

For calendar year 2017, or tax year beginning 10-01-2017, and ending 09-30-2018

Name of foundation HEYDAY FOUNDATION C/O TURTLE BAY GROUP INC		A Employer identification number 13-6956580	
Number and street (or P O box number if mail is not delivered to street address) 369 LEXINGTON AVE NO 24 FL		Room/suite	B Telephone number (see instructions) (646) 578-8120
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10017		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,508,764		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,351,716			
	2 Check ☐ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	53,102	53,102		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	789,590			
	b Gross sales price for all assets on line 6a 1,377,624				
	7 Capital gain net income (from Part IV, line 2)		789,590		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,384	2,384		
	12 Total. Add lines 1 through 11	5,196,792	845,076		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	13,992	0		13,992
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	10,949	4,602		6,347
	c Other professional fees (attach schedule)	28,507	28,507		0
	17 Interest	32,398	32,398		0
	18 Taxes (attach schedule) (see instructions)	1,789	274		1,515
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,288	0		4,288
	22 Printing and publications				
	23 Other expenses (attach schedule)	600	77		523
	24 Total operating and administrative expenses. Add lines 13 through 23	92,523	65,858		26,665
	25 Contributions, gifts, grants paid	289,328			289,328
	26 Total expenses and disbursements. Add lines 24 and 25	381,851	65,858		315,993
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,814,941			
	b Net investment income (if negative, enter -0-)		779,218		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	1,886,083	109,697	109,697
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	402,205	7,800,666	8,222,884
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,036,488	171,056	176,183
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,324,776	8,081,419	8,508,764	
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 ▶ _____)	0	950	
	23	Total liabilities (add lines 17 through 22)	0	950	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,324,776	3,324,776	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	4,755,693	
30	Total net assets or fund balances (see instructions)	3,324,776	8,080,469		
31	Total liabilities and net assets/fund balances (see instructions) .	3,324,776	8,081,419		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,324,776
2	Enter amount from Part I, line 27a	2	4,814,941
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	8,139,717
5	Decreases not included in line 2 (itemize) ▶ _____	5	59,248
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	8,080,469

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	789,590
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	175,568	2,397,555	0 073228
2015	95,891	1,980,556	0 048416
2014	77,816	1,738,639	0 044757
2013	90,449	1,687,198	0 053609
2012	77,453	1,623,772	0 047699
2 Total of line 1, column (d)			2 0 267709
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 053542
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 6,856,235
5 Multiply line 4 by line 3			5 367,097
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,792
7 Add lines 5 and 6			7 374,889
8 Enter qualifying distributions from Part XII, line 4			8 315,993

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	15,584
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	15,584
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	15,584
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,550
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	18,550
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	110
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	2,856
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 2,856 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	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)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of HEYDAY FOUNDATION Telephone no (646) 578-8120			

Located at **369 LEXINGTON AVE 24TH FL NEW YORK NY** ZIP+4 **10017**

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

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

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

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

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

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

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
DAVID HOCHBERG C/O TURTLE BAY GROUP 369 LEXINGTON AVE 24FL NEW YORK, NY 10017	TRUSTEE 0 50	0	0	0
FRED HOCHBERG C/O TURTLE BAY GROUP 369 LEXINGTON AVE 24FL NEW YORK, NY 10017	TRUSTEE 0 50	0	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	5,221,663
b	Average of monthly cash balances.	1b	1,738,982
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,960,645
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	6,960,645
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	104,410
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,856,235
6	Minimum investment return. Enter 5% of line 5.	6	342,812

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	342,812
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	15,584
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,584
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	327,228
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	327,228
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	327,228

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	315,993
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	315,993
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	315,993

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				327,228
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				5,435
c From 2014.				
d From 2015.				3,189
e From 2016.				65,326
f Total of lines 3a through e.	73,950			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 315,993				
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.				315,993
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	11,235			11,235
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	62,715			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	62,715			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				62,715
e Excess from 2017.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	289,328
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
Enter gross amounts unless otherwise indicated				
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments. . . .				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities. . . . 14 53,102				
5 Net rental income or (loss) from real estate				
a Debt-financed property.				
b Not debt-financed property.				
6 Net rental income or (loss) from personal property				
7 Other investment income. 14 2,384				
8 Gain or (loss) from sales of assets other than inventory 18 789,590				
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e). 0 845,076				
13 Total. Add line 12, columns (b), (d), and (e). 13 845,076				

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

Part XVII

	Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
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1b(2)		No
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1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
--------------	--	-----------

1b(6)		No
--------------	--	-----------

1c		No
----	--	----

value
ue

[illegible]

