

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 WHISPERING BELLS FOUNDATION C/O RSM US LLP		A Employer identification number 13-6962126
Number and street (or P O box number if mail is not delivered to street address) 4 TIMES SQUARE	Room/suite	B Telephone number (see instructions) (212) 372-1210
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10036		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <u>1,707,376</u>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	650,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	515	515		
	4 Dividends and interest from securities	37,870	37,870		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	51,199			
	b Gross sales price for all assets on line 6a <u>916,701</u>				
	7 Capital gain net income (from Part IV, line 2)		51,199		
	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)					
12 Total. Add lines 1 through 11	739,584	89,584			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	25,000	0		25,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,502	542		250
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,075	6,692		231
	24 Total operating and administrative expenses. Add lines 13 through 23	35,577	7,234		25,481
	25 Contributions, gifts, grants paid	614,600			614,600
26 Total expenses and disbursements. Add lines 24 and 25	650,177	7,234		640,081	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	89,407				
b Net investment income (if negative, enter -0-)		82,350			
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	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	232,377	156,678	156,678
	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)	451,095	557,092	554,398
	b Investments—corporate stock (attach schedule)	952,989	1,012,098	996,300
	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 ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,636,461	1,725,868	1,707,376	
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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	1,636,461	1,725,868		
30 Total net assets or fund balances (see instructions)	1,636,461	1,725,868		
31 Total liabilities and net assets/fund balances (see instructions) .	1,636,461	1,725,868		

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	1,636,461
2 Enter amount from Part I, line 27a	2	89,407
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	1,725,868
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	1,725,868

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 PUBLICLY TRADED SECURITIES			
b PUBLICLY TRADED SECURITIES			
c CAPITAL GAINS DIVIDENDS	P		
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 223,910		232,681	-8,771
b 677,854		632,821	45,033
c 14,937			14,937
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			-8,771
b			45,033
c			14,937
d			
e			

2 Capital gain net income or (net capital loss)	2	51,199
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	568,438	1,691,788	0.335998
2016	458,233	1,487,030	0.308153
2015	477,800	1,290,884	0.370134
2014	484,400	1,309,092	0.370027
2013	663,250	1,253,109	0.529284

2 Total of line 1, column (d)	2	1.913596
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	0.382719
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	1,765,886
5 Multiply line 4 by line 3	5	675,838
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	824
7 Add lines 5 and 6	7	676,662
8 Enter qualifying distributions from Part XII, line 4	8	640,081

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 <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	1,647
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	1,647
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	1,647
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	0
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments Add lines 6a through 6d.	7	5,000
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	68
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	3,285
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 3,285 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection requirements, and books in care.

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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

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	1,642,638
b	Average of monthly cash balances.	1b	150,140
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,792,778
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	1,792,778
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	26,892
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,765,886
6	Minimum investment return. Enter 5% of line 5.	6	88,294

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	88,294
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	1,647
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,647
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	86,647
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	86,647
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	86,647

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	640,081
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	640,081
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	640,081

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				86,647
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.	602,332			
b From 2014.	420,373			
c From 2015.	410,406			
d From 2016.	384,298			
e From 2017.	487,088			
f Total of lines 3a through e.	2,304,497			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>640,081</u>				
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.				86,647
e Remaining amount distributed out of corpus	553,434			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,857,931			
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 instructions			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 (see instructions).	602,332			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	2,255,599			
10 Analysis of line 9				
a Excess from 2014.	420,373			
b Excess from 2015.	410,406			
c Excess from 2016.	384,298			
d Excess from 2017.	487,088			
e Excess from 2018.	553,434			

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

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).

