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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2017

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year **2017** or tax year beginning , **2017**, and ending , **20**

Name of foundation **VITAL PROJECTS FUND, INC** **A Employer identification number** 13-3711340

Number and street (or P O box number if mail is not delivered to street address) Room/suite **B Telephone number (see instructions)**

C/O ROBERT B. MENSCHER, 375 PARK AVE **STE 1602** (212) 440-0800

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

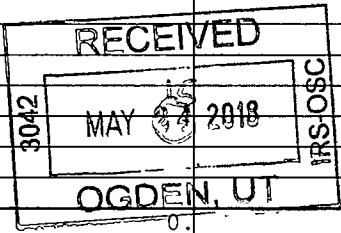
NEW YORK, NY 10152

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 **04**
 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) \$ 323,610,986. **J Accounting method:** Cash Accrual Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions gifts, grants, etc. received (attach schedule)	NONE			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
	3 Interest on savings and temporary cash investments.	14,327.	14,327.		ATCH 1
	4 Dividends and interest from securities	6,906,256.	6,906,256.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,980,776.			
	b Gross sales price for all assets on line 6a	9,122,211.			
	7 Capital gain net income (from Part IV, line 2)		1,980,855.		
	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) ATCH 3	6,733.	9,947.			
12 Total. Add lines 1 through 11	8,908,092.	8,911,385.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	250,000.	87,500.		162,500.
	14 Other employee salaries and wages	335,962.	167,981.		167,981.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	5,000.	2,500.		2,500.
	b Accounting fees (attach schedule) ATCH 5	48,198.	24,099.		24,099.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [6]	84,210.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	824,698.	367,853.		456,845.
	24 Total operating and administrative expenses. Add lines 13 through 23.	1,548,068.	649,933.		813,925.
	25 Contributions, gifts, grants paid	12,578,632.			15,385,000.
26 Total expenses and disbursements Add lines 24 and 25	14,126,700.	649,933.	0.	16,198,925.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-5,218,608.				
b Net investment income (if negative, enter -0-)		8,261,452.			
c Adjusted net income (if negative, enter -0-)			0.		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		10,085,619.	892,834.	892,834.
	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 ATCH 8		1,884.		
	10a	Investments - U S and state government obligations (attach schedule)[9]		59,337,688.	66,412,833.	66,412,833.
	b	Investments - corporate stock (attach schedule) ATCH 10		227,353,402.	245,636,337.	245,636,337.
	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 ▶ ATCH 11)		8,873,689.	10,668,982.	10,668,982.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		305,652,282.	323,610,986.	323,610,986.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable		12,236,138.	9,429,770.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 12)		3,404,712.	3,905,339.	
23	Total liabilities (add lines 17 through 22)		15,640,850.	13,335,109.		
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				
	28	Paid-in or capital surplus, or land, bldg. and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		290,011,432.	310,275,877.		
30	Total net assets or fund balances (see instructions)		290,011,432.	310,275,877.		
31	Total liabilities and net assets/fund balances (see instructions)		305,652,282.	323,610,986.		

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)	1 290,011,432.
2	Enter amount from Part I, line 27a	2 -5,218,608.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3 26,005,246.
4	Add lines 1, 2, and 3	4 310,798,070.
5	Decreases not included in line 2 (itemize) ▶ ATCH 14	5 522,193.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 310,275,877.

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	SEE PART IV SCHEDULE			
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
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	1,980,855.
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	{ If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 }	3	0.

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

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

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

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

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))
2016	15,295,008.	308,231,648.	0.049622
2015	14,646,821.	315,643,037.	0.046403
2014	13,304,634.	294,495,779.	0.045178
2013	11,780,177.	274,479,440.	0.042918
2012	10,772,300.	238,020,136.	0.045258
2	Total of line 1, column (d)		0.229379
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		0.045876
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		314,546,615.
5	Multiply line 4 by line 3.		14,430,141.
6	Enter 1% of net investment income (1% of Part I, line 27b).		82,615.
7	Add lines 5 and 6.		14,512,756.
8	Enter qualifying distributions from Part XII, line 4. 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.		16,198,925.

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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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1 82,615.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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-)	2
3 Add lines 1 and 2	3 82,615.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 82,615.
6 Credits/Payments	
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 87,674.
b Exempt foreign organizations - tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c
d Backup withholding erroneously withheld	6d
7 Total credits and payments Add lines 6a through 6d	7 87,674.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 5,059.
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 5,059. Refunded <input type="checkbox"/> <input type="checkbox"/>	11

Part VII-A Statements Regarding Activities			Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a			X
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	1b			X
c Did the foundation file Form 1120-POL for this year?	1c			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____				
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____				
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			X
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			X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X		
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5			X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X		
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	7	X		
8a Enter the states to which the foundation reports or with which it is registered See instructions <input type="checkbox"/> NY,				
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X		
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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9			X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10			X

