

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

Name of foundation PLM FOUNDATION PHILIP L MILSTEIN TRUSTEE		A Employer identification number 13-7105558	
Number and street (or P O box number if mail is not delivered to street address) 545 MADISON AVENUE NO 600		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022		B Telephone number (see instructions) (212) 339-2100	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,490,359		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
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)	3,579,103			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	69	69		
	4 Dividends and interest from securities	27,029	26,726		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	356,727			
	b Gross sales price for all assets on line 6a	2,646,561			
	7 Capital gain net income (from Part IV, line 2)		1,715,655		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,583	3,286		
	12 Total. Add lines 1 through 11	3,964,511	1,745,736		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	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	819	819		0
	18 Taxes (attach schedule) (see instructions)	6,582	87		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	35,608	35,309		250
	24 Total operating and administrative expenses. Add lines 13 through 23	43,009	36,215		250
	25 Contributions, gifts, grants paid	4,799,006			4,799,006
	26 Total expenses and disbursements. Add lines 24 and 25	4,842,015	36,215		4,799,256
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-877,504			
	b Net investment income (if negative, enter -0-)		1,709,521		
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	29,852	21,755	21,755
	2	Savings and temporary cash investments			
	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	7,960	8,473	8,473
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,235,590	1,365,670	1,460,131
	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)	2,273,402	1,395,898	1,490,359	
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	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	2,273,402	1,395,898	
	30	Total net assets or fund balances (see instructions)	2,273,402	1,395,898	
31	Total liabilities and net assets/fund balances (see instructions) .	2,273,402	1,395,898		

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	2,273,402
2	Enter amount from Part I, line 27a	2	-877,504
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,395,898
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	1,395,898

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)
1a See Additional Data Table			
b			
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 See Additional Data Table			
b			
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 See Additional Data Table			
b			
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	1,715,655
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	4,939,029	1,219,352	4 050536
2016	7,188,891	1,204,777	5 966989
2015	4,431,018	2,311,545	1 916908
2014	5,921,481	4,303,196	1 376066
2013	6,455,635	6,431,979	1 003678

2 Total of line 1, column (d)	2	14 314177
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	2 862835
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	1,958,960
5 Multiply line 4 by line 3	5	5,608,179
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,095
7 Add lines 5 and 6	7	5,625,274
8 Enter qualifying distributions from Part XII, line 4	8	4,799,256

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	34,190
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	34,190
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	34,190
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	7,973
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	38,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	45,973
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,783
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 11,783 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). 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	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? 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	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? 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) ☐ 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? Website address ► N/A	13	Yes	
14	The books are in care of ► DENIS BROSAN ACCT Telephone no ► (212) 339-2100			

Located at **►** 545 MADISON AVENUE SUITE 600 NEW YORK NYZIP+4 **►** 10022

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ► ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 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	Yes	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**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
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	
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	
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 Yes	
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	6b	No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
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
CHERYL MILSTEIN	TRUSTEE	0	0	0
545 MADISON AVENUE SUITE 600 NEW YORK, NY 10022	0 00			
PHILIP MILSTEIN	TRUSTEE	0	0	0
545 MADISON AVENUE SUITE 600 NEW YORK, NY 10022	0 00			

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
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	1,823,265
b	Average of monthly cash balances.	1b	157,251
c	Fair market value of all other assets (see instructions).	1c	8,276
d	Total (add lines 1a, b, and c).	1d	1,988,792
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	1,988,792
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	29,832
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,958,960
6	Minimum investment return. Enter 5% of line 5.	6	97,948

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	97,948
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	34,190
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	34,190
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	63,758
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	63,758
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	63,758

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	4,799,256
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	4,799,256
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	4,799,256

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				63,758
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.	6,145,516			
b From 2014.	5,724,933			
c From 2015.	4,323,881			
d From 2016.	7,153,392			
e From 2017.	4,891,035			
f Total of lines 3a through e.	28,238,757			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 4,799,256				
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.				63,758
e Remaining amount distributed out of corpus	4,735,498			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	32,974,255			
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).	6,145,516			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	26,828,739			
10 Analysis of line 9				
a Excess from 2014.	5,724,933			
b Excess from 2015.	4,323,881			
c Excess from 2016.	7,153,392			
d Excess from 2017.	4,891,035			
e Excess from 2018.	4,735,498			

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) 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	

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) (See instructions)
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	69	
4 Dividends and interest from securities. . . .			14	27,029	
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	1,583	
8 Gain or (loss) from sales of assets other than inventory			18	356,727	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a UBTI FLOW THRU FROM K-1 _____	525990	-1,703	14	1,703	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). . .		-1,703		387,111	0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)					385,408

[illegible]

Part XVII

- 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.
- (2)** Other assets.
- b** Other transactions
- (1)** Sales of assets to a noncharitable exempt organization.
- (2)** Purchases of assets from a noncharitable exempt organization.
- (3)** Rental of facilities, equipment, or other assets.
- (4)** Reimbursement arrangements.
- (5)** Loans or loan guarantees.
- (6)** Performance of services or membership or fundraising solicitations.
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
- 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

[illegible]

- 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.		
	*****	2019-11-13	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

May the IRS discuss this return with the preparer shown below
 (see instr.)? ☐ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01430679
	Firm's name ▶ OGDEN CAP PROPERTIES LLC				Firm's EIN ▶ 56-2356978
	Firm's address ▶ 545 MADISON AVENUE SUITE 600 NEW YORK, NY 10022				Phone no (212) 339-2100

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 MARCUS CORP	P		2018-03-19
1 MARCUS CORP	D		2018-06-07
MARCUS CORP	D		2018-08-14
MARCUS CORP	D		2018-11-27
KIRBY CORP	D	2015-12-16	2018-01-19
INTEL CORP	D	2013-03-15	2018-02-23
BANK NEW YORK MELLON CORP	D	2011-09-22	2018-02-14
NEWMONT MINING CORP	D	2014-02-03	2018-02-14
NEWMONT MINING CORP	D	2014-02-03	2018-02-26
BANK NEW YORK MELLON CORP	D	2011-10-03	2018-05-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
305,440		89,024	216,416
315,274		95,129	220,145
399,367		69,129	330,238
211,110		63,201	147,909
73,620		55,454	18,166
46,413		21,450	24,963
55,792		18,611	37,181
9,137		5,224	3,913
6,447		3,635	2,812
57,431		18,361	39,070

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			216,416
			220,145
			330,238
			147,909
			18,166
			24,963
			37,181
			3,913
			2,812
			39,070

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
INTEL CORP	D	2013-03-05	2018-05-22
1 WEYERHAEUSER CO	D	2014-10-24	2018-05-22
MATSON INC	P	2014-02-03	2018-06-20
MATSON INC	D	2006-02-13	2018-10-04
MATSON INC	D	2006-03-21	2018-11-30
XYLEM INC	D	2013-12-04	2018-08-13
XYLEM INC	D	2013-12-04	2018-10-04
ALEXANDER & BALDWIN	D	2006-03-21	2018-11-30
CAPITAL ONE	D	2004-03-31	2018-11-30
WELLS FARGO & CO	D	2004-03-31	2018-11-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
54,114		21,450	32,664
184,257		128,394	55,863
192,749		123,244	69,505
199,989		118,201	81,788
37,762			37,762
149,231		66,933	82,298
80,020		33,466	46,554
28,490			28,490
90,997			90,997
38,908			38,908

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			32,664
			55,863
			69,505
			81,788
			37,762
			82,298
			46,554
			28,490
			90,997
			38,908

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
OGDEN CAP ASSOCIATES LLC	P		2018-12-31
1 BANK NEW YORK MELLON CORP	D	2011-10-03	2018-07-25
OGDEN CAP ASSOCIATES LLC	P		2018-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
479			479
			0
109,534			109,534

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			479
			0
			109,534

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).