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 	*****	2019-08-14	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only					
	Firm's name ► TURTLE BAY GROUP INC				Firm's EIN ► 27-2761141
	Firm's address ► 369 LEXINGTON AVENUE 24TH FLOOR NEW YORK, NY 10017				Phone no (646) 578-8120

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FROM K-1 SEG PARTNERS II LP 7/31/18	P		
FROM K-1 SEG PARTNERS II LP 7/31/18	P		
FROM K-1 SEG PARTNERS II LP 7/31/18	P		
FROM K-1 SEG PARTNERS II LP 12/31/17	P		
FROM K-1 SEG PARTNERS II LP 12/31/17	P		
FROM K-1 SEG PARTNERS II LP 12/31/17	P		
SEG PARTNERS II LP DISPOSITION	P		
LIBERTY GLOBAL CLASS A	D	2017-12-06	2018-05-25
LIBERTY GLOBAL CLASS C	D	2017-12-06	2018-05-25
LIBERTY LATIN AMERICA CLASS A	D	2017-12-06	2018-05-25

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
121,598			121,598
434,052			434,052
		6	-6
		46,835	-46,835
200,536			200,536
		5	-5
8			8
8,565		922	7,643
8,314		6,891	1,423
1,142		185	957

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			121,598
			434,052
			-6
			-46,835
			200,536
			-5
			8
			7,643
			1,423
			957

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
LIBERTY LATIN AMERICA CLASS C	D	2017-12-06	2018-05-25
LIBERTY EXPEDIA SERIES A	D	2017-12-06	2018-05-25
QUARTE RETAIL	D	2017-12-06	2018-05-25
GCI LIBERTY	D	2017-12-06	2018-05-25
ROLLS ROYCE HOLDINGS	D	2017-12-06	2018-05-25
AT&T	P	2018-05-07	2018-07-19
ALPHABET	P	2018-06-04	2018-08-08
CARNIVAL	P	2018-05-07	2018-09-18
COCA COLA	P	2018-07-03	2018-08-02
COMCAST	P	2018-07-03	2018-09-20

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
1,144		182	962
4,683		534	4,149
21,191		3,245	17,946
7,137		799	6,338
37,159		25,138	12,021
25,166		25,718	-552
12,202		11,363	839
58,426		54,565	3,861
3,482		3,314	168
26,559		24,237	2,322

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			962
			4,149
			17,946
			6,338
			12,021
			-552
			839
			3,861
			168
			2,322

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
DARDEN RESTAURANTS	P	2018-05-07	2018-09-17
DIAGEO PLC	P	2018-06-04	2018-08-01
DISNEY	P	2018-07-03	2018-09-26
DUNKIN	P	2018-07-03	2018-09-26
HOME DEPOT	P	2018-07-03	2018-09-11
KELLOGG	P	2018-06-04	2018-08-15
MCDONALDS	P	2018-05-07	2018-09-25
MICROSOFT	P	2018-06-04	2018-07-25
NESTLE	P	2018-07-03	2018-08-02
PROCTOR AND GAMBLE	P	2018-05-07	2018-07-12

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
39,819		34,207	5,612
3,671		3,671	0
17,250		15,808	1,442
7,401		6,886	515
11,443		10,682	761
19,252		18,105	1,147
4,161		4,157	4
7,919		7,607	312
4,058		3,971	87
53,993		51,282	2,711

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			5,612
			0
			1,442
			515
			761
			1,147
			4
			312
			87
			2,711

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
SHERWIN WILLIAMS	P	2018-07-03	2018-09-06
STARBUCKS	P	2018-06-19	2018-09-17
TIME WARNER	P	2018-06-04	2018-06-13
ULTA BEAUTY	P	2018-05-07	2018-09-17
WALMART	P	2018-05-07	2018-09-04
BIO-TECHNE CORP	P	2018-08-06	2018-08-16
BRIGHT HORIZONS	P	2018-08-06	2018-09-04
MOHAWK INDUSTRIES	P	2018-08-06	2018-09-12
ROLLINS, INC	P	2018-08-06	2018-09-17
WORLDPAY	P	2018-08-06	2018-08-09

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
6,941		6,120	821
4,088		4,257	-169
9,864		9,402	462
9,942		8,978	964
4,805		4,289	516
8,480		7,824	656
14,480		14,064	416
6,722		6,748	-26
8,490		7,959	531
18,664		17,372	1,292

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			821
			-169
			462
			964
			516
			656
			416
			-26
			531
			1,292