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Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16. Row 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)?' Yes: , No: X. Row 12: 'Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?' Yes: X, No: . Row 13: 'Did the foundation comply with the public inspection requirements for its annual returns and exemption application?' Yes: X, No: . Row 14: 'The books are in care of' MCDERMOTT WILL & EMERY LLP, Telephone no: 212-547-5400, Located at: 340 MADISON AVENUE NEW YORK, NY, ZIP+4: 10173-1922. Row 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. Row 16: 'At any time during calendar year 2017, 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?' Yes: , No: 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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b. Row 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: X. (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes: [], No: X. (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes: [], No: X. (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes: X, No: []. (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes: [], No: X. (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: X. Row 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.' Yes: [], No: X. Row 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 2017?' Yes: [], No: N/A. Row 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))' Row a: 'At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?' Yes: [], No: X. Row 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)' Yes: [], No: N/A. Row c: 'If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here' []. Row 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: X. Row b: 'If "Yes," did it have excess business holdings in 2017 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 2017)' Yes: [], No: N/A. Row 4a: 'Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?' Yes: [], No: []. Row 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 2017?' Yes: [], No: N/A.

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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.	<input type="checkbox"/>	5b	N/A
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b	N/A
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		250,000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		335,962.	44,000.	0.

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER CHARITABLE ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	NONE
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	NONE
2 N/A	
All other program-related investments See instructions 3 N/A	
Total. Add lines 1 through 3 ▶	

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

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	301,935,842.
b	Average of monthly cash balances	1b	7,413,277.
c	Fair market value of all other assets (see instructions).	1c	9,987,546.
d	Total (add lines 1a, b, and c)	1d	319,336,665.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	319,336,665.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,790,050.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	314,546,615.
6	Minimum investment return. Enter 5% of line 5	6	15,727,331.

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	15,727,331.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	82,615.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	82,615.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	15,644,716.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	15,644,716.
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	15,644,716.

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	16,198,925.
b	Program-related investments - total from Part IX-B	1b	
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	16,198,925.
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	82,615.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,116,310.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				15,644,716.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			13,983,704.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012				NONE
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 16,198,925.				
a Applied to 2016, but not more than line 2a . . .			13,983,704.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				2,215,221.
e Remaining amount distributed out of corpus. . .				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				13,429,495.
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 2012 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013 . . .				NONE
b Excess from 2014 . . .				
c Excess from 2015 . . .				
d Excess from 2016 . . .				
e Excess from 2017 . . .				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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)

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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 [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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
a Paid during the year SEE SCHEDULE ATTACHED				15,385,000.
Total ▶ 3a				15,385,000.
b Approved for future payment SEE SCHEDULE ATTACHED				9,429,770.
Total ▶ 3b				9,429,770.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- | | Yes | No |
|-------------------------------------------------------------------------------------|-----|----|
| 1a(1) Cash | | X |
| 1a(2) Other assets | | X |
| 1b(1) Sales of assets to a noncharitable exempt organization | | X |
| 1b(2) Purchases of assets from a noncharitable exempt organization | | X |
| 1b(3) Rental of facilities, equipment, or other assets | | X |
| 1b(4) Reimbursement arrangements | | X |
| 1b(5) Loans or loan guarantees | | X |
| 1b(6) Performance of services or membership or fundraising solicitations | | X |
| 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
- a Transfers from the reporting foundation to a noncharitable exempt organization of:
- (1) Cash
- (2) Other assets
- b Other transactions:
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer or trustee: Robert Binenschel Date: 5/9/2018 Title: DIRECTOR

May the IRS discuss this return with the preparer shown below? See instructions Yes No

Paid Preparer Use Only

Print/Type preparer's name JOSEPH BULGER	Preparer's signature <u>J. Bulger</u>	Date <u>5/9/18</u>	Check <input type="checkbox"/> if self-employed	PTIN P01366942
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 77 WATER STREET, 9TH FL NEW YORK, NY 10005			Phone no 212-440-0800	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
334,073.		STCG(L) THRU K-1'S				P	334,073.	
7,670,470.		SALE OF MARKETABLE SECURITIES 7,141,356.				P	VARIOUS 529,114.	VARIOUS
1,098,946.		LTCG(L) THRU K-1'S				P	1,098,946.	
164.		SEC 1231 15/20% G(L) THRU K-1'S				P	164.	
18,558.		LTCG(L) THRU ETON PARK				P	VARIOUS 18,558.	12/31/17
TOTAL GAIN(LOSS)							<u>1,980,855.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST ON CREDIT BALANCE	6.	6.	
INTEREST ON CHECKING	155.	155.	
INTEREST ON SAVINGS	14,166.	14,166.	
TOTAL	<u>14,327.</u>	<u>14,327.</u>	

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS - GOLDMAN SACHS INTEREST FROM K-1S DIVIDENDS FROM K-1S	6,838,320. 2,167. 65,769.	6,838,320. 2,167. 65,769.	
TOTAL	<u>6,906,256.</u>	<u>6,906,256.</u>	

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME FROM K-1S	181.	181.	
ORDINARY INCOME (LOSS) FROM K-1S - UBTI	-217.		
RENTAL REAL ESTATE INCOME FROM K-1S	-310.	-310.	
RENTAL REAL ESTATE INCOME FROM K-1S-UBTI	-335.		
SEC 988 LOSS FROM K-1S	-128.	-128.	
SEC 987 LOSS FROM K-1S	-401.	-401.	
SEC 951 (A) INCOME - SUBPART F	7,936.	7,936.	
CANCELLATION OF DEBT-UBTI	7.		
ADD BACK C/Y SUSPENDED PAL		2,669.	
	<u>6,733.</u>	<u>9,947.</u>	
TOTALS			

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	5,000.	2,500.		2,500.
TOTALS	<u>5,000.</u>	<u>2,500.</u>		<u>2,500.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	48,198.	24,099.		24,099.
TOTALS	<u>48,198.</u>	<u>24,099.</u>		<u>24,099.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL TAXES PAID & DEFERRED OTHER STATE TAXES	83,960. 250.			
TOTALS	<u>84,210.</u>			

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CABLE	1,366.			1,366.
INSURANCE	15,134.			15,134.
FIRE SERVICE	51.			51.
POSTAGE	1,082.			1,082.
RENT EXPENSE	393,609.	98,402.		295,207.
SUPPLIES	3,394.			3,394.
TELEPHONE	10,530.			10,530.
CONSULTING EXPENSE	13,500.			13,500.
NYS FILING FEE	1,500.			1,500.
PUBLIC NOTICE FEE	155.			155.
INFORMATION TECHNOLOGY	34,135.			34,135.
TRAVEL & ENTERTAINMENT	48,677.			48,677.
SUBSCRIPTIONS	248.			248.
MISCELLANEOUS EXPENSE	2,719.			2,719.
PAYROLL TAXES AND OTHER PR EXP	209,695.	104,848.		104,847.
SALARY REIMBURSEMENTS FROM CEF	-151,401.	-75,701.		-75,700.
PORTFOLIO DEDUCTIONS THRU K-1S	167,390.	167,390.		
FOREIGN TAX THRU GOLDMAN SACHS	68,450.	68,450.		
FOREIGN TAX THRU K-1S	4,464.	4,464.		
TOTALS	824,698.	367,853.		456,845.

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PREPAID EXCISE TAX	1,884.	
TOTALS	<u>1,884.</u>	<u></u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS ACCOUNT	59,337,688.	66,412,833.	66,412,833.
US OBLIGATIONS TOTAL	<u>59,337,688.</u>	<u>66,412,833.</u>	<u>66,412,833.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS ACCOUNT	227,353,402.	245,636,337.	245,636,337.
TOTALS	<u>227,353,402.</u>	<u>245,636,337.</u>	<u>245,636,337.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ETON PARK OVERSEAS FUND LTD	430,759.	118,297.	118,297.
LONE CASCADE, LP #1	2,329,410.	2,936,398.	2,936,398.
LONE CASCADE, LP #2	5,761,998.	7,199,953.	7,199,953.
WHITEHALL PARALLEL RE LP XIII	3,906.	3,970.	3,970.
WHITEHALL PARALLEL GL RE LP 01	29,513.	9,786.	9,786.
DIVIDEND RECEIVABLE	276,838.	359,508.	359,508.
DUE F/ CHARINA ENDOWMENT FUND	41,265.	41,070.	41,070.
TOTALS	<u>8,873,689.</u>	<u>10,668,982.</u>	<u>10,668,982.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DUE TO HORACE W. GOLDSMITH FDN	92,476.	96,439.
DEFERRED FEDERAL EXCISE TAXES	3,126,417.	3,650,686.
STATE TAXES PAYABLE	585.	585.
ACCRUED ACCOUNTING FEES	63,000.	50,000.
ACCOUNTS PAYABLE	9,055.	13,851.
DUE TO GOLDMAN SACHS	113,179.	93,778.
FEDERAL UBTI TAXES	7,500.	7,500.
NYS UBTI TAXES	-7,500.	-7,500.
TOTALS	<u>3,404,712.</u>	<u>3,905,339.</u>

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED APPRECIATION FROM INVESTMENTS	26,005,246.
TOTAL	<u>26,005,246.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADJUSTMENT FOR DEFERRED FEDERAL EXCISE TAXES PAYABLE	522,193.
TOTAL	<u>522,193.</u>

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

ATTACHMENT 15

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS

EXPENSE ACCT AND OTHER ALLOWANCES

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

COMPENSATION

NAME AND ADDRESS

ROBERT B. MENSCHEL 375 PARK AVENUE SUITE 1602 NEW YORK, NY 10152	CHAIRMAN/TREASURER/DIRECTOR	0.	0.	0.
RICHARD L. MENSCHEL 375 PARK AVENUE SUITE 1602 NEW YORK, NY 10152	DIRECTOR	0.	0.	0.
DAVID F. MENSCHEL 375 PARK AVENUE SUITE 1602 NEW YORK, NY 10152	PRESIDENT/DIRECTOR	100,000.	0.	0.
LAUREN E. MENSCHEL 375 PARK AVENUE SUITE 1602 NEW YORK, NY 10152	SECRETARY/DIRECTOR	50,000.	0.	0.
RONAY MENSCHEL 375 PARK AVENUE SUITE 1602 NEW YORK, NY 10152	DIRECTOR	0.	0.	0.

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

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS
 TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
 COMPENSATION
 CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
 EXPENSE ACCT AND OTHER ALLOWANCES

MARIANNE SAMMARCO 375 PARK AVENUE SUITE 1602 NEW YORK, NY 10152	ASSISTANT SECRETARY	75,000.	0.	0.
JAY RIVLIN 340 MADISON AVENUE NEW YORK, NY 10173	DIRECTOR	25,000.	0.	0.

GRAND TOTALS
 250,000.
 0.
 0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 16

CONTRIBUTIONS EXPENSE ACCT
TO EMPLOYEE AND OTHER
BENEFIT PLANS ALLOWANCES

NAME AND ADDRESS

TITLE AND AVERAGE
HOURS PER WEEK
DEVOTED TO POSITION

COMPENSATION

35,000. 0.

FULL-TIME *

248,269.

35,000. 0.

NANCY ERTAG-BRAND
130 EAST 18TH STREET
NEW YORK, NY 10003

* NANCY ERTAG-BRAND'S COMPENSATION AND CONTRIBUTIONS TO EMPLOYEE BENEFIT
PLANS ARE SHARED WITH CHARINA ENDOWMENT FUND, INC. (EIN: 13-3675545) ON A
50% BASIS.

SOPHIE CULL
3016 DUMAINE STREET
NEW ORLEANS, LA 70119

FULL-TIME

87,693.

9,000. 0.

TOTAL COMPENSATION

335,962.

44,000. 0.

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

ATTACHMENT 17

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>EXCLUSION</u>		<u>RELATED OR EXEMPT FUNCTION INCOME</u>
		<u>AMOUNT</u>	<u>CODE</u>	
ORD. INC. - K-1S	523000	-217.	01	181.
RRE INC. - K-1S	523000	-335.	01	-310.
SEC 988 LOSS - K-1S			01	-128.
SEC 987 LOSS - K-1S			01	-401.
CANCELLATION OF DEBT				
SEC 951(A) INCOME-SUBPART F	523000	7.	01	7,936.
TOTALS		<u>-545.</u>		<u>7,278.</u>

VITAL PROJECTS FUND, INC.
EIN: 13-3711340
2017 Form 990-PF

ATTACHMENT TO FORM 990-PF
FLOW-THROUGH ITEMS OF INCOME AND EXPENSE REPORTED ON PT I
LINES 3, 4, 6a ,11, 23

Vital Projects Fund, Inc. has reported interest, dividends, capital gains, ordinary income and expense items as flowing through the following partnership investment:

Whitehall Parallel Real Estate Limited Partnership XIII
EIN: 75-2849160

This investment is held in the name of The Horace W. Goldsmith Foundation. Vital Projects Fund, Inc. holds 25% of this investment as a result of the 2006 restructuring by The Horace W. Goldsmith Foundation. Vital Projects Fund, Inc. is therefore including as nominee income 25% of the total income and expense items attributable to The Horace W. Goldsmith Foundation for 2017.
[EIN: 13-6107758].

VITAL PROJECTS FUND, INC.
 EIN: 13-3711340
 FYE 12/31/2017

FORM 990-PF

SCHEDULE OF SUSPENDED PAL:

FYE	CURRENT YEAR PASSIVE GAINS	CURRENT YEAR PASSIVE LOSSES UTILIZED	CURRENT YEAR NET PASSIVE LOSSES	TOTAL SUSPENDED PASSIVE LOSSES CARRYFORWARD
12/31/2015	1,042	0	(26,267)	(26,267)
12/31/2016	1,419	(1,381)	0	(24,886)
12/31/2017	345	0	(2,669)	(27,555)

VITAL PROJECTS FUND, INC.

EIN: 13-3711340

CHARITABLE CONTRIBUTIONS PAID AND APPROVED

FYE 12/31/2017

Grantee	City, State	Purpose	Status	Payable As Of 12/31/2016	Approved in 2017	Total to be Paid		Payable Future Years	2018	2019	2020
						2017	2018				
Abolitionist Law Center	Pittsburgh, PA	Special Project	PC		100,000	100,000	100,000				
Advertising Council	New York, NY	General Operating	PC		25,000	25,000	25,000				
American Association of the Royal National Theatre Inc	New York, NY	Special Project	PC		25,000	25,000	25,000				
ACLU Foundation (American Civil Liberties)	New York, NY	Special Project	PC		100,000	100,000	100,000				
ACLU of Colorado Foundation	Denver, CO	Special Project	PC		40,000	40,000	40,000				
ACLU of Massachusetts Foundation	Boston, MA	Special Project	PC		30,000	30,000	30,000				
ACLU of Michigan Foundation	Detroit, MI	Special Project	PC		50,000	50,000	50,000				
ACLU of Montana Foundation	Helena, MT	Special Project	PC		110,000	110,000	110,000				
ACLU of Nebraska Foundation	Lincoln, NE	Special Project	PC		30,000	30,000	30,000				
ACLU of New Mexico Foundation	Albuquerque, NM	Special Project	PC		60,000	60,000	60,000				
ACLU of Oregon Foundation	Portland, OR	Special Project	PC		20,000	20,000	20,000				
ACLU of Pennsylvania Foundation	Philadelphia, PA	Special Project	PC		50,000	50,000	50,000				
ACLU of Tennessee Foundation	Nashville, TN	Special Project	PC		30,000	30,000	30,000				
Archives of American Art	New York, NY	Special Project	PC		100,000	100,000	100,000				
Anzoka Capital Representation Project	Tucson, AZ	Special Project	PC		50,000	50,000	50,000				
Anzoka Capital Representation Project	Tucson, AZ	Special Project	PC		75,000	75,000	75,000				
Ashoka	Arlington, VA	General Operating	PC		25,000	25,000	25,000				
Association of State Correctional Administrators	Hagerstown, MD	Special Project	PC		55,000	55,000	55,000				
Bail Project Inc	Venice, CA	Special Project	PC		100,000	100,000	100,000				
Brain & Behavior Res Fdn (was NARSAD)	Great Neck, NY	General Operating	PC		250,000	250,000	250,000				
Brennan Center for Justice	New York, NY	Special Project	PC		100,000	100,000	100,000				
Carnegie Hall	New York, NY	General Operating	PC		50,000	50,000	50,000		50,000		
Center for Death Penalty Litigation	Durham, NC	Special Project	PC		100,000	100,000	100,000				
Center for Death Penalty Litigation	Durham, NC	Special Project	PC		65,000	65,000	65,000				
Center for Death Penalty Litigation	Durham, NC	Special Project	PC		50,000	50,000	50,000				
Cerebral Palsy of North Jersey Inc	Livingston, NJ	General Operating	PC		20,000	20,000	20,000				
Ceres Community Project	Sebastopol, CA	General Operating	PC		10,000	10,000	10,000				
Chef Ann Foundation (was Food Family Farming)	Boulder, CO	General Operating	PC	100,000	100,000	100,000	100,000				
Chess in the Schools	New York, NY	General/Unrestricted	PC		25,000	25,000	25,000				
City Harvest, Inc	New York, NY	General Operating	PC	100,000	100,000	100,000	100,000				
Cleveland Clinic	Cleveland, OH	General Operating	PC		50,000	50,000	50,000				
Cleveland Clinic	Cleveland, OH	General Operating	PC		100,000	100,000	100,000		100,000		
Cong of St. Joseph Ministry Against the Death Penalty	New Orleans, LA	Special Project	PC		50,000	50,000	50,000				
Congregation Emanu-El	Wichita, KS	Special Project	PC		150,000	150,000	150,000				
Connecticut Public Broadcasting, Inc	New York, NY	General Operating	PC		125,000	125,000	125,000				
Council on Foreign Relations	New York, NY	General Operating	PC	35,000	35,000	35,000	35,000				
Council on Foreign Relations	New York, NY	General Operating	PC		35,000	35,000	35,000				
Doctors Without Borders USA, Inc	New York, NY	General Operating	PC	100,000	100,000	100,000	100,000				
Doctors Without Borders USA, Inc	New York, NY	General Operating	PC		100,000	100,000	100,000				
Doctors Without Borders USA, Inc	New York, NY	General Operating	PC		10,000	10,000	10,000				
Dominican Friars of Irving, Texas	Irving, TX	General Operating	PC		10,000	10,000	10,000				
Dominican Friars of Irving, Texas	Irving, TX	General Operating	PC		10,000	10,000	10,000				
Drawbridge	New Haven, CT	General Operating	PC		10,000	10,000	10,000				
Drug Policy Alliance	New York, NY	General Operating	PC		40,000	40,000	40,000				
Equal Justice Initiative	Montgomery, AL	General Operating	PC		100,000	100,000	100,000				
Equal Justice Initiative	Montgomery, AL	Special Project	PC		200,000	200,000	200,000				
Families Against Mandatory Minniums	Washington, DC	General Operating	PC		50,000	50,000	50,000				
Florida International University Fdn	Miami, FL	Special Project	PC		160,000	160,000	160,000				
Florida International University Fdn	Miami, FL	Special Project	PC		210,000	210,000	210,000				
Friends of Georgica Pond Foundation	Miami, FL	General Operating	PC		50,000	50,000	50,000				
Glide Memorial Methodist Church	San Francisco, CA	General Operating	PC		75,000	75,000	75,000				

VITAL PROJECTS FUND, INC.

EIN: 13-3711340

CHARITABLE CONTRIBUTIONS PAID AND APPROVED

FYE 12/31/2017

Grantee	City, State	Purpose	Status	Payable As Of 12/31/2016	Approved in 2017	Total to be Paid	Amount Paid in 2017	Payable Future Years	2018	2019	2020
Golden Gate National Park Conservancy	San Francisco, CA	General Operating	PC		100,000	100,000	100,000				
Guild Hall	East Hampton, NY	General Operating	PC	25,000	25,000	25,000	25,000		25,000		
East Hampton, NY	East Hampton, NY	General Operating	PC		25,000	25,000					
Harvard Law School	New York, NY	Mixed Use	PC		200,000	200,000	200,000				
Holy Rosary Church	New York, NY	General/Unrestricted	PC	75,000	75,000	75,000	75,000				
Homeless Prenatal Program	San Francisco, CA	General Operating	PC		25,000	25,000	25,000				
Hospital for Special Surgery	New York, NY	General Operating	PC	100,000	100,000	100,000	100,000		100,000		
Hospital for Special Surgery	New York, NY	General Operating	PC		100,000	100,000					
Human Rights Watch	New York, NY	General Operating	PC		100,000	100,000	100,000				
Human Rights Watch	New York, NY	Special Project	PC		75,000	75,000	75,000				
Investigative Reporters and Editors, Inc	Columbia, MD	Special Project	PC		110,000	110,000	110,000				
Jewish Theological Seminary of America	New York, NY	Special Project	PC		250,000	250,000	250,000				
Jonas Center for Nursing Excellence	New York, NY	General/Unrestricted	PC	25,000	25,000	25,000	25,000				
Jonas Veterans Healthcare Program	New York, NY	General Operating	PC	25,000	25,000	25,000	25,000		25,000		
Jonas Veterans Healthcare Program	New York, NY	General Operating	PC		30,000	30,000	30,000				
Justice 360	Columbia, SC	Special Project	PC		120,000	120,000	120,000				
King Baudouin Fdn of U S	New York, NY	Special Project	PC	100,000	100,000	100,000	100,000		100,000		
Leo Baeck Institute	New York, NY	General Operating	PC		100,000	100,000	100,000				
Leo Baeck Institute	New York, NY	General Operating	PC		100,000	100,000	100,000				
Lewis & Clark College	Portland, OR	Special Project	PC		100,000	100,000	100,000				
Light Work	New York, NY	General/Unrestricted	PC	75,000	75,000	75,000	75,000				
Light Work	New York, NY	General/Unrestricted	PC	75,000	75,000	75,000	75,000		75,000		
Lincoln Center for Performing Arts-Jazz at Lincoln Center	New York, NY	Special Project	PC	100,000	100,000	100,000	100,000				
Lincoln Center for Performing Arts-Jazz at Lincoln Center	New York, NY	Special Project	PC		50,000	50,000	50,000				
Lincoln Center Theater (Was Vivian Beaumont Theater)	New York, NY	General/Unrestricted	PC	50,000	50,000	50,000	50,000				
Loyola University	Chicago, IL	Special Project	PC		250,000	250,000	250,000				
Lung Cancer Research Foundation	New York, NY	General Operating	PC		20,000	20,000	20,000				
Lymphoma Foundation	New York, NY	General Operating	PC	75,000	75,000	75,000	75,000		75,000		
Lymphoma Foundation	New York, NY	General Operating	PC		75,000	75,000	75,000				
Marjuana Policy Project Fdn	Washington, DC	General Operating	PC	50,000	50,000	50,000	50,000		50,000		
Mayo Clinic	Rochester, MN	General/Unrestricted	PC	50,000	50,000	50,000	50,000		50,000		
Mayo Clinic	Rochester, MN	General/Unrestricted	PC	50,000	50,000	50,000	50,000		50,000		
Mel Blount Youth Home of PA, Inc	Clayville, PA	General Operating	PC		20,000	20,000	20,000				
Melanoma Research Alliance	Washington, DC	General/Unrestricted	PC	50,000	50,000	50,000	50,000				
Memorial Sloan-Kettering Hospital	New York, NY	General Operating	PC	50,000	50,000	50,000	50,000				
Memorial Sloan-Kettering Hospital	New York, NY	General Operating	PC	50,000	50,000	50,000	50,000		50,000		
Memorial Sloan-Kettering Hospital (Lacher Fellows)	New York, NY	General Operating	PC	50,000	50,000	50,000	50,000		50,000		
Memorial Sloan-Kettering Hospital (Lacher Fellows)	New York, NY	General Operating	PC	50,000	50,000	50,000	50,000		50,000		
Mestizo Dance Inc	Elmhurst, NY	General Operating	PC		30,000	30,000	30,000				
The Metropolitan Museum of Art	New York, NY	Mixed Use	PC		1,000,000	1,000,000	1,000,000				
Michael J Fox Foundation	New York, NY	General Operating	PC		20,000	20,000	20,000				
Mitchell Hamline School of Law	Saint Paul, MN	Special Project	PC		210,000	210,000	210,000				
Montefiore Hospital	Bronx, NY	General Operating	PC		25,000	25,000	25,000				
Museum of the City of New York	New York, NY	General Operating	PC	50,000	50,000	50,000	50,000		50,000		
Museum of the City of New York	New York, NY	General Operating	PC		50,000	50,000	50,000				
Museum of Modern Art	New York, NY	General/Unrestricted	PC	2,000,000	2,000,000	2,000,000	2,000,000		50,000		2,000,000
Museum of Modern Art	New York, NY	General/Unrestricted	PC	3,000,000	3,000,000	3,000,000	1,000,000		2,000,000		
Museum of Modern Art	New York, NY	General/Unrestricted	PC	1,000,000	1,000,000	1,000,000	1,000,000		2,000,000		
National Gallery of Art	Washington, DC	General Operating	PC	75,000	75,000	75,000	75,000		75,000		
National Gallery of Art	Washington, DC	General Operating	PC		75,000	75,000	75,000				

