

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	3,213,565	4,590,427	4,590,427
	2	Savings and temporary cash investments	174,666	186,074	186,074
	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)	37,024,326	37,024,326	346,883,517
	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)	61,924,846	55,231,914	78,838,875
	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)	102,337,403	97,032,741	430,498,893	
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).	10,000,000		
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	10,000,000	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	92,337,403	97,032,741	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input 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			
	30	Total net assets or fund balances (see instructions)	92,337,403	97,032,741	
	31	Total liabilities and net assets/fund balances (see instructions) .	102,337,403	97,032,741	

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	92,337,403
2	Enter amount from Part I, line 27a	2	4,695,338
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	97,032,741
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	97,032,741

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	5,789,384
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))
2016	34,836,850	437,218,602	0 079678
2015	36,828,087	661,196,370	0 055699
2014	44,117,710	740,986,432	0 059539
2013	35,309,803	870,244,197	0 040575
2012	29,717,467	719,681,845	0 041293
2 Total of line 1, column (d)			2 0 276784
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 055357
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 459,382,275
5 Multiply line 4 by line 3			5 25,430,025
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 116,186
7 Add lines 5 and 6			7 25,546,211
8 Enter qualifying distributions from Part XII, line 4			8 28,342,897

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	116,186
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	116,186
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	116,186
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	212,819
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	212,819
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0
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	96,633
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 96,633 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► MARTIN PICINICHHESS FOUNDATION INC Telephone no ► (973) 403-7997			

Located at **►** 4 BECKER FARM ROAD ROSELAND NJ ZIP+4 **►** 07068

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		No
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? <input type="checkbox"/>	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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). <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

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"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CONSTANCE WILLIAMSCO HESS FOUNDATN 4 BECKER FARM ROAD ROSELAND, NJ 07068	DIRECTOR, VICE PRESIDENT 1 00	0	0	0
EUGENE WGOODWILLIE JR CO HESS FND 4 BECKER FARM ROAD ROSELAND, NJ 07068	DIRECTOR, TREASURER 2 00	0	0	0
JOHN B HESS CO HESS FOUNDATION 4 BECKER FARM ROAD ROSELAND, NJ 07068	DIRECTOR, PRESIDENT 5 00	0	0	0
THOMAS H KEAN CO HESS FOUNDATION 4 BECKER FARM ROAD ROSELAND, NJ 07068	DIRECTOR, SECRETARY 1 00	0	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

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

0

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
HESS GROUP LLC 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	INV ADV/ADMIN	519,796
COHNREZNICK LLP 4 BECKER FARM ROAD ROSELAND, NJ 07068	ACCOUNTING AND TAX	167,721

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

0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	466,088,468
b	Average of monthly cash balances.	1b	289,476
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	466,377,944
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	466,377,944
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	6,995,669
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	459,382,275
6	Minimum investment return. Enter 5% of line 5.	6	22,969,114

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	22,969,114
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	116,186
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	116,186
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	22,852,928
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	22,852,928
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	22,852,928

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	28,342,897
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	28,342,897
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	116,186
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	28,226,711

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				22,852,928
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			15,523,872	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
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 ▶ \$ 28,342,897				
a Applied to 2016, but not more than line 2a			15,523,872	
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 2017 distributable amount.				12,819,025
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				10,033,903
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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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

1	Information Regarding Foundation Managers:
a	List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
b	List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- 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	27,925,770
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt PurposesForm **990-PF** (2017)

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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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

Sign Here	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.		
	*****	2019-09-10	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	MARTIN PICINICH		2019-09-10		P00083333
	Firm's name ▶ COHNREZNICK LLP				Firm's EIN ▶ 22-1478099
Firm's address ▶ 4 BECKER FARM ROAD ROSELAND, NJ 07068					Phone no (973) 228-3500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
ASIA FUND (IRELAND)	P	2014-12-01	2018-11-30
COURT SQUARE CAPITAL PARTNERS OFFSHORE II, LP	P	2014-12-01	2018-11-30
DARBY LATIN AMERICAN PRIVATE EQUITY FUND	P	2014-12-01	2018-11-30
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS LP	P	2014-12-01	2018-11-30
DW CATALYST OFFSHORE FUND	P	2014-12-01	2018-11-30
GS CAPITAL PARTNERS V INSTITUTIONAL LP	P	2014-12-01	2018-11-30
GS CAPITAL PARTNERS VI PARALLEL, LP	P	2014-12-01	2018-11-30
GSCP VI PARALLEL AIV LP	P	2014-12-01	2018-11-30
HOLOWESKO GLOBAL EQUITY FUND	P	2014-12-01	2018-11-30
KKR 2006 FUND (OVERSEAS)	P	2014-12-01	2018-11-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		95,079	-95,079
		263,513	-263,513
		1,371,702	-1,371,702
17,635			17,635
263,113			263,113
1,077,332			1,077,332
522,280			522,280
		370,471	-370,471
1,146,502			1,146,502
185,512			185,512

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			-95,079
			-263,513
			-1,371,702
			17,635
			263,113
			1,077,332
			522,280
			-370,471
			1,146,502
			185,512