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PEPSICO	P	2017-10-05	2017-12-20
AON	P	2017-10-05	2018-06-11
AMAZON	P	2017-10-05	2018-03-15
BANK OF AMERICA	P	2017-10-05	2018-09-19
BERKLEY WR CORP	P	2017-10-05	2018-09-25
BERKSHIRE HATHAWAY	P	2017-10-05	2018-02-28
DISH NETWORK	P	2017-10-05	2018-08-16
ECOLAB	P	2017-10-05	2018-06-26
FIDELITY NATIONAL	P	2017-10-05	2018-04-17
GENERAL DYNAMICS	P	2017-10-05	2018-04-11

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
10,667		9,941	726
2,851		2,851	0
4,397		2,942	1,455
28,051		25,390	2,661
14,932		13,210	1,722
7,205		6,554	651
9,273		14,198	-4,925
16,528		16,303	225
4,879		4,691	188
5,396		5,337	59

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			726
			0
			1,455
			2,661
			1,722
			651
			-4,925
			225
			188
			59

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
JP MORGAN	P	2017-10-05	2018-02-16
MARRIOTT INTL	P	2018-05-07	2018-06-07
ORACLE	P	2017-10-05	2018-09-07
PEPSICO	P	2017-10-05	2018-01-23
TWENTY FIRST CENTURY FOX	P	2017-12-15	2018-05-14

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

(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)
3,461		2,907	554
7,701		7,537	164
21,012		21,136	-124
5,478		4,971	507
2,986		2,738	248

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			554
			164
			-124
			507
			248

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>				
AMERICAN THEATRE WING 230 W 41ST ST 1101 NEW YORK, NY 10036	NONE	PUBLIC CHARITY	GENERAL SUPPORT	12,000
KIDS V CANCER4646 HAWTHORNE LANE WASHINGTON, DC 20016	NONE	PUBLIC CHARITY	GENERAL SUPPORT	-500
CENTER FOR AMERICAN PROGRESS 1333 H STREET NW 10TH FLOOR WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
Total ▶ 3a				289,328

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>				
CONTRIBUTIONS PASSED THROUGH K-1 FROM SEG PARTNERS II LP 380 LAFAYETTE ST 6TH FLOOR NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL SUPPORT	8
ECONOMIC CLUB OF NEW YORK 350 5TH AVE STE 4910 NEW YORK, NY 10118	NONE	PUBLIC CHARITY	GENERAL SUPPORT	13,250
ALI FORNEY CENTER 224 WEST 35TH ST 1500 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Total ► 3a				289,328

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>				
GLIMMERGLASS OPERAPO BOX 191 COOPERSTOWN, NY 13326	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,500
HUMAN RIGHTS CAMPAIGN 1640 RHODE ISLAND AVE NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL SUPPORT	26,000
THE CENTERS5664 SW 60TH AVE OCALA, FL 34474	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Total ▶ 3a				289,328

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				
PRIORITIES USA FOUNDATION 1030 15TH ST NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
HARRIS SCHOOL OF PUBLIC POLICY 1307 EAST 60TH STREET CHICAGO, IL 60637	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,500
THE COUNCIL ON FOREIGN RELATIONS 58 E 68TH ST NEW YORK, NY 10065	NONE	PUBLIC CHARITY	GENERAL SUPPORT	480
Total 				289,328
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEO PHILANTHROPIES 45 WEST 36TH STREET 6TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL SUPPORT	60,000
INTERNATIONAL WOMEN'S MEDIA FOUNDATION 1625 K STREET NW SUITE 1275 WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
NATIONAL RESTRICTING FOUNDATION PO BOX 7456 WASHINGTON, DC 20044	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
Total ► 3a				289,328

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>				
JOHN F KENNEDY CENTER FOR THE PERFORMING ARTS 2700 F ST NW WASHINGTON, DC 20566	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
NEW YORK COMMUNITY TRUST 909 THIRD AVENUE NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL SUPPORT	40,000
PLAYWRIGHTS HORIZONS 416 W 42ND ST NEW YORK, NY 10036	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500
Total ▶ 3a				289,328

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				
MERIDIAN INTERNATIONAL CENTER 1630 CRESCENT PL NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
SMITHSONIAN MUSEUM PO BOX 37012 MRC 035 WASHINGTON, DC 20013	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
PRIMARY STAGES 307 W 38TH ST RM 1510 NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL SUPPORT	750
Total ▶ 3a				289,328

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				
JONAH BOKAER ARTS FOUNDATION INC 304 BOERUM STREET 23 BROOKLYN, NY 11206	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
THE SHAKESPEARE THEATER 516 EIGHTH STREET SE WASHINGTON, DC 20003	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
U HEALTH CHAMPIONS FUND 5555 PONCE DE LEON ROAD CORAL GABLES, FL 33146	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Total 				289,328
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MANHATTAN CLASS COMPANY INC 511 52ND ST NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
THE STUDIO MUSEUM IN HARLEM 144 W 125TH ST NEW YORK, NY 10027	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
THE MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL SUPPORT	140
Total ▶ 3a				289,328

