

For calendar year 2017, or tax year beginning 12-01-2017, and ending 11-30-2018

Name of foundation THE PRICE FAMILY FOUNDATION C/O MICHAEL F PRICE		A Employer identification number 22-3483367	
Number and street (or P O box number if mail is not delivered to street address) 1180 LARGER CROSS ROAD		Room/suite	B Telephone number (see instructions) (973) 921-2210
City or town, state or province, country, and ZIP or foreign postal code FAR HILLS, NJ 07931		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 15,835,594		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	8,912,125			
	2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,541	3,541		
	4 Dividends and interest from securities	83,214	83,214		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	785,959			
	b Gross sales price for all assets on line 6a 7,852,164				
	7 Capital gain net income (from Part IV, line 2)		4,888,791		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	225,846	212,407		
	12 Total. Add lines 1 through 11	10,010,685	5,187,953		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	24,745	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	71,154	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	170,690	0		170,690
	22 Printing and publications				
	23 Other expenses (attach schedule)	279,946	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	546,535	0		170,690
	25 Contributions, gifts, grants paid	12,828,311			12,828,311
	26 Total expenses and disbursements. Add lines 24 and 25	13,374,846	0		12,999,001
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,364,161			
	b Net investment income (if negative, enter -0-)		5,187,953		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	249,523	57,099	57,099
	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)	261,568	358,665	358,665
	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)	11,104,250	9,834,220	15,419,830
	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)	11,615,341	10,249,984	15,835,594	
Liabilities	17	Accounts payable and accrued expenses	132,000	132,000	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	132,000	132,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	11,483,341	10,117,984	
	30	Total net assets or fund balances (see instructions)	11,483,341	10,117,984	
31	Total liabilities and net assets/fund balances (see instructions) .	11,615,341	10,249,984		

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	11,483,341
2	Enter amount from Part I, line 27a	2	-3,364,161
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,998,804
4	Add lines 1, 2, and 3	4	10,117,984
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	10,117,984

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	4,888,791
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	11,405,839	16,691,242	0.683343
2015	12,479,376	18,107,066	0.689199
2014	13,740,203	18,234,600	0.753524
2013	11,657,193	21,235,240	0.548955
2012	13,077,432	19,917,911	0.656566
2 Total of line 1, column (d)			2 3.331587
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 0.666317
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 17,521,410
5 Multiply line 4 by line 3			5 11,674,813
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 51,880
7 Add lines 5 and 6			7 11,726,693
8 Enter qualifying distributions from Part XII, line 4			8 12,999,001

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	51,880
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	51,880
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	51,880
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	78,307
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	103,307
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	51,427
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 51,427 Refunded <input type="checkbox"/>	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)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	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? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	No
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)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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 ► MICHAEL F PRICE Telephone no ► (212) 679-1007			

Located at **►** C/O MFP INVESTORS 667 MADISON AVE NEW YORK NY ZIP+4 **►** 10065

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 type="checkbox"/> Yes <input checked="" 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		
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 checked="" type="checkbox"/> Yes <input 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		No
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)? 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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
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? <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?		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
MICHAEL F PRICE 12 PARSONAGE PT RYE, NY 10580	MANAGER 1 00	0	0	0
JORDAN PRICE EHMANN 1180 LARGER CROSS ROAD FAR HILLS, NJ 07931	TRUSTEE 1 00	0	0	0
CLAUDIA FORBES 31635 CANYON CIRCLE EVERGREEN, CO 80439	TRUSTEE 0 00	0	0	0
JENNIFER C PRICE 12 PARSONAGE PT RYE, NY 10580	TRUSTEE 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	Contributions to employee benefit plans and deferred compensation (d)	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
JOANNE DUHL 164 WHITE PINE DRIVE WAITSFIELD, VT 05623	CONSULTANT	132,000

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	483,156
b	Average of monthly cash balances.	1b	776,860
c	Fair market value of all other assets (see instructions).	1c	16,528,218
d	Total (add lines 1a, b, and c).	1d	17,788,234
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	17,788,234
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	266,824
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	17,521,410
6	Minimum investment return. Enter 5% of line 5.	6	876,071

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	876,071
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	51,880
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	66,584
c	Add lines 2a and 2b.	2c	118,464
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	757,607
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	757,607
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	757,607