CAROLAN WORKMAN

ELIZABETH WORKMAN

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A WIDER CIRCLE 9159 BROOKVILLE ROAD SILVER SPRING, MD 20910	NONE	PC	CHARITABLE	1,000
ACLU125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004	NONE	PC	CHARITABLE	35,000
ACTION AGAINST HUNGER 1 WHITEHALL ST NEW YORK, NY 10004	NONE	PC	CHARITABLE	5,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 120 WALL ST 29TH FLOOR NEW YORK, NY 10005	NONE	PC	CHARITABLE	5,000
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	NONE	PC	CHARITABLE	3,500
ANTI DEFAMATION LEAGUE (ADL) 605 THIRD AVENUE NEW YORK, NY 10158	NONE	PC	CHARITABLE	30,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AYUDA1413 K ST NW 500 WASHINGTON, DC 20005	NONE	PC	CHARITABLE	3,000
BRIGHT BEGINNINGS 3640 MARTIN LUTHER KING JR AVE SE WASHINGTON, DC 20032	NONE	PC	CHARITABLE	3,000
BROOKLYN BOTANICAL GARDENS 1000 WASHINGTON AVENUE BROOKLYN, NY 11225	NONE	PC	CHARITABLE	500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CCAP505 EIGHTH AVENUE SUITE 1400 NEW YORK, NY 10018	NONE	PC	CHARITABLE	6,000
GLOBALGIVING FOUNDATION 1110 VERMONT AVE NW SUITE 550 WASHINGTON, DC 20005	NONE	PC	CALIFORNIA WILD FIRE RELIEF FUND	3,000
CANCER SUPPORT COMMUNITY 734 15TH STREET NW SUITE 300 WASHINGTON, DC 20005	NONE	PC	CHARITABLE	3,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CARE USAPO BOX 7039 MERRIFIELD, VA 22116	NONE	PC	CHARITABLE	5,000
CENTER FOR REPRODUCTIVE RIGHTS 199 WATER ST 22ND FLOOR NEW YORK, NY 10038	NONE	PC	CHARITABLE	5,000
CHARITY WATER 40 WORTH ST SUITE 330 NEW YORK, NY 10013	NONE	PC	CHARITABLE	5,000
Total				614,600

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDREN & NATURE NETWORK 808 14TH AVE SE MINNEAPOLIS, MN 55414	NONE	PC	CHARITABLE	1,000
CITY HARVEST 6 EAST 32ND ST 5TH FLOOR NEW YORK, NY 10016	NONE	PC	CHARITABLE	7,500
COMMON CAUSE 805 15TH ST NW WASHINGTON, DC 20005	NONE	PC	CHARITABLE	5,000
Total				614,600

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY SUPPORT SYSTEM PO BOX 206 BRANDYWINE, MD 20613	NONE	PC	CHARITABLE	7,500
CONGRESSIONAL MEDAL OF HONOR FOUNDATION 1501 LEE HIGHWAY SUITE 300 ARLINGTON, VA 22209	NONE	PC	CHARITABLE	1,000
CONSERVATORS CENTER PO BOX 882 MEBANE, NC 27302	NONE	PC	CHARITABLE	1,200
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CT FOOD BANK PO BOX 8686 NEW HAVEN, CT 06531	NONE	PC	CHARITABLE	500
CT HUMANE SOCIETY 701 RUSSELL ROAD NEWINGTON, CT 06111	NONE	PC	CHARITABLE	1,000
CURREY INGRAM ACADEMY 6544 MURRAY LANE BRENTWOOD, TN 37027	NONE	PC	CHARITABLE	1,000
Total				614,600

▶ 3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DEERFIELDPO BOX 87 DEERFIELD, MA 01342	NONE	PC	CHARITABLE	5,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 100015004	NONE	PC	CHARITABLE	15,000
DOROT171 WEST 85TH STREET NEW YORK, NY 10024	NONE	PC	CHARITABLE	3,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EMPOWERS AFRICA 2 BEEKMAN PLACE SUITE 18B NEW YORK, NY 10022	NONE	PC	CHARITABLE	4,000
FOOD BANK NY 39 BROADWAY 10TH FLOOR NEW YORK, NY 10006	NONE	PC	CHARITABLE	500
FRIENDS OF ANIMALS 777 POST RD SUITE 205 DARIEN, CT 06820	NONE	PC	CHARITABLE	7,500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GENERATION HOPE 415 MICHIGAN AVENUE NE 250 WASHINGTON, DC 20017	NONE	PC	CHARITABLE	2,000
GIRLS INC5614 CONNECTICUT AVE NW WASHINTGON, DC 200152604	NONE	PC	CHARITABLE	3,000
GLOBALGIVING FOUNDATION 110 VERMONT AVE NW SUITE 550 WASHINGTON, DC 20005	NONE	PC	DISASTER RECOVERY NETWORK - HURRICANE FLORENCE RELIEF FUND	1,000
Total				614,600

