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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2015
Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: GOULD FAMILY FOUNDATION

A Employer identification number: 02-0595263

Number and street (or P O box number if mail is not delivered to street address): 229 CHRYSTIE STREET RM/STE 816 — Room/suite

B Telephone number (see instructions): 212-673-3113

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK NY 10002

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 25,376,266

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	514,708	514,708		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,605,797			
b	Gross sales price for all assets on line 6a 5,992,795				
7	Capital gain net income (from Part IV, line 2)		1,605,797		
8	Net short-term capital gain			0	
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) Stmt 1	24	24		
12	**Total.** Add lines 1 through 11	2,120,529	2,120,529	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	61,852	1,546		60,306
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See Stmt 2	3,000			3,000
b	Accounting fees (attach schedule) Stmt 3	24,490			24,490
c	Other professional fees (attach schedule) Stmt 4	145,829	114,246		31,583
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 5	4,221	4,221		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	95,200			95,200
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 6	59,284	344		58,940
24	**Total operating and administrative expenses.** Add lines 13 through 23	393,876	120,357	0	273,519
25	Contributions, gifts, grants paid	1,392,000			1,392,000
26	**Total expenses and disbursements.** Add lines 24 and 25	1,785,876	120,357	0	1,665,519
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	334,653			
b	**Net investment income** (if negative, enter -0-)		2,000,172		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	580,105	1,006,052	1,006,052
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule) Stmt 7	1,814,473	1,133,138	1,155,666
	b	Investments – corporate stock (attach schedule) See Stmt 8	13,823,499	14,884,758	19,249,550
	c	Investments – corporate bonds (attach schedule) See Stmt 9	4,527,716	4,055,586	3,964,998
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	20,745,793	21,079,534	25,376,266
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	20,745,793	21,079,534	
	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)	20,745,793	21,079,534	
	31	**Total liabilities and net assets/fund balances** (see instructions)	20,745,793	21,079,534	

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	20,745,793
2	Enter amount from Part I, line 27a	2	334,653
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	21,080,446
5	Decreases not included in line 2 (itemize) ▶ See Statement 10	5	912
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	21,079,534

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	DEUTSCHE BANK SEE ATTACHED STMT 11	P	Various	Various
b	DEUTSCHE BANK SEE ATTACHED STMT 11	P	Various	Various
c	DEUTSCHE BANK SEE ATTACHED STMT 11	P	Various	Various
d	CAPITAL GAIN DISTRIBUTION			
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	677,994		808,094	-130,100
b	1,182,409		878,017	304,392
c	3,957,536		2,700,887	1,256,649
d	174,856			174,856
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-130,100
b				304,392
c				1,256,649
d				174,856
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,605,797
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	1,600,969	26,700,031	0.059961
2013	1,283,525	24,742,495	0.051875
2012	1,432,300	23,220,268	0.061683
2011	1,329,279	23,537,305	0.056475
2010	1,301,171	23,007,396	0.056554

2 Total of line 1, column (d)	2	0.286548
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.057310
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	26,531,832
5 Multiply line 4 by line 3	5	1,520,539
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,002
7 Add lines 5 and 6	7	1,540,541
8 Enter qualifying distributions from Part XII, line 4	8	1,665,519

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	20,002
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	20,002
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	20,002
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	26,509		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	36,509
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	16,507
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 16,507 Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year? N/A	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ED MATTHEWS JR.ESQ.& ANTHONY GOULD Telephone no ▶ 212-673-3113
229 CHRYSTIE STREET SUITE 816
Located at ▶ NEW YORK NY ZIP+4 ▶ 10002

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2015, 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2015?	N/A	1c		
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		4b		X

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)?	N/A	5b	
	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?	N/A ☐ Yes ☐ No		
	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?		6b	X (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?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions)

(a) Name and address	(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
EDWIN S MATTHEWS JR NY 229 CHRYSTIE STREET SUITE 816 NY 10002	TRUSTEE 20.00	30,926	0	0
ANTHONY GOULD NEW YORK 229 CHRYSTIE STREET SUITE 816 NY 10002	TRUSTEE 20.00	30,926	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
LEGG MASON INVESTMENT COUNSEL NEW YORK 640 FIFTH AVE NY 10019	INVEST. MGT	126,940
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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	25,380,843
b	Average of monthly cash balances		1b	1,555,027
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	26,935,870
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	26,935,870
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	404,038
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	26,531,832
6	**Minimum investment return.** Enter 5% of line 5		6	1,326,592

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	1,326,592
2a	Tax on investment income for 2015 from Part VI, line 5	2a 20,002		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	20,002
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,306,590
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,306,590
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	1,306,590

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,665,519
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,665,519
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	20,002
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,645,517

