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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 06-01-2017










, and ending 05-31-2018

Name of foundation The Robert Mapplethorpe Foundation Inc c/o Michael Stout ESQ % MICHAEL WARD STOUT ESQ		A Employer identification number 13-3480472			
Number and street (or P O box number if mail is not delivered to street address) 477 Madison Avenue 15th Floor		Room/suite			
City or town, state or province, country, and ZIP or foreign postal code New York, NY 10022		B Telephone number (see instructions) (212) 754-6120			
<div>G Check all that apply</div> <div><div><input type="checkbox"/> Initial return</div><div><input type="checkbox"/> Initial return of a former public charity</div><div><input type="checkbox"/> Final return</div><div><input type="checkbox"/> Amended return</div><div><input type="checkbox"/> Address change</div><div><input type="checkbox"/> Name change</div></div>		<div>D 1. Foreign organizations, check here</div> <div><div>2 Foreign organizations meeting the 85% test, check here and attach computation</div></div>			
<div>H Check type of organization</div> <div><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</div> <div><input type="checkbox"/> Other taxable private foundation</div>		E If private foundation status was terminated under section 507(b)(1)(A), check here			
<div>I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 206,171,831</div>		<div>J Accounting method</div> <div><input checked="" type="checkbox"/> Cash</div> <div><input type="checkbox"/> Accrual</div> <div><input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)</div>			
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)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	283	283		
	4 Dividends and interest from securities	161,693	161,693		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	140,766			
	b Gross sales price for all assets on line 6a	1,647,372			
	7 Capital gain net income (from Part IV, line 2)		140,766		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	5,461,000			
b Less Cost of goods sold	4,379,400				
c Gross profit or (loss) (attach schedule)	1,081,600				
11 Other income (attach schedule)	82,425				
12 Total. Add lines 1 through 11	1,466,767	302,742			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages	446,400			267,840
	15 Pension plans, employee benefits	76,650			35,633
	16a Legal fees (attach schedule)	828,157	0	0	257,662
	b Accounting fees (attach schedule)	24,128	12,064	0	12,064
	c Other professional fees (attach schedule)	60,214	37,883		20,462
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	40,957	2,929		20,695
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	152,855			110,537
	21 Travel, conferences, and meetings	84,177			12,349
	22 Printing and publications				
	23 Other expenses (attach schedule)	237,566			153,672
	24 Total operating and administrative expenses. Add lines 13 through 23	1,951,104	52,876	0	890,914
	25 Contributions, gifts, grants paid	513,150			513,150
	26 Total expenses and disbursements. Add lines 24 and 25	2,464,254	52,876	0	1,404,064
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-997,487			
	b Net investment income (if negative, enter -0-)		249,866		
c Adjusted net income(if negative, enter -0-)					


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	426,980	1,191,380	1,191,380
	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	4,662,125	2,593,964	4,755,000
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	245,896 	252,307	248,573
	b Investments—corporate stock (attach schedule)	2,566,467 	2,673,233	3,076,160
	c Investments—corporate bonds (attach schedule)	144,078 	137,244	133,425
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,385,471 	1,430,785	1,515,343
	14 Land, buildings, and equipment basis ▶ _____ 10,124 Less accumulated depreciation (attach schedule) ▶ _____ 10,124	0	0	0
15 Other assets (describe ▶ _____)	 205,293,712 	 195,251,950 	 195,251,950	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	214,724,729	203,530,863	206,171,831	
Liabilities	17 Accounts payable and accrued expenses	171,879	0	
	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)	171,879	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	214,552,850	203,530,863	
	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)	214,552,850	203,530,863		
31 Total liabilities and net assets/fund balances (see instructions) .	214,724,729	203,530,863		

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	214,552,850
2 Enter amount from Part I, line 27a	2	-997,487
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	213,555,363
5 Decreases not included in line 2 (itemize) ▶ _____ 	5	10,024,500
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	203,530,863

