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OMB No. 1545-0052

2017

Open to Public Inspection

Form 990-PF

# Return of Private Foundation

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

Department of the Treasury  
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public.  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation <b>Adelson Family Foundation</b>			A Employer identification number <b>04-7024330</b>	
Number and street (or P.O. box number if mail is not delivered to street address) <b>300 First Ave</b>		Room/suite <b>300</b>	B Telephone number (see instructions) <b>(781) 972-5950</b>	
City or town, state or province, country, and ZIP or foreign postal code <b>Needham MA 02494</b>				
Foreign country name		Foreign province/state/country	Foreign postal code	
<b>G</b> 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				
<b>H</b> 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				
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 260,115</b>		<b>J</b> Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified cash</u>		
<b>F</b> 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	89,967,309			
	2 Check <input 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				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	89,967,309	0	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	59,823			59,823
	b Accounting fees (attach schedule)	1,800			1,800
	c Other professional fees (attach schedule)	9,025			9,025
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,000			2,000
	19 Depreciation (attach schedule) and depletion	431			
	20 Occupancy				
	21 Travel, conferences, and meetings	13,213			13,213
	22 Printing and publications				
	23 Other expenses (attach schedule)	575,784			575,784
	24 Total operating and administrative expenses. Add lines 13 through 23	662,076	0	0	661,645
	25 Contributions, gifts, grants paid	89,061,392			89,061,392
26 Total expenses and disbursements. Add lines 24 and 25	89,723,468	0	0	89,723,037	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	243,841				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2017)

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash—non-interest-bearing		16,274	255,880	255,880
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
<b>Liabilities</b>	11	Investments—land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶	4,666			
		Less accumulated depreciation (attach schedule) ▶	431		4,235	4,235
	15	Other assets (describe ▶ )				
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)		16,274	260,115	260,115
	17	Accounts payable and accrued expenses				
	18	Grants payable				
<b>Net Assets or Fund Balances</b>	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		0	0	
		<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26, and lines 30 and 31.</b>				
	24	Unrestricted		16,274	260,115	
<b>Net Assets or Fund Balances</b>	25	Temporarily restricted				
	26	Permanently restricted				
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)		16,274	260,115	
<b>Net Assets or Fund Balances</b>	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		16,274	260,115	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,274
2	Enter amount from Part I, line 27a	2	243,841
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	260,115
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	260,115

**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.)
<b>1a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">{</div> <div>           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">}</div> </div>		<b>2</b>	0
<b>3</b> 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			<b>3</b>	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	121,394,366	1,290,186	94.090593
2015	48,687,537	203,135	239.680690
2014	95,251,292	1,896,791	50.217073
2013	53,299,700	646,325	82.465787
2012	45,287,772	186,488	242.845502
<b>2</b> Total of line 1, column (d)			<b>2</b> 709.299645
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 141.859929
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			<b>4</b> 1,400,238
<b>5</b> Multiply line 4 by line 3			<b>5</b> 198,637,663
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 0
<b>7</b> Add lines 5 and 6			<b>7</b> 198,637,663
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 89,723,037

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		0
<b>3</b>	Add lines 1 and 2		0
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		0
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	152
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d		152
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>		0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>		152
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> 152 <b>Refunded</b> <input type="checkbox"/>		0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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		X
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> MA		
<b>b</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	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities** *(continued)*

<b>11</b>	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	<b>11</b>	Yes	No
<b>12</b>	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	<b>12</b>	X	
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.adelsonfoundation.org</u>	<b>13</b>	X	
<b>14</b>	The books are in care of ► <u>David Bloom</u> Telephone no ► <u>702-791-9400</u> Located at ► <u>410 South Rampart Blvd Suite 440 Las Vegas NV</u> ZIP+4 ► <u>89145</u>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here and enter the amount of tax-exempt interest received or accrued during the year ► <b>15</b>			
<b>16</b>	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►	<b>16</b>	Yes	No
				X

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

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

<b>1a</b>	During the year, did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6)	Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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 Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	<b>1b</b>		X
<b>c</b>	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	<b>1c</b>		X
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 )	<b>2b</b>	N/A	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017 )	<b>3b</b>	N/A	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		X
<b>b</b>	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	<b>4b</b>		X

