

EXTENSION ATTACHED
EXTENDED TO AUGUST 15, 2019
Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning OCT 1, 2017, and ending SEP 30, 2018

Name of foundation
THE KEITH HARING FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
676 BROADWAY 5TH FLOOR

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10012

A Employer identification number
11-0249024

B Telephone number
212-477-1579

C If exemption application is pending, check here ☐

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

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

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **04**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 67,079,042.** (Part I, column (d) must be on cash basis.)
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is a private foundation					
3 Interest on savings and temporary cash investments		12,972.	12,972.		STATEMENT 2
4 Dividends and interest from securities		865,572.	865,436.		STATEMENT 3
5a Gross rents					
b Net rental income (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,620,438.			STATEMENT 1
b Gross sales price for all assets on line 6a	18,336,489.				
7 Capital gain net income (from Part IV, line 2)			4,615,553.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit (or loss)					
11 Other income		3,806,518.	3,692,408.		STATEMENT 4
12 Total. Add lines 1 through 11		9,305,500.	9,186,369.		
13 Compensation of officers, directors, trustees, etc.		441,102.	183,051.		258,051.
14 Other employee salaries and wages		449,383.	182,659.		266,724.
15 Pension plans, employee benefits		176,117.	73,549.		102,568.
16a Legal fees	STMT 5	431,799.	129,540.		302,259.
b Accounting fees	STMT 6	24,500.	12,250.		12,250.
c Other professional fees	STMT 7	298,359.	298,359.		0.
17 Interest					
18 Taxes	STMT 8	238,283.	39,387.		28,896.
19 Depreciation and depletion		5,837.	0.		
20 Occupancy		444,565.	357,379.		87,186.
21 Travel, conferences, and meetings		35,574.	0.		35,574.
22 Printing and publications					
23 Other expenses	STMT 9	241,620.	38,395.		203,225.
24 Total operating and administrative expenses. Add lines 13 through 23		2,787,139.	1,314,569.		1,296,733.
25 Contributions, gifts, grants paid		2,307,722.			2,307,722.
26 Total expenses and disbursements. Add lines 24 and 25		5,094,861.	1,314,569.		3,604,455.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		4,210,639.			
b Net investment income (if negative, enter -0-)			7,871,800.		
c Adjusted net income (if negative, enter -0-)				N/A	

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4

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			3,322,640.	3,048,281.	3,048,281.
	2 Savings and temporary cash investments					
	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					
	7 Other notes and loans receivable					
	Less: allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations	STMT 10	7,691,402.	8,422,897.	8,147,489.	
	b Investments - corporate stock	STMT 11	17,666,721.	20,816,623.	25,345,035.	
	c Investments - corporate bonds	STMT 12	4,492,934.	5,158,842.	5,028,243.	
	Liabilities	11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment basis		87,550.				
Less: accumulated depreciation		STMT 13	46,696.	46,691.	40,854.	40,854.
15 Other assets (describe)			4,845,758.	4,775,809.	25,469,140.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			38,066,146.	42,263,306.	67,079,042.	
17 Accounts payable and accrued expenses						
18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe)					
23 Total liabilities (add lines 17 through 22)		0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.	<input type="checkbox"/>				
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds		0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds		38,066,146.	42,263,306.		
30 Total net assets or fund balances		38,066,146.	42,263,306.			
31 Total liabilities and net assets/fund balances		38,066,146.	42,263,306.			

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	38,066,146.
2 Enter amount from Part I, line 27a	2	4,210,639.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	42,276,785.
5 Decreases not included in line 2 (itemize) ADJUSTMENT TO SECURITIES COST BASIS	5	13,479.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,263,306.

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.)
1a SALE OF ARTWORK	D	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES			
c PUBLICLY TRADED SECURITIES			
d CAPITAL GAINS DIVIDENDS			
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 2,950,919.		70,510.	2,880,409.
b 4,732,940.		4,516,945.	215,995.
c 10,640,369.		9,133,481.	1,506,888.
d 12,261.			12,261.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			2,880,409.
b			215,995.
c			1,506,888.
d			12,261.
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	4,615,553.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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	3,782,492.	52,625,830.	.071875
2015	4,475,935.	50,405,975.	.088798
2014	2,684,460.	47,753,030.	.056215
2013	3,209,748.	24,857,757.	.129125
2012	2,512,360.	25,484,570.	.098584