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 PUBLICLY TRADED SECURITIES AND OTHER INVESTMENTS	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 1,647,372		1,506,606	140,766
b			
c			
d			
e			

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			140,766
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	140,766
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	1,238,350	11,437,143	0 108274
2015	1,365,716	12,481,100	0 109423
2014	1,732,167	13,372,983	0 129527
2013	1,883,434	14,199,477	0 132641
2012	1,855,946	11,810,914	0 157138
2 Total of line 1, column (d)			2 0 637003
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 127401
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 10,310,438
5 Multiply line 4 by line 3			5 1,313,560
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,499
7 Add lines 5 and 6			7 1,316,059
8 Enter qualifying distributions from Part XII, line 4			8 1,404,064

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,499
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	2,499
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	2,499
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	3,030
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	4,030
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	3
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	1,528
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 1,528 Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 <u>www.mapplethorpe.org</u>	13	Yes	
14	The books are in care of <u>MICHAEL WARD STOUT ESQ</u> Telephone no <u>(212) 754-6120</u>			

Located at 477 MADISON AVENUE 15TH FLOOR NEW YORK NYZIP+4 10022

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/>	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 <u></u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/>	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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
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). <input type="checkbox"/>	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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
	Organizations relying on a current notice regarding disaster assistance check here.			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1

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

(a) Name and address	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
JOREE WEINSTEIN 477 MADISON AVENUE 15TH FLOOR NEW YORK, NY 10022	MANAGING DIRECTOR 40 0	162,692	12,069	0
ADAM ROSENTHAL 477 MADISON AVENUE 15TH FLOOR NEW YORK, NY 10022	ARCHIVIST 32 0	72,627	12,069	0
KELLY JONES 477 MADISON AVENUE 15TH FLOOR NEW YORK, NY 10022	SALES 40 0	70,096	10,057	0
JENNIFER FIORE 477 MADISON AVENUE 15TH FLOOR NEW YORK, NY 10022	ARCHIVIST 32 0	54,336	12,069	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
STOUT THOMAS & JOHNSON 477 MADISON AVENUE 15TH FLOOR NEW YORK, NY 10022	LEGAL SERVICES	913,157
PROSKAUER ROSE LLP ELEVEN TIMES SQUARE NEW YORK, NY 10036	LEGAL SERVICES	77,866
EDWARD MAPPLETHORPE LLC 23 Tobacco Road WESTON, CT 06883	PRINTING	53,800

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

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	4,916,780
b	Average of monthly cash balances.	1b	795,670
c	Fair market value of all other assets (see instructions).	1c	4,755,000
d	Total (add lines 1a, b, and c).	1d	10,467,450
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	10,467,450
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	157,012
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	10,310,438
6	Minimum investment return. Enter 5% of line 5.	6	515,522

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	515,522
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	2,499
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,499
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	513,023
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	513,023
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	513,023

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	1,404,064
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,404,064
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	2,499
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,401,565

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				513,023
2	Undistributed income, if any, as of the end of 2017				
a	Enter amount for 2016 only.				
b	Total for prior years 2015, 2014, 2013				
3	Excess distributions carryover, if any, to 2017				
a	From 2012.	1,270,228			
b	From 2013.	1,177,136			
c	From 2014.	1,056,234			
d	From 2015.	737,860			
e	From 2016.	670,530			
f	Total of lines 3a through e.	4,911,988			
4	Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,404,064</u>				
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).				
d	Applied to 2017 distributable amount.				513,023
e	Remaining amount distributed out of corpus	891,041			
5	Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,803,029			
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				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8	Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	1,270,228			
9	Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	4,532,801			
10	Analysis of line 9				
a	Excess from 2013.	1,177,136			
b	Excess from 2014.	1,056,234			
c	Excess from 2015.	737,860			
d	Excess from 2016.	670,530			
e	Excess from 2017.	891,041			

Part XIV

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 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

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))

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 e-mail address of the person to whom applications should be addressed

