

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

2017

Department of the Treasury Internal Revenue Service

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Open to Public Inspection

For calendar year 2017 or tax year beginning 12/01, 2017, and ending 11/30, 2018

THE ELKES FOUNDATION C/O DAVIDSON, DAWSON, 60 E 42ND ST 38 FL NEW YORK, NY 10165

Employer identification number 13-3497016 Telephone number 917-398-9505

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

Check type of organization: Section 501(c)(3) exempt private foundation, Section 4947(a)(1) nonexempt charitable trust, Other taxable private foundation

Fair market value of all assets at end of year \$3,988,627 Accounting method: Cash

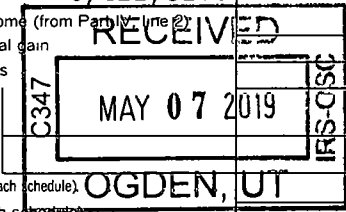
Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Administrative Expenses (13-26), and Summary (27-29).

NEW

REVENUE

ADMINISTRATIVE EXPENSES

SCANNED SEP 19 2019



6

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing	574,592.	1,652,654.	1,652,654.
	2	Savings and temporary cash investments	242,612.	93,470.	93,470.
	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 sch)			
		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)	28,001,176.	26,316.	26,316.
		c Investments – corporate bonds (attach schedule)	1,236,446.	435,648.	435,648.
	11	Investments – land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	37,139,758.	1,780,539.	1,780,539.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)	519,263.			
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	67,713,847.	3,988,627.	3,988,627.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	67,713,847.	3,988,627.	
	30	Total net assets or fund balances (see instructions)	67,713,847.	3,988,627.	
31	Total liabilities and net assets/fund balances (see instructions)	67,713,847.	3,988,627.		

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	67,713,847.
2	Enter amount from Part I, line 27a	2	-831,516.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	66,882,331.
5	Decreases not included in line 2 (itemize) <u>See Statement 6</u>	5	62,893,704.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,988,627.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a Publicly traded securities - Short Term	P	Various	Various
b Publicly traded securities - Long Term	P	Various	Various
c Investment in The Tennis Channel Inc.	P	Various	2/28/18
d Investment in Apollo Tennis Ventures Ltd	P	Various	2/28/18
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 2,387,465.		2,244,881.	142,584.
b 4,033,852.		4,043,951.	-10,099.
c		6,083.	-6,083.
d		306.	-306.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			142,584.
b			-10,099.
c			-6,083.
d			-306.
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	126,096.
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	142,584.

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

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

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

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

(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	2,638,078.	66,092,588.	0.039915
2015	2,941,731.	59,177,834.	0.049710
2014	2,692,367.	53,768,315.	0.050073
2013	2,363,660.	58,722,284.	0.040251
2012	1,649,790.	62,511,719.	0.026392

2 Total of line 1, column (d)	2	0.206341
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.041268
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	46,907,284.
5 Multiply line 4 by line 3	5	1,935,770.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,929.
7 Add lines 5 and 6	7	1,962,699.
8 Enter qualifying distributions from Part XII, line 4	8	3,075,235.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	26,929.
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	26,929.
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	26,929.
6 Credits/Payments			
a 2017 estimated tax prmts and 2016 overpayment credited to 2017	6 a	71,648.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	71,648.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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		0.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		44,719.
11 Enter the amount of line 10 to be Credited to 2018 estimated tax 7,500. Refunded	11		37,219.

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Part VII-A Statements Regarding Activities

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

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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.	Yes	No
11			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement. See instructions.		X
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: N/A	X	
13		X	
14	The books are in care of: J. BRADLEY, P.C. Telephone no: (212) 764-0644 Located at: 55 WEST 39TH STREET, 17TH FLOOR NEW YORK NY ZIP + 4: 10018		
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: N/A		
15			N/A
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country.	Yes	No
16			X

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Steven A. Elkes c/o 60 East 42nd St, 38 Floor New York, NY 10165	Trustee 20.00	143,607.	0.	0.
David A. Elkes c/o 60 East 42nd St, 38 Floor New York, NY 10165	Trustee 20.00	143,607.	0.	0.
Daniel A. Elkes c/o 60 East 42nd St, 38 Floor New York, NY 10165	Trustee 20.00	143,607.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	

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 N/A	

2	

All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	46,441,223.
b	Average of monthly cash balances	1 b	1,180,385.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	47,621,608.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	47,621,608.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	714,324.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	46,907,284.
6	Minimum investment return. Enter 5% of line 5	6	2,345,364.

