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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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

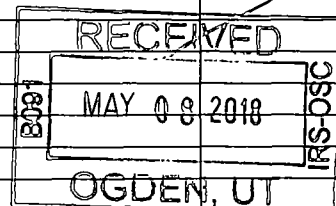
Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation THE SIDEWATER FAMILY FOUNDATION, INC.		A Employer identification number 23-2573603
Number and street (or P O box number if mail is not delivered to street address) 308 EAST LANCASTER AVENUE		B Telephone number 484-708-5100
City or town, state or province, country, and ZIP or foreign postal code WYNNEWOOD, PA 19096		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,301,395.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		60,598.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		170,607.	170,607.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-4,043.			
b Gross sales price for all assets on line 6a		-4,043.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		4,834.	4,834.		STATEMENT 2
12 Total Add lines 1 through 11		231,996.	175,441.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	6,775.	5,081.		1,694.
c Other professional fees	STMT 4	26,001.	24,329.		1,672.
17 Interest					
18 Taxes	STMT 5	2,653.	1,653.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	1,050.	0.		0.
24 Total operating and administrative expenses Add lines 13 through 23		36,479.	31,063.		3,366.
25 Contributions, gifts, grants paid		297,250.			297,250.
26 Total expenses and disbursements Add lines 24 and 25		333,729.	31,063.		300,616.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-101,733.			
b Net investment income (if negative, enter -0-)			144,378.		
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		6.	6.
	2 Savings and temporary cash investments	348,415.	167,802.	167,802.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 7	491,612.	588,238.	590,212.
	b Investments - corporate stock STMT 8	2,714,646.	2,779,084.	3,746,315.
	c Investments - corporate bonds STMT 9	467,164.	401,589.	406,798.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	406,965.	390,350.	390,262.	
14 Land, buildings, and equipment; basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,428,802.	4,327,069.	5,301,395.	
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			
	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 ▶ <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	4,428,802.	4,428,802.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	-101,733.		
30 Total net assets or fund balances	4,428,802.	4,327,069.		
31 Total liabilities and net assets/fund balances	4,428,802.	4,327,069.		

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	4,428,802.
2 Enter amount from Part I, line 27a	2	-101,733.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,327,069.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,327,069.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PNC BANK NA HAWTHORN	P	VARIOUS	12/31/17
b PNC BANK NA HAWTHORN	P	VARIOUS	12/31/17
c GOLUB CAPITAL PARTNERS VII LP	P	VARIOUS	12/31/17
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 -23,962.			-23,962.
b 15,539.			15,539.
c 4,380.			4,380.
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-23,962.
b			15,539.
c			4,380.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-4,043.
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

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.

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))
2016	291,714.	4,850,819.	.060137
2015	276,378.	4,995,266.	.055328
2014	268,468.	5,163,223.	.051996
2013	241,892.	5,029,559.	.048094
2012	230,171.	4,887,988.	.047089

2 Total of line 1, column (d)	2	.262644
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	.052529
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	5,139,027.
5 Multiply line 4 by line 3	5	269,948.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,444.
7 Add lines 5 and 6	7	271,392.
8 Enter qualifying distributions from Part XII, line 4	8	300,616.

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	1,444.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		3	1,444.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
3 Add lines 1 and 2		5	1,444.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,059.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	2,059.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	615.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 615. Refunded <input checked="" type="checkbox"/>	11	0.	

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 the instructions for the definition. 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.		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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> PA		
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	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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>MICHAEL D. ADELMAN CPA</u> Telephone no. ► <u>2156280420</u> Located at ► <u>630 SENTRY PARKWAY EAST SUITE 200, BLUE BELL, PA</u> ZIP+4 ► <u>19422</u>		
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		
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 ►	15	N/A
	16	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	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?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
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?	<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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		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

N/A

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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

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

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.

(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
STEVEN SIDEWATER 3120 S. OCEAN BLVD PALM BEACH, FL 33480	PRESIDENT / SECRETARY 0.00	0.	0.	0.
SAMUEL SIDEWATER 2600 N.W. 64TH BLVD BOCA RATON, FL 33496	VP / TREASURER 0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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	4,861,110.
b	Average of monthly cash balances	1b	356,176.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,217,286.
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	5,217,286.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	78,259.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,139,027.
6	Minimum investment return. Enter 5% of line 5	6	256,951.

