

Form 990-PF

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

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending

GRATITUDE AMERICA, LTD
ROYAL PALM PROFESSIONAL BUILDING
9053 ESTATE THOMAS, SUITE 101
ST. THOMAS, VI 00802

- A Employer identification number 66-0789697
B Telephone number (see instructions) 340-779-2564
C If exemption application is pending, check here
D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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

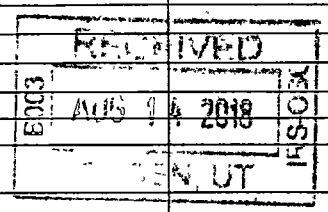
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 8,863,864.
J Accounting method: Cash, Accrual, Other (specify)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (lines 1-12), Administrative Expenses (lines 13-26), and Net Income (lines 27-29).

3/4

REVENUE

ADMINISTRATIVE EXPENSES



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10

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	4,459,553.	3,437,853.	3,437,853.
	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 sch)			
		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) STATEMENT 4	4,805,254.	5,472,044.	5,426,011.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	9,264,807.	8,909,897.	8,863,864.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	9,264,807.	8,909,897.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	9,264,807.	8,909,897.		
31	Total liabilities and net assets/fund balances (see instructions)	9,264,807.	8,909,897.		

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	9,264,807.
2	Enter amount from Part I, line 27a.	2	-354,910.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	8,909,897.
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	8,909,897.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE ATTACHED	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 7,468,333.		6,568,916.	899,417.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			899,417.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7	2	899,417.
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	<input type="checkbox"/>	3	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	477,501.	9,603,702.	0.049721
2015	122,434.	2,465,270.	0.049664
2014			
2013			
2012			

2 Total of line 1, column (d)	2	0.099385
3 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	3	0.049693
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	9,134,556.
5 Multiply line 4 by line 3	5	453,923.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,440.
7 Add lines 5 and 6.	7	465,363.
8 Enter qualifying distributions from Part XII, line 4	8	1,498,886.

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.

3

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax due is 8,480, which is refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number and Yes/No responses. Most 'No' boxes are marked with an 'X'.

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
14 The books are in care of <u>ERIKA KELLERHALS</u> Telephone no. <u>340-779-2564</u> Located at <u>9053 ESTATE THOMAS, SUITE 101 ST THOMAS VI</u> ZIP + 4 <u>00802</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country		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.

	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	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 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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> 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) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	2b	N/A
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If 'Yes,' did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	X
	4b	X

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions Yes No

Organizations relying on a current notice regarding disaster assistance, check here.

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No N/A

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? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A

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

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

(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
RICHARD KAHN 575 LEXINGTON AVE, 4TH FLOOR NEW YORK, NY 10022	PRESIDENT 1.00	0.	0.	0.
DARREN K. INDYKE 575 LEXINGTON AVE, 4TH FLOOR NEW YORK, NY 10022	VICE PRESIDE 1.00	0.	0.	0.
ERIKA A. KELLERHALS 9053 ESTATE THOMAS, SUITE 101 ST. THOMAS, VI 00802	SECRETARY 1.00	0.	0.	0.
ERIKA A. KELLERHALS 9053 ESTATE THOMAS, SUITE 101 ST. THOMAS, VI 00802	TREASURER 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(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
NONE				

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

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
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1 a	5,208,163.
b Average of monthly cash balances	1 b	4,065,498.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	9,273,661.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	9,273,661.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	139,105.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,134,556.
6 Minimum investment return. Enter 5% of line 5	6	456,728.

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

1 Minimum investment return from Part X, line 6	1	456,728.
2a Tax on investment income for 2017 from Part VI, line 5	2 a	11,440.
b Income tax for 2017. (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	11,440.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	445,288.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	445,288.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	445,288.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	1,498,886.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,498,886.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b. See instructions	5	11,440.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,487,446.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				445,288.
2 Undistributed income, if any, as of the end of 2017:			0.	
a Enter amount for 2016 only		0.		
b Total for prior years: 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016	275,225.			
f Total of lines 3a through e	275,225.			
4 Qualifying distributions for 2017 from Part XII, line 4: \$ 1,498,886.			0.	
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			445,288.
d Applied to 2017 distributable amount	1,053,598.			0.
e Remaining amount distributed out of corpus.	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	1,328,823.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions.		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,328,823.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016	275,225.			
e Excess from 2017	1,053,598.			

