Form **990-PF**
Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

**or Section 4947(a)(1) Trust Treated as Private Foundation**
**Do not enter social security numbers on this form as it may be made public.**
**Go to www.irs.gov/Form990PF for instructions and the latest information.**

OMB No. 1545-0047
**2023**
Open to Public Inspection

**For calendar year 2023 or tax year beginning , and ending**

Name of foundation
THE ELYSABETH KLEINHANS THEATRICAL FOUNDATION

**A Employer identification number**
13-4149853

Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite
C/O E. KLEINHANS 59 EAST 59TH STREET

**B** Telephone number
212-581-3791

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10022

**C** If exemption application is pending, check here ☐

**G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

**D 1.** Foreign organizations, check here ☐
**2.** Foreign organizations meeting the 85% test, check here and attach computation ☐

**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) $ 44,938,181.

**J** Accounting method: ☐ Cash ☒ Accrual ☐ 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 ☐

| 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).) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|
| 1 Contributions, gifts, grants, etc., received | 267,773. | | | |
| 2 Check ☐ if the foundation is not required to attach Sch. B | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 458,910. | 458,910. | 458,910. | |
| 5a Gross rents | 850,000. | 850,000. | 850,000. | STATEMENT 1 |
| b Net rental income or (loss) 850,000. | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | -91,213. | | | |
| b Gross sales price for all assets on line 6a 7,690,099. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| 8 Net short-term capital gain | | | 0. | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances 70,525. | | | | STATEMENT 2 |
| b Less: Cost of goods sold 30,186. | | | | |
| c Gross profit or (loss) | 40,339. | | 40,339. | |
| 11 Other income | 1,120,207. | 0. | 1,120,207. | STATEMENT 3 |
| 12 **Total.** Add lines 1 through 11 | 2,646,016. | 1,308,910. | 2,469,456. | |
| 13 Compensation of officers, directors, trustees, etc. | 0. | 0. | 0. | 0. |
| 14 Other employee salaries and wages | 1,702,036. | 4,000. | 526,135. | 1,162,818. |
| 15 Pension plans, employee benefits | 275,487. | 706. | 85,200. | 197,176. |
| 16a Legal fees | | | | |
| b Accounting fees STMT 4 | 28,775. | 2,000. | 10,233. | 18,542. |
| c Other professional fees STMT 5 | 101,177. | 82,653. | 88,349. | 11,498. |
| 17 Interest | | | | |
| 18 Taxes STMT 6 | 7,800. | 0. | 2,398. | 24,044. |
| 19 Depreciation and depletion | 383,628. | 0. | 117,963. | |
| 20 Occupancy | 83,785. | 0. | 25,763. | 57,546. |
| 21 Travel, conferences, and meetings | 55,135. | 0. | 16,954. | 48,577. |
| 22 Printing and publications | 234,199. | 0. | 72,015. | 150,190. |
| 23 Other expenses STMT 7 | 860,357. | 0. | 264,554. | 560,742. |
| 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 3,732,379. | 89,359. | 1,209,564. | 2,231,133. |
| 25 Contributions, gifts, grants paid | 0. | | | 0. |
| 26 **Total expenses and disbursements.** Add lines 24 and 25 | 3,732,379. | 89,359. | 1,209,564. | 2,231,133. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | -1,086,363. | | | |
| b **Net investment income** (if negative, enter -0-) | | 1,219,551. | | |
| c **Adjusted net income** (if negative, enter -0-) | | | 1,259,892. | |

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only.