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	12,999,001
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	12,999,001
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	51,880
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	12,947,121

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				757,607
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	13,129,905			
b From 2013.	10,683,460			
c From 2014.	12,904,977			
d From 2015.	11,728,555			
e From 2016.	10,711,190			
f Total of lines 3a through e.	59,158,087			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>12,999,001</u>				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				757,607
e Remaining amount distributed out of corpus	12,241,394			
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	71,399,481			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	13,129,905			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	58,269,576			
10 Analysis of line 9				
a Excess from 2013.	10,683,460			
b Excess from 2014.	12,904,977			
c Excess from 2015.	11,728,555			
d Excess from 2016.	10,711,190			
e Excess from 2017.	12,241,394			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
See Additional Data Table

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	12,828,311
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)

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
--	--	-----	----

--	--	--

1a(1)	No
1a(2)	No

--	--	--

1b(1)	No
--------------	-----------

1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)	No
--------------	-----------

1b(5)		No
--------------	--	-----------

1b(6)		No
--------------	--	-----------

1c		No
----	--	----

value
ue

[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

* * * * *

(see instr)? ☐ Yes ☐ No

(see instr)? ☐ Yes ☐ No

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01404771
Firm's name ► POOLE & ASSOCIATES LLC				Firm's EIN ► 47-1686472
Firm's address ► 369 LEXINGTON AVENUE NEW YORK, NY 10017				Phone no (212) 679-1007

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)
BAIN CAPITAL IX COINVEST	P	2015-01-01	2017-12-31
MFP PARTNERS L P	P	2017-07-15	2017-12-31
MFP PARTNERS L P	P	2015-01-01	2017-12-31
PENNANT ONSHORE PARTNERS	P	2017-07-15	2017-12-31
PENNANT ONSHORE PARTNERS	P	2015-01-01	2017-12-31
REBOUND PARTNERS LP	P	2017-07-15	2017-12-31
REBOUND PARTNERS LP	P	2015-01-01	2017-12-31
STADIUM CAPITAL PARTNERS LP	P	2017-07-15	2017-12-31
STADIUM CAPITAL PARTNERS LP	P	2015-01-01	2017-12-31
6000 SHS KEMPER	D	2001-01-01	2018-01-03

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)
			-9,916
			30,204
			148,791
			-124,315
			146,534
			205,776
			115,047
			10,750
			153,089
403,246		103,652	299,594

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	
			-9,916
			30,204
			148,791
			-124,315
			146,534
			205,776
			115,047
			10,750
			153,089
			299,594

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)
5000 SHS BANK OF AMERICA	D	2018-01-03	2018-02-18
20,000 SHS CONTINENTAL RESOURCES	D	2014-12-10	2018-01-03
5000 SHS FMC CORP	D	2014-09-11	2018-01-03
10,000 SHS INTEL	D	2013-01-18	2018-01-03
5000 SHS EXXON	D	1960-11-11	2018-04-02
30,000 CONTITENTAL RESOURCES	D	2014-12-10	2018-04-02
5000 SHS PERMIAN BASIN REALTY	D	2015-12-17	2018-04-02
1,000 SHS KEWEENAW	D	2018-04-02	2018-12-31
5000 SHS POPULAR	D	2015-12-17	2018-04-03
5000 PERMIAN BASIN REALTY	D	2015-12-17	2018-04-03

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
148,795		61,543	87,252
1,094,233		668,832	425,401
481,117		320,398	160,719
456,397		211,896	244,501
368,087		177,753	190,334
1,725,971		1,003,200	722,771
47,228		25,675	21,553
101,173		5,032	96,141
210,868		135,112	75,756
47,670		25,678	21,992

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			87,252
			425,401
			160,719
			244,501
			190,334
			722,771
			21,553
			96,141
			75,756
			21,992

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)
5000 SHS GENWORTH MI CDA	D	2015-12-17	2018-04-03
10,000 AMERICAN MIDSTREAM PTS	D	2015-12-15	2018-04-03
5000 SHS BANK OF AMERICA	D	2016-02-18	2018-04-03
36427 SHS GETTY REALTY CORP	D	2017-12-31	2018-04-16
2500 SHS POPULAR	D	2015-12-17	2018-09-12
8000 SHS XPO LOGISTICS	D	2017-07-20	2018-09-26
5000 SHS DOLBY LABS	D	2015-12-17	2018-09-26
	D		
	D		

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)
158,446		96,469	61,977
105,243		15,928	89,315
146,985		61,543	85,442
972,739		7,772	964,967
126,253		67,550	58,703
913,574		484,000	429,574
344,139		167,300	176,839
			0
			0

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			61,977
			89,315
			85,442
			964,967
			58,703
			429,574
			176,839
			0
			0

Form 990PF Part XV Line 1a - 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).

