

Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2018

Department of the Treasury Internal Revenue Service

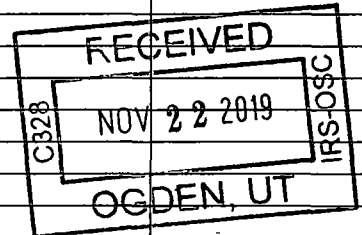
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Open to Public Inspection

For calendar year 2018 or tax year beginning, and ending

Name of foundation: ELIAS FOUNDATION
A Employer identification number: 13-4092287
B Telephone number: 609-274-6834
C If exemption application is pending, check here
D 1 Foreign organizations, check here
D 2 Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here
G Check all that apply: Initial return, Final return, Address change, Initial return of a former public charity, Amended return, 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: \$ 8,323,445
J Accounting method: Cash, Accrual

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) and Operating and Administrative Expenses (13-27).



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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	841,705.	244,102.	244,102.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable STMT 10 ▶ 215,000.			
	Less: allowance for doubtful accounts ▶ 0.	382,000.	215,000.	215,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	100,259.	0.	0.
	b Investments - corporate stock STMT 11	4,582,097.	4,685,909.	6,847,130.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	1,126,936.	1,060,766.	1,017,213.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	7,032,997.	6,205,777.	8,323,445.	
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			
	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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31			
	24 Unrestricted	7,032,997.	6,205,777.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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			
30 Total net assets or fund balances	7,032,997.	6,205,777.		
31 Total liabilities and net assets/fund balances	7,032,997.	6,205,777.		

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	7,032,997.
2 Enter amount from Part I, line 27a	2	-915,799.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	88,579.
4 Add lines 1, 2, and 3	4	6,205,777.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,205,777.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 41,086.		58,653.	-17,567.
b 728,886.		733,893.	-5,007.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			-17,567.
b			-5,007.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-22,574.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	635,053.	8,693,870.	.073046
2016	558,238.	6,853,320.	.081455
2015	900,282.	6,981,706.	.128949
2014	1,293,156.	7,967,694.	.162300
2013	998,261.	6,738,467.	.148144

2 Total of line 1, column (d)	2	.593894
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	.118779
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	8,978,426.
5 Multiply line 4 by line 3	5	1,066,448.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	951.
7 Add lines 5 and 6	7	1,067,399.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	956,566.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,902.
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	1,902.
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	1,902.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	32,489.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	32,489.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	30,587.	
11 Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 30,587. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

2

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. 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. 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A. 14 The books are in care of THE FOUNDATION Telephone no. 609-274-6834 Located at 10 OLD ROAD LANE, MOUNT KISCO, NY ZIP+4 10549. 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A. 16 At any time during calendar year 2018, 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.

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): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.) 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. 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 2018? 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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? 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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2018 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 2018.) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2018?

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(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 checked="" type="checkbox"/> Yes <input 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 Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	5b	<input checked="" 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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a 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? If "Yes" to 6b, file Form 8870.		6b	<input checked="" type="checkbox"/>
7a 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?	N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JACQUELINE MANN 10 OLD ROAD LANE MOUNT KISCO, NY 10549	PRESIDENT/EXECUTIVE DIRECTOR 7.00	0.	0.	0.
JAMES E MANN 10 OLD ROAD LANE MOUNT KISCO, NY 10549	SECRETARY 5.00	0.	0.	0.
ALISON MANN 10 OLD ROAD LANE MOUNT KISCO, NY 10549	VICE PRESIDENT 5.00	0.	0.	0.
ANASTASIA MANN 10 OLD ROAD LANE MOUNT KISCO, NY 10549	TREASURER 5.00	0.	0.	0.

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

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	8,659,977.
b	Average of monthly cash balances	1b	455,176.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,115,153.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,115,153.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	136,727.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,978,426.
6	Minimum investment return Enter 5% of line 5	6	448,921.

