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Form 990-PF

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

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

Name of foundation
THE MILSTEIN FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
16027 VENTURA BLVD

City or town, state or province, country, and ZIP or foreign postal code
ENCINO, CA 91436

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

☐ 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)19,013,613

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)
(Part I, column (d) must be on cash basis)

A Employer identification number
95-4824595

B Telephone number (see instructions)
(818) 995-7965

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

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)	1,255,000		
	2 Check If the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	33,222	33,222	
	4 Dividends and interest from securities	235,361	235,361	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	-23,535		
	b Gross sales price for all assets on line 6a	577,172		
	7 Capital gain net income (from Part IV, line 2)			
	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) (attach schedule)				
11 Other income (attach schedule)	289,184	289,110		
12 Total. Add lines 1 through 11	1,789,232	557,693		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages	158,701	50,627	
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	3,200	1,021	
	b Accounting fees (attach schedule)	38,500	12,282	
	c Other professional fees (attach schedule)	22,959	22,959	
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	17,923		
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy	59,932		
	21 Travel, conferences, and meetings	9,667		
	22 Printing and publications	2,099		
	23 Other expenses (attach schedule)	57,544		
	24 Total operating and administrative expenses. Add lines 13 through 23	370,525	86,889	0
	25 Contributions, gifts, grants paid	1,032,130		1,032,130
26 Total expenses and disbursements. Add lines 24 and 25	1,402,655	86,889	1,032,130	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	386,577		
	b Net investment income (if negative, enter -0-)		470,804	
c Adjusted net income(if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	66,430	122,653	122,653
	2	Savings and temporary cash investments	7,882	7,429	7,429
	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)	11,175,041	10,513,192	11,108,036
	c	Investments—corporate bonds (attach schedule)	1,011,475	1,009,514	990,157
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	250,000		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	4,121,695	5,366,312	6,785,338	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,632,523	17,019,100	19,013,613	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	16,632,523	17,019,100	
30	Total net assets or fund balances (see instructions)	16,632,523	17,019,100		
31	Total liabilities and net assets/fund balances (see instructions) .	16,632,523	17,019,100		

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	16,632,523
2	Enter amount from Part I, line 27a	2	386,577
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	17,019,100
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	17,019,100

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a 18037 518 DODGE & COX	P	2001-01-01	2018-10-19
b 10000 ING GROEP N V PERP DEBT 0%	P	2001-01-01	2017-10-16
c 455 149 PAULSON GOLD FUND	P	2001-01-01	2018-04-27
d AB SECURITIZED ASSETS FUND	P	2001-01-01	2017-12-31
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 249,985		237,220	12,765
b 250,000		113,487	136,513
c 64,102		250,000	-185,898
d 13,085			13,085
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			12,765
b			136,513
c			-185,898
d			13,085
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	-23,535
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	870,400	16,836,230	0 05170
2015	1,440,708	15,735,628	0 09156
2014	1,105,900	15,486,835	0 07141
2013	1,205,548	15,032,907	0 08019
2012	1,429,603	14,447,535	0 09895

2 Total of line 1, column (d)	2	0 393809
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 078762
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	18,138,375
5 Multiply line 4 by line 3	5	1,428,615
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,708
7 Add lines 5 and 6	7	1,433,323
8 Enter qualifying distributions from Part XII, line 4	8	1,032,130

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	9,416
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	9,416
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	9,416
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	11,600
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	11,600
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
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	2,184
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 2,184 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> 	10	Yes

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 www.milsteinfo.org	13	Yes	
14	The books are in care of FISHMAN BLOCK DIAMOND LLP Telephone no (818) 783-7140			

Located at **16830 VENTURA BLVD SUITE 400 ENCINO CA** ZIP+4 **91436**

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		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? ☐	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		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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		No
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	No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	☐ Yes ☒ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	☐ Yes ☒ No	6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes ☒ No	7b	No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	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
ADAM MILSTEIN 16027 VENTURA BLVD 550 ENCINO, CA 91436	President 0 00	0		
GILA MILSTEIN 16027 VENTURA BLVD 550 ENCINO, CA 91436	Secretary 0 00	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	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				
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.				