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d 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
a Paid during the year SEE STATEMENT 5				
Total				3 a 1,260,000.
b Approved for future payment				
Total				3 b

Part XVI-A Analysis of Income-Producing Activities

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) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
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			14	144,578.	
4 Dividends and interest from securities			14	89,161.	
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			14	10,820.	
8 Gain or (loss) from sales of assets other than inventory			18	899,417.	
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)				1,143,976.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,143,976.

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

Part XVI-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 XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

N/A

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

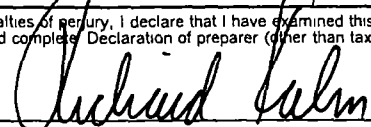
(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule.

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


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.

Sign Here  Date 8/3/2018 Title PRESIDENT

Signature of officer or trustee: Richard Kalm Date: 8/3/2018 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name: DAVID M. HASSON Preparer's signature:  Date: 8/2/2018 Check if self-employed PTIN: P00035228

Firm's name: SECKENDORF HASSON AND REILLY CPA'S LLC Firm's EIN: 90-0436485

Firm's address: 3000 MARCUS AVE STE 1W5 LAKE SUCCESS, NY 11042-1009 Phone no: 5164888400

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GRATITUDE AMERICA, LTD
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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME			
TOTAL	\$ 10,820.	\$ 10,820.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 712.			\$ 712.
TOTAL	\$ 712.	\$ 0.	\$ 0.	\$ 712.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING EXPENSE	\$ 235,000.			\$ 235,000.
FEDERAL EXCISE TAX	2,451.			2,451.
MISCELLANEOUS FEES	473.			473.
STATE FILING FEES	250.			250.
TOTAL	\$ 238,174.	\$ 0.	\$ 0.	\$ 238,174.

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED STOCKS	COST	\$ 5,472,044.	\$ 5,426,011.
	TOTAL	\$ 5,472,044.	\$ 5,426,011.

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**STATEMENT 5
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
BRUCE & MARSHA MOSKOWITZ FOUNDATION 223 SUNSET AVE., SUITE 200 PALM BEACH FL 33480	NONE	501 C 3	GENERAL CHARITABLE PURPOSES	\$ 50,000.
CROHN'S COLITIS FOUNDATION OF AMERICA 120 BROADWAY NEW YORK NY 10271	NONE	501 C 3	GENERAL CHARITABLE PURPOSES	10,000.
ASSOCIATION MIND EDUCATION ROME ITALY	NONE	501 C3	GENERAL CHARITABLE PURPOSES	60,000.
CANCER RESEARCH WELLNESS INSTITUTE 316 MD VALLEY CENTER NO 230 CARMEL CA 93922		501 C 3	GENERAL CHARITABLE PURPOSES	75,000.
CHOPRA FOUNDATION 2013 COSTA DEL MAR RD CARLBAD CA 92009		501 C 3	GENERAL CHARITABLE PURPOSES	50,000.
FRIENDS OF ELTON JOHN 1 BLYTHE RD LONDON UNITED KINGDOM		501 C 3	GENERAL CHARITABLE PURPOSES	15,000.
INDEPENDENT FEATURE PROJECT 30 JOHN ST BROOKLYN NY 11201		501 C 3	GENERAL CHARITABLE PURPOSES	10,000.
INTERNATIONAL PEACE INSTITUTE INC 777 UNITED NATIONS PLAZA, 4TH FLOOR NEW YORK NY 10017		501 C 3	GENERAL CHARITABLE PURPOSES	375,000.
JTCC 5200 PAINT BRANCH PARKWAY COLLEGE PARK MD 20740		501 C 3	GENERAL CHARITABLE PURPOSES	25,000.
KUHN FOUNDATION 357 WAVERLY DR PASADENA CA 91105		501 C 3	GENERAL CHARITABLE PURPOSES	150,000.
MET ORCHESTRA MUSICIAN PO BOX 230549		501 C 3	GENERAL CHARITABLE PURPOSES	50,000.
MIT 600 MEMORIAL DR W98-308 CAMBRIDGE MA 02139		501 C 3	GENERAL CHARITABLE PURPOSES	150,000.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NAUTILUS THINK INC 360 W. 36TH ST 7S NEW YORK NY 10018		501 C 3	GENERAL CHARITABLE PURPOSES	\$ 25,000.
THE FILM SOCIETY OF LINCOLN CENTER 70 LINCOLN CENTER PLAZA, 4TH FLOOR NEW YORK NY 10023		501 C 3	GENERAL CHARITABLE PURPOSES	25,000.
THE INTER POLICE & FIRE CHAPLAINS ASSOC. 9393 PARDEE RD TAYLOR MI 48180		501 C 3	GENERAL CHARITABLE PURPOSES	50,000.
THE LEUKEMIA & LYMPHOMA SOCIETY 3 INTERNATIONAL DR RYE BROOK NY 10573		501 C 3	GENERAL CHARITABLE PURPOSES	5,000.
THE O'GORMAN GARDEN 23 WEST 129TH STREET NEW YORK NY 10027		501 C 3	GENERAL CHARITABLE PURPOSES	30,000.
UJA FEDERATION OF NEW YORK DIVISION SUITES 296 130 E. 59TH ST NEW YORK NY 10002		501 C 3	GENERAL CHARITABLE PURPOSES	50,000.
UNIVERSITY OF ARIZONA FOUNDATION 1609 NORTH WARREN, SUITE 105B TUCSON AZ 85724		501 C 3	GENERAL CHARITABLE PURPOSES	50,000.
WALK MS 167 DEEPPDALE DR MIDDLETOWN NJ 07748		501 C 3	GENERAL CHARITABLE PURPOSES	5,000.
TOTAL				\$ <u>1,260,000.</u>