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				
STORM KING ART CENTER1 MUSEUM RD NEW WINDSOR, NY 12553	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
NATIONAL DIAPER BANK NETWORK 155 EAST STREET - SUITE 101 NEW HAVEN, CT 06510	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
NO KID HUNGRY BY SHARE OUR STRENGTH 1030 15TH ST NW SUITE 1100 W WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Total ▶ 3a				289,328

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>				
AMERICAN FRIENDS OF UN TECHO PARA MI PAIS INC 2050 SW 22ND STREET SUITE 504 MIAMI, FL 33145	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
MARCH OF DIMES 1550 CRYSTAL DR SUITE 1300 ARLINGTON, VA 22202	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250
SANCTUARY FOR FAMILIES INC PO BOX 1406 WALL STREET STATION NEW YORK, NY 10268	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250
Total ► 3a				289,328

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				
MICHIGAN STATE UNIVERSITY 426 AUDITORIUM ROAD EAST LANSING, MI 48824	NONE	PUBLIC CHARITY	GENERAL SUPPORT	200
MEDSTAR HEALTH RESEARCH INSTITUTE INC 108 IRVING ST NW WASHINGTON, DC 20010	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
Total ▶ 3a				289,328

TY 2017 Accounting Fees Schedule**Name:** HEYDAY FOUNDATION

C/O TURTLE BAY GROUP INC

EIN: 13-6956580**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	10,949	4,602		6,347

TY 2017 Investments Corporate Stock Schedule

Name: HEYDAY FOUNDATION
C/O TURTLE BAY GROUP INC
EIN: 13-6956580

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	7,800,666	8,222,884

TY 2017 Investments - Other Schedule

Name: HEYDAY FOUNDATION
C/O TURTLE BAY GROUP INC
EIN: 13-6956580

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT PARTNERSHIP	AT COST	171,056	176,183

TY 2017 Other Decreases Schedule**Name:** HEYDAY FOUNDATION

C/O TURTLE BAY GROUP INC

EIN: 13-6956580

Description	Amount
DIFFERENCE IN FMV AND COST BASIS OF CONTRIBUTED SECURITIES	59,248

TY 2017 Other Expenses Schedule**Name:** HEYDAY FOUNDATION

C/O TURTLE BAY GROUP INC

EIN: 13-6956580**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	250	0		250
LOSS FROM K-1 SEG PARTNERS II LP EIN 82-0575314	77	77		0
INSURANCE	265	0		265
OFFICE EXPENSE	8	0		8

TY 2017 Other Income Schedule

Name: HEYDAY FOUNDATION
C/O TURTLE BAY GROUP INC
EIN: 13-6956580

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	2,384	2,384	2,384

TY 2017 Other Liabilities Schedule**Name:** HEYDAY FOUNDATION

C/O TURTLE BAY GROUP INC

EIN: 13-6956580

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	0	950

TY 2017 Other Professional Fees Schedule

Name: HEYDAY FOUNDATION
C/O TURTLE BAY GROUP INC
EIN: 13-6956580

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	28,507	28,507		0

TY 2017 Taxes Schedule

Name: HEYDAY FOUNDATION
C/O TURTLE BAY GROUP INC
EIN: 13-6956580

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	274	274		0
PAYROLL TAXES	1,515	0		1,515

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 .	OMB No 1545-0047 2017
	Name of the organization HEYDAY FOUNDATION C/O TURTLE BAY GROUP INC	Employer identification number 13-6956580

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization HEYDAY FOUNDATION C/O TURTLE BAY GROUP INC	Employer identification number 13-6956580
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF LILLIAN VERNON	\$ 3,904,478	Person ☒
	8 DUBLIN HILL ROAD		Payroll ☐
	GREENWICH, CT 06830		Noncash ☐
			(Complete Part II for noncash contributions)
2	LILLIAN VERNON FOUNDATION	\$ 447,238	Person ☒
	8 DUBLIN HILL ROAD		Payroll ☐
	GREENWICH, CT 06830		Noncash ☐
			(Complete Part II for noncash contributions)
.		\$	Person ☐
			Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)
.		\$	Person ☐
			Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)
.		\$	Person ☐
			Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)
.		\$	Person ☐
			Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)

13-6956580

Part II

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

Name of organization HEYDAY FOUNDATION C/O TURTLE BAY GROUP INC	Employer identification number 13-6956580
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee