

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2021 or tax year beginning

, and ending

Name of foundation THE JEAN & LOUIS DREYFUS FOUNDATION, INC		A Employer identification number 13-2947180
Number and street (or P.O. box number if mail is not delivered to street address) 64 WEST 48TH STREET	Room/suite 1408	B Telephone number 212-599-1931
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10036		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) ▶ \$ 19,221,607.	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.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	235,421.	235,421.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,876,226.			
	b Gross sales price for all assets on line 6a	13,238,041.			
	7 Capital gain net income (from Part IV, line 2)		1,876,226.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	186.	186.		STATEMENT 2	
12 Total. Add lines 1 through 11	2,111,833.	2,111,833.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	79,329.	0.		79,329.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	6,473.	0.		6,473.
	16a Legal fees				
	b Accounting fees	6,553.	5,000.		1,553.
	c Other professional fees	118,340.	118,340.		0.
	17 Interest				
	18 Taxes	28,410.	257.		0.
	19 Depreciation and depletion				
	20 Occupancy	41,626.	0.		41,626.
	21 Travel, conferences, and meetings	930.	0.		930.
	22 Printing and publications				
	23 Other expenses	18,261.	0.		18,261.
	24 Total operating and administrative expenses. Add lines 13 through 23	299,922.	123,597.		148,172.
	25 Contributions, gifts, grants paid	2,065,000.			2,065,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,364,922.	123,597.		2,213,172.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ..	-253,089.				
b Net investment income (if negative, enter -0-)		1,988,236.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,046.	2,284.	2,284.
	2 Savings and temporary cash investments	1,427,182.	1,072,771.	1,072,771.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 7	663,994.	596,208.	613,070.
	b Investments - corporate stock STMT 8	7,011,624.	7,334,935.	12,126,959.
	c Investments - corporate bonds STMT 9	1,157,010.	1,044,862.	1,057,764.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans STMT 10	1,085,986.	1,001,007.	1,005,919.	
13 Investments - other STMT 11	2,052,150.	2,093,227.	3,342,840.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,399,992.	13,145,294.	19,221,607.	
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			
	22 Other liabilities (describe ▶ STATEMENT 12)	3,265.	1,656.	
23 Total liabilities (add lines 17 through 22)	3,265.	1,656.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	13,396,727.	13,143,638.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
29 Total net assets or fund balances	13,396,727.	13,143,638.		
30 Total liabilities and net assets/fund balances	13,399,992.	13,145,294.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	13,396,727.
2 Enter amount from Part I, line 27a	2	-253,089.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,143,638.
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 29	6	13,143,638.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b JPM ALTERNATIVE INVESTMENTS	P		
c CAPITAL GAINS DIVIDENDS			
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 13,081,109.		11,348,423.	1,732,686.
b 78,871.		13,392.	65,479.
c 78,061.			78,061.
d			
e			

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			1,732,686.
b			65,479.
c			78,061.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,876,226.
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	N/A

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	27,636.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) 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	27,636.
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	27,636.
6 Credits/Payments:			
a 2021 estimated tax payments and 2020 overpayment credited to 2021	6a	16,800.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d		7	16,800.
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 7, enter amount owed		9	10,836.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2022 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VI-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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>0.</u> (2) On foundation managers. ▶ \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by <i>General Instruction T</i> .		
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ <u>NY</u>		
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 <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2021 or the tax year beginning in 2021? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ <u>WWW.JLDREYFUS.ORG</u>		
14 The books are in care of ▶ <u>THE FOUNDATION</u> Telephone no. ▶ <u>212-599-1931</u> Located at ▶ <u>64 WEST 48TH STREET, 1408, NEW YORK, NY</u> ZIP+4 ▶ <u>10036</u>		
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	N/A
16 At any time during calendar year 2021, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	1a(5)	X
	1a(6)	X
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	1b	X
c Organizations relying on a current notice regarding disaster assistance, check here		
d 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 2021?	1d	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2021, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2021?	2a	X
If "Yes," list the years ▶ _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	X
b If "Yes," did it have excess business holdings in 2021 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2021.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2021?	4b	X

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
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	N/A	
c Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
d If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		79,329.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JESSICA KEUSKAMP - 64 WEST 48TH STREET #1408, NEW YORK, NY 10036	EXECUTIVE DIRECTOR	71,829.	0.	0.

Total number of other employees paid over \$50,000 0

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1: BESSEMER TRUST, 630 FIFTH AVENUE, NEW YORK, NY 10111, INVESTMENT MANAGEMENT, 95,658.

Total number of others receiving over \$50,000 for professional services 0

Part VIII-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity, Expenses. Row 1: 1 N/A

Part VIII-B Summary of Program-Related Investments

Table with 2 columns: Description of investment, Amount. Row 1: 1 N/A

Total. Add lines 1 through 3 0.

Part IX 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	18,185,945.
b	Average of monthly cash balances	1b	1,614,180.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	19,800,125.
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	19,800,125.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	297,002.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	19,503,123.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	975,156.

Part X 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 IX, line 6	1	975,156.
2a	Tax on investment income for 2021 from Part V, line 5	2a	27,636.
b	Income tax for 2021. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b	2c	27,636.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	947,520.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	947,520.
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 XII, line 1	7	947,520.

Part XI 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	2,213,172.
b	Program-related investments - total from Part VIII-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 XII, line 4	4	2,213,172.

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Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2020	(c) 2020	(d) 2021
1 Distributable amount for 2021 from Part X, line 7				947,520.
2 Undistributed income, if any, as of the end of 2021:				
a Enter amount for 2020 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2021:				
a From 2016	69,962.			
b From 2017	110,143.			
c From 2018	73,967.			
d From 2019	115,877.			
e From 2020	92,331.			
f Total of lines 3a through e	462,280.			
4 Qualifying distributions for 2021 from Part XI, line 4: ▶ \$	2,213,172.			
a Applied to 2020, 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 2021 distributable amount				947,520.
e Remaining amount distributed out of corpus	1,265,652.			
5 Excess distributions carryover applied to 2021 (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	1,727,932.			
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 2020. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2022				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 2016 not applied on line 5 or line 7	69,962.			
9 Excess distributions carryover to 2022. Subtract lines 7 and 8 from line 6a	1,657,970.			
10 Analysis of line 9:				
a Excess from 2017	110,143.			
b Excess from 2018	73,967.			
c Excess from 2019	115,877.			
d Excess from 2020	92,331.			
e Excess from 2021	1,265,652.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2021, enter the date of the ruling

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

Table with 5 columns: (a) 2021, (b) 2020, (c) 2019, (d) 2018, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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

1 Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 14

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 XIV 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 Paid during the year				
ALLIANCE FOR POSITIVE CHANGE 64 WEST 35TH STREET, 3RD FLOOR NEW YORK, NY 10001	N/A	PC	SOCIAL SERVICES GRANTS	10,000.
BETH MORRISON PROJECTS 666 OCEAN AVENUE, #D1 BROOKLYN, NY 11226-5375	N/A	PC	ARTS GRANTS	15,000.
BREAKING GROUND 505 EIGHTH AVENUE, 5TH FLOOR NEW YORK, NY 10018	N/A	PC	SOCIAL SERVICES GRANTS	20,000.
CARINGKIND 360 LEXINGTON AVENUE, 4TH FLOOR NEW YORK, NY 10017	N/A	PC	GRANTS FOR AGING	15,000.
CARTER BURDEN NETWORK 1484 FIRST AVENUE NEW YORK, NY 10075	N/A	PC	GRANTS FOR AGING	15,000.
Total	SEE CONTINUATION SHEET(S)			2,065,000.
b Approved for future payment				
NONE				
Total				0.

