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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.
▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

Name of foundation
THE WEILL FAMILY FOUNDATION

% INDEPENDENT FAMILY OFFICE L

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 10879

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Albany, NY 12201

A Employer identification number
13-6223609

B Telephone number (see instructions)
(212) 793-8888

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ 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*) ▶$ 288,911,436

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ____
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	48,521,334			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,912,359	1,912,359		
	4	Dividends and interest from securities	2,972,014	2,972,014		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	16,692,490			
	b	Gross sales price for all assets on line 6a 109,537,023				
	7	Capital gain net income (from Part IV, line 2)		30,635,388		
	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)	221,130	57,129		
	12	**Total.** Add lines 1 through 11	70,319,327	35,576,890		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	6,160	0	0	0
	b	Accounting fees (attach schedule)	72,048	0	0	0
	c	Other professional fees (attach schedule)	126,918	51,918		
	17	Interest	109,432	109,432		
	18	Taxes (attach schedule) (see instructions)	1,028,175			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	3,826			
	22	Printing and publications	160			
	23	Other expenses (attach schedule)	216,190	215,777		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,562,909	377,127	0	0
	25	Contributions, gifts, grants paid	835,030			835,030
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,397,939	377,127	0	835,030
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	67,921,388			
	b	**Net investment income** (if negative, enter -0-)		35,199,763		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	47,792	11,408	11,408
2	Savings and temporary cash investments	77,635,198	34,171,496	34,171,496
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)	0	123,394,007	123,598,415
b	Investments—corporate stock (attach schedule)	80,669,733	96,597,516	82,309,272
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	68,255,032	40,354,716	48,820,845
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	226,607,755	294,529,143	288,911,436
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	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	226,607,755	294,529,143	
30	**Total net assets or fund balances** (see instructions)	226,607,755	294,529,143	
31	**Total liabilities and net assets/fund balances** (see instructions)	226,607,755	294,529,143	

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	226,607,755
2	Enter amount from Part I, line 27a	2	67,921,388
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	294,529,143
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	294,529,143

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 LONG TERM- SEE ATTACHED	P		
b SHORT TERM- SEE ATTACHED			
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	99,360,022		69,300,851	30,059,171
b	10,156,501		9,580,284	576,217
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				30,059,171
b				576,217
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	30,635,388
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))
2017	13,658,661	211,905,385	0 064456
2016	14,976,748	150,198,255	0 099713
2015	3,305,000	121,757,893	0 027144
2014	856,600	82,096,985	0 010434
2013	1,290,500	66,454,434	0 019419

2 **Total** of line 1, column (d)	2	0 221166
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 044233
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	276,916,161
5 Multiply line 4 by line 3	5	12,248,833
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	351,998
7 Add lines 5 and 6	7	12,600,831
8 Enter qualifying distributions from Part XII, line 4 , ...	8	835,030

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	703,995
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	703,995
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	703,995
6	Credits/Payments				
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	760,868		
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	760,868
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	56,873
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 56,873 **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).	1b		No
	*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*			
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? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?.	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CA, NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶INDEPENDENT FAMILY OFFICE LLC Telephone no ▶(518) 301-1679

Located at ▶677 BROADWAY Albany NY ZIP+4 ▶12207

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

			Yes	No
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?	16		No
	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

			Yes	No
	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? ☐ 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	1b		
	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?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ 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 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).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		No

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 propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870			
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?	**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 during the year? ☐ Yes ☑ 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	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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
Independent Family Office LLC PO Box 10879 ALBANY, NY 12201	Tax & Reporting	103,836
NICHOLAS B DIRKS 670 SAN LUIS ROAD BERKELEY, CA 94707	CHARITABLE ADVISORY	75,000
RRE ADVISORS LLC 130 EAST 59TH STREET 17TH FLOOR NEW YORK, NY 10022	INVESTMENT MGMT	92,672
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	159,092,319
b	Average of monthly cash balances.		1b	64,602,594
c	Fair market value of all other assets (see instructions).		1c	57,438,245
d	**Total** (add lines 1a, b, and c).		1d	281,133,158
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e		
2	Acquisition indebtedness applicable to line 1 assets.		2	0
3	Subtract line 2 from line 1d.		3	281,133,158
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	4,216,997
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	276,916,161
6	**Minimum investment return.** Enter 5% of line 5.		6	13,845,808