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					1,306,590
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				24,470	
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2015					
a From 2010					
b From 2011					
c From 2012					
d From 2013					
e From 2014					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 1,665,519					
a Applied to 2014, but not more than line 2a				24,470	
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2015 distributable amount					1,306,590
e Remaining amount distributed out of corpus		334,459			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		334,459			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016					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)					
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		334,459			
10 Analysis of line 9					
a Excess from 2011					
b Excess from 2012					
c Excess from 2013					
d Excess from 2014					
e Excess from 2015	334,459				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
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 (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

THE GOULD FAMILY FOUNDATION C/O E MATTHEWS ESQ & ANTHONY GOULD
229 CHRISTIE STREET STE 816 NEW YORK NY 10002

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

LETTER

c Any submission deadlines

NONE

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

NONE

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 ATTACHED				1,392,000
Total			▶ 3a	1,392,000
b Approved for future payment N/A				
Total			▶ 3b	

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) Exclusion 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					
4 Dividends and interest from securities			14	514,708	
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			18	1,605,797	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ROYALTY INCOME			15	24	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		2,120,529	0
13 Total. Add line 12, columns (b), (d), and (e)				13	2,120,529

(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

		Yes	No
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	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a 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		

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Edward Gould Trustee 11/17/16 TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
ALAN BERNSTEIN	Alan Bernstein CPA	11/09/16	
Firm's name ▶ BERNSTEIN & BERNSTEIN LLP		PTIN	P00088170
Firm's address ▶ 20 CEDAR ST STE 108 NEW ROCHELLE, NY 10801-5217		Firm's EIN ▶ 11-2773025	Phone no 914-654-9500

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	$ 24	$ 24	$
Total	$ 24	$ 24	$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
HUGHES HUBBARD & REED	$ 3,000	$	$	$ 3,000
Total	$ 3,000	$ 0	$ 0	$ 3,000

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BERNSTEIN & BERNSTEIN	$ 24,490	$	$	$ 24,490
Total	$ 24,490	$ 0	$ 0	$ 24,490

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGG MASON INVESTMENT MGT FEES	$ 126,940	$ 114,246	$	$ 12,694
DEUTSCHE BANK FEES	18,889			18,889
Total	$ 145,829	$ 114,246	$ 0	$ 31,583

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	$ 4,221	$ 4,221	$	$
Total	$ 4,221	$ 4,221	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
OFFICE EXPENSES	58,190			58,190
ADR FEE	344	344		
NY FEE	750			750
Total	$ 59,284	$ 344	$ 0	$ 58,940

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOVERNMENT OBLIGATIONS SEE ATTACH	$ 1,814,473	$ 1,133,138	Cost	$ 1,155,666
Total	$ 1,814,473	$ 1,133,138		$ 1,155,666

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	$ 13,823,499	$ 14,884,758	Cost	$ 19,249,550
Total	$ 13,823,499	$ 14,884,758		$ 19,249,550

Statement of Principal Assets on Hand 12/31/2015

US GOVERNMENT OBLIGATIONS	Inventory Value	Market Value
Federal Home Loan Dated 05/03/06 5 375% Due 05/18/2016 $310,000 00	$324,887 90	$315,542 80
Federal Home LN MTG CORP DTD 03/27/09 3 75% 3/27/19 $300,000 00	$331,099 80	$321,198 00
Federal NATL MTG ASSN Dated 11/17/06 4 875% 12/15/2006 $500,000 00	$477,150 50	$518,925 00
TOTAL US GOVERNMENT OBLIGATIONS	$1,133,138.20	$1,155,665.80

Statement of Principal Assets on Hand 12/31/2015

Stock	Inventory Value	Market Value
ACE LTD 1,800 Shs.	$181,414 62	$210,330 00
Accenture PLC 4,555 Shs	$311,473 53	$475,997 50
Alphabet Inc A 435 Shs	$91,160 31	$338,434 35
Alphabet Inc C 661 Shs	$259,840 91	$501,619 68
Alexion Inc 1,675 Shs	$255,063 60	$319,506 25
American Waterworks 5,200 Shs	$302,567 72	$310,700 00
Apple Inc 5,850 Shs	$503,930 25	$615,771 00
Bard C R Inc 1,500 Shs	$259,018 24	$284,160 00
Borg Warner 7,238 Shs	$409,427.41	$312,898 74
Celegene Corp 2,525 Shs	$63,750 57	$302,394 00
Cerner Corp 5,200 Shs	$268,628 75	$312,884 00
Cognizant Tech Solutions 6,850 Shs	$378,915 47	$411,137 00
Costco 1,875 Shs	$278,424 59	$302,812 50
Crown Castle Intl 4,525 Shs	$360,054.70	$391,186 25

