

Return of Private Foundation

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

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2017

Open to Public Inspection

For calendar year 2017 or tax year beginning 06/01, 2017, and ending 05/31, 2018

Name of foundation: THOMAS J WATSON FOUNDATION XXXXX0006
Employer identification number: 35-7120359
Telephone number: 800-496-2583
City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60603
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$ 84,804,367
Accounting method: Cash

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).)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, Dividends, Net gain, Operating and Administrative Expenses, and Net investment income.

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SCANNED MAY Revenue 019

Operating and Administrative Expenses

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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	1,372,026.	99,513.	99,513.
	2	Savings and temporary cash investments		7,699,251.	7,699,251.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 8.	34,732,082.	42,722,532.	64,264,436.
	c	Investments - corporate bonds (attach schedule) . STMT 10.	13,937,135.	7,505,019.	7,380,767.
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 11.	5,661,317.	3,153,236.	5,360,398.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ STMT 12.)		2.	2.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item f)	55,702,560.	61,179,553.	84,804,367.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <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	55,702,560.	61,179,553.	
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)	55,702,560.	61,179,553.		
31	Total liabilities and net assets/fund balances (see instructions)	55,702,560.	61,179,553.		

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 55,702,560.
2	Enter amount from Part I, line 27a	2 7,660,802.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3 77,989.
4	Add lines 1, 2, and 3	4 63,441,351.
5	Decreases not included in line 2 (itemize) ▶ CAPITAL CALLS NOT YET REFLECTED IN BASIS	5 2,261,798.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 61,179,553.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a PUBLICLY TRADED SECURITIES					
b					
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 42,889,088.		31,701,574.	11,187,514.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			11,187,514.		
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	11,187,514.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	4,469,724.	73,966,942.	0.060429
2015	3,150,999.	88,298,002.	0.035686
2014	6,254,686.	100,076,667.	0.062499
2013	4,277,286.	94,440,363.	0.045291
2012			
2 Total of line 1, column (d)			2 0.203905
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 0.050976
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 83,450,146.
5 Multiply line 4 by line 3.			5 4,253,955.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 116,621.
7 Add lines 5 and 6.			7 4,370,576.
8 Enter qualifying distributions from Part XII, line 4 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.			8 3,718,352.

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
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-)
3 Add lines 1 and 2
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-
6 Credits/Payments.
a 2017 estimated tax payments and 2016 overpayment credited to 2017
b Exempt foreign organizations - tax withheld at source
c Tax paid with application for extension of time to file (Form 8868)
d Backup withholding erroneously withheld
7 Total credits and payments. Add lines 6a through 6d
8 Enter any penalty for underpayment of estimated tax. Check here [X] if Form 2220 is attached
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11 Enter the amount of line 10 to be Credited to 2018 estimated tax [] 202,157. Refunded []

Part VII-A Statements Regarding Activities

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?
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation [] \$ _____ (2) On foundation managers [] \$ _____
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers [] \$ _____
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
4b If "Yes," has it filed a tax return on Form 990-T for this year?
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
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?
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV
8a Enter the states to which the foundation reports or with which it is registered. See instructions [] DE
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>WATSONFELLOWSHIP.ORG</u>	X	
14 The books are in care of ▶ <u>JPMORGAN TRUST CO. OF DELAWARE</u> Telephone no ▶ <u>(800) 496-2583</u> Located at ▶ <u>10 S DEARBORN IL1-0111, CHICAGO, IL</u> ZIP+4 ▶ <u>60603</u>		
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 ▶ <u>15</u>		
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 the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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

5a During the year, did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions **5b** Yes 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? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** Yes No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN TRUST COMPANY OF DELAWARE 10 S DEARBORN IL1-0111, CHICAGO, IL 60603	TRUSTEE 30	199,401	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRIS KASABACH 11 PARK PLACE STE 1503, NEW YORK, NE	DIRECTOR	316,667.	74,342.	-0-
MICHAEL Z BUBOLO 11 PARK PLACE STE 1503, NEW YORK, NE	ASSOC DIRECTOR	84,000.	25,772.	-0-
SNEHA SUBRAMANIAN 11 PARK PLACE STE 1503, NEW YORK, NE	ASSOC DIRECTOR	79,246.	25,372.	-0-
SARA NOLFO 11 PARK PLACE STE 1503, NEW YORK, NE	ASSOC DIRECTOR	119,196.	33,123.	-0-

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

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CRAVATH, SWAINE & MOORE LLP 825 EIGHTH AVENUE, NEW YORK, NY 10019-7475	LEGAL	52,750.
TANNENBAUM HELPERN SYRACUSE & HIRSCHTRITT, LLP 900 THIRD AVENUE, NEW YORK, NY 10022	LEGAL	81,974.
RUANE CUNNIFF & GOLDFARB, INC 9 W 57TH ST #5000, NEW YORK, NY 10019	INVESTMENT MANAGEMEN	502,087.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	77,342,408.
b	Average of monthly cash balances	1b	7,378,552.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	84,720,960.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	84,720,960.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,270,814.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	83,450,146.
6	Minimum investment return. Enter 5% of line 5	6	4,172,507.