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
KKR 2006 FUND (SAMSON) LP	P	2014-12-01	2018-11-30
KKR 2006 FUND LP	P	2014-12-01	2018-11-30
KKR ASIAN FUND	P	2014-12-01	2018-11-30
KKR EUROPEAN FUND IV LP	P	2014-12-01	2018-11-30
KKR GDG BLOCKER LP	P	2014-12-01	2018-11-30
KKR NORTH AMERICA FUND XI LP	P	2014-12-01	2018-11-30
KKR REPA AIV-1	P	2014-12-01	2018-11-30
KKR REPA AIV-2 FEEDER L P	P	2014-12-01	2018-11-30
KKR REPA AIV-3 FEEDER L P	P	2014-12-01	2018-11-30
PUBLICLY TRADED SECURITIES			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		103,466	-103,466
247,711			247,711
136,151			136,151
3,077			3,077
53,575			53,575
374,613			374,613
91,437			91,437
685			685
8,231			8,231
4,506,848		942,580	3,564,268

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			-103,466
			247,711
			136,151
			3,077
			53,575
			374,613
			91,437
			685
			8,231
			3,564,268

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
ROCKEFELLER GA INVESTORS 2007	P	2014-12-01	2018-11-30
SEMPER VIC PARTNERS	P	2014-12-01	2018-11-30
WEST STREET CAPITAL PARTNERS VII - PARALLEL LP	P	2014-12-01	2018-11-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
265,960			265,960
35,353			35,353
180			180

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			265,960
			35,353
			180

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACADEMY OF MUSIC 240 SOUTH BROAD ST PHILADELPHIA, PA 19102		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
ACADEMY OF NATURAL SCIENCES 1900 BENJAMIN FRANKLIN PKY PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
ACCESSMATTERS 1700 MARKET STREET SUITE 1540 PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
Total 3a				27,925,770


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>				
AFRICAN AMERICAN MUSEUM IN PHILADELPHIA 701 ARCH ST PHILADELPHIA, PA 19106		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
ALS ASSOCIATION1275 K STREET NW WASHINGTON, DC 20005		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
ALZHEIMER'S ASSOCIATION 1411 BROADWAY NEW YORK, NY 10018		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
Total ► 3a				27,925,770

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>				
AMERICAN CANCER SOCIETY PO BOX 22478 OKLAHOMA CITY, OK 73123		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
AMERICAN IRISH HISTORICAL SOCIETY 991 FIFTH AVE NEW YORK, NY 10028		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH ST NEW YORK, NY 10024		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
Total ► 3a				27,925,770


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>				
ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 101583560		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
ANTI-DEFAMATION LEAGUE NEW ENGLAND 40 COURT SUITE 12 BOSTON, MA 02108		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	3,000
ASHOKA1700 NORTH MAIN STREET ARLINGTON, VA 22209		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
Total ▶ 3a				27,925,770


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>				
BABY2BABY5830 W JEFFERSON BLVD LOS ANGELES, CA 90016		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	185,000
BARNARD COLLEGE3009 BROADWAY NEW YORK, NY 10027		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	60,000
BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PKY PHILADELPHIA, PA 19130		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
Total ▶ 3a				27,925,770


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>				
BARTRAM'S GARDEN 54TH ST LINDBERGH BLVD PHILADELPHIA, PA 19143		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
BATES COLLEGE2 ANDREWS ROAD LEWISTON, ME 042406028		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	4,000
BATES COLLEGE - BOULEY FUND 2 ANDREWS ROAD LEWISTON, ME 042406028		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	4,000
Total 3a				27,925,770

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>				
BETH DAVID REFORM SYNAGOGUE 1130 VAUGHAN LANE GLADWYNE, PA 19135		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
BICYCLE COALITION OF GREATER PHILADELPHIA 1500 WALNUT STREET SUITE 1107 PHILADELPHIA, PA 19102		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
BROADWAY DREAMS 8965 BROCKHAM WAY ALPHARETTA, GA 30022		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
Total 				27,925,770
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 Paid during the year				
BUCKLEY SCHOOL 113 EAST 73RD STREET NEW YORK, NY 10021		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
CARON TREATMENT CENTERS 244 EAST 55TH STREET NEW YORK, NY 10022		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD LOS ANGELES, CA 90048		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
Total ▶ 3a				27,925,770


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>				
CENTER FOR INTERNATIONAL HUMANITARIAN COOPERATION 850 5TH AVE NEW YORK, NY 10065		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	30,000
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET 14TH FLOOR NEW YORK, NY 10005		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
CENTER FOR STRATEGIC & INT'L STUDIES 1616 RHODE ISLAND AVE NW WASHINGTON, DC 20036		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	1,000,000
Total 				27,925,770
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>				
CHILDREN'S NATIONAL MEDICAL CENTER 111 MICHIGAN AVENUE NW WASHINGTON, DC 20010		PC	SUPPORT OF THE EXPANSION OF THE COMPREHENSIVE PEDIATRIC EPILEPSY PROGRAM (CPEP)	10,000
CITY HARVEST INC 6 EAST 32ND STREET 5TH FLOOR NEW YORK, NY 10016		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	200,000
COLLEGE OF PHYSICIANS 195 22ND STREET PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	1,000,000
Total 				27,925,770
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>				
COLLEGE OF PHYSICIANS OF PHILADELPHIA 19 S 22ND STREET PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	20,000
COLUMBIA UNIVERSITY 116TH ST BROADWAY NEW YORK, NY 10027		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
COLUMBIA UNIVERSITY - MAILMAN SCHOOL 722 WEST 168TH STREET 14TH FL NEW YORK, NY 10032		PC	THE JUDSON WOLFE FELLOWSHIP	25,000
Total 				27,925,770
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>				
DEERFIELD ACADEMYPO BOX 306 DEERFIELD, MA 01342		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	1,500,000
DERBY ACADEMY ANNUAL FUND 56 BURDITT AVENUE HINGHAM, MA 02043		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
DOUBLE EDGE THEATRE 948 CONWAY ROAD ASHFIELD, MA 013309772		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	112,000
Total ▶ 3a				27,925,770

