

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	1,652,654.		
	2 Savings and temporary cash investments	93,470.		
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	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)	26,316.		
	c Investments – corporate bonds (attach schedule)	435,648.		
	11 Investments – land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)	1,780,539.			
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).	3,988,627.	1X0.	1X0.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	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	3,988,627.		
30 Total net assets or fund balances (see instructions)	3,988,627.	0.		
31 Total liabilities and net assets/fund balances (see instructions)	3,988,627.	0.		

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	3,988,627.
2 Enter amount from Part I, line 27a	2	-2,140,615.
3 Other increases not included in line 2 (itemize) <u>See Statement 7</u>	3	51,273.
4 Add lines 1, 2, and 3	4	1,899,285.
5 Decreases not included in line 2 (itemize) <u>See Statement 8</u>	5	1,899,285.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)	(b) How acquired P -- Purchase D -- Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a Publicly Traded Securities-Short Term	P	Various	Various
b Publicly Traded Securities-Long Term	P	Various	Various
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 55,000.		51,179.	3,821.
b 2,440,002.		2,258,312.	181,690.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			3,821.
b			181,690.
c			
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	185,511.
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	3,821.

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

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

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

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

(a) 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	3,048,306.	46,907,284.	0.064986
2016	2,638,078.	66,092,588.	0.039915
2015	2,941,731.	59,177,834.	0.049710
2014	2,692,367.	53,768,315.	0.050073
2013	2,363,660.	58,722,284.	0.040251

2 Total of line 1, column (d)	2	0.244935
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	0.048987
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 .	4	2,058,705.
5 Multiply line 4 by line 3	5	100,850.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,296.
7 Add lines 5 and 6	7	103,146.
8 Enter qualifying distributions from Part XII, line 4	8	2,358,410.

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

3

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax due is 0, refunded 5,204.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns for Yes/No. Includes questions about political campaigns, expenditures, and state registration. Marked with '2' on the right.

BAA

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			X
12				X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		X	
13		X		
14	The books are in care of ▶ <u>J. BRADLEY, P.C.</u> Telephone no ▶ <u>(212) 764-0644</u> Located at ▶ <u>55 WEST 39TH STREET, 17TH FLOOR NEW YORK NY</u> ZIP + 4 ▶ <u>10018</u>			
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	N/A		<input type="checkbox"/>
15				N/A
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.

		Yes	No
1 a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>	1 b	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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Steven A. Elkes c/o 55 West 39th St, 17th Fl New York, NY 10018	Trustee 20.00	14,305.	0.	0.
David A. Elkes c/o 55 West 39th St, 17th Fl New York, NY 10018	Trustee 20.00	14,305.	0.	0.
Daniel A. Elkes c/o 55 West 39th St, 17th Fl New York, NY 10018	Trustee 20.00	14,305.	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
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 N/A ----- -----	
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 N/A ----- -----	
2 ----- -----	
All other program-related investments See instructions 3 ----- -----	
Total. Add lines 1 through 3	

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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	1 a	1,462,492.
b	Average of monthly cash balances	1 b	627,564.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	2,090,056.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,090,056.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	31,351.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,058,705.
6	Minimum investment return. Enter 5% of line 5	6	102,935.

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	102,935.
2a	Tax on investment income for 2018 from Part VI, line 5	2 a	2,296.
b	Income tax for 2018 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	2,296.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	100,639.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	100,639.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	100,639.

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	1 a	2,358,410.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,358,410.
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	2,296.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,356,114.

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				100,639.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			2,156,234.	
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				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: \$ 2,358,410.				
a Applied to 2017, but not more than line 2a			2,156,234.	
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				100,639.
e Remaining amount distributed out of corpus	101,537.			
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	101,537.			
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	101,537.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018	101,537.			