CHERYL MILSTEIN
PHILIP MILSTEIN

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>				
OCA ASSOCIATES LLC PASS-THRU K-1 545 MADISON AVE NEW YORK, NY 10022		PC	PUBLIC CHARITY	20
COLUMBUS DOG CONNECTION 2761 JOHNSTOWN RD COLUMBUS, OH 43219		PC	PUBLIC CHARITY	1,000
COLUMBIA UNIVERSITY 622 WEST 113TH STREET NEW YORK, NY 10025		PC	PUBLIC CHARITY	2,000,000
Total ► 3a				4,799,006

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>				
LINCOLN CENTER 70 LINCOLN CENTER PLAZA NEW YORK, NY 100236583		PC	PUBLIC CHARITY	250,000
ROUNABOUT THEATRE COMPANY 231 W 39TH ST 1200 NEW YORK, NY 10018		PC	PUBLIC CHARITY	2,500
ENCOURAGE KIDS FOUNDATION 1560 BROADWAY STE 600 NEW YORK, NY 10036		PC	PUBLIC CHARITY	2,500
Total ▶ 3a				4,799,006

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>				
COLUMBIA COLLEGE 622 WEST 113TH STREET NEW YORK, NY 10025		PC	PUBLIC CHARITY	50,000
CONNECTICUT PUBLIC BROADCASTING 1049 ASYLUM AVE HARTFORD, CT 06105		PC	PUBLIC CHARITY	50,000
NEIGHBORS LINK27 COLUMBUS AVE MOUNT KISCO, NY 10549		PC	PUBLIC CHARITY	10,000
Total ▶ 3a				4,799,006

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>				
LEAKE AND WATTS 463 HAWTHORNE AVENUE YONKERS, NY 10705		PC	PUBLIC CHARITY	5,000
LAWYERS FOR CHILDREN 110 LAFAYETTE STREET 8TH FL NEW YORK, NY 10013		PC	PUBLIC CHARITY	1,000
BIG BROTHERS BIG SISTERS NY 40 RECTOR ST 11TH FL NEW YORK, NY 10006		PC	PUBLIC CHARITY	5,000
Total ► 3a				4,799,006

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>				
YOUNG WOMEN'S LEADERSHIP NETWORK 322 EIGHTH AVE 4TH FL NEW YORK, NY 10001		PC	PUBLIC CHARITY	5,000
THE PHILOLEXIAN FOUNDATION COLUMBIA UNIVERSITY STATION BOX 250849 NEW YORK, NY 10025		PC	PUBLIC CHARITY	250
COMMUNITY ACCESS 17 BATTERY PLACE STE 1326 NEW YORK, NY 10004		PC	PUBLIC CHARITY	500
Total ▶ 3a				4,799,006

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE JED FOUNDATION 6 EAST 39TH STREET NEW YORK, NY 10016		PC	PUBLIC CHARITY	10,000
THE METROPOLITAN OPERA 30 LINCOLN CENTER PLAZA NEW YORK, NY 10023		PC	PUBLIC CHARITY	10,000
BARNARD COLLEGE3009 BROADWAY NEW YORK, NY 10027		PC	PUBLIC CHARITY	95,700
Total ▶ 3a				4,799,006

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>				
SCARSDALE EDGEMONT FAMILY COUNSELING 14 HARWOOD CT 409 SCARSDALE, NY 10583		PC	PUBLIC CHARITY	1,000
HARLEM CHILDRENS ZONE 162 WEST 56TH ST NEW YORK, NY 10019		PC	PUBLIC CHARITY	5,000
FRIENDS OF THE SCARSDALE LIBRARY 50 OLMSTED RD SCARSDALE, NY 10583		PC	PUBLIC CHARITY	25,000
Total ► 3a				4,799,006

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>				
GILDER LEHRMAN INSTITUTE OF AMERICAN HISTORY 49 WEST 45TH STREET NEW YORK, NY 10036		PC	PUBLIC CHARITY	10,000
COLUMBIA BUSINESS SCHOOL 3022 BROADWAY NEW YORK, NY 10027		PC	PUBLIC CHARITY	10,000
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023		PC	PUBLIC CHARITY	10,000
Total ► 3a				4,799,006

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 MUSEUM OF AMERICAN JEWISH HISTORY 101 SOUTH INDEPENDENCE MALL EAST PHILADELPHIA, PA 191062517		PC	PUBLIC CHARITY	10,000
COLUMBIA BARNARD HILLEL 606 WEST 115TH STREET NEW YORK, NY 10025		PC	PUBLIC CHARITY	10,000
WNETTHIRTEEN825 8TH AVE NEW YORK, NY 10019		PC	PUBLIC CHARITY	47,500
Total ▶ 3a				4,799,006