VITAL PROJECTS FUND, INC.

EIN: 13-3711340

CHARITABLE CONTRIBUTIONS PAID AND APPROVED

FYE 12/31/2017

Grantee	City, State	Purpose	Status	Payable As of 12/31/2016	Approved in 2017	Total to be Paid	Amount Paid in 2017	Payable Future Years	2018	2019	2020
National Lawyers Guild Foundation	New York, NY	General Operating	PC		100,000	100,000	100,000				
National Marfan Foundation	Port Washington, NY	General/Unrestricted	PC	300,000		300,000		150,000	150,000		
National Park Foundation	Washington, DC	General Operating	PC		100,000	100,000		100,000	100,000		
National Public Radio	Washington, DC	General Operating	PC	125,000		125,000					
National Religious Campaign Against Torture	Washington, DC	Special Project	PC		75,000	75,000		125,000	125,000		
New York City Ballet	New York, NY	Special Project	PC		100,000	100,000					
New York Presbyterian Hospital (North Campus)	New York, NY	General Operating	PC	100,000		100,000		100,000	100,000		
New York Presbyterian Hospital (North Campus)	New York, NY	General Operating	PC		100,000	100,000					
New York Presbyterian Hosp - Weill Cornell Medical School	New York, NY	General/Unrestricted	PC	1,700,000		1,700,000		900,000	900,000	900,000	
New York Presbyterian Hosp - Weill Cornell Medical School	New York, NY	General/Unrestricted	PC	900,000		900,000		900,000	900,000	900,000	
New York Public Library	New York, NY	General Operating	PC	100,000		100,000					
New York Public Library	New York, NY	General Operating	PC		100,000	100,000		100,000	100,000		
New York Stem Cell Foundation	New York, NY	General/Unrestricted	PC		100,000	100,000					
New York University	New York, NY	Special Project	PC	50,000		50,000					
Northeastern University	New York, NY	Special Project	PC	160,000		160,000		50,000			
Northwest Film Forum	Boston, MA	Special Project	PC	110,000		110,000		110,000			
Northwestern University	Seattle, WA	Special Project	PC	30,000		30,000		30,000			
Northwestern University	Evanston, IL	Special Project	PC	30,000		30,000		30,000			
Nurse-Family Partnership	Evanston, IL	Special Project	PC	210,000		210,000		210,000			
Officina Legal Del Pueblo Unido, Inc	Denver, CO	General Operating	PC	25,000		25,000		25,000			
Orchestra of St. Lukes	San Juan, PR	Mixed Use	PC	150,000		150,000					
Oregon Justice Resource Center	New York, NY	General Operating	PC	25,000		25,000		25,000	25,000		
Outward Bound Bay Area	Portland, OR	General Operating	PC	50,000		50,000		50,000			
The Philharmonic Symphony Society of New York	San Francisco, CA	General Operating	PC	10,000		10,000		10,000			
Phillips Black Project	New York, NY	General/Unrestricted	PC	25,000		25,000					
Planned Parenthood of New York	New York, NY	Special Project	PC	80,000		80,000		80,000			
Project Homeless Connect	San Francisco, CA	General Operating	PC								
Proteus Fund	San Francisco, CA	General Operating	PC								
Quinnipiac University Law School	Amherst, MA	Special Project	PC	50,000		50,000		50,000			
Ramapo For Children	Hamden, CT	Special Project	PC	900,000		900,000		900,000			
Regents of the University of Calif Berkeley	Rhinebeck, NY	General Operating	PC	90,000		90,000		90,000			
Regents of the University of Calif Berkeley	Berkeley, CA	General Operating	PC	25,000		25,000		25,000			
Research Foundation of the City University of NY (CUNY)	Berkeley, CA	Special Project	PC	40,000		40,000		40,000			
Research Foundation of the City University of NY (CUNY)	New York, NY	Special Project	PC	40,000		40,000		40,000			
SCRAP	New York, NY	Special Project	PC	85,000		85,000		85,000			
Seeds of Peace	New York, NY	General Operating	PC	85,000		85,000		85,000			
Seeds of Peace	Philadelphia, PA	General Operating	PC	25,000		25,000		25,000			
Southampton Hospital	New York, NY	General Operating	PC	150,000		150,000		150,000			
Southern Center for Human Rights	New York, NY	General Operating	PC	300,000		300,000		300,000	150,000	150,000	
Southern Poverty Law Center	New York, NY	General Operating	PC								
Southern Poverty Law Center - Teaching Tolerance	New York, NY	General Operating	PC	700,000		700,000		700,000	350,000	350,000	
Southern Poverty Law Center	Southampton, NY	General Operating	PC	50,000		50,000		50,000	50,000		
Spectrum Designs Foundation Ltd	Atlanta, GA	General Operating	PC	50,000		50,000		50,000			
Staten Island University Hospital	Montgomery, AL	Special Project	PC	100,000		100,000		100,000			
Staten Island University Hospital	Montgomery, AL	General Operating	PC	50,000		50,000		50,000			
Storefront Academy Harlem (was Children's Storefront)	Port Washington, NY	Special Project	PC	25,000		25,000		25,000			
The Studio in A School Association	Staten Island, NY	General Operating	PC	20,000		20,000		20,000			
Syracuse University	Staten Island, NY	General Operating	PC	50,000		50,000		50,000			
	New York, NY	General Operating	PC	50,000		50,000		50,000	50,000	50,000	
	New York, NY	General/Unrestricted	PC	50,000		50,000		50,000	50,000	50,000	
	Syracuse, NY	General/Unrestricted	PC	800,000		800,000		400,000	400,000	400,000	