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	448,921.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	1,902.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,902.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	447,019.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	447,019.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	447,019.

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	956,566.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	956,566.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	956,566.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				447,019.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018.				
a From 2013	685,322.			
b From 2014	937,309.			
c From 2015	564,278.			
d From 2016	180,802.			
e From 2017	199,610.			
f Total of lines 3a through e	2,567,321.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$	956,566.			
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				447,019.
e Remaining amount distributed out of corpus	509,547.			
5 Excess distributions carryover applied to 2018 (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:	3,076,868.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	685,322.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	2,391,546.			
10 Analysis of line 9:				
a Excess from 2014	937,309.			
b Excess from 2015	564,278.			
c Excess from 2016	180,802.			
d Excess from 2017	199,610.			
e Excess from 2018	509,547.			

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 2018, 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

Table with 5 columns: (a) 2018, (b) 2017, (c) 2016, (d) 2015, (e) Total. Rows include 2b, 2c, 2d, 2e, 3, 3a(1), 3a(2), 3b, 3c(1), 3c(2), 3c(3), 3c(4).

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).)

SEE STATEMENT 13

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 [X] 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.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADVOCACY INSTITUTE C/O TIDES, PO BOX 29229 SAN FRANCISCO, CA 94129	NONE	PC	TRAINING FOR ACTIVISTS	400.
CARIBBEAN GIVING INC 24 WATERBURY PARKWAY CORTLAND MANOR, NY 10567	NONE	PC	TRAINING FOR ACTIVIST	530.
CARIBBEAN GIVING INC 24 WATERBURY PARKWAY CORTLAND MANOR, NY 10567	NONE	PC	TRAINING FOR ACTIVIST	20,000.
CHICAGO COMMUNITY BOND FUND 601 S. CALIFORNIA CHICAGO, IL 60612	NONE	PC	GENERAL OPERATING SUPPORT	3,000.
CHILDREN'S VILLAGE 1 ECHO HILLS DOBBS FERRY, NY 10522	NONE	PC	GENERAL OPERATING	6,000.
Total	SEE CONTINUATION SHEET(S)			853,901.
b Approved for future payment				
COMMUNITY VOICES HEARD 115 EAST 106TH STREET #3 NEW YORK, NY 10029	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
NEIGHBORS LINK COMMUNITY CENTER 27 COLUMBUS AVENUE MOUNT KISCO, NY 10549	NONE	PC	NEIGHBORS LINK COMMUNITY LAW PRACTICE DEVELOPMENT	20,000.
Total				30,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHILDREN'S VILLAGE 1 ECHO HILLS DOBBS FERRY, NY 10522	NONE	PC	GENERAL OPERATING	10,000.