JOREE ADILMAN WEINSTEIN
477 MADISON AVENUE 15TH FLOOR
NEW YORK, NY 10022
(212) 755-3025

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

APPLICANTS ARE INSTRUCTED TO SUBMIT A DESCRIPTION OF THE INSTITUTION AND SPECIFIC PROJECT FOR WHICH FUNDS ARE REQUESTED, A BUDGET, A SELECTION OF IMAGES (IF PHOTOGRAPHY EXHIBITION) AND ANY OTHER RELEVANT INFORMATION. APPLICATIONS ARE ACCEPTED ELECTRONICALLY OR BY POST.

c Any submission deadlines
NONE

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

GRANTS ARE PRIMARILY AWARDED TO VARIOUS MISSIONS AS COMMUNICATED BY THE FOUNDER OF THE ORGANIZATION PHOTOGRAPHY AT THE INSTITUTIONAL LEVEL EMBRACING EXHIBITIONS AND PUBLICATIONS, AS WELL AS MEDICAL RESEARCH DIRECTED TOWARDS THE TREATMENT AND/OR CURE OF HIV/AIDS

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 Additional Data Table				
Total			▶ 3a	513,150
b <i>Approved for future payment</i> See Additional Data Table				
Total			▶ 3b	4,781,000

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.		
	***** Signature of officer or trustee	2019-04-10 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 <input type="checkbox"/>	PTIN
	CANDICE METH				P01306891
	Firm's name ▶ EISNERAMPER LLP				Firm's EIN ▶
Firm's address ▶ 750 THIRD AVENUE NEW YORK, NY 100172703					Phone no (212) 949-8700

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
MICHAEL WARD STOUT ESQ  C/O THE FOUNDATION 477 MADISON AVENUE 15TH FLOOR New York, NY 10022	PRESIDENT 2 0	0	0	0
ERIC R JOHNSON  C/O THE FOUNDATION 477 MADISON AVENUE 15TH FLOOR New York, NY 10022				
STEWART SHINING  C/O THE FOUNDATION 477 MADISON AVENUE 15TH FLOOR New York, NY 10022	VICE PRESIDENT / SECRETARY 3 0	0	0	0
DIMITRI LEVAS  C/O THE FOUNDATION 477 MADISON AVENUE 15TH FLOOR New York, NY 10022				
BURTON G LIPSKY  C/O THE FOUNDATION 477 MADISON AVENUE 15TH FLOOR New York, NY 10022	VICE PRESIDENT 1 0	0	0	0
TREASURER 1 0				

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>				
Museo de Arte Moderno in Mexico City PASEO DE LA REFORMA Y GANDHI S/N MEXICO CITY, Mexico 11560 MX	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	10,000
Ryerson Image Centre33 gould street toronto, Toronto M5B 2k3 CA	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	5,000
ACRIA575 EIGHTH AVENUE NEW YORK, NY 10018	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	25,000
Total ▶ 3a				513,150

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>				
ACRIA575 EIGHTH AVENUE NEW YORK, NY 10018	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	7,000
Aperture Foundation 547 WEST 27TH STREET NEW YORK, NY 10001	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	5,000
Art Institute of Chicago 111 SOUTH MICHIGAN AVENUE CHICAGO, IL 60603	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	10,000
Total ▶ 3a				513,150

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				
ART PRODUCTION FUND 81 PROSPECT STREET BROOKLYN, NY 11201	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	3,000
AMERICAN ACADEMY IN ROME 7 EAST 60TH STREET NEW YORK, NY 10022	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	50,000
BAILEY HOUSE1751 PARK AVENUE NEW YORK, NY 10035	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	700
Total ▶ 3a				513,150

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>				
Center for Curatorial Studies at Bard College BARD COLLEGE ANNANDALEONHUDSON, NY 12504	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	10,000
CENTER FOR CURATORIAL STUDIES AT BARD COLLEGE BARD COLLEGE ANNANDALEONHUDSON, NY 12504	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	50,000
Dayton Art Institute 456 BELMONTE PARK NORTH DAYTON, OH 45405	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	7,000
Total ▶ 3a				513,150