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

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

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

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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))
 None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
 None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year				
Total				▶ 3 a
<i>b</i> Approved for future payment				
Total				▶ 3 b

The Elkes Foundation
Schedule of Other Information
FYE 11/30/19

Part II

Line 10B - Investments in Corporate Stock

	(a) Beginning of Year <u>Book Value</u>	(b) End of Year <u>Book Value</u>	(c) End of Year <u>Fair Market Value</u>
7,747 Metabolex Inc.	26,316	-	-
	<u>\$ 26,316</u>	<u>-</u>	<u>-</u>

Part II

Line 10C - Investments in Corporate Bonds

	(a) Beginning of Year <u>Book Value</u>	(b) End of Year <u>Book Value</u>	(c) End of Year <u>Fair Market Value</u>
\$100,000 Prudential Financial Inc. 7.375% due 6/15/19	102,291	-	-
\$200,000 Bank of America Corp. 7.625% due 6/1/19	204,432	-	-
\$100,000 Bank of America Corp. 7.75% due 5/14/38	<u>128,925</u>	<u>-</u>	<u>-</u>
	<u>\$ 435,648</u>	<u>\$ -</u>	<u>\$ -</u>

Part II

Line 13 - Other Investments

	(a) Beginning of Year <u>Book Value</u>	(b) End of Year <u>Book Value</u>	(c) End of Year <u>Fair Market Value</u>
2,431,639 Stone Harbor High Yield Fund	18,724	-	-
Investment in Brookside Capital Partners Fund LP	30,138	-	-
186,001.875 Vanguard Long- Term Investment Fund	<u>1,731,677</u>	<u>-</u>	<u>-</u>
	<u>\$ 1,768,539</u>	<u>\$ -</u>	<u>\$ -</u>

THE ELKES FOUNDATION

13-3497016

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Federal Tax Refund	\$ 37,812.		\$ 37,812.
Income from Gallup Assoc.	3,110.	\$ 3,110.	3,110.
Total	<u>\$ 40,922.</u>	<u>\$ 3,110.</u>	<u>\$ 40,922.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Davidson Dawson & Clark LLP	\$ 13,411.	\$ 6,706.	\$ 13,411.	
Total	<u>\$ 13,411.</u>	<u>\$ 6,706.</u>	<u>\$ 13,411.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
J. Bradley, P.C.	\$ 21,050.		\$ 21,050.	
Total	<u>\$ 21,050.</u>	<u>\$ 0.</u>	<u>\$ 21,050.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NYS Filing Fees	\$ 275.		\$ 275.	
Total	<u>\$ 275.</u>	<u>\$ 0.</u>	<u>\$ 275.</u>	<u>\$ 0.</u>

THE ELKES FOUNDATION

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 106.		\$ 106.	
Total	<u>\$ 106.</u>	<u>\$ 0.</u>	<u>\$ 106.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Donee's Name: Donee's Address:	TENANTS TOGETHER 474 VALENCIA STREET SAN FRANCISCO CA 94103	\$ 10,000.
Amount Given:		
Donee's Name: Donee's Address:	THE NEW MUSEUM 235 BOWERY NEW YORK NY 10002	5,000.
Amount Given:		
Donee's Name: Donee's Address:	HUDSON VALLEY AMATEUR ATHLETE 78 MEADOW ROAD BRIARCLIFF NY 10510	5,000.
Amount Given:		
Donee's Name: Donee's Address:	1,000 BOOKS FOUNDATION 90 BROAD STREET NEW YORK NY 10004	10,000.
Amount Given:		
Donee's Name: Donee's Address:	MEMORIAL SLOAN KETTERING CANCER CENTER P.O. BOX 27106 NEW YORK NY 10087	5,000.
Amount Given:		
Donee's Name: Donee's Address:	THE LITTLEST LAMB P.O. BOX 592 RYE NY 10580	32,000.
Amount Given:		
Donee's Name: Donee's Address:	LITERACY INC. 5030 BROADWAY NEW YORK NY 10034	10,000.
Amount Given:		
Donee's Name: Donee's Address:	FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE STREET PHILADELPHIA PA 19103	10,000.
Amount Given:		
Donee's Name: Donee's Address:	OSSINING CHILDREN CENTER 90-92 S. HIGHLAND AVENUE	

