

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 for instructions and the latest information.

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 12-01-2018 , and ending 11-30-2019

Name of foundation THE WILLINPHILA FOUNDATION		A Employer identification number 13-3933663	
Number and street (or P O box number if mail is not delivered to street address) 49 EAST 86TH STREET NO 15A		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 100281060		B Telephone number (see instructions)	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <u>438,115</u>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	10,095			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19	19		
	4 Dividends and interest from securities	6,963	6,963		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-36,753			
	b Gross sales price for all assets on line 6a <u>37,629</u>				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	11	11			
12 Total. Add lines 1 through 11	-19,665	6,993			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,730	819		1,911
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	207	10		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	626	151		100
	24 Total operating and administrative expenses. Add lines 13 through 23	3,563	980		2,011
	25 Contributions, gifts, grants paid	40,633			40,633
26 Total expenses and disbursements. Add lines 24 and 25	44,196	980		42,644	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-63,861				
b Net investment income (if negative, enter -0-)		6,013			
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	18,396	9,806	9,806
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	237,980	182,998	428,309
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	256,376	192,804	438,115	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	256,376	192,804		
30 Total net assets or fund balances (see instructions)	256,376	192,804		
31 Total liabilities and net assets/fund balances (see instructions) .	256,376	192,804		

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	256,376
2 Enter amount from Part I, line 27a	2	-63,861
3 Other increases not included in line 2 (itemize) ▶ _____	3	289
4 Add lines 1, 2, and 3	4	192,804
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	192,804

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 PUBLICLY TRADED SECURITIES			
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 37,629		74,382	-36,753
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-36,753
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	-36,753
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	36,081	375,716	0.096033
2016	30,833	311,862	0.098867
2015	17,645	278,498	0.063358
2014	16,894	305,356	0.055326
2013	17,245	345,090	0.049972

2 Total of line 1, column (d)	2	0.363556
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	0.072711
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	376,226
5 Multiply line 4 by line 3	5	27,356
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	60
7 Add lines 5 and 6	7	27,416
8 Enter qualifying distributions from Part XII, line 4	8	42,644

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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and total tax due/overpayment. Subtotal table for 2018 estimated tax payments (6a-6d).

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No' boxes. Questions cover political activities, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions.
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
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of LINDA S MUSSER Telephone no (212) 372-1000

Located at 49 EAST 86TH STREET APT 15A NEW YORK NY ZIP+4 100281060

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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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
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?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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 NOT APPLICABLE	0
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 	0	
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	374,145
b	Average of monthly cash balances.	1b	7,810
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	381,955
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	381,955
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,729
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	376,226
6	Minimum investment return. Enter 5% of line 5.	6	18,811

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	18,811
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	60
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	60
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	18,751
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	18,751
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	18,751

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	42,644
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	42,644
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	60
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	42,584

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				18,751
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.				
d From 2016.			6,229	
e From 2017.			17,689	
f Total of lines 3a through e.	23,918			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>42,644</u>				
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.				18,751
e Remaining amount distributed out of corpus	23,893			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	47,811			
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	47,811			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.			6,229	
d Excess from 2017.			17,689	
e Excess from 2018.			23,893	

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a 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))
 WILLIAM L MUSSER JR

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

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>				
122 EAST 66TH STREET FOUNDATION 122 EAST 66TH STREET NEW YORK, NY 10065	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	200
AMERICAN MUSEUM OF NATURAL HISTORY 79TH STREET CENTRAL PARK W NEW YORK, NY 10024	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	215
AMERICAN RIVERS 1101 14TH STREET NW SUITE 1400 WASHINGTON, DC 20005	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	6,000
Total ▶ 3a				40,633

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>				
CM RUSSELL MUSEUM 400 13TH STREET N GREAT FALLS, MT 59401	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	150
CENTER FOR COMPREHENSIVE HEALTH PRACTICE 1900 SECOND AVENUE 9TH FLOOR 12TH NEW YORK, NY 10029	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	750
CENTRAL PARK CONSERVANCY INC 14 E 60TH STREET 8TH FLOOR NEW YORK, NY 10022	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
Total ▶ 3a				40,633

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>				
CHAMBER MUSIC SOCIETY OF LINCOLN CENTER INC 70 LINCOLN CENTER PLAZA 10TH FLOOR NEW YORK, NY 10023	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,500
CHANCES FOR CHILDREN 20343 N HAYDEN ROAD STE 105-114 SCOTTSDALE, AZ 85255	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	400
CHILDREN AID SOCIETY 343 LINCOLN WAY WEST NEW OXFORD, PA 17350	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,000
Total ▶ 3a				40,633

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>				
COALITION FOR THE HOMELESS 1300 S SOURTH STREET 250 LOUISVILLE, KY 40208	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
ECOHEALTH ALLIANCE 460 W 34TH STREET STE 1701 NEW YORK, NY 10001	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	300
FISHERS ISLAND CHURCH CLASSIC PO BOX 464 FISHERS ISLAND, NY 06390	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	150
Total ▶ 3a				40,633

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>				
FISHERS ISLAND COMMUNITY CENTER 66 HOUND LANE FISHERS ISLAND, NY 06390	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	300
FISHERS ISLAND CONSERVANCY PO BOX 464 FISHERS ISLAND, NY 06390	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
FISHERS ISLAND FIRE DEDT 250 ATHOL CRESCENT AVENUE FISHERS ISLAND, NY 06390	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	175
Total ▶ 3a				40,633

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>				
FISHERS ISLAND UNION CHAPEL 821 CRESCENT AVENUE PO BOX 192 FISHERS ISLAND, NY 06390	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	200
FRESH AIR FUND633 THIRD AVENUE NEW YORK, NY 10017	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,150
FRICK COLLECTION1 E 70TH STREET NEW YORK, NY 10021	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	240
Total ▶ 3a				40,633

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>				
HEIFER INTERNATIONAL PO BOX 727 LITTLE ROCK, AZ 72203	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	180
HENRY L FERGUSON MUSEUM PO BOX 554 FISHERS ISLAND, NY 06390	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
HISTORIC HOUSE TRUST OF NEW YORK CITY INC 830 FIFTH AVENUE THE ARSENAL ROOM 203 NEW YORK, NY 10065	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
Total ▶ 3a				40,633

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>				
ISLAND COMMUNITY BOARD PO BOX 464 FISHERS ISLAND, NY 06390	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	50
ISLAND HEALTH PROJECT INC PO BOX 344 FISHERS ISLAND, NY 06390	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,000
KENYON COLLEGE 209 CHASE AVE GAMBIER, OH 43022	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,500
Total				40,633

▶ 3a

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>				
LETS WIN PANCREATIC CANCER FOUNDATION 422 E 72ND STREET SUITE 9D NEW YORK, NY 10021	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
MONTANA LAND ALLIANCE 324 FULLER AVENUE PO BOX 355 HELENA, MT 59624	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	4,000
MONTANA PUBLIC RADIO629 S 6TH E MISSOULA, MT 59812	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	400
Total ▶ 3a				40,633

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>				
MONTANA WILDERNESS ASSOCIATION 80 WARREN STREET HELENA, MT 59601	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	250
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BOULEVARD BRONX, NY 10458	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	108
NEW YORK INSITUTE FOR SPECIAL EDUCATION 999 PELHAM PARKWAY N BRONX, NY 10469	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
Total				40,633

▶ **3a**

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 JUNIOR LEAGUE 130 E 80TH STREET NEW YORK, NY 10075	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	150
NEW YORK PUBLIC RADIO PO BOX 1550 NEW YORK, NY 10013	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	365
NY TIMES NEEDIEST CASES 620 EIGHTH AVENUE 4TH FLOOR NEW YORK, NY 10018	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	2,000
Total				40,633

▶ 3a

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>				
PHILLIPS EXETER ACADEMY 20 MAIN STREET EXETER, NH 03833	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
ROCKEFELLER UNIVERSITY 1230 YORK AVE NEW YORK, NY 10065	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	150
ROCKY MOUNTAIN FRONT WEED ROUND TABLE INC PO BOX 663 CHOTEAU, MT 59422	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	100
Total ▶ 3a				40,633

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 MUSIC FOUNDATION 1515 BROADWAY 21ST FLOOR NEW YORK, NY 10036	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	200
ST ANDREWS SCHOOL 227 SOUTH CHERRY STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	150
ST BENARDS SCHOOL INC 4 E 98TH STREET NEW YORK, NY 10029	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
Total ▶ 3a				40,633

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 AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 520 EIGHTH AVENUE 7TH FLOOR NEW YORK, NY 10018	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	300
THE BATTERY CONSERVANCY INC ONE WHITEHALL STREET 17TH FLOOR NEW YORK, NY 10004	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
THE TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 900 SAN FRANCISCO, CA 94104	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	4,500
Total ▶ 3a				40,633

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)				
<i>a Paid during the year</i>				
WALSH PARK BENEVOLENT CORPORATION PO BOX 684 FISHERS ISLAND, NY 06390	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	500
WNET825 EIGHTH AVE 14TH FLOOR NEW YORK, NY 10019	NONE	PC	UNRESTRICTED GRANT FOR DONEE'S EXEMPT PURPOSE	1,000
Total ▶ 3a				40,633

TY 2018 Accounting Fees Schedule**Name:** THE WILLINPHILA FOUNDATION**EIN:** 13-3933663

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RSM US LLP	2,730	819		1,911

TY 2018 All Other Program Related Investments Schedule**Name:** THE WILLINPHILA FOUNDATION**EIN:** 13-3933663**Category****Amount**

N/A

0

TY 2018 Investments Corporate Stock Schedule**Name:** THE WILLINPHILA FOUNDATION**EIN:** 13-3933663**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,000 MAXIM INTERGRATED PRODS	22,038	56,670
1,200 LIVEPERSON INC	10,690	47,628
1,500 NEUROTROPE INC REG	17,235	1,290
3,000 MFA FINANCIAL INC	24,921	22,980
30 ALPHABET INC. CL A	9,028	39,123
250 MICRON TECHNOLOGY INC	11,943	11,877
350 APPLE INC	21,696	93,538
800 MICROSOFT INC	20,880	121,104
3,000 DIGITAL TURBINE INC	9,972	26,640
6,000 IZEA WORLDWIDE INC	10,211	1,530
1,908 PAN AMERN SILVER CORP	24,384	5,929

TY 2018 Other Expenses Schedule**Name:** THE WILLINPHILA FOUNDATION**EIN:** 13-3933663**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NYS DEPT OF LAW	100	0		100
BANK CHARGES	151	151		0
OTHER EXPENSES	375	0		0

TY 2018 Other Income Schedule**Name:** THE WILLINPHILA FOUNDATION**EIN:** 13-3933663**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	11	11	11

TY 2018 Other Increases Schedule**Name:** THE WILLINPHILA FOUNDATION**EIN:** 13-3933663

Description	Amount
FUND BALANCE	289

TY 2018 Taxes Schedule**Name:** THE WILLINPHILA FOUNDATION**EIN:** 13-3933663

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	10	10		0
FEDERAL EXCISE TAX	197	0		0

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

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Go to www.irs.gov/Form990 for the latest information

OMB No 1545-0047
2018

Name of the organization
THE WILLINPHILA FOUNDATION

Employer identification number
13-3933663

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

Name of organization THE WILLINPHILA FOUNDATION	Employer identification number 13-3933663
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Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM & LINDA MUSSER 49 EAST 86TH STREET APT 15A NEW YORK, NY 100281060	\$ 10,095	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>

Name of organization THE WILLINPHILA FOUNDATION	Employer identification number 13-3933663
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Part II	Noncash Property
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<small>(See instructions) Use duplicate copies of Part II if additional space is needed</small>			
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

Name of organization THE WILLINPHILA FOUNDATION	Employer identification number 13-3933663
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Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____