

990-PF

Return of Private Foundation

OMB No 1545-0052

2018

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2018 or tax year beginning 2018, and ending 20

Name of foundation THE KAPNICK FOUNDATION A Employer identification number 36-7434011

U/A/S 8/15/04 B Telephone number (see instructions) (212) 440-0800

Number and street (or P O box number if mail is not delivered to street address) Room/suite P.O. BOX 73 City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10274-0073

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

H Check type of organization. [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation 04

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 67,047,052. J Accounting method [X] Cash [ ] Accrual [ ] Other (specify)

C If exemption application is pending, check here [ ] 6
D 1 Foreign organizations, check here [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here [ ]

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, Interest, Dividends, Rents, Net gain, Other income, Compensation, Legal fees, Interest, Taxes, Depreciation, Occupancy, Travel, Printing, Other expenses, Total operating and administrative expenses, Contributions paid, Total expenses, and Net investment income.

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Operating and Administrative Expenses

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| Part II Balance Sheets      |  | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)                | Beginning of year | End of year    |                       |
|-----------------------------|--|---|-------------------|----------------|-----------------------|
|                             |  |   | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1  | Cash - non-interest-bearing . . . . .   | 522,216.          | 522,216.       | 522,216.              |
|                             | 2  | Savings and temporary cash investments . . . . .  | 5,427,902.        | 17,048,716.    | 17,048,716.           |
|                             | 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) . . . . .   |                   |                |                       |
|                             | b  | Investments - corporate stock (attach schedule) ATCH 5  | 443,939.          | NONE           | NONE                  |
|                             | c  | Investments - corporate bonds (attach schedule) . . . . .   |                   |                |                       |
|                             | 11   | Investments - land, buildings, and equipment basis ▶<br>Less accumulated depreciation ▶ (attach schedule)                         |                   |                |                       |
| 12                          | Investments - mortgage loans . . . . .   |   |                   |                |                       |
| 13                          | Investments - other (attach schedule) . . . . . ATCH 6   | 52,811,871.   | 52,034,300.       | 49,476,120.    |                       |
| 14                          | Land, buildings, and equipment basis ▶<br>Less accumulated depreciation ▶ (attach schedule)                                  |   |                   |                |                       |
| 15                          | Other assets (describe ▶ )   |   |                   |                |                       |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .                | 59,205,928.   | 69,605,232.       | 67,047,052.    |                       |
| 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 ▶ ATCH 7 )  | 29,857.           | 29,857.        |                       |
| 23                          | <b>Total liabilities</b> (add lines 17 through 22) . . . . .   | 29,857.   | 29,857.           |                |                       |
| 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 . . . . .  | 59,176,071.       | 69,575,375.    |                       |
|                             | 28   | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .   |                   |                |                       |
|                             | 29   | Retained earnings, accumulated income, endowment, or other funds . . . . .  |                   |                |                       |
| 30                          | <b>Total net assets or fund balances</b> (see instructions) . . . . .  | 59,176,071.   | 69,575,375.       |                |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .   | 59,205,928.   | 69,605,232.       |                |                       |