MICHAEL F PRICE
JENNIFER C PRICE

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				
ADVOCATES FOR CHILDREN OF NEW YORK 151 WEST 30TH STREET NEW BRUNSWICK, NY 10001	NONE	IRC S 501(A)	GENERAL USE	100,000
ALBERT EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PARK AVENUE ROOM 726 BRONX, NY 10461	NONE	IRC S 501(A)	GENERAL USE	1,631,250
BERMAN INST OF BIOTHISJOHN 1809 ASHLAND AVE BALTIMORE, MD 21205	NONE	IRC S 501(A)	GENERAL USE	25,000
Total ▶ 3a				12,828,311

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				
BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467	NONE	IRC S 501(A)	GENERAL USE	75,000
BOSTON FOUNDATION 75 ARLINGTON STREET 1000 BOSTON, MA 02116	NONE	IRC S 501(A)	GENERAL USE	297,600
BOTTOM LINE INC26 COURT STREET BROOKLYN, NY 11242	NONE	IRC S 501(A)	GENERAL USE	225,000
Total ▶ 3a				12,828,311

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>				
BROAD INSTITUTE INC415 MAIN ST CAMBRIDGE, MA 02142	NONE	IRC S 501(A)	GENERAL USE	783,300
BROOKLYN WORKFORCE INNOVATIONS 621 DEGRAW STREET BROOKLYN, NY 11217	NONE	IRC S 501(A)	GENERAL USE	50,000
BRUNSWICK SCHOOL 189 BRUNSWICK ST 7TH JERSEY CITY, NJ 07302	NONE	IRC S 501(A)	GENERAL USE	142,500
Total ▶ 3a				12,828,311

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>				
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE	IRC S 501(A)	GENERAL USE	81,000
CHILDREN'S AID AND FAMILY SERVICES 200 ROBIN ROAD PARAMUS, NJ 07652	NONE	IRC S 501(A)	GENERAL USE	299,522
CITY YEAR NEW YORK 20 WEST 22ND STREET 3RD FLOOR NEW YORK, NY 10010	NONE	IRC S 501(A)	GENERAL USE	175,000
Total ▶ 3a				12,828,311

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>				
CHILD MIND INSTITUTE101 E 56TH ST NEW YORK, NY 10022	NONE	IRC S 501(A)	GENERAL USE	5,000
DEGREGORIO FAMILY FOUNDATION PO BOX 236 PLEASANTVILLE, NY 10570	NONE	IRC S 501(A)	GENERAL USE	87,500
DUKE UNIVERSITYBOX 90581 DURHAM, NC 27708	NONE	IRC S 501(A)	GENERAL USE	124,000
Total ▶ 3a				12,828,311

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				
EXALT YOUTH 175 REMSON STREET SUITE 1000 NEW YORK, NY 11201	NONE	IRC S 501(A)	GENERAL USE	50,000
FACING HISTORY AND OURSELVES 16 HURD ROAD BROOKLINE, MA 02445	NONE	IRC S 501(A)	GENERAL USE	70,000
FRESH AIR FUND633 3RD AVE NEW YORK, NY 10017	NONE	IRC S 501(A)	GENERAL USE	1,500
Total ▶ 3a				12,828,311

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 THE CHILDREN NEW YORK PO BOX 1649 NEW YORK, NY 10026	NONE	IRC S 501(A)	GENERAL USE	250,000
FUND FOR THE CITY OF NEW YORK 593 COLUMBUS AVENUE NEW YORK, NY 10024	NONE	IRC S 501(A)	GENERAL USE	133,000
GOOD SHEPHERD SERVICES 305 SEVENTH AVENUE 9TH FLOOR NEW YORK, NY 10001	NONE	IRC S 501(A)	GENERAL USE	282,500
Total ▶ 3a				12,828,311