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GMHC (GAY MEN'S HEALTH CRISIS) 307 WEST 38TH ST NEW YORK, NY 10018	NONE	PC	CHARITABLE	2,000
GODDARD RIVERSIDE 593 COLUMBUS AVENUE NEW YORK, NY 10024	NONE	PC	CHARITABLE	90,000
GRAHAM WINDAM540 ATLANTIC AVE BROOKLYN, NY 11217	NONE	PC	CHARITABLE	1,000
Total				614,600

▶ 3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HABITAT FOR HUMANITY 121 HABITAT ST AMERICAS, GA 317093498	NONE	PC	CHARITABLE	10,000
HENRY STREET SETTLEMENT 265 HENRY STREET NEW YORK, NY 10002	NONE	PC	CHARITABLE	500
HOMELESS CHILDREN'S PLAYTIME PROJECT 1525 NEWTON ST NW WASHINTGON, DC 20010	NONE	PC	CHARITABLE	1,500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOPE HOUSE 242 PEABODY ST NW WASHINTGON, DC 20011	NONE	PC	CHARITABLE	3,000
HUMAN RIGHTS WATCH 350 FIFTH AVE 34TH FLOOR NEW YORK, NY 101183299	NONE	PC	CHARITABLE	30,000
HUMANE RESCUE ALLIANCE PO BOX 96312 WASHINTGON, DC 200906312	NONE	PC	CHARITABLE	5,000
Total				614,600

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HUMANE SOCIETY NYC 306 E 59TH ST NEW YORK, NY 10022	NONE	PC	CHARITABLE	1,000
HUMANE SOCIETY VENTURA COUNTY 402 BRYANT ST OJAI, CA 93023	NONE	PC	CHARITABLE	2,000
INTERNATIONAL RESCUE COMMITTEE PO BOX 6068 ALBERT LEA, MN 560079847	NONE	PC	CHARITABLE	12,000
Total				614,600