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FYE 12/31/2017

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Texas Defender Service	Austin, TX	Mixed Use	PC		200,000	200,000	200,000				
Thirteen/WNET	Austin, TX	Special Project	PC		75,000	75,000	75,000				
Tedes Foundation	New York, NY	General Operating	PC	150,000	150,000	150,000	150,000	150,000	150,000		
Tides Foundation	New York, NY	General Operating	PC		150,000	150,000	150,000				
Tulane University	San Francisco, CA	Special Project	PC		490,000	490,000	490,000				
UNC Law Foundation, Inc	San Francisco, CA	Special Project	PC		200,000	200,000	200,000				
Visiting Nurse Association (Staten Island)	New Orleans, LA	General Operating	PC		25,000	25,000	25,000				
Visiting Nurse Service of New York	New York, NY	General Operating	PC		90,000	90,000	90,000				
WNYC	Chapel Hill, NC	Special Project	PC	50,000		50,000		50,000	50,000		
Women Make Movies	Staten Island, NY	General/Unrestricted	PC	50,000		50,000					
Woodhull Freedom Foundation	New York, NY	General Operating	PC	100,000		100,000					
WOXR	New York, NY	General Operating	PC		100,000	100,000			100,000		
WOXR	New York, NY	General Operating	PC		25,000	25,000					
Yale Law School	Silver Spring, MD	Special Project	PC		20,000	20,000					
Youth Sentencing & Reentry Project Inc	New York, NY	General Operating	PC	100,000		100,000					
Youth Sentencing & Reentry Project Inc	New York, NY	General Operating	PC		100,000	100,000			100,000		
	New Haven, CT	General Operating	PC	55,000		55,000					
	Philadelphia, PA	Special Project	PC	50,000		50,000					
	Philadelphia, PA	Special Project	PC	20,000		20,000					
Total				12,545,000	12,435,000	24,980,000	15,385,000	9,595,000	6,195,000	3,400,000	

Less Grants approved in previous years and cancelled
Adjustment for present value discount per financial statements

Adjusted total disclosed on financial statements

(100,000)
243,632

12,578,632

(165,230) Discount - Outstanding pledge accrual

9,429,770