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>				
DUBIN BREAST CENTER1176 5TH AVE NEW YORK, NY 10029		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
EDUCATION LAW CENTER 1315 WALNUT STREET PHILADELPHIA, PA 19107		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
ELMWOOD PARK ZOO 1661 HARDING BLVD NORRISTOWN, PA 19401		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	200,000
Total ▶ 3a				27,925,770

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>				
EPISCOPAL ACADEMY 1785 BISHOP WHITE DRIVE NEWTOWN SQUARE, PA 19073		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	20,000
EVERYTOWN FOR GUN SAFETY SUPPORT FUND PO BOX 4184 NEW YORK, NY 10163		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	3,000
FDN FOR ARTS & PRESERVATION IN EMBASSIES 1725 I STREET NW 300 WASHINGTON, DC 20006		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
Total 				27,925,770
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>				
FEDERATION EARLY LEARNING SERVICES 10700 JAMISON AVENUE PHILADELPHIA, PA 19116		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
FILM SOCIETY OF LINCOLN CENTER INC 165 WEST 65TH STREET NEW YORK, NY 10023		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	260,000
FORD'S THEATRE SOCIETY 514 TENTH STREET NW WASHINGTON, DC 20004		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
Total ► 3a				27,925,770

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>				
FRANKLIN INSTITUTE 222 NORTH 20TH STREET PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
FREE LIBRARY OF PHILADELPHIA 1901 VINE STREET SUITE 111 PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	500,000
FRIENDS OF BATES ATHLETICS 2 ANDREWS ROAD LEWISTON, ME 042406028		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	2,000
Total ▶ 3a				27,925,770


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>				
FRIENDS OF HOLLY HILL FARM 236 JERUSALEM ROAD COHASSET, MA 02025		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	2,000
FUND FOR THE SCHOOL DISTRICT OF PHILADELPHIA 30 SOUTH 17TH STREET PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	320,000
GOLDEN SLIPPER GEMS 257 E LANCASTER AVE SUITE 200 WYNNEWOOD, PA 19096		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
Total ▶ 3a				27,925,770

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>				
GOOD PLUS FOUNDATION INC 306 W 37TH STREET 8TH FLOOR NEW YORK, NY 10018		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	15,000
GREATER PHILADELPHIA CULTURAL ALLIANCE 1315 WALNUT ST 732 PHILADELPHIA, PA 19107		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
GREENLIGHT FUND 1501 CHERRY STREET PHILADELPHIA, PA 19102		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
Total ► 3a				27,925,770


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>				
HAITI CARDIAC ALLIANCE 47 MAPLE ST SUITE 220 BURLINGTON, VT 054014956		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
HARLEM CHILDREN'S ZONE INC 35 EAST 62ND STREET NEW YORK, NY 10065		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
HARVARD BUSINESS SCHOOL 124 MOUNT AUBURN STREET CAMBRIDGE, MA 021385762		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	4,600,000
Total ▶ 3a				27,925,770

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HARVARD COLLEGE FUND 124 MOUNT AUBURN STREET CAMBRIDGE, MA 021385762		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	120,000
HARVARD MEDICAL SCHOOL 124 MOUNT AUBURN STREET CAMBRIDGE, MA 021385762		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
HIAS PENNSYLVANIA 2100 ARCH STREET PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
Total ▶ 3a				27,925,770

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>				
HISTIOCYTOSIS ASSOCIATION OF AMERICA 332 NORTH BROADWAY PITMAN, NJ 08071		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
ICAHN SCHOOL OF MEDICINE 1428 MADISON AVE NEW YORK, NY 10029		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
INGLIS2600 BELMONT AVENUE PHILADELPHIA, PA 19131		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
Total ► 3a				27,925,770

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>				
INSTITUTE FOR SPORTS MEDICINE RESEARCH 57 E 57TH STREET NO 15A NEW YORK, NY 10022		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
INTERFAITH CTR OF GREATER PHILADELPHIA 100 WOXFORD STREET E-1300 PHILADELPHIA, PA 19122		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
JACKIE ROBINSON FOUNDATION INC 75 VARICK STREET 2ND FLOOR NEW YORK, NY 10013		PC	SPONSORSHIP OF JRF SCHOLAR	80,000
Total 				27,925,770
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>				
JEWISH BOARD OF FAMILY & CHILDREN'S SERVICES 135 W 50TH STREET NEW YORK, NY 10020		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
JEWISH FAMILY & CHILDREN'S SERVICES 2100 ARCH STREET PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
JEWISH FEDERATION OF GREATER PHILA 2100 ARCH STREET PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
Total ▶ 3a				27,925,770