Statement of Principal Assets on Hand 12/31/2015

Stock	Inventory Value	Market Value
CVS Caremark 5,800 Shs	$294,551 20	$567,066 00
Danaher Corp 4,250 Shs	$222,966 05	$394,740 00
Delta Airlines 9,800 Shs	$389,184 76	$496,762 00
Discover Financial Services 6,025 Shs	$399,926 22	$323,060 50
Du Pont 4,000 Shs	$194,746 11	$266,400 00
Eaton Corp 4,725 Shs	$325,456 67	$245,889 00
Ebay Inc 4,580 Shs	$104,226 98	$125,858 40
EOG Res Inc 1,550 Shs	$175,462 63	$109,724 50
Estee Lauder 4,100 Shs	$236,660.60	$361,046 00
Exxon Mobil Corp 3,475 Shs	$205,908 20	$270,876 25
FMC Technologies 3000 Shs.	$183,951 00	$87,030 00
Thermo Fisher Scientific Intl Inc com 3,500 Shs	$139,442 45	$496,475 00
General Mills 2,600 Shs	$95,522 31	$149,916 00
Gilead Sciences Inc Com 2,875 Shs	$55,918 75	$290,921 25
Home Depot 4,256 Shs	$331,133 50	$562,856 00
Intuit Inc 2,850 Shs	$306,080 88	$275,025.00
Invesco LTD 9,775 Shs	$398,313 49	$327,267 00

STMT 8

Statement of Principal Assets on Hand 12/31/2015

Stock	Inventory Value	Market Value
J P Morgan Chase 8,925 Shs	$438,202 48	$589,317 75
Johnson & Johnson 2,000 Shs	$116,870 20	$205,440 00
National Oil Well Varco 3,925 Shs	$142,183 76	$131,448 25
Nestle 4,475 Shs	$229,120 00	$333,029 50
Nextera Energy Inc 3,000 Shs	$143,398 50	$311,670 00
Parker Hannifin Corp 2,700 Shs	$240,195 10	$261,846 00
Paypal Holdings 6,780 Shs	$234,189 42	$245,436 00
Pepsico 3,600 Shs	$236,043 00	$359,712 00
Quanta SVCS Inc 11,000 Shs	$298,514 94	$222,750 00
Regeneron Pharmaceuticals 700 Shs	$258,006 18	$380,009 00
Robert Half Intl 6,000 Shs	$189,141 95	$282,840 00
Schlumberger Ltd Com Com 2,375 Shs	$205,247 50	$165,656 25
Shire PLC 825 Shs	$199,565 52	$169,125 00
Suntrust BKS INC 6,875 Shs	$306,585 13	$294,525 00
United Technologies Corp Com 2,055 Shs	$145,174 45	$197,423 85
TJX Cos Inc 6,800 Shs	$316,079 66	$482,188 00
T Rowe Price 3,400 Shs	$273,109 42	$243,066 00
Union PAC Corp 3,825 Shs	$180,039 40	$299,115 00

Statement of Principal Assets on Hand 12/31/2015

Stock	Inventory Value	Market Value
United Health Care Group 4,995 Shs	$246,635 08	$587,611 80
U S Bancorp 6,400 Shs	$167,552 00	$273,088 00
V F Corp 6,540 Shs.	$119,670 55	$407,115 00
Visa Inc 6,216 Shs	$279,877 03	$482,050 80
Vmware Inc 3,725 Shs	$318,184.16	$210,723 25
Wells Fargo & Co 5,750 Shs	$177,814 44	$312,570 00
Whirlpool Corp 1,800 Shs.	$255,438 30	$264,366 00
Yum Brands Inc 2,540 Shs	$66,521 08	$185,547 00
Common Funds		
Royce Fd Pennsylvania Mutual Fd 97,656 64 Shs	$1,118,276 54	$911,136 29
TOTAL STOCK	**$14,884,758.26**	**$19,249,549.91**

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	$ 4,527,716	$ 4,055,586	Cost	$ 3,964,998
Total	$ 4,527,716	$ 4,055,586		$ 3,964,998