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ISSUE ONE (FORMERLY AMERICAN FOR CAMPAIGN REFORM) 1401 K ST NW SUITE 350 WASHINGTON, DC 20006	NONE	PC	CHARITABLE	1,000
JUBILEE JUMPSTART 2525 ONTARIO ROAD NW WASHINGTON, DC 20009	NONE	PC	CHARITABLE	3,000
LAMBDA LEGAL 120 WALL ST 19TH FLOOR NEW YORK, NY 10005	NONE	PC	CHARITABLE	5,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LITERACY LAB 623 FLORIDA AVENUE NW WASHINGTON, DC 20001	NONE	PC	CHARITABLE	2,000
MALARIA NO MORE 1301 CONNECTICUT AVE NW WASHINGTON, DC 20036	NONE	PC	CHARITABLE	3,000
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	PC	CHARITABLE	2,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
METROPOLITAN OPERA LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PC	CHARITABLE	2,000
MID ATLANTIC INNOCENCE PROJECT 2000 H STREET NW WASHINGTON, DC 20052	NONE	PC	CHARITABLE	3,000
MIDORI & FRIENDS 352 SEVENTH AVENUE SUITE 301 NEW YORK, NY 10001	NONE	PC	CHARITABLE	500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MIRIAM'S KITCHEN 2401 VIRGINIA AVE NW WASHINTGON, DC 20037	NONE	PC	CHARITABLE	5,000
MOMA (MUSEUM OF MODERN ART) 11 W 53RD ST NEW YORK, NY 10019	NONE	PC	CHARITABLE	1,200
NATIONAL BOOK FOUNDATION 90 BROAD STREET SUITE 604 NEW YORK, NY 10004	NONE	PC	CHARITABLE	2,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL COUNCIL ON AGING 251 18TH STREET SOUTH SUITE 500 ARLINGTON, VA 22202	NONE	PC	CHARITABLE	3,000
NATIONAL IMMIGRATION LAW CENTER 3450 WILSHIRE BLVD 108-62 LOS ANGELES, CA 90010	NONE	PC	CHARITABLE	5,000
NATIONAL MS SOCIETY OF SOUTHERN NYC 733 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10017	NONE	PC	BOOKS FOR A BETTER LIFE	2,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL YIDDISH BOOK CENTER 1021 WEST STREET AMHERST, MA 01002	NONE	PC	CHARITABLE	700
NCAC (NATIONAL COALITION AGAINST CENSORSHIP) 19 FULTON STREET SUITE 407 NEW YORK, NY 10038	NONE	PC	CHARITABLE	5,000
NEIGHBORHOOD COALITION FOR SHELTER 50 BROADWAY SUITE 1301 NEW YORK, NY 10004	NONE	PC	CHARITABLE	500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEIGHBORHOOD LEGAL SERVICES PROGRAM OF DC 4609 POLK STREET NE WASHINGTON, DC 20019	NONE	PC	CHARITABLE	3,000
NY PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 100236970	NONE	PC	CHARITABLE	10,000
NY PUBLIC LIBRARY 445 FIFTH AVENUE NEW YORK, NY 10016	NONE	PC	CHARITABLE	7,500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OSBORNE ASSOCIATION 809 WESTCHESTER AVE BRONX, NY 10455	NONE	PC	CHARITABLE	500
PEN AMERICA 588 BROADWAY SUITE 303 NEW YORK, NY 10012	NONE	PC	CHARITABLE	2,000
PLANNED PARENTHOOD 1225 4TH ST NE WASHINTGON, DC 20002	NONE	PC	CHARITABLE	10,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
POETS & WRITERS 90 BROAD STREET SUITE 2100 NEW YORK, NY 10004	NONE	PC	CHARITABLE	3,000
POSEE FOUNDATION 14 WALL STREET NEW YORK, NY 10005	NONE	PC	CHARITABLE	3,000
PREP FOR PREP 328 WEST 71ST ST NEW YORK, NY 10023	NONE	PC	CHARITABLE	75,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RONALD MCDONALD OF GREATER DC 3727 14TH ST NE WASHINGTON, DC 20017	NONE	PC	CHARITABLE	3,000
SAMUEL WAXMAN CANCER RESEARCH FOUNDATION 420 LEXINGTON AVE SUITE 825 NEW YORK, NY 10170	NONE	PC	CHARITABLE	500
SECOND CHANCE WILDLIFE 7101 BARCELONA DR GAITHERSBURG, MD 20879	NONE	PC	CHARITABLE	4,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SHAKESPEARE & CO 70 KEMBLE ST LENOX, MA 01240	NONE	PC	CHARITABLE	1,500
SHOUT MOUSE PRESS 1735 17TH STREET NW WASHINGTON, DC 20009	NONE	PC	CHARITABLE	3,000
SIMON WEISENTHAL CENTER 1399 SOUTH ROXBURY LOS ANGELES, CA 90035	NONE	PC	CHARITABLE	1,500
Total				614,600