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	256,951.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	1,444.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,444.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	255,507.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	255,507.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	255,507.

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	300,616.
b	Program-related investments - total from Part IX-B	1b	0.
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	300,616.
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	5	1,444.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	299,172.

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				255,507.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			141,209.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 300,616.				
a Applied to 2016, but not more than line 2a			141,209.	
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.			
d Applied to 2017 distributable amount				159,407.
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).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				96,100.
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	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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				
ABRAMSON CANCER CENTER 3535 MARKET STREET SUITE 750 PHILADELPHIA, PA 19104	NONE	501(C)(3)	OPERATIONS	25,000.
AISH PHILADELPHIA 50 MONTGOMERY AVE. BALA CYNWYD, PA 19004	NONE	501(C)(3)	OPERATIONS	5,000.
AMERICA TECHNION SOCIETY 55 EAST 59TH STREET NEW YORK, NY 10022	NONE	501(C)(3)	OPERATIONS	17,500.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 352 SEVENTH AVENUE SUITE 400 NEW YORK, NY 10001	NONE	501(C)(3)	OPERATIONS	11,000.
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY ONE BATTERY PARK PLAZA 25TH FLOOR NEW YORK, NY 10004	NONE	501(C)(3)	OPERATIONS	5,000.
Total	SEE CONTINUATION SHEET(S)			3a 297,250.
b Approved for future payment				
NONE				
Total				3b 0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
	a Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
	b Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X	
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X	
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

- b** If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee

x 8/3/18
Date

PRESIDENT/SECRET

TARY

May the IRS discuss this return with the preparer shown below? See instr.

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

MICHAEL D. ADELMAN	MICHAEL D. ADELM	04/14/18
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P00183810