| 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 | 59,176,071. |
| 2   | Enter amount from Part I, line 27a . . . . .   | 2 | 10,399,304. |
| 3   | Other increases not included in line 2 (itemize) ▶   | 3 |             |
| 4   | Add lines 1, 2, and 3 . . . . .  | 4 | 69,575,375. |
| 5   | Decreases not included in line 2 (itemize) ▶   | 5 |             |
| 6   | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .   | 6 | 69,575,375. |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) |  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr)  | (d) Date sold<br>(mo., day, yr) |
|---|--|--|--|---------------------------------|
| 1 a   | SEE PART IV SCHEDULE   |  |  |                                 |
| b   |  |  |  |                                 |
| c   |  |  |  |                                 |
| d   |  |  |  |                                 |
| e   |  |  |  |                                 |
| (e) Gross sales price   | (f) Depreciation allowed<br>(or allowable)   | (g) Cost or other basis<br>plus expense of sale  | (h) Gain or (loss)<br>((e) plus (f) minus (g))   |                                 |
| a   |  |  |  |                                 |
| b   |  |  |  |                                 |
| c   |  |  |  |                                 |
| d   |  |  |  |                                 |
| e   |  |  |  |                                 |
| 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) FMV as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69   | (k) Excess of col (i)<br>over col (j), if any    |  |                                 |
| a   |  |  |  |                                 |
| b   |  |  |  |                                 |
| c   |  |  |  |                                 |
| d   |  |  |  |                                 |
| e   |  |  |  |                                 |
| 2   | Capital gain net income or (net capital loss)<br>{ If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }   |  | 2  | 13,667,762.                     |
| 3   | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) See instructions. If (loss), enter -0- in Part I, line 8 . . . . . |  | 3  | 0.                              |

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

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

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions  | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|--|---|--|---|
| 2017   | 3,398,129.  | 63,548,965.                                  | 0.053473  |
| 2016   | 5,506,448.  | 51,926,978.                                  | 0.106042  |
| 2015   | 5,478,187.  | 54,910,920.                                  | 0.099765  |
| 2014   | 3,190,535.  | 55,002,142.                                  | 0.058007  |
| 2013   | 7,791,639.  | 51,890,122.                                  | 0.150156  |
| 2  | Total of line 1, column (d) . . . . .   |  | 2 0.467443  |
| 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 0.093489  |
| 4  | Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 . . . . .  |  | 4 67,432,675.   |
| 5  | Multiply line 4 by line 3. . . . .  |  | 5 6,304,213.  |
| 6  | Enter 1% of net investment income (1% of Part I, line 27b). . . . .   |  | 6 186,227.  |
| 7  | Add lines 5 and 6. . . . .  |  | 7 6,490,440.  |
| 8  | Enter qualifying distributions from Part XII, line 4. . . . .<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions |  | 8 8,153,670.  |

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits and payments, tax due, overpayment, and amount of tax to be credited to 2019.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Columns include question number, Yes, and No. Questions cover political influence, spending for political purposes, filing Form 1120-POL, tax on political expenditures, reimbursement, IRS reporting, unrelated business income, tax returns, liquidation, 508(e) requirements, assets, registration, and substantial contributors.

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 Yes No X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions . . . . . 12 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A . . . . . 13 X
14 The books are in care of ERNST & YOUNG US LLP Telephone no 212-440-0800 Located at 77 WATER STREET - 9TH FLOOR NEW YORK, NY ZIP+4 10005
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here . . . . . 15 and enter the amount of tax-exempt interest received or accrued during the year . . . . .
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 X See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country

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

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

1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes X 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 X 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 X 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 N/A Organizations relying on a current notice regarding disaster assistance, check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018? . . . . . 1c N/A
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 X No If "Yes," list the years
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 N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X 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 N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018? . . . . . 4b X

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

|   |   |    |     |     |
|---|---|----|-----|-----|
| 5a During the year, did the foundation pay or incur any amount to   |   |    | Yes | No  |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |     |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |     |
| (3) Provide a grant to an individual for travel, study, or other similar purposes?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |     |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |     |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |     |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions |   | 5b |     | N/A |
| Organizations relying on a current notice regarding disaster assistance, check here   | <input type="checkbox"/>  |    |     |     |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A  | <input type="checkbox"/> Yes <input type="checkbox"/> No            |    |     |     |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d)   |   |    |     |     |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |     |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870   |   | 6b |     | X   |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |     |
| b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?   |   | 7b |     | N/A |
| 8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |     |

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

1 List all officers, directors, trustees, and foundation managers and their compensation. 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 |
|----------------------|---|---|---|---------------------------------------|
| ATCH 8               |   | 0.  | 0.  | 0.                                    |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE  |   |                  |   | 0.                                    |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

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

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE  | NONE                | NONE             |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**Part IX-A Summary of Direct Charitable Activities**

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

|   | Expenses |
|---|----------|
| 1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL | NONE     |
| 2 REVENUE CODE SECTION 501(C) (3) .   |          |
| 3   |          |
| 4   |          |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

|  | Amount |
|--|--------|
| 1 N/A  |        |
| 2 N/A  | NONE   |
| All other program-related investments See instructions |        |
| 3 N/A  |        |

Total. Add lines 1 through 3 . . . . . ▶

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

|          |   |           |             |
|----------|---|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:           |           |             |
| <b>a</b> | Average monthly fair market value of securities . . . . .   | <b>1a</b> | 2,106,841.  |
| <b>b</b> | Average of monthly cash balances . . . . .  | <b>1b</b> | 14,987,492. |
| <b>c</b> | Fair market value of all other assets (see instructions). . . . .   | <b>1c</b> | 51,365,236. |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c) . . . . .   | <b>1d</b> | 68,459,569. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .   | <b>1e</b> |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets . . . . .  | <b>2</b>  |             |
| <b>3</b> | Subtract line 2 from line 1d. . . . .   | <b>3</b>  | 68,459,569. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .    | <b>4</b>  | 1,026,894.  |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . . | <b>5</b>  | 67,432,675. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .  | <b>6</b>  | 3,371,634.  |

**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)

|           |  |           |            |
|-----------|--|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6 . . . . .  | <b>1</b>  | 3,371,634. |
| <b>2a</b> | Tax on investment income for 2018 from Part VI, line 5 . . . . .   | <b>2a</b> | 186,227.   |
| <b>b</b>  | Income tax for 2018 (This does not include the tax from Part VI). . . . .  | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b. . . . .   | <b>2c</b> | 186,227.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1. . . . .                                     | <b>3</b>  | 3,185,407. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions. . . . .   | <b>4</b>  |            |
| <b>5</b>  | Add lines 3 and 4 . . . . .  | <b>5</b>  | 3,185,407. |
| <b>6</b>  | Deduction from distributable amount (see instructions). . . . .  | <b>6</b>  |            |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . . | <b>7</b>  | 3,185,407. |

**Part XII Qualifying Distributions** (see instructions)

|          |  |           |            |
|----------|--|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:   |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26. . . . .   | <b>1a</b> | 8,153,670. |
| <b>b</b> | Program-related investments - total from Part IX-B. . . . .  | <b>1b</b> |            |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .   | <b>2</b>  |            |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:   |           |            |
| <b>a</b> | Suitability test (prior IRS approval required) . . . . .   | <b>3a</b> |            |
| <b>b</b> | Cash distribution test (attach the required schedule) . . . . .  | <b>3b</b> |            |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .                                  | <b>4</b>  | 8,153,670. |
| <b>5</b> | 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. . . . . | <b>5</b>  | 186,227.   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .  | <b>6</b>  | 7,967,443. |

**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)<br>Corpus | (b)<br>Years prior to 2017 | (c)<br>2017 | (d)<br>2018 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2018 from Part XI, line 7 . . . . .   |               |                            |             | 3,185,407.  |
| 2 Undistributed income, if any, as of the end of 2018  |               |                            |             |             |
| a Enter amount for 2017 only. . . . .  |               |                            | NONE        |             |
| b Total for prior years 20 16 ,20 15 ,20 14 . . . . .  |               | NONE                       |             |             |
| 3 Excess distributions carryover, if any, to 2018  |               |                            |             |             |
| a From 2013 . . . . .  | 5,281,783.    |                            |             |             |
| b From 2014 . . . . .  | 564,420.      |                            |             |             |
| c From 2015 . . . . .  | 2,862,709.    |                            |             |             |
| d From 2016 . . . . .  | 3,085,353.    |                            |             |             |
| e From 2017 . . . . .  | 397,054.      |                            |             |             |
| f Total of lines 3a through e . . . . .  | 12,191,319.   |                            |             |             |
| 4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 8,153,670 . . . . .   |               |                            |             |             |
| a Applied to 2017, but not more than line 2a . . . . .   |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see instructions). . . . .   |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) . . . . .  |               |                            |             |             |
| d Applied to 2018 distributable amount. . . . .  |               |                            |             | 3,185,407.  |
| e Remaining amount distributed out of corpus. . . . .  | 4,968,263.    |                            |             |             |
| 5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .   |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .  | 17,159,582.   |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b. . . . .   |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount - see instructions. . . . .   |               |                            |             |             |
| e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .  |               |                            | NONE        |             |
| f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019. . . . .   |               |                            |             | NONE        |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .       |               |                            |             |             |
| 8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions) . . . . .  | 5,281,783.    |                            |             |             |
| 9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a . . . . .  | 11,877,799.   |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2014 . . . . .   | 564,420.      |                            |             |             |
| b Excess from 2015 . . . . .   | 2,862,709.    |                            |             |             |
| c Excess from 2016 . . . . .   | 3,085,353.    |                            |             |             |
| d Excess from 2017 . . . . .   | 397,054.      |                            |             |             |
| e Excess from 2018 . . . . .   | 4,968,263.    |                            |             |             |

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

NOT APPLICABLE

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

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

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

Table with columns: Tax year (a) 2018, Prior 3 years (b) 2017, (c) 2016, (d) 2015, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, line 4 for each year listed, and various alternative tests (Assets, Endowment, Support).

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))

ATTACHMENT 9

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

NONE

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. 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<br>Name and address (home or business)                | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|---|--|--------------------------------------|-------------------------------------|------------|
| <p><b>a</b> Paid during the year<br/>SEE STATEMENT ATTACHED</p> |  |                                      |                                     | 8,140,975. |
| <b>Total</b> .....  |  |                                      |                                     | 8,140,975. |
| <p><b>b</b> Approved for future payment</p>                     |  |                                      |                                     |            |
| <b>Total</b> .....  |  |                                      |                                     |            |



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

- 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.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains N/A.

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. Signature of officer or trustee, Date 11/15/19, Title TRUSTEE. May the IRS discuss this return with the preparer shown below? See instructions [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name WILLIAM RABETZ, Preparer's signature William Rabetz, Date 11/12/19, Check self-employed if, PTIN P00963994, Firm's name ERNST & YOUNG U.S. LLP, Firm's EIN 34-6565596, Firm's address 77 WATER STREET, 9TH FL NEW YORK, NY 10005, Phone no 212-440-0800

**THE KAPNICK FOUNDATION U/A/S 8/15/04**

**EIN: 36-7434011**

**SUPPLEMENTARY STATEMENTS**

**PART: XV**

**LINE: 2**

**SUPPLEMENTAL INFORMATION**

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES. NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                       |                                 | Description                              |                    |                          |                              | P<br>or<br>D | Date<br>acquired | Date sold |
|--|---------------------------------|--|--------------------|--------------------------|------------------------------|--------------|------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis                      | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis |              | Gain or (loss)   |           |
| 106,753.                               |                                 | DISTRIBUTION EXCESS BASIS THRU HPS INSTL |                    |                          |                              |              | 106,753.         |           |
| 268,983.                               |                                 | PFIC CAP GAINS SOROBAN (CAYMAN) LP       |                    |                          |                              |              | 268,983.         |           |
| 5,338.                                 |                                 | PFIC CAP GAINS GSCP V                    |                    |                          |                              |              | 5,338.           |           |
| 7,637.                                 |                                 | SECTION 1231 G/(L) THRU CRESTVIEW II LP  |                    |                          |                              |              | 7,637.           |           |
| 153.                                   |                                 | SECTION 1250 G/(L) THRU CRESTVIEW II LP  |                    |                          |                              |              | 153.             |           |
| 2,665,712.                             |                                 | SALE OF SENTIENT MASTER FUND II          |                    |                          |                              |              | 2,665,712.       |           |
|  |                                 | STCG THRU CRESTVIEW II LP<br>18,777.     |                    |                          |                              |              | -18,777.         |           |
| 1,942.                                 |                                 | STCG THRU CRESTVIEW III (TE) LP          |                    |                          |                              |              | 1,942.           |           |
| 2,672.                                 |                                 | LTCG THRU GS VINTAGE V                   |                    |                          |                              |              | 2,672.           |           |
| 66,139.                                |                                 | LTCG THRU CRESTVIEW PARTNERS II          |                    |                          |                              |              | 66,139.          |           |
| 304,662.                               |                                 | DISTRIBUTION EXCESS BASIS THRU GSCP V LP |                    |                          |                              |              | 304,662.         |           |
| 1,728.                                 |                                 | PFIC CAP GAINS GS MEZZANINE 2006         |                    |                          |                              |              | 1,728.           |           |