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	13,845,808
2a	Tax on investment income for 2018 from Part VI, line 5.	2a 703,995		
b	Income tax for 2018 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	703,995
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	13,141,813
4	Recoveries of amounts treated as qualifying distributions.		4	
5	Add lines 3 and 4.		5	13,141,813
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	13,141,813

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	835,030
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	835,030
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	835,030

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					13,141,813
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only.				0	
b Total for prior years 2016 , 2015 , 2014			0		
3 Excess distributions carryover, if any, to 2018					
a From 2013.					
b From 2014.					
c From 2015.					
d From 2016.	7,703,339				
e From 2017.	3,510,962				
f **Total** of lines 3a through e.		11,214,301			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 835,030					
a Applied to 2017, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2018 distributable amount.					835,030
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2018 *(If an amount appears in column (d), the same amount must be shown in column (a))*		11,214,301			11,214,301
6 **Enter the net total of each column as indicated below:**					
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.					
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 instructions				0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019					1,092,482
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 2013 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9					
a Excess from 2014. . . .					
b Excess from 2015. . . .					
c Excess from 2016. . . .					
d Excess from 2017. . . .					
e Excess from 2018. . . .					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	**(b)** 2017	**(c)** 2016	**(d)** 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the 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 Additional Data Table

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

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc 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 Additional Data Table				
Total . . . . ▶ **3a**				
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	1,912,359	
4 Dividends and interest from securities.			14	2,972,014	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	221,130	
8 Gain or (loss) from sales of assets other than inventory			18	16,692,490	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a TAX REFUND					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				21,797,993	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 21,797,993

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	**1a(1)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2019-11-14	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Jayne M Bolt		2019-11-12		P01740454
Firm's name ▶ Independent Family Office LLC				Firm's EIN ▶
Firm's address ▶ 677 Broadway 7th Floor Albany, NY 12207				Phone no (518) 452-8050

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, 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
SANFORD WEILL PO BOX 10879 Albany, NY 12201	CHAIRMAN, TREAS, DIR 5 0	0	0	0
JOAN WEILL PO BOX 10879 Albany, NY 12201	PRESIDENT, DIRECTOR 5 0	0	0	0
MICHAEL MASIN PO BOX 10879 Albany, NY 12201	SECRETARY, DIRECTOR 1 0	0	0	0
JESSICA BIBLIOWICZ PO BOX 10879 Albany, NY 12201	DIRECTOR 1 0	0	0	0
ARTHUR MAHON PO BOX 10879 Albany, NY 12201	ASST SEC, ASST TREAS, DIRECTOR 1 0	0	0	0
KENNETH BIALKIN PO BOX 10879 Albany, NY 12201	DIRECTOR 1 0	0	0	0
TOMMY BIBLIOWICZ PO BOX 10879 Albany, NY 12201	Director 1 0	0	0	0
DAVID BIBLIOWICZ PO BOX 10879 Albany, NY 12201	Director 1 0	0	0	0
MICHAEL FREEDMAN PO BOX 10879 Albany, NY 12201	CHIEF INVESTMENT OFFICER, DIR 1 0	0	0	0

Form 990PF Part XV Line 1a - 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).

SANFORD I WEILL
JOAN H WEILL

Form 990PF Part XV Line 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*				
SANTA ROSA HIGH SCHOOL CHORAL MUSIC BOOSTERS PO BOX 3048 SANTA ROSA, CA 95402	NONE	PC	GENERAL CHARITABLE NEEDS	15,000
CODE-TO-LEARN FOUNDATION 650 1ST AVENUE SUITE 7NW NEW YORK, NY 10016	NONE	PC	GENERAL CHARITABLE NEEDS	100,000
NEW YORK WEILL CORNELL MEDICAL CENTER FUND INC 1300 YORK AVENUE BOX 314 NEW YORK, NY 10065	NONE	PC	GENERAL CHARITABLE NEEDS	216,320
Total . . . . ▶ **3a**				835,030

Form 990PF Part XV Line 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*				
ALVIN AILEY DANCE FOUNDATION INC 405 WEST 55TH STREET NEW YORK, NY 10019	NONE	PC	GENERAL CHARITABLE NEEDS	50,000
LANG LANG INTERNATIONAL MUSIC FOUNDATION INC 215 W 40TH STREET SUITE 1101 NEW YORK, NY 10018	NONE	PC	GENERAL CHARITABLE NEEDS	100,000
LANG LANG INTERNATIONAL MUSIC FOUNDATION INC 215 W 40TH STREET SUITE 1101 NEW YORK, NY 10018	NONE	PC	GENERAL CHARITABLE NEEDS	60,000
Total . . . . ▶ **3a**				835,030