CHILDREN'S VILLAGE 1 ECHO HILLS DOBBS FERRY, NY 10522	NONE	PC	GENERAL OPERATING	900.
CHILDREN'S VILLAGE 1 ECHO HILLS DOBBS FERRY, NY 10522	NONE	PC	GENERAL OPERATING	5,000.
CHILDREN'S VILLAGE 1 ECHO HILLS DOBBS FERRY, NY 10522	NONE	PC	GENERAL OPERATING	45,000.
COMMUNITY GOVERNANCE & DEVELOPMENT COUNCIL (CGDC) 45 LUDLOW STREET YONKERS, NY 10705	NONE	PC	COMMUNITY ORGANIZING AND TRAINING	5,000.
COMMUNITY GOVERNANCE & DEVELOPMENT COUNCIL (CGDC) 45 LUDLOW STREET YONKERS, NY 10705	NONE	PC	COMMUNITY ORGANIZING	15,000.
COMMUNITY GOVERNANCE & DEVELOPMENT COUNCIL (CGDC) 45 LUDLOW STREET YONKERS, NY 10705	NONE	PC	GENERAL OPERATING SUPPORT	150,000.
COMMUNITY GOVERNANCE & DEVELOPMENT COUNCIL (CGDC) 45 LUDLOW STREET YONKERS, NY 10705	NONE	PC	FISCAL SPONSOR FOR YONKERS SANCTUARY MOVEMENT	15,000.
COMMUNITY GOVERNANCE & DEVELOPMENT COUNCIL (CGDC) 45 LUDLOW STREET YONKERS, NY 10705	NONE	PC	COMMUNITY ORGANIZING	25,000.
COMMUNITY GOVERNANCE & DEVELOPMENT COUNCIL (CGDC) 45 LUDLOW STREET YONKERS, NY 10705	NONE	PC	SUPPORT FOR LEADERSHIP PROGRAM	21,168.
Total from continuation sheets				823,971.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COMMUNITY VOICES HEARD 115 EAST 106TH STREET #3 NEW YORK, NY 10029	NONE	PC	SUPPORT FOR NEW OSSINING OFFICE	25,000.
COMMUNITY VOICES HEARD 115 EAST 106TH STREET #3 NEW YORK, NY 10029	NONE	PC	GENERAL OPERATING SUPPORT	10,000.
DURHAM SOLIDARITY CENTER 1803 CHAPEL HILL RD DURHAM, NC 27707	NONE	PC	GENERAL OPERATING	3,000.
FJC 520 EIGHTH AVENUE, 20TH FLOOR NEW YORK, NY 10018	NONE	PC	FISCAL SPONSOR FOR NYJJI	2,000.
FORDHAM UNIVERSITY (F/B/O M. LEVINE) 441 E. FORDHAM ROAD BRONX, NY 10458	NONE	I	EDUCATION/SCHOOL FEES	9,532.
FSIS/DISSENT 120 WALL STREET-31ST FLOOR NEW YORK, NY 10005	NONE	PC	GENERAL OPERATING	1,000.
FYERA FOUNDATION 326 16TH ST #H SANTA MONICA, CA 90405	NONE	PC	TRAINING FOR ACTIVIST	4,268.
GRASSROOTS GLOBAL JUSTICE ALLIANCE 7000 CARROLL AVENUE SUITE 200 TAKOMA PARK, MD 20912	NONE	PC	GENERAL OPERATING	3,000.
JACOBIN FOUNDATION 388 ATLANTIC AVENUE BROOKLYN, NY 11217	NONE	PC	GENERAL OPERATING	1,000.
JEWISH VOICE FOR PEACE PO BOX 589 BERKELEY, CA 94701	NONE	PC	GENERAL OPERATING	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
JUSTLEADERSHIPUSA 1900 LEXINGTON AVE NEW YORK, NY 10035	NONE	PC	GENERAL OPERATING SUPPORT	15,000.
JUSTLEADERSHIPUSA 1900 LEXINGTON AVE NEW YORK, NY 10035	NONE	PC	GENERAL OPERATING	4,800.
LALDEF 714-716 S CLINTON AVENUE TRENTON, NJ 08611	NONE	PC	GENERAL OPERATING	20,000.
MA BAIL BOND 2161 MASSACHUSETTS AVE CAMBRIDGE, MA 02140	NONE	PC	GENERAL OPERATING	3,000.
MAINE EQUAL JUSTICE 126 SEWALL STRET AUGUSTA, ME 04330	NONE	PC	GENERAL OPERATING	3,000.
MINDFUL SCHOOLS 1260 45TH STREET SUITE B OAKLAND, CA 94608	NONE	PC	TRAINING FOR ACTIVIST	2,084.
MOUNT VERNON UNITED TENANTS PO BOX 2107 MOUNT VERNON, NY 10551	NONE	PC	TRANSPORTATION FOR CONFERENCE	4,200.
