

For calendar year 2018, or tax year beginning 07-01-2018, and ending 06-30-2019

Name of foundation THE WINSTON FOUNDATION INC C/O L IPPOLITO (PAUL WEISS ET AL)		A Employer identification number 13-6161672	
Number and street (or P.O. box number if mail is not delivered to street address) 1285 AVENUE OF THE AMERICAS		Room/suite	B Telephone number (see instructions) (212) 373-3000
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10019		C If exemption application is pending, check here ▶ ☐	
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) ▶ \$ 87,627,092	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	

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)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	2,193,185	2,193,185		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	15,681,545			
	b Gross sales price for all assets on line 6a _____ 35,750,214				
	7 Capital gain net income (from Part IV, line 2) . . .		15,681,545		
	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)	14,772	14,772		
	12 Total. Add lines 1 through 11	17,889,502	17,889,502		
	13 Compensation of officers, directors, trustees, etc.	96,000	19,200		76,800
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	7,908	0		7,908
	b Accounting fees (attach schedule)	16,000	8,000		8,000
	c Other professional fees (attach schedule)	125,856	125,856		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	238,083	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	112,279	22,156		90,123
	24 Total operating and administrative expenses. Add lines 13 through 23	596,126	175,212		182,831
	25 Contributions, gifts, grants paid	4,005,000			4,005,000
	26 Total expenses and disbursements. Add lines 24 and 25	4,601,126	175,212		4,187,831
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	13,288,376			
	b Net investment income (if negative, enter -0-)		17,714,290		
	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			
	2	Savings and temporary cash investments	205,902	546,276	546,276
	3	Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____	6,540,542		
	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)			
	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)	58,116,176	77,634,567	87,080,816
	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)	64,862,620	78,180,843	87,627,092	
Liabilities	17	Accounts payable and accrued expenses	147,670	177,517	
	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)	147,670	177,517	
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	64,714,950	78,003,326	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	64,714,950	78,003,326	
31	Total liabilities and net assets/fund balances (see instructions) .	64,862,620	78,180,843		

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	64,714,950
2	Enter amount from Part I, line 27a	2	13,288,376
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	78,003,326
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	78,003,326

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a THROUGH BLACKROCK	P		
b THROUGH KKR	P		
c THROUGH FRANKLIN	P		
d THROUGH HAMILTON LANE PRIVATE OFFSHORE FUND	P		
e THROUGH WESTWOOD	P		

(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 32,076,359		16,559,620	15,516,739
b		86	-86
c 109,097			109,097
d 126,306			126,306
e 3,438,452		3,508,963	-70,511

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			15,516,739
b			-86
c			109,097
d			126,306
e			-70,511

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	15,681,545
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	4,193,000	87,604,962	0.047863
2016	4,152,502	85,286,199	0.048689
2015	4,171,644	83,410,292	0.050014
2014	4,156,932	89,151,278	0.046628
2013	4,214,347	87,620,082	0.048098

2 Total of line 1, column (d)	2	0.241292
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	0.048258
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	86,085,852
5 Multiply line 4 by line 3	5	4,154,331
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	177,143
7 Add lines 5 and 6	7	4,331,474
8 Enter qualifying distributions from Part XII, line 4	8	4,187,831

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	354,286
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	354,286
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	354,286
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	650,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	80,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	730,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.	8	11,422
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	364,292
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax ▶ 364,292 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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 ▶ <u>N/A</u>	13	Yes	
14	The books are in care of ▶ <u>L IPPOLITO PAUL WEISS ET AL</u> Telephone no. ▶ <u>(212) 373-3000</u>			

Located at ▶ 1285 AVE OF THE AMERICAS NEW YORK NY ZIP+4 ▶ 10019

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
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	☐ Yes ☐ No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No	

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURI LEVITT FRIEDLAND C/O PAUL WEISS 1285 6TH AVENUE NEW YORK, NY 10019	PRESIDENT 4.00	35,000	0	0
JAN KRUKOWSKI C/O PAUL WEISS 1285 6TH AVENUE NEW YORK, NY 10019	TREASURER 4.00	35,000	0	0
BARBARA RIFKIND C/O PAUL WEISS 1285 6TH AVENUE NEW YORK, NY 10019	SECRETARY 4.00	26,000	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				
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
CLEARBROOK INVESTMENT CONSULTING LLC 152 WEST 57TH STREET NEW YORK, NY 10019	INVESTMENT SERVICES	87,583
PAUL WEISS ET AL 1285 AVENUE OF THE AMERICAS NEW YORK, NY 10019	LEGAL AND ADMINISTRATIVE SERVICES	79,077
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	86,269,286
b	Average of monthly cash balances.	1b	1,127,518
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	87,396,804
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	87,396,804
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,310,952
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	86,085,852
6	Minimum investment return. Enter 5% of line 5.	6	4,304,293