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>				
NEW YORK PRESBYTERIAN FUND INC 654 WEST 170TH STREET NEW YORK, NY 10032		PC	PUBLIC CHARITY	250,000
THE JED FOUNDATION 6 EAST 39TH STREET NEW YORK, NY 10016		PC	PUBLIC CHARITY	10,000
NYU STERN SCHOOL OF BUSINESS 25 WEST FOURTH ST NEW YORK, NY 100121119		PC	PUBLIC CHARITY	10,000
Total ► 3a				4,799,006

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>				
COLUMBIA COLLEGE 1130 AMSTERDAM AVE NEW YORK, NY 10027		PC	PUBLIC CHARITY	50,000
BARNARD COLLEGE3009 BROADWAY NEW YORK, NY 10027		PC	PUBLIC CHARITY	202,333
LINCOLN CENTER 70 LINCOLN CENTER PLAZA NEW YORK, NY 100236583		PC	PUBLIC CHARITY	100,000
Total ▶ 3a				4,799,006

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>				
JEWISH FEDERATION OF PALM BEACH ONE HARVARD CIRCLE WEST PALM BEACH, FL 33409		PC	PUBLIC CHARITY	5,000
COLUMBIA COLLEGE 1130 AMSTERDAM AVE NEW YORK, NY 10027		PC	PUBLIC CHARITY	200,000
COLUMBIA COLLEGE 1130 AMSTERDAM AVE NEW YORK, NY 10027		PC	PUBLIC CHARITY	50,000
Total ► 3a				4,799,006

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>				
TRUSTEES OF COLUMBIA UNIVERSITY OF NYC 630 WEST 168TH STREET FL 2-421 NEW YORK, NY 10032		PC	PUBLIC CHARITY	10,000
THE STUDIO MUSEUM OF HARLEM 144 W 125TH ST NEW YORK, NY 10027		PC	PUBLIC CHARITY	10,000
NORTHERN WESTCHESTER HOSPITAL 400 EAST MAIN STREET MOUNT KISCO, NY 10549		PC	PUBLIC CHARITY	10,000
Total ► 3a				4,799,006

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>				
YOUNG WOMEN'S LEADERSHIP NETWORK 322 EIGHTH AVE 4TH FL NEW YORK, NY 10001		PC	PUBLIC CHARITY	5,000
CITY LIMITS8 W 126TH ST FL 3 NEW YORK, NY 10027		PC	PUBLIC CHARITY	5,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024		PC	PUBLIC CHARITY	100,000
Total ► 3a				4,799,006

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>				
PLANNED PARENTHOODPO BOX 97166 WASHINGTON, DC 20090		PC	PUBLIC CHARITY	5,000
HUMAN RIGHTS CAMPAIGN 1640 ROHODE ISLAND AVE NW WASHINGTON, DC 20036		PC	PUBLIC CHARITY	5,000
AIEF1130 AMSTERDAM AVE NEW YORK, NY 10027		PC	PUBLIC CHARITY	75,000
Total ▶ 3a				4,799,006

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>				
RISING TREETOPS AT OAKHURST 1140 ROADWAY SUITE 903 NEW YORK, NY 10001		PC	PUBLIC CHARITY	1,000
THE ALS ASSOCIATION 1275 K STREET NW - SUITE 250 WASHINGTON, DC 20005		PC	PUBLIC CHARITY	5,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024		PC	PUBLIC CHARITY	5,000
Total ▶ 3a				4,799,006

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NAACP LEGAL DEFENSE FUND 40 RECTOR ST NEW YORK, NY 10006		PC	PUBLIC CHARITY	5,000
NYU STERN SCHOOL OF BUSINESS 44 WEST 4TH STREET NEW YORK, NY 10012		PC	PUBLIC CHARITY	100,000
COMMUNITY IMPACT AT COLUMBIA UNIVERSITY 2980 BROADWAY/105 EARL HALL NEW YORK, NY 10027		PC	PUBLIC CHARITY	25,000
Total ▶ 3a				4,799,006