| | | Beginning of year | End of year | |
|---|---|---|---|---|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 505,312. | 413,977. | 413,977. |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable 28,873. | | | |
| | Less: allowance for doubtful accounts | 15,286. | 28,873. | 28,873. |
| | 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 | 17,996. | 7,654. | 7,654. |
| | 9 Prepaid expenses and deferred charges | 49,680. | 25,471. | 25,471. |
| | 10a Investments - U.S. and state government obligations STMT 8 | 3,172,442. | 3,914,703. | 3,914,703. |
| | b Investments - corporate stock STMT 9 | 6,840,806. | 9,276,523. | 9,276,523. |
| | c Investments - corporate bonds STMT 10 | 2,052,652. | 1,820,726. | 1,820,726. |
| | 11 Investments - land, buildings, and equipment: basis | | | |
| | Less: accumulated depreciation | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 11 | 7,027,288. | 6,128,793. | 6,128,793. |
| | 14 Land, buildings, and equipment: basis 30,442,367. | | | |
| | Less: accumulated depreciation STMT 12 7,168,489. | 23,646,831. | 23,273,878. | 23,273,878. |
| | 15 Other assets (describe INTEREST RECEIVABLE ) | 28,771. | 47,583. | 47,583. |
| | 16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I) | 43,357,064. | 44,938,181. | 44,938,181. |
| Liabilities | 17 Accounts payable and accrued expenses | 67,908. | 85,614. | |
| | 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 13) | 186,120. | 254,569. | |
| | 23 **Total liabilities** (add lines 17 through 22) | 254,028. | 340,183. | |
| Net Assets or Fund Balances | **Foundations that follow FASB ASC 958, check here** X **and complete lines 24, 25, 29, and 30.** | | | |
| | 24 Net assets without donor restrictions | 23,980,941. | 23,409,534. | |
| | 25 Net assets with donor restrictions | 19,122,095. | 21,188,464. | |
| | **Foundations that do not follow FASB ASC 958, check here** ☐ **and complete lines 26 through 30.** | | | |
| | 26 Capital stock, trust principal, or current funds | | | |
| | 27 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 28 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 29 **Total net assets or fund balances** | 43,103,036. | 44,597,998. | |
| | 30 **Total liabilities and net assets/fund balances** | 43,357,064. | 44,938,181. | |

**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 | 43,103,036. |
| 2 | Enter amount from Part I, line 27a | 2 | -1,086,363. |
| 3 | Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS | 3 | 2,581,325. |
| 4 | Add lines 1, 2, and 3 | 4 | 44,597,998. |
| 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 | 44,597,998. |

**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 | PUBLICLY TRADED SECURITIES | P | | |
| 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 | 4,295,926. | | 4,295,655. | 271. |
| b | 3,394,173. | | 3,485,657. | -91,484. |
| c | | | | |
| d | | | | |
| e | | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

| | (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 | | | | 271. |
| b | | | | -91,484. |
| 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 | -91,213. |
| 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 | -91,213. |

**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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions) | | 1 | 16,952. |
| 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 | 16,952. |
| 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 | 16,952. |
| 6 | Credits/Payments: | | | |
| a | 2023 estimated tax payments and 2022 overpayment credited to 2023 | 6a 18,443. | | |
| 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 | 18,443. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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 | 1,491. |
| 11 | Enter the amount of line 10 to be: **Credited to 2024 estimated tax** 1,491. **Refunded** | | 11 | 0. |

**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? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition | 1b | | X |
| | 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. | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. $ 0. (2) On foundation managers. $ 0. | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. $ 0. | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered. See instructions. NY | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* If "No," attach explanation | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2023 or the tax year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII | 9 | X | |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |
| 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 | | 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 | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address WWW.59E59.ORG

14 The books are in care of BRIAN BEIRNE Telephone no. 212-753-5959

Located at 59 EAST 59TH STREET, NEW YORK, NY ZIP+4 10022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ☐

and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2023, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country | 16 | | X |

**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)? | 1a(5) | | X |
| **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | 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 N/A | 1b | | |
| **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 2023? | 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 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023? | 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.) N/A | 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. _____, _____, _____, _____ | | | |
| **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 2023 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 2023.) N/A | 3b | | |
| **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 2023? | 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))? | 5a(1) | | X |
| **(2)** Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | 5a(2) | | X |
| **(3)** Provide a grant to an individual for travel, study, or other similar purposes? | 5a(3) | | X |
| **(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions | 5a(4) | | 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? | 5a(5) | | 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 | 5b | | |
| **c** Organizations relying on a current notice regarding disaster assistance, check here ☐ | | | |
| **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? N/A | 5d | | |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d). | | | |
| **6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 6a | | X |
| **b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |
| If "Yes" to 6b, file Form 8870. | | | |
| **7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | 7a | | X |
| **b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | | |
| **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? | 8 | | 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 14 | | 0. | 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 |
|---|---|---|---|---|
| BRIAN BEIRNE - 59 EAST 59TH STREET, NEW YORK, NY 10022 | MANAGING DIRECTOR 40.00 | 187,325. | 0. | 0. |
| VALERIE DAY - 59 EAST 59TH STREET, NEW YORK, NY 10022 | ARTISTIC DIRECTOR 40.00 | 153,485. | 9,826. | 0. |
| ERICA PIERRE - 59 EAST 59TH STREET, NEW YORK, NY 10022 | MARKETING DIRECTOR 40.00 | 98,824. | 10,155. | 0. |
| MELISSA SHAWCROSS - 59 EAST 59TH STREET, NEW YORK, NY 10022 | TECHNICAL DIRECTOR 40.00 | 79,466. | 10,108. | 0. |
| LLOYD MULVEY - 59 EAST 59TH STREET, NEW YORK, NY 10022 | DIRECTOR OF TICKEITNG SERVICES 40.00 | 61,561. | 10,108. | 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."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| MUSE GRAPHIC DESIGN - 1 CRIEFF ROAD, ROOM 7, ABERFELDY, PH15 2BJ, UNITED KINGDOM | MARKETING | 138,250. |
| OXFORD HEALTH PLANS - UHS PREMIUM BILLING, P.O. BOX 94017, PALATINE, IL 60094 | HEALTH PLAN | 99,589. |
| USPS-POSTAGE - JAF BUILDING, 421 8TH AVE. WINDOW #46, NEW YORK, NY 10199 | MARKETING | 71,516. |
| SPEKTRIX - 213 WEST 35TH ST., SUITE 400, NEW YORK, NY 10001 | TICKETING | 57,630. |
| ALLIANT P.O. BOX 744912, LOS ANGELES, CA 90074 | INSURANCE | 52,682. |
| **Total** number of others receiving over $50,000 for professional services | | 0 |

