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Return of Private Foundation

2016

Department of the Treasury Internal Revenue Service

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

Open to Public Inspection

For calendar year 2016 or tax year beginning 02/01, 2016, and ending 01/31, 2017

Name of foundation: THE ROBERT GOELET FOUNDATION XXXXX1001
Employer identification number: 13-6146654
Telephone number: 866-888-5157
City: CHICAGO, IL 60603
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$2,685,205

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total: 328,585), Operating and Administrative Expenses (Total: 110,153), and Net investment income (304,038).

ENVELOPE POSTMARK DATE JUN 12 2017
SCANNED JUN 29 2017

RECEIVED JUN 16 2017

250

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 (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	13,055.	12,623.	12,623.
	2	Savings and temporary cash investments	169,384.	153,552.	153,552.
	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 ▶	NONE		
	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) . STMT .6	1,220,223.	1,206,887.	1,885,165.
	c	Investments - corporate bonds (attach schedule) . STMT .9	374,092.	622,100.	633,865.
	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)	1,776,754.	1,995,162.	2,685,205.	
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,776,754.	1,995,162.	
	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)	1,776,754.	1,995,162.		
31	Total liabilities and net assets/fund balances (see instructions)	1,776,754.	1,995,162.		

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	1,776,754.
2	Enter amount from Part I, line 27a	2	218,432.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,995,186.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	24.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,995,162.

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)
1 a PUBLICLY TRADED SECURITIES						
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 877,922.		608,664.	269,258.			
b						
c						
d						
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			269,258.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	269,258.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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))
2015	88,623.	2,514,903.	0.035239
2014	91,299.	2,585,988.	0.035305
2013	104,517.	2,427,699.	0.043052
2012	99,761.	2,246,226.	0.044413
2011	140,519.	2,283,623.	0.061533
2 Total of line 1, column (d)			0.219542
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.			0.043908
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			2,540,571.
5 Multiply line 4 by line 3.			111,551.
6 Enter 1% of net investment income (1% of Part I, line 27b).			3,040.
7 Add lines 5 and 6.			114,591.
8 Enter qualifying distributions from Part XII, line 4.			84,223.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	}	1	6,081.
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			
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		
3 Add lines 1 and 2	3		6,081.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		6,081.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a		1,000.
b Exempt foreign organizations - tax withheld at source	6b		NONE
c Tax paid with application for extension of time to file (Form 8868)	6c		NONE
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		1,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		34.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		5,115.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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 Yes No 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 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address n/a 13 X
14 The books are in care of JP MORGAN CHASE BANK, N.A. Telephone no. (866) 888-5157 Located at 10 S DEARBORN ST; MC; IL 1-0117, CHICAGO, IL ZIP+4 60603
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
16 At any time during calendar year 2016, 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 Yes No 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

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b Yes No X
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 2016? 1c Yes No 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b Yes No X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2016 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 2016) 3b Yes No X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes No 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 2016? 4b Yes No 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)? 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
 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

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
JP MORGAN CHASE BANK, N.A. 10 S DEARBORN ST; MC; IL 1-0117, Chicago, IL 60603	trustee 2	34,037.	-0-	-0-
ANNE D. FROST 55 HILLCREST DRIVE, PELHAM MANOR, NY 10803	CO-TRUSTEE 1	5,895.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
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	2,457,465.
b	Average of monthly cash balances	1b	121,795.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,579,260.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,579,260.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	38,689.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,540,571.
6	Minimum investment return. Enter 5% of line 5	6	127,029.

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	127,029.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	6,081.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,081.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	120,948.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4.	5	120,948.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	120,948.

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	84,223.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	84,223.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	84,223.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				120,948.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only,			48,264.	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>84,223.</u>				
a Applied to 2015, but not more than line 2a			48,264.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				35,959.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE	
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				84,989.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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:

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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
<i>a Paid during the year</i>				
METROPOLITAN OPERA ASSOCIATION INC 30 LINCOLN CENTER NEW YORK NY 10023	NONE	PC	GENERAL	25,000.
NEW YORK CITY BALLET INC 20 LINCOLN CENTER New York NY 10025	NONE	PC	GENERAL	15,000.
BARTOW-PELL MANSION MUSEUM PARK DOG RUN,895 SHORE RD Bronx NY 10464	NONE	PC	GENERAL	10,000.
GRAHAM WINDEAM 1 PIERREPONT PLAZA, SUITE 901 Brooklyn NY 11	NONE	PC	GENERAL	10,000.
GIVING OPPORTUNITIES TO OTHERS INC. PO BOX 17 New York NY 10276	NONE	PC	GENERAL	8,000.
Total ▶ 3a				68,000.
<i>b Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, etc.

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.)

NOT APPLICABLE

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... 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 d If the answer to any of the above is "Yes," complete the following schedule.

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

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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 Kristin Baxter 05/23/2017 Vice President May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: KELLY NEUGEBAUER, Preparer's signature: Kelly Neugebauer, Date: 05/23/2017, Firm's name: DELOITTE TAX LLP, Firm's address: 127 PUBLIC SQUARE CLEVELAND, OH 44114, Firm's EIN: 86-1065772, Phone no.: 312-486-9652

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
	247.	247.
AMG MANAGERS PICTET INTERNATIONAL FUND C	3,819.	3,819.
AT&T INC	96.	96.
ABBOTT LABS	276.	276.
ABBVIE INC	302.	302.
AETNA INC NEW	6.	6.
AMERICAN CENTURY EQUITY INC. INV	4,461.	4,461.
AMERICAN INTL GROUP INC NEW	24.	24.
APPLE COMPUTER INC	234.	234.
ARTISAN INTL VALUE FD-ADV	909.	909.
BB & T CORP	80.	80.
BANK OF AMERICA CORPORATION	50.	50.
BECTON DICKINSON & CO	46.	46.
BLACKROCK INC	46.	46.
BRISTOL MYERS SQUIBB CO	57.	57.
CVS CORP	740.	740.
CITIGROUP INC NEW	16.	16.
COCA-COLA CO	504.	504.
COMCAST CORP NEW CL A	41.	41.
DEERE & CO	84.	84.
DISNEY WALT CO	39.	39.
DODGE & INTERNATIONAL STOCK FUND	1,878.	1,878.
DODGE & COX INCOME FUND	4,059.	4,059.
DU PONT E I DE NEMOURS & CO	148.	148.
EOG RESOURCES INC	17.	17.
EDISON INTL	86.	86.
EXXON MOBIL CORP	447.	447.
FIDELITY NATL INFORMATION SVCS INC.	13.	13.
GENERAL ELEC CO	313.	313.
GENERAL MLS INC	152.	152.
GENERAL MOTORS CO	57.	57.
GOLDMAN SACHS GROUP INC	117.	117.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HARBOR HIGH YIELD BOND FUND - INS	2,161.	2,161.
HOME DEPOT INC	104.	104.
HONEYWELL INTL INC	551.	551.
ISHARES DOW JONES SEL DIVID IDX FD	3,192.	3,192.
ISHARES MISCI EAFE INDEX FUND	1,936.	1,936.
ISHARES TR S & P MIDCAP 400 INDEX FD	2,111.	2,111.
ISHARES TR RUSSELL 2000 INDEX FD	918.	918.
JPM INFLATION MGD BOND FD - SEL	98.	98.
JPMORGAN EMERGING MARKETS EQUITY	21.	21.
JPMORGAN STRATEGIC INCOME OPPTYS FUND SE	185.	185.
JPMORGAN CORE-BOND FUND	4,616.	4,616.
JPMORGAN HIGH YIELD BOND FUND	5,638.	5,638.
JPMORGAN SHORT DURATION BOND FUND	696.	696.
LAM RESEARCH CORPORATION COMMON	209.	209.
LOWES COS INC	561.	561.
MFS EMERGING MKTS DEBT FD-I	1,090.	1,090.
MARSH & MCLENNAN COS INC	34.	34.
MASTERCARD INC - CLASS A	15.	15.
MCDONALDS CORP	671.	671.
MERCK & CO INC	156.	156.
METLIFE INC	551.	551.
MICROSOFT CORP	941.	941.
MOLSON COORS BREWING CO	21.	21.
MONDELEZ INTERNATIONAL-W/I	216.	216.
MORGAN STANLEY DEAN WITTER & CO NEW	83.	83.
NORFOLK SOUTHN CORP	472.	472.
OCCIDENTAL PETE CORP	483.	483.
PEPSICO INC	75.	75.
PFIZER INC	90.	90.
PHILIP MORRIS INTERNATIONAL	1,104.	1,104.
PROCTER & GAMBLE CO	214.	214.
PRUDENTIAL FINL INC	84.	84.
SPDR TR UNIT SER 1	8,080.	8,080.