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	4,304,293
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	354,286
b	Income tax for 2018. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	354,286
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,950,007
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,950,007
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	3,950,007

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	4,187,831
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	4,187,831
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	4,187,831

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				3,950,007
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.				
b From 2014.				
c From 2015. 12,155				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	12,155			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 4,187,831				
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.				3,950,007
e Remaining amount distributed out of corpus	237,824			
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	249,979			
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).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a.	249,979			
10 Analysis of line 9:				
a Excess from 2014.				
b Excess from 2015. 12,155				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018. 237,824				

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).)

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.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	2,193,185	
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	14,772	
8 Gain or (loss) from sales of assets other than inventory			18	15,681,545	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .		0		17,889,502	0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13		17,889,502

[illegible]

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |

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.

Title

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

Print/Type preparer's name PAUL WEIRETER	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00140887
Firm's name ▶ RSM US LLP				Firm's EIN ▶ 42-0714325
Firm's address ▶ 4 TIMES SQUARE NEW YORK, NY 10036				Phone no. (212) 372-1000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A BETTER CHANCE AT WESTPORT PO BOX 2153 WESTPORT, CT 06880		PC	GENERAL PURPOSES	5,000
ACLU FOUNDATION 125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004		PC	CIVIL RIGHTS ADVOCACY/DEFENSE FOR IMMIGRANTS	50,000
ADAPTIVE TRAINING FOUNDATION 4125 OLD DENTON RD CARROLLTON, TX 75010		PC	GENERAL PURPOSES	2,500
Total ▶ 3a				4,005,000

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>				
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW WASHINGTON, DC 20036		PC	GENERAL PURPOSES	75,000
AMERICAN FOUNDATION FOR THE BLIND 1401 SOUTH CLARK STREET SUITE 730 ARLINGTON, VA 22202		PC	GENERAL OPERATING SUPPORT	40,000
ATLANTIC CLASSICAL ORCHESTRA 141 NORTH US HIGHWAY 1 FORT PIERCE, FL 34950		PC	GENERAL PURPOSES	5,000
Total ▶ 3a				4,005,000

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>				
BARD COLLEGEPO BOX 5000 ANNANDALEONHUDSON, NY 125045000		PC	SUPPORT COLLEGE PROGRAMS FOR PRISONERS	10,000
BAY STREET THEATREPO BOX 810 SAG HARBOR, NY 11963		PC	PLAY PRODUCTION, STAFF & OPERATING SUPPORT	125,000
BENNINGTON COLLEGE1 COLLEGE DR BENNINGTON, VT 052016001		PC	GENERAL PURPOSES	50,000
Total ▶ 3a				4,005,000

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>				
BLUEPATH SERVICES DOGS 8 COUNTRY CLUB ROAD HOPEWELL JUNCTION, NY 12533		PC	GENERAL PURPOSES	10,000
BOYS & GIRLS CLUBS OF MARTIN COUNTY 11954 SE DIXIE HIGHWAY HOBE SOUND, FL 33455		PC	GENERAL PURPOSES	1,000
BOYS TOWN JERUSALEM FOUNDATION OF AMERICA INC 1 PENN PLAZA SUITE 6250 NEW YORK, NY 10119		PC	GENERAL PURPOSES	2,000
Total ▶ 3a				4,005,000

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				
BROOKLYN ACADEMY OF MUSIC 30 LAFAYETTE AVENUE BROOKLYN, NY 112171486		PC	GENERAL PURPOSES	1,000
CENTER ON WRONGFUL CONVICTIONS 375 EAST CHICAGO AVENUE CHICAGO, IL 60611		PC	GENERAL PURPOSES	8,000
CENTRAL SYNAGOGUE 123 EAST 55TH STREET NEW YORK, NY 100223566		PC	GENERAL PURPOSES	3,000
Total ▶ 3a				4,005,000