Form 990PF Part XV Line 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*				
AMERICA ISRAEL FRIENDSHIP LEAGUE INC 1430 BROADWAY SUITE 1804 NEW YORK, NY 10018	NONE	PC	GENERAL CHARITABLE NEEDS	25,000
LANG LANG INTERNATIONAL MUSIC FOUNDATION INC 215 W 40TH STREET SUITE 1101 NEW YORK, NY 10018	NONE	PC	GENERAL CHARITABLE NEEDS	50,000
YALE UNIVERSITYPO BOX 2038 NEW HAVEN, CT 06521	NONE	PC	GENERAL CHARITABLE NEEDS	50,000
Total . . . . ▶ **3a**				835,030

Form 990PF Part XV Line 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*				
COUNCIL ON FOREIGN RELATIONS INC 58 EAST 68TH STREET NEW YORK, NY 10065	NONE	PC	GENERAL CHARITABLE NEEDS	25,000
NAF218 WEST 40TH STREET 5TH FLOOR NEW YORK, NY 10018	NONE	PC	GENERAL CHARITABLE NEEDS	98,710
INDIVIDUALS NOW INC SOCIAL ADVOCATES FOR YOUTH 2447 SUMMERFIELD ROAD SANTA ROSA, CA 95405	NONE	PC	GENERAL CHARITABLE NEEDS	25,000
Total . . . . ▶ **3a**				835,030

Form 990PF Part XV Line 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*				
THE CONSERVATION FUND A NONPROFIT CORPORATION 1655 N FORT MYER DRIVE SUITE 1300 ARLINGTON, VA 22209	NONE	PC	GENERAL CHARITABLE NEEDS	5,000
WATERKEEPER ALLIANCE INC 180 MAIDEN LANE SUITE 603 NEW YORK, NY 10038	NONE	PC	GENERAL CHARITABLE NEEDS	1,000
WORLD RESOURCES INSTITUTE 10 G STREET NE SUITE 800 WASHINGTON, DC 20002	NONE	PC	GENERAL CHARITABLE NEEDS	4,000
Total . . . . ▶ **3a**				835,030

Form 990PF Part XV Line 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*				
SOLDIERS PROJECT 4605 LANKERSHIM BOULEVARD SUITE 72 NORTH HOLLYWOOD, CA 91602	NONE	PC	GENERAL CHARITABLE NEEDS	10,000
Total . . . . ▶ **3a**				835,030

TY 2018 Accounting Fees Schedule

Name: THE WEILL FAMILY FOUNDATION

EIN: 13-6223609

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT FEES	20,130			
TAX PREPARATION	51,918			

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TY 2018 Contractor Compensation Explanation

Name: THE WEILL FAMILY FOUNDATION

EIN: 13-6223609

Contractor	Explanation
Independent Family Office LLC	PROVIDE TAX AND REPORTING SERVICES
NICHOLAS B DIRKS	PROVIDE CHARITABLE ADVICE
RRE ADVISORS LLC	PROVIDE INVESTMENT MANAGEMENT

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Depreciation Schedule

Name: THE WEILL FAMILY FOUNDATION

EIN: 13-6223609

TY 2018 Investments Corporate Stock Schedule

Name: THE WEILL FAMILY FOUNDATION

EIN: 13-6223609

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AERCAP HOLDINGS	84,044	63,360
ALPHABET INC	395,201	430,814
AMAZON.COM INC	182,993	276,362
AMERICAN EXPRESS-HYBRID	2,000,000	1,970,000
ANADARKO PETROLEUM CORP	50,372	49,320
AON PLC	147,546	154,372
APPLE INC	0	0
AT&T	12,052,393	8,562,000
BANCO SANTANDER	0	0
BANK OF AMERICA	2,673,490	2,464,000
BAYER AG CMN	5,270,794	3,014,711
BERKSHIRE HATHAWAY	341,377	392,026
CHARLES SCHWAB	0	0
CATERPILLAR INC	1,488,505	1,270,700
CHARTER COMMUNICATIONS	113,063	123,962
CITIGROUP	6,642,217	5,490,976
COMCAST CORP	236,917	245,501
DEERE & COMPANY	1,437,230	1,491,700
DELTA AIRLINES INC	8,659,500	7,485,000
DISH NETWORK CORP	173,007	74,286
ECOLAB	49,058	54,520
FACEBOOK INC	155,352	127,682
FEDEX CORP	10,351,520	6,453,200
FIDELITY NATIONAL INFO SERVICE	0	0
GCI LIBERTY INC	102,327	93,639
GENERAL DYNAMICS CORP	0	0
GENERAL ELECTRIC CORP	54,522	42,014
GENERAL MOTORS CO	150,146	143,835
GOLDMAN SACHS GROUP INC	2,851,337	1,876,640
HILTON WORLDWIDE HOLDINGS	55,371	58,661