▶ 3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOSPO BOX 75475 BALTIMORE, MD 212755475	NONE	PC	CHARITABLE	7,000
SOUTHERN POVERTY LAW 400 WASHINGTON AVE MONTGOMERY, AL 36104	NONE	PC	CHARITABLE	5,000
THIRTEEN825 EIGHTH AVENUE NEW YORK, NY 10019	NONE	PC	CHARITABLE	500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TRICKLE UP 104 WEST 27TH STREET 12TH FLOOR NEW YORK, NY 10001	NONE	PC	CHARITABLE	3,000
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	PC	CHARITABLE	30,000
UNITED FOR LIBRARIES (FORMERLY ALTAFF & FOLUSA) 50 E HURON ST CHICAGO, IL 60611	NONE	PC	CHARITABLE	3,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED NEIGHBORHOOD HOUSE 45 BROADWAY 22ND FLOOR NEW YORK, NY 10006	NONE	PC	CHARITABLE	500
UNITED WAY OF GREATER LA 1150 S OLIVE STREET SUITE T500 LOS ANGELES, CA 90015	NONE	PC	CHARITABLE	1,000
US HOLOCAUST MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 200242126	NONE	PC	CHARITABLE	1,500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WMNR FINE ARTS RADIOPO BOX 920 MONROE, CT 06468	NONE	PC	CHARITABLE	500
WNYC160 VARICK STREET NEW YORK, NY 10013	NONE	PC	CHARITABLE	4,000
YADDO 20 WEST 44TH STREET SUITE 408 NEW YORK, NY 10036	NONE	PC	CHARITABLE	500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YALE ALUMNI FUNDPO BOX 2038 NEW HAVEN, CT 065212038	NONE	PC	CHARITABLE	3,000
ART ENABLES 2204 RHODE ISLAND AVE NE WASHINGTON, DC 20018	NONE	PC	CHARITABLE	500
CENTER FOR HEALTH AND GENDER EQUITY (CHANGE) 1317 F ST SUITE 400 WASHINGTON, DC 20004	NONE	PC	CHARITABLE	1,500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CRITICAL EXPOSURE 1816 12TH STREET NORTHWEST WASHINGTON, DC 20009	NONE	PC	CHARITABLE	500
DC DIAPER BANK 1532 A STREET NE WASHINGTON, DC 20002	NONE	PC	CHARITABLE	1,000
GREENPEACE 702 H STREET NW SUITE 300 WASHINGTON, DC 20001	NONE	PC	CHARITABLE	500
Total				614,600

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NARAL 1156 15TH STREET NW SUITE 700 WASHINGTON, DC 20005	NONE	PC	CHARITABLE	2,000
PETS BRING JOYPO BOX 2352 FAIRFAX, VA 22031	NONE	PC	CHARITABLE	1,000
POPLAR SPRING ANIMAL SANCTUARY 15200 MOUNT NEBO RD POOLESVILLE, MD 20837	NONE	PC	CHARITABLE	1,000
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TREVOR PROJECT PO BOX 69232 WEST HOLLYWOOD, CA 90069	NONE	PC	CHARITABLE	1,000
WHITE RIBBON ALLIANCE 1901 PENNSYLVANIA AVE NW 800 WASHINGTON, DC 20006	NONE	PC	CHARITABLE	1,000
CARPE DIEM ARTS 9207 LONG BRANCH PKWY SILVER SPRING, MD 20901	NONE	PC	CHARITABLE	250
Total				614,600

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GENERATION HOPE 415 MICHIGAN AVENUE NE SUITE 250 WASHINGTON, DC 20017	NONE	PC	CHARITABLE	1,000
HEALTHY BABIES PROJECT 4501 GRANT STREET NE WASHINGTON, DC 20019	NONE	PC	CHARITABLE	225
LYDIA'S HOUSE 4101 MARTIN LUTHER KING JR AVE SW WASHINGTON, DC 20032	NONE	PC	CHARITABLE	1,250
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MIKVA CHALLENGE 1220 L ST SUITE 605 WASHINGTON, DC 20005	NONE	PC	CHARITABLE	300
MIRACLE FOUNDATION 1506 WEST SIXTH STREET WASHINGTON, DC 78703	NONE	PC	CHARITABLE	1,250
NARAL 1156 15TH ST NW 700 WASHINGTON, DC 20005	NONE	PC	CHARITABLE	500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WASHINGTON URBAN DEBATE LEAGUE PO BOX 6319 WASHINGTON, DC 20016	NONE	PC	CHARITABLE	225
CITY HARVEST 6 EAST 32ND ST 5TH FLOOR NEW YORK, NY 10016	NONE	PC	CHARITABLE	2,000
CITYMEALS ON WHEELS 355 LEXINGTON AVE NEW YORK, NY 10017	NONE	PC	CHARITABLE	500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMPUTER MENTORS 2802 E DR MARTIN LUTHER KING JR BLVD SUITE F TAMPA, FL 33610	NONE	PC	CHARITABLE	500
DALTON108 EAST 89TH STREET NEW YORK, NY 10128	NONE	PC	CHARITABLE	2,000
FOOTSTEPS114 JOHN STREET 930 NEW YORK, NY 10272	NONE	PC	CHARITABLE	2,500
Total				614,600