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

1	Minimum investment return from Part X, line 6	1	2,345,364.
2a	Tax on investment income for 2017 from Part VI, line 5	2 a	26,929.
b	Income tax for 2017 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	26,929.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,318,435.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,318,435.
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	2,318,435.

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	1 a	3,075,235.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,075,235.
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	26,929.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,048,306.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,318,435.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			2,913,034.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2017.				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 3,075,235.				
a Applied to 2016, but not more than line 2a			2,913,034.	
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				162,201.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				2,156,234.
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	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	
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 foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 None

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
 None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 8				
Total			▶ 3a	3,075,235.
b Approved for future payment				
Total			▶ 3b	

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income from Gallup Assoc.	\$ 5,830.	\$ 5,830.	\$ 5,830.
Total	<u>\$ 5,830.</u>	<u>\$ 5,830.</u>	<u>\$ 5,830.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Davidson Dawson & Clark LLP	\$ 24,182.	\$ 12,091.	\$ 24,182.	
Total	<u>\$ 24,182.</u>	<u>\$ 12,091.</u>	<u>\$ 24,182.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
J. Bradley, P.C.	\$ 38,925.		\$ 38,925.	
Total	<u>\$ 38,925.</u>	<u>\$ 0.</u>	<u>\$ 38,925.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Tax	\$ 80,000.		\$ 80,000.	
NYS Filing Fees	1,500.		1,500.	
Total	<u>\$ 81,500.</u>	<u>\$ 0.</u>	<u>\$ 81,500.</u>	<u>\$ 0.</u>

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 1,134.		\$ 1,134.	
Computer Expenses	8,783.		8,783.	
Dues and Subscriptions	489.		489.	
Office Expenses	3,898.		3,898.	
Telephone	21,326.		21,326.	
Total	<u>\$ 35,630.</u>	<u>\$ 0.</u>	<u>\$ 35,630.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part III, Line 5
Other Decreases

Transfer to Elkes Foundation III	\$ 20,082,638.
Transfer to The Deck Foundation	20,082,638.
Transfer to The Terrence & Ruth Elkes Foundation	20,082,638.
Unrealized Depreciation of Securities	2,645,790.
Total	<u>\$ 62,893,704.</u>

Statement 7
Form 990-PF, Part VII-A, Line 5
Liquidation, Dissolution, Termination, or Substantial Contraction

Liquidation, Dissolution, Termination, or Substantial Contraction

During the fiscal year ended November 30, 2018, the trustees of The Elkes Foundation unanimously decided to transfer the assets of The Elkes Foundation to three successor private foundations. Each successor foundation received approval from the Internal Revenue Service to be recognized as a charitable foundation under Section 501(c)(3) of the Internal Revenue Code. This splitting of The Elkes Foundation into three successor foundations was also approved by the Charities Bureau Registration Section of the New York State Office of the Attorney General. \$60,247,914 of the assets of The Elkes Foundation was transferred equally at fair market value to the following successor foundations:

- 1) Elkes Foundation III \$20,082,638
c/o 55 West 39th Street, 17th Floor
New York, NY 10018
ID #82-3897250
Trustees: Steven Elkes and Mitzi Elkes
- 2) The Deck Foundation \$20,082,638
6108 Wilmett Road
Bethesda, MD 20817
ID #82-3894869
Trustees: David Elkes and Elizabeth Carroll
- 3) The Terrence & Ruth Elkes Foundation \$20,082,638
60 East 42nd Street, 38th Floor
New York, NY 10018
ID#82-4174904

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Statement 7 (continued)
Form 990-PF, Part VII-A, Line 5
Liquidation, Dissolution, Termination, or Substantial Contraction

Liquidation, Dissolution, Termination, or Substantial Contraction

Trustees: Daniel Elkes and David Bloom

It is anticipated that the remainder of the assets of The Elkes Foundation, after paying all required contributions, taxes and administrative expenses, will be equally distributed to the three successor foundations during the fiscal year ended November 30, 2019.