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

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Interface Operations LLC 410 South Rampart Blvd Suite 440, Las Vegas, NV 89145	Acctg, IT & Mgmt (incl M Bohnen,	542,209
Interface Operations LLC 410 South Rampart Blvd Suite 440, Las Vegas, NV 89145	Pres of \$384,320 comp & benefits)	

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

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
2	
All other program-related investments See instructions	
3	
<b>Total.</b> Add lines 1 through 3	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	0
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,421,561
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,421,561
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,421,561
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	21,323
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,400,238
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	70,012

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	70,012
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	70,012
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	70,012
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	70,012

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	89,723,037
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	89,723,037
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	89,723,037

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



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

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				70,012
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012	45,278,465			
<b>b</b> From 2013	53,267,408			
<b>c</b> From 2014	95,156,470			
<b>d</b> From 2015	48,677,386			
<b>e</b> From 2016	121,329,857			
<b>f</b> <b>Total</b> of lines 3a through e	363,709,586			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 <b>►</b> \$ 89,723,037				
<b>a</b> Applied to 2016, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2017 distributable amount				70,012
<b>e</b> Remaining amount distributed out of corpus	89,653,025			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	453,362,611			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	45,278,465			
<b>9</b> <b>Excess distributions carryover to 2018.</b> Subtract lines 7 and 8 from line 6a	408,084,146			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013	53,267,408			
<b>b</b> Excess from 2014	95,156,470			
<b>c</b> Excess from 2015	48,677,386			
<b>d</b> Excess from 2016	121,329,857			
<b>e</b> Excess from 2017	89,653,025			

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

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2017	(b) 2016	(c) 2015	(d) 2014	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> Gross investment income				0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

Dr. Miriam Adelson

Sheldon G. Adelson

**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. See instructions.

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

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b> Adelson Campus for Jewish Life 410 S. Rampart Blvd Las Vegas, NV 89145 Adelson Educational Institute 9700 Hillpointe Rd Las Vegas, NV 89134 Alpha Epsilon Pi Foundation 8815 Wesleyan Rd Indianapolis, IN 46268 Alzheimers Foundation 222 N Michigan Ave FL 17 Chicago, IL 60601 American Friends of IDC 116 East 116th St 11th Floor New York, NY 10003 American Friends of Lubavitch 2110 Leroy Place NW Washington, DC 20008 American Friends of Magen David Adom 352 7th Ave New York, NY 10001 Birthright Israel Foundation 33 East 33rd St New York, NY 10016 Brothers for Life 270 S. Hanford St Seattle, WA 98134 Caribbean Jewish Community 1483 Carroll St Brooklyn, NY 11213 Center for Jewish American Studies 7 Church Lane Ste 9 Baltimore, MD 21208		PC PC PC PC PC PC PC PC PC PC PC PC	General charitable purposes General charitable purposes General charitable purposes General charitable purposes General charitable purposes General charitable purposes General charitable purposes General charitable purposes General charitable purposes General charitable purposes General charitable purposes General charitable purposes	103,000 5,025,000 380,000 1,000 1,000,000 65,000 827,240 39,000,000 50,000 36,000 1,000,000
<b>Total</b>	See Attached Statement		▶ <b>3a</b>	89,061,392
<b>b Approved for future payment</b>				
<b>Total</b>			▶ <b>3b</b>	0

**Part XVI-A**      **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	<u>Contributions received</u>	900099				89,967,309
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments	900099				
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		0	89,967,309
13	Total. Add line 12, columns (b), (d), and (e)				13	89,967,309

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

- |   |  |   |
|---|--|---|
| 1 | <p>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?</p>   |   |
| a | <p>Transfers from the reporting foundation to a noncharitable exempt organization of</p>   |   |
|   | <p>(1) Cash</p>  | 1 |
|   | <p>(2) Other assets</p>  | 1 |
| b | <p>Other transactions</p>  |   |
|   | <p>(1) Sales of assets to a noncharitable exempt organization</p>  | 1 |
|   | <p>(2) Purchases of assets from a noncharitable exempt organization</p>  | 1 |
|   | <p>(3) Rental of facilities, equipment, or other assets</p>  | 1 |
|   | <p>(4) Reimbursement arrangements</p>  | 1 |
|   | <p>(5) Loans or loan guarantees</p>  | 1 |
|   | <p>(6) Performance of services or membership or fundraising solicitations</p>  | 1 |
| c | <p>Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p>  |   |
| d | <p>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</p> |   |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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


**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 8-3-18 Title Trustee

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name Stephen J O'Connor		Preparer's signature 		Date	Check <input type="checkbox"/> if self-employed	PTIN P01247314
Firm's name ▶ Stephen J O'Connor					Firm's EIN ▶ 27-3942383	
Firm's address ▶ 300 First Avenue, Needham, MA 02494					Phone no 781-707-2540	

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2017**

Name of the organization

Adelson Family Foundation

Employer identification number

04-7024330

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization  
Adelson Family Foundation

Employer identification number  
04-7024330

**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Dr. Miriam and Sheldon G. Adelson Charitable Trust 410 South Rampart Blvd Suite 440 Las Vegas NV 89145 Foreign State or Province _____ Foreign Country _____	\$ 89,550,804	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	Dr. Miriam and Sheldon G. Adelson 410 South Rampart Blvd Suite 440 Las Vegas NV 89145 Foreign State or Province _____ Foreign Country _____	\$ 416,505	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization  
Adelson Family Foundation

Employer identification number  
04-7024330

**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

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



**Employer identification number**  
04-7024330

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_ 0

Use duplicate copies of Part III if additional space is needed.

Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov                      Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov                      Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov                      Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov                      Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov                      Country		----- ----- -----

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Central Fund of Israel

**Street**

980 Avenue of the Americas

**City**

New York

**State**

NY

**Zip Code**

10018

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

250,000

**Name**

Chabad of the University of Las Vegas

**Street**

1261 S Arville St

**City**

Las Vegas

**State**

NV

**Zip Code**

89102

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

35,000

**Name**

Chelsea Jewish Nursing Home

**Street**

165 Captains Row

**City**

Chelsea

**State**

MA

**Zip Code**

02150

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

200,000

**Name**

CityArts

**Street**

525 Broadway, Ste 602

**City**

New York

**State**

NY

**Zip Code**

10012

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

40,000

**Name**

Combined Jewish Philanthropies

**Street**

126 High St

**City**

Boston

**State**

MA

**Zip Code**

02110

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

3,800,000

**Name**

Clark County Public Education Foundation

**Street**

4350 South Maryland Pkwy

**City**

Las Vegas

**State**

NV

**Zip Code**

89119

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

24,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Congregation Kol Emeth

**Street**

4175 Manuela Ave

**City**

Palo Alto

**State**

CA

**Zip Code**

94306

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

5,000

**Name**

Congregation Zichron Ephraim

**Street**

164 E 68th St

**City**

New York

**State**

NY

**Zip Code**

10065

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

18,000

**Name**

Desert Space Foundation

**Street**

18 Cerchio Alto

**City**

Henderson

**State**

NV

**Zip Code**

89011

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

20,000

**Name**

Endowment for Middle East Truth

**Street**

1050 Connecticut Ave NW, 10th FL

**City**

Washington

**State**

DC

**Zip Code**

20036

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

100,000

**Name**

Epsicopal Social Service

**Street**

235 Nicoll St , 2nd FL

**City**

New Haven

**State**

CT

**Zip Code**

06511

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

33,500

**Name**

Fidelity Charitable Gift Fund

**Street**

200 Seaport Blvd

**City**

Boston

**State**

MA

**Zip Code**

02210

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

1,775,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Friends of Israel Defense Forces