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	12,511,304
b	Average of monthly cash balances.	1b	102,197
c	Fair market value of all other assets (see instructions).	1c	5,801,093
d	Total (add lines 1a, b, and c).	1d	18,414,594
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	
3	Subtract line 2 from line 1d.	3	18,414,594
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	276,219
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	18,138,375
6	Minimum investment return. Enter 5% of line 5.	6	906,919

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	906,919
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	9,416
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,416
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	897,503
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	897,503
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	897,503

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,032,130
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
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	1,032,130
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,032,130

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				897,503
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012. 712,020				
b From 2013. 460,717				
c From 2014. 340,847				
d From 2015. 662,931				
e From 2016. 39,906				
f Total of lines 3a through e.	2,216,421			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 1,032,130				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				897,503
e Remaining amount distributed out of corpus	134,627			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,351,048			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	712,020			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,639,028			
10 Analysis of line 9				
a Excess from 2013. 460,717				
b Excess from 2014. 340,847				
c Excess from 2015. 662,931				
d Excess from 2016. 39,906				
e Excess from 2017. 134,627				

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)Form **990-PF** (2017)

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	1,032,130
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

- | | | | | | |
|---------------------------------------|---|----------------------|------|---|--|
| Paid
Preparer
Use Only | Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed ☐ | PTIN

P00160721 |
| | STEVEN J FISHMAN CPA | | | | |
| | Firm's name ▶ Fishman Block Diamond LLP | | | | |
| | Firm's address ▶ 16830 Ventura Blvd Ste 400
Encino, CA 914361726 | | | | Firm's EIN ▶ 95-3389582

Phone no (818) 783-7140 |

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>				
ASHREINU A JEWISH EDUCATION NETWORK 369 N FAIRFAX AVE 5 LOS ANGELES, CA 90036	N/A	CHARITY	GENERAL USE	40,000
CHABAD ISRAEL HOUSE 1520 SOUTH ROBERTSON BLVD LOS ANGELES, CA 90035	N/A	CHARITY	GENERAL USE	30,000
HASBARA FELLOWSHIPS 520 8TH AVENUE 20TH FLOOR NEW YORK, NY 10018	N/A	CHARITY	GENERAL USE	49,000
Total ▶ 3a				1,032,130

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>				
STAND WITH USPO BOX 341069 LOS ANGELES, CA 90034	N/A	CHARITY	GENERAL USE	50,000
ACADEMIC EXCHANGE 9100 WILSHIRE BLVD SUITE 400W BEVERLY HILLS, CA 90212	N/A	CHARITY	GENERAL USE	12,000
CAMERAPO BOX 35040 BOSTON, MA 02135	N/A	CHARITY	GENERAL USE	20,000
Total ▶ 3a				1,032,130

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				
CHABAD OF BAKERSFIELD 6901 MCDIVITT DRIVE C BAKERSFIELD, CA 93313	N/A	CHARITY	GENERAL USE	5,000
CHRISTIANS UNITED FOR ISRAEL PO BOX 1307 SAN ANTONIO, TX 78295	N/A	CHARITY	GENERAL USE	1,000
DAVID HOROWITZ FREEDOM CENTER PO BOX 55089 SHERMAN OAKS, CA 91499	N/A	CHARITY	GENERAL USE	1,000
Total ▶ 3a				1,032,130

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>				
HERITAGE RETREATS557 FENLON BLVD CLIFTON, NJ 07014	N/A	CHARITY	GENERAL USE	500
PRAGER UNIVERSITY 2325 DULLES CORNER BLVD SUITE 670 HERNDON, VA 20171	N/A	CHARITY	GENERAL USE	25,000
ALPHA EPSILON PI 2 WISCONSIN CIRCLE SUITE 700 CHEVY CHASE, MD 20815	N/A	CHARITY	GENERAL USE	28,000
Total ▶ 3a				1,032,130

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>				
CHABAD OF STANFORD 1289 COLLEGE AVENUE PALO ALTO, CA 94306	N/A	CHARITY	GENERAL USE	15,000
JEWISH FUNDERS NETWORK 130 W 30TH ST RM 900 NEW YORK, NY 10001	N/A	CHARITY	GENERAL USE	2,500
LARGER THAN LIFE 18034 VENTURA BLVD 257 ENCINO, CA 91316	N/A	CHARITY	GENERAL USE	2,000
Total ▶ 3a				1,032,130

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				
LEUKEMIA LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE SUITE 310 WHITE PLAINS, NY 10605	N/A	CHARITY	GENERAL USE	1,000
PEYLIM LEV L'ACHIM 1034 EAST 12TH STREET BROOKLYN, NY 11230	N/A	CHARITY	GENERAL USE	20,000
STAND BY ME 16027 VENTURA BLVD SUITE 550 ENCINO, CA 91436	N/A	CHARITY	GENERAL USE	20,000
Total ▶ 3a				1,032,130

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 IDC 116 EAST 16TH STREET 11TH FLOOR NEW YORK, NY 10033	N/A	CHARITY	GENERAL USE	2,000
BIKUR CHOLIM 8489 WEST THIRD STREET LOS ANGELES, CA 90048	N/A	CHARITY	GENERAL USE	5,000
CHILDRENS HOSPITAL OF LOS ANGELES 4650 W SUNSET BLVD LOS ANGELES, CA 90027	N/A	CHARITY	GENERAL USE	1,000
Total ▶ 3a				1,032,130

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>				
FRIENDS OF THE IDF 6505 WILSHIRE BLVD SUITE 625 LOS ANGELES, CA 90048	N/A	CHARITY	GENERAL USE	1,000
MESIVTA OF GREATER LOS ANGELES 25115 MUREAU ROAD CALABASAS, CA 91302	N/A	CHARITY	GENERAL USE	2,000
UNITED BREAST CANCER FOUNDATION 205 DEPOT ROAD HUNTINGTON STATION, NY 11746	N/A	CHARITY	GENERAL USE	1,000
Total ▶ 3a				1,032,130

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 CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	N/A	CHARITY	GENERAL USE	1,000
HILLEL AT USC3300 S HOOVER STREET LOS ANGELES, CA 90007	N/A	CHARITY	GENERAL USE	1,000
HILLEL AT STANFORD 565 MAYFIELD AVENUE STANFORD, CA 94305	N/A	CHARITY	GENERAL USE	1,500
Total ▶ 3a				1,032,130

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>				
MAKE-A-WISH FOUNDATION 1875 CENTURY PARK EAST SUITE 950 LOS ANGELES, CA 90067	N/A	CHARITY	GENERAL USE	1,000
MULTIPLE SCLEROSIS SOCIETY 5150 GOLDLEAF CIRCLE 400 LOS ANGELES, CA 90056	N/A	CHARITY	GENERAL USE	1,000
NEW COMMUNITY JEWISH HIGH SCHOOL 22622 VANOWEN STREET WEST HILLS, CA 91307	N/A	CHARITY	GENERAL USE	5,000
Total ► 3a				1,032,130

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>				
SHOMREI TORAH SYNAGOGUE 7353 VALLEY CIRCLE BOULEVARD WEST HILLS, CA 91304	N/A	CHARITY	GENERAL USE	2,160
BIRTHRIGHT ISRAELPO BOX 1784 NEW YORK, NY 10156	N/A	CHARITY	GENERAL USE	4,500
CITY OF HOPE 1055 WILSHIRE BLVD 1200 LOS ANGELES, CA 90017	N/A	CHARITY	GENERAL USE	1,000
Total ▶ 3a				1,032,130

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>				
HILLEL AT NORTHEASTERN UNIVERSITY 70 SAINT STEPHEN ST BOSTON, MA 02115	N/A	CHARITY	GENERAL USE	20,400
HILLEL OF SAN DIEGO 5717 LINDO PASEO SAN DIEGO, CA 92115	N/A	CHARITY	GENERAL USE	400
HILLEL OF SILICON VALLEY 44 S 11TH ST SAN JOSE, CA 95112	N/A	CHARITY	GENERAL USE	20,600
Total 3a				1,032,130

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>				
HILLEL 81817729 PLUMMER ST NORTHRIDGE, CA 91325	N/A	CHARITY	GENERAL USE	11,000
ISRAEL CO205 E 42ND ST NEW YORK, NY 10017	N/A	CHARITY	GENERAL USE	5,000
ISRAEL ON CAMPUS COALITION 800 8TH ST NW WASHINGTON, DC 20001	N/A	CHARITY	GENERAL USE	25,000
Total ▶ 3a				1,032,130

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>				
ISRAEL ALLIES FOUNDATION 1150 CONNECTICUT AVENUE NW WASHINGTON, DC 20036	N/A	CHARITY	GENERAL USE	10,000
LEHOSHEET YAD1155 S BOYLE AVE LOS ANGELES, CA 90023	N/A	CHARITY	GENERAL USE	5,000
MERONA CAMPUS LEADERSHIP FOUNDATION 16027 VENTURA BLVD ENCINO, CA 91436	RELATED ORGANIZATION	CHARITY	GENERAL USE	15,000
Total ▶ 3a				1,032,130

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>				
PEF ISRAEL ENDOWMENT FUNDS INC 630 THIRD AVE NEW YORK, NY 10017	N/A	CHARITY	GENERAL USE	10,000
PROCLAIMING JUSTICE TO THE NATIONS PO BOX 682711 FRANKLIN, TN 37068	N/A	CHARITY	GENERAL USE	1,000
SOUTHERN NCSY7200 W CAMINO REAL BOCA RATON, FL 33433	N/A	CHARITY	GENERAL USE	10,250
Total 				1,032,130
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 Paid during the year				
STUDENTS SUPPORTING ISRAEL 5775 WAYZATA BLVD ST LOUIS PARK, MN 55416	N/A	CHARITY	GENERAL USE	11,700
YESHIVA OF LOS ANGELES 1619 S ROBERTSON LOS ANGELES, CA 90035	N/A	CHARITY	GENERAL USE	10,000
ADELSON EDUCATIONAL CAMPUS 9700 W HILLPOINTE RD LAS VEGAS, NV 89134	N/A	CHARITY	GENERAL USE	2,500
Total ▶ 3a				1,032,130

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>				
AISH LA1417 S DOHENY DRIVE LOS ANGELES, CA 90035	N/A	CHARITY	GENERAL USE	43,600
AMCHA INITIATIVEPO BOX 408 SANTA CRUZ, CA 95061	N/A	CHARITY	GENERAL USE	5,000
ARTISTS 4 ISRAEL 1114 AVENUE OF THE AMERICAS NEW YORK, NY 10036	N/A	CHARITY	GENERAL USE	5,250
Total ▶ 3a				1,032,130

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>				
BEIT T'SHUVAH8831 VENICE BLVD LOS ANGELES, CA 90034	N/A	CHARITY	GENERAL USE	1,800
CHABAD JEWISH STUDENT CENTER AT BER 2516 WARRING STREET BERKELEY, CA 94704	N/A	CHARITY	GENERAL USE	2,000
FAR WEST REGION UNITED SYNAGOGUE YO 15840 VENTURA BLVD 200 ENCINO, CA 91436	N/A	CHARITY	GENERAL USE	2,520
Total ► 3a				1,032,130

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>				
FRIENDS OF THE INSTITUTE FOR ZIONIS 170 53RD STREET BROOKLYN, NY 11232	N/A	CHARITY	GENERAL USE	10,000
HILLEL AT BARUCH COLLEGE 55 LEXINGTON AVE NEW YORK, NY 10010	N/A	CHARITY	GENERAL USE	11,000
HILLEL AT SANTA BARBARA 781 EMBARCADERO DEL MAR ISLA VISTA, CA 93117	N/A	CHARITY	GENERAL USE	10,600
Total ▶ 3a				1,032,130

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				
ISRAEL CHRISTIAN NEXUS 13636 VENTURA BLVD 450 SHERMAN OAKS, CA 91423	N/A	CHARITY	GENERAL USE	10,000
JEWISH COMMUNITY CHILDREN'S CHOIR 9326 SAWYER STREET LOS ANGELES, CA 90035	N/A	CHARITY	GENERAL USE	1,000
JEWISH NEWS SERVICEPO BOX 610100 NEWTON, MA 02461	N/A	CHARITY	GENERAL USE	10,000
Total ▶ 3a				1,032,130

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>				
JIMENA459 FULTON ST 207 SAN FRANCISCO, CA 94102	N/A	CHARITY	GENERAL USE	10,000
PHILOS PROJECT INC 79 MADISON AVE 7TH FL NEW YORK, NY 10016	N/A	CHARITY	GENERAL USE	10,000
SCHOLARS FOR PEACE IN THE MIDDLE EA PO BOX 2241 BALA CYNWYD, PA 19004	N/A	CHARITY	GENERAL USE	5,000
Total ▶ 3a				1,032,130

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				
SHALHEVET HIGH SCHOOL 910 S FAIRFAX AVE LOS ANGELES, CA 90034	N/A	CHARITY	GENERAL USE	7,000
THE CENTAL FUND OF ISRAEL 980 6TH AVE 3RD FLOOR NEW YORK, NY 10018	N/A	CHARITY	GENERAL USE	15,000
CHABAD OF SAN LUIS OBISPO 1340 TAFT ST SAN LUIS OBISPO, CA 93405	N/A	CHARITY	GENERAL USE	1,500
Total ▶ 3a				1,032,130

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>				
GAINESVILLE HILLEL 2020 WEST UNIVERSITY AVE GAINESVILLE, FL 32603	N/A	CHARITY	GENERAL USE	10,000
HILLEL AT RUTGERS UNIVERSITY 70 COLLEGE AVE NEW BRUNSWICK, NJ 08901	N/A	CHARITY	GENERAL USE	10,000
HILLEL AT THE UNIVERSITY OF FLORIDA 2020 W UNIVERSITY AVE GAINESVILLE, FL 32603	N/A	CHARITY	GENERAL USE	11,000
Total ▶ 3a				1,032,130

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>				
ISRAEL EMERGENCY ALLIANCE PO BOX 341069 LOS ANGELES, CA 90034	N/A	CHARITY	GENERAL USE	10,000
JEWISH JUMPSTART 1801 AVENUE OF THE STARS LOS ANGELES, CA 90067	N/A	CHARITY	GENERAL USE	10,000
ALGEMEINER INC 208 E 51ST STREET 185 NEW YORK, NY 10022	N/A	CHARITY	GENERAL USE	10,000
Total 3a				1,032,130

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 PERES CENTER FO 132 KEDEM STREET TEL AVIV 6806632 IS	N/A	CHARITY	GENERAL USE	25,000
AMERICAN ISRAEL EDUCATION FOUNDATIO 251 H ST NW WASHINGTON DC, DC 20001	N/A	CHARITY	GENERAL USE	100,000
AMERICAN SUPPORT FOR ISRAEL 1732 1ST AVENUE NEW YORK, NY 10128	N/A	CHARITY	GENERAL USE	10,000
Total ▶ 3a				1,032,130

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 SUPPORTERS OF ISRAEL'S FUT 11150 W OLYMPIC BLVD STE 1120 LOS ANGELES, CA 90064	N/A	CHARITY	GENERAL USE	10,000
BABA SALE CONGREGATION 404 N FAIRFAX AVE LOS ANGELES, CA 90036	N/A	CHARITY	GENERAL USE	3,600
CAMP RAMAH IN CALIFORNIA 17525 VENTURA BLVD ENCINO, CA 91316	N/A	CHARITY	GENERAL USE	2,000
Total ► 3a				1,032,130