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>				
Elton John AIDS Foundation (EJAF) 584 BROADWAY NEW YORK, NY 10012	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	5,000
Elton John AIDS Foundation (EJAF) 584 BROADWAY NEW YORK, NY 10012	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	5,500
George Eastman Museum 900 EAST AVENUE ROCHESTER, NY 14607	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	12,000
Total ▶ 3a				513,150

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>				
Halsey Institute of Contemporary Art 161 CALHOUN STREET CHARLESTON, SC 29424	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	5,000
International Center of Photography 1114 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	15,000
INTERNATIONAL CENTER OF PHOTOGRAPHY 1114 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	700
Total 3a				513,150

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				
JAPAN SOCIETY33 EAST 47TH STREET NEW YORK, NY 10017	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	5,000
Mary and Leigh Block Museum of Art 40 ARTS CIRCLE DRIVE EVANSTON, IL 60208	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	5,000
MUSEUM OF CONTEMPORARY PHOTOGRAPHY COLUMBIA COLLEGE CHICAGO, IL 60605	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	8,500
Total ▶ 3a				513,150

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>				
NEW MUSEUM OF CONTEMPORARY ART 235 BOWERY NEW YORK, NY 10002	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	10,000
NEW MUSEUM OF CONTEMPORARY ART 235 BOWERY NEW YORK, NY 10002	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	6,000
Philadelphia Museum of ArtPO BOX 7646 PHILADELPHIA, PA 19101	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	10,000
Total ▶ 3a				513,150

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				
Smithsonian American Art Museum MRC 970 PO BOX 37012 WASHINGTON, DC 20013	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	20,000
St Louis Art Museum Foundation ONE FINE ARTS DRIVE ST LOUIS, MO 63110	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	5,000
The Gordon Parks Foundation 48 WHEELER AVENUE PLEASANTVILLE, NY 10570	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	3,750
Total ▶ 3a				513,150

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				
The Museum of Fine Arts Houston PO BOX 6826 HOUSTON, TX 77265	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	20,000
The Museum of Modern Art (MoMA) 11 WEST 53RD STREET NEW YORK, NY 10019	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	50,000
The Studio Museum in Harlem 144 WEST 125TH STREET NEW YORK, NY 10027	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	3,000
Total ▶ 3a				513,150

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>				
Visual Arts Foundation 209 EAST 23RD STREET NEW YORK, NY 10010	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	1,000
Wexner Center for the Arts 1871 NORTH HIGH STREET COLUMBUS, OH 43210	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	10,000
Whitney Museum of American Art 99 GANSEVOORT STREET NEW YORK, NY 10014	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	10,000
Total ▶ 3a				513,150

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>				
Whitney Museum of American Art 99 GANSEVOORT STREET NEW YORK, NY 10014	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	10,000
Whitney Museum of American Art 99 GANSEVOORT STREET NEW YORK, NY 10014	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	25,000
ARTIST ROOMS FOUNDATION 9 DERING STREET LONDON, London W1S1AG UK	NO RELATIONSHIP	PC	FOR DONEE'S EXEMPT PURPOSE	60,000
Total ▶ 3a				513,150

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				
THE MUSEUM OF MODERN ART (MOMA) 11 WEST 53RD STREET NEW YORK, NY 10019	NO RELATIONSHIP	PC	EXHIBITION SUPPORT	25,000
Total ▶ 3a				513,150

TY 2017 Accounting Fees Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COHNREZNICK LLP	24,128	12,064		12,064

TY 2017 Compensation Explanation

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

Person Name	Explanation
MICHAEL WARD STOUT ESQ	SEE FOOTNOTE 1
ERIC R JOHNSON	SEE FOOTNOTE 1

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

TY 2017 Depreciation Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

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

TY 2017 Expenditure Responsibility Statement

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
ARTIST ROOMS FOUNDATION	9 DEERING STREET LONDON W1S1AG UK	2017-10-13	60,000	TO SUPPORT THE ARTIST ROOMS FOUNDATION ENDOWMENT	60,000	NO	05/31/2018		TO THE KNOWLEDGE OF THE FOUNDATION, NO FUNDS HAVE BEEN DIVERTED TO ANY ACTIVITY FOR WHICH THE GRANT WAS NOT ORIGINALLY MADE NO INDEPENDENT VERIFICATION IS REQUIRED AT THIS TIME

TY 2017 Investments Corporate Bonds Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS CREDIT 2.375%		
BP CAPITAL MARKETS PLC COMPANY	8,147	7,987
CITIGROUP INC - VAR%JAN 10 202	12,464	11,712
COMCAST CORP 6.400% MAR 01 204		
ENTERPRISE PRODUCTS OPER COMPA	7,111	7,966
GENERAL ELEC CAP CORP NOTES 05	10,914	10,301
GOLDMAN SACHS GROUP INC GLB 04	19,733	19,150
JPMORGAN CHASE & CO GLB 04.400	15,553	15,428
MICROSOFT CORP GLB 03.700% AUG	16,321	15,524
MORGAN STANLEY GLB VAR%JUL 22	8,102	7,646
SHELL INTERNATIONAL FIN COMPAN	11,513	11,175
USD UNITED MEXICAN 3.500% JAN		
VERIZON COMMUNICATIONS GLB 05.	15,128	15,055
WELLS FARGO & COMPANY SER MTN	12,258	11,481

TY 2017 Investments Corporate Stock Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ
EIN: 13-3480472

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABB LTD SPON ADR	18,827	17,376
ABBVIE INC SHS	32,100	35,916
ADOBE SYSTEMS INC RSTD SHS	12,301	33,653
AFFILIATED MANAGERS GRP	13,471	15,289
ALIBABA GROUP HOLDING LT	26,582	28,315
ALIGN TECH INC DEL COM	12,661	24,232
ALLEGION PLC SHS	13,480	17,502
ALPHABET INC SHS CL A	30,047	41,800
ALTRIA GROUP INC	55,918	54,068
AMAZON COM INC COM	17,504	47,259
AMERICAN TOWER REIT INC (HLDG	17,631	24,353
AMN ELEC POWER CO	12,922	17,463
ANADARKO PETE CORP		
APPLE INC	35,961	53,632
ARCELORMITTAL SA NY REG		
ASML HLDG NV NY REG SHS	13,423	19,272
ASTRAZENECA PLC SPND ADR	31,000	36,919
AT&T INC	67,979	64,737
BAIDU INC SPON ADR	17,887	20,860
BCE INC	49,169	45,587
BHP BILLITON LTD ADR	16,980	24,094
BOEING COMPANY	20,037	20,777
BOOKING HLDGS INC USD0.008	32,009	35,852
BP PLC SPON ADR	42,035	52,006
BROADCOM LTD	10,320	20,670
BRITISH AMN TOBACO SPADR	18,721	14,541
CANADIAN IMPERIAL BANK OF COMM	13,647	20,010
CANADIAN NATURAL RES LTD	35,557	35,186
CELGENE CORP		
CEMEX SAB DE CV SPND ADR	16,395	10,674