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>				
PROJECT LYME152 WEST 57TH ST NEW YORK, NY 10019		PC	PUBLIC CHARITY	5,000
THE INTERNATIONAL RESCUE COMMITTEE 122 E 42ND STREET NEW YORK, NY 10168		PC	PUBLIC CHARITY	10,000
WESTCHESTER RESIDENTIAL OPPORTUNITIES INC 470 MAMARONECK AVE WHITE PLAINS, NY 10605		PC	PUBLIC CHARITY	2,000
Total ▶ 3a				4,799,006

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>				
MUSEUM OF AMERICAN REVOLUTION 123 CHESTNUT STREET SUITE 401 PHILADELPHIA, PA 19106		PC	PUBLIC CHARITY	100,000
COLUMBIA COLLEGE 1130 AMSTERDAM AVE NEW YORK, NY 10027		PC	PUBLIC CHARITY	50,000
HARMONIE PRESERVATION FOUNDATION 4 EAST 60TH STREET NEW YORK, NY 10022		PC	PUBLIC CHARITY	50,000
Total ► 3a				4,799,006

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE JEWISH FOUNDATION FOR THE RIGHTEOUS 80 MAIN STREET WEST ORANGE, NJ 07052		PC	PUBLIC CHARITY	2,000
COLUMBIA UNIVERSITY 622 WEST 113TH STREET NEW YORK, NY 10025		PC	PUBLIC CHARITY	49,400
NATIONAL JEWISH HEALTH 1400 JACKSON STREET DENVER, CO 80206		PC	PUBLIC CHARITY	10,000
Total ► 3a				4,799,006

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COLUMBIA UNIVERSITY 622 WEST 113TH STREET NEW YORK, NY 10025		PC	PUBLIC CHARITY	100,000
COLUMBIA UNIVERSITY 622 WEST 113TH STREET NEW YORK, NY 10025		PC	PUBLIC CHARITY	1,000
LINCOLN CENTER 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023		PC	PUBLIC CHARITY	500,000
Total ▶ 3a				4,799,006

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>				
WNETTHIRTEEN825 8TH AVE NEW YORK, NY 10019		PC	PUBLIC CHARITY	49,303
Total ▶ 3a				4,799,006

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

TY 2018 Expenditure Responsibility Statement

Name: PLM FOUNDATION
 PHILIP L MILSTEIN TRUSTEE
EIN: 13-7105558

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
SMF FOUNDATIONJMM INC EIN 20-5812333	545 MADISON AVENUE NEW YORK, NY 10022	2007-05-20	426,600	TO PROVIDE FINANCIAL SUPPORT TO ENABLE SMF FOUNDATION/JMM INC TO EXPAND ITS FUNDING OF IRC SECTION 501(C)(3) PUBLIC CHARITIES, A PURPOSE AND FUNCTION CONSTITUTING THE BASIS FOR ITS EXEMPTION FROM TAX	426,606		12/07 THRU 12/18		SMF FOUNDATION/JMM INC ANNUAL ACCOUNTING PERIOD IS THE CALENDER YEAR ACCORDINGLY, ALL FINANCIAL RECORDS ARE KEPT AND REPORTS PREPARED ON THEBASIS OF SUCH FISCAL YEAR IN ITS CALENDAR YEAR 2018 ALL AMOUNTS DISBURSED BY SMF FOUNDATION/JMM INC WERE FOR CHARITABLE PURPOSES, AND ALL CHARITABLE GRANTS MADE WEREONLY TO IRC SECTION 501(C)(3) PUBLIC CHARITIES
SMF FOUNDATIONTAM INC EIN 27-3984505	545 MADISON AVENUE NEW YORK, NY 10022	2011-05-11	625,000	TO PROVIDE FINANCIAL SUPPORT TO ENABLE SMF FOUNDATION/TAM INC TO EXPAND ITS FUNDING OF IRC SECTION 501(C)(3) PUBLIC CHARITIES, A PURPOSE AND FUNCTION CONSTITUTING THE BASIS FOR ITS EXEMPTION FROM TAX	254,860		12/11, 12/12, 12/13, 12/14, 12/15, 12/16, 12/17, 12/18		SMF FOUNDATION/TAM INC ANNUAL ACCOUNTING PERIOD IS THE CALENDER YEAR ACCORDINGLY, ALL FINANCIAL RECORDS ARE KEPT AND REPORTS PREPARED ON THEBASIS OF SUCH FISCAL YEAR IN ITS CALENDAR YEAR 2018 ALL AMOUNTS DISBURSED BY SMF FOUNDATION/TAM INC WERE FOR CHARITABLE PURPOSES, AND ALL CHARITABLE GRANTS MADE WEREONLY TO IRC SECTION 501(C)(3) PUBLIC CHARITIES
SMF FOUNDATIONLRM INC EIN 90-0945135	545 MADISON AVENUE NEW YORK, NY 10022	2013-04-23	625,000	TO PROVIDE FINANCIAL SUPPORT TO ENABLE SMF FOUNDATION/LRM INC TO EXPAND ITS FUNDING OF IRC SECTION 501(C)(3) PUBLIC CHARITIES, A PURPOSE AND FUNCTION CONSTITUTING THE BASIS FOR ITS EXEMPTION FROM TAX	177,233		12/13, 12/14, 12/15, 12/16, 12/17, 12/18		SMF FOUNDATION/LRM INC ANNUAL ACCOUNTING PERIOD IS THE CALENDER YEAR ACCORDINGLY, ALL FINANCIAL RECORDS ARE KEPT AND REPORTS PREPARED ON THEBASIS OF SUCH FISCAL YEAR IN ITS CALENDAR YEAR 2018 ALL AMOUNTS DISBURSED BY SMF FOUNDATION/LRM INC WERE FOR CHARITABLE PURPOSES, AND ALL CHARITABLE GRANTS MADE WEREONLY TO IRC SECTION 501(C)(3) PUBLIC CHARITIES