Firm's name ► **BASSMAN, LASEROW, ADELMAN & WEISS, PC**

Firm's EIN ▶ 23-2088272

Firm's address ► 630 SENTRY PARKWAY EAST, SUITE 200
BLUE BELL, PA 19422-2325

Phone no. 215-628-0420

Form **990-PF** (2017)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158	NONE	501(C)(3)	OPERATIONS	2,500.
BOCA RATON COMMUNITY HOSPITAL 745 MEADOWS ROAD BOCA RATON, FL 33486	NONE	501(C)(3)	OPERATIONS	2,000.
CHILDREN'S HOSPITAL OF PHILADELPHIA FOUNDATION 34TH STREET AND CIVIC BOULEVARD PHILADELPHIA, PA 19104	NONE	501(C)(3)	OPERATIONS	5,000.
CITY AND COUNTRY SCHOOL 146 WEST 13TH STREET NEW YORK, NY 10011	NONE	501(C)(3)	OPERATIONS	2,500.
CURTIS INSTITUTE OF MUSIC 1726 LOCUST STREET PHILADELPHIA, PA 19103	NONE	501(C)(3)	OPERATIONS	4,000.
DAMON RUNYON CANCER RESEARCH ONE EXCHANGE PLAZA 55 BROADWAY SUITE 302 NEW YORK, NY 10006	NONE	501(C)(3)	OPERATIONS	3,000.
DISABLED AMERICAN VETS 3725 ALEXANDRIA PIKE COLD SPRING, KY 41076	NONE	501(C)(3)		1,000.
GLADWYNE FIRE COMPANY 1044 BLACK ROCK ROAD GLADWYNE, PA 19035	NONE	501(C)(3)	OPERATIONS	1,000.
DIRECT RELIEF 27 S LAPATERA LANE SANTA BARBARA, CA 93117	NONE	501(C)(3)	OPERATIONS	9,500.
JEVS HUMAN SERVICES 1845 WALNUT ST 7TH FLOOR PHILADELPHIA, PA 19103	NONE	501(C)(3)	OPERATIONS	9,040.
Total from continuation sheets				233,750.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
JEWISH FEDERATION OF GREATER PHILADELPHIA 2100 ARCH STREET PHILADELPHIA, PA 19103	NONE	501(C)(3)	OPERATIONS	40,000.
JEWISH FEDERATION OF PALM BEACH 4601 COMMUNITY DRIVE WEST PALM BEACH, FL 33417	NONE	501(C)(3)	OPERATIONS	5,000.
JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY 9901 DONNA KLEIN BLVD BOCA RATON, FL 33428	NONE	501(C)(3)		6,000.
JEWISH LEARNING VENTURE 7607 OLD YORK ROAD MELROSE PARK, PA 19027	NONE	501(C)(3)	OPERATIONS	3,000.
JEWISH RELIEF AGENCY 116 BALA AVENUE BALA CYNWYD, PA 19004	NONE	501(C)(3)	OPERATIONS	5,000.
JFK MEDICAL CENTER 5301 SOUTH CONGRESS AVE ATLANTIS, FL 33462	NONE	501(C)(3)		10,000.
LANKENAU MEDICAL CENTER FOUNDATION 100 EAST LANCASTER AVENUE WYNNEWOOD, PA 19096	NONE	501(C)(3)	OPERATIONS	15,000.
MARGATE CITY POLICE 111 NORTH DECATUR AVE MARGATE, NJ 08402	NONE	501(C)(3)		100.
MICHAEL J FOX FOUNDATION PARKINSON RESEARCH GRAND CENTRAL STATION NEW YORK, NY 10163	NONE	501(C)(3)	OPERATIONS	3,000.
MIGHTY WRITERS 1501 SOUTH CHRISTIAN STREET PHILADELPHIA, PA 19146	NONE	501(C)(3)	OPERATIONS	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MINDING YOUR MIND FOUNDATION 42 WEST LANCASTER AVENUE 2ND FL ARDMORE, PA 19003	NONE	501(C)(3)	OPERATIONS	5,000.