Quantity	Name	(b) How Acquired	(c) Date Acquired	(e) Date Sold	(f) Gross Sales Price	(g) Cost or other Basis	(h) Gain or (loss)
5,000 000	APPIAN CORPORATION CL A	P	11/16/2017	11/16/2017	99,907	101,250	(1,343)
1,000 000	AQUANTIA CORP	P	11/3/2017	11/3/2017	9,091	9,000	91
5,000 000	ARDMORE SHIPPING CORPORATION	P	11/28/2017	11/30/2017	39,543	40,500	(957)
10,000 000	AT&T INC S 350 11-01-66	P	10/25/2017	10/30/2017	249,477	250,000	(523)
5,000 000	ATENTO S A	P	11/10/2017	11/10/2017	45,668	45,000	668
1,000 000	BANDWIDTH INC CL A	P	11/10/2017	11/10/2017	21,454	20,000	1,454
5,000 000	BRUNSWICK CORP	P	9/11/2017	10/25/2017	284,787	264,493	20,294
1,000 000	CASA SYSTEMS INC	P	12/15/2017	12/15/2017	13,954	13,000	954
1,000 000	CATALENT INC	P	9/27/2017	9/27/2017	39,103	39,100	3
1,000 000	DENALI THERAPEUTICS INC	P	12/8/2017	12/8/2017	22,204	18,000	4,204
1,000 000	DESPEGAR COM CORP	P	9/20/2017	9/20/2017	30,827	26,000	4,827
5,000 000	EDITAS MEDICINE INC	P	12/5/2017	12/6/2017	126,803	130,000	(3,197)
2,000 000	FORESCOUT TECHNOLOGIES INC	P	10/27/2017	10/27/2017	50,921	44,000	6,921
500 000	FOUR SEASONS ED CAYMAN INC ADR	P	11/8/2017	11/9/2017	4,999	5,000	(1)
1,000 000	GODADDY INC CL A	P	12/4/2017	12/5/2017	46,383	47,320	(937)
1,000 000	GW PHARMACEUTICALS PLC ADR	P	12/7/2017	12/7/2017	123,866	115,000	8,866
5,000 000	HOULIHAN LOKEY INC CL A	P	10/25/2017	10/26/2017	207,035	210,000	(2,965)
2,500 000	IQVIA HOLDINGS INC	P	11/28/2017	11/28/2017	255,638	255,625	13
5,000 000	JAMES RIV GROUP HLDGS LTD	P	11/8/2017	11/10/2017	195,039	195,000	39
5,000 000	JIANPU TECHNLY INC A	P	11/16/2017	11/16/2017	41,372	40,000	1,372
1,000 000	MONGODB INC CL A	P	10/19/2017	10/19/2017	31,111	24,000	7,111
1,000 000	NABRIVA THERAPEUTICS AG	P	9/20/2017	9/20/2017	8,188	8,500	(312)
1,000 000	NEXA RESOURCES SA	P	10/27/2017	10/27/2017	16,654	16,000	654
2,000 000	NORWEGIAN CRUISE LINE HOLDINGS	P	11/15/2017	11/17/2017	108,511	108,700	(189)
1,000 000	OM ASSET MANAGEMENT PLC	P	11/15/2017	11/27/2017	16,067	15,700	367
5,000 000	ONEMAIN HLDGS INC	P	12/13/2017	12/14/2017	125,999	128,750	(2,751)