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTEL CORP	0	0
IBM CORP	1,838,580	1,651,398
JOHNSON $ JOHNSON	1,447,337	1,290,500
JPMORGAN CHASE & CO	0	0
LIBERY BROADBAND CORP	53,939	46,677
LIBERTY GLOBAL PLC	300,609	188,340
LIBERTY TRIPADVISOR HOLDINGS	10,510	17,876
MACYS INC	0	0
MARRIOTT INTERNATIONAL	206,062	210,498
MERCK CO	8,344,712	9,030,745
MICROSOFT CORP	280,525	395,006
MOHAWK INDUSTRIES	185,243	110,644
MONDELEZ INTERNATIONAL	0	0
MONSANTO	0	0
MORGAN STANLEY	145,088	122,915
ORACLE GROUP	238,434	216,359
PEPSICO INC	0	0
PRUDENTIAL FINANCIAL INC	2,207,242	1,631,000
ROCHE HOLDINGS AG	2,548,771	2,475,842
ROYAL DUTCH SHELL PLC	2,732,200	2,330,800
SCHLUMBERGER LTD	0	0
THERMO FISHER SCIENTIFIC INC	0	0
TRIPADVISOR INC	59,141	93,532
UNITEDHEALTH GROUP INC	2,027,443	2,721,636
UNITED TECHNOLOGIES CORP	2,733,744	2,129,600
WALGREENS BOOT ALLIANCE INC	3,645,769	3,413,084
WELLS FARGO & CO	258,907	224,317
WR BERKLEY CORP	0	0
VERIZON	11,327,000	11,244,000
TWENTY FIRST CENTURY FOX	197,015	293,130

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BARCLAYS	90,963	62,092

TY 2018 Investments Government Obligations Schedule

Name:	THE WEILL FAMILY FOUNDATION
EIN:	13-6223609
US Government Securities - End of Year Book Value:	123,394,007
US Government Securities - End of Year Fair Market Value:	123,598,415
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2018 Legal Fees Schedule

Name: THE WEILL FAMILY FOUNDATION

EIN: 13-6223609

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	6,160			

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TY 2018 Other Assets Schedule

Name: THE WEILL FAMILY FOUNDATION

EIN: 13-6223609

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
BLACKSTONE GROUP, LP	5,292,678	3,826,525	4,471,500
CANYON LAUREL INVESTMENT FUND	0	2,949,933	3,019,546
CVC CAPITAL PTRS ASIA PAC II	390,459	379,170	23,483
CVC EXECUTIVE FUND LLC	572,006	402,650	15,711
EUROPE ENTERPRISE II ONSHORE	511,774	314,660	99,844
GAVEA FUND PLUS LTD	4,535,147	0	0
GLOBAL ATLANTIC FINANCIAL GR	2,018,153	2,018,189	2,742,311
MILLENIUM INTERNATIONAL LTD	7,500,000	0	0
MSDC DENALI INVESTORS, LP	1,500,420	1,504,051	4,319,397
PALOMA INTERNATIONAL, LTD	10,000,000	0	0
PFM HEALTHCARE OFFSHORE FUND	10,000,000	10,000,000	9,893,154
RRE VENTURES IV LP	1,251,960	1,115,995	3,344,542
RRE VENTURES V LP	1,952,591	1,670,715	2,988,129
STERLING AMERICAN PROPERTY V-C	2,901,849	2,687,459	925,657
TEGEAN OFFSHORE FUND, LTD	9,827,995	3,485,369	3,955,195
TWO SIGMA COMPASS CAYMAN FUND	5,000,000	5,000,000	5,514,466
TWO SIGMA SPECTRUM CAYMAN FUND	5,000,000	5,000,000	7,507,910