Part XV-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include various income types like Program service revenue, Dividends, and Subtotal.

Part XV-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

Table with 3 columns: Question, Yes, No. Contains questions 1a through 1c regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Includes 'N/A' entries.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Includes 'N/A' entries.

Sign Here: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: LAUREN CRESCI, Title: PRESIDENT

Paid Preparer Use Only: Print/Type preparer's name: LAUREN CRESCI, Preparer's signature, Date, Check self-employed, Firm's name: LUTZ AND CARR, CPAS LLP, Firm's address: 551 FIFTH AVENUE, SUITE 400 NEW YORK, NY 10176, Firm's EIN: 13-1655065, Phone no. 212-697-2299, PTIN: P01268493

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CENTER FOR URBAN COMMUNITY SERVICES 198 EAST 121ST STREET, 6TH FLOOR NEW YORK, NY 10035	N/A	PC	SOCIAL SERVICES GRANTS	20,000.
COLUMBIA UNIVERSITY IRVING MEDICAL CENTER 100 HAVEN AVE STE 29D OFFICE OF UNIVERSITY DEVELOPMENT NEW YORK, NY 10032-3784	N/A	PC	SOCIAL SERVICES GRANTS	250,000.
COUNCIL ON AMERICAN ISLAMIC RELATIONS 46-01 20TH AVENUE QUEENS, NY 11105	N/A	PC	SOCIAL SERVICES GRANTS	15,000.
CONCERTS IN MOTION 729 7TH AVENUE, 9TH FLOOR NEW YORK, NY 10019	N/A	PC	ARTS GRANTS	10,000.
DREAM 729 SEVENTH AVENUE, 10TH FLOOR NEW YORK, NY 10009	N/A	PC	EDUCATION AND YOUTH	15,000.
EDUCATION ALLIANCE 197 EAST BROADWAY NEW YORK, NY 10002-5598	N/A	PC	GRANTS FOR AGING	15,000.
FRESH YOUTH INITIATIVES 505 WEST 171ST STREET NEW YORK, NY 10032	N/A	PC	EDUCATION AND YOUTH	15,000.
HEALTH ADVOCATES FOR OLDER PEOPLE 420 LEXINGTON AVENUE, SUITE 300 NEW YORK, NY 10170	N/A	PC	GRANTS FOR AGING	10,000.
JAMAICA CENTER FOR ARTS AND LEARNING 161-04 JAMAICA AVENUE JAMAICA, NY 11432	N/A	PC	ARTS GRANTS	15,000.
LIVE ON 49 WEST 45TH STREET, 7TH FLOOR NEW YORK, NY 10036	N/A	PC	GRANTS FOR AGING	15,000.
Total from continuation sheets				1,990,000.