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVRON CORP	50,107	59,788
CHINA PETE CHEM SPN ADR	21,067	30,502
CHUBB LTD	18,188	20,780
COCA COLA COM	56,442	57,405
COCA-COLA EUROPEAN PARTNERS PL	23,171	21,415
COGNIZANT TECH SOLUTNS A	14,503	13,638
CONSOLIDATED EDISON		
CONSTELLATION BRANDS INC	25,310	28,554
CONTINENTAL RESOURCES INC		
COPA HOLDINGS S A CL A	15,471	17,174
COSTCO WHOLESALE CRP DEL	22,507	28,150
CREDIT SUISSE GP SP ADR	16,228	17,233
CROWN CASTLE REIT INC SHS	42,417	47,492
CSX CORP	16,768	20,300
CTRIIP.COM INTL LTD ADR	14,767	13,572
DANAHER CORP DEL		
DIAGEO PLC SPSD ADR NEW	19,186	25,494
DISNEY CO		
DOMINION ENERGY INC	47,801	44,291
DOVER CORP	16,148	20,306
DUKE ENERGY CORP NEW	42,194	47,685
ECOLAB INC	16,453	18,539
EDWARDS LIFESCIENCES CRP	19,530	20,734
EMBRAER S A SPONSRD ADR	16,171	19,489
EXXON MOBIL CORP COM	54,918	57,437
FACEBOOK INC CLASS A COMMON ST	12,856	24,356
FEDEX CORP DELAWARE COM	12,209	18,684
GENERAL MILLS	29,446	21,906
GENL DYNAMICS CORP COM	23,124	34,694
GILDAN ACTIVEWEAR INC	12,965	12,671

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GLAXOSMITHKLINE PLC ADR	54,047	51,906
GRUPO TELEVISA SA		
GW PHARMACEUTICALS PLC ADR	7,811	18,675
HONEYWELL INTL INC DEL	18,277	26,180
ICICI BANK LTD	13,849	16,268
ING GP NV SPSD ADR	12,781	14,542
INGERSOLL-RAND PLC		
INTERCONTINENTAL EXCHANGE INC	17,705	19,140
INTUITIVE SURGICAL INC NEW	17,804	22,524
KIMBERLY CLARK	24,207	22,490
KONINKL PHIL NV SH NEW	22,108	22,174
KRAFT (THE) HEINZ CO SHS	15,009	14,772
LAUDER ESTEE COS INC A	20,254	31,233
LOWE'S COMPANIES INC	19,794	17,862
MCDONALDS CORP		
MANULIFE FINANCIAL CORP	12,666	13,633
MASTERCARD INC	27,597	34,982
MEDTRONIC PLC		
MELCO RESORTS AND ENTERTAINMEN	12,289	19,857
MERCK AND CO INC	13,579	14,763
MICROSOFT CORP	49,596	53,275
MITSUBISHI UFJ FINL GRP INC	22,060	21,257
MONDELEZ INTERNATIONAL INC		
NATIONAL GRID PLC SHS ADR	52,587	42,416
NETEASE COM INC		
NETFLIX COM INC	15,624	34,457
NEW ORIENTAL EDUCATIO ADR	19,770	22,182
NVIDIA	5,378	21,688
OCCIDENTAL PETE CORP CAL	47,013	58,435
ORANGE ADR	13,596	13,440

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PAMPA ENERGIA	14,057	14,644
PAYPAL HOLDINGS INC SHS	26,670	32,992
PEPSICO INC	12,808	14,937
PHILIP MORRIS INTL INC	59,916	54,724
PIONEER NATURAL RES CO		
PPL CORPORATION	34,742	30,407
PROCTER & GAMBLE CO	26,732	25,463
PROGRESSIVE CRP OHIO	20,329	23,470
PRUDENTIAL PLC ADR	18,205	20,368
PUB SVC ENTERPRISE GRP	22,348	26,225
PUBLIC STORAGE \$0.10 REIT	35,626	36,648
REALTY INCM CRP MD PV\$1. REIT	10,751	12,259
SALESFORCE COM INC	21,748	36,342
SANOFI ADR	16,716	15,155
SANOFI ADR	24,426	22,082
SAP SE SHS	14,242	17,708
SHIRE PLC-ADR		
SK TELECOM ADR	11,414	11,775
SONY CORP ADR NEW	11,029	19,119
SOUTHERN COMPANY	35,566	35,471
STARBUCKS CORP		
THERMO FISHER SCIENTIFIC INC	12,800	19,161
TJX COS INC NEW	17,085	21,767
TORONTO DOMINION BANK	17,452	26,859
TOTAL S.A. SP ADR	38,733	45,366
UNILEVER NV NY REG SHS	15,974	16,229
UNITED PARCEL SVC CL B	18,044	18,928
UNITEDHEALTH GROUP INC	19,236	19,562
VALE SA	10,351	25,405
VEON LTC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VENTAS INC REIT	26,564	25,745
VERIZON COMMUNICATNS COM	70,949	74,508
VISA INC CL A SHRS	19,198	21,438
VODAFONE GROUP PLC SHS ADR	60,637	49,967
WELLTOWER INC	25,597	23,464
ZIMMER BIOMET HOLDING		
ZOETIS INC	23,376	35,489