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>				
JOHN F KENNEDY CENTER FOR PERFORMING ARTS 2700 F ST NW WASHINGTON, DC 20566		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	3,000
JULES STEIN EYE INSTITUTE UNIVERSITY OF CA LOS ANGELES, CA 900951784		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	200,000
KIMMEL CENTER INC 1500 WALNUT STREET 17TH FL PHILADELPHIA, PA 19102		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
Total 				27,925,770
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>				
KINGS ACADEMY 245 PARK AVENUE 39TH FLOOR NEW YORK, NY 10167		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	600,000
LINCOLN CENTER FOR THE PERFORMING ARTS INC 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	350,000
LINCOLN CTR FOR THE PERFORMING ARTS 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	350,000
Total 3a				27,925,770

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>				
LOWER MERION CONSERVANCY 73 EAST LANCASTER AVENUE ARDMORE, PA 19003		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
LYFORD CAY FOUNDATION INC 521 FIFTH AVENUE 10TH FLOOR NEW YORK, NY 10175		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
LYMPHOMA RESEARCH FOUNDATION 88 PINE ST SUITE 2400 NEW YORK, NY 10005		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
Total ▶ 3a				27,925,770

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>				
MAGEE REHABILITATION HOSPITAL 1513 RACE STREET PHILADELPHIA, PA 19102		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
MAKE-A-WISH FOUNDATION OF AMERICA 126 SOUTHWEST FREEWAY STAFFORD, TX 77477		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	70,000
MATERNITY CARE COALITION 200 HAMILTON STREET PHILADELPHIA, PA 19130		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
Total ► 3a				27,925,770


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>				
MCCAIN INSTITUTE FOR INTERNATIONAL LEADERSHIP 1800 I ST NW SIXTH FLOOR WASHINGTON, DC 20006		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
MEDICAL MISSIONS FOR CHILDREN INC 10-G ROESSLER ROAD SUITE 500 WOBURN, MA 01801		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
MELANOMA RESEARCH FOUNDATION 1420 K STREET NW 7TH FLOOR WASHINGTON, DC 20005		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	225,000
Total 				27,925,770
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 Paid during the year				
MERCY CORPS45 SW ANKENY STREET PORTLAND, OR 97204		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,500
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	210,000
MIDDLEBURY COLLEGE 14 OLD CHAPEL ROAD MIDDLEBURY, VT 05753		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
Total ▶ 3a				27,925,770

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>				
MT SINAI MEDICAL CENTER ONE GUSTAVE LLEVY PLBOX 1220 NEW YORK, NY 10029		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000,000
NATIONAL CONSTITUTION CENTER INDEPENDENCE MALL-525 ARCH ST PHILADELPHIA, PA 19106		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
NATIONAL IMMIGRATION LAW CENTER 3450 WILSHIRE BLVD SUITE 108-62 LOS ANGELES, CA 90010		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	3,000
Total ▶ 3a				27,925,770

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL PHYSICIANS ALLIANCE 1455 PENNSYLVANIA AVENUE SUITE 400 WASHINGTON, DC 20004		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
NAT'L MUSEUM OF AMERICAN JEWISH HISTORY 55 NORTH 5TH STREET PHILADELPHIA, PA 19106		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	35,000
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET 11TH FLOOR NEW YORK, NY 10011		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
Total ▶ 3a				27,925,770

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>				
NAVY SEAL FOUNDATION INC 1619 D STREET VIRGINIA BEACH, VA 23459		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
NOBLE & GREENOUGH SCHOOL 10 CAMPUS DRIVE DEDHAM, MA 02026		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
NUCLEAR THREAT INITIATIVE 1776 EYE STREET NW SUITE 600 WASHINGTON, DC 20006		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
Total ▶ 3a				27,925,770

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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>				
OLD COLONY MONTESSORI SCHOOL 247 GARDNER STREET HINGHAM, MA 02043		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	6,000
PARK AVENUE SYNAGOGUE 50 EAST 87TH STREET NEW YORK, NY 10128		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	250,000
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N20TH ST 5TH FLOOR PHILADELPHIA, PA 191031495		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
Total 				27,925,770
3a				


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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>				
PHILABUNDANCE 3616 SOUTH GALLOWAY STREET PHILADELPHIA, PA 19148		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
PHILADELPHIA CITY ROWING 450 PLYMOUTH ROAD PHILADELPHIA, PA 19462		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
PHILADELPHIA MURAL ARTS PROGRAM 1727 MT VERNON STREET PHILADELPHIA, PA 19130		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	60,000
Total ▶ 3a				27,925,770

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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>				
PHILADELPHIA MUSEUM OF ART PERELMAN BUILDING-PO BOX 7646 PHILADELPHIA, PA 191017646		PC	IN SUPPORT OF THE CONSTRUCTION OF A NEW AUDITORIUM	2,145,000
PHILADELPHIA ORCHESTRA ONE SOUTH BROAD STREET PHILADELPHIA, PA 19107		PC	IN SUPPORT OF THE CONSTRUCTION OF A NEW AUDITORIUM	1,020,000
PHILADELPHIA SCHOOL PARTNERSHIP 150 S INDEPENDENCE MALL W NO 1200 PHILADELPHIA, PA 19106		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
Total 3a				27,925,770