5,000 000	ORION ENGINEERED CARBONS S A	P	12/4/2017	12/5/2017	115,541	115,500	41
5,000 000	ORION ENGINEERED CARBONS S A	P	11/7/2017	11/8/2017	116,291	116,250	41
5,000 000	PATTERN ENERGY GROUP INC CL A	P	10/18/2017	10/20/2017	117,974	117,000	974
5,000 000	PQ GROUP HOLDINGS INC	P	9/29/2017	10/5/2017	87,542	87,500	42
2,500 000	QUDIAN INC ADR	P	10/18/2017	10/18/2017	80,781	60,000	20,781
2,500 000	QUDIAN INC ADR	P	10/18/2017	10/18/2017	74,908	60,000	14,908
1,000 000	REV GROUP, INC	P	10/13/2017	10/13/2017	27,253	27,250	3
1,000 000	RHYTHM PHARMACEUTICALS INC	P	10/5/2017	10/6/2017	27,031	17,000	10,031
500 000	RISE EDUCATION CAYMAN LTD	P	10/20/2017	10/20/2017	8,577	7,250	1,327
1,000 000	ROKU INC COM CL A	P	9/28/2017	9/29/2017	26,533	14,000	12,533
500 000	RYB EDUCATION INC	P	9/27/2017	9/27/2017	13,062	9,250	3,812
5,000 000	SAILPOINT TECHNOLOGIES HOLDING	P	11/17/2017	11/17/2017	69,854	60,000	9,854
250 000	SEA LIMITED ADR	P	10/20/2017	10/20/2017	3,981	3,750	231
250 000	SEA LIMITED ADR	P	10/20/2017	10/20/2017	3,834	3,750	84
2,500 000	SENDGRID INC	P	11/15/2017	11/15/2017	45,720	40,000	5,720
2,500 000	SENDGRID INC	P	11/15/2017	11/15/2017	45,348	40,000	5,348
10,000 000	SPIRIT REALTY CAP 6 000 12-31-19	P	9/26/2017	9/29/2017	250,094	250,000	94
500 000	TRIBUNE MEDIA COMPANY CLASS A	P	11/30/2017	11/30/2017	20,644	20,609	34
10,000 000	TWO HARBORS INVSTMNT C 7 25%-C	P	11/16/2017	11/22/2017	248,588	250,000	(1,412)
1,000 000	US FOODS HOLDING CORP	P	11/29/2017	11/30/2017	28,818	28,300	518
1,150 000	ZTO EXPRESS	P	10/27/2016	9/13/2017	16,028	22,425	(6,397)
3,200 000	EDITAS MEDICINE INC	P	3/2/2016	10/10/2017	77,793	102,199	(24,406)
25,000 000	TENCENT HLDGS LTD UNSPON ADR	P	6/6/2016	8/14/2017	1,038,864	566,006	472,858
12,500,000	TENCENT HLDGS LTD UNSPON ADR	P	7/18/2016	8/14/2017	519,432	298,878	220,554
1,000,000 000	WESTERN DIGITAL C 7 3/8 4-01-23	P	6/1/2016	10/2/2017	1,094,994	1,041,000	53,994
100,000 000	WESTERN DIGITAL C 7 3/8 4-01-23	P	6/1/2016	9/19/2017	1,094,244	1,041,060	53,184
	Total				7,468,333	6,568,916	899,417