

Form 990-PF

Department of the Treasury  
Internal Revenue Service

## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

► Do not enter social security numbers on this form as it may be made public.  
► Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No. 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

DEC 1, 2018

, and ending

NOV 30, 2019

1911

Name of foundation

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

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

155 E 44TH STREET, 28TH FL

A Employer identification number

13-3267113

B Telephone number

212-867-0990

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

NEW YORK, NY 10017

C If exemption application is pending, check here ►

D 1. Foreign organizations, check here ►

2. Foreign organizations meeting the 85% test,  
check here and attach computation ►E If private foundation status was terminated  
under section 507(b)(1)(A), check here ►F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ►

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

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **► \$ 39,246,567.** J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,000,000.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments		59,971.	59,971.		STATEMENT 1
3 Dividends and interest from securities		628,968.	628,968.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	17,322,233.	3,113,017.			
7 Capital gain net income (from Part IV, line 2)			3,113,017.		
8 Net short-term capital gain				N/A	
9 Income modifications Gross sales less returns 10a and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,187.	2,187.	0.	STATEMENT 3
12 Total Add lines 1 through 11		5,804,143.	3,804,143.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	STMT 4	3,130.	1,565.	0.	1,565.
b Accounting fees	STMT 5	7,875.	3,938.	0.	3,937.
c Other professional fees	STMT 6	141,210.	70,605.	0.	70,605.
17 Interest		5,255.	5,255.	0.	0.
18 Taxes	STMT 7	43,555.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 8	482,374.	480,708.	0.	1,672.
24 Total operating and administrative expenses. Add lines 13 through 23		683,399.	1562,065.	0.	77,779.
25 Contributions, gifts, grants paid		3,911,056.			3,911,056.
26 Total expenses and disbursements. Add lines 24 and 25		4,594,455.	562,065.	0.	3,988,835.
27 Subtract line 26 from line 12:		1,209,688.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		3,242,078.			
c Adjusted net income (if negative, enter -0-)				0.	

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

Form 990-PF (2018)

13-3267113

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	2,318,827.	2,612,522.	2,612,522.	
	2	Savings and temporary cash investments				
	3	Accounts receivable ►				
		Less: allowance for doubtful accounts ►				
	4	Pledges receivable ►				
		Less: allowance for doubtful accounts ►				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons	670.			
	7	Other notes and loans receivable ►				
		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	STMT 12	1,202,994.	1,152,673.	1,169,279.
	b	Investments - corporate stock	STMT 13	15,156,389.	17,117,830.	24,547,723.
	c	Investments - corporate bonds	STMT 14	7,068,696.	8,006,224.	8,067,134.
	11	Investments - land, buildings, and equipment basis ►				
		Less accumulated depreciation ►				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 15	2,016,766.	371,077.	377,841.
	14	Land, buildings, and equipment: basis ►				
		Less accumulated depreciation ►				
	15	Other assets (describe ►)		2,740,121.	2,472,068.	2,472,068.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		30,504,463.	31,732,394.	39,246,567.
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				
	22	Other liabilities (describe ►)		2,644,330.	2,644,330.	
	23	Total liabilities (add lines 17 through 22)		2,644,330.	2,644,330.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
		and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		27,860,133.	29,088,064.	STATEMENT 11
	30	Total net assets or fund balances		27,860,133.	29,088,064.	
	31	Total liabilities and net assets/fund balances		30,504,463.	31,732,394.	

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	27,860,133.
2	Enter amount from Part I, line 27a	2	1,209,688.
3	Other increases not included in line 2 (itemize) ►	3	46,576.
4	Add lines 1, 2, and 3	4	29,116,397.
5	Decreases not included in line 2 (itemize) ►	5	28,333.
		6	29,088,064.
	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30		

Form 990-PF (2018)

823511 12-11-18

13381009 130816 7200670

2  
2018.06030 FRANCES & BENJAMIN BENENS 72006701

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	STCG - NEUBERGER BERMAN (SEE ATTACHED)	P	01/01/19	12/31/19
b	LTCG - NEUBERGER BERMAN (SEE ATTACHED)	P	01/01/18	12/31/19
c	JP MORGAN PARTNERS GLOBAL PRIVATE INVESTMENT	P	01/01/17	12/31/19
d	JP MORGAN PARTNERS GLOBAL PRIVATE INVESTMENT	P	01/01/17	12/31/19
e	LTCG - OTHER	P	01/01/17	12/31/19
f	STCG - WELLS FARGO (SEE ATTACHED)	P	01/01/19	12/31/19
g	LTCG - WELLS FARGO (SEE ATTACHED)	P	01/01/17	12/31/19
h				
i				
j				
k				
l				
m				
n				
o				