TY 2018 Other Expenses Schedule

Name: THE WEILL FAMILY FOUNDATION

EIN: 13-6223609

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BLACKSTONE GROUP, LP	7,903	7,857		
CANYON LAUREL INVESTMENT FUND	4,693	4,693		
STERLING AMERICAN PROPERTY	21,451	21,451		
EUROPE ENTERPRISE II ONSHORE	9,869	9,869		
CVC EXECUTIVE FUND, LLC	16,361	16,361		
CVC CAPITAL PARTNERS ASIA PAC	1,510	1,510		
RRE VENTURES IV, LP	3,771	3,771		
RRE VENTURES V, LP	80,767	80,767		
MSDC DENALI INVESTORS, LP	15,923	15,923		
RRE VENTURES IV MGMT FEE	8,143	8,143		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EAGLE CAPITAL MANAGEMENT	44,706	44,706		
SCHWAB ADR FEES	726	726		
POSTAGE	217			
BANK FEES	150			

TY 2018 Other Income Schedule

Name: THE WEILL FAMILY FOUNDATION

EIN: 13-6223609

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BLACKSTONE GROUP, LP	81,594	56,295	
STERLING AMERICAN PROPERTY, LLC	305	305	
EUROPE ENTERPRISE II ONSHORE, LP	-27	-27	
CVC EXECUTIVE FUND, LLC	672	672	
CVC CAPITAL PARTNERS ASIA PACIFIC II, LP	9	9	
RRE VENTURES IV, LP	-1,485	-1,488	
RRE VENTURES V, LP	-586	-586	
US TREASURY- 2017 TAX REFUND APPLIED	130,868		
SECURITIES SETTLEMENT	7,831		
CERBERUS FIM INVESTORS RESCAP, LLC	1,063	1,063	
GOLDMAN SACHS- BAYER AG	886	886	

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TY 2018 Other Professional Fees Schedule

Name: THE WEILL FAMILY FOUNDATION

EIN: 13-6223609

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FINANCIAL REPORTING	51,918	51,918		
CONSULTING	75,000			

TY 2018 Taxes Schedule

Name: THE WEILL FAMILY FOUNDATION

EIN: 13-6223609

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OVERPAYMENT APPLIED FROM 2017	130,868			
ESTIMATED TAX PAYMENTS	747,000			
STATE FILING FEES	1,835			
BLACKSTONE FOREIGN TAX PAID	957			
MERRILL LYNCH FOREIGN TAX PAID	22,560			
GOLDMAN SACHS FOREIGN TAX PAID	120,841			
SCHWAB FOREIGN TAX PAID	4,114			

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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
▶ Go to *www irs gov/Form990* for the latest information

OMB No 1545-0047

2018

Name of the organization	**Employer identification number**
THE WEILL FAMILY FOUNDATION	13-6223609

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 33 1/3% 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	Employer identification number
THE WEILL FAMILY FOUNDATION	13-6223609

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	Sanford I Weill PO Box 10879 Albany, NY 12201	$ 48,521,334	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	Employer identification number
THE WEILL FAMILY FOUNDATION	13-6223609

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
	See Additional Data Table	$	

(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 WEILL FAMILY FOUNDATION

Employer identification number
13-6223609

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

(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

Additional Data

Software ID:
Software Version:
EIN: 13-6223609
Name: THE WEILL FAMILY FOUNDATION

Form 990 Schedule B, 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	43,900 SHARES OF FEDEX CORP (FDX)	$ 11,360,793	2018-01-03
1	40,000 SHARES OF ROYAL DUTCH SHELL PLC (RDSA)	$ 2,732,200	2018-01-03
1	150,000 SHARES OF DELTA AIRLINES INC (DAL)	$ 8,659,500	2018-01-11
1	30,000 SHARES OF APPLE INC (AAPL)	$ 5,441,100	2018-03-13
1	200,000 SHARES OF PFIZER INC (PFE)	$ 8,443,000	2018-08-21
1	10,000 SHARES OF WALGREEN'S BOOT ALLIANCE INC (WBA)	$ 821,550	2018-11-08
1	12,000 SHARES OF WALGREEN'S BOOT ALLIANCE INC (WBA)	$ 985,860	2018-11-08
1	13,000 SHARES OF WALGREEN'S BOOT ALLIANCE INC (WBA)	$ 1,070,615	2018-11-09
1	35,000 SHARES OF WALGREEN'S BOOT ALLIANCE INC (WBA)	$ 2,881,025	2018-11-16
1	25,000 SHARES OF MERCK & CO (MRK)	$ 1,944,875	2018-11-29

Form 990 Schedule B, 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	25,000 SHARES OF MERCK & CO (MRK)	$ 1,965,113	2018-11-30
1	28,188 SHARES OF MERCK & CO (MRK)	$ 2,215,704	2018-11-30