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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>				
PHILADELPHIA ZOO 3400 W GIRARD AVENUE PHILADELPHIA, PA 19104		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
PHILLIPS COLLECTION 1600 21ST STREET NW WASHINGTON, DC 20009		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	45,000
PHILLY FIGHTS CANCER 1086 PENLLYN BLUE BLUE BELL, PA 19422		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	30,000
Total ▶ 3a				27,925,770

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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>				
PLANNED PARENTHOOD OF SE PA 114 LOCUST STREET PHILADELPHIA, PA 19107		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
PLAY ON PHILLYPO BOX 8662 PHILADELPHIA, PA 19101		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
PLEASE TOUCH MUSEUM 4231 AVENUE OF THE REPUBLIC PHILADELPHIA, PA 19131		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	200,000
Total ▶ 3a				27,925,770

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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>				
PREP FOR PREP328 W 71ST ST NEW YORK, NY 10023		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
PRINCETON UNIVERSITYPO BOX 5357 PRINCETON, NJ 085435357		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	101,000
PROJECT CHIMPSPO BOX 2140 BLUE RIDGE, GA 30513		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
Total ▶ 3a				27,925,770

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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>				
PROJECT HOME 1515 FAIRMOUNT AVENUE PHILADELPHIA, PA 191302996		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	150,000
PUBLIC CITIZENS FOR CHILDREN & YOUTH 1709 BENJAMIN FRANKLIN PKY 6TH FL PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	30,000
RUTGERS UNIVERSITY FOUNDATION-CAWP 7 COLLEGE AVENUE NEW BRUNSWICK, NJ 08901		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
Total 				27,925,770
3a				

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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>				
RYAN'S CASE FOR SMILES 295 SWEDESFORD ROAD 396 WAYNE, PA 19087		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
SHERIDAN SCHOOL 1116 SHERIDAN AVENUE BRONX, NY 10456		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
SOCIETY OF GENERAL INTERNAL MEDICINE 1500 KING STREET STE 303 ALEXANDRIA, VA 22314		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	75,000
Total ► 3a				27,925,770

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>				
SOUTH SHORE NATURAL SCIENCE CENTER 48 JACOBS LANE NORWELL, MA 02061		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	1,000
SOUTHERN POVERTY LAW CENTER INC PO BOX 548 MONTGOMERY, AL 36104		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
SPONSORS FOR EDUCATIONAL OPPORTUNITY 55 EXCHANGE PLACE SUITE 601 NEW YORK, NY 10005		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
Total 				27,925,770
3a				


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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>				
ST MARY'S COLLEGE OF MARYLAND 18952 E FISHER ROAD ST MARYS CITY, MD 20686		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	1,000
STEPPINGSTONE FOUNDATION 1 APPLETON STREET BOSTON, MA 02116		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	40,000
STEPPINGSTONE SCHOLARS INC 1301 CECIL B MOORE AVENUE PHILADELPHIA, PA 19122		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	250,000
Total ▶ 3a				27,925,770


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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>				
STUDENT SPONSOR PARTNERS 424 MADISON AVE 3RD FLOOR NEW YORK, NY 10017		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
STUDIO MUSEUM IN HARLEM 429 W 127TH ST NEW YORK, NY 10027		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
SUPPORT CENTER FOR CHILD ADVOCATES 1900 CHERRY STREET PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	15,000
Total ► 3a				27,925,770

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TEACH FOR AMERICA 1714 MEMPHIS STREET SUITE C1 PHILADELPHIA, PA 19125		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
TEAM RUBICON 6171 W CENTURY BLVD SUITE 310 LOS ANGELES, CA 90045		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	50,000
THE FABRIC WORKSHOP AND MUSEUM 1214 ARCH ST PHILADELPHIA, PA 19107		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
Total ▶ 3a				27,925,770

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 HISTORYMAKERS 1900 MICHIGAN AVENUE CHICAGO, IL 60616		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
THE LENFEST INSTITUTE FOR JOURNALISM 801 MARKET ST SUITE 300 PHILADELPHIA, PA 19107		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
THE MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON, MA 02114		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
Total ▶ 3a				27,925,770

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE TEAK FELLOWSHIP16 W 22ND ST NEW YORK, NY 10010		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	100,000
THEATRE HORIZON401 DEKALB STREET NORRISTOWN, PA 19401		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
TRUSTEES OF THE UNIVERSITY OF PA 3451 WALNUT ST/433 FRANKLIN BLDG PHILADELPHIA, PA 191046205		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	125,000
Total ▶ 3a				27,925,770

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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>				
UNITED WAY OF SOUTHEASTERN PA 1709 BENJAMIN FRANKLIN PKY PHILADELPHIA, PA 19103		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	15,000
UNIVERSITY OF NC ARTS & SCIENCES FND 205 SOUTH BUILDING CHAPEL HILL, NC 275993100		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	250,000
UNIVERSITY OF PENNSYLVANIA 2929 WALNUT STREET SUITE 300 PHILADELPHIA, PA 191045099		PC	THE WILLIAM FELLOWS ENDOWMENT FUND - LDI ACCESS & AFFORDABILITY RESEARCH FUND	1,000,000
Total 				27,925,770
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>				
VIA ART FUND INC 83 NEWBURY STREET 4TH FLOOR BOSTON, MA 02116		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
VOLUNTEER MEDICAL SERVICE CORP OF LMN 101 SIBLEY AVENUE ARDMORE, PA 19003		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
WEINBERG FAMILY CEREBRAL PALSY CENTER 3959 BROADWAY SUITE 803 NEW YORK, NY 10032		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
Total 				27,925,770
3a				