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Statement 6 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:	OSSINING NY 10562	\$	3,000.
Donee's Name:	NY PUBLIC LIBRARY		
Donee's Address:	476 FIFTH AVENUE NEW YORK NY 10018		
Amount Given:			20,000.
Donee's Name:	WESTCHESTER COLLABORATIVE THEATER		
Donee's Address:	P.O. BOX 522 OSSINING NY 10562		
Amount Given:			1,500.
Donee's Name:	MIDDLEBURY COLLEGE		
Donee's Address:	700 EXCHANGE STREET MIDDLEBURY VT 05753		
Amount Given:			16,000.
Donee's Name:	STUART EDUCATIONAL FOUNDATION		
Donee's Address:	P.O. BOX 4612 FALLS CHURCH VA 22044		
Amount Given:			10,000.
Donee's Name:	FREE MINDS BOOK CLUB		
Donee's Address:	1816 12TH STREET, N.W. WASHINGTON DC 20009		
Amount Given:			10,000.
Donee's Name:	UN PRISON PROJECT		
Donee's Address:	P.O. BOX 492 SAN QUENTIN CA 94964		
Amount Given:			10,000.
Donee's Name:	ANACOSTIA WATERSHED PROJECT		
Donee's Address:	4302 BALTIMORE AVENUE BLADENSBURG MD 20710		
Amount Given:			15,000.
Donee's Name:	SAN CARLOS EDUCATIONAL FOUNDATION		
Donee's Address:	P.O. BOX 1214 SAN CARLOS CA 94070		
Amount Given:			150,000.
Donee's Name:	JAMES BEARD FOUNDATION		
Donee's Address:	167 WEST 12TH STREET NEW YORK NY 10011		
Amount Given:			35,000.
Donee's Name:	VISITING NURSE SERVICES OF NY		
Donee's Address:	5 PENN PLAZA NEW YORK NY 10001		
Amount Given:			25,000.
Donee's Name:	PRINCETON UNIVERSITY		
	PRINCETON NJ 08540		

THE ELKES FOUNDATION

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Statement 6 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:		\$ 125,000.
Donee's Name:	MCPS EDUCATIONAL FOUNDATION	
Donee's Address:	1112 11TH STREET NW WASHINGTON DC 20001	
Amount Given:		50,000.
Donee's Name:	NEW LONDON BARN PLAYHOUSE	
Donee's Address:	P.O. BOX 9 NEW LONDON NH 03257	
Amount Given:		15,000.
Donee's Name:	CENTER FOR SAFETY AND CHANGE	
Donee's Address:	9 JOHNSON LANE NEW CITY NY 10956	
Amount Given:		5,150.
Donee's Name:	REACH OUT & READ OF GREATER NEW YORK	
Donee's Address:	30 EAST 33RD STREET NEW YORK NY 10016	
Amount Given:		20,000.
Donee's Name:	HUDSON RIVER SLOOP CLEARWATER INC.	
Donee's Address:	74 WOLCOTT AVENUE BEACON NY 12508	
Amount Given:		44,970.
Donee's Name:	RED WIGGLER COMMUNITY FARM	
Donee's Address:	P.O. BOX 968 CLARKSBURG MD 20871	
Amount Given:		50,000.
Donee's Name:	LINCOLN CENTER FOR THE PERFORMING ARTS	
Donee's Address:	70 LINCOLN CENTER PLAZA NEW YORK NY 10023	
Amount Given:		10,000.
Donee's Name:	JACOB BURNS FILM CENTER	
Donee's Address:	405 MANVILLE ROAD PLEASANTVILLE NY 10572	
Amount Given:		15,000.
Donee's Name:	THE PARENT CHILD HOME PROGRAM INC.	
Donee's Address:	1415 KELLUM PLACE GARDEN CITY NY 11530	
Amount Given:		20,000.
Donee's Name:	DOCTORS WITHOUT BORDERS	
Donee's Address:	333 SEVENTH AVENUE NEW YORK NY 10001	
Amount Given:		100,000.
Donee's Name:	JILL'S HOUSE	
Donee's Address:	9011 LEESBURG PIKE VIENNA VA 22182	