**Street**

1430 Broadway, Ste 1201

**City**

New York

**State**

NY

**Zip Code**

10018

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

515,000

**Name**

Friends of Israel Initiative

**Street**

2950 SW 27th Ave, Ste 300

**City**

Miami

**State**

FL

**Zip Code**

33133

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

1,000,000

**Name**

Friends of Israel Scouts

**Street**

575 8th Ave, 11th FL

**City**

New York

**State**

NY

**Zip Code**

10018

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

650,000

**Name**

Friends of ZDVO Israel

**Street**

49 Shmuel Barcay St Afeka

**City**

Tel Aviv

**State****Zip Code****Foreign Country**

Israel

**Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

41,418

**Name**

Gideon Hausner Jewish Day School

**Street**

450 San Antonio Rd

**City**

Palo Alto

**State**

CA

**Zip Code**

94306

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

353,333

**Name**

Gift of Life Bone Marrow Foundation

**Street**

800 Yamato Rd

**City**

Boca Raton

**State**

FL

**Zip Code**

33431

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

60,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Girls Town Or Chadash

**Street**

1417 Coney Island Ave

**City**

Brooklyn

**State**

NY

**Zip Code**

11230

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

900,000

**Name**

Haddassah

**Street**

PO Box 371712

**City**

Las Vegas

**State**

NV

**Zip Code**

89137

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

5,000

**Name**

Hebrew Language Project

**Street**

4 Rabbi Zeira St

**City**

Jerusalem

**State****Zip Code****Foreign Country**

Israel

**Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

15,000

**Name**

Israel Guide Dog Center for the Blind

**Street**

968 Easton Rd , Ste H

**City**

Warrington

**State**

PA

**Zip Code**

18976

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

25,000

**Name**

Israeli American Council

**Street**

5900 Canoga Ave , Ste 390

**City**

Woodland Hills

**State**

CA

**Zip Code**

91369

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

6,525,000

**Name**

IsraFest Foundation

**Street**

324 S Beverly Dr

**City**

Beverly Hills

**State**

CA

**Zip Code**

90212

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

50,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Jewish Life

**Street**

16501 Ventura Blvd

**City**

Encino

**State**

CA

**Zip Code**

91436

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

25,000

**Name**

Jewish Agency for Israel N American Council

**Street**

633 Third Ave , 32nd FL

**City**

New York

**State**

NY

**Zip Code**

10017

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

4,000,000

**Name**

Jewish Institute for National Security Affairs

**Street**

1307 New York Ave , Ste 200

**City**

Washington

**State**

DC

**Zip Code**

20005

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

350,000

**Name**

Jewish National Fund

**Street**

42 East 69th St

**City**

New York

**State**

NY

**Zip Code**

10021

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

92,000

**Name**

Jewish News Service

**Street**

214 Lincoln St

**City**

Boston

**State**

MA

**Zip Code**

02134

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

300,000

**Name**

Jewish Federation of Las Vegas

**Street**

2317 Renaissance Dr

**City**

Las Vegas

**State**

NV

**Zip Code**

89119

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

1,303,821

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

John Wayne Cancer Center

**Street**

2200 Santa Monica Blvd

**City**

Santa Monica

**State**

CA

**Zip Code**

90404

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

100,000

**Name**

Kadima Hebrew Academy

**Street**

21800 Burbank Rd

**City**

Woodland Hills

**State**

CA

**Zip Code**

91367

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

100,000

**Name**

Las Vegas Young Artists Orchestra

**Street**

75 N Valle Verde Dr Bldg 3

**City**

Henderson

**State**

NV

**Zip Code**

89074

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

50,000

**Name**

Maccabee Task Force Foundation

**Street**

8363 W Sunset Rd , Ste 200

**City**

Las Vegas

**State**

NV

**Zip Code**

89110

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

7,958,099

**Name**

Middle East Media and Research Institute

**Street**

1819 L St NW, 5th FL

**City**

Washington

**State**

DC

**Zip Code**

20036

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

1,000,000

**Name**

REPORT

**Street**

100 Springdale Rd , Ste A3

**City**

Cherry Hill

**State**

NJ

**Zip Code**

08003

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

135,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

The Rockefeller University

**Street**

1230 York Ave, Box 164

**City**

New York

**State**

NY

**Zip Code**

10065

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

100,000

**Name**

Silicon Valley Jewish Film Festival

**Street**

PO Box 2190

**City**

Cupertino

**State**

CA

**Zip Code**

95015

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

10,000