▶ 3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRESH AIR FUND 633 3RD AVENUE 14TH FLOOR NEW YORK, NY 10017	NONE	PC	CHARITABLE	500
GOD'S LOVE WE DELIVER 166 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE	PC	CHARITABLE	500
HABITAT FOR HUMANITY 121 HABITAT ST AMERICAS, GA 317093498	NONE	PC	CHARITABLE	500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LIBERTY IN NORTH KOREA 236 E 3RD ST STE 210 LONG BEACH, CA 90802	NONE	PC	CHARITABLE	1,000
NEW YORK COMMON PANTRY 8 EAST 109TH STREET NEW YORK, NY 10029	NONE	PC	CHARITABLE	500
SOSNO KID HUNGRYPO BOX 75475 BALTIMORE, MD 212755475	NONE	PC	CHARITABLE	2,000
Total				614,600

▶ 3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOI DOG FOUNDATION 4 MAI KHAO 10 THALANG DISTRICT 83110 TH	NONE	PC	CHARITABLE	1,000
SYLVIA CENTER 304 HUDSON ST SUITE 201 NEW YORK, NY 10013	NONE	PC	CHARITABLE	500
AMBLER FARM POST OFFICE BOX 7442 WILTON, CT 06897	NONE	PC	CHARITABLE	250
Total				614,600

▶ 3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMPASSION AND CHOICES 101 SW MADISON STREET UNIT 8009 PORTLAND, OR 97207	NONE	PC	CHARITABLE	1,000
DC DIAPER BANK1532 A STREET NE WASHINGTON, DC 20002	NONE	PC	CHARITABLE	1,000
DALTON108 EAST 89TH STREET NEW YORK, NY 10128	NONE	PC	CHARITABLE	2,500
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FOOTSTEPS114 JOHN STREET 930 NEW YORK, NY 10272	NONE	PC	CHARITABLE	500
GLOBALGIVING FOUNDATION 1110 VERMONT AVE NW SUITE 550 WASHINGTON, DC 20005	NONE	PC	DISASTER RECOVERY NETWORK - HURRICANE MICHAEL RELIEF FUND	500
GOD'S LOVE WE DELIVER 166 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE	PC	CHARITABLE	1,000
Total				614,600

▶ 3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HELPING HANDS MONKEY HELPERS 541 CAMBRIDGE STREET BOSTON, MA 02134	NONE	PC	CHARITABLE	550
LEAGUE OF CONSERVATION VOTERS 1920 L ST NW 800 WASHINGTON, DC 20036	NONE	PC	CHARITABLE	1,000
NATIONAL MUSEUM OF AFRICAN AMERICAN HISTORY 1400 CONSTITUTION AVE NW WASHINGTON, DC 20560	NONE	PC	CHARITABLE	500
Total ▶ 3a				614,600

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 <i>Paid during the year</i>				
NORWALK HOSPITAL 34 MAPLE STREET NORWALK, CT 06856	NONE	PC	CHARITABLE	250
RONALD MCDONALD HOUSE NY 405 EAST 73RD STREET NEW YORK, NY 10021	NONE	PC	CHARITABLE	1,000
SIERRA CLUB 2101 WEBSTER ST SUITE 1300 OAKLAND, CA 94612	NONE	PC	CHARITABLE	1,000
Total				614,600