THE ELKES FOUNDATION

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Statement 6 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:		\$	50,000.
Donee's Name:	GLEN ECHO PARK PARTNERSHIP		
Donee's Address:	7300 MC ARTHUR BLVD. GLEN ECHO MD 20812		
Amount Given:			50,000.
Donee's Name:	ALL STARS PROJECT INC.		
Donee's Address:	543 WEST 42ND STREET NEW YORK NY 10036		
Amount Given:			87,000.
Donee's Name:	ANNANDALE CHRISTIAN COMMUNITY FOR ACTION		
Donee's Address:	7200 COLUMBIA PIKE ANNANDALE VA 22003		
Amount Given:			5,000.
Donee's Name:	WAMU		
Donee's Address:	ID# 53-0196549		
Amount Given:			88,500.
Donee's Name:	CALIFORNIA ACADEMY OF SCIENCES		
Donee's Address:	55 MUSIC CONCOURSE DRIVE SAN FRANCISCO CA 94118		
Amount Given:			10,000.
Donee's Name:	PAJAMA PROGRAM		
Donee's Address:	114 EAST 39TH STREET NEW YORK NY 10016		
Amount Given:			10,000.
Donee's Name:	CHILDREN'S HOSPITAL AT MONTEFIORE		
Donee's Address:	111 EAST 210TH STREET BRONX NY 10467		
Amount Given:			500.
Donee's Name:	CORPORATION OF THE FINE ARTS MUSEUM		
Donee's Address:	50 HAGIWARA TEA GARDEN SAN FRANCISCO CA 94118		
Amount Given:			10,000.
Donee's Name:	FOR ALL SEASONS		
Donee's Address:	P.O. BOX 264 BRIARCLIFF NY 10510		
Amount Given:			1,500.
Donee's Name:	ONE PURPOSE SCHOOL		
Donee's Address:	P.O. BOX 24509 SAN FRANCISCO CA 94124		
Amount Given:			22,500.
Donee's Name:	FACING HISTORY AND OURSELVES		
Donee's Address:	16 HURD ROAD BROOKLINE MA 02475		
Amount Given:			1,500.

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Statement 6 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Name:	SAN FRANCISCO BALLET ASSOCIATES	
Donee's Address:	455 FRANKLIN STREET SAN FRANCISCO CA 94102	
Amount Given:		\$ 8,000.
Donee's Name:	PLANNED PARENTHOOD OF HUDSON VALLEY	
Donee's Address:	178 CHURCH STREET POUGHKEEPSIE NY 12601	
Amount Given:		6,000.
Donee's Name:	REACH OUT & READ INC.	
Donee's Address:	89 SOUTH STREET BOSTON MA 02111	
Amount Given:		20,000.
Donee's Name:	SUNDANCE INSTITUTE	
Donee's Address:	P.O. BOX 684429 PARK CITY UT 84068	
Amount Given:		5,000.
Donee's Name:	THE CASHMERE FOUNDATION	
Donee's Address:	1770 BROADWAY SAN FRANCISCO CA 94109	
Amount Given:		10,000.
Donee's Name:	DUKE UNIVERSITY	
Donee's Address:	2138 CAMPUS DRIVE DURHAM NC 27708	
Amount Given:		12,500.
Donee's Name:	TEATOWN LAKE RESERVATION	
Donee's Address:	1600 SPRING VALLEY ROAD OSSINING NY 10562	
Amount Given:		6,000.
Donee's Name:	INTERNATIONAL RESCUE COMMITTEE	
Donee's Address:	122 EAST 42ND STREET NEW YORK NY 10168	
Amount Given:		100,000.
Donee's Name:	THE CARTER FOUNDATION	
Donee's Address:	435 FREEDOM PARKWAY ATLANTA GA 30307	
Amount Given:		100,000.
Donee's Name:	NATIONAL PARK TRUST	
Donee's Address:	401 EAST JEFFERSON STREET ROCKVILLE MD 20850	
Amount Given:		10,000.
Donee's Name:	WASHINGTON YOUTH GARDEN	
Donee's Address:	3501 NEW YORK AVENUE N.E. WASHINGTON DC 20002	
Amount Given:		10,000.
Donee's Name:	INTERPLAY ORCHESTRA	
Donee's Address:	6777 SURREYWOOD LANE	

THE ELKES FOUNDATION

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Statement 6 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:	BETHESDA MD 20817	\$	7,500.
Donee's Name:	AN OPEN BOOK FOUNDATION		
Donee's Address:	3215 MARRISON ST. N.W. WASHINGTON DC 20015		
Amount Given:			15,000.
Donee's Name:	826 DC WASHINGTON DC		
Amount Given:			10,000.
Donee's Name:	RESET		
Donee's Address:	P.O. BOX 9400 WASHINGTON DC 20016		
Amount Given:			25,000.
Donee's Name:	PASSION FOR LEARNING		
Donee's Address:	1210 WOODSIDE PARKWAY SILVER SPRINGS MD 20910		
Amount Given:			10,000.
Donee's Name:	SAN MIGUEL SCHOOL		
Donee's Address:	7705 GEORGIA AVENUE N.W. WASHINGTON DC 20012		
Amount Given:			10,000.
Donee's Name:	MCAEL		
Donee's Address:	9210 CORPORATE BOULEVARD ROCKVILLE MD 20850		
Amount Given:			7,500.
Donee's Name:	REBUILDING TOGETHER		
Donee's Address:	997 NORTH CAPITAL STREET N.E. WASHINGTON DC 20002		
Amount Given:			15,000.
Donee's Name:	SHEPARD'S TABLE		
Donee's Address:	8106 GEORGIA AVENUE SILVER SPRINGS MD 20910		
Amount Given:			12,500.
Donee's Name:	CURE ALZHEIMERS		
Donee's Address:	122 S. CHURCH STREET WEST CHESTER PA 19382		
Amount Given:			10,000.
Donee's Name:	GRASSROOTS SOCCER		
Donee's Address:	198 CHURCH STREET NORWICH VT 05055		
Amount Given:			25,940.
Donee's Name:	ANTI SLAVERY INTERNATIONAL		
Donee's Address:	1320 19TH STREET NW WASHINGTON DC 20036		