NARBERTH AMBULANCE 101 SIBLEY AVE ARDMORE, PA 19003	NONE	501(C)(3)		1,000.
HEMLOCK EDGE RESCUE 475 SCHOOL RD BLUE BELL, PA 19422	NONE	501(C)(3)		1,000.
PACKER COLLEGIATE SCHOOL 170 JORALEMON ST BROOKLYN, NY 11201	NONE	501(C)(3)	OPERATIONS	5,000.
TORAH ACADEMY 742 ARGLE ROAD WYNNEWOOD, PA 19096	NONE	501(C)(3)	OPERATIONS	2,000.
PENN STATE UNIVERSITY ONE OLD MAIN UNIVERSITY PARK, PA 16802	NONE	501(C)(3)	OPERATIONS	10,000.
PHILABUNDANCE 3616 SOUTH GALLOWAY STREET PHILADELPHIA, PA 19148	NONE	501(C)(3)	OPERATIONS	4,000.
PHILADELPHIA MUSEUM OF ART PO BOX 7646 PHILADELPHIA, PA 19101	NONE	501(C)(3)	OPERATIONS	5,000.
PHILADELPHIA ORCHESTRA 260 S. BROAD STREET PHILADELPHIA, PA 19102	NONE	501(C)(3)	OPERATIONS	2,000.
PREP FOR PREP 328 WEST 71ST STREET NEW YORK, NY 10023	NONE	501(C)(3)	OPERATIONS	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
POLITZ HEBREW ACADEMY 9225 OLD BUSTLETON AVENUE PHILADELPHIA, PA 19115	NONE	501(C)(3)	OPERATIONS	1,000.
PROJECT HOME 1515 FAIRMONT AVENUE PHILADELPHIA, PA 19130	NONE	501(C)(3)	OPERATIONS	7,000.
STROBIS GLAUCOMA FOUNDATION 880 NW 13TH STREET BOCA RATON, FL 33486	NONE	501(C)(3)	OPERATIONS	4,000.
AMERICAN FRIENDS OF ISRAEL NAVY SEALS PO BOX 20080 NEW YORK, NY 10001	NONE	501(C)(3)		2,000.
THE CHEVRA 2002 LUDLOW STREET PHILADELPHIA, PA 19103	NONE	501(C)(3)	OPERATIONS	3,000.
THE FRANKLIN INSTITUTE-BENEFACTOR SOCIETY 222 NORTH 20TH ST PHILADELPHIA, PA 19103	NONE	501(C)(3)	OPERATIONS	5,000.
THE FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE ST SUITE 111 PHILADELPHIA, PA 19103	NONE	501(C)(3)	OPERATIONS	4,000.
AFL-AMERICAN FRIENDS OF LIBI, INC 45 BARTLETT CRESCENT BLVD BROOKLINE, MA 02446	NONE	501(C)(3)	OPERATIONS	10,000.
TUFTS MEDICAL CENTER 800 WASHINGTON STREET #231 BOSTON, MA 02111	NONE	501(C)(3)	OPERATIONS	20,000.
UNIVERSITY OF PENNSYLVANIA OFFICE OF THE TREASURER 3451 WALNUT ST PHILADELPHIA, PA 19104	NONE	501(C)(3)	OPERATIONS	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
AMERICAN DANCEWHEELS FOUNDATION INC PO BOX 88 BALA CYNWYD, PA 19004	NONE	501(C)(3)	OPERATIONS	250.
JDRF SOUTH JERSEY CHAPTER 1415 ROUTE 70 EAST SUITE 311 CHERRY HILL, NJ 08034	NONE	501(C)(3)	OPERATIONS	1,500.
MAZON 10850 WILSHIRE BLVD SUITE 400 LOS ANGELES, CA 90024	NONE	501(C)(3)	OPERATIONS	360.
PALM BEACH POLICE DEPARTMENT 345 SOUTH COUNTY ROAD PALM BEACH, FL 33480	NONE	501(C)(3)	OPERATIONS	1,000.
PHILADELPHIA SCHOOL PARTNERSHIP 150 S INDEPENDENCE MALL WEST PHILADELPHIA, PA 19106	NONE	501(C)(3)	OPERATIONS	8,000.
Total from continuation sheets				