MOVEMENT STRATEGY 436 14TH STREET, STE 500 OAKLAND, CA 94612	NONE	PC	GENERAL OPERATING	2,500.
NATIONAL NETWORK OF ABORTION FUND PO BOX 170280 BOSTON, MA 02117	NONE	PC	GENERAL OPERATING	3,000.
NEIGHBORS LINK COMMUNITY CENTER 27 COLUMBUS AVENUE MOUNT KISCO, NY 10549	NONE	PC	GENERAL OPERATING	4,800.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NEIGHBORS LINK COMMUNITY CENTER 27 COLUMBUS AVENUE MOUNT KISCO, NY 10549	NONE	PC	SUPPORT FOR NEW CENTER IN OSSINING	50,000.
NEIGHBORS LINK COMMUNITY CENTER 27 COLUMBUS AVENUE MOUNT KISCO, NY 10549	NONE	PC	BUSES TO DC MARCH	3,225.
NEIGHBORS LINK COMMUNITY CENTER 27 COLUMBUS AVENUE MOUNT KISCO, NY 10549	NONE	PC	NEIGHBORS LINK COMMUNITY LAW PRACTICE DEVELOPMENT	10,000.
NEW ECONOMY COALITION 130 BISHOP ALLEN DR CAMBRIDGE, MA 02139	NONE	PC	GENERAL OPERATING	3,000.
OSSINING PUBLIC SCHOOL SYSTEM 190 CROTON AVENUE OSSINING, NY 10562	NONE	PC	SUPPORT FOR PARENT LEADERSHIP INSTITUTE	10,000.
PORTLAND OUTRIGHT 56 NORTH ST PORTLAND, ME 04101	NONE	PC	GENERAL OPERATING	3,000.
PRO BONO PARTNERSHIP 1318, 237 MAMARONECK AVE# 300 WHITE PLAINS, NY 10605	NONE	PC	TRAINING FOR ACTIVIST	500.
SARAH LAWRENCE COLLEGE (F/B/O M. SALAZAR) 1 MEAD WAY BRONXVILLE, NY 10708	NONE	I	EDUCATION/SCHOOL FEES	14,597.
SOUTHERN MAINE WORKERS CENTER 56 NORTH ST SUITE 100 PORTLAND, ME 04101	NONE	PC	GENERAL OPERATING	10,000.
SOUTHERNERS ON NEW GROUND 561 W WHITEHALL ST SW ATLANTA, GA 30303	NONE	PC	GENERAL OPERATING	3,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
THOUSAND CURRENTS 1330 BROADWAY SUTE 301 OAKLAND, CA 94612	NONE	PC	GENERAL OPERATING	1,000.
TIDES FOUNDATION (FOR YJFC) PO BOX 29229 SAN FRANCISCO, CA 94129	NONE	PC	GENERAL OPERATING	40,000.
UNITED WE DREAM/COSCECHA 1900 KANE ST HOUSTON, TX 77007	NONE	PC	GENERAL OPERATING	5,000.
UNIVERSAL PARTNERSHIP 1 SONOMA ROAD CORTLAND MANOR, NY 10567	NONE	PC	TRAINING FOR ACTIVIST	2,700.
WESPAC FOUDATION 77 TARRYTOWN ROAD SUITE 2W WHITE PLAINS, NY 10607	NONE	PC	GENERAL OPERATING SUPPORT	50,000.
WESPAC FOUDATION 77 TARRYTOWN ROAD SUITE 2W WHITE PLAINS, NY 10607	NONE	PC	FISCAL SPONSOR FOR TRUE HEART ACADEMY	17,000.
WESPAC FOUDATION 77 TARRYTOWN ROAD SUITE 2W WHITE PLAINS, NY 10607	NONE	PC	GENERAL OPERATING	2,000.
WESPAC FOUDATION 77 TARRYTOWN ROAD SUITE 2W WHITE PLAINS, NY 10607	NONE	PC	GRANT FOR WESTCHESTER SOCIAL FORUM	10,000.
WESPAC FOUDATION 77 TARRYTOWN ROAD SUITE 2W WHITE PLAINS, NY 10607	NONE	PC	PRINTING	797.
WESPAC FOUDATION 77 TARRYTOWN ROAD SUITE 2W WHITE PLAINS, NY 10607	NONE	PC	GRANT TO HIRE ACTIVIST	63,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WESPAC FOUNDATION 77 TARRYTOWN ROAD SUITE 2W WHITE PLAINS, NY 10607	NONE	PC	TRAINING FOR ACTIVIST	6,900.
WESTCHESTER CHILDREN'S ASSOCIATION 470 MAMARONECK AVENUE WHITE PLAINS, NY 10605	NONE	PC	GENERAL OPERATING	25,000.
WESTCHESTER CHILDREN'S ASSOCIATION 470 MAMARONECK AVENUE WHITE PLAINS, NY 10605	NONE	PC	GENERAL OPERATING GRANT	10,000.