TY 2018 Investments Corporate Stock Schedule

Name: PLM FOUNDATION
 PHILIP L MILSTEIN TRUSTEE
EIN: 13-7105558

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS & INVESTMENTS	1,365,670	1,460,131

TY 2018 Other Expenses Schedule

Name: PLM FOUNDATION
PHILIP L MILSTEIN TRUSTEE
EIN: 13-7105558

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	250	0		250
OTHER DEDUCTION FROM PASS-THROUGH	35,304	35,255		0
BANK CHARGES	54	54		0

TY 2018 Other Income Schedule**Name:** PLM FOUNDATION

PHILIP L MILSTEIN TRUSTEE

EIN: 13-7105558**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BANK OF NEW YORK CUSTODY	266	266	266
OGDEN CAP ASSOCIATES LLC	1,317	1,317	1,317
UBTI FROM K-1 INCLUDED IN NET INC BUT NOT ON BOOK	0	1,703	0

TY 2018 Taxes Schedule**Name:** PLM FOUNDATION

PHILIP L MILSTEIN TRUSTEE

EIN: 13-7105558

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	6,495	0		0
FOREIGN TAXES	87	87		0

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 <u>www.irs.gov/Form990</u> for the latest information	OMB No 1545-0047
		2018
Name of the organization PLM FOUNDATION PHILIP L MILSTEIN TRUSTEE		Employer identification number 13-7105558

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 PLM FOUNDATION PHILIP L MILSTEIN TRUSTEE	Employer identification number 13-7105558
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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	THE VLM CHARITABLE LEAD ANNUITY TRUST	\$ 2,152,923	Person ☒
	545 MADISON AVE SUITE 600		Payroll ☐
	NEW YORK, NY 10022		Noncash ☐ (Complete Part II for noncash contributions)
2	PHILIP L MILSTEIN	\$ 1,365,680	Person ☒
	545 MADISON AVE SUITE 600		Payroll ☐
	NEW YORK, NY 10022		Noncash ☒ (Complete Part II for noncash contributions)
3	PHILIP L MILSTEIN	\$ 60,500	Person ☒
	545 MADISON AVE SUITE 600		Payroll ☐
	NEW YORK, NY 10022		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 PLM FOUNDATION PHILIP L MILSTEIN TRUSTEE	Employer identification number 13-7105558
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Part II Noncash Property

(See instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	STOCKS	\$ 1,365,680	2018-12-31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization PLM FOUNDATION PHILIP L MILSTEIN TRUSTEE	Employer identification number 13-7105558
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	