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>				
GRAHAM WINDHAM ONE PIERREPONT PLAZA SUITE 901 BROOKLYN, NY 11201	NONE	IRC S 501(A)	GENERAL USE	275,000
GODDARD RIVERSIDE COMMUNITY CENTER 593 COLUMBUS AVENUE NEW YORK, NY 10024	NONE	IRC S 501(A)	GENERAL USE	60,000
GREAT INVESTORS BEST 3879 MAPLE AVENUE SUITE 350 DALLAS, TX 75219	NONE	IRC S 501(A)	GENERAL USE	6,000
Total ▶ 3a				12,828,311

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>				
HARLEM EDUCATION ACTIVITIES FUND INC 2090 ADAM CLAYTON POWELL JR BLVD NEW YORK, NY 10027	NONE	IRC S 501(A)	GENERAL USE	37,500
HOSPITAL FOR SPECIAL SURGERY 535 EAST 70TH STREET NEW YORK, NY 10021	NONE	IRC S 501(A)	GENERAL USE	245,000
HOT BREAD KITCHEN 1590 PARK AVENUE NEW YORK, NY 10029	NONE	IRC S 501(A)	GENERAL USE	36,000
Total ▶ 3a				12,828,311

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				
HUNTS POINT ALLIANCE FOR CHILDREN 1231 LAFAYETTE AVENUE 4TH FLOOR BRONX, NY 10474	NONE	IRC S 501(A)	GENERAL USE	100,000
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	NONE	IRC S 501(A)	GENERAL USE	200,000
HARMONY PROGRAM INC 1700 BROADWAY 39TH FL NEW YORK, NY 10019	NONE	IRC S 501(A)	GENERAL USE	76,500
Total ▶ 3a				12,828,311

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>				
HUMAN RIGHTS WATCH 350 5TH AVE 34TH NEW YORK, NY 10118	NONE	IRC S 501(A)	GENERAL USE	1,000
JOHN HOPKINS HOSPITAL FUND FOR THE AGED 750 EAST PRATT STREET 17TH FLOOR BALTIMORE, MD 21202	NONE	IRC S 501(A)	GENERAL USE	75,000
JOHN JAY COLLEGE FOUNDATION 524 WEST 59TH STREET NEW YORK, NY 10019	NONE	IRC S 501(A)	GENERAL USE	94,959
Total ▶ 3a				12,828,311

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>				
MONTEFIORE MEDICAL CENTER 111 EAST 210TH STREET BRONX, NY 10467	NONE	IRC S 501(A)	GENERAL USE	400,000
LOWER EASTSIDE PEOPLES 37 AVENUE B NEW YORK, NY 10009	NONE	IRC S 501(A)	GENERAL USE	26,650
NEW HEIGHTS 2576 BROADWAY PMB 213 NEW YORK, NY 10025	NONE	IRC S 501(A)	GENERAL USE	75,000
Total ▶ 3a				12,828,311

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEW YORK CARES 214 WEST 29TH STREET 5TH FLOOR NEW YORK, NY 10001	NONE	IRC S 501(A)	GENERAL USE	35,000
NEW YORK CITY POLICE FOUNDATION 555 FIFTH AVENUE 15TH FLOOR NEW YORK, NY 10017	NONE	IRC S 501(A)	GENERAL USE	270,000
NEW YORK PRESBYTERIAN 654 WEST 170TH STREET NEW YORK, NY 10032	NONE	IRC S 501(A)	GENERAL USE	1,762,496
Total ▶ 3a				12,828,311

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				
NANTUCKET GOLF CLUB FOUNDATION 250 MILESTONE ROAD NANTUCKET, MA 02554	NONE	IRC S 501(A)	GENERAL USE	3,500
PLANNED PARENTHOOD OF NYC 26 BLEECKER STREET NEW YORK, NY 10012	NONE	IRC S 501(A)	GENERAL USE	200,000
POLO PLAYERS SUPPORT GROUP 11924 FOREST HILL BLVD SUITE 22-287 WELLINGTON, FL 33414	NONE	IRC S 501(A)	GENERAL USE	40,000
Total ▶ 3a				12,828,311