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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>				
WHITNEY MUSEUM 99 GANSEVOORT STREET NEW YORK, NY 10014		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	1,000,000
WHITNEY MUSEUM OF AMERICAN ART 945 MADISON AVENUE NEW YORK, NY 10021		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	365,270
WHYY150 NORTH SIXTH STREET PHILADELPHIA, PA 19106		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
Total ▶ 3a				27,925,770

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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>				
WISTAR INSTITUTE 3601 SPRUCE STREET PHILADELPHIA, PA 19104		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
WOMEN'S CANCER RESEARCH FUND 28 W 44TH STREET SUITE 609 NEW YORK, NY 10036		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	25,000
WOMEN'S MEDICAL FUNDPO BOX 248 MADISON, WI 53701		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	10,000
Total ▶ 3a				27,925,770

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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>				
WXPNPO BOX 8419 PHILADELPHIA, PA 191017646		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
YOUTH WORK FOUNDATION 140 SOUTH BROAD ST PHILADELPHIA, PA 19102		PC	AN UNRESTRICTED GRANT TO FURTHER THE DONEE'S EXEMPT PURPOSE	5,000
Total ▶ 3a				27,925,770

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a COURT SQUARE CAPITAL PARTNERS OFFSHORE II, LP			14	4,123	
b DARBY LATIN AMERICAN PRIVATE EQUITY FUND			14	-2,443	
c DAVIDSON KEMPNER INSTITUTIONAL PARTNERS LP			14	-1,073	
d DW CATALYST OFFSHORE FUND			14	6,995	
e GS CAPITAL PARTNERS V INSTITUTIONAL LP			14	-22,972	
f GS CAPITAL PARTNERS VI PARALLEL, LP	523000	-7	14	-36,511	
g HESS MIDSTREAM PARTNERS LP			14	-72,842	
h HOLOWESKO GLOBAL EQUITY FUND			14	-239,969	
i KKR 2006 FUND (OVERSEAS)			14	-4,449	
j KKR 2006 FUND (SAMSON) LP			14	47	
k KKR 2006 FUND LP			14	751	
l KKR ASIAN FUND			14	-25,035	
m KKR EUROPEAN FUND IV LP	523000	-35,800	14	-105,892	
n KKR NORTH AMERICA FUND XI LP			14	18	
o KKR REPA AIV-1			14	-50,050	
p KKR REPA AIV-2 FEEDER L P	523000	-7,831	14	-3,719	
q KKR REPA AIV-3 FEEDER L P	523000	-9,778	14	584	
r LEE EQUITY STRATEGIC PARTNERS CAPTIVE AIV LP			14	7	
s LEE EQUITY STRATEGIC PARTNERS FUND PDR AIV LP			14	2	
t ROCKEFELLER GA INVESTORS 2007			14	131	

TY 2017 Accounting Fees Schedule**Name:** HESS FOUNDATION INC**EIN:** 22-1713046**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COHNREZNICK LLP	163,221	48,966		114,255

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Gain/Loss from Sale of Other Assets Schedule

Name: HESS FOUNDATION INC

EIN: 22-1713046

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
HOLOWESKO GLOBAL EQUITY FUND	2014-12	PURCHASED	2018-11		9,188			0	9,188	
KKR EUROPEAN FUND IV LP	2014-12	PURCHASED	2018-11		4,673			0	4,673	
KKR NORTH AMERICA FUND XI LP	2014-12	PURCHASED	2018-11			32,939		0	-32,939	
KKR REPA AIV-2 FEEDER L P	2014-12	PURCHASED	2018-11		1,721			0	1,721	
KKR REPA AIV-3 FEEDER L P	2014-12	PURCHASED	2018-11		20,690			0	20,690	
ROCKEFELLER GA INVESTORS 2007	2014-12	PURCHASED	2018-11		577			0	577	

TY 2017 General Explanation Attachment

Name: HESS FOUNDATION INC

EIN: 22-1713046

General Explanation Attachment

Identifier	Return Reference	Explanation	
1		FORM 990-PF, PART VII-A, LINE 10	HESS FOUNDATION, INC YEAR ENDED NOVEMBER 30,2018 FORM 990-PF, PART VII-A, LINE 10 CONTRIBUTIONS RECEIVED THE LEON HESS 25-YEAR CHARITABLE LEAD ANNUITY TRUST 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036 CASH CONTRIBUTIONS 11/30/18WHILE THE AMOUNTS RECEIVED FROM THE HESS 25-YEAR CHARITABLE LEAD ANNUITY TRUST WERE IN EXCESS OF THE AMOUNTS SPECIFIED IN SECTION 507 (D) (2) (A) OF THE CODE, IT IS NOT CLEAR THAT SUCH TRUST IS A SUBSTANTIAL CONTRIBUTOR, AS DEFINED IN THE CODE, SINCE THE PAYMENTS WERE MADE PURSUANT TO THE WILL OF LEON HESS, DECEASED WHO WAS SUBSTANTIAL CONTRIBUTOR