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LENOX HILL NEIGHBORHOOD HOUSE 331 EAST 70TH STREET NEW YORK, NY 10021	N/A	PC	GRANTS FOR AGING	20,000.
MARCY LAB SCHOOL 7 MARCUS GARVEY BLVD NEW YORK, NY 11206	N/A	PC	EDUCATION AND YOUTH	15,000.
METROPOLITAN OPERA ASSOCIATION 30 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A	PC	ARTS GRANTS	10,000.
METROPOLITAN OPERA GUILD 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6593	N/A	PC	ARTS GRANTS	20,000.
MIND-BUILDERS CREATIVE ARTS CENTER 3415 OLINVILLE AVENUE BRONX, NY 10467	N/A	PC	ARTS GRANTS	30,000.
MINT THEATER COMPANY 412 WEST 42ND STREET NEW YORK, NY 10036	N/A	PC	ARTS GRANTS	20,000.
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BLVD BRONX, NY 10458	N/A	PC	SOCIAL SERVICES GRANTS	15,000.
NEW YORK COMMUNITY TRUST & COMMUNITY FUNDS, INC. 909 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10022	N/A	PC	ARTS GRANTS	30,000.
NEW YORK FESTIVAL OF SONG 307 SEVENTH AVENUE, SUITE 2004 NEW YORK, NY 10001	N/A	PC	ARTS GRANTS	5,000.
NOEL POINTER FOUNDATION 1368 FULTON STREET BROOKLYN, NY 11216	N/A	PC	ARTS GRANTS	10,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ORPHEUS CHAMBER ORCHESTRA 490 RIVERSIDE DRIVE, 11TH FLOOR NEW YORK, NY 10027-5706	N/A	PC	ARTS GRANTS	10,000.
PLANNED PARENTHOOD OF NEW YORK CITY 26 BLEECKER STREET NEW YORK, NY 10012	N/A	PC	SOCIAL SERVICES GRANTS	10,000.
PROJECT RENEWAL 200 VARICK STREET, 9TH FLOOR NEW YORK, NY 10014	N/A	PC	GRANTS FOR AGING	20,000.
READ ALLIANCE 160 BROADWAY, 8TH FLOOR EAST BUILDING NEW YORK, NY 10038	N/A	PC	EDUCATION AND YOUTH	15,000.
RIVERSTONE SENIOR LIFE SERVICES 99 FORT WASHINGTON AVENUE NEW YORK, NY 10032	N/A	PC	GRANTS FOR AGING	15,000.
OVARIAN CANCER RESEARCH ALLIANCE 14 PENNSYLVANIA PLAZA, SUITE 2110 NEW YORK, NY 10112	N/A	PC	SOCIAL SERVICES GRANTS	1,000,000.
SANCTUARY FOR FAMILIES PO BOX 1406, WALL STREET STATION NEW YORK, NY 10268	N/A	PC	SOCIAL SERVICES GRANTS	15,000.
SEARCH AND CARE 1844 SECOND AVENUE NEW YORK, NY 10128-3862	N/A	PC	GRANTS FOR AGING	15,000.
SERVICE PROGRAM FOR OLDER PEOPLE 302 WEST 91ST STREET NEW YORK, NY 10024	N/A	PC	GRANTS FOR AGING	20,000.
STUDENT SPONSOR PARTNERS 286 MADISON AVENUE, SUITE 1691 NEW YORK, NY 10017	N/A	PC	EDUCATION AND YOUTH	20,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THIRD STREET MUSIC SCHOOL 235 EAST 11TH STREET NEW YORK, NY 10003	N/A	PC	ARTS GRANTS	20,000.
THE BRIDGE FUND 271 MADISON AVENUE, SUITE 907 NEW YORK, NY 10016	N/A	PC	SOCIAL SERVICES GRANTS	20,000.
THE FAMILY CENTER 493 NOSTRAND AVENUE, 3RD FLOOR BROOKLYN, NY 11216	N/A	PC	SOCIAL SERVICES GRANTS	15,000.
THE NEW SCHOOL/COLLEGE OF THE PERFORMING ARTS 66 WEST 12TH STREET NEW YORK, NY 10011	N/A	PC	EDUCATION AND YOUTH	100,000.
THE READING TEAM 2090 ADAM CLAYTON POWELL JR., BLVD, SUITE 100 NEW YORK, NY 10017	N/A	PC	EDUCATION AND YOUTH	15,000.
URBAN DOVE 21-21 41ST AVENUE, SUITE 2D LONG ISLAND CITY, NY 11101	N/A	PC	EDUCATION AND YOUTH	20,000.
WOODLAWN CONSERVANCY 4199 WEBSTER AVENUE BRONX, NY 10470	N/A	PC	EDUCATION AND YOUTH	15,000.
VOLUNTEERS OF LEGAL SERVICE 40 WORTH STREET, SUITE 820 NEW YORK, NY 10013-2904	N/A	PC	GRANTS FOR AGING	20,000.
VOLUNTEER LAWYERS FOR THE ARTS 1 EAST 53 STREET, 6TH FLOOR NEW YORK, NY 10022-4201	N/A	PC	ARTS GRANTS	15,000.
WHEDCO 50 EAST 168TH STREET BRONX, NY 10452	N/A	PC	SOCIAL SERVICES GRANTS	15,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
YWCA OF BROOKLYN 30 THIRD AVENUE BROOKLYN, NY 11217	N/A	PC	GRANTS FOR AGING	20,000.
ZONE 126 31-10 23RD STREET QUEENS, NY 11106	N/A	PC	EDUCATION AND YOUTH	20,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST	226,590.	70,564.	156,026.	156,026.	
JP MORGAN- NET OF AMORTIZATION OF PREMIUM	86,892.	7,497.	79,395.	79,395.	
TO PART I, LINE 4	313,482.	78,061.	235,421.	235,421.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION LITIGATION SETTLEMENT	186.	186.	
TOTAL TO FORM 990-PF, PART I, LINE 11	186.	186.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	6,553.	5,000.		1,553.
TO FORM 990-PF, PG 1, LN 16B	6,553.	5,000.		1,553.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES - BESSEMER TRUST	95,658.	95,658.			0.
INVESTMENT MANAGEMENT FEES - JP MORGAN	22,682.	22,682.			0.
TO FORM 990-PF, PG 1, LN 16C	118,340.	118,340.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD	257.	257.			0.
FEDERAL EXCISE TAX	28,153.	0.			0.
TO FORM 990-PF, PG 1, LN 18	28,410.	257.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSES	14,773.	0.			14,773.
INSURANCE	2,738.	0.			2,738.
NYS FILING FEE	750.	0.			750.
TO FORM 990-PF, PG 1, LN 23	18,261.	0.			18,261.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREAS	X		20,013.	20,079.
US TREAS 1.75 % 01/31/23	X		43,148.	45,631.
US TREAS 2.875% 11/30/23	X		31,518.	31,228.
US TREAS TIPS 0.625% 01/15/24	X		47,674.	50,455.
US TREAS 2.375% 08/15/24	X		68,280.	72,682.
US TREAS 2.875% 07/31/25	X		53,197.	53,135.
US TREAS 1.625% 05/15/26	X		31,136.	30,503.
US TREAS 2.375% 05/15/27	X		15,588.	15,831.
US TREAS 2.25% 11/15/27	X		18,974.	20,998.
US TREAS 2.875% 08/15/28	X		29,805.	29,727.
US TREAS 2.875% 08/15/28	X		21,300.	21,842.
US TREAS 3.875% 08/15/40	X		31,491.	32,950.
US TREAS 2.875% 08/15/45	X		44,996.	46,964.
US TREAS 2.5% 05/15/46	X		36,478.	38,682.
US TREAS 2.25% 08/15/46	X		29,844.	31,720.
US TREAS 2.875% 11/15/46	X		31,212.	29,569.
US TREAS 2% 02/15/50	X		36,090.	35,551.
US TREAS 2.375% 05/15/51	X		5,464.	5,523.
TOTAL U.S. GOVERNMENT OBLIGATIONS			596,208.	613,070.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			596,208.	613,070.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ADVANCED MICRO DEVICES	4,971.	8,778.
AFFIRM HOLDINGS INC	1,053.	1,408.
ALPHABET INC-CL C	4,121.	5,787.
AMAZON.COM INC	2,980.	3,334.
AMBARELLA INC	582.	1,014.
AMPHENOL CORP-CL A	1,374.	1,924.
ANALOG DEVICES INC	2,709.	3,164.
APPLE INC	4,204.	5,682.
APPLIED MATERIALS INC	1,617.	1,888.
ASML HOLDING NV-NY REG SHS	1,558.	2,388.
BLOCK INC	2,234.	1,454.
BOOKING HOLDINGS INC	2,337.	2,399.
CARDLYTICS INC	1,700.	859.
COINBASE GLOBAL INC -CLASS A	378.	252.

CONFLUENT INC-CLASS A	1,122.	1,601.
CROWDSTRIKE HOLDINGS INC - A	1,117.	819.
DEXCOM INC	1,901.	2,685.
ELASTIC NV	2,379.	2,093.
ENPHASE ENERGY INC	2,567.	2,927.
ENTEGRIS INC	1,512.	2,079.
GLOBAL-E ONLINE LTD	1,119.	1,204.
HUBSPOT INC	1,909.	2,637.
INTUIT INC	2,770.	3,859.
LAM RESEARCH CORP	4,504.	5,753.
LEMONADE INC	2,226.	1,053.
LYFT INC-A	3,589.	2,564.
MARVELL TECHNOLOGY INC	2,003.	3,325.
MERCADOLIBRE INC	3,162.	2,697.
META PLATFORMS INC-CLASS A	3,670.	4,709.
MICROCHIP TECHNOLOGY INC	1,328.	1,567.
MICROSOFT CORP	2,070.	3,027.
MKS INSTRUMENTS INC	2,416.	2,613.
MONGODB INC	2,137.	3,176.
MONOLITHIC POWER SYSTEMS INC	1,771.	2,467.
NETFLIX INC	1,058.	1,205.
NVIDIA CORP	2,244.	5,000.
OKTA INC	1,745.	1,569.
PAYPAL HOLDINGS INC	1,527.	1,131.
QUALCOMM INC	3,434.	4,572.
ROBLOX CORP -CLASS A	1,790.	2,166.
ROKU INC	2,992.	1,826.
SALESFORCE.COM INC	2,270.	2,033.
SERVICENOW INC	1,525.	1,947.
SHOPIFY INC - CLASS A	1,471.	1,377.
SNAP INC - A	1,682.	1,270.
SNOWFLAKE INC-CLASS A	1,487.	2,033.
SYNOPSYS INC	3,894.	5,896.
TAKE-TWO INTERACTIVE SOFTWRE	1,789.	1,777.
TERADYNE INC	3,080.	4,088.
TESLA INC	4,773.	7,397.
TRADE DESK INC/THE -CLASS A	1,985.	2,383.
TWILIO INC - A	2,600.	1,843.
TWITTER INC	3,731.	2,291.
UBER TECHNOLOGIES INC	2,472.	1,887.
UNITY SOFTWARE INC	1,636.	1,859.
UNIVERSAL DISPLAY CORP	1,012.	825.
VEEVA SYSTEMS INC-CLASS A	1,110.	1,022.
VROOM INC	1,076.	334.
WALT DISNEY CO/THE	2,790.	2,323.
WOLFSPEED	2,516.	2,571.
WORKDAY INC-CLASS A	2,996.	3,278.
ZOOM VIDEO COMMUNICATIONS-A	1,852.	1,103.
ZSCALER INC	986.	1,607.
ACCENTURE PLC-CL A	7,209.	11,193.
ADYEN NV-UNSPON ADR	5,886.	6,791.
AIA GROUP LTD-SP ADR	12,665.	10,081.
ALCON INC	6,992.	8,886.
AMADEUS IT GROUP-UNSP ADR	7,260.	6,840.

AON PLC-CLASS A	4,708.	6,312.
ASML HOLDING NV-NY REG SHS	10,500.	15,127.
ATLAS COPCO AB-SPONS ADR A	7,451.	8,872.
ATLASSIAN CORP PLC-CLASS A	6,239.	6,101.
CANADIAN PACIFIC RAILWAY LTD	11,041.	10,431.
CSL LTD-SPONSORED ADR	9,525.	10,157.
DSV A/S - UNSP ADR	10,036.	12,442.
EPAM SYSTEMS INC	4,865.	7,353.
EVOLUTION AB	6,377.	4,718.
EXPERIAN PLC-SPONS ADR	8,444.	12,278.
FERRARI NV	6,828.	8,800.
ICON PLC	4,563.	7,123.
LASERTEC CORP - ADR UNSP	6,804.	11,703.
LI NING CO LTD-UNSPON ADR	5,907.	5,425.
LONZA GROUP AG-UNSPON ADR	6,135.	8,768.
LULULEMON ATHLETICA INC	6,823.	8,612.
LVMH MOET HENNESSY-UNSP ADR	7,783.	9,599.
METTLER-TOLEDO INTERNATIONAL	5,644.	8,486.
NESTLE SA-SPONS ADR	6,434.	8,141.
NOVO-NORDISK A/S-SPONS ADR	5,524.	5,824.
PERNOD RICARD SA - SPON ADR	5,004.	6,302.
RESMED INC	7,637.	10,680.
SHENZHOU INTERNATI-UNSP ADR	5,706.	5,126.
SHOPIFY INC - CLASS A	6,727.	8,264.
SIKA AG-BR-ADR	6,390.	9,393.
STERIS PLC	6,007.	7,789.
TAIWAN SEMICONDUCTOR-SP ADR	12,205.	12,873.
WUXI BIOLOGICS CAYMAN - ADR	5,575.	5,579.
ALPHABET INC CLASS C	24,430.	43,403.
COMCAST CORP CL A NEW	12,419.	11,072.
META PLATFORMS INC	13,976.	18,499.
VERIZON COMMUNICATIONS	19,088.	17,406.
AMAZON.COM INC	24,707.	33,343.
GENUINE PARTS CO	8,342.	12,618.
HOME DEPOT	8,523.	14,110.
MCDONALD'S CORP	7,060.	9,382.
ROSS STORES INC	10,469.	10,856.
STARBUCKS CORP	6,411.	8,187.
COCA-COLA COMPANY	16,703.	18,947.
COSTCO WHSL CORP NEW	3,089.	5,677.
ESTEE LAUDER COS INC CL A	7,997.	8,514.
PEPSICO INC	10,144.	13,028.
PROCTER & GAMBLE CO	6,536.	8,996.
THE HERSHEY COMPANY	5,818.	7,738.
WALMART INC	9,809.	9,404.
BANK OF AMERICA CORP	16,470.	24,691.
BLACKSTONE GROUP INC	9,333.	19,408.
JPMORGAN CHASE & CO	21,285.	29,294.
PRUDENTIAL FINANCIAL	10,106.	14,612.
TRUIST FINANCIAL CORP	13,354.	18,150.
ABBOTT LABORATORIES	6,632.	7,740.
ABBVIE INC	20,720.	27,757.
AGILENT TECHNOLOGIES	9,974.	15,166.
ANTHEM INC	12,785.	19,005.

INTUITIVE SURGICAL	9,874.	14,012.
MEDTRONIC PLC	10,140.	9,827.
MERCK & CO INC NEW	10,072.	10,346.
QUEST DIAGNOSTICS INC	8,396.	12,110.
THERMO FISHER SCIENTIFIC	8,532.	9,761.
AMETEK INC NEW	5,278.	7,352.
DEERE & CO	8,259.	12,001.
EATON CORP PLC	7,633.	12,961.
ILLINOIS TOOL WORKS INC	13,198.	17,276.
LOCKHEED MARTIN CORP	6,655.	6,041.
NORTHROP GRUMMAN CORP	15,761.	17,418.
UNION PACIFIC CORP	17,485.	22,673.
WASTE MANAGEMENT INC NEW	8,092.	11,683.
APPLE INC	40,857.	70,140.
AUTOMATIC DATA PROCESSING	8,300.	12,329.
BROADCOM INC	10,092.	16,635.
INTERNATIONAL BUS MACHINES	9,997.	21,564.
KLA CORPORATION	9,073.	14,623.
MICROSOFT CORP	52,926.	68,945.
MOTOROLA SOLUTIONS INC	9,966.	17,660.
NVIDIA CORP	10,471.	22,058.
TE CONNECTIVITY LTD	12,577.	20,167.
TEXAS INSTRUMENTS INC	13,598.	17,904.
VISA INC	12,035.	13,002.
AMERICAN TOWER CORP	12,159.	14,625.
SIMON PROP GROUP	11,297.	17,574.
NEXTERA ENERGY INC	15,179.	19,605.
CHEVRON CORP	19,900.	24,056.
AIR PRODUCTS & CHEMICALS	15,367.	18,255.
CSL LTD ADR	39,196.	54,427.
ANHEUSER BUSCH INBEV ADR	74,707.	75,990.
BAUSCH HEALTH COS INC	67,066.	97,049.
BRKFLD ASSET MGMT CL A	60,415.	115,325.
BROOKFIELD RENEWABLE CORP	37,041.	40,476.
CANADIAN NATL RAILWAY	42,328.	70,644.
CDN IMPERIAL BK COMMER	48,126.	46,624.
FARFETCH LTD CLASS A	46,624.	72,375.
NOVO NORDISK A S ADR	31,805.	44,800.
AIR LIQUIDE ADR	67,347.	67,998.
AIA GROUP LTD	45,290.	65,415.
ACCENTURE PLC CL A	19,457.	62,182.
AON PLC	44,427.	96,179.
ICON PLC	54,589.	109,943.
STERIS PLC	36,095.	59,635.
DAIKIN INDUSTRIES LTD	16,670.	39,794.
KEYENCE CORP	36,099.	38,088.
KEYENCE CORP	39,029.	37,656.
SONY CORP ADR (SNE)	63,401.	99,224.
ASML HOLDING NV ADR	9,874.	91,556.
FERRARI NV	54,204.	73,763.
NESTLE SA SPNS ADR REPS	60,613.	95,109.
TAIWAN SEMI MFG CO ADR	24,159.	92,037.
LULULEMON ATHLETICA INC	11,623.	23,487.
MERCADOLIBRE INC (MELI)	8,576.	74,162.

METTLER-TOLEDO INTL (MTD)	23,265.	59,402.
ALPHABET INC CLASS C	24,061.	260,423.
COMCAST CORP CL A NEW	111,638.	106,196.
ELECTRONIC ARTS	88,397.	85,735.
META PLATFORMS INC	67,803.	132,858.
BORG WARNER INC	89,394.	89,689.
DR HORTON INC	65,788.	144,238.
HASBRO INC	83,966.	109,413.
HOME DEPOT	9,717.	166,004.
TARGET CORP	49,167.	163,165.
GENERAL MILLS INC	37,377.	56,599.
INGREDION INC	58,538.	99,796.
MONDELEZ INTERNATIONAL INC	52,783.	90,786.
CHEVRON CORP (CVX)	56,518.	79,211.
EOG RES INC (EOG)	57,772.	89,718.
WILLIAMS COMPANIES INC (WMB)	96,192.	101,556.
AMERIPRISE FINANCIAL INC (AMP)	9,403.	135,747.
BLACKROCK INC (BLK)	19,925.	105,289.
CITIGROUP INC (C)	110,767.	120,176.
FIDELITY NATL FINANCIAL GP (FNF)	50,509.	144,277.
FIRST HORIZON CORP	151,240.	144,765.
MARSH & MCLENNAN COS INC (MMC)	14,448.	121,674.
PNC FINANCIAL SVS GRP (PNC)	86,748.	175,455.
ABBOTT LABORATORIES (ABT)	24,620.	93,592.
AGILENT TECHNOLOGIES (A)	26,798.	108,562.
AMGEN INC (AMGN)	56,252.	82,114.
CERNER CORP (CERN)	55,710.	78,010.
CVS HEALTH CORP (CVS)	65,245.	165,056.
LAB CORP OF AMER HLDGS NEW (LH)	52,315.	125,684.
PFIZER INC (PFE)	51,941.	99,204.
AMETEK INC NEW (AME)	90,266.	241,145.
CARLISLE COS	82,869.	129,022.
CURTISS WRIGHT CORP (CW)	120,464.	149,070.
DELTA AIR LINES INC DEL (DAL)	65,134.	50,022.
L3 HARRIS TECHNOLOGIES INC (LHX)	46,021.	95,958.
TRANSUNION (TRU)	22,966.	81,227.
UNION PACIFIC CORP (UNP)	53,811.	125,965.
WASTE CONNECTIONS (WCN)	36,522.	112,422.
ACCENTURE PLC CL A (ACN)	52,505.	97,419.
BROADCOM INC (AVGO)	135,508.	202,950.
CDW CORP/DE	78,308.	104,437.
CISCO SYSTEMS INC (CSCO)	69,617.	130,542.
FIDELITY NATL INFO SVCS (FIS)	54,192.	74,767.
ISHARES S&P GLOBAL TECH	80,900.	193,170.
MICROSOFT CORP (MSFT)	10,468.	146,299.
ORACLE CORP	79,011.	102,471.
TEXAS INSTRUMENTS INC (TXN)	11,079.	74,445.
FMC CORP COM NEW (FMC)	38,794.	91,758.
MARTIN MARIETTA MATL INC (MLM)	76,519.	154,182.
SEALED AIR CORP NEW (SEE)	101,667.	139,325.
OMEGA HLTH CARE INVESTORS (OHI)	130,596.	97,499.
AMERICAN WATER WORKS CO (AWK)	11,225.	99,151.
ATMOS ENERGY CORP (ATO)	55,218.	115,770.
1-800-FLOWERS.COM INC CL A	22,490.	16,592.

ASBURY AUTOMOTIVE GROUP	42,616.	38,864.
BALLY'S CORP	12,199.	8,753.
BRINKER INT'L INC	18,239.	9,696.
BURLINGTON STORES INC (BURL)	11,610.	16,324.
CRICUT INC	8,200.	9,056.
FIVE BELOW INC (FIVE)	12,731.	19,861.
GENTEX CORP (GNTX)	12,965.	16,728.
GENTHERM INC	9,191.	9,993.
INSTALLED BUILDING PRODUCT	35,704.	37,025.
LA-Z-BOY INC (LZB)	21,369.	38,125.
OLLIE'S BARGAIN OUTLET (OLLI)	12,149.	9,214.
OXFORD INDS INC (OXM)	26,835.	40,608.
REVOLVE GROUP INC	12,260.	11,095.
SKYLINE CORP (SKY)	11,276.	28,037.
ULTA BEAUTY INC (ULTA)	14,435.	23,503.
UNDER ARMOUR CLASS C (UA)	14,431.	17,192.
VISTEON CORP (VC)	14,509.	19,338.
WOLVERINE WORLD WIDE INC (WWW)	19,931.	26,937.
YETI HOLDINGS INC (YETI)	3,642.	11,844.
FRESHPET INC (FRPT)	11,231.	11,337.
LANCASTER COLONY (LANC)	20,126.	28,152.
SIMPLY GOOD FOODS CO (SMPL)	17,228.	29,514.
CLEAN ENERGY FUELS CORP	13,988.	9,023.
MAGNOLIA OIL & GAS CORP (MGY)	20,318.	36,607.
MATADOR RES CO (MTDR)	21,381.	36,920.
CADENCE BANK	27,016.	46,025.
CVB FINL CORP COM (CVBF)	31,267.	40,464.
GLACIER BANCORP MONTANA (GBCI)	34,082.	41,674.
HORACE MANN EDUCATORS CORP (HMN)	14,341.	27,477.
INDEPENDENT BK CORP MASS (INDB)	20,875.	50,548.
OPEN LENDING CORP (LPRO)	12,960.	8,677.
PINNACLE FINANCIAL PRTRNS (PNFP)	7,494.	15,853.
RAYMOND JAMES FINANCIAL (RJF)	11,149.	17,570.
SELECTIVE INS GP INC (SIGI)	28,902.	46,705.
SELECTQUOTE INC	21,218.	6,387.
SOUTH ST CORP NPV	27,848.	25,635.
STIFEL FINL CORP	35,495.	36,970.
1LIFE HEALTHCARE INC (ONEM)	16,399.	9,856.
ADAPTHEALTH CORP (AHCO)	33,568.	28,251.
AMICUS THERAPEUTICS INC (FOLD)	6,502.	5,763.
AMN HEALTHCARE SVCS (AMN)	11,841.	38,533.
ATRICURE INC (ATRC)	11,231.	16,617.
BIO-TECHNE CORP NPV (TECH)	5,529.	11,381.
BRIDGEBIO PHARMA INC (BBIO)	7,734.	6,705.
CAREDX INC (CDNA)	13,975.	17,145.
CATALENT INC (CTLT)	9,501.	16,387.
CERTARA INC	14,364.	15,147.
ENVISTA HOLDINGS CORP (NVST)	12,672.	21,403.
EXACT SCIENCES CORP (EXAS)	10,395.	9,962.
FIGS INC	16,448.	12,346.
GLAUKOS CORP COM (GKOS)	9,471.	10,132.
HALOZYME THERAPEUTICS INC (HALO)	11,416.	11,138.
ICU MEDICAL INC (ICUI)	9,607.	32,040.
INTEGER HLDNGS CORPORATION (ITGR)	26,699.	32,524.

INTRA-CELLULAR (ITCI)	4,392.	8,897.
MASIMO CORPORATION (MASI)	10,985.	16,981.
NEOGENOMICS INC (NEO)	11,285.	12,590.
PACIRA BIOSCIENCES INC (PCRX)	9,907.	13,237.
PHREESIA INC	13,527.	12,664.
PROGYNY INC (PGNY)	10,170.	16,162.
QUANTERIX CORP (QTRX)	5,849.	7,716.
SYNEOS HEALTH INC	30,110.	30,804.
TACTILE SYSTEMS TECH (TCMD)	17,884.	6,660.
TANDEM DIABETES CARE INC (TNDM)	11,712.	25,889.
UTD THERAPEUTICS CORP	13,355.	13,829.
VOCERA	18,890.	26,519.
ALTRA HOLDINGS INC COM (AIMC)	6,590.	21,401.
ARCOSA INC (ACA)	11,827.	15,810.
AXON ENTERPRISE INC (AAXN)	7,547.	14,444.
BRINKS CO (BCO)	22,853.	27,867.
CASELLA WASTE SYSTEM CL A (CWST)	15,651.	38,011.
CHART INDUSTRIES INC (GTLS)	5,521.	12,918.
ESCO TECHNOLOGIES INC (ESE)	16,935.	24,297.
FORWARD AIR CORP (FWRD)	27,387.	50,252.
GENERAC HLDGS INC (GNRC)	3,819.	14,428.
GFL ENVIRONMENTAL INC	15,599.	17,903.
GIBRALTOR INDUSTRIES INC (ROCK)	31,377.	37,340.
ICF INTL INC (ICFI)	34,141.	42,558.
KNIGHT-SWFT TRANS HLD INC. (KNX)	10,231.	15,417.
KORNIT DIGITAL LTD (KRNT)	2,453.	14,920.
KRATOS DEFENSE & SECURITY (KTOS)	13,073.	12,978.
MARKFORGED HOLDING CORP	8,121.	5,310.
MERITOR INC (MTOR)	16,765.	16,528.
SAIA INC COM (SAIA)	4,623.	15,840.
THE MIDDLEBY	18,644.	20,463.
TPI COMPOSITES INC (TPIC)	12,395.	10,591.
TREX INC COM (TREX)	6,715.	18,094.
US ECOLOGY INC (ECOL)	7,280.	13,734.
WILLSCOT MOBILE MINI HOLDI (WSC)	16,042.	37,981.
AMBARELLA INC (AMBA)	5,431.	13,593.
AVALARA INC (AVLR)	14,589.	16,267.
CIRRUS LOGIC INC (CRUS)	9,916.	13,803.
COGNEX CORP (CGNX)	8,507.	13,763.
DESCARTES SYSTEMS GRP (DSGX)	7,208.	13,311.
ENDAVA PLC ADR (DAVA)	6,628.	16,120.
ENPHASE ENERGY INC (ENPH)	4,341.	10,976.
ENVESTNET INC (ENV)	11,923.	13,329.
EURONET WORLDWIDE INC	19,327.	15,968.
GUIDEWIRE SOFTWARE INC	16,357.	15,213.
II - VI INC	9,442.	9,907.
JAMF HOLDING CORP (JAMF)	14,177.	16,078.
KULICKE & SOFFA INDS INC	19,941.	22,641.
LIVERAMP HOLDINGS INC (RAMP)	21,405.	18,508.
LUMENTUM H	17,867.	20,519.
METHODE ELECTRS INC CL A (MEI)	14,109.	28,272.
Q2 HLDGS INC	15,613.	13,425.
SEMTECH CORP (SMTC)	9,331.	20,898.
SMARTSHEET INC	14,910.	17,348.

SWITCH INC (SWCH)	10,425.	19,561.
SYNAPTICS INC (SYNA)	4,196.	15,344.
TENABLE HOLDINGS INC	18,813.	23,074.
WORKIVA (WK)	7,110.	17,224.
ZUORA INC	18,753.	19,912.
ALBEMARLE CORP (ALB)	5,664.	13,792.
AVIENT CORP	29,265.	34,689.
ELEMENT SOLUTIONS INC	33,815.	33,627.
FULLER H B CO (FUL)	23,192.	37,260.
KAISER ALUMINUM CO PAR 1	28,997.	23,954.
RANPAK HOLDINGS CORP	12,136.	23,036.
PEBBLEBROOK HOTEL TRUST	29,381.	25,501.
PHYSICIANS RLTY TR (DOC)	15,353.	20,242.
POTLATCHDELTIC CORPORATION	31,157.	34,626.
REDFIN CORP (RDFN)	7,325.	9,827.
MGE ENERGY INC (MGEE)	6,603.	18,506.
ONE GAS INC (OGS)	19,446.	21,337.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,334,935.	12,126,959.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INTL LEASE FINANCE CORP	5,116.	5,154.
DUKE ENERGY CORP	5,015.	5,048.
GM FINL AUTOMOBILE LEASING TR 2020-1	10,421.	10,444.
ANTHEM INC	3,906.	4,104.
WORLD OMNI AUTO RECEIVABLES TR	39,996.	40,222.
TORONTO-DOMINION BK	5,131.	5,210.
PAC GAS & ELEC	4,994.	5,013.
BROADCOM CRP / CAYMN FI	5,078.	5,229.
BK OF NOVA SCOTIA	5,118.	5,246.
AMERN TOWER CORP	5,256.	5,380.
BK OF AMER CORP	16,422.	17,009.
GILEAD SCIENCES INC	5,183.	5,256.
SANTANDER DRIVE AUTO RECEIVABLES TR	8,428.	8,413.
FORD CR AUTO OWNER TR 2019-A 2019-A	20,416.	20,367.
TYSON FOODS INC	5,234.	5,315.
ENTERGY LA LLC	4,993.	4,945.
QUANTA SERVICES INC	4,997.	4,946.
GEN MOTORS FINL CO	5,265.	5,169.
EASTMAN CHEM CO	5,358.	5,339.
BOEING CO	5,397.	5,470.
GOLDMAN SACHS GROUP INC	8,266.	8,538.
WORLD OMNI AUTO RECEIVABLES TR	50,934.	50,907.
MORGAN STANLEY	15,811.	16,256.
NATL RURAL UTIL COOP	5,055.	5,322.
DRIVE AUTO RECEIVABLES TR 2021-2	24,999.	24,851.
GEN MOTORS FINL CO	9,981.	9,784.

ANHEUSER-BUSCH CO/INBEV	5,278.	5,368.
BOEING CO	10,426.	10,286.
PHILLIPS 66	4,998.	4,891.
SUMITOMO MITSUI FINL GRP	5,241.	5,393.
WELLTOWER INC	5,310.	5,477.
EMERA US FIN LP	5,378.	5,318.
CITIZENS FINL GROUP	5,120.	5,208.
AIR LEASE CORP	9,923.	9,834.
ENTERGY CORP	5,142.	5,214.
BK OF MONTREAL	4,992.	4,893.
SHIRE ACQ INV IRELAND DA	5,125.	5,303.
CITIGROUP INC	15,587.	15,895.
OFFICE PPTY INCOME TRST	4,994.	4,840.
HCA INC	5,293.	5,508.
CAPITAL ONE FINANCIAL CO	5,250.	5,413.
AMEREN CORP	4,999.	5,014.
BK OF AMER CORP	5,273.	5,347.
MORGAN STANLEY	5,000.	4,951.
GOLDMAN SACHS GROUP INC	5,000.	4,978.
BAKER HUGHES LLC/CO-OBL	5,162.	5,329.
MARTIN MARIETTA MATERIAL	5,258.	5,377.
CHARTER COMM OPT LLC/CAP	5,338.	5,356.
CONSTELLATION BRANDS INC	10,823.	10,797.
PHILLIPS 66 PARTNERS LP	5,220.	5,381.
CVS HEALTH CORP	2,147.	2,244.
REGIONS FINL CORP	4,987.	4,901.
VMWARE INC	4,974.	4,831.
ZOETIS INC	5,369.	5,548.
AIR LEASE CORP	4,916.	4,822.
ATLANTIC CITY ELEC	5,566.	5,584.
PUB STORAGE	4,998.	4,982.
HEALTHPEAK PROPERTIES	4,970.	5,007.
AMERN CAMPUS CMNTYS	4,996.	4,945.
WELLS FARGO & CO	21,958.	22,388.
UDR INC	5,484.	5,632.
MITSUBISHI UFJ FIN GRP	5,328.	5,462.
ENERGY TRANSFER LP	11,280.	11,454.
LIFE STORAGE LP	5,456.	5,542.
EQUINIX INC	5,279.	5,255.
NOV INC	5,121.	5,165.
HEALTHCARE TR OF AMER	5,230.	5,161.
CENTERPOINT ENERGY INC	3,261.	3,095.
AMERN FINL GROUP	6,047.	5,958.
BP CAP MARKETS AMER	5,520.	5,517.
NATL RETAIL PROP INC	4,960.	5,068.
BIOGEN INC	4,999.	4,923.
SHERWIN-WILLIAMS CO	5,040.	4,986.
FISERV INC	10,105.	10,147.
NEXTERA ENERGY CAP	4,998.	4,970.
DEUTSCHE TELEKOM INTL FINANCE	6,984.	7,267.
AMERN INTL GROUP	5,232.	5,407.
PIONEER NAT RESOURCE	4,733.	4,749.
PUB SVC ENTERPRIS	4,991.	4,635.
VIACOMCBS INC	5,848.	5,956.

MID-AMERICA APARTMENTS	4,973.	4,775.
T-MOBILE USA INC	4,956.	4,975.
O'REILLY AUTOMOTIVE INC	4,977.	4,731.
KOHL'S CORP	4,990.	5,092.
QUEST DIAGNOSTICS INC	5,084.	5,162.
EAGLE MATERIALS	4,958.	4,934.
DOMINION ENERGY INC	4,993.	4,883.
BRIXMOR OPER PART	4,984.	4,893.
GLOBAL PAYMENTS INC	9,970.	10,143.
ZIMMER BIOMET HOLDINGS	9,997.	10,053.
KIMCO RLTY CORP	9,954.	9,744.
WELLTOWER INC	4,996.	5,044.
AT&T INC	4,684.	4,832.
ARROW ELECTRONICS INC	4,988.	5,049.
GEN ELEC CO	7,540.	8,183.
BOSTON PROPERTIES LP	4,979.	4,963.
ALEXANDRIA REAL ESTATE E STRIPS	4,991.	4,698.
VERIZON COMMUNICATIONS	47,564.	49,549.
METLIFE INC	11,497.	11,757.
MCDONALD'S CORP	6,602.	6,709.
COMCAST CORP	5,904.	6,087.
CVS HEALTH CORP	11,491.	11,317.
GOLDMAN SACHS GROUP INC	5,671.	6,086.
CITIGROUP INC	5,443.	5,719.
EXXON MOBIL CORP	8,129.	8,454.
SHELL INTL FIN	4,866.	5,059.
CVS HEALTH CORP	6,664.	6,775.
FDLTY NATL INFO SERV	4,998.	4,816.
BURLINGTN NORTH SANTA FE	4,970.	5,048.
AT&T INC	6,481.	6,750.
ANHEUSER-BUSCH INBEV WOR	6,075.	6,555.
AT&T INC	11,881.	12,543.
APPLE INC	4,998.	4,861.
BERKSHIRE HATHAWAY FIN	5,617.	5,888.
KROGER CO	5,863.	5,982.
BK OF AMER CORP	5,945.	6,535.
BRISTOL-MYERS SQUIBB CO	13,042.	13,132.
ORACLE CORP	12,319.	12,463.
MARATHON PETRLM CORP	5,932.	5,645.
RAYTHEON TECH CORP	5,942.	5,884.
REYNOLDS AMERN INC	6,246.	5,827.
IN MI PWR	5,655.	6,075.
HOME DEPOT INC	4,752.	4,882.
ABBVIE INC	5,928.	6,223.
CON EDISON CO OF NY INC	11,071.	12,093.
FEDEX CORP	5,621.	5,426.
CSX CORP	5,736.	5,613.
LINCOLN NATL CORP	5,751.	6,103.
CHARTER COMM OPT LLC/CAP	5,521.	5,999.
LOCKHEED MARTIN CORP	5,335.	5,598.
CIGNA CORP	4,957.	4,984.
CHARTER COMM OPT LLC/CAP	4,973.	5,228.
NORFOLK SOUTHN CORP	5,039.	4,834.
	4,960.	4,917.

RYLTY PHARMA PLC	4,878.	4,783.
VALERO ENERGY CORP	4,984.	4,968.
LEAR CORP	4,992.	4,947.
NORFOLK SOUTHN CORP	5,594.	6,009.
WESTPAC BNKG CORP	5,111.	5,245.
TOTAL CAP INTL SA	5,175.	5,235.
CANADIAN PAC RY	4,998.	5,098.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,044,862.	1,057,764.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FHLMC 3910 CL DB	7,592.	7,678.
FNMA 2012-153 CL DA	28,963.	29,659.
FNMA BC6049 3% 06/01/31	32,023.	32,590.
FHLMC 3952 CL EA	31,913.	31,406.
FHLMC POOL POOL ZT1989	38,146.	37,048.
GNMA 2003-18 CL T	42,300.	41,985.
FHLMC POOL POOL ZS8056	15,049.	14,708.
FNMA 2003-75 CL LL	46,692.	46,314.
FNMA AS0727 3.5% 10/01/33	25,816.	26,444.
FNMA 2004-79 CL ZE	40,654.	40,587.
FNMA 2005-48 CL AU	27,723.	28,214.
FNMA AL8623 4% 05/01/36	30,945.	31,529.
FNMA 2006-107 CL PE	48,721.	49,194.
GNMA 2008-38 CL WB	25,049.	24,813.
FNMA 2011-93 CL GB	54,289.	54,922.
GNMA 2011-17 CL PH	22,450.	22,458.
FNMA 2011-125 CL GE	19,697.	19,905.
FNMA 2012-4 CL NB	49,324.	49,787.
FNMA AK6740 4% 03/01/42	30,584.	31,485.
FHLMC 4166 CL CA	47,614.	48,154.
FNMA 2013-100 CL PL	33,827.	34,152.
FNMA AL4750 3.5% 01/01/44	40,158.	41,196.
FHLMC 4332 CL KM	52,842.	53,563.
FNMA AS4541 3% 03/01/45	38,172.	39,163.
FHLMC 4774 CL LP	18,299.	18,138.
GNMA 2017-75 CL DL	52,344.	52,402.
FHLMC POOL POOL ZA4983	42,717.	41,855.
FHLMC POOL POOL RA1999	28,265.	27,772.
FNMA BF0174 3% 02/01/57	28,839.	28,798.
TOTAL TO FORM 990-PF, PART II, LINE 12	1,001,007.	1,005,919.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
T ROWE PR HEALTH SCIENCES	COST	75,000.	77,602.
JPM EMG MKT EQ FD - CL I	COST	99,214.	89,266.
GOLDENTREE OFFSHORE FUND, LTD. SP	COST	2,035.	17,939.
PSAM WORLD ARB FUND LIMITED CLASS D	COST	361,287.	894,807.
SCULPTOR OF II PRIVATE INVESTORS	COST	600,000.	971,136.
SLP VI PRIVATE INVESTORS OFFSHORE,	COST	98,643.	120,776.
OW LARGE CAP STRATEGIES FD	COST	649,464.	945,136.
BESSEMER SWEEP PROGRAM	COST	7,584.	7,584.
OW ALL CAP CORE FD	COST	200,000.	218,594.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,093,227.	3,342,840.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES WITHHELD	3,265.	1,656.
TOTAL TO FORM 990-PF, PART II, LINE 22	3,265.	1,656.

FORM 990-PF PART VII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NICHOLAS L D FIRTH 64 WEST 48TH STREET #1408 NEW YORK, NY 10036	PRESIDENT 1.00	0.	0.	0.
JESSICA KEUSKAMP 64 WEST 48TH STREET #1408 NEW YORK, NY 10036	EXECUTIVE DIRECTOR 40.00	71,829.	0.	0.
EDMEE DE M. FIRTH 64 WEST 48TH STREET #1408 NEW YORK, NY 10036	EX DIRECTOR/VP/SECRETARY (THROUGH 3/21 30.00	7,500.	0.	0.
KATHERINE V. FIRTH 64 WEST 48TH STREET #1408 NEW YORK, NY 10036	VICE PRESIDENT & TREASURER 1.00	0.	0.	0.
KAREN L. ROSA 64 WEST 48TH STREET #1408 NEW YORK, NY 10036	TRUSTEE 1.00	0.	0.	0.
WINTHROP RUTHERFURD, JR. 64 WEST 48TH STREET #1408 NEW YORK, NY 10036	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII		79,329.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XIV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JESSICA KEUSKAMP
64 WEST 48TH STREET #1408
NEW YORK, NY 10036

TELEPHONE NUMBER

212-599-1931

FORM AND CONTENT OF APPLICATIONS

INCLUDE AN OUTLINE OF THE PROPOSED PROJECT, A STATEMENT OF ITS SIGNIFICANCE AND A PROPOSED BUDGET.

ANY SUBMISSION DEADLINES

DEADLINES FOR LETTERS OF INQUIRY ARE JANUARY 15 AND JULY 15, RESPECTIVELY.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION SUPPORTS PROGRAMS WITHIN THE 5 BOROUGHES OF NEW YORK CITY IN THE AREAS OF AGING, ARTS, EDUCATION, AND SOCIAL SERVICES.