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

Employer identification number

THE SIDEWATER FAMILY FOUNDATION, INC.

23-2573603

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

THE SIDEWATER FAMILY FOUNDATION, INC.**23-2573603****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>STEVEN SIDEWATER</u> <u>3120 S OCEAN BLVD #2301</u> <u>PALM BEACH, FL 33480</u>	\$ <u>50,282.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>2</u>	<u>SAMUEL SIDEWATER</u> <u>2600 N.W. 64TH BLVD</u> <u>BOCA RATON, FL 33496</u>	\$ <u>10,316.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

23-2573603

[illegible]

Name of organization

Employer identification number

THE SIDEWATER FAMILY FOUNDATION, INC.**23-2573603**

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GOLUB CAPITAL PARTNERS VII LP	15,192.	0.	15,192.	15,192.	
PNC BANK NA HAWTHORN	39,602.	0.	39,602.	39,602.	
PNC BANK NA HAWTHORN	95,919.	0.	95,919.	95,919.	
THE PLEIADES OFFSHORE FUND	6,014.	0.	6,014.	6,014.	
VERITABLE GSO CDCG	13,880.	0.	13,880.	13,880.	
TO PART I, LINE 4	170,607.	0.	170,607.	170,607.	

FORM 990-PF	OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GOLUB CAPITAL PARTNERS VII LP	4,834.	4,834.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,834.	4,834.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BASSMAN LASEROW ADELMAN & WEISS	6,775.	5,081.		1,694.
TO FORM 990-PF, PG 1, LN 16B	6,775.	5,081.		1,694.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LAFAYETTE FINANCIAL SERVICES	6,688.	5,016.		1,672.	
VERITABLE LP	19,313.	19,313.		0.	
TO FORM 990-PF, PG 1, LN 16C	26,001.	24,329.		1,672.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	1,000.	0.		0.	
FOREIGN TAXES	1,653.	1,653.		0.	
TO FORM 990-PF, PG 1, LN 18	2,653.	1,653.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	1,050.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	1,050.	0.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
WADSWORTH OH		X	100,000.	101,010.
ANDERSON CNTY SC SCH DIST		X	52,916.	52,888.
COOK CNTY IL SCH DIST		X	50,000.	50,869.
INDIANA UNIV REVENUES		X	52,880.	53,114.
MICHIGAN ST REF-SCH		X	35,140.	36,399.
NEW YORK ST TXB		X	26,067.	26,323.
NORTH CAROLINA ST HSG FIN		X	40,133.	39,811.
N TEXAS ST MUNI WTR DIST		X	26,126.	26,198.
PENNSYLVANIA ST BUILD AMERICA CALL		X	52,307.	52,599.
PHOENIX AZ A GO		X	26,142.	26,322.
UNION CNTY NJ UTILITIES		X	25,741.	25,940.
US TREASURY NOTES 2/15/25	X		74,437.	73,316.
PENNSYLVANIA ST TURNPIKE		X	26,349.	25,423.
TOTAL U.S. GOVERNMENT OBLIGATIONS			74,437.	73,316.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			513,801.	516,896.
TOTAL TO FORM 990-PF, PART II, LINE 10A			588,238.	590,212.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY	70,500.	179,389.
GOLUB CAPITAL BDC INC	299,985.	321,394.
ISHARES RUSSELL 2000	49,059.	102,148.
THE JPMORGAN ALERIAN MLP	292,338.	196,685.
SPDR S&P 500 ETF	397,637.	822,463.
SPDR S&P DIVIDEND	175,206.	253,395.
SPDR ENERGY SELECT	143,330.	156,443.
VANGUARD HIGH DIVIDEND	320,093.	472,849.
VANGUARD MID CAP	50,081.	96,738.
BROWN ADVISORY EMG MKTS INS	104,531.	115,152.
SEAFARER OVERSEAS GROWTH	108,669.	122,291.
HARBOR INTERNATIONAL FUND	248,251.	244,036.
DREYFUS INTERNATIONAL	220,834.	274,910.
TOUCHSTONE SANDS	100,000.	118,944.
WCM FOCUSED INTL	198,570.	269,478.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,779,084.	3,746,315.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERSHIRE HATHAWAY INC.	51,788.	51,953.
THE COCA COLA CO	75,293.	77,878.
COLGATE PALMOLIVE	74,508.	75,403.
GENERAL ELECTRIC CAP CORP	200,000.	201,564.
TOTAL TO FORM 990-PF, PART II, LINE 10C	401,589.	406,798.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOME LOAN MTG C76312	COST	4,232.	4,391.
FEDERAL NATL MTG ASSN 323380	COST	2,092.	2,332.
FEDERAL NATL MTG ASSN 675349	COST	4,027.	4,259.
GOVT NATL MTG ASSN 2998	COST	1,146.	1,215.
GOVERNMENT NATL MTG ASSN 354714	COST	3,918.	4,101.
GOLUB CAPITAL PARTNERS VII, LP	COST	277,026.	277,026.
OTHER	COST	47,909.	47,909.
FEDERAL HOME LOAN BANK	COST	50,000.	49,029.
TOTAL TO FORM 990-PF, PART II, LINE 13		390,350.	390,262.