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ADAPTIVE DESIGN ASSOCIATION 313 WEST 36TH STREET NEW YORK NY 10018			Contributions were made in accordance with the purpose of the Foundation.	\$ 10,000.
TENANTS TOGETHER 474 VALENCIA STREET SAN FRANCISCO CA 94103				10,000.
THE NEW MUSEUM 235 BOWERY NEW YORK NY 10002				5,000.
HUDSON VALLEY AMATEUR ATHLETE 78 MEADOW ROAD BRIARCLIFF NY 10510				11,000.
ART 21 18 WEST 18TH STREET NEW YORK NY 10011				3,000.
1,000 BOOKS FOUNDATION 90 BROAD STREET NEW YORK NY 10004				10,000.
THE LITERACY PROJECT FOUNDATION 200 SUMMIT LAKE ROAD VALHALLA NY 10595				10,000.

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Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
MEMORIAL SLOAN KETTERING CANCER CENTER P.O. BOX 27106 NEW YORK NY 10087				\$ 3,000.
UNIVERSITY OF TEXAS FOUNDATION P.O. BOX 250 AUSTIN TX 78767				10,000.
PARKINSON'S UNITY WALK P.O. BOX 275 KINGSTON NJ 08528				500.
GRINNELL COLLEGE 723 BROAD STREET GRINNELL IA 50112				50,000.
MAKE A WISH FOUNDATION 4742 N. 24TH STREET PHOENIX AZ 85016				9,000.
THE LONG NOW FOUNDATION BLDG. A, FORT MASON CENTER SAN FRANCISCO CA 94123				25,000.
YALE UNIVERSITY P.O. BOX 2038 NEW HAVEN CT 06521				1,000.
THE LITTLEST LAMB P.O. BOX 592 RYE NY 10580				5,000.
LITERACY FOR ALL W23597 PAUL ROAD PEWAUKEE WI 53072				20,000.
LITERACY INC. 5030 BROADWAY NEW YORK NY 10034				10,000.
USSF FOUNDATION 12710 N. 50TH STREET TAMPA FL 33617				1,500.
FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE STREET PHILADELPHIA PA 19103				20,000.

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
OUTWARD BOUND 29-48 NORTHERN BLVD. NEW YORK NY 11101				\$ 3,500.
BOSTON COLLEGE CAMPUS MINISTRY 140 COMMONWEALTH AVENUE CHESTNUT HILL MA 02467				500.
SOLOMON R. GUGGENHEIM FOUNDATION 1071 5TH AVENUE NEW YORK NY 10128				22,500.
OSSINING CHILDREN CENTER 90-92 S. HIGHLAND AVENUE OSSINING NY 10562				3,000.
FRANKLIN & MARSHALL COLLEGE P.O. BOX 3003 LANCASTER PA 17604				500.
92ND STREET Y 1395 LEXINGTON AVENUE NEW YORK NY 10128				5,000.
STRAWTOWN STUDIO 175 S. MOUNTAIN ROAD NEW CITY NY 10956				1,000.
NY PUBLIC LIBRARY 476 FIFTH AVENUE NEW YORK NY 10018				11,500.
SMILE TRAIN INC. 633 THIRD AVENUE NEW YORK NY 10017				1,500.
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET, N.W. ATLANTA GA 30303				500.
ARBOR DAY FOUNDATION 211 NORTH 12TH STREET LINCOLN NE 68508				150.
WESTCHESTER COLLABORATIVE THEATER P.O. BOX 522 OSSINING NY 10562				1,000.