**Name**

Space IL

**Street**

PO Box 3263

**City**

Washington

**State**

DC

**Zip Code**

20010

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

2,000,000

**Name**

Stanford University

**Street**

420 Montgomery St

**City**

San Francisco

**State**

CA

**Zip Code**

94104

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

200,000

**Name**

Stand By Me

**Street**

16027 Ventrua Blvd Ste 550

**City**

Encino

**State**

CA

**Zip Code**

91436

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

50,000

**Name**

Stop Stigma Now

**Street**

2 Washington St Ste 2a

**City**

Larchmont

**State**

NY

**Zip Code**

10538

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

20,000



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Striar Hebrew Academy

**Street**

100 Ames St

**City**

Sharon

**State**

MA

**Zip Code**

02067

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

25,000

**Name**

Students Supporting Israel

**Street**

16832 39th Ave North

**City**

Plymouth

**State**

MN

**Zip Code**

55446

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

120,000

**Name**

This World Jewish Values Network

**Street**

394 Palisade Ave

**City**

Englewood

**State**

NJ

**Zip Code**

07631

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

750,000

**Name**

University of Southern California Hillel

**Street**

3300 So Hoover St

**City**

Los Angeles

**State**

CA

**Zip Code**

90007

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

24,000

**Name**

American Society of Yad Vashem

**Street**

500 5th Ave , 42nd FL

**City**

New York

**State**

NY

**Zip Code**

10110

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

4,284,981

**Name**

Zionist Organization of America

**Street**

4 East 33rd St

**City**

New York

**State**

NY

**Zip Code**

10016

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

1,000,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

Lubavitch Foundation of Lexington

**Street**

9 Burlington St

**City**

Lexington

**State**

MA

**Zip Code**

02420

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

36,000

**Name**

CUFI NV

**Street**

3520 N Buffalo Dr

**City**

Las Vegas

**State**

NV

**Zip Code**

89129

**Foreign Country****Relationship****Foundation Status**

PC

**Purpose of grant/contribution**

General charitable purposes

**Amount**

1,100,000

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

**General Explanation (990-PF)**

Explanation	
1	
	Page 5, Part VII-A #12 AFF made a contribution of \$1,775,000 to the Fidelity Charitable Gift Fund over which it retained Advisory Rights
2	
	Page 6, Part VII-B #5c AFF made a contribution to Space IL for \$2,000,000 over which it maintains expenditure responsibility for the grant pursuant to Regulation Section 53.4945-5(d).

**Part I, Line 16a (990-PF) - Legal Fees**

		59,823	0	0	59,823
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Louie & Cutler	19,791			19,791
2	Milibank, Tweed, Hadley & McCloy	40,032			40,032

**Part I, Line 16b (990-PF) - Accounting Fees**

		1,800	0	0	1,800
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Gozlan Luria CPA	1,800			1,800

**Part I, Line 16c (990-PF) - Other Professional Fees**

		9,025	0	0	9,025
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	CyberGrants	1,625			1,625
2	Tech Soup	7,040			7,040
3	Collaborative Technology Partners	360			360

**Part I, Line 18 (990-PF) - Taxes**

		2,000	0	0	2,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	MA Form PC tax expense	2,000			2,000

431	0	0
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	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted-Net Income
1	Office equipment	4/7/2017	S/L 1/2 yr	5	3,416	0	342		
2	Office furniture	5/11/2017	S/L 1/2 yr	7	1,250	0	89		

**Part I, Line 23 (990-PF) - Other Expenses**

		575,784	0	0	575,784
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Insurance	3,273	0		3,273
2	Telecommunications	1,405	0		1,405
3	Cellphones	1,068	0		1,068
4	Bank Fees	5,653	0		5,653
5	Office supplies	800	0		800
6	Postage, shipping and delivery	133	0		133
7	Membership, Dues, Subscriptions	18,636	0		18,636
8	Shared Services	542,209	0		542,209
9	Operating Miscellaneous	2,607	0		2,607

**Part II, Line 14 (990-PF) - Land, Buildings, and Equipment**

		4,666	0	431	0	4,235	4,235
		Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
<b>1</b>	Computer equipment 2017	3,416	0	342	0	3,074	3,074
<b>2</b>	Office furniture 2017	1,250	0	89	0	1,161	1,161

# Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Dr. Miriam Adelson		410 South Rampart Blvd Suite 440	Las Vegas	NV	89145		Trustee	1 00	0		
2	Sheldon G Adelson		410 South Rampart Blvd Suite 440	Las Vegas	NV	89145		Trustee	1 00	0		
3	Michael Bohnen		300 1st Ave	Needham	MA	02494		President	35 00	0		

General Explanation (990-PF)

Explanation	
1	<p>Page 5, Part VII-A #12 AFF made a contribution of \$1,775,000 to the Fidelity Charitable Gift Fund over which it retained Advisory Rights</p>
2	<p>Page 6, Part VII-B #5c AFF made a contribution to Space IL for \$2,000,000 over which it maintains expenditure responsibility for the grant pursuant to Regulation Section 53.4945-5(d)</p>