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>				
CHILD ADVOCATES OF SW CONNECTICUT 55 GREEN FARMS ROAD STE 200-6 WESTPORT, CT 06851		PC	GENERAL PURPOSES	30,000
CITY COLLEGE FUND SHEPHERD HALL 166 160 CONVENT AVENUE NEW YORK, NY 10031		PC	RIFKIND CENTER FOR THE HUMANITIES	125,000
CITY PARKS FOUNDATION 830 FIFTH AVENUE ROOM 280 NEW YORK, NY 10065		PC	TOWARD THE ONE YEAR SALARY FOR GARDENER	25,000
Total ▶ 3a				4,005,000

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>				
CLUTCH PRODUCTIONS 19 SEAMAN AVENUE 3M NEW YORK, NY 10034		PC	NEW PLAY DEVELOPMENT	45,000
CONSERVATIVE SYNAGOGUE OF WESTPORT 30 HILLSPOINT ROAD WESTPORT, CT 06880		PC	GENERAL PURPOSES	2,500
COUNCIL OF FOREIGN RELATIONS 58 EAST 68TH STREET NEW YORK, NY 10065		PC	GENERAL PURPOSES	5,000
Total ▶ 3a				4,005,000

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				
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 100015004		PC	GENERAL PURPOSES	50,000
EARTH JUSTICE 50 CALIFORNIA STREET SUITE 500 SAN FRANCISCO, CA 94111		PC	ENVIRONMENTAL LEGAL ADVOCAY	100,000
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010		PC	GENERAL PURPOSES	10,000
Total ▶ 3a				4,005,000

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>				
FILM FORUM 209 WEST HOUSTON STREET NEW YORK, NY 10014		PC	GENERAL PURPOSES	35,000
FRIENDS OF SHERWOOD ISLAND PO 544 WESTPORT, CT 06880		PC	GENERAL PURPOSES	5,000
GOATHOUSE GALLERY AND REFUGE 680 ALTON ALSTON ROAD PITTSBORO, NC 27312		PC	GENERAL PURPOSES	15,000
Total ▶ 3a				4,005,000

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>				
GUILDING EYES FOR THE BLIND 611 GRANITE SPRINGS ROAD YORKTOWN HEIGHTS, NY 10598		PC	GENERAL PURPOSES	10,000
HAMILTON COLLEGE 198 COLLEGE HILL ROAD CLINTON, NY 12223		PC	ARTHUR LEVITT PUBLIC AFFAIRS CENTER	100,000
HARVARD COLLEGE WIDENER LIBRARY HARVARD UNIVERSITY CAMBRIDGE, MA 02138		PC	GENERAL PURPOSES	5,000
Total ▶ 3a				4,005,000

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>				
HIBISCUS CHILDREN'S FOUNDATION 2920 SOUTH 25TH STREET FORT PIERCE, FL 34981		PC	GENERAL PURPOSES	30,000
HOMES WITH HOPE INC 49 RICHMONDVILLE AVENUE SUITE 212 WESTPORT, CT 06680		PC	GENERAL PURPOSES	5,000
HOSPITAL FOR SPECIAL SURGERY 535 EAST 70TH STREET NEW YORK, NY 10021		PC	GENERAL PURPOSES	445,000
Total ▶ 3a				4,005,000

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>				
HUMAN RIGHTS FIRST 75 BROAD STREET 31ST FLOOR NEW YORK, NY 10004		PC	HUMAN RIGHTS ADVOCACY	50,000
HUMAN RIGHTS WATCH 350 FIFTH AVENUE - 34TH FLOOR NEW YORK, NY 101183299		PC	VISUAL & MULTIMEDIA DOCUMENTARY ON HUMAN RIGHTS ABUSES	75,000
INDEPENDENT DIPLOMAT 45 EAST 20TH ST 6TH FLOOR NEW YORK, NY 10003		PC	GENERAL PURPOSES	75,000
Total ▶ 3a				4,005,000

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>				
LICK-WILMERDING HIGH SCHOOL 755 OCEAN AVENUE SAN FRANCISCO, CA 94112		PC	FINANCIAL AID	40,000
LINCOLN CENTER THEATRE 150 WEST 65TH STREET NEW YORK, NY 100236875		PC	GENERAL PURPOSES	40,000
MARTIN MEMORIAL FOUNDATION PO BOX 9010 STUART, FL 34995		PC	GENERAL PURPOSES	450,000
Total ▶ 3a				4,005,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 100280198		PC	GENERAL PURPOSES	15,000
NATIONAL CENTER FOR LAW AND ECONOMIC JUSTICE 275 SEVENTH AVENUE NEW YORK, NY 100016708		PC	GENERAL PURPOSES	15,000
NATIONAL COUNCIL FOR JEWISH WOMEN PENINSULA SECTION 342 CENTRAL AVENUE LAWRENCE, NY 11559		PC	GENERAL PURPOSES	2,000
Total ▶ 3a				4,005,000