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
PHOEBE FOUNDATION 801 WOODCREST DRIVE SPRING LAKE NJ 07762				\$ 10,000.
WCC FOUNDATION 75 GRASSLAND ROAD VALHALLA NY 10595				2,000.
JCCA 120 WALL STREET NEW YORK NY 10005				200.
PROJECT RENEWAL INC. 200 VARICK STREET NEW YORK NY 10014				5,000.
MIDDLEBURY COLLEGE 700 EXCHANGE STREET MIDDLEBURY VT 05753				10,000.
THE PELZMAN FOUNDATION FOR HEALTHCARE C/O 55 WEST 39TH STREET NEW YORK NY 10018				10,000.
YC RESEARCH P.O. BOX 493 CHICAGO IL 60690				25,000.
WALTER JOHNSON CREW P.O. BOX 34164 BETHESDA MD 20827				50,000.
THE YIDDISH BOOK CENTER 1021 WEST STREET AMHERST MA 01002				75,000.
STUART EDUCATIONAL FOUNDATION P.O. BOX 4612 FALLS CHURCH VA 22044				10,000.
YELLOW RIBBON FUND P.O. BOX 41048 BETHESDA MD 20824				50,000.
IMAGINATION STAGE D.C. 1333 H STREET, N.E. WASHINGTON DC 20002				10,000.

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
FREE MINDS BOOK CLUB 1816 12TH STREET, N.W. WASHINGTON DC 20009				\$ 10,000.
UN PRISON PROJECT P.O. BOX 492 SAN QUENTIN CA 94964				10,000.
ANACOSTIA WATERSHED PROJECT 4302 BALTIMORE AVENUE BLADENSBURG MD 20710				15,000.
ALPORT SYNDROME FOUNDATION P.O. BOX 4130 SCOTTSDALE AZ 85261				5,000.
THE WASHINGTON PEACE CENTER 1525 NEWTON STREET, N.W. WASHINGTON DC 20010				5,000.
SAN CARLOS EDUCATIONAL FOUNDATION P.O. BOX 1214 SAN CARLOS CA 94070				201,000.
JAMES BEARD FOUNDATION 167 WEST 12TH STREET NEW YORK NY 10011				40,000.
ILLINOIS COUNCIL ON ECONOMIC EDUCATION NORTHERN ILLINOIS UNIVERSITY DE KALB IL 60115				25,000.
VISITING NURSE SERVICES OF NY 5 PENN PLAZA NEW YORK NY 10001				50,000.
PRINCETON UNIVERSITY PRINCETON NJ 08540				150,000.
MCPS EDUCATIONAL FOUNDATION 1112 11TH STREET NW WASHINGTON DC 20001				50,000.
HJI FOUNDATION BETHESDA MD				25,000.

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
NEW LONDON BARN PLAYHOUSE P.O. BOX 9 NEW LONDON NH 03257				\$ 20,000.
POLARIS PROJECT P.O. BOX 53315 WASHINGTON DC 20009				150,000.
SOLOMN R. GUGGENHEIM MUSEUM 1031 FIFTH AVENUE NEW YORK NY 10128				10,000.
CENTER FOR SAFETY AND CHANGE 9 JOHNSON LANE NEW CITY NY 10956				5,000.
REACH OUT & READ OF GREATER NEW YORK 30 EAST 33RD STREET NEW YORK NY 10016				30,000.
HUDSON RIVER SLOOP CLEARWATER INC. 74 WOLCOTT AVENUE BEACON NY 12508				57,800.
RED WIGGLER COMMUNITY FARM P.O. BOX 968 CLARKSBURG MD 20871				50,000.
LINCOLN CENTER FOR THE PERFORMING ARTS 70 LINCOLN CENTER PLAZA NEW YORK NY 10023				15,000.
JACOB BURNS FILM CENTER 405 MANVILLE ROAD PLEASANTVILLE NY 10572				15,000.
TEAM TASSY 6014 PENN AVENUE PITTSBURGH PA 15206				19,685.
THE PARENT CHILD HOME PROGRAM INC. 1415 KELLUM PLACE GARDEN CITY NY 11530				30,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE NEW YORK NY 10001				100,000.