(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 5,824,600.		5,665,674.	158,926.
b 6,130,463.		4,139,292.	1,991,171.
c			-42,224.
d			-4.
e 1,000,000.			1,000,000.
f 1,703,231.		1,704,071.	-840.
g 2,663,939.		2,657,951.	5,988.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			** 158,926.
b			1,991,171.
c	(		-42,224.
d			-4.
e			1,000,000.
f			** -840.
g			5,988.
h			
i			
j			
k			
l			
m			
n			
o			

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	3,113,017.
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). If (loss), enter "-0-" in Part I, line 8 } 3		158,086.

## FRANCES &amp; BENJAMIN BENENSON FOUNDATION

Form 990-PF (2018)

INC.

13-3267113

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income		SEE ATTACHED STATEMENT		
(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 P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e 17,322,233.		14,166,988.	3,113,017.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			3,113,017.	
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	3,113,017.
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). If (loss), enter -0- in Part I, line 8	{ }		3	158,086.
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.				
1 Enter the appropriate amount in each column for each year, see the 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	4,571,281.	36,066,724.	.126745	
2016	4,265,801.	34,655,733.	.123091	
2015	4,519,228.	35,161,048.	.128529	
2014	4,470,471.	35,355,225.	.126444	
2013	2,587,809.	34,086,524.	.075919	
2 Total of line 1, column (d)			2	.580728
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	.116146
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4	35,438,722.
5 Multiply line 4 by line 3			5	4,116,066.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	32,421.
7 Add lines 5 and 6			7	4,148,487.
8 Enter qualifying distributions from Part XII, line 4			8	3,988,835.
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.				

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

Form 990-PF (2018)

13-3267113

Page 4

**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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2018 estimated tax payments and 2017 overpayment credited to 2018

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 16,391.

6b 0.

6c 31,500.

6d 0.

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2019 estimated tax ►

Refunded ►

11

**Part VII-A Statements Regarding Activities**

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?

Yes  No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition  
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1a   
1b   
1c

c Did the foundation file Form 1120-POL for this year?

1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

2

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

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?

5

If "Yes," attach the statement required by *General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

6

• 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?

7

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ► NONE

8a

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation

8b

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 tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV

9

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10

Form 990-PF (2018)

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

Form 990-PF (2018)

13-3267113

Page 5

**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  Yes  No  
11 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  Yes  No  
12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  Yes  No  
13 X

Website address ► N/A

14 The books are in care of ► ORGANIZATION'S TREASURER Telephone no. ► 212 867-0990  
Located at ► 155 E 44TH ST, 28TH FL, NEW YORK, NY ZIP+4 ► 10017

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 | N/A ►  Yes  No  
15 | N/A ►  Yes  No  
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►  Yes  No  
16 X

**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  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 Organizations relying on a current notice regarding disaster assistance, check here ► N/A ►  Yes  No  
1b | X

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 |  Yes  No  
1c | X

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 ► 2a |  Yes  No  
2a | X

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 |  Yes  No  
2b | X

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 2c |  Yes  No  
2c | X

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  
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 |  Yes  No  
3b | X

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► 4a |  Yes  No  
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 |  Yes  No  
4b | X

Form 990-PF (2018)

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

Form 990-PF (2018)

13-3267113

Page 6

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

		<b>Yes</b>	<b>No</b>	
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))?	<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				
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.	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No	
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?	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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2018)

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

Form 990-PF (2018)

13-3267113

Page 7

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

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

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

Total number of others receiving over \$50,000 for professional services ► 0

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

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

	Expenses
1 NONE	
	0.
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

	Amount
1 NONE	
	0.
2 NONE	
	0.
All other program-related investments See instructions.	
3 NONE	
Total. Add lines 1 through 3 ►	0.

Form 990-PF (2018)

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

Form 990-PF (2018)

13-3267113

Page 8

**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 28,478,685.
b	Average of monthly cash balances	1b 4,989,605.
c	Fair market value of all other assets	1c 2,510,108.
d	<b>Total</b> (add lines 1a, b, and c)	1d 35,978,398.
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 35,978,398.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 539,676.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 35,438,722.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 1,771,936.

**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 1,771,936.
2a	Tax on investment income for 2018 from Part VI, line 5	2a 64,842.
b	Income tax for 2018. (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 64,842.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 1,707,094.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 1,707,094.
6	Deduction from distributable amount (see instructions)	6 0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 1,707,094.