General Explanation Attachment

Identifier	Return Reference	Explanation	
2		FORM 990-PF, PART VII-B, LINE 1A(4)	THE HESS GROUP, INC , A DISQUALIFIED PERSON WITH RESPECT TO THE FOUNDATION, RECEIVED COMPENSATION FROM THE FOUNDATION THE YEAR ENDED NOVEMBER 30, 2018 FOR PROFESSIONAL SERVICES RENDERED TO THE FOUNDATION BECAUSE THE COMPENSATION WAS REASONABLE, IT MEETS THE REQUIREMENTS FOR THE EXCEPTION TO SELF-DEALING UNDER THE REGULATIONS OF INTERNAL REVENUE CODE SECTION 4941

General Explanation Attachment

Identifier	Return Reference	Explanation	
3	EXPENDITURE RESPONSIBILITY STATEMENT	PART VII-B, LINE 5C	<p>GRANTEE'S NAME HESS PHILANTHROPIC FUNDGRANTEE'S ADDRESS C/O TAG ASSOCIATES, 810 SEVENTH AVENUE, 7TH FLOOR NEW YORK, NY 10019GRANT AMOUNT 10,535,373DATE OF GRANT 12/31/16AMOUNT EXPENDED 10,535,373VERIFICATION DATE 04/26/19PURPOSE OF GRANT ENDOWMENTDATES OF REPORTS BY GRANTEE 4/26/19ANY DIVERSION BY GRANTEE TO OUR KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDSRESULTS OF VERIFICATION THE ORGANIZATON HAS NO REASON TO BELIEVE THAT ASSETS ARE BEING USED FOR ANY PURPOSES OTHER THAN CHARITABLE</p> <p>GRANTEE'S NAME HESS PHILANTHROPIC FUNDGRANTEE'S ADDRESS C/O TAG ASSOCIATES, 810 SEVENTH AVENUE, 7TH FLOOR NEW YORK, NY 10019GRANT AMOUNT 235006430DATE OF GRANT 12/31/17AMOUNT EXPENDED 7,125,007VERIFICATION DATE 04/26/19PURPOSE OF GRANT ENDOWMENTDATES OF REPORTS BY GRANTEE 4/26/19ANY DIVERSION BY GRANTEE TO OUR KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDSRESULTS OF VERIFICATION THE ORGANIZATON HAS NO REASON TO BELIEVE THAT ASSETS ARE BEING USED FOR ANY PURPOSES OTHER THAN CHARITABLE</p> <p>GRANTEE'S NAME HESS PHILANTHROPIC FUNDGRANTEE'S ADDRESS C/O TAG ASSOCIATES, 810 SEVENTH AVENUE, 7TH FLOOR NEW YORK, NY 10019GRANT AMOUNT 1,041,359DATE OF GRANT 1/19/17AMOUNT EXPENDED 1,041,359VERIFICATION DATE 04/26/19PURPOSE OF GRANT ENDOWMENTDATES OF REPORTS BY GRANTEE 4/26/19ANY DIVERSION BY GRANTEE TO OUR KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDSRESULTS OF VERIFICATION THE ORGANIZATON HAS NO REASON TO BELIEVE THAT ASSETS ARE BEING USED FOR ANY PURPOSES OTHER THAN CHARITABLE</p> <p>GRANTEE'S NAME HESS PHILANTHROPIC FUNDGRANTEE'S ADDRESS C/O TAG ASSOCIATES, 810 SEVENTH AVENUE, 7TH FLOOR NEW YORK, NY 10019GRANT AMOUNT 192,803DATE OF GRANT 10/06/17AMOUNT EXPENDED 192,803VERIFICATION DATE 04/26/19PURPOSE OF GRANT ENDOWMENTDATES OF REPORTS BY GRANTEE 4/26/19ANY DIVERSION BY GRANTEE TO OUR KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDSRESULTS OF VERIFICATION THE ORGANIZATON HAS NO REASON TO BELIEVE THAT ASSETS ARE BEING USED FOR ANY PURPOSES OTHER THAN CHARITABLE</p>

TY 2017 Investments Corporate Stock Schedule**Name:** HESS FOUNDATION INC**EIN:** 22-1713046

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HESS CORPORATION	37,024,326	346,883,517