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                     |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                       | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
| 4,225.                                       |                                       | LTCG THRU CRESTVIEW PARTNERS III TE             |                          |                                |                                    |              | 4,225.               |           |
| 116.   |                                       | LTCG THRU SPECIALTY LOAN INSTIT 2016-L          |                          |                                |                                    |              | 116.                 |           |
| 361,305.                                     |                                       | LTCG THRU HPS OFFSHORE MEZZANINE III            |                          |                                |                                    |              | 361,305.             |           |
| 10333113.                                    |                                       | SALE OF MARKETABLE SECURITIES - JPM<br>443,939. |                          |                                |                                    |              | 9,889,174.           |           |
| TOTAL GAIN (LOSS) .....                      |                                       |   |                          |                                |                                    |              | <u>13667762.</u>     |           |

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | ADJUSTED<br>NET<br>INCOME |
|--|---|-----------------------------|---------------------------|
| PFIC ORD INC HB IRISH SPECIALTY LOAN III | 11,984.                                 | 11,984.                     |                           |
| PFIC ORD INCOME THRU PROVIDENCE DEBT III | 752.                                    | 752.                        |                           |
| PFIC ORD INCOME THRU HPS LOAN MGT 9-2016 | 4,466.                                  | 4,466.                      |                           |
| PFIC ORD INCOME THRU CREDIT OPP FD 2011  | 448,699.                                | 448,699.                    |                           |
| ORD INC THRU CRESTVIEW PTRS II LP        | -1,626.                                 | -1,626.                     |                           |
| ORD INC THRU CRESTVIEW PTRS II LP - UBTI | 87,843.                                 |                             |                           |
| PORTFOLIO INCOME THRU SPECIALTY LOAN INS | 123,410.                                | 123,410.                    |                           |
| OTHER INCOME THRU CRESTVIEW PTRS II      | 1.                                      | 1.                          |                           |
| OTHER INC THRU CRESTVIEW PTRS II - UBTI  | -174.                                   |                             |                           |
| OTHER INCOME THRU FOLGER HILL            | 792,757.                                | 792,757.                    |                           |
| OTHER INCOME THRU EEZ LLC                | 1,250,000.                              | 1,250,000.                  |                           |
| SEC 1293 - ORD EARNINGS FROM QEF         | 2,820.                                  | 2,820.                      |                           |
| SEC 1293 - ORD EARNINGS FROM QEF UBTI    | 1,005.                                  |                             |                           |
| SEC 988 GAIN THRU CRESTVIEW III (TE)     | 271.                                    | 271.                        |                           |
| SEC 987 GAIN THRU GS                     | 375,709.                                | 375,709.                    |                           |
| ROYALTY INCOME THRU CRESTVIEW PTRS II    | 668.                                    | 668.                        |                           |
| OTHER INCOME THRU SOROBAN                | 1,000.                                  | 1,000.                      |                           |
| TOTALS                                   | 3,099,585.                              | 3,010,911.                  |                           |

