer identification number 81-3236729		
Organization type (check one)						
Filers of: Form 990 or 990-EZ Form 990-PF						Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation
Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions						
General Rule ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.						
Special Rules ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III. ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions <i>exclusively</i> for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$						
Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).						
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2017)		

Name of organization THE RACHAEL RAY FOUNDATION	Employer identification number 81-3236729
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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	RACHAEL RAY AND JOHN CUSIMANO 900 BROADWAY SUITE 1001 NEW YORK, NY 10003	\$ 10,000	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)

81-3236729

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

81-3236729

Use duplicate copies of Part III if additional space is needed

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