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	4,172,507.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	233,243.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	233,243.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,939,264.
4	Recoveries of amounts treated as qualifying distributions	4	36,203.
5	Add lines 3 and 4.	5	3,975,467.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,975,467.

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	3,718,352.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,718,352.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,718,352.

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				3,975,467.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			3,523,654.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012	NONE			
b From 2013	NONE			
c From 2014	NONE			
d From 2015	NONE			
e From 2016	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>3,718,352.</u>				
a Applied to 2016, but not more than line 2a . . .			3,523,654.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2017 distributable amount				194,698.
e Remaining amount distributed out of corpus. . .	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				3,780,769.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2013 . . .	NONE			
b Excess from 2014 . . .	NONE			
c Excess from 2015 . . .	NONE			
d Excess from 2016 . . .	NONE			
e Excess from 2017 . . .	NONE			

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

NOT APPLICABLE

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

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

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

SEE STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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
<p>a <i>Paid during the year</i></p> <p>PLEASE SEE ATTACHED</p>	NONE	PC	SCHOLARSHIPS	1,580,184.
Total ▶ 3a				1,580,184.
<p>b <i>Approved for future payment</i></p>				
Total ▶ 3b				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	6,773.	6,773.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE FOREIGN DIVIDENDS)	22,882.	22,882.
DOMESTIC DIVIDENDS	192,236.	192,236.
NONQUALIFIED FOREIGN DIVIDENDS	375,613.	375,613.
NONQUALIFIED DOMESTIC DIVIDENDS	63,697.	63,697.
CORPORATE INTEREST	189,060.	189,060.
	67,738.	67,738.
TOTAL	917,999.	917,999.

FORM 990PF, PART I - OTHER INCOME

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAX REFUND	18,352.	
OTHER INCOME	-183.	-183.
PRIVATE ADVISORS SECONDARY FUND V LP-UBT	5,274.	
PRIVATE ADVISORS SECONDARY FUND V LP	62,140.	62,140.
MCR HOSPITALITY FUND LP	-23,193.	-23,193.
GRE II PRIVATE INVESTORS LLC	22,121.	22,121.
OTHER INVESTMENT INCOME	144,617.	144,617.
TOTALS	229,128.	205,502.

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	166,604.			166,604.
TOTALS	166,604.	NONE	NONE	166,604.

FORM 990PF, PART I - ACCOUNTING FEES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,800.	900.		900.
TOTALS	1,800.	900.	NONE	900.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMNT MNGMNT FEES (NON-DED)	502,087.	502,087.
TOTALS	502,087.	502,087.

FORM 990PF, PART I - TAXES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	16,853.	16,853.
STATE INCOME TAXES	345.	345.
FEDERAL TAX PAYMENT - PRIOR YE	41,197.	
FEDERAL ESTIMATES - INCOME	265,400.	
FOREIGN TAXES ON QUALIFIED FOR	8,731.	8,731.
FOREIGN TAXES ON NONQUALIFIED	333.	333.
TOTALS	332,859.	26,262.

FORM 990PF, PART I - OTHER EXPENSES

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REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER CHARITABLE EXPENSES	20,850.	20,850.
IT EXPENSES	75,380.	75,380.
MARKETING	7,212.	7,212.
MEMBERSHIP & DUES	2,259.	2,259.
OFFICE EXPENSES	7,499.	7,499.
OTHER EXPENSES	27,440.	27,440.
PROGRAM EVENTS	163,655.	163,655.
RECRUITMENT & SELECTION	25,022.	25,022.
TRAINING	7,597.	7,597.
OTHER EXPENSES	5,266.	5,266.