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u>     | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|------------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| MCDERMOTT WILL & EMERY | 12,680.   |                                      |                                    | 12,680.                        |
| <b>TOTALS</b>          | <u>12,680.</u>                                    |                                      |                                    | <u>12,680.</u>                 |

ATTACHMENT 3

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u>                               | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--|---|--------------------------------------|------------------------------------|--------------------------------|
| FEDERAL TAX PAID:<br>-EXT 990-T 2018<br>-BAL DUE | 106,000.<br>411.                                  |                                      |                                    |                                |
| <b>TOTALS</b>                                    | <u>106,411.</u>                                   |                                      |                                    |                                |

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | ADJUSTED<br>NET<br>INCOME | CHARITABLE<br>PURPOSES |
|--------------------------------|---|-----------------------------|---------------------------|------------------------|
| INTEREST EXPENSE THRU:         |   |                             |                           |                        |
| -PETERSHILL II OFFSHORE        | 9,414.                                  | 9,414.                      |                           |                        |
| -PETERSHILL II OFFSHORE - UBTI | 881.                                    |                             |                           |                        |
| -CRESTVIEW PTRS II LP          | 165,799.                                | 165,799.                    |                           |                        |
| PORTFOLIO DEDUCTIONS THRU:     |   |                             |                           |                        |
| -CRESTVIEW PTRS II LP          | 70,808.                                 | 59,255.                     |                           |                        |
| -CRESTVIEW PTRS III TE         | 5,400.                                  | 5,400.                      |                           |                        |
| -PETERSHILL II OFFSHORE        | 29,368.                                 | 29,368.                     |                           |                        |
| -PETERSHILL II OFFSHORE - UBTI | 2,749.                                  |                             |                           |                        |
| -VINTAGE VII AIV OFFSHORE SCSP | 44,720.                                 | 44,720.                     |                           |                        |
| SEC 59(E)(2) EXPENDITURE THRU  |   |                             |                           |                        |
| CRESTVIEW PARTNERS II - UBTI   | 22,657.                                 |                             |                           | 15.                    |
| ILLINOIS FILING FEE            | 15.                                     |                             |                           |                        |
| ILLINOIS TAX - UBTI            | 15,000.                                 |                             |                           |                        |
| ALLOWABLE DEPLETION - UBTI     |   |                             |                           |                        |
| -CRESTVIEW II                  | 6,319.                                  |                             |                           |                        |
| N/D EXPENSE THRU K-1           | 2,797.                                  |                             |                           |                        |
| TOTALS                         | 375,927.                                | 313,956.                    |                           | 15.                    |

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u>                | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|-----------------------------------|---------------------------------|------------------------------|-----------------------|
| LONG POSITION*<br>*FULLY DISPOSED | 443,939.                        | NONE                         | NONE                  |
| TOTALS                            | <u>443,939.</u>                 | <u>NONE</u>                  | <u>NONE</u>           |