THE SIDEWATER FAMILY FDN INC CUS

DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

Capital Gain/Loss Detail	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Adjustment Code(s)	Amount of Adjustment	Gain or Loss
2621.432 FAIRHOLME FUND	02/23/2011	01/26/2017	57,592.86	72,728.10			-15,135.24
14.55 FEDERAL HOME LOAN MTG CORP GOLD POOL C76312	05/06/2003	01/31/2017	14.55	15.53			-0.98
14.85 FEDERAL HOME LOAN MTG CORP GOLD POOL C76312	05/06/2003	02/28/2017	14.85	15.85			-1.00
15.08 FEDERAL HOME LOAN MTG CORP GOLD POOL C76312	05/06/2003	03/31/2017	15.00	16.01			-1.01
15.17 FEDERAL HOME LOAN MTG CORP GOLD POOL C76312	05/06/2003	04/30/2017	15.08	16.10			-1.02
15.26 FEDERAL HOME LOAN MTG CORP GOLD POOL C76312	05/06/2003	05/31/2017	15.17	16.19			-1.02
15.35 FEDERAL HOME LOAN MTG CORP GOLD POOL C76312	05/06/2003	06/30/2017	15.26	16.29			-1.03
15.44 FEDERAL HOME LOAN MTG CORP GOLD POOL C76312	05/06/2003	07/31/2017	15.35	16.39			-1.04
15.53 FEDERAL HOME LOAN MTG CORP GOLD POOL C76312	05/06/2003	08/31/2017	15.44	16.48			-1.04
15.62 FEDERAL HOME LOAN MTG CORP GOLD POOL C76312	05/06/2003	09/30/2017	15.53	16.58			-1.05
15.71 FEDERAL HOME LOAN MTG CORP GOLD POOL C76312	05/06/2003	10/31/2017	15.62	16.67			-1.05
15.8 FEDERAL HOME LOAN MTG CORP GOLD POOL C76312	05/06/2003	11/30/2017	15.71	16.77			-1.06
66.78 FEDERAL NATL MTG ASSN POOL 323380	05/06/2003	12/31/2017	15.80	16.87			-1.07
41.51 FEDERAL NATL MTG ASSN POOL 323380	03/19/2003	01/31/2017	66.78	70.62			-3.84
24.44 FEDERAL NATL MTG ASSN POOL 323380	03/19/2003	02/28/2017	41.51	43.90			-2.39
37.38 FEDERAL NATL MTG ASSN POOL 323380	03/19/2003	03/31/2017	24.44	25.85			-1.41
43.94 FEDERAL NATL MTG ASSN POOL 323380	03/19/2003	04/30/2017	37.38	39.53			-2.15
113.27 FEDERAL NATL MTG ASSN POOL 323380	03/19/2003	05/31/2017	43.94	46.47			-2.53
29.5 FEDERAL NATL MTG ASSN POOL 323380	03/19/2003	06/30/2017	113.27	119.79			-6.52
20.98 FEDERAL NATL MTG ASSN POOL 323380	03/19/2003	07/31/2017	29.50	31.20			-1.70
36.77 FEDERAL NATL MTG ASSN POOL 323380	03/19/2003	08/31/2017	20.98	22.19			-1.21
20.77 FEDERAL NATL MTG ASSN POOL 323380	03/19/2003	09/30/2017	36.77	38.89			-2.12
31.23 FEDERAL NATL MTG ASSN POOL 323380	03/19/2003	10/31/2017	20.77	21.96			-1.19
21.31 FEDERAL NATL MTG ASSN POOL 323380	03/19/2003	11/30/2017	31.23	33.03			-1.80
25.16 FEDERAL NATL MTG ASSN POOL 675349	03/19/2003	12/31/2017	27.31	28.88			-1.57
20.94 FEDERAL NATL MTG ASSN POOL 675349	03/07/2003	01/31/2017	25.16	26.67			-1.51
21.05 FEDERAL NATL MTG ASSN POOL 675349	03/07/2003	02/28/2017	20.94	22.20			-1.26
23.61 FEDERAL NATL MTG ASSN POOL 675349	03/07/2003	03/31/2017	21.05	22.31			-1.26
21.27 FEDERAL NATL MTG ASSN POOL 675349	03/07/2003	04/30/2017	23.61	25.03			-1.42
21.38 FEDERAL NATL MTG ASSN POOL 675349	03/07/2003	05/31/2017	21.27	22.55			-1.28
25.86 FEDERAL NATL MTG ASSN POOL 675349	03/07/2003	06/30/2017	21.38	22.66			-1.28
42.83 FEDERAL NATL MTG ASSN POOL 675349	03/07/2003	07/31/2017	25.86	27.41			-1.55
	03/07/2003	08/31/2017	42.83	45.40			-2.57
Totals							

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THE SIDEWATER FAMILY FDN INC CUS

DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

Capital Gain/Loss Detail	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Adjustment Code(s)	Amount of Adjustment	Gain or Loss
31.3 FEDERAL NATL MTG ASSN POOL 675349	03/07/2003	09/30/2017	31.30	33.18			-1.88
31.53 FEDERAL NATL MTG ASSN POOL 675349	03/07/2003	10/31/2017	31.53	33.42			-1.89
19.75 FEDERAL NATL MTG ASSN POOL 675349	03/07/2003	11/30/2017	19.75	20.93			-1.18
31.14 FEDERAL NATL MTG ASSN POOL 675349	03/07/2003	12/31/2017	31.14	33.01			-1.87
12.2 GOVT NATL MTG ASSN II POOL 2998	10/03/2001	01/31/2017	12.20	13.13			-0.93
21.8 GOVT NATL MTG ASSN II POOL 2998	10/03/2001	02/28/2017	21.80	23.46			-1.66
5.45 GOVT NATL MTG ASSN II POOL 2998	10/03/2001	03/31/2017	5.45	5.86			-0.41
5.17 GOVT NATL MTG ASSN II POOL 2998	10/03/2001	04/30/2017	5.17	5.56			-0.39
5.37 GOVT NATL MTG ASSN II POOL 2998	10/03/2001	05/31/2017	5.37	5.78			-0.41
6.13 GOVT NATL MTG ASSN II POOL 2998	10/03/2001	06/30/2017	6.13	6.60			-0.47
51.56 GOVT NATL MTG ASSN II POOL 2998	10/03/2001	07/31/2017	51.56	55.47			-3.91
31.87 GOVT NATL MTG ASSN II POOL 2998	10/03/2001	08/31/2017	31.87	34.29			-2.42
6.11 GOVT NATL MTG ASSN II POOL 2998	10/03/2001	09/30/2017	6.11	6.57			-0.46
5.27 GOVT NATL MTG ASSN II POOL 2998	10/03/2001	10/31/2017	5.27	5.67			-0.40
50.49 GOVT NATL MTG ASSN II POOL 2998	10/03/2001	11/30/2017	50.49	54.32			-3.83
30.3 GOVT NATL MTG ASSN II POOL 2998	10/03/2001	12/31/2017	30.30	32.60			-2.30
63.14 GOVERNMENT NATL MTG ASSN POOL 354714	03/18/2003	01/31/2017	63.14	66.93			-3.79
63.52 GOVERNMENT NATL MTG ASSN POOL 354714	03/18/2003	02/28/2017	63.52	67.33			-3.81
205.8 GOVERNMENT NATL MTG ASSN POOL 354714	03/18/2003	03/31/2017	205.80	218.15			-12.35
132.97 GOVERNMENT NATL MTG ASSN POOL 354714	03/18/2003	04/30/2017	132.97	140.95			-7.98
75.01 GOVERNMENT NATL MTG ASSN POOL 354714	03/18/2003	05/31/2017	75.01	79.51			-4.50
57.09 GOVERNMENT NATL MTG ASSN POOL 354714	03/18/2003	06/30/2017	57.09	60.51			-3.42
52.43 GOVERNMENT NATL MTG ASSN POOL 354714	03/18/2003	07/31/2017	52.43	55.58			-3.15
62.89 GOVERNMENT NATL MTG ASSN POOL 354714	03/18/2003	08/31/2017	62.89	66.66			-3.77
53.35 GOVERNMENT NATL MTG ASSN POOL 354714	03/18/2003	09/30/2017	53.35	56.55			-3.20
53.87 GOVERNMENT NATL MTG ASSN POOL 354714	03/18/2003	10/31/2017	53.87	57.10			-3.23
58.85 GOVERNMENT NATL MTG ASSN POOL 354714	03/18/2003	11/30/2017	58.85	62.38			-3.53
49.58 GOVERNMENT NATL MTG ASSN POOL 354714	03/18/2003	12/31/2017	49.58	52.55			-2.97
.411 GOLUB CAPITAL BDC INC	05/13/2014	03/30/2017	7.70	6.82			0.88
.78 GOLUB CAPITAL BDC INC	05/13/2014	06/29/2017	14.20	12.94			1.26
.497 GOLUB CAPITAL BDC INC	05/13/2014	09/29/2017	8.89	8.25			0.64
.539 GOLUB CAPITAL BDC INC	05/13/2014	12/28/2017	9.44	8.94			0.50
.635 GOLUB CAPITAL BDC INC	05/13/2014	12/28/2017	11.13	10.54			0.59
Totals							

USA
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DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

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