**Part VIII-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 SEE STATEMENT 15 | 3,112,468. |
| 2 | |
| 3 | |
| 4 | |

**Part VIII-B** **Summary of Program-Related Investments**

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions. 3 | |
| **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 | 19,862,444. |
| b | Average of monthly cash balances | 1b | 537,575. |
| c | Fair market value of all other assets (see instructions) | 1c | 15,047,583. |
| d | **Total** (add lines 1a, b, and c) | 1d | 35,447,602. |
| 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 | 35,447,602. |
| 4 | Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions) | 4 | 531,714. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 | 5 | 34,915,888. |
| 6 | **Minimum investment return.** Enter 5% (0.05) of line 5 | 6 | 1,745,794. |

**Part X** **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here [X] and do not complete this part.)

| | | | | |
|---|---|---|---|---|
| 1 | Minimum investment return from Part IX, line 6 | | 1 | |
| 2a | Tax on investment income for 2023 from Part V, line 5 | 2a | | |
| b | Income tax for 2023. (This does not include the tax from Part V.) | 2b | | |
| c | Add lines 2a and 2b | | 2c | |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | 3 | |
| 4 | Recoveries of amounts treated as qualifying distributions | | 4 | |
| 5 | Add lines 3 and 4 | | 5 | |
| 6 | Deduction from distributable amount (see instructions) | | 6 | |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1 | | 7 | |

**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 | 2,231,133. |
| 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 | 10,675. |
| 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 | 2,241,808. |

Form **990-PF** (2023)

**Part XII** **Undistributed Income** (see instructions)

N/A

| | (a) Corpus | (b) Years prior to 2022 | (c) 2022 | (d) 2023 |
|---|---|---|---|---|
| 1 Distributable amount for 2023 from Part X, line 7 | | | | |
| 2 Undistributed income, if any, as of the end of 2023: | | | | |
| a Enter amount for 2022 only | | | | |
| b Total for prior years: _____, _____, _____ | | | | |
| 3 Excess distributions carryover, if any, to 2023: | | | | |
| a From 2018 | | | | |
| b From 2019 | | | | |
| c From 2020 | | | | |
| d From 2021 | | | | |
| e From 2022 | | | | |
| f **Total** of lines 3a through e | | | | |
| 4 Qualifying distributions for 2023 from Part XI, line 4: $ | | | | |
| a Applied to 2022, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | | | |
| d Applied to 2023 distributable amount | | | | |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | | | |
| e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instr. | | | | |
| f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | | | | |
| 8 Excess distributions carryover from 2018 not applied on line 5 or line 7 | | | | |
| 9 **Excess distributions carryover to 2024.** Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2019 | | | | |
| b Excess from 2020 | | | | |
| c Excess from 2021 | | | | |
| d Excess from 2022 | | | | |
| e Excess from 2023 | | | | |

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

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 2023, enter the date of the ruling ..... 12/15/00

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2023 | (b) 2022 | (c) 2021 | (d) 2020 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed | 1,259,892. | 1,189,993. | 1,115,587. | 1,318,114. | 4,883,586. |
| b 85% (0.85) of line 2a | 1,070,908. | 1,011,494. | 948,249. | 1,120,397. | 4,151,048. |
| c Qualifying distributions from Part XI, line 4, for each year listed | 2,241,808. | 2,288,900. | 2,223,198. | 1,666,905. | 8,420,811. |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | 0. | 0. | 0. | 0. | 0. |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | 2,241,808. | 2,288,900. | 2,223,198. | 1,666,905. | 8,420,811. |
| 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets | | | | | 0. |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | 0. |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part IX, line 6, for each year listed | 1,163,863. | 1,181,082. | 1,258,533. | 1,185,793. | 4,789,271. |
| 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) | | | | | 0. |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | 0. |
| (3) Largest amount of support from an exempt organization | | | | | 0. |
| (4) Gross investment income | | | | | 0. |

**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).)

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

NONE

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

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

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 XIV Supplementary Information** *(continued)*

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| **Total** | | | **3a** | 0. |
| **b** *Approved for future payment* | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| **Total** | | | **3b** | 0. |

## Part XV-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | Related or exempt function income |
| 1 Program service revenue: | | | | | |
| a THEATRE SERVICE FEE & | | | | | |
| b REIMBURSED EXPENSES | | | | | 277,091. |
| c THEATRE RENTAL INCOME | | | | | 726,553. |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | 116,563. |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 458,910. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | 16 | 850,000. | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | -91,213. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | 03 | 40,339. | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 1,258,036. | 1,120,207. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 2,378,243. |

(See worksheet in line 13 instructions to verify calculations.)

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

| Line No. | 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 (other than by providing funds for such purposes). |
|---|---|
| 1B | THEATER SERVICE FEE INCOME AND REIMBURSED EXPENSES IS GENERATED FROM |
| 1B | THE SHOWS PERFORMED IN THE THEATER IN ACCORDANCE WITH THE FOUNDATION'S |
| 1B | TAX EXEMPT PURPOSE. |
| 1C | THEATRE RENTAL INCOME - INCOME PAID BY PRESENTED THEATER COMPANIES IN |
| 1C | CONNECTION WITH THE FOUNDATION'S PRESENTATION OF THEATRICAL |
| 1C | PRODUCTIONS IN ACCORDANCE WITH THE FOUNDATION'S TAX EXEMPT PURPOSE. |
| 2 | MEMBERSHIP DUES - INCOME FROM PAYMENTS TO BECOME A MEMBER OF THE |
| 2 | THEATER AND IN SUPPORT OF ITS PRODUCTION. |

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

**Sign Here**

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

Signature of officer or trustee | Date | PRESIDENT Title

May the IRS discuss this return with the preparer shown below? See instr. ☒ Yes ☐ No

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| JENNIFER COATES | | | | P02247728 |

Firm's name LUTZ AND CARR, CPAS LLP — Firm's EIN 13-1655065

Firm's address 551 FIFTH AVENUE, SUITE 400 NEW YORK, NY 10176 — Phone no. 212-697-2299

FORM 990-PF RENTAL INCOME STATEMENT 1

| KIND AND LOCATION OF PROPERTY | ACTIVITY NUMBER | GROSS RENTAL INCOME |
|---|---|---|
| 120 BROADWAY - GROUND LEASE | 1 | 850,000. |
| TOTAL TO FORM 990-PF, PART I, LINE 5A | | 850,000. |

FORM 990-PF INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10 STATEMENT 2

| | | |
|---|---|---|
| INCOME | | |
| 1. GROSS RECEIPTS | 70,525 | |
| 2. RETURNS AND ALLOWANCES | | |
| 3. LINE 1 LESS LINE 2 | | 70,525 |
| 4. COST OF GOODS SOLD (LINE 15) | 30,186 | |
| 5. GROSS PROFIT (LINE 3 LESS LINE 4) | | 40,339 |
| 6. OTHER INCOME | | |
| 7. GROSS INCOME (ADD LINES 5 AND 6) | | 40,339 |
| COST OF GOODS SOLD | | |
| 8. INVENTORY AT BEGINNING OF YEAR | 17,996 | |
| 9. MERCHANDISE PURCHASED | 19,844 | |
| 10. COST OF LABOR | | |
| 11. MATERIALS AND SUPPLIES | | |
| 12. OTHER COSTS | | |
| 13. ADD LINES 8 THROUGH 12 | | 37,840 |
| 14. INVENTORY AT END OF YEAR | 7,654 | |
| 15. COST OF GOODS SOLD (LINE 13 LESS LINE 14) | | 30,186 |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| THEATRE SERVICE FEE & REIMBURSED EXPENSES | 277,091. | 0. | 277,091. |
| THEATRE RENTAL INCOME | 726,553. | 0. | 726,553. |
| MEMBERSHIP DUES AND ASSESSMENTS | 116,563. | 0. | 116,563. |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 1,120,207. | 0. | 1,120,207. |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ACCOUNTING | 28,775. | 2,000. | 10,233. | 18,542. |
| TO FORM 990-PF, PG 1, LN 16B | 28,775. | 2,000. | 10,233. | 18,542. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| OTHER PROFESSIONAL FEES | 18,524. | 0. | 5,696. | 11,498. |
| INVESTMENT FEES | 82,653. | 82,653. | 82,653. | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 101,177. | 82,653. | 88,349. | 11,498. |

FORM 990-PF TAXES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| EXCISE TAX | 7,800. | 0. | 2,398. | 24,044. |
| TO FORM 990-PF, PG 1, LN 18 | 7,800. | 0. | 2,398. | 24,044. |

FORM 990-PF OTHER EXPENSES STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| INSURANCE | 52,682. | 0. | 16,199. | 36,483. |
| SECURITY | 7,862. | 0. | 2,418. | 5,488. |
| REPAIRS AND MAINTENANCE | 90,807. | 0. | 27,923. | 42,278. |
| PRODUCTION EXPENSES | 85,280. | 0. | 26,223. | 43,965. |
| MISCELLANEOUS | 14,385. | 0. | 4,423. | 9,914. |
| LICENSE AND PERMIT | 51,760. | 0. | 15,916. | 40,063. |
| EQUIPMENT AND RENTAL | 21,373. | 0. | 6,572. | 15,792. |
| POSTAGE AND DELIVERY | 79,348. | 0. | 24,399. | 51,795. |
| MARKETING | 357,531. | 0. | 109,938. | 239,655. |
| TELEPHONE | 7,452. | 0. | 2,291. | 5,240. |
| SUPPLIES | 62,115. | 0. | 19,100. | 49,459. |
| PAYROLL PROCESING FEES | 20,078. | 0. | 6,174. | 13,904. |
| DUES AND SUBSCRIPTIONS | 9,684. | 0. | 2,978. | 6,706. |
| TO FORM 990-PF, PG 1, LN 23 | 860,357. | 0. | 264,554. | 560,742. |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| MASSACHUSETTES ST SCH BLDG AUTH DEDICATED | | X | 123,183. | 123,183. |
| UNITED STATES TREAS BD STRIPP ZERO CPN | X | | 412,288. | 412,288. |
| UNITED STATES TREAS BD STRIPP ZERO CPN | X | | 476,108. | 476,108. |
| UNITED STATES TREAS SER AM-2025 | X | | 358,012. | 358,012. |
| UNITED STATES TREAS SER B-2032 | X | | 356,788. | 356,788. |
| UNITED STATES TREAS SER C-2028 | X | | 287,673. | 287,673. |
| UNITED STATES TREAS SER F-2030 | X | | 201,272. | 201,272. |
| UNITED STATES TREAS SER Y-2027 | X | | 173,144. | 173,144. |
| UNITED STATES TREAS SER U-2024 | X | | 793,172. | 793,172. |
| UNITED STATES TREAS SER F-2032 | X | | 315,109. | 315,109. |
| UNITED STATES TREAS SER B-2033 | X | | 417,954. | 417,954. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 3,791,520. | 3,791,520. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | 123,183. | 123,183. |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 3,914,703. | 3,914,703. |

FORM 990-PF CORPORATE STOCK STATEMENT 9

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| ABBVIE INC SER B NOTE | 141,651. | 141,651. |
| ACCENTURE PLC (ACN) | 125,275. | 125,275. |
| ADOBE SYSTEMS INCORPORATED COM | 146,764. | 146,764. |
| ADOBE SYSTEMS INCORPORATED COM | 8,949. | 8,949. |
| AGILENT TECHNOLOGIES INC COM USD0.01 (A) | 135,276. | 135,276. |
| AGILENT TECHNOLOGIES INC COM USD0.01 (A) | 3,476. | 3,476. |
| ALIGN TECHNOLOGY INC COM USD0.0001 | 124,122. | 124,122. |
| ALPHABET INC CAP STK CL A (GOOGL) | 13,410. | 13,410. |
| ALPHABET INC CAP STK CL A (GOOGL) | 228,533. | 228,533. |
| ALPHABET INC CAP STK CL C (GOOG) | 306,523. | 306,523. |
| AMAZON.COM INC (AMZN) | 17,470. | 17,470. |
| AMAZON.COM INC (AMZN) | 303,120. | 303,120. |
| AMERIPRISE FINANCIAL INC COM USD0.01 (AMP) | 111,670. | 111,670. |
| ANALOG DEVICES INC COM USD0.16 2/3 (ADI) | 133,829. | 133,829. |
| ANALOG DEVICES INC COM USD0.16 2/3 | 7,545. | 7,545. |
| APPLE INC (AAPL) | 342,318. | 342,318. |
| ARTHUR J. GALLAGHER & CO. | 4,498. | 4,498. |
| ATLASSIAN CORPORATION CL A (TEAM) | 7,136. | 7,136. |

| | | |
|---|---|---|
| AVANTOR INC COM (AVTR) | 122,392. | 122,392. |
| BAKER HUGHES COMPANY CL A (BKR) | 104,044. | 104,044. |
| BANK AMERICA CORP COM (BAC) | 177,340. | 177,340. |
| BERKSHIRE HATHAWAY INC COM USD0.0033 CLASS B (BRKB) | 343,464. | 343,464. |
| BIO RAD LABORATORIES INC (BIO) | 94,811. | 94,811. |
| BLACKSTONE INC (BX) | 9,164. | 9,164. |
| BLACKSTONE INC (BX) | 92,299. | 92,299. |
| BOOKING HOLDINGS INC COM (BKNG) | 195,097. | 195,097. |
| BRIGHT HORIZONS FAMILY SOLUTIONS INC (BFAM) | 79,350. | 79,350. |
| CANADIAN NATL RY CO COM ISIN #CA1363751027 SEDOL #2180632 (CNI) | 102,891. | 102,891. |
| CADENCE DESIGN SYSTEMS INC COM | 8,716. | 8,716. |
| CARMAX INC (KMX) | 107,052. | 107,052. |
| CARRIER GLOBAL CORPORATION COM (CARR) | 92,060. | 92,060. |
| CARRIER GLOBAL CORPORATION COM (CARR) | 90,024. | 90,024. |
| CHIPOTLE MEXICAN GRILL INC (CMG) | 9,148. | 9,148. |
| DANAHER CORPORATION COM (DHR) | 11,798. | 11,798. |
| DYNATRACE INC COM NEW (DT) | 7,602. | 7,602. |
| ECOLAB INC (ECL) | 6,546. | 6,546. |
| EDWARDS LIFESCIENCES CORP (EW) | 8,540. | 8,540. |
| EDWARDS LIFESCIENCES CORP (EW) | 183,305. | 183,305. |
| ELEVANCE HEALTH INC COM (ELV) | 177,307. | 177,307. |
| FERGUSON PLC ORD GBP0.10 (FERG) | 161,020. | 161,020. |
| FIRST CITIZENS BANCSHARES INC (DELAWARE) (FCNCA) | 168,857. | 168,857. |
| FISERV INC (FISV) | 133,770. | 133,770. |
| FORTIVE CORP COM (FTV) | 8,320. | 8,320. |
| GARTNER INC COM USD0.0005(IT) | 8,120. | 8,120. |
| GENERAL ELECTRIC CO COM NEW(GE) | 114,229. | 114,229. |
| IDEXX LABORATORIES INC COM USD0.10 | 8,881. | 8,881. |
| INTUIT INC (INTU) | 16,251. | 16,251. |
| INTUIT INC (INTU) | 217,510. | 217,510. |
| KKR &CO INC COM (KKR) | 305,799. | 305,799. |
| LOWES COMPANIES INC COM USD0.50 (LOW) | 103,486. | 103,486. |
| MARVELL TECHNOLOGY INC COM (MRVL) | 8,383. | 8,383. |
| MASTERCARD INCORPORATED CL A (MA) | 415,847. | 415,847. |
| MSCI INC (MSCI) | 9,050. | 9,050. |
| MERCK &CO. INC COM (MRK) | 79,585. | 79,585. |
| META PLATFORMS INC CLASS A COMMON STOCK (FB) | 337,324. | 337,324. |
| MICRON TECHNOLOGY INC NOTE | 48,627. | 48,627. |
| MICROSOFT CORP (MSFT) | 20,682. | 20,682. |
| MICROSOFT CORP (MSFT) | 643,028. | 643,028. |
| MONOLITHIC POWER SYSTEMS INC (MPWR) | 10,092. | 10,092. |
| NETFLIX INC (NFLX) | 92,020. | 92,020. |
| NIKE INC CLASS B COM NPV (NKE) | 7,491. | 7,491. |
| NOMAD FOODS LIMITED ORD NPV (DI) (NOMD) | 105,446. | 105,446. |
| NVIDIA CORPORATION COM (NVDA) | 19,809. | 19,809. |
| PINTEREST INC CL A (PINS) | 78,895. | 78,895. |
| PROGRESSIVE CORP COM(PGR) | 118,823. | 118,823. |
| SERVICENOW INC COM USD0.001 (NOW) | 13,423. | 13,423. |
| SUNCOR ENERGY COM NPV NEW ISIN #CA8672241079 SEDOL #B3NB1P2 (SU) | 156,804. | 156,804. |
| TAIWAN SEMICONDUCTOR MANUFACTURING SPON ADS EACH REP 5 ORD TWD10 (TSM) | 199,056. | 199,056. |

| | | |
|---|---|---|
| TORONTO DOMINION BANK MTN | 142,492. | 142,492. |
| THERMO FISHER SCIENTIFIC INC (TMO) | 9,554. | 9,554. |
| TJX COMPANIES INC (TJX) | 133,867. | 133,867. |
| T-MOBILE US INC COM (TMUS) | 120,087. | 120,087. |
| UBER TECHNOLOGIES INC COM(UBER) | 98,943. | 98,943. |
| UBER TECHNOLOGIES INC COM(UBER) | 9,236. | 9,236. |
| UNITEDHEALTH GROUP INC (UNH) | 13,162. | 13,162. |
| UNITEDHEALTH GROUP INC (UNH) | 299,561. | 299,561. |
| UNITED RENTALS INC (URI) | 190,375. | 190,375. |
| VERA;TO CORP COM SHS(VLTO) | 4,360. | 4,360. |
| VERISK ANALYTICS INC COM (VRSK) | 8,360. | 8,360. |
| VISA INC (V) | 15,100. | 15,100. |
| VISA INC (V) | 428,536. | 428,536. |
| WEST PHARMACEUTICAL SERVICES INC | 7,747. | 7,747. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 9,276,523. | 9,276,523. |

FORM 990-PF CORPORATE BONDS STATEMENT 10

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| AMPHENOL CORP NOTE CALL MAKE WHOLE | 104,709. | 104,709. |
| APTIV PLC / APTIV CORP NOTE | 106,227. | 106,227. |
| AT&T INC NOTE CALL MAKE WHOLE | 103,626. | 103,626. |
| CONSOLIDATED EDISON CO N Y INC SER 2020A | 89,510. | 89,510. |
| CROWN CASTLE INC NOTE CALL MAKE WHOLE | 103,103. | 103,103. |
| DOLLAR GEN CORP NOTE CALL | 101,748. | 101,748. |
| EQUINIX INC NOTE CALL MAKE WHOLE | 146,949. | 146,949. |
| FORTIS INC SER B NOTE | 104,419. | 104,419. |
| MARVELL TECHNOLOGY INC SER B NOTE | 148,455. | 148,455. |
| PNC FIN SVCS GROUP INC NOTE | 94,362. | 94,362. |
| ROPER TECHNOLOGIES INC NOTE | 74,129. | 74,129. |
| REVVITY INC NOTE CALL MAKE WHOLE | 122,991. | 122,991. |
| SPRINT CAP CORP MTN BE NOTE | 141,940. | 141,940. |
| TRIMBLE INC NOTE CALL MAKE WHOLE | 144,477. | 144,477. |
| VERIZON MASTER TR SER 2022-7 CL A-1A | 126,997. | 126,997. |
| XYLEM INC NOTE CALL MAKE WHOLE | 107,084. | 107,084. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,820,726. | 1,820,726. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| AMERICAN TOWER CORP NEW COM (AMT) | FMV | 11,658. | 11,658. |
| BROWN ADVISORY MORTGAGE SECURITIES CL INSTL - BOND FUND | FMV | 3,327,315. | 3,327,315. |
| CARMAX AUTO OWN SER 2021-2 CL C | FMV | 18,745. | 18,745. |
| CARMAX AUTO OWN TR SER 2021-4 CL B | FMV | 129,329. | 129,329. |
| CNH EQUIP TR 2021-B SER 2021-B | FMV | 129,129. | 129,129. |
| FIDELITY TREASURY MONEY MARKET FUND | FMV | 7,460. | 7,460. |
| FIDELITY TREASURY MONEY MARKET FUND | FMV | 493,882. | 493,882. |
| FIDELITY TREASURY MONEY MARKET FUND (FZFXX) | FMV | 330,712. | 330,712. |
| FIDELITY TREASURY MONEY MARKET FUND (FZFXX) - ACC 2431 | FMV | 306,081. | 306,081. |
| FIDELITY TREASURY MONEY MARKET FUND (FZFXX) - ACC 3160 | FMV | 273,804. | 273,804. |
| GOVT NATL MTG ASSN SER 2021-084 CL | FMV | 269,188. | 269,188. |
| SBA COMMUNICATIONS CORP NEW CL A | FMV | 105,281. | 105,281. |
| VANGUARD SHORT TERM TREASURY ETF (VGSH) | FMV | 726,209. | 726,209. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 6,128,793. | 6,128,793. |

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|---|---|---|---|
| BUILDING EQUIPMENT | 194,901. | 109,043. | 85,858. |
| BUILDING IMPROVEMENT | 9,480,992. | 4,382,698. | 5,098,294. |
| FURNITURE AND FIXTURE | 45,061. | 42,753. | 2,308. |
| LAND | 16,040,000. | 0. | 16,040,000. |
| OFFICE EQUIPMENT | 73,417. | 71,414. | 2,003. |
| THEATER EQUIPMENT | 341,795. | 321,514. | 20,281. |
| WEBSITE | 106,201. | 105,342. | 859. |
| BUILDING | 4,160,000. | 2,135,725. | 2,024,275. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 30,442,367. | 7,168,489. | 23,273,878. |

FORM 990-PF OTHER LIABILITIES STATEMENT 13

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|---|---|---|
| DEFERRED RENTAL INCOME | 85,833. | 83,833. |
| BOX OFFICE PAYABLES | 100,287. | 170,736. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 186,120. | 254,569. |

FORM 990-PF PART VII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN-SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| DAVID HOLTZ<br>59 EAST 59TH STREET<br>NEW YORK, NY 10022 | BOARD MEMBER<br>1.00 | 0. | 0. | 0. |
| ELYSABETH KLEINHANS<br>59 EAST 59TH STREET<br>NEW YORK, NY 10022 | PRESIDENT/TREASURER<br>10.00 | 0. | 0. | 0. |
| PETER KLEINHANS<br>59 EAST 59TH STREET<br>NEW YORK, NY 10022 | VICE PRESIDENT<br>1.00 | 0. | 0. | 0. |
| BARBARA KOREIN<br>59 EAST 59TH STREET<br>NEW YORK, NY 10022 | SECRETARY<br>1.00 | 0. | 0. | 0. |
| JEFF HAMMER<br>59 EAST 59TH STREET<br>NEW YORK, NY 10022 | BOARD MEMBER<br>1.00 | 0. | 0. | 0. |
| ANDREW HAMINGSON<br>59 EAST 59TH STREET<br>NEW YORK, NY 10022 | BOARD MEMBER<br>1.00 | 0. | 0. | 0. |
| WILLIAM M PINZLER<br>59 EAST 59TH STREET<br>NEW YORK, NY 10022 | VICE PRESIDENT<br>1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VII | | 0. | 0. | 0. |

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 15

ACTIVITY ONE

THE FOUNDATION OPERATED ITS THREE THEATERS (185 SEATS, 98 SEATS, 50 SEATS) FOR THE FULL 12 MONTHS OF 2023 TO PRESENT THEATRICAL PRODUCTIONS TO THE PUBLIC OF NUMEROUS NON-PROFIT ORGANIZATIONS IN ACCORDANCE WITH ITS TAX EXEMPT PURPOSE. IN ADDITION, WHEN PUBLIC PERFORMANCES WERE NOT SCHEDULED, NON-PROFIT THEATER COMPANIES USED THE SPACE FOR DEVELOPMENT WORKSHOPS OF WORKS IN PROGRESS.

| | EXPENSES |
|---|---|
| TO FORM 990-PF, PART VIII-A, LINE 1 | 3,112,468. |