2 Total of line 1, column (d)	2	.444597
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	.088919
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	55,440,485.
5 Multiply line 4 by line 3	5	4,929,712.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	78,718.
7 Add lines 5 and 6	7	5,008,430.
8 Enter qualifying distributions from Part XII, line 4	8	3,604,455.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	157,436.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	157,436.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	157,436.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	196,749.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	201,749.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
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	44,313.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 44,313. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		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>WWW.HARING.COM</u>	X	
14 The books are in care of ► <u>KEITH HARING FOUNDATION, INC.</u> Telephone no. ► <u>212-477-1579</u> Located at ► <u>676 BROADWAY, 5TH FLOOR, NEW YORK, NY</u> ZIP+4 ► <u>10012</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	15	N/A
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 ►	16	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	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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 ☒ Nob 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
Organizations relying on a current notice regarding disaster assistance, check hereN/A
☐

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation.**

(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
SEE STATEMENT 15		441,102.	76,089.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
ANNELISE REAM - 676 BROADWAY, 5TH FLOOR, NEW YORK, NY 10012	CREATIVE DIRECTOR	118,581.	21,810.	0.
MATTHEW BAROLO - 676 BROADWAY, 5TH FLOOR, NEW YORK, NY 10012	OPERATIONS MANAGER	104,360.	20,853.	0.
ANNA GURTON-WACHTER - 676 BROADWAY, 5TH FLOOR, NEW YORK, NY 10012	ARCHIVIST	73,369.	19,631.	0.
FAWN KRIEGER - 676 BROADWAY, 5TH FLOOR, NEW YORK, NY 10012	EDUCATION/GRANTS	71,554.	18,995.	0.
LAURA KRAPACHER - 676 BROADWAY, 5TH FLOOR, NEW YORK, NY 10012	REGISTRAR	61,154.	16,094.	0.

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. 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, NEW YORK, NY 10022	LEGAL SERVICE	398,774.
MORGAN STANLEY 31 WEST 52ND STREET, NEW YORK, NY 10019	INVESTMENT ADVISORY SERVICE	169,794.
BANK OF AMERICA PRIVATE WEALTH MANAGEMENT 114 WEST 47TH STREET, NEW YORK, NY 10036-1510	INVESTMENT MANAGEMENT SERVICE	128,565.

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 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	35,401,659.
b	Average of monthly cash balances	1b	3,377,895.
c	Fair market value of all other assets	1c	17,505,202.
d	Total (add lines 1a, b, and c)	1d	56,284,756.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	56,284,756.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	844,271.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,440,485.
6	Minimum investment return. Enter 5% of line 5	6	2,772,024.

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

1	Minimum investment return from Part X, line 6	1	2,772,024.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	157,436.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	1,313.
c	Add lines 2a and 2b	2c	158,749.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,613,275.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,613,275.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,613,275.

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	3,604,455.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	3,604,455.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,604,455.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,613,275.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	1,296,542.			
b From 2013	2,117,185.			
c From 2014	535,696.			
d From 2015	2,126,189.			
e From 2016	1,277,680.			
f Total of lines 3a through e	7,353,292.			
4 Qualifying distributions for 2017 from Part XII, line 4: \$ 3,604,455.				
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				2,613,275.
e Remaining amount distributed out of corpus	991,180.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	8,344,472.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	1,296,542.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	7,047,930.			
10 Analysis of line 9:				
a Excess from 2013	2,117,185.			
b Excess from 2014	535,696.			
c Excess from 2015	2,126,189.			
d Excess from 2016	1,277,680.			
e Excess from 2017	991,180.			

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 16	NONE	PC	FOR DONEE'S EXEMPT PURPOSE	2,307,722.
Total			3a	2,307,722.
b Approved for future payment				
NONE				
Total			3b	0.

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



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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here   **EXECUTIVE DIRECTOR**

Signature of officer or trustee _____ Date _____ Title _____

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

Paid Preparer Use Only	Print/type preparer's name LYNNE JOHNSON	Preparer's signature <i>[Signature]</i>	Date 6/25/19	Check <input type="checkbox"/> if self-employed	PTIN P00757336
	Firm's name ▶ RSM US LLP			Firm's EIN ▶ 42-0714325	
	Firm's address ▶ 4 TIMES SQUARE NEW YORK, NY 10036			Phone no. 212-372-1000	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DONATED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SALE OF ARTWORK	2,950,919.	70,510.	0.	0.	2,880,409.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES	4,732,940.	4,516,920.	0.	0.	216,020.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES	10,640,369.	9,128,621.	0.	0.	1,511,748.	

CAPITAL GAINS DIVIDENDS FROM PART IV 12,261.