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>				
CHABAD LUBAVITCH OF THE PANHANDLE 224 CHAPEL DRIVE TALLAHASSEE, FL 32304	N/A	CHARITY	GENERAL USE	2,500
CLUB Z A CA NONPROFIT CORP 20 EL CAMINO REAL REDWOOD CITY, CA 94062	N/A	CHARITY	GENERAL USE	10,000
CREATIVE COMMUNITY FOR PEACE PO BOX 34122 LOS ANGELES, CA 90034	N/A	CHARITY	GENERAL USE	10,000
Total ► 3a				1,032,130

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTER ENTREPRENEURIAL JEWISH PHILA 435 STRATTON ROAD NEW ROCHELLE, NY 10804	N/A	CHARITY	GENERAL USE	10,000
FOUNDATION FOR DEFENSE OF DEMOCRACI PO BOX 33249 WASHINGTON DC, DC 20033	N/A	CHARITY	GENERAL USE	10,000
GERSHON JACOBSON JEWISH CONTINUITY 788 EASTERN PARKWAY SUITE 303 BROOKLYN, NY 11213	N/A	CHARITY	GENERAL USE	10,000
Total ▶ 3a				1,032,130

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>				
HENRY JACKSON SOCIETY INC C/O BIBI KHAN SIG BANK 71 BROADWAY NEW YORK, NY 10006	N/A	CHARITY	GENERAL USE	20,000
HESCHEL FUND 17701 DEVONSHIRE STREET NORTHRIDGE, CA 91325	N/A	CHARITY	GENERAL USE	5,000
HILLEL AT DAVIS AND SACRAMENTO 328 A STREET DAVIS, CA 95616	N/A	CHARITY	GENERAL USE	250
Total ► 3a				1,032,130

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>				
HILLEL AT GEORGE MASON UNIVERSITY 4400 UNIVERSITY DR MSN 2C7 FAIRFAX, VA 22030	N/A	CHARITY	GENERAL USE	22,500
HILLEL AT LONG BEACH 3801 E WILLOW STREET LONG BEACH, CA 90815	N/A	CHARITY	GENERAL USE	600
HILLEL AT LAS VEGAS 2317 RENAISSANCE DRIVE LAS VEGAS, NV 89119	N/A	CHARITY	GENERAL USE	1,500
Total ▶ 3a				1,032,130

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				
ISRAEL EMERGENCY AID FUND 9 WASHINGTON PL SHARON, MA 02067	N/A	CHARITY	GENERAL USE	10,000
JOOKENDER COMMUNITY INITIATIVES INC 945 CONCORD STREET FRAMINGHAM, MA 01701	N/A	CHARITY	GENERAL USE	5,000
MEOR FOUNDATIONPO BOX 279 POMONA, NY 10970	N/A	CHARITY	GENERAL USE	600
Total ▶ 3a				1,032,130

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				
MY CHILD'S CANCER30-15 GENTNER RD FAIR LAWN, NJ 07410	N/A	CHARITY	GENERAL USE	5,000
SIGMA ALPHA EPSILON PI FOUNDATION 535 GLENMONT DR SOLANA BEACH, CA 92075	N/A	CHARITY	GENERAL USE	15,000
THE LEADERSHIP INSTITUTE 1101 N HIGHLAND STREET ARLINGTON, VA 22201	N/A	CHARITY	GENERAL USE	5,000
Total 				1,032,130
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>				
THE LEGION700 N PENNSYLVANIA ST INDIANAPOLIS, IN 46206	N/A	CHARITY	GENERAL USE	5,000
TURNING POINT USA 217 1/2 ILLINOIS ST LEMONT, IL 60439	N/A	CHARITY	GENERAL USE	1,300
Total ▶ 3a				1,032,130

TY 2017 Accounting Fees Schedule**Name:** THE MILSTEIN FAMILY FOUNDATION**EIN:** 95-4824595**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	30,000	9,570	0	0
TAX PREP	8,500	2,712	0	0