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Statement 8 (continued)
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Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
JILL'S HOUSE 9011 LEESBURG PIKE VIENNA VA 22182				\$ 50,000.
GLEN ECHO PARK PARTNERSHIP 7300 MC ARTHUR BLVD. GLEN ECHO MD 20812				50,000.
ALL STARS PROJECT INC. 543 WEST 42ND STREET NEW YORK NY 10036				200,000.
ANNANDALE CHRISTIAN COMMUNITY FOR ACTION 7200 COLUMBIA PIKE ANNANDALE VA 22003				10,000.
WAMU ID# 53-0196549				88,500.
KEYSTONE SYMPOSIUM P.O. BOX 1630 SILVERTHORNE CO 80498				50,000.
HEALTHY CITIES TUTORING P.O. BOX 653 SAN CARLOS CA 94070				12,500.
FOUNDATION FOR EDUCATION IN HONDURAS P.O. BOX 1702 NEW YORK NY 10150				1,000.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO CA 94118				15,000.
PAJAMA PROGRAM 114 EAST 39TH STREET NEW YORK NY 10016				20,000.
CHILDREN'S HOSPITAL AT MONTEFIORE 111 EAST 210TH STREET BRONX NY 10467				500.
CORPORATION OF THE FINE ARTS MUSEUM 50 HAGIWARA TEA GARDEN SAN FRANCISCO CA 94118				20,000.

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
THE SAN FRANCISCO CHAMBER ORCHESTRA P.O. BOX 191564 SAN FRANCISCO CA 94119				\$ 6,500.
FOR ALL SEASONS P.O. BOX 264 BRIARCLIFF NY 10510				1,400.
ONE PURPOSE SCHOOL P.O. BOX 24509 SAN FRANCISCO CA 94124				35,000.
CITY HARVEST 6 EAST 32ND STREET NEW YORK NY 10016				20,000.
FACING HISTORY AND OURSELVES 16 HURD ROAD BROOKLINE MA 02475				1,000.
READ TO GROW 53 SCHOOL GROUND ROAD BRANFORD CT 06405				20,000.
SAN FRANCISCO BALLET ASSOCIATES 455 FRANKLIN STREET SAN FRANCISCO CA 94102				7,000.
FRESH YOUTH INITIATIVES 505 WEST 171ST STREET NEW YORK NY 10032				18,000.
PLANNED PARENTHOOD OF HUDSON VALLEY 178 CHURCH STREET POUGHKEEPSIE NY 12601				3,000.
REACH OUT & READ INC. 89 SOUTH STREET BOSTON MA 02111				10,000.
LINK TO LIBRARIES 2 WILBRAHAM ROAD HAMPDEN MA 01036				20,000.
HISTORIC HUDSON VALLEY 639 BEDFORD ROAD SLEEPY HOLLOW NY 10591				1,000.

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
SOCCER ELITE CLUB 4 WEST RED OAK LANE WHITE PLAINS NY 10604				\$ 10,000.
WOMEN MAKE MOVIES 609 NW 7TH AVENUE POMPANO BEACH FL 23306				25,000.
BEN'S LIGHTHOUSE P.O. BOX 483 NEWTOWN CT 06470				1,000.
KIDS NEED TO READ 240 WEST BROADWAY ROAD MESA AZ 85202				10,000.
SUNDANCE INSTITUTE P.O. BOX 684429 PARK CITY UT 84068				25,000.
THE CASHMERE FOUNDATION 1770 BROADWAY SAN FRANCISCO CA 94109				10,000.
PERFECT EARCH PROJECT 962 SPRINGS FIREPLACE ROAD EAST HAMPTON NY 11937				3,500.
BRIARCLIFF MANOR EDUCATION FOUNDATION P.O. BOX 132 BRIARCLIFF NY 10510				1,000.
DUKE UNIVERSITY 2138 CAMPUS DRIVE DURHAM NC 27708				25,000.
TEATOWN LAKE RESERVATION 1600 SPRING VALLEY ROAD OSSINING NY 10562				5,000.
JACK LONDON PARK PARTNERS 2400 LONDON RANCH ROAD GLEN ELLEN CA 95442				2,500.
TEMPLE ISRAEL OF NORTHERN WESTCHESTER 31 GLENGARY ROAD CROTON ON HUDSON NY 10520				3,000.