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THE ROBERT GOELET FOUNDATION XXXXX1001

13-6146654

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SCHLUMBERGER LTD	330.	330.
SOUTHERN CO	154.	154.
STANLEY BLACK & DECKER INC	29.	29.
SYNCHRONY FINANCIAL	21.	21.
TIME WARNER INC	91.	91.
UNITED TECHNOLOGIES CORP	497.	497.
UNITEDHEALTH GROUP INC	94.	94.
VANGUARD EUROPEAN ETF	662.	662.
WELLS FARGO & CO NEW	455.	455.
CHUBB LTD	151.	151.
BROADCOM LTD	102.	102.
	-----	-----
TOTAL	59,327.	59,111.
	=====	=====

THE ROBERT GOELET FOUNDATION XXXXX1001

13-6146654

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	599.	
FEDERAL ESTIMATES - INCOME	1,000.	
FOREIGN TAXES ON QUALIFIED FOR	310.	310.
FOREIGN TAXES ON NONQUALIFIED	62.	62.
	-----	-----
TOTALS	1,971.	372.
	=====	=====

THE ROBERT GOELET FOUNDATION XXXXX1001

13-6146654

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
ATTORNEY GENERAL FEE	250.	250.
TOTALS	----- 250. =====	----- 250. =====

THE ROBERT GOELET FOUNDATION XXXXX1001

13-6146654

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
2824100 ABBOTT LABORATORIES	6,847.	11,069.
23135106 AMAZON.COM INC	6,196.	8,235.
25076100 AMER CENT EQUITY INCO	80,466.	127,164.
26874784 AMERICAN INTERNATIONAL	4,356.	4,820.
37833100 APPLE INC	7,026.	12,742.
60505104 BANK OF AMERICA CORP	3,495.	5,660.
101137107 BOSTON SCIENTIFIC CO	3,099.	3,609.
126650100 CVS HEALTH CORP	1,968.	12,610.
143658300 CARNIVAL CORP	3,918.	4,154.
151020104 CELGENE CORP	6,732.	29,038.
172967424 CITIGROUP INC	2,106.	2,792.
191216100 COCA-COLA CO/THE	7,989.	14,965.
254687106 WALT DISNEY CO/THE	5,037.	5,533.
254709108 DISCOVER FINANCIAL S	3,423.	3,464.
256206103 DODGE & COX INTL STO	73,815.	83,016.
349903419 DF DENT PREMIER GROW	37,151.	98,123.
369604103 GENERAL ELECTRIC CO	1,511.	10,009.
437076102 HOME DEPOT INC	6,654.	6,879.
438516106 HONEYWELL INTERNATIO	13,324.	26,622.
464287168 ISHARES SELECT DIVID	36,559.	62,832.
464287465 ISHARES MSCI EAFE IN	70,860.	78,533.
464287507 ISHARES CORE S&P MID	69,621.	134,536.
464287655 ISHARES RUSSELL 2000	27,927.	66,939.
512807108 LAM RESEARCH CORP	7,557.	17,803.
548661107 LOWE'S COS INC	12,679.	32,521.
571748102 MARSH & MCLENNAN COS	3,286.	3,401.
580135101 MCDONALD'S CORP	1,172.	9,193.
594918104 MICROSOFT CORP	17,773.	41,376.
609207105 MONDELEZ INTERNATION	7,502.	13,284.