TY 2017 Investments Government Obligations Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

**US Government Securities - End
of Year Book Value:**

252,307

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

248,573

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

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

TY 2017 Investments - Other Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AB INCOME FUND ADV CLASS	FMV	108,811	107,695
ASG MANAGED FUTURES STR FD CL	FMV	76,646	72,100
BOSTON PARTNERS LONG / SHORT R	FMV	79,908	85,937
COHEN & STEERS LOW DUR PREFERR	FMV	108,820	108,167
CLAREANT EUROPEAN STRAT CREDIT	FMV	76,000	68,264
EATON VANCE GLB MACRO ABSLT ST	FMV	51,570	49,187
FRANKLIN K2 ALTERNATIVE STRATE	FMV	104,260	108,264
GS MULTI MANAGER	FMV		
GUGGENHEIM MACRO OPPORTUNITIES	FMV	108,803	108,314
ISHARES RUSSELL MIDCAP	FMV	52,744	84,300
ISHARES RUSSELL 2000	FMV	37,337	81,385
JONES LANG LASALLE INCOME PROP	FMV	107,551	113,489
OWL ROCK CAPITAL CORPORATION	FMV	29,009	28,796
PMF TEI FUND, LP (ENDOWMENT -	FMV	42,496	47,957
PRINCIPAL PREFERRED	FMV		
VANGUARD REAL ESTATE ETF	FMV	69,311	82,361
WESTERN ASSET SMASH SERIES EC	FMV	147,747	143,141
WESTERN ASSET SMASH SERIES C F	FMV	57,965	57,031
WESTERN ASSET SMASH SERIES M F	FMV	171,807	168,955

TY 2017 Legal Fees Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STOUT THOMAS & JOHNSON	741,278			170,783
PROSKAUER ROSE LLP	77,866			77,866
OTHER LEGAL FEES	9,013			9,013

TY 2017 Other Assets Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ASSETS HELD FOR CHARITABLE USE	205,276,450	195,251,950	195,251,950
PENSION PLAN WITHHOLDING	17,262		

TY 2017 Other Decreases Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

Description	Amount
ADJUSTMENT TO ASSETS HELD FOR CHARITABLE	0
USE	10,024,500

TY 2017 Other Expenses Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIP DUES	59,500			59,500
FRAMING AND RESTORATION	51,657			10,331
INSURANCE	58,514			58,024
OFFICE EXPENSES	27,736			10,073
TELEPHONE	9,217			4,609
INFORMATION TECHNOLOGY	9,984			2,971
DUES AND SUBSCRIPTIONS	1,736			868
PAYROLL PROCESSING FEES	3,186			637
FILM & PROCESSING	8,470			1,694
BANK FEES	1,507			301

Other Expenses Schedule				
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER EXPENSES	6,059			4,664

TY 2017 Other Income Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LICENSE / ROYALTIES	78,353		
EXHIBITION / ART LOAN FEES	2,000		
REFUND OF EXCISE TAXES	2,072		

TY 2017 Other Professional Fees Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	37,883	37,883		
PROGRAM CONSULTING FEES	18,594			16,725
PENSION PLAN MANAGEMENT	3,737			3,737

TY 2017 Taxes Schedule

Name: The Robert Mapplethorpe Foundation Inc
c/o Michael Stout ESQ

EIN: 13-3480472

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	34,492			20,695
EXCISE TAXES	3,536			
FOREIGN TAXES PAID	2,929	2,929		