ATTACHMENT 6FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u>                          | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|---|---------------------------------|------------------------------|-----------------------|
| SEE LONG POSITION I ATTACHED                | 400,000.                        | 400,000.                     | 412,640.              |
| GS VINTAGE FUND V, LP                       | 1,393,794.                      | 1,393,794.                   | 648,081.              |
| GS CAPITAL PARTNERS 2000, LP                | 144,078.                        | 131,574.                     |                       |
| GS CAPITAL PARTNERS V LP                    |                                 |                              | 122,500.              |
| GS MEZZANINE PARTNERS 2006 LP               | 1,781,082.                      | 1,765,310.                   | 55,500.               |
| CRESTVIEW PARTNERS II LP                    | 1,511,351.                      | 876,606.                     | 1,875,459.            |
| CRESTVIEW PTRS III (TE) LP                  | 461,766.                        | 560,471.                     | 665,430.              |
| CHAYTON SAVA PROPERTY FUND                  | 1,668,746.                      | 1,573,613.                   | 300,627.              |
| HIGHBRIDGE INSTITUTIONAL                    |                                 |                              |                       |
| STRATEGIES INSTL MEZZ PTRS                  |                                 |                              | 1,031,980.            |
| SOROBAN CAYMAN FUND LTD                     | 6,693,550.                      |                              |                       |
| SOROBAN OPP CAYMAN FUND LTD                 |                                 | 6,962,533.                   | 5,482,925.            |
| HIGHBRIDGE PRINCIPAL STRAT                  |                                 |                              |                       |
| CREDIT OPPORTUNITIES FUND                   | 2,650,055.                      |                              |                       |
| HIGHBRIDGE IRISH SPECIALTY<br>LOAN FUND III | 5,250,724.                      | 3,123,618.                   | 3,282,429.            |
| GS VINTAGE FUND VIII                        |                                 |                              |                       |
| OFFSHORE HOLDINGS                           | 505,943.                        | 1,021,668.                   | 1,204,980.            |
| HIGHBRIDGE STRATEGIC CAPITAL                |                                 |                              |                       |
| PTRS TFO FUND LP                            | 10,029.                         | 10,029.                      |                       |
| THE KINGSWAY FUND FRONTIER                  | 3,211,641.                      | 3,211,641.                   | 3,552,477.            |
| CONSUMER FRANCHISES                         |                                 |                              |                       |
| PETERSHILL II OFFSHORE LP                   | 1,479,311.                      | 2,089,554.                   | 2,078,941.            |
| PROVIDENCE DEBT FUND III                    | 927,560.                        | 760,840.                     | 775,244.              |
| YOUR VOICE SPA ITALY                        | 307,175.                        | 307,175.                     | 294,811.              |
| WATFORD HOLDINGS FED FUNDS                  | 3,000,000.                      | 3,000,000.                   | 2,925,674.            |
| FOLGER HILL PARTNERS(CAYMAN)                | 1,000,000.                      | 1,000,000.                   | 819,370.              |
| CREDIT VALUE OFFSHORE FD 2016               | 1,205,533.                      | 2,008,117.                   | 1,755,096.            |
| SENTIENT FUND I, LTD                        | 5,000,000.                      |                              |                       |
| ASIA L/S CREDIT OFFSHORE FUND               | 11,000,000.                     | 11,000,000.                  | 10,953,762.           |
| OFFSHORE MEZZ PARTNERS III                  |                                 |                              |                       |
| INSTITUTIONAL, LP                           |                                 |                              |                       |
| SPECIALTY LOAN INSTITUTIONAL                | 2,570,664.                      | 5,530,566.                   | 5,972,757.            |

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u>                               | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--|---------------------------------|------------------------------|-----------------------|
| FUND 2016-L, LP                                  | 328,734.                        | 763,452.                     | 543,960.              |
| HPS LOAN MANAGEMENT 9-2016,LTD                   | 280,337.                        | 280,337.                     | 300,000.              |
| VINTAGE VII AIV OFFSHORE SCSP                    | 29,798.                         | 72,299.                      | 69,839.               |
| CRESTVIEW PARTNERS III (DE) LP                   |                                 | 49,759.                      | 75,510.               |
| SENTIENT FUND I LTD                              |                                 | 2,666,667.                   | 2,666,667.            |
| REAL ESTATE CREDIT SOLUTIONS<br>OFFSHORE FUND II |                                 | 67,845.                      | 65,190.               |
| STRATA CLO I LTD                                 |                                 | 1,000,000.                   | 1,176,471.            |
| KKR ASIAN FD III PVT IN O/S LP                   |                                 | 195,278.                     | 185,140.              |
| STARWOOD SOF XI PVT IN O/S LP                    |                                 | 47,007.                      | 30,000.               |
| SVSS IV PVT IN O/S LP                            |                                 | 164,547.                     | 152,660.              |
| TOTALS   | <u>52,811,871.</u>              | <u>52,034,300.</u>           | <u>49,476,120.</u>    |