WESTCHESTER CHILDREN'S ASSOCIATION 470 MAMARONECK AVENUE WHITE PLAINS, NY 10605	NONE	PC	RAISE THE AGE CAMPAIGN	50,000.
YOUNG CENTER FOR IMMIGRANT CHILDREN 1700 W IRVING PARK RD STE 101-UNIVERSITY OF CHICAGO LAW SCHOOL CHICAGO, IL 60613	NONE	PC	GENERAL OPERATING	10,000.
YOUTH REPRESENT 11 PARK PLACE SUITE 1512 NEW YORK, NY 10005	NONE	PC	GENERAL OPERATING	5,000.
YWCA CENTRAL MAINE 130 EAST AVENUE LEWISTON, ME 04240	NONE	PC	GENERAL OPERATING	3,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	199.	199.	
TOTAL TO PART I, LINE 3	199.	199.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
US TRUST	171,074.	0.	171,074.	171,074.	
TO PART I, LINE 4	171,074.	0.	171,074.	171,074.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL EXCISE TAX REFUND	5,277.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,277.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL SERVICES	21,721.	0.		21,721.
TO FM 990-PF, PG 1, LN 16A	21,721.	0.		21,721.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX SERVICE FEES	1,860.	0.		1,860.
TO FORM 990-PF, PG 1, LN 16B	1,860.	0.		1,860.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM CONSULTANT EDITING	43,576. 845.	0. 0.		43,576. 845.
OTHER CONSULTANTS INVESTMENT FEES	23,220. 76,189.	0. 76,189.		23,220. 0.
TO FORM 990-PF, PG 1, LN 16C	143,830.	76,189.		67,641.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX INITIAL TAXES ON TAXABLE EXPENDITURES	26,409. 10,611.	0. 0.		0. 0.
TO FORM 990-PF, PG 1, LN 18	37,020.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEADERSHIP EXPENSE	4,326.	0.		4,326.
OFFICE EXPENSE	2,627.	0.		2,627.
STAFF EXPENSE	420.	0.		420.
MISCELLANEOUS EXPENSE	370.	0.		370.
WEBSITE EXPENSE	599.	0.		599.
INSURANCE EXPENSE	493.	0.		493.
BANK FEES	195.	0.		195.
TO FORM 990-PF, PG 1, LN 23	9,030.	0.		9,030.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
DESCRIPTION		AMOUNT
OPENING BALANCE ADJUSTMENT - INVESTMENT COST BASIS		88,579.
TOTAL TO FORM 990-PF, PART III, LINE 3		88,579.

FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 10

BORROWER'S NAME		TERMS OF REPAYMENT	INTEREST RATE
EL KILOMBO INTERGALACTICO		PER LOAN DOCUMENT	.00%

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
03/24/16	12/31/26	650,000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	PURCHASE OF PROPERTY

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	215,000.	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 7	215,000.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK-SEE STATEMENT A	4,685,909.	6,847,130.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,685,909.	6,847,130.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-SEE STATEMENT A	COST	1,060,766.	1,017,213.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,060,766.	1,017,213.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

JACQUELINE MANN

JAMES E MANN