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
NEIGHBORS LINK 27 COLUMBUS AVENUE MT. KISCO NY 10549				\$ 500.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK NY 10168				100,000.
NORTH BETHESDA MIDDLE SCHOOL 8935 BRADMOOR DRIVE BETHESDA MD 20817				7,500.
THE CARTER FOUNDATION 435 FREEDOM PARKWAY ATLANTA GA 30307				100,000.
NATIONAL PARK TRUST 401 EAST JEFFERSON STREET ROCKVILLE MD 20850				10,000.
WASHINGTON YOUTH GARDEN 3501 NEW YORK AVENUE N.E. WASHINGTON DC 20002				10,000.
INTERPLAY ORCHESTRA 6777 SURREYWOOD LANE BETHESDA MD 20817				7,500.
AN OPEN BOOK FOUNDATION 3215 MARRISON ST. N.W. WASHINGTON DC 20015				15,000.
826 DC WASHINGTON DC				10,000.
RESET P.O. BOX 9400 WASHINGTON DC 20016				25,000.
PASSION FOR LEARNING 1210 WOODSIDE PARKWAY SILVER SPRINGS MD 20910				10,000.
SAN MIGUEL SCHOOL 7705 GEORGIA AVENUE N.W. WASHINGTON DC 20012				10,000.
MCAEL 9210 CORPORATE BOULEVARD ROCKVILLE MD 20850				7,500.

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
REBUILDING TOGETHER 997 NORTH CAPITAL STREET N.E. WASHINGTON DC 20002				\$ 15,000.
SHEPARD'S TABLE 8106 GEORGIA AVENUE SILVER SPRINGS MD 20910				12,500.
ARTHRITIS NATIONAL RESEARCH FOUNDATION 5354 EAST 2ND STREET LONG BEACH CA 90803				25,000.
CURE ALZHEIMERS 122 S. CHURCH STREET WEST CHESTER PA 19382				10,000.
GRASSROOTS SOCCER 198 CHURCH STREET NORWICH VT 05055				28,000.
ANTI SLAVERY INTERNATIONAL 1320 19TH STREET NW WASHINGTON DC 20036				280,000.
Total				\$ <u>3,075,235.</u>

The Elkes Foundation
Schedule of Other Information
FYE 11/30/18

Part II

Line 10B - Investments in Corporate Stock

	(a) Beginning of Year <u>Book Value</u>	(b) End of Year <u>Book Value</u>	(c) End of Year <u>Fair Market Value</u>
7,747 Metabolex Inc.	26,316	26,316	26,316
90,000 CBRE Clarion Global REIT Fund	700,200	-	-
27,000 AT&T Inc.	982,260	-	-
6,000 Exelon Corporation	250,260	-	-
21,000 First Energy Corp.	716,940	-	-
9,000 Royal Dutch ADRF	593,460	-	-
12,000 Verizon Communications	610,680	-	-
60,000 Alpine Global Premier Fund	387,000	-	-
27,000 Apollo Senior Floating	440,910	-	-
27,000 Eaton Vance Ltd. Duration Fund	362,340	-	-
60,000 First Trust High Income Long/Short Fund	981,600	-	-
25,000 Pioneer Div. High Income Trust	388,000	-	-
6,000 Altria Group Inc.	406,980	-	-
3,000 American Electric Power Co. Inc.	232,890	-	-
24,000 Telestra Ltd.	311,040	-	-

Part II

Line 10B - Investments in Corporate Stock

	(a) Beginning of Year <u>Book Value</u>	(b) End of Year <u>Book Value</u>	(c) End of Year <u>Fair Market Value</u>
9,000 Unital Corporation	470,160	-	-
12,000 IShares S&P US Pfd. Fund	462,720	-	-
150,000 MFA Financial Inc. REIT	1,200,000	-	-
9,000 Realty Income Corp. REIT	497,700	-	-
6,000 SPDR Barclays Capital High Yield	221,640	-	-
15,000 BCE Inc.	717,150	-	-
9,000 CYS Investments Inc.	72,810	-	-
12,000 Pub Svce Ent Group Inc.	636,720	-	-
55,000 Calamos Global Inc. Fund	501,600	-	-
85,000 Calamos Strategic Total Return Fund	1,037,850	-	-
100,000 Voya Prime Rate Trust	508,000	-	-
85,000 Invesco Dynamic Credit Fund	978,350	-	-
36,000 Global XETF	772,920	-	-
9,000 Philip Morris Intl. Inc.	924,750	-	-
3,000 Chevron Corp.	356,970	-	-
24,000 GlaxoSmithKline PLC	841,440	-	-
12,000 Southern Company	614,400	-	-
9,000 XCEL Energy Inc.	464,490	-	-