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				
NAVY SEAL FOUNDATION1619 D ST VIRGINIA BEACH, VA 23455	NONE	IRC S 501(A)	GENERAL USE	10,000
RESEARCH FOUNDATION OF THE CITY UNIVERSITY 230 WEST 41ST STRET 7 NEW YORK, NY 10036	NONE	IRC S 501(A)	GENERAL USE	94,959
RUTGERS UNIVERSITY FOUNDATION 7 COLLEGE AVENUE NEW BRUNSWICK, NJ 08901	NONE	IRC S 501(A)	GENERAL USE	233,841
Total ▶ 3a				12,828,311

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				
SANKATY HEAD FOUNDATION PO BOX 875 SIASCONSET, MA 02564	NONE	IRC S 501(A)	GENERAL USE	50,000
SCO FAMILY SERVICES 154 LAWRENCE STREET BROOKLYN, NY 11201	NONE	IRC S 501(A)	GENERAL USE	400,000
SOUTH BRONX UNITED INC 199 LINCOLN AVENUE BRONX, NY 10454	NONE	IRC S 501(A)	GENERAL USE	67,500
Total ▶ 3a				12,828,311

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>				
SUMMER SEARCH NEW YORK CITY 261 5TH AVENUE8TH FLOOR NEW YORK, NY 10016	NONE	IRC S 501(A)	GENERAL USE	100,000
SUNNYSIDE COMMUNITY SERVICES 4331 39TH STREET SUNNYSIDE, NY 11104	NONE	IRC S 501(A)	GENERAL USE	85,000
SYRACUSE UNIVERSITY 820 COMSTOCK AVENUE SYRACUSE, NY 13244	NONE	IRC S 501(A)	GENERAL USE	201,500
Total ▶ 3a				12,828,311

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				
THE BLUE CARD171 MADISON AVENUE NEW YORK, NY 10016	NONE	IRC S 501(A)	GENERAL USE	100,000
SOHO REPERTORY THEATRE 46 WALKER ST NEW YORK, NY 10013	NONE	IRC S 501(A)	GENERAL USE	5,000
RIVERSIDE CHURCH IN THE 490 RIVERSIDE DR NEW YORK, NY 10027	NONE	IRC S 501(A)	GENERAL USE	10,000
Total ▶ 3a				12,828,311

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				
THE NEW YORK OPPORTUNITY NETWORK 85 BROAD STREET 6TH FLOOR NEW YORK, NY 10004	NONE	IRC S 501(A)	GENERAL USE	87,500
THE UNIVERSITY OF OKLAHOMA FOUNDATION PO BOX 258856 OKLAHOMA CITY, OK 73125	NONE	IRC S 501(A)	GENERAL USE	550,000
THE WINDWARD SCHOOL 212 93RD STREET NEW YORK, NY 10128	NONE	IRC S 501(A)	GENERAL USE	833,334
Total ▶ 3a				12,828,311

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>				
ST DAVID SCHOOL12 E 89TH ST NEW YORK, NY 10128	NONE	IRC S 501(A)	GENERAL USEGENERAL USE	1,000,000
THE DEGREGORIO FAMILY FOUNDATION PO BOX 236 PLEASANTVILLE, NY 105700236	NONE	IRC S 501(A)	GENERAL USE	87,500
THE JIMMY LEE SCHOLARSHIP 1011 FIRST AVENUE SUITE 1800 NEW YORK, NY 100224112	NONE	IRC S 501(A)	GENERAL USE	1,000
Total ▶ 3a				12,828,311

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				
THE MUSEUM OF THE CITY OF NEW YORK 1220 5TH AVE NEW YORK, NY 10029	NONE	IRC S 501(A)	GENERAL USE	2,400
THE SCONSET TRUST1 NEW ST SIASCONSET, MA 02564	NONE	IRC S 501(A)	GENERAL USE	500
Total ▶ 3a				12,828,311

TY 2017 Accounting Fees Schedule**Name:** THE PRICE FAMILY FOUNDATION

C/O MICHAEL F PRICE

EIN: 22-3483367**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	24,745	0		0

TY 2017 Distribution from Corpus Election

Name: THE PRICE FAMILY FOUNDATION
C/O MICHAEL F PRICE

EIN: 22-3483367

Election: THE FOUNDATION HEREBY ELECTS, PURSUANT TO REG. SEC.
53.4942 (A)-3(D) (2), TO APPLY ALL OF THE 2012 QUALIFYING
DISTRIBUTION TO CORPUS.