Statement of Principal Assets on Hand 12/31/2015

CORPORATE BONDS & NOTES	Inventory Value	Market Value
AFLAC Inc DTD 2/10/12 4 00% 2/15/2022 $250,000 00	$263,253 49	$264,175 00
Apple Inc DTD 5/06/14 2 10% 5/06/19 $200,000 00	$200,275 86	$202,338 00
JP Morgan Chase DTD 12/20/07 6% 01/15/18 $250,000 00	$288,430.00	$270,015.00
Cisco Systems DTD 3/3/14 2 125% 3/01/19 $300,000 00	$299,259 00	$302,574 00
General Electric Cap MTN DTD 4/21/08 5 625% 05/01/18 $200,000 00	$231,368 00	$218,120 00
Intercontinental Exchange DTD 10/08/13 4% 10/15/2023 $200,000 00	$208,247 44	$205,986 00
Microsoft Corp DTD 11/03/15 3 125% 11/03/25 $95,000 00	$94,975 30	$95,504 45
NBC Universal Media DTD 4/1/11 4 375% 4/1/2021 $200,000 00	$216,048 38	$217,246 00
Oracle DTD 7/8/14 2 80% 7/8/2021 $250,000 00	$249,197 50	$253,227 50
Pepsi Inc DTD 7/17/15 3 10% 7/17/22 $175,000 00 Purchased interest	$177,231 25 $241 11	$179,621 75
Texas Instruments Inc DTD 8/6/12 1 65% 8/3/19 $250,000	$245,192 50	$247,472 50
Investment Funds		
Vanguard Short- Term Bond ETF 7,750 00	$621,666 25	$616,667 50
Goldman Sachs H/Y Floating Rate Fund 95,000 00	$960,200 00	$892,050 00
TOTAL CORPORATE BONDS & NOTES	**$4,055,586.08**	**$3,964,997.70**

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
RETURN OF CAPITAL & TIMING DIFFERENCES	$ 912
Total	$ 912

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
NONE	$
Total	$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	$
Total	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

GRANTS AND CONTRIBUTIONS PAID DURING 2015

Recipient Name & Address	Recipient Relationship	Recipient Status	Purpose of Grant	Amount
350. ORG 1850 M ST NW STE 1100 Washington DC 20036-5845	None	Public Charity	Advocacy against climate change	$40,000 00
American Museum of Natural History Central Park West @ 79Th St NY, NY 10024	None	Public Charity	Exibitions & research	$75,000.00
Common Ground High School 358 Springside Ave New Haven , CT 06515	None	Public	New school house	$75,000.00
Connecticut Fund for Envirnoment 142 Temple Street Suite 305 New Haven, CT 06510	None	Public Charity	Litigation to reduce nitrogen discharge into Long Island Sound	$100,000.00
Dalton School 63 East 91st St, New York, NY 10128	None	Public Charity	Education scholarship fund	$250,000.00
Danbury Animal Welfare 147 Grassy Plain Street Bethel , CT 06801-2806	None	Public Charity	Animal rescue operations	$10,000.00
Earthjustice 426 17th Street, 5th floor Oakland , CA 94612	None	Public Charity	Litigation to require disclosure of chemicals used in fracking	$25,000.00
Educated Canine Assistance Dogs,Inc P O Box 831 Torrington, CT 06790	None	Public Charity	General support for training of assistance dogs	$25,000.00
Electronic Frontier 454 Shotwell St San Francisco, CA 94110-1914	None	Public Charity	Internet free speech activism	$25,000.00
French Institute Alliance Francaise 22 E 60th ST NY, NY 10022	None	Public Charity	Laying of stolpersteines in France to commemorate the capture and killing of Jews	$12,000 00
Friends of the Earth 1100 15th ST NW Washington DC 20005	None	Public Charity	Support the FOE international environmental work	$25,000.00
Halo Trust (USA) Inc 1730 Rhode Island Ave NW Washington DC 20036-3118	None	Public Charity	Land mine clearance	$100,000.00
Ignite c/o Anne Moses, Ph. D 510 16th Street Oakland, CA 94612	None	Public Charity	Ignite Project for the empowerment of young women	$10,000.00

GRANTS AND CONTRIBUTIONS PAID DURING 2015

Recipient Name & Address	Recipient Relationship	Recipient Status	Purpose of Grant	Amount
Library of America 14 E 60th Street NY,NY 10022-1006	None	Public Charity	Development of lesson plans around American earth	$160,000 00
Metropolitan Opera Lincoln Plz NY,NY 10023-7105	None	Public Charity	Support for opera broadcasts	$75,000.00
Point O' Woods Volunteer Fire Co 5 Point O'Woods Ave Point O' Woods, NY 11706	None	Public Charity	General support	$20,000.00
Save the Sound 900 Chapel Street New Haven, CT 06510	None	Public Charity	Protect the environment of CT and Long Island Sound	$75,000.00
Steep Rock Association P O Box 279 Washington Depot,CT 06794	None	Public Charity	Preservation of land , design and construction of footbridge in the preserve	$250,000.00
Strays & Others P O Box 473 New Canaan, CT 06840	None	Public Charity	Animal rescue operations	$10,000 00
Warren Volunteer Fire Co 11 Sackett Hill Road Cornwall Bridge , CT 06754-1713	None	Public Charity	Firefighting equipment	$20,000.00
Warren Public Library 15 Sackett Hill Rd Cornwall Bridge, CT 06754-17136	None	Public Charity	Book acquisitions & operations	$10,000.00

Total Paid: **$1,392,000.00**