THE ROBERT GOELET FOUNDATION XXXXX1001

13-6146654

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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617446448 MORGAN STANLEY	3,892.	6,374.
713448108 PEPSICO INC	5,151.	5,189.
717081103 PFIZER INC	5,207.	4,760.
718172109 PHILIP MORRIS INTERN	2,728.	12,016.
723787107 PIONEER NATURAL RESO	1,613.	1,802.
742718109 PROCTER & GAMBLE CO/	3,496.	7,008.
806857108 SCHLUMBERGER LTD	9,255.	13,812.
854502101 STANLEY BLACK & DECK	5,681.	6,200.
882508104 TEXAS INSTRUMENTS IN	5,146.	5,666.
887317303 TIME WARNER INC	5,626.	7,264.
913017109 UNITED TECHNOLOGIES	7,611.	12,612.
949746101 WELLS FARGO & CO	9,420.	16,899.
00171A530 AMG MANAGERS PICTET	92,500.	104,914.
00206R102 AT&T INC	3,849.	4,216.
00724F101 ADOBE SYSTEMS INC	4,818.	5,102.
0075W0759 EDGEWOOD GROWTH FD-I	40,062.	105,443.
00817Y108 AETNA INC	3,186.	2,965.
02079K107 ALPHABET INC/CA-CL C	3,026.	15,936.
02079K305 ALPHABET INC/CA-CL A	3,036.	16,404.
04314H667 ARTISAN INTL VALUE F	55,500.	78,021.
09247X101 BLACKROCK INC	3,421.	3,740.
20030N101 COMCAST CORP-CLASS A	3,114.	3,771.
26875P101 EOG RESOURCES INC	9,145.	10,158.
30231G102 EXXON MOBIL CORP	1,608.	6,292.
30303M102 FACEBOOK INC-A	12,393.	14,335.
31620M106 FIDELITY NATIONAL IN	3,757.	3,971.
37045V100 GENERAL MOTORS CO	4,742.	5,492.
38141G104 GOLDMAN SACHS GROUP	5,332.	10,319.
57636Q104 MASTERCARD INC-CLASS	3,820.	4,253.

THE ROBERT GOELET FOUNDATION XXXXX1001

13-6146654

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
59156R108 METLIFE INC	14,927.	19,044.
60871R209 MOLSON COORS BREWING	5,170.	4,826.
78462F103 SPDR S&P 500 ETF TRU	316,587.	405,003.
91324P102 UNITEDHEALTH GROUP I	6,401.	8,105.
G1151C101 ACCENTURE PLC-CL A	5,314.	5,124.
H1467J104 CHUBB LTD	2,405.	7,232.
Y09827109 BROADCOM LTD	7,899.	9,975.
TOTALS	----- 1,206,887. =====	----- 1,885,165. =====

THE ROBERT GOELET FOUNDATION XXXXX1001

13-6146654

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
256210105 DODGE & COX INCOME F	158,000.	160,630.
411511553 HARBOR HIGH YIELD BO	45,000.	41,434.
4812C0381 JPM CORE BD FD - SEL	146,459.	156,787.
4812C0803 JPM HIGH YIELD FD -	90,641.	95,464.
4812C1330 JPM SHORT DURATION B	130,000.	129,046.
55273E640 MFS EMERGING MKTS DE	52,000.	50,504.
	-----	-----
TOTALS	622,100.	633,865.
	=====	=====

THE ROBERT GOELET FOUNDATION XXXXX1001
FORM 990PF, PART XV - LINES 2a - 2d
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13-6146654

RECIPIENT NAME:

JPMorgan Chase Bank, NA C Berozsky
ADDRESS:

270 Park Ave. Fl 18
New York, NY 10017

RECIPIENT'S PHONE NUMBER: 212-464-1949
FORM, INFORMATION AND MATERIALS:

no application form

SUBMISSION DEADLINES:

none

RESTRICTIONS OR LIMITATIONS ON AWARDS:

limited to IRC Section 501 C 3
organization chosen by the trustee

STATEMENT 10