TOTALS

342,180.
=====

342,180.
=====

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
02079K107 ALPHABET INC/CA-CL C	2,268,539.	3,930,919.
02079K305 ALPHABET INC/CA-CL A	381,130.	1,741,300.
023135106 AMAZON.COM INC	1,252,274.	2,340,134.
04314H857 ARTISAN INTL VALUE F	798,150.	1,091,201.
084670108 BERKSHIRE HATHAWAY I	550,140.	4,882,400.
084670702 BERKSHIRE HATHAWAY I	14,364.	127,751.
09857L108 BOOKING HOLDINGS INC	1,402,014.	1,672,374.
143130102 CARMAX INC	3,138,909.	3,780,951.
21037X910 CONSTELLATION SOFTWA	1,425,338.	2,615,243.
225310101 CREDIT ACCEPTANCE CO	1,025,673.	1,847,301.
256206103 DODGE & COX INTL STO	1,367,959.	1,365,882.
302933502 FMI LARGE CAP FUND-I	671,756.	926,468.
30303M102 FACEBOOK INC-A	1,048,520.	1,292,597.
315911727 FIDELITY INTERNATION	3,302,353.	3,302,353.
315911750 FIDELITY 500 INDEX F	2,215,000.	2,242,998.
46434G822 ISHARES INC MSCI JAP	511,148.	560,063.
469814107 JACOBS ENGINEERING G	1,329,767.	1,690,438.
48129C207 JPMORGAN GL RES ENH	1,350,359.	1,414,013.
48129C603 JPMORGAN US L/C CORE	1,469,458.	1,790,518.
530307107 LIBERTY BROADBAND-A	402,162.	326,768.
530307305 LIBERTY BROADBAND-C	1,356,509.	1,124,854.
531229854 LIBERTY MEDIA GROUP-	1,444,375.	1,824,535.
531229870 LIBERTY MEDIA GROUP-	17,224.	18,011.
608190104 MOHAWK INDUSTRIES IN	278,012.	1,292,797.
69872Q920 ROLLS-ROYCE HOLDINGS		
78462F103 SPDR S&P 500 ETF TRU	3,555,133.	4,442,874.
808513105 SCHWAB (CHARLES) COR	1,127,305.	2,183,864.
872540109 TJX COMPANIES INC	114,965.	2,400,977.
92826C839 VISA INC-CLASS A SHA	996,018.	3,419,243.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
92852T912 VIVENDI HELD BY EURO	1,464,912.	1,365,564.
949746101 WELLS FARGO & CO	987,792.	1,053,507.
G45105924 HISCOX ORD GBP ISIN	396,469.	1,078,924.
G7630V933 ROLLS ROYCE GROUP PL	1,962,614.	2,270,789.
N50799936 KONINKLIJKE VOPAK NV	1,020,500.	1,161,440.
S53435913 NASPERS LTD N SHS HE	2,075,691.	1,685,385.
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TOTALS	42,722,532.	64,264,436.
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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
091929687 BLACKROCK HIGH YIELD	256,627.	283,738.
256210105 DODGE & COX INCOME F	985,000.	971,503.
258620103 DOUBLELINE TOTL RET	1,222,552.	1,154,981.
48121L114 JPMORGAN STRAT INC O	580,119.	584,239.
48121L809 JPMORGAN INFLATN MGD	294,523.	289,662.
552746364 MFS EMERGING MKTS DE	293,383.	277,007.
693390601 PIMCO SHORT-TERM FD-	300,000.	299,696.
722005816 PIMCO INVESTMENT GRA	647,000.	637,452.
921937603 VANGUARD TOTAL BOND	1,485,000.	1,444,972.
92203J308 VANGUARD TOTAL INTL	1,440,815.	1,437,517.
TOTALS	7,505,019.	7,380,767.

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
053592911 AVENUE INTERNATIONAL	C	11,519.	16,711.
092911957 BLACKSTONE PARTNERS	C	2,297,409.	3,046,620.
389001918 GRE II PRIVATE INVES	C	21,306.	21,306.
7Y031R912 GOLDENTREE OFFSHORE	C	17,681.	11,315.
7Y031R920 GOLDENTREE OFFSHORE	C	1,415.	1,969.
7Y031R938 GOLDENTREE OFFSHORE	C	9,120.	4,833.
7Y031R946 GOLDENTREE OFFSHORE	C	23,338.	145,743.
862626918 GOLDENTREE OFFSHORE	C	3,948.	2,821.
810962910 GOLUB CAPITAL INVEST	C	105,000.	687,499.
35581L916 AG DIRECT LENDING II	C		524,772.
225154913 JCR INCOME PLUS FUND	C		1.
25581L917 MCR HOSPITALITY FUND	C		159,078.
74269A918 PRIVATE ADVISORS SEC	C	662,500.	737,730.
TOTALS		3,153,236.	5,360,398.

FORM 990PF, PART II - OTHER ASSETS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
997608249 233 BORADWAY, 27TH F	1.	1.
997608250 1465 POST RD E - OFF	1.	1.
TOTALS	2.	2.

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

DESCRIPTION

AMOUNT

DESCRIPTION	AMOUNT
RECOVERY OF CHARITABLE DISTRIBUTIONS	30,258.
RECOVERY OF CHARITABLE DISTRIBUTIONS	5,945.
PARTNERSHIP INCOME	41,786.
TOTAL	77,989.

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RECIPIENT NAME:

SHENA SUBRAMANIAN

ADDRESS:

11 PARK PLACE, SUITE 1503
NEW YORK, NY 10007

RECIPIENT'S PHONE NUMBER: 215-245-8859

FORM, INFORMATION AND MATERIALS:

SEE STATEMENT ATTACHED

SUBMISSION DEADLINES:

FIRST TUESDAY IN NOVEMBER

THE SELECTION COMMITTEE'S NOMINEE INFORMATION SHOULD BE SUBMITTED TO
RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE FOUNDATION BY THE FIRST TUESDAY OF NOVEMBER.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE
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DESCRIPTION	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
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TAX REFUND	18,352.	
OTHER INCOME	-183.	
PRIVATE ADVISORS S	62,140.	
MCR HOSPITALITY FU	-23,193.	
GRE II PRIVATE INV	22,121.	
PRIVATE ADVISORS S	5,274.	
OTHER INVESTMENT I	144,617.	

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