▶ 3a

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SMILE TRAIN 41 MADISON AVE 28TH FLOOR NEW YORK, NY 10010	NONE	PC	CHARITABLE	250
ST JUDES RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PC	CHARITABLE	1,000
STANLEY ISAACS NEIGHBORHOOD CENTER 415 E 93RD STREET NEW YORK, NY 10128	NONE	PC	CHARITABLE	250
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WASHINGTON SQUARE PARK CONSERVANCY PO BOX 1624 NEW YORK, NY 10276	NONE	PC	CHARITABLE	250
WENDY WEISMAN JENKINSON CULINARY ARTS FUND PO BOX 243 WEST TISBURY, MA 02575	NONE	PC	CHARITABLE	500
WILTON FIREFIGHTERS 236 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	300
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILTON HISTORICAL SOCIETY 224 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	200
WILTON LAND CONSERVATION TRUST PO BOX 77 WILTON, CT 06897	NONE	PC	CHARITABLE	300
WILTON LIBRARY 137 OLD RIDGEFIELD ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	300
Total ▶ 3a				614,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
WILTON POLICE240 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	300
WILTON VOLUNTEER AMBULANCE 234 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	300
Total ▶ 3a				614,600

TY 2018 Investments Corporate Stock Schedule**Name:** WHISPERING BELLS FOUNDATION

C/O RSM US LLP

EIN: 13-6962126**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
6,134.057 SHRS FIDELITY 500 INDEX FD-AI	560,000	534,276
1,524.393 SHRS JPM US LARGE CAP CORE PLUS FD - SEL	24,898	36,357
2,300.963 SHRS NEUBERGER BER MU/C OPP - INS	36,793	36,677
1,756.018 SHRS ARTISAN INTL VALUE FD-ADV	43,137	54,524
952.863 SHRS DODGE & COX INTL STOCK FD	27,019	35,170
1,585 SHRS ISHARES MSCI EAFE INDEX FUND	92,269	93,166
682 SHRS JPMORGAN BETABUILDERS CANADA ETF	16,894	14,090
2,082 SHRS JPMORGAN BETABUILDERS EUROPE - ETF	51,201	44,472
2,700 SHRS JPMORGAN BETABUILDERS JAPAN - ETF	63,926	57,024
671 SHRS JPM BETABUILDERS DEVELOPED ASIA EX	16,961	15,269
2,822.201 SHRS BLACKSTONE ALT MULTI-STRAT- Y	30,000	29,040
1,466.667 SHRS BOSTON P GL LG/SH EQ-INST	16,500	15,444
1,474.926 SHRS CRM LONG/SHORT OPPORTUNITIES FUND	15,000	13,702
548.246 SHRS GMO SGM MAJOR MARKETS FD-VI	17,500	17,089

TY 2018 Investments Government Obligations Schedule

Name: WHISPERING BELLS FOUNDATION
C/O RSM US LLP

EIN: 13-6962126

**US Government Securities - End
of Year Book Value:**

557,092

**US Government Securities - End
of Year Fair Market Value:**

554,398

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2018 Other Expenses Schedule**Name:** WHISPERING BELLS FOUNDATION

C/O RSM US LLP

EIN: 13-6962126**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	6,692	6,692		0
OFFICE EXPENSES	231	0		231
OTHER EXPENSES	152	0		0

TY 2018 Taxes Schedule

Name: WHISPERING BELLS FOUNDATION
C/O RSM US LLP

EIN: 13-6962126

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	2,710	0		0
FOREIGN TAXES	542	542		0
NYS FILING FEE	250	0		250

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
WHISPERING BELLS FOUNDATION
C/O RSM US LLP

Employer identification number
13-6962126

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

Name of organization WHISPERING BELLS FOUNDATION C/O RSM US LLP	Employer identification number 13-6962126
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Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WORKMAN PUBLISHING CO <hr/> 708 BROADWAY <hr/> NEW YORK, NY 10003	\$ 650,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<hr/> <hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization WHISPERING BELLS FOUNDATION C/O RSM US LLP	Employer identification number 13-6962126
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Part II Noncash Property
--

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	(See instructions) Use duplicate copies of Part II if additional space is needed _____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____
	_____ _____ _____	_____ \$ _____	_____

Name of organization WHISPERING BELLS FOUNDATION C/O RSM US LLP	Employer identification number 13-6962126
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(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