TY 2017 Explanation of Non-Filing with Attorney General Statement

Name: THE PRICE FAMILY FOUNDATION
C/O MICHAEL F PRICE

EIN: 22-3483367

Statement:

NEW JERSEY DOES NOT REQUIRE A PRIVATE FOUNDATION THAT HAS NOT RECEIVED MORE THAN \$20,000 FROM THE GENERAL PUBLIC TO REGISTER AND PROVIDE A COPY OF FORM 990PF.

TY 2017 Investments Corporate Stock Schedule**Name:** THE PRICE FAMILY FOUNDATION

C/O MICHAEL F PRICE

EIN: 22-3483367

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCK HELD AT JPMORGAN 73600	358,665	358,665

TY 2017 Investments - Other Schedule**Name:** THE PRICE FAMILY FOUNDATION

C/O MICHAEL F PRICE

EIN: 22-3483367**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MFP PARTNERS LP	FMV	514,108	514,108
REBOUND PARTNERS	FMV	2,979,320	2,979,320
OWL CREEK OVERSEAS FUND LTD	FMV	1,900,000	7,485,356
BAIN CAPITAL VIII COINVESTMENT FUND, L.P.	FMV	35,237	35,237
BAIN CAPITAL (TRU) VIII COINVESTMENT, L.P.	FMV	11,278	11,278
BAIN CAPITAL IX COINVESTMENT FUND, L.P.	FMV	43,603	43,603
BAIN CAPITAL (CC) IX COINVESTMENT, L.P.	FMV	9,318	9,318
BAIN CAPITAL (CCD) IX COINVESTMENT, L.P.	FMV	13,606	13,606
PENNANT ONSHORE PARTNERS, LP	FMV	2,522,008	2,522,262
STADIUM CAPITAL PARTNERS LP	FMV	1,736,209	1,736,209
GYRODYNE LLC	FMV	69,533	69,533

TY 2017 Other Expenses Schedule

Name: THE PRICE FAMILY FOUNDATION

C/O MICHAEL F PRICE

EIN: 22-3483367

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PHILANTHROPIC-CONSULTING	178,955	0		0
MFP PARTNERS, L P PORTFOLIO DEDUCTION	634	0		0
MFP PARTNERS, L P INTEREST EXPENSE	6	0		0
PENNANT ONSHORE PARTNERS-PORTFOLIO DEDUCTION	843	0		0
BAIN CAPITAL IX-PORTFOLIO DEDUCTION	655	0		0
PENNANT ONSHORE PARTNERS, L P -INVEST INTEREST EXPENSE	43,560	0		0
REBOUND PARTNERS, L P -INVEST INTEREST EXPENSE	5,816	0		0
STADIUM PARTNERS, L P OTHER DEDUCTIONS	20,161	0		0
PENNANT ONSHORE PARTNERS, L P -INVEST PORTFOLIO DEDUCTIONS	28,569	0		0
MFP PARTNERS, L P CONTRIBUTIONS	1	0		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REBOUND PARTNERS, L P -INVEST PORTFOLIO DEDUCTIONS	-5	0		0
MFP PARTNERS, L P OTHER DEDUCTIONS	745	0		0
GYRODYNE LLC-CONTRIBUTION DEDUCTIONS	6	0		0

TY 2017 Other Income Schedule

Name: THE PRICE FAMILY FOUNDATION

C/O MICHAEL F PRICE

EIN: 22-3483367

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MFP PARTNERS - ORDINARY INCOME	1,454	0	1,454
PENNANT ONSHORE PARTNERS - OTHER PORTFOLIO INCOME	-33,696	-33,696	-33,696
REBOUND PARTNERS, L P - OTHER INCOME	129,417	125,457	129,417
MFP PARTNERS - OTHER INCOME	-1,282	0	-1,282
MFP PARTNERS - OTHER PORTFOLIO INCOME	4,894	0	4,894
MFP PARTNERS - NET RENTAL INCOME	-2	0	-2
MFP PARTNERS - SECTION 1231 LOSS	455	0	455
REBOUND PARTNERS, L P - OTHER INCOME	129,417	125,457	129,417
STADIUM CAPITAL PARTNERS-OTHER INCOME	-42	-42	-42
GYRODYNE LLC-ORDINARY INCOME	21	21	21
GYRODYNE LLC-NET RENTAL INCOME	-6,659	-6,659	-6,659
GYRODYNE LLC-SECTION 1231	1,869	1,869	1,869