THE ELKES FOUNDATION

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Statement 6 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:		\$ 420,000.
Donee's Name:	JEWISH FAMILY SERVICES OF ROCHESTER	
Donee's Address:	441 EAST AVENUE ROCHESTER NY 14657	
Amount Given:		20,000.
Donee's Name:	CREATIVE COMMONS	
Donee's Address:	P.O. BOX 1866 MOUNTAIN VIEW CA 94542	
Amount Given:		7,500.
Donee's Name:	HACKS HACKERS	
Donee's Address:	1300 17TH STREET ARLINGTON VA 22209	
Amount Given:		25,000.
Donee's Name:	CANCER RESEARCH INSTITUTE	
Donee's Address:	29 BROADWAY NEW YORK NY 10006	
Amount Given:		500.
Donee's Name:	BOOKSPRING	
Donee's Address:	2006 GREENBROOK PARKWAY AUSTIN TX 78723	
Amount Given:		10,000.
Donee's Name:	MISTY MEADOWS EQUINE LEARNING CENTER	
Donee's Address:	155 MISTY MEADOWS LANE WEST TISBURY MD 62575.	
Amount Given:		100.
Donee's Name:	ACS CAN	
Donee's Address:	555 11TH STREET, N.W. WASHINGTON DC 20004	
Amount Given:		500.
Donee's Name:	MASCOMA VALLEY PRESERVATION	
Donee's Address:	P.O. BOX 107 GRAFTON NH 03240	
Amount Given:		10,000.
Donee's Name:	HANK SHULTE MEMORIAL FUND	
Donee's Address:	NEW YORK NY	
Amount Given:		1,000.
Donee's Name:	DO WORK	
Donee's Address:	1081 WYFORD COMMONS SW MARIETTA GA 3006	
Amount Given:		18,000.
Donee's Name:	HIGHLAND PARK PUBLIC LIBRARY	
Donee's Address:	14 ELTING PLACE HIGHLAND NY 12528	
Amount Given:		2,500.

THE ELKES FOUNDATION

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Statement 6 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Name:	CHARLEMONT	
Donee's Address:	7 AVERY BROOK ROAD SHELBURNE FALLS MA 01370	
Amount Given:		\$ 10,000.
Donee's Name:	FORDHAM UNIVERSITY	
Donee's Address:	441 EAST FORDHAM ROAD BRONX NY 10458	
Amount Given:		5,000.
Donee's Name:	HOPES DOOR	
Donee's Address:	P.O. BOX 262 HAWTHORNE NY 10532	
Amount Given:		250.
Donee's Name:	CHILDREN'S HOSPITAL OF MICHIGAN FOUND.	
Donee's Address:	3011 WEST GRAND BOULEVARD DETROIT MI 48202	
Amount Given:		20,000.
Donee's Name:	READER TO READER	
Donee's Address:	330 TWIN DOLPHIN DRIVE REDWOOD CITY CA 94065	
Amount Given:		30,000.
Donee's Name:	HIGH RISK HOPE INC.	
Donee's Address:	1702 N. AVENIDA REPUBLICA DE CUBA TAMPA FL 33605	
Amount Given:		10,000.
Donee's Name:	EMORY UNIVERSITY	
Donee's Address:	1762 CLINTON ROAD ATLANTA GA 30322	
Amount Given:		10,000.
Donee's Name:	AUTISM SPEAKS	
Donee's Address:	1 EAST 33RD STREET NEW YORK NY 10016	
Amount Given:		3,500.
Donee's Name:	GUILD HALL	
Donee's Address:	158 EAST MAIN STREET EAST HAMPTON NY 11937	
Amount Given:		10,000.
Donee's Name:	S.F. SPCA	
Donee's Address:	201 ALABAMA STREET SAN FRANCISCO CA 94103	
Amount Given:		2,000.
Donee's Name:	THE ASIA SOCIETY	
Donee's Address:	725 PARK AVENUE NEW YORK NY 10028	
Amount Given:		1,000.
Donee's Name:	THE PUBLIC THEATER	
Donee's Address:	250 WEST 100TH STREET	