Part II

Line 10B - Investments in Corporate Stock

	(a) Beginning of Year <u>Book Value</u>	(b) End of Year <u>Book Value</u>	(c) End of Year <u>Fair Market Value</u>
57,000 Blackrock CP High Yield Fund	624,720	-	-
21,000 SPDR Barclays ETF	582,540	-	-
9,000 Duke Energy Corp.	802,620	-	-
18,000 Well Tower Inc.	1,214,280	-	-
12,000 Ventas Inc.	768,120	-	-
18,000 AGNC Investment	298,500	-	-
6,000 AGNC Investment	119,400	-	-
9,000 Compass Minerals Int.	627,750	-	-
12,000 General Motors Co.	517,080	-	-
13,500 Pfizer Inc.	489,510	-	-
6,000 Apple Inc.	1,031,100	-	-
9,000 Dominion Energy Inc.	757,170	-	-
18,000 PPL Corporation	660,060	-	-
24,000 Unit 7 Group Inc.	386,400	-	-
6,000 Lama Advertising Co.	451,380	-	-
	<u>\$28,001,176</u>	<u>\$ 26,316</u>	<u>\$ 26,316</u>

Part II

Line 10C - Investments in Corporate Bonds

	(a) Beginning of Year <u>Book Value</u>	(b) End of Year <u>Book Value</u>	(c) End of Year <u>Fair Market Value</u>
\$100,000 Prudential Financial Inc. 7.375% due 6/15/19	107,746	102,291	102,291
\$200,000 Bank of America Corp. 7.625% due 6/1/19	215,309	204,432	204,432
\$100,000 Allegheny Technologies 9.375% due 6/1/19	110,250	-	-
\$75,000 KB Home 7.25% due 6/15/18	76,781	-	-
\$100,000 Standard Pacific Corp. 8.375% due 5/15/18	102,625	-	-
\$200,000 SLM Corp. 8.45% due 6/15/18	206,000	-	-
\$34,445 Caesars Entertainment Co. 5.24% due 10/1/24	69,500	-	-
\$100,000 US Steel Corp. 7.375% due 4/1/20	108,750	-	-
\$71,000 Masco Corp. 7.75% due 8/1/29	93,050	-	-
\$100,000 Merrill Lynch 7.75% due 5/14/38	146,435	-	-
\$100,000 Bank of America Corp. 7.75% due 5/14/38	-	128,925	128,925
	<u>\$ 1,236,446</u>	<u>\$ 435,648</u>	<u>\$ 435,648</u>

Part II

Line 13 - Other Investments

	(a) Beginning of Year <u>Book Value</u>	(b) End of Year <u>Book Value</u>	(c) End of Year <u>Fair Market Value</u>
2,431,639 Stone Harbor High Yield Fund	11,019,659	18,724	18,724
1,206,035.327 Vanguard High Yield Corp. Fund	7,151,730	-	-
89,178.482 Doubleline Total Return Bond Fund	947,075	-	-
441,512.051 Virtus Seix High Income Fund	2,874,243	-	-
401,328.42 TIAA CREF High Yield Fund	3,957,098	-	-
96,659.662 Allianz High Yield Bond Fund	892,169	-	-
95,801.634 Pimco High Yield Fund	958,974	-	-
132,999.163 TCW Emerging Markets Income Fund	1,457,671	-	-
Investment in Brookside Capital Partners Fund LP	48,741	30,138	30,138
108,868.693 Pimco High Yield Fund Class D	977,641	-	-
254,452.926 Virtus Seix High Yield Fund	2,142,494	-	-
186,001.875 Vanguard Long- Term Investment Fund	2,225,642	1,731,677	1,731,677
188,787.849 Vanguard Short- Term Investment Fund	2,010,591	-	-
33,750.534 Payden Emerging Mkts. Bond Fund	476,030	-	-
	<u>\$37,139,758</u>	<u>\$ 1,780,539</u>	<u>\$ 1,780,539</u>