TY 2017 Investments - Other Schedule

Name: HESS FOUNDATION INC
EIN: 22-1713046

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ANCHORAGE CAPITAL	FMV	2,100,000	2,646,647
CANYON VALUE	FMV	1,620,349	2,104,968
COATUE HYBRID OFFSHORE	FMV	0	1,337,916
COATUE KONA II	FMV	1,341,440	1,802,211
COATUE PE FUND II	FMV	1,993,583	2,794,129
COURT SQUARE CAPITAL	FMV	1,601,428	1,125,575
DARBY BBVA	FMV	2,000,693	769,966
DARBY EMERGING MARKETS	FMV	72,199	0
DAVIDSON KEMNPER	FMV	2,029,856	2,122,103
DRT INVESTORS	FMV	1,116,423	1,190,542
DW PARTNERS	FMV	276,858	0
EATON PARK OVERSEAS FUND	FMV	0	112,466
EDGEWOOD GROWTH FUND	FMV	3,000,000	4,004,612
GLOBAL LONG SHORT PARTNERS	FMV	0	226,478
GLOBAL LONG SHORT SPV II	FMV	0	45,673
GQG PARTNERS	FMV	1,500,000	1,554,199
GS CAPITAL PARTNERS V	FMV	1,228,201	128,792
GS CAPITAL PARTNERS VI	FMV	811,643	747,328
GS CASH MANAGEMENT OPTION	FMV	282,850	183,097
GS MEZZANINE PARTNERS	FMV	96,535	38,720
GS VINTAGE FUND VINTAGE FUND LP	FMV	0	411,946
GS VINTAGE FUND VINTAGE FUND VI	FMV	194,853	1,393,201
GS WHITEHALL	FMV	0	21,543
HESS MIDSTREAM PARTNERS	FMV	1,987,937	1,884,110
HLOWESKO	FMV	1,132,705	12,417,267
KKR 2006 FUND	FMV	1,150,284	790,581
KKR ASIAN FUND	FMV	2,873,561	250,943
KKR ASIAN FUND II	FMV	1,920,832	3,468,195
KKR EUROPEAN FUND	FMV	2,125,795	3,157,925
KKR NORTH AMERICAN FUND	FMV	1,305,459	3,484,920

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
KKR RE PARTNERS	FMV	605,409	929,052
LEE EQUITY STRATEGIC PARTNERS	FMV	1,678,068	0
NEWPORT ASIA	FMV	0	1,895,739
OAKTREE VALUE	FMV	4,000,000	5,221,926
RENAISSANCE INSTITUTIONAL	FMV	2,000,000	2,235,499
ROCKEFELLER GA INVESTORS LP	FMV	2,032,772	1,951,551
SEMPER VIC PARTNERS	FMV	1,976,890	7,801,543
UBER TECHNOLOGIES	AT COST	3,999,975	3,999,975
WELLINGTON	FMV	4,209,588	3,524,733
WEST ST CAPITAL VI	FMV	965,728	1,062,804

TY 2017 Legal Fees Schedule**Name:** HESS FOUNDATION INC**EIN:** 22-1713046

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SULLIVAN & CROMWELL, LLP	50,000	0		50,000

TY 2017 Other Expenses Schedule**Name:** HESS FOUNDATION INC**EIN:** 22-1713046**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	25	0		25
EXPENSES FROM K-1 PASSTHROUGH	406,233	387,192		0

TY 2017 Other Income Schedule

Name: HESS FOUNDATION INC

EIN: 22-1713046

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
COURT SQUARE CAPITAL PARTNERS OFFSHORE II, LP	4,123	4,123	4,123
DARBY LATIN AMERICAN PRIVATE EQUITY FUND	-2,443	-2,443	-2,443
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS LP	-1,073	-1,073	-1,073
DW CATALYST OFFSHORE FUND	6,995	6,995	6,995
GS CAPITAL PARTNERS V INSTITUTIONAL LP	-22,972	-22,972	-22,972
GS CAPITAL PARTNERS VI PARALLEL, LP	-36,518	-36,511	-36,518
HESS MIDSTREAM PARTNERS LP	-72,842	-72,842	-72,842
HOLOWESKO GLOBAL EQUITY FUND	-239,969	-239,969	-239,969
KKR 2006 FUND (OVERSEAS)	-4,449	-4,449	-4,449
KKR 2006 FUND (SAMSON) LP	47	47	47
KKR 2006 FUND LP	751	751	751
KKR ASIAN FUND	-25,035	-25,035	-25,035
KKR EUROPEAN FUND IV LP	-141,692	-105,892	-141,692
KKR NORTH AMERICA FUND XI LP	18	18	18
KKR REPA AIV-1	-50,050	-50,050	-50,050
KKR REPA AIV-2 FEEDER L P	-11,550	-3,719	-11,550
KKR REPA AIV-3 FEEDER L P	-9,194	584	-9,194
LEE EQUITY STRATEGIC PARTNERS CAPTIVE AIV LP	7	7	7
LEE EQUITY STRATEGIC PARTNERS FUND PDR AIV LP	2	2	2
ROCKEFELLER GA INVESTORS 2007	131	131	131

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SEMPER VIC PARTNERS (Q P) LP	7,628	7,628	7,628
WEST STREET CAPITAL PARTNERS VII - PARALLEL LP	-12,515	-12,515	-12,515
CLASS ACTION PROCEEDS	231	231	231

TY 2017 Other Professional Fees Schedule**Name:** HESS FOUNDATION INC**EIN:** 22-1713046

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HESS GROUP	519,796	311,878		207,918
GOLDMAN SACHS	15,655	15,655		0
MONTICELLO ASSOCIATES, INCORPORATED	150,000	150,000		0
WILMINGTON TRUST	11	11		0

TY 2017 Taxes Schedule**Name:** HESS FOUNDATION INC**EIN:** 22-1713046

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	291,994	291,981		0
STATE UNRELATED BUSINESS TAXES	31,751	0		0
EXCISE TAXES	28,624	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2017
	Name of the organization HESS FOUNDATION INC	Employer identification number 22-1713046

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 HESS FOUNDATION INC	Employer identification number 22-1713046
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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	THE LEON HESS 25-YEAR CHARITABLE LEAD ANNUITY TRUST 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	\$ 21,547,444	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

22-1713046

Part II

[illegible]

Name of organization HESS FOUNDATION INC	Employer identification number 22-1713046
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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
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(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	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	