ATTACHMENT 7

FORM 990PF, PART II - OTHER LIABILITIES

| <u>DESCRIPTION</u>              | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> |
|---------------------------------|---------------------------------|------------------------------|
| DUE TO VINTAGE VII AIV OFFSHORE | 29,857.                         | 29,857.                      |
| TOTALS                          | <u>29,857.</u>                  | <u>29,857.</u>               |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

| <u>NAME AND ADDRESS</u>  | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|--|---|---------------------|--|--|
| RICHARD B. KAPNICK<br>P.O. BOX 73<br>BOWLING GREEN STATION<br>NEW YORK, NY 10274-0073  | TRUSTEE   | 0.                  | 0.   | 0.                                       |
| KATHLEEN G. KAPNICK<br>P.O. BOX 73<br>BOWLING GREEN STATION<br>NEW YORK, NY 10274-0073 | TRUSTEE   | 0.                  | 0.   | 0.                                       |
| SCOTT B. KAPNICK<br>P.O. BOX 73<br>BOWLING GREEN STATION<br>NEW YORK, NY 10274-0073    | TREASURER   | 0.                  | 0.   | 0.                                       |
| <u>GRAND TOTALS</u>  |   | <u>0.</u>           | <u>0.</u>                                      | <u>0.</u>                                |

ATTACHMENT 9

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

SCOTT B. KAPNICK; P.O. BOX 73,  
NEW YORK, NY 10274-0073

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

| <u>DESCRIPTION</u>                               | <u>BUSINESS CODE</u> | <u>AMOUNT</u>  | <u>EXCLUSION CODE</u> | <u>AMOUNT</u>     | <u>RELATED OR EXEMPT FUNCTION INCOME</u> |
|--|----------------------|----------------|-----------------------|-------------------|--|
| ORDINARY INCOME THRU CRESTVIEW PTR II LP         | 523000               | 87,843.        | 01                    | 123,410.          |  |
| PORTFOLIO INC THRU SPECIALTY LOAN                |                      |                |                       |                   |  |
| OTHER INCOME THRU CRESTVIEW PTR II LP            | 523000               | -174.          | 01                    | 1.                |  |
| OTHER INCOME THRU CRESTVIEW PTR II LP            |                      |                |                       | 792,757.          |  |
| OTHER INCOME THRU FOLGER HILL                    |                      |                |                       | 1,250,000.        |  |
| OTHER INCOME THRU EEZ LLC                        |                      |                |                       | 448,699.          |  |
| PFIC ORD INCOME HPS CREDIT OPPORTUNITIES         |                      |                |                       | 11,984.           |  |
| PFIC ORD INCOME HB IRISH SPECIALTY LOAN FUND III |                      |                |                       | 752.              |  |
| PFIC ORD INCOME PROVIDENCE DEBT FUND III         |                      |                |                       | 4,466.            |  |
| PFIC ORD INC HPS LOAN MGMT 9-2016 LTD            |                      |                |                       | -1,626.           |  |
| ORD INCOME THRU CRESTVIEW PTRS II LP             |                      |                |                       | 668.              |  |
| ROYALTY INCOME THRU CRESTVIEW PTRS II            |                      |                |                       | 2,820.            |  |
| 1293 - ORD EARNINGS FROM QEF                     | 523000               | 1,005.         | 01                    |                   |  |
| 1293 - ORD EARNINGS FROM QEF                     |                      |                |                       | 271.              |  |
| SEC 988 GAIN THRU CRESTVIEW III (TE)             |                      |                |                       | 375,709.          |  |
| SEC 987 GAIN THRU GS                             |                      |                |                       | 1,000.            |  |
| OTHER INCOME THRU SOROBAN                        |                      |                |                       |                   |  |
| <b>TOTALS</b>                                    |                      | <u>88,674.</u> |                       | <u>3,010,911.</u> |  |