TY 2017 Other Increases Schedule

Name: THE PRICE FAMILY FOUNDATION
C/O MICHAEL F PRICE

EIN: 22-3483367

Description	Amount
UNREALIZED GAIN IN BALANCE SHEET ASSETS	1,998,804

TY 2017 Taxes Schedule

Name: THE PRICE FAMILY FOUNDATION
C/O MICHAEL F PRICE

EIN: 22-3483367

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	70,000	0		0
FOREIGN TAXES	1,154	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2017
	Name of the organization THE PRICE FAMILY FOUNDATION C/O MICHAEL F PRICE	Employer identification number 22-3483367

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 THE PRICE FAMILY FOUNDATION C/O MICHAEL F PRICE	Employer identification number 22-3483367
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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	MICHAEL F PRICE 12 PARSONAGE PT RYE, NY 10580	\$ 8,912,125	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE PRICE FAMILY FOUNDATION C/O MICHAEL F PRICE	Employer identification number 22-3483367
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Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization THE PRICE FAMILY FOUNDATION C/O MICHAEL F PRICE	Employer identification number 22-3483367
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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
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	<div></div> <div></div>	<div></div> <div></div>	

Additional Data

Software ID:
Software Version:
EIN: 22-3483367
Name: THE PRICE FAMILY FOUNDATION
C/O MICHAEL F PRICE

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	6,000 SHS KEMPER	<u>\$ 407,760</u>	<u>2018-01-03</u>
<u>1</u>	5,000 SHS BANK OF AMERICA	<u>\$ 149,075</u>	<u>2018-01-03</u>
<u>1</u>	20,000 SHS CONTINENTAL RESOURCES	<u>\$ 1,098,700</u>	<u>2018-01-03</u>
<u>1</u>	5,000 SHS FMC CORP	<u>\$ 473,525</u>	<u>2018-01-03</u>
<u>1</u>	10,000 SHS INTEL	<u>\$ 449,300</u>	<u>2018-01-03</u>
<u>1</u>	36,427 SHS GETTY	<u>\$ 921,967</u>	<u>2018-04-16</u>
<u>1</u>	10,000 SHS AMERICAN MIDSTREAM PTS	<u>\$ 105,750</u>	<u>2018-04-03</u>
<u>1</u>	5,000 SHS POPULAR INC	<u>\$ 212,800</u>	<u>2018-04-03</u>
<u>1</u>	5,000 SHS GENWORTH MI CDA INC	<u>\$ 158,775</u>	<u>2018-04-03</u>
<u>1</u>	5,000 SHS PERMIAN BASIN RLTY TRUST	<u>\$ 47,600</u>	<u>2018-04-03</u>

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	5,000 SHS EXXON MOBIL	<u>\$ 366,388</u>	<u>2018-04-02</u>
<u>1</u>	5,000 SHS PERMIAN BASIN RLTY TRUST	<u>\$ 47,650</u>	<u>2018-04-02</u>
<u>1</u>	1,000 SHS KEWEENAW	<u>\$ 100,000</u>	<u>2018-04-02</u>
<u>1</u>	30,000 SHS CONTINENTAL RESOURRCES	<u>\$ 1,716,900</u>	<u>2018-04-02</u>
<u>1</u>	5,000 SHS BANK OF AMERICA	<u>\$ 147,025</u>	<u>2018-04-02</u>
<u>1</u>	8,000 SHS XPO LOGISTICS	<u>\$ 910,800</u>	<u>2018-10-01</u>
<u>1</u>	2500 SHS POPULAR INC	<u>\$ 176,975</u>	<u>2018-09-11</u>
<u>1</u>	5000 SHS DOLBY	<u>\$ 251,175</u>	<u>2018-09-11</u>