TY 2017 Investments Corporate Bonds Schedule**Name:** THE MILSTEIN FAMILY FOUNDATION**EIN:** 95-4824595**Software ID:** 17005038**Software Version:** 2017v2.2**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ML STERN NOTES, BONDS & SHARES	9,514	9,029
STATE OF ISRAEL BONDS	1,000,000	981,128

TY 2017 Investments Corporate Stock Schedule**Name:** THE MILSTEIN FAMILY FOUNDATION**EIN:** 95-4824595**Software ID:** 17005038**Software Version:** 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DODGE & COX INC. & INCOME	2,967,149	3,074,977
INTERNATIONAL EQUITY FUNDS	77,817	250,650
ML STERN EQUITIES	416,708	225,497
TOTAL BERNSTEIN INVESTMENTS	6,113,942	7,036,356
GREY K INVIRONMENTAL HEDGE FUND	437,561	39,620
PRINCIPAL GLOBAL DIVERSIFIED INC CL P	500,015	480,936

TY 2017 Legal Fees Schedule**Name:** THE MILSTEIN FAMILY FOUNDATION**EIN:** 95-4824595**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,200	1,021	0	0

TY 2017 Other Assets Schedule**Name:** THE MILSTEIN FAMILY FOUNDATION**EIN:** 95-4824595**Software ID:** 17005038**Software Version:** 2017v2.2**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FREEDOM FINANCIAL DEBT FUND	1,016,417	1,011,034	1,005,982
MYDA ADVANTAGE LTD INVESTMENT	2,107,744	2,107,744	3,531,822
NPN FUND III	997,534	997,534	997,534
QYLUR CONVERTIBLE PROMISSORY NOTE		1,250,000	1,250,000

TY 2017 Other Expenses Schedule**Name:** THE MILSTEIN FAMILY FOUNDATION**EIN:** 95-4824595**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVERTISING	22,494			
ATTORNEY GENERAL	150			
CONSULTING	100			
CONVENTIONS	378			
DUES & SUBSCRIPTIONS	3,294			
INSURANCE	4,420			
INTERNET SERVICE	2,499			
OFFICE EXPENSES	723			
PARKING	4,743			
TELEPHONE	3,791			

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VIDEO PROJECTS	250			
WEBSITE	14,702			

TY 2017 Other Income Schedule**Name:** THE MILSTEIN FAMILY FOUNDATION**EIN:** 95-4824595**Software ID:** 17005038**Software Version:** 2017v2.2**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AB SECURITIZED ASSETS FUN	207,751	207,751	
FREEDOM FINANCIAL DEBT FU	81,359	81,359	
MISCELLANEOUS INCOME	74		

TY 2017 Other Professional Fees Schedule**Name:** THE MILSTEIN FAMILY FOUNDATION**EIN:** 95-4824595**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	22,959	22,959	0	0

**TY 2017 Substantial Contributors
Schedule****Name:** THE MILSTEIN FAMILY FOUNDATION**EIN:** 95-4824595**Software ID:** 17005038**Software Version:** 2017v2.2**Name****Address**

ADAM GILA MILSTEIN

16027 VENTURA BLVD 550
ENCINO, CA 91436

TY 2017 Taxes Schedule**Name:** THE MILSTEIN FAMILY FOUNDATION**EIN:** 95-4824595**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD	10			
PROPERTY TAXES	73			
SECRETARY OF STATE	20			
US TREASURY	17,820			

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 <u>www.irs.gov/form990</u>	OMB No 1545-0047 2017
	Name of the organization THE MILSTEIN FAMILY FOUNDATION	Employer identification number 95-4824595

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 THE MILSTEIN FAMILY FOUNDATION	Employer identification number 95-4824595
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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	ADAM GILA MILSTEIN 16027 VENTURA BLVD 550 ENCINO, CA 91436	\$ 1,250,000	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE MILSTEIN FAMILY FOUNDATION	Employer identification number 95-4824595
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Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	QYLUR INTELLIGENT SYSTEMS CONVERTIBLE PROMISSORY NOTE	\$ 500,000	2018-07-31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization THE MILSTEIN FAMILY FOUNDATION	Employer identification number 95-4824595
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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