THE ELKES FOUNDATION

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Statement 6 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:	NEW YORK NY 10025	\$ 25,000.
Donee's Name:	THE BATTERY FOUNDATION	
Donee's Address:	387 TEHAMA STREET SAN FRANCISCO CA 94103	
Amount Given:		20,000.
Donee's Name:	TANDEM PARTNERS FOR EARLY LEARNING	
Donee's Address:	1275 FAIRFAX AVENUE SAN FRANCISCO CA 94124	
Amount Given:		10,000.
Donee's Name:	OPEN DOOR FOUNDATION	
Donee's Address:	165 MAIN STREET OSSINING NY 10562	
Amount Given:		1,000.
Donee's Name:	BRONX LACROSSE	
Donee's Address:	1 MANHATTANVILLE ROAD PURCHASE NY 10577	
Amount Given:		500.
Donee's Name:	MID-PENINSULA HIGH SCHOOL	
Donee's Address:	303 VINTAGE PARK DRIVE FOSTER CITY CA 94404	
Amount Given:		5,000.
Donee's Name:	THORN	
Donee's Address:	200 PARK AVENUE SOUTH NEW YORK NY 10003	
Amount Given:		50,000.
Donee's Name:	SF MUSEUM OF MODERN ART	
Donee's Address:	151 THIRD STREET SAN FRANCISCO CA 94103	
Amount Given:		10,000.
Donee's Name:	EXPLORITORIUM	
Donee's Address:	PIER 17, SUITE 100 SAN FRANCISCO CA 94111	
Amount Given:		10,000.
		Total \$ <u>2,358,410.</u>

Statement 7
Form 990-PF, Part III, Line 3
Other Increases

Unrealized Gain on Securities		\$ 51,273.
	Total	\$ <u>51,273.</u>

THE ELKES FOUNDATION

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Statement 8
Form 990-PF, Part III, Line 5
Other Decreases

Transfer to Elkes Foundation III	\$ 633,095.
Transfer to The Deck Foundation	633,095.
Transfer to The Terrence & Ruth Elkes Foundation	633,095.
Total	<u>\$ 1,899,285.</u>

Statement 9
Form 990-PF, Part VII-A, Line 5
Liquidation, Dissolution, Termination, or Substantial Contraction

Liquidation, Dissolution, Termination, or Substantial Contraction

During the fiscal year ended November 30, 2018, the trustees of The Elkes Foundation unanimously decided to transfer the assets of The Elkes Foundation to three successor private foundations. Each successor foundation received approval from the Internal Revenue Service to be recognized as a charitable foundation under Section 501(c)(3) of the Internal Revenue Code. This splitting of The Elkes Foundation into three successor foundations was also approved by the Charities Bureau registration Section of the New York State Office of the Attorney General. \$60,247,914 of the assets of The Elkes Foundation was transferred equally at fair market value to the following successor foundations during the fiscal year ended November 30, 2018:

- | | |
|---|---------------------|
| <p>1) Elkes Foundation III
 c/o 55 West 39th Street, 17th Floor
 New York, NY 10018
 ID #82-3897250
 Trustees: Steven Elkes and Mitzi Elkes</p> | <p>\$20,082,638</p> |
| <p>2) The Deck Foundation
 6108 Wilmett Road
 Bethesda, MD 20817
 ID #82-3894869
 Trustees: David Elkes and Elizabeth Carroll</p> | <p>\$20,082,638</p> |
| <p>3) The Terrence & Ruth Elkes Foundation
 60 East 42nd Street, 38th Floor
 New York, NY 10018
 ID #82-4174904
 Trustees: Daniel Elkes and David Bloom</p> | <p>\$20,082,638</p> |

During the fiscal year ended November 30, 2019, each of the above-named foundations received an additional \$633,095 and there were no assets remaining in The Elkes Foundation at November 30, 2019.