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 MULTIPLE SCLEROSIS SOCIETY 733 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10017		PC	GENERAL PURPOSES	205,000
NATIONAL PUBLIC RADIO WSHU 5151 PARK AVENUE FAIRFIELD, CT 06825		PC	NPR STATION PROGRAMMING	20,000
NATURAL RESOURCE DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011		PC	GENERAL PURPOSES	40,000
Total ▶ 3a				4,005,000

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 HOSPITAL DEVELOPMENT BOX 123 525 EAST 68TH STREET NEW YORK, NY 10021		PC	FUND THE MEDICINE	60,000
NEW YORK SOCIETY LIBRARY 53 EAST 79TH STREET NEW YORK, NY 10021		PC	GENERAL PURPOSES	20,000
NEW YORK UNIVERSITY 25 WEST 4TH STREET ROOM 326 NEW YORK, NY 10012		PC	DATA ANALYTICS SCHOLARS PROGRAMS	75,000
Total ▶ 3a				4,005,000

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>				
NYU SCHOLARS AT RISK 194 MERCER STREET - ROOM 410 NEW YORK, NY 10012		PC	GENERAL PURPOSES	100,000
NYU SHANGHAI 25 WEST 4TH STREET ROOM 201A NEW YORK, NY 10012		PC	NEUROECONOMICS RESEARCH	100,000
NYU STERN SCHOOL OF BUSINESS 44 WEST FOURTH STREET NEW YORK, NY 10012		PC	GENERAL OPERATING SUPPORT	30,000
Total ▶ 3a				4,005,000

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>				
PEOPLE FOR THE AMERICAN WAY FOUNDATION 1101 15TH STREET NW SUITE 600 WASHINGTON, DC 20005		PC	GENERAL PURPOSES	100,000
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM STREET 10TH FLOOR NEW YORK, NY 10038		PC	GENERAL PURPOSES	10,000
PRIMARY STAGES 307 WEST 38TH STREET NEW YORK, NY 10018		PC	TEENWRIGHTS PROGRAM	45,000
Total ▶ 3a				4,005,000

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>				
PROMISE PROJECT 121 AVENUE OF THE AMERICAS NEW YORK, NY 10013		PC	GENERAL OPERATING GRANT	10,000
QUEENS COLLEGE - AARON COPLAND SCHOOL MUSIC BUILDING 203 65-30 KISSENA BLVD FLUSHING, NY 113671597		PC	SIR ROLAND HANNA MEMORIAL SCHOLARSHIP FUND	15,000
RETT SYNDROME RESEARCH TRUST 67 UNDER CLIFF ROAD TRUMBULL, CT 06611		PC	SUPPORT AND STIMULATE NEW RESEARCH STRATEGIES	30,000
Total ▶ 3a				4,005,000

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>				
SAVE THE SOUND 900 CHAPEL STREET UPPER MEZZANINE NEW HAVEN, CT 06510		PC	GENERAL PURPOSES	5,000
SCIENCE FRIDAY INITIATIVE 19 WEST 44TH STREET SUITE 412 NEW YORK, NY 10036		PC	SUPPORT PROGRAMMING & EDUCATIONAL RESEARCH	30,000
SEC HISTORICAL SOCIETY 1101 PENNSYLVANIA AVENUE NW SUITE 600 WASHINGTON, DC 20004		PC	GENERAL PURPOSES	1,000
Total ▶ 3a				4,005,000

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>				
SHEN WEI DANCE ARTS 165 WEST 86TH STREET NEW YORK, NY 10024		PC	GENERAL PURPOSES	30,000
SMITH COLLEGE33 ELM STREET NORTHAMPTON, MA 01063		PC	GENERAL OPERATING SUPPORT OF THE COLLEGE PROGRAMS	50,000
ST JOSEPH'S COLLEGE 1 TERRY STREET SUITE 2 PATCHOGUE, NY 11772		PC	SUPPORT NURSING PROGRAM	30,000
Total ▶ 3a				4,005,000

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>				
STONY BROOK CHILDRENS HOSPITAL HSC LEVEL 4 ROOM 172 STONY BROOK, NY 117948430		PC	SUMMER CAMP FOR CHILDREN WITH MS	25,000
STUDENT ADVOCACY INC 3 WEST MAIN STREET ELMSFORD, NY 10523		PC	GENERAL PURPOSES	1,000
TEACHERS COLLEGE OF COLUMBIA UNIVERSITY 525 WEST 120TH STREET BOX 306 NEW YORK, NY 10027		PC	SCIENCE EDUCATION SCHOLARSHIP FUND	50,000
Total ▶ 3a				4,005,000

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>				
TEMPLE BEIT HA YAM 951 SE MONTEREY COMMONS BOULEVARD STUART, FL 34996		PC	GENERAL PURPOSES	5,000
TERRANOVA COLLECTIVE 565 NORTH MADISON STREET MARSHALL, MI 49068		PC	SUPPORT DEVELOPMENT OF INNOVATIVE THEATRE	55,000
TEXAS CHILDREN'S HOSPITAL 1919 S BRAESWOOD SUITE 5214 HOUSTON, TX 77030		PC	GENERAL PURPOSES	60,000
Total ▶ 3a				4,005,000

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 24 HOUR COMPANY 151 BANK STREET ROOM 107 NEW YORK, NY 10014		PC	WORLD PREMIERE PRODUCTION	42,000
THE FIELD75 MAIDEN LANE SUITE 906 NEW YORK, NY 10038		PC	GENERAL OPERATING SUPPORT	10,000
THE FLORIDA OCEANOGRAPHIC SOCIETY 890 NE OCEAN BLVD STUART, FL 34996		PC	GENERAL PURPOSES	5,000
Total ▶ 3a				4,005,000

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 MARSHAL PROJECT 156 W 56TH ST STE 701 NEW YORK, NY 10019		PC	SUPPORT INVESTIGATIVE & CONTEXTUAL JOURNALISM ABOUT US CRIME	40,000
THE METROPOLITAN OPERA ASSOCIATION LINCOLN CENTER NEW YORK, NY 10023		PC	GENERAL PURPOSES	10,000
THE NATURE CONSERVANCY 4245 N FAIRFAX DRIVE STE 100 ARLINGTON, VA 222031606		PC	GENERAL PURPOSES	5,000
Total ▶ 3a				4,005,000

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 NEW YORK PUBLIC LIBRARY FIFTH AVENUE AND 42ND STREET ROOM 210 NEW YORK, NY 100182788		PC	GENERAL PURPOSES	75,000
THE RAND CORPORATION 1776 MAIN STREET PO 2138 SANTA MONICA, CA 904072138		PC	GENERAL PURPOSES	5,000
THE SAMUEL WAXMAN CANCER RESEARCH FOUNDATION 420 LEXINGTON AVENUE SUITE 825 NEW YORK, NY 10170		PC	GENERAL PURPOSES	5,000
Total ▶ 3a				4,005,000

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 TRUSTEES OF RESERVATIONS 200 HIGH STREET 4TH FLOOR BOSTON, MA 02110		PC	25K PRES. CIRCLE, 25K PROP. 50K LAND ACQUISITION	100,000
THEATRE FOR A NEW AUDIENCE 154 CHRISTOPHER STREET STE 3D NEW YORK, NY 10014		PC	GENERAL OPERATING SUPPORT	40,000
UNITED WAY OF LONG ISLAND 819 GRAND BOULEVARD DEER PARK, NY 11729		PC	YOUTHBUILD LONG ISLAND YOUTH PROGRAM	10,000
Total ▶ 3a				4,005,000

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>				
VERA INSTITUTE OF JUSTICE 233 BROADWAY 12TH FLOOR NEW YORK, NY 102791299		PC	ENSURE LEGAL COUNCEL FOR UNDOCUMENTED IMMIGRANTS	45,000
VICTIMS INFORMATION BUREAU OF SUFFOLK PO BOX 346 CENTRAL ISLIP, NY 11722		PC	GENERAL OPERATING SUPPORT	15,000
VILLGE HOUSE THEATER 77 BARROW STREET APT RE NEW YORK, NY 10014		PC	GENERAL PURPOSES	15,000
Total ▶ 3a				4,005,000

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>				
WEILL MEDICAL COLLEGE OF CORNELL UNIVERSITY 1300 YORK AVENUE - RM LC-401 NEW YORK, NY 10021		PC	DR. ARLEEN RIFKIND LAB FELLOWSHIP	60,000
WESTPORT COUNTRY PLAYHOUSE 25 POWERS COURT WESTPORT, CT 06880		PC	GENERAL PURPOSES	20,000
WESTPORT LIBRARY ASSOCIATION 20 JESUP ROAD WESTPORT, CT 06880		PC	GENERAL PURPOSES	14,000
Total ▶ 3a				4,005,000

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				
WESTPORT TEMPLE ISRAEL 14 COLEYTOWN ROAD WESTPORT, CT 06880		PC	GENERAL PURPOSES	10,000
WILLIAMS COLLEGE 75 PARK STREET MEARS WEST ROOM 201 WILLIAMSTOWN, MA 01267		PC	GENERAL PURPOSES	85,000
Total ▶ 3a				4,005,000

TY 2018 Accounting Fees Schedule

Name: THE WINSTON FOUNDATION INC
C/O L IPPOLITO (PAUL WEISS ET AL)

EIN: 13-6161672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RSM US LLP	16,000	8,000		8,000

TY 2018 Investments - Other Schedule**Name:** THE WINSTON FOUNDATION INC

C/O L IPPOLITO (PAUL WEISS ET AL)

EIN: 13-6161672**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
38,602 SHRS OF BLACKROCK EXTENDED EQUITY MARKET FUND B	AT COST	5,506,202	15,689,987
235 SHRS OF BLACKROCK MONEY MARKET FUND B	AT COST	235	235
1,520,982 SHRS OF BAIRD SHORT TERM BOND-INSTITUTIONAL	AT COST	14,724,146	14,829,575
525,872 SHRS OF CALVERT INTERNATIONAL RESP INDEX FUND I	AT COST	12,233,630	12,168,682
459,543 SHRS OF DIMENSIONAL EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO	AT COST	6,708,728	6,249,783
443,191 SHRS OF FRANKLIN K2 ALTERNATIVE STRATEGIES	AT COST	4,945,403	5,114,420
474,295 SHRS OF METWEST TOTAL RETURN BOND FUND CLASS I	AT COST	5,138,593	5,169,810
894,646 SHRS OF VANGUARD FTSE SOCIAL INDEX INST	AT COST	16,578,369	17,552,962
12.65% OWNERSHIP OF FARALLON CAPITAL F5 INVESTORS I, LP	AT COST	5,587,013	5,587,013
02.03% OWNERSHIP OF HAMILTON LANE PRIVATE EQUITY OFFSHORE FUND VI L.P.	AT COST	1,642,519	1,575,286
03.44% OWNERSHIP OF KKR CORPORATE CREDIT PARTNERS L.P. CLASS A	AT COST	15,296	15,816
01.48% OWNERSHIP OF HANCOCK TIMBERLAND IX INC.	AT COST	4,554,433	3,127,247

TY 2018 Legal Fees Schedule

Name: THE WINSTON FOUNDATION INC
C/O L IPPOLITO (PAUL WEISS ET AL)

EIN: 13-6161672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAUL WEISS ET AL.	7,908	0		7,908

TY 2018 Other Expenses Schedule

Name: THE WINSTON FOUNDATION INC
C/O L IPPOLITO (PAUL WEISS ET AL)

EIN: 13-6161672

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE FEE	71,169	14,234		56,935
FILING FEE	1,500	0		1,500
OTHER EXPENSES	39,610	7,922		31,688

TY 2018 Other Income Schedule

Name: THE WINSTON FOUNDATION INC
C/O L IPPOLITO (PAUL WEISS ET AL)

EIN: 13-6161672

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME - BLACKROCK	3,789	3,789	3,789
OTHER INCOME - KKR	10,983	10,983	10,983

TY 2018 Other Professional Fees Schedule

Name: THE WINSTON FOUNDATION INC
C/O L IPPOLITO (PAUL WEISS ET AL)

EIN: 13-6161672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BLACK ROCK INVESTMENTS	2,583	2,583		0
HAMILTON LANE PRIVATE EQUITY OFFSHORE FUND	35,690	35,690		0
CLEARBROOK INVESTMENT CONSULTING LLC	87,583	87,583		0

TY 2018 Taxes Schedule

Name: THE WINSTON FOUNDATION INC
C/O L IPPOLITO (PAUL WEISS ET AL)

EIN: 13-6161672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	238,083	0		0