**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 3,988,835.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 3,988,835.
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	5 0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 3,988,835.

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.

Form 990-PF (2018)

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

Form 990-PF (2018)

13-3267113

Page 9

**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				1,707,094.
2 Undistributed income, if any, as of the end of 2018			0.	
a Enter amount for 2017 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	923,713.			
b From 2014	2,750,378.			
c From 2015	2,777,877.			
d From 2016	2,554,235.			
e From 2017	2,819,283.			
f Total of lines 3a through e	11,825,486.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 3,988,835.			0.	
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount				1,707,094.
e Remaining amount distributed out of corpus	2,281,741.			
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:	14,107,227.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
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		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 instr.				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)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7			0.	
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	923,713.			
10 Analysis of line 9.	13,183,514.			
a Excess from 2014	2,750,378.			
b Excess from 2015	2,777,877.			
c Excess from 2016	2,554,235.			
d Excess from 2017	2,819,283.			
e Excess from 2018	2,281,741.			

823581 12-11-18

Form 990-PF (2018)



FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

Form 990-PF (2018)

13-3267113 Page 11

**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)				
<b>a Paid during the year</b>				
VARIOUS - SEE STATEMENT 155 E 44TH ST, 28TH FL NEW YORK, NY 10017	NONE	NONE	CONTRIBUTIONS	3,911,056.
<b>Total</b>			► 3a	3,911,056.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			► 3b	0.

Form 990-PF (2018)

823611 12-11-18

13381009 130816 7200670

11  
2018.06030 FRANCES & BENJAMIN BENENS 72006701

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

Form 990-PF (2018)

13-3267113 Page 12

## Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	59,971.
4 Dividends and interest from securities			14	628,968.
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			01	2,187.
8 Gain or (loss) from sales of assets other than inventory			18	3,113,017.
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.		3,804,143.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	3,804,143.
(See worksheet in line 13 instructions to verify calculations.)				

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



**Schedule B**

(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

OMB No 1545 0047

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

**2018**

Name of the organization

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

Employer identification number

13-3267113

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ  501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organizationForm 990-PF  501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

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

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose Don't complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ \_\_\_\_\_

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

Name of organization

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

Employer identification number

13-3267113

**Part I** **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	B.W. BENENSON  155 E 44TH ST, 28TH FL  NEW YORK, NY 10017	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

Employer identification number

13-3267113

**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions )	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions )	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions )	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions )	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions )	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions )	(d) Date received
		\$ _____	_____

823453 11-08-18

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

**Name of organization**

FRANCES & BENJAMIN BENENSON FOUNDATION  
INC.

**Employer identification number**

13-3267113

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ► \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b> <hr/> <hr/> <hr/>		<b>Relationship of transferor to transferee</b> <hr/> <hr/> <hr/>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b> <hr/> <hr/> <hr/>		<b>Relationship of transferor to transferee</b> <hr/> <hr/> <hr/>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b> <hr/> <hr/> <hr/>		<b>Relationship of transferor to transferee</b> <hr/> <hr/> <hr/>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b> <hr/> <hr/> <hr/>		<b>Relationship of transferor to transferee</b> <hr/> <hr/> <hr/>

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORTGAGE BACKED SECURITIES	36,223.	36,223.	0.
OTHER	1,868.	1,868.	0.
U.S. TREASURY BILLS	21,880.	21,880.	0.
TOTAL TO PART I, LINE 3	59,971.	59,971.	0.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME -					
CORPORATE BONDS	291,420.	0.	291,420.	291,420.	0.
SEE ATTACHED DIVIDEND STATEMENT	337,548.	0.	337,548.	337,548.	0.
TO PART I, LINE 4	628,968.	0.	628,968.	628,968.	0.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INT. INCOME-JP MORGAN PTN. GLOBAL PRI INV	50.	50.	0.
INT. INCOME-JP MORGAN PTN. GLOBAI INVEST	37.	37.	0.
PTN INCOME-PASSIVE - AIG EUROPEAN RE PTNRS LP	1,757.	1,757.	0.
LAWSUIT SETTLEMENT	343.	343.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	2,187.	2,187.	0.

## FORM 990-PF

## LEGAL FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	3,130.	1,565.	0.	1,565.
TO FM 990-PF, PG 1, LN 16A	3,130.	1,565.	0.	1,565.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	7,875.	3,938.	0.	3,937.
TO FORM 990-PF, PG 1, LN 16B	7,875.	3,938.	0.	3,937.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	141,210.	70,605.	0.	70,605.
TO FORM 990-PF, PG 1, LN 16C	141,210.	70,605.	0.	70,605.

## FORM 990-PF

## TAXES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAXES	1,555.	0.	0.	0.
FEDERAL INCOME TAXES	42,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	43,555.	0.	0.	0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENCES, PERMITS, FEES	775.	0.	0.	775.
INVESTMENT EXPENSES	230,541.	230,541.	0.	0.
MISCELLANEOUS EXPENSES	523.	0.	0.	523.
MANAGEMENT EXPENSE	250,000.	250,000.	0.	0.
DIVIDEND CHARGES	3.	3.	0.	0.
PTN EXPENSE - MISC 2%				
EXPENSES	158.	158.	0.	0.
50% MEALS AND ENTERTAINMENT	374.	0.	0.	374.
TO FORM 990-PF, PG 1, LN 23	482,374.	480,702.	0.	1,672.

## FORM 990-PF

## OTHER INCREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 9

DESCRIPTION	AMOUNT
NONTAXABLE INCOME FROM PASSTHRU ENTITY	46,576.
TOTAL TO FORM 990-PF, PART III, LINE 3	46,576.

## FORM 990-PF

## OTHER DECREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 10

DESCRIPTION	AMOUNT
NON DEDUCTIBLE EXPENSES	27,959.
50% DISALLOWED MEALS AND ENTERTAINMENT	374.
TOTAL TO FORM 990-PF, PART III, LINE 5	28,333.

## FRANCES &amp; BENJAMIN BENENSON FOUNDATION I

13-3267113

FORM 990-PF

OTHER FUNDS

STATEMENT 11

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ACCM. INC. AND OTHER FUNDS	27,860,133.	29,088,064.
TOTAL TO FORM 990-PF, PART II, LINE 29	27,860,133.	29,088,064.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 12

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MKTABLE. BONDS-GOV'T AGENCIES	X		1,152,673.	1,169,279.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,152,673.	1,169,279.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,152,673.	1,169,279.

FORM 990-PF

CORPORATE STOCK

STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN - SEE STMT.	16,107,824.	23,537,723.
WELLS FARGO - FIDELITY GOVT PROTFOLIO INS. CLASS SHARES	1,010,006.	1,010,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	17,117,830.	24,547,723.

FRANCES & BENJAMIN BENENSON FOUNDATION I

13-3267113

FORM 990-PF

CORPORATE BONDS

STATEMENT 14

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELS FARGO- SEE STMT.	8,006,224.	8,067,134.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,006,224.	8,067,134.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 15

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AIG EUROPEAN REAL ESTATE MTGE. BACKED SECURITY	COST COST	44,752. 326,325.	44,752. 333,089.
TOTAL TO FORM 990-PF, PART II, LINE 13		371,077.	377,841.

FORM 990-PF

OTHER ASSETS

STATEMENT 16

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CASH IN NEUBERGER AND BERMAN	2,606,762.	2,439,724.	2,439,724.
CASH IN J.P. MORGAN	26,095.	33,194.	33,194.
CASH IN WACHOVIA/WELLS FARGO	107,264.	-850.	-850.
TO FORM 990-PF, PART II, LINE 15	2,740,121.	2,472,068.	2,472,068.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 17

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INVESTMENT - QUELLOS STRATEGY PNR II LTD	1,125,000.	1,125,000.
INVESTMENT - KS INTERNATIONAL	652,198.	652,198.
INVESTMENT - PROVIDENCE MBS OFFSHORE FD	867,132.	867,132.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,644,330.	2,644,330.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 18

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE W BENENSON 155 E 44TH ST, 28TH FL NEW YORK, NY 10017	CO-PRESIDENT 0.00	0.	0.	0.
FREDERICK C BENENSON 155 E 44TH ST, 28TH FL NEW YORK, NY 10017	CO-PRESIDENT 0.00	0.	0.	0.
LAWRENCE B BENENSON 155 E 44TH ST, 28TH FL NEW YORK, NY 10017	CO-PRESIDENT 0.00	0.	0.	0.
RICHARD KESSLER 155 E 44TH ST, 28TH FL NEW YORK, NY 10017	VICE-PRESIDENT 0.00	0.	0.	0.
LAWRENCE A SIPKIN 155 E 44TH ST, 28TH FL NEW YORK, NY 10017	TREASURER & SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.