TOTAL TO FORM 990-PF, PART I, LINE 6A 4,620,438.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY MARKET DIVIDEND INCOME	9,607.	9,607.	
MONEY MARKET INTEREST INCOME	3,365.	3,365.	
TOTAL TO PART I, LINE 3	12,972.	12,972.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED INTEREST RECEIVED	24,514.	0.	24,514.	24,514.	
AMORTIZATION ON BOND PREMIUM	<13,803.>	0.	<13,803.>	<13,803.>	
CAPITAL GAIN DISTRIBUTION	12,261.	12,261.	0.	0.	
DIVIDEND INCOME	532,262.	0.	532,262.	532,262.	
INTEREST INCOME FROM SECURITIES	350,966.	0.	350,966.	350,966.	
LESS: ACCRUED INTEREST PAID	<28,503.>	0.	<28,503.>	<28,503.>	
TAX-EXEMPT DIVIDEND INCOME	136.	0.	136.	0.	
TO PART I, LINE 4	877,833.	12,261.	865,572.	865,436.	

FORM 990-PF	OTHER INCOME			STATEMENT 4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
ROYALTY INCOME	3,692,408.	3,692,408.		
LAWSUIT SETTLEMENT INCOME	114,110.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	3,806,518.	3,692,408.		

FORM 990-PF	LEGAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	431,799.	129,540.		302,259.
TO FM 990-PF, PG 1, LN 16A	431,799.	129,540.		302,259.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	24,500.	12,250.		12,250.
TO FORM 990-PF, PG 1, LN 16B	24,500.	12,250.		12,250.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	298,359.	298,359.		0.
TO FORM 990-PF, PG 1, LN 16C	298,359.	298,359.		0.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	48,864.	20,068.		28,796.
FEDERAL EXCISE TAXES	170,000.	0.		0.
FOREIGN TAXES PAID	19,319.	19,319.		0.
NYS LLC FEES	100.	0.		100.
TO FORM 990-PF, PG 1, LN 18	238,283.	39,387.		28,896.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	4,153.	4,153.		0.
ARCHIVAL EXPENSES	17,901.	0.		17,901.
BANK CHARGES	1,100.	550.		550.
COMMUNICATIONS	21,157.	0.		21,157.
EVENTS AND SPECIAL PROJECTS	3,150.	0.		3,150.
INSURANCE	102,248.	0.		102,248.
NYS FILING FEES	1,500.	0.		1,500.
OFFICE EXPENSES	21,260.	10,630.		10,630.
PAYROLL PROCESSING FEES	3,291.	1,352.		1,939.
SECURITY/ALARM	6,590.	0.		6,590.
SHIPPING	2,287.	0.		2,287.
STORAGE/CONSERVATION	28,516.	0.		28,516.
TRASH REMOVAL	1,654.	0.		1,654.
UTILITIES	5,300.	3,797.		1,503.
TECH SUPPORT	12,000.	8,400.		3,600.
INVESTMENT EXPENSES	9,513.	9,513.		0.
TO FORM 990-PF, PG 1, LN 23	241,620.	38,395.		203,225.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN U.S. GOVERNMENT BONDS - SEE STATEMENT 17	X		8,422,897.	8,147,489.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,422,897.	8,147,489.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,422,897.	8,147,489.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN STOCKS AND OPTIONS - SEE STATEMENT 17	20,816,623.	25,345,035.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,816,623.	25,345,035.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN CORPORATE BONDS - SEE STATEMENT 17	5,158,842.	5,028,243.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,158,842.	5,028,243.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 13
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	87,550.	46,696.	40,854.
TOTAL TO FM 990-PF, PART II, LN 14	87,550.	46,696.	40,854.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARTWORK HELD FOR CHARITABLE USE	4,844,859.	4,774,349.	25,467,680.
ACCRUED INTEREST	899.	1,460.	1,460.
TO FORM 990-PF, PART II, LINE 15	4,845,758.	4,775,809.	25,469,140.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KRISTEN HARING 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	DIRECTOR 1.00	15,000.	0.	0.
GILBERT VAZQUEZ 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	VICE PRESIDENT 1.00	0.	0.	0.
ALLEN HARING 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	TREASURER 1.00	15,000.	0.	0.
TOM ECCLES 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	DIRECTOR 1.00	15,000.	0.	0.
DAVID STARK 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	SECRETARY 1.00	15,000.	0.	0.
JULIA GRUEN 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	EXECUTIVE DIRECTOR 40.00	366,102.	76,089.	0.
JUDITH COX 676 BROADWAY 5TH FLOOR NEW YORK, NY 10012	DIRECTOR 1.00	15,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		441,102.	76,089.	0.

FORM 990-PF PAGE 1

[illegible]

728111 04-01-17

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone