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Form 990-PF

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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 , 2017, and ending , 20

Name of foundation: RICHARD W. GOLDMAN FAMILY FOUNDATION

A Employer identification number: 45-1261400

Number and street (or P O box number if mail is not delivered to street address): 1201 CONNECTICUT AVENUE N.W., #300

Room/suite

B Telephone number (see instructions): (202) 595-1020

City or town, state or province, country, and ZIP or foreign postal code: WASHINGTON, DC 20036

C If exemption application is pending, check here ▶ ☐

6

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

04

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 75,016,188.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)	1,600.			
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	927,913.	927,913.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	915,891.			
b	Gross sales price for all assets on line 6a 6,570,779.				
7	Capital gain net income (from Part IV, line 2)		915,891.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 1	55,632.	1,857,093.		
12	**Total.** Add lines 1 through 11	1,901,036.	3,700,897.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 2	25,505.	12,752.		12,753.
c	Other professional fees (attach schedule) [3]	523,256.	353,256.		170,000.
17	Interest				
18	Taxes (attach schedule) (see instructions) [4]	33,455.	16,030.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	448,554.	440,531.		8,023.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,030,770.	822,569.		190,776.
25	Contributions, gifts, grants paid	4,075,000.			4,075,000.
26	**Total expenses and disbursements** Add lines 24 and 25	5,105,770.	822,569.	0.	4,265,776.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-3,204,734.			
b	**Net investment income** (if negative, enter -0-)		2,878,328.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Line	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	3,470,249.	350,264.	350,264.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations (attach schedule) [6]	4,352,066.	4,556,735.	4,552,911.
b	Investments - corporate stock (attach schedule) ATCH 7	11,006,177.	9,638,501.	12,477,714.
c	Investments - corporate bonds (attach schedule) ATCH 8	5,851,894.	5,879,291.	5,692,307.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 9	39,038,110.	40,088,052.	51,936,367.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 10)	5,706.	6,625.	6,625.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	63,724,202.	60,519,468.	75,016,188.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	63,724,202.	60,519,468.	
30	**Total net assets or fund balances** (see instructions)	63,724,202.	60,519,468.	
31	**Total liabilities and net assets/fund balances** (see instructions)	63,724,202.	60,519,468.	

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	63,724,202.
2	Enter amount from Part I, line 27a	2	-3,204,734.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	60,519,468.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	60,519,468.

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	SEE PART IV SCHEDULE			
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				
b				
c				
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				
b				
c				
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	915,891.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions. If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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	3,711,269.	70,189,478.	0.052875
2015	3,697,606.	75,858,482.	0.048743
2014	3,723,828.	75,747,673.	0.049161
2013	2,927,500.	70,735,490.	0.041387
2012	1,367,054.	62,503,583.	0.021872

2	**Total** of line 1, column (d)	2	0.214038
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.042808
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	73,532,100.
5	Multiply line 4 by line 3	5	3,147,762.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	28,783.
7	Add lines 5 and 6	7	3,176,545.
8	Enter qualifying distributions from Part XII, line 4	8	4,265,776.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	28,783.
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	28,783.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	28,783.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . 6a 17,425.		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	17,425.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	229.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	11,587.
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 2018 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ DE, DC,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions ATCH 11 ATCH 12	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.RWGFF.ORG

14 The books are in care of ▶ JIRO ISHIKAWA, SEILER LLP Telephone no ▶ 650-365-4646

Located at ▶ 3 LAGOON DRIVE, STE 400, REDWOOD CITY, CA ZIP+4 ▶ 94065-5157

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No			
	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		
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			
b	If "Yes," did it have excess business holdings in 2017 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		X

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

			Yes	No
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 [X] 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 [X] No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . [ ] Yes [X] No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions . . . . . [X] 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 [X] 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	5b		X
	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? . . . . [X] 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 [X] No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	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 [X] No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		0.	0.	0.

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

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

Total number of other employees paid over $50,000 . . . . . ▶

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
ATCH 14		523,256.
Total number of others receiving over $50,000 for professional services ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 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	55,187,054.
b	Average of monthly cash balances	1b	1,990,860.
c	Fair market value of all other assets (see instructions)	1c	17,473,964.
d	**Total** (add lines 1a, b, and c)	1d	74,651,878.
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	
3	Subtract line 2 from line 1d	3	74,651,878.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,119,778.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	73,532,100.
6	**Minimum investment return.** Enter 5% of line 5	6	3,676,605.

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	3,676,605.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	28,783.		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	28,783.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,647,822.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,647,822.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,647,822.

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	4,265,776.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,265,776.
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	28,783.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,236,993.

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				3,647,822.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			3,301,515.	
b Total for prior years 20 15 ,20 14 ,20 13				
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 ▶ $ 4,265,776.				
a Applied to 2016, but not more than line 2a			3,301,515.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount				964,261.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				2,683,561.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
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				

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 2017, enter the date of the ruling . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 15				
Total . . . . ▶ **3a**				4,075,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	927,913.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523000	3,478.	18	912,413.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 16		-16,816.		72,448.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-13,338.		1,912,774.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,899,436.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/16/18 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRIAN J DINSMORE	[signature]	11-13-18		P00082831

Firm's name ▶ SEILER LLP — Firm's EIN ▶ 94-1624276

Firm's address ▶ THREE LAGOON DR STE 400, REDWOOD CITY, CA 94065 — Phone no 650-365-4646

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					488.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
5,946,330.		5,654,888.					291,442.	
		RICHARD N GOLDMAN DISTRIBUTING LLC PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
4,167.							4,167.	
		BBR ACTIVE EQUITY - LONG (QP), LP PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
548,046.							548,046.	
		BBR ABSOLUTE RETURN LONG DURATION, LP PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
11,441.							11,441.	
		BBR PRIVATE INVESTMENT FUND - SERIES H, PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
32,044.							32,044.	
		BBR PRIVATE INVESTMENT FUND - SERIES I, PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,778.							1,778.	
		BBR REAL ASSETS FUND III, LP PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
25,846.							25,846.	
		BBR REAL ASSETS FUND IV, LP PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
639.							639.	
TOTAL GAIN(LOSS)		....					915,891.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUND	17,425.	
RICHARD N. GOLDMAN DISTRIBUTING LLC	460.	
BBR ABSOLUTE RETURN LONG DURATION, LP	-6,366.	
BBR PRIVATE INVESTMENT FUND-SERIES H, LP	10,876.	
BBR PRIVATE INVESTMENT FUND-SERIES I, LP	-1,702.	
BBR REAL ASSETS FUND III, LP	37,140.	
BBR REAL ASSETS FUND IV, LP	-2,201.	
SECTION 965(A) INCOME		1,857,093.
TOTALS	55,632.	1,857,093.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SEILER LLP-TAX PREPARATION FEE	25,505.	12,752.		12,753.
TOTALS	25,505.	12,752.		12,753.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BBR PARTNERS LLC-MANAGEMENT FEES	290,426.	290,426.	
ARABELLA ADVISORS-MANAGEMENT FEES	170,000.		170,000.
CHARLES SCHWAB-MANAGEMENT FEES	62,830.	62,830.	
TOTALS	523,256.	353,256.	170,000.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX O/P APPLIED	17,425.	
FOREIGN TAX - PSHIP	16,030.	16,030.
TOTALS	33,455.	16,030.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE EXPENSE	2,250.		2,250.
ADMINISTRATIVE EXPENSES	19.		19.
SOFTWARE LICENSES	2,375.		2,375.
MEMBERSHIP DUES	750.		750.
REGISTRATION	902.		902.
BOARD MEETINGS	1,112.		1,112.
TRAVEL EXPENSE	615.		615.
RICHARD N GOLDMAN DISTRIBUTING	2,028.	2,028.	
BBR ACTIVE EQUITY-LONG (QP) LP	158,538.	158,538.	
BBR ABSOLUTE RETURN LONG DURATION LP	28,425.	28,425.	
BBR PRIVATE INVESTMENT FUND - SERIES H LP	150,539.	150,539.	
BBR PRIVATE INVESTMENT FUND - SERIES I LP	29,544.	29,544.	
BBR REAL ASSETS FUND III LP	51,449.	51,449.	
BBR REAL ASSETS FUND IV LP	20,008.	20,008.	
TOTALS	448,554.	440,531.	8,023.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
60,000 FV UNITED STATES TREASU	59,233.	59,156.
750,000 FV UNITED STATES TREAS	780,163.	769,570.
95,000 FV UNITED STATES TREASU	94,089.	93,723.
55,000 FV UNITED STATES TREAS	71,798.	73,253.
725,000 FV UNITED STATES TREAS	750,497.	778,922.
230,000 FV GNMA PASS-THRU M SI	97,805.	94,080.
195,000 FV FHLMC PC GOLD CI 1	151,341.	148,107.
991,915 FV FNMA PL 745275	48,720.	48,651.
400,000 FV FNMA PASS-THRU LONG	15,914.	16,021.
345,000 FV FNMA PASS-THRU LNG	55,809.	55,657.
175,000 FV FNMA PASS-THRU LNG	25,761.	25,704.
330,000 FV FNMA PASS-THRU LNG	107,195.	106,718.
475,000 FV FNMA PASS-THRU LNG	90,281.	89,939.
200,000 FV FHLMC PC GOLD CI	92,397.	90,269.
200,000 FV FNMA PASS-THRU LNG	88,136.	86,074.
75,000 FV FHLMC PC GOLD PC 30Y	39,067.	37,682.
140,000 FV FNMA PASS-THRU LNG	94,226.	90,895.
100,000 FV FHLMC PC GOLD PC 30	60,494.	60,382.
100,000 FV FNMA PASS-THRU LNG	49,164.	48,214.
130,000 FV GNMA PASS-THRU M SI	68,997.	67,031.
155,000 FV GNMA PASS-THRU M SI	80,344.	78,501.
375,000 FV FNMA PASS-THRU LN	306,753.	304,194.
245,000 FV FHLMC PC GOLD PC 30	191,426.	187,634.
165,000 FV FNMA PASS-THRU LN	133,453.	130,382.
150,000 FV FANNIE MAE POOL 3.0	135,939.	136,368.
200,000 FV FREDDIE MAC GOLD PO	185,862.	187,423.
110,000 FV FNMA PASS-THRU LNG	110,085.	110,345.
255,000 FV FNMA PASS-THRU LN	260,050.	257,562.
80,000 FV FHLMC MULTIFAMILY ST	78,790.	82,781.
40,000 FV FHLMC MULTIFAMILY ST	39,229.	41,415.
90,000 FV COMM 2012-CCRE2 MORT	91,896.	91,364.
75,000 FV GS MTG SECS TR 2012-	74,712.	75,015.
US OBLIGATIONS TOTAL	4,529,626.	4,523,032.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
20,000 FV NJ TURN 7.102% 1/41	27,109.	29,879.
STATE OBLIGATIONS TOTAL	27,109.	29,879.
US AND STATE OBLIGATIONS TOTAL	4,556,735.	4,552,911.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
765 SH ABBOTT LABS	31,728.	43,659.
321 SH ACCENTURE PLC	37,034.	49,142.
38 SH ADVANCE AUTO PARTS INC C	6,184.	3,788.
621 SH AETNA INC	71,513.	112,022.
1,397 SH AFLAC INC COM	88,383.	122,629.
942 SH AKAMAI TECHNOLOGIES COM	51,850.	61,268.
263 SH AKORN INC COM	8,675.	8,476.
340 SH ALASKA AIR GROUP INC CO	27,992.	24,993.
64 SH ALIGN TECHNOLOGY INC	4,633.	14,220.
158 SH ALKERMES PLC	8,001.	8,647.
225 SH ALLERGAN PLC	61,634.	36,806.
2012 SH ALLSTATE CORP COM	135,938.	210,677.
102 SH ALPHABET INC CL A	78,148.	107,447.
187 SH ALPHABET INC CL C	139,556.	195,677.
223 SH AMAZON COM INC COM	132,251.	260,792.
118 SH AMERICAN EXPRESS CO COM	7,133.	11,719.
148 SH AMERICAN INTL GROUP INC	7,902.	8,818.
644 SH AMERICAN TOWER REIT INC	65,689.	91,879.
2,772 SH AMERICAN WTR WKS INC	207,365.	253,610.
209 SH AMERISOURCEBERGEN CORP	18,080.	19,190.
690 SH AMGEN INC	102,944.	119,991.
518 SH ANADARKO PETE CORP COM	23,890.	27,786.
148 SH ANTHEM INC	20,732.	33,301.
136 SH APACHE CORP COM	6,593.	5,742.
3154 SH APPLE INC	339,744.	533,751.
283 SH APPLIED MATLS INC COM	5,843.	14,467.
4391 SH AT&T INC	173,664.	170,722.
667 SH AUTOMATIC DATA PROCESSI	59,619.	78,166.
6 SH AUTOZONE INC COM	4,809.	4,268.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3354 SH BANK AMER CORP	44,778.	99,010.
240 SH BANK OF NEW YORK MELLON	8,893.	12,926.
270 SH BIOGEN IDEC INC COM	63,173.	86,014.
142 SH BIOMARIN PHARMACEUTICA	11,096.	12,662.
103 SH BLACKROCK INC COM	34,977.	52,912.
234 SH BLOCK H & R INC COM	6,256.	6,135.
70 SH BRIGHTHOUSE FINANCIAL IN	3,472.	4,105.
985 SH BRISTOL MYERS SQUIBB CO	63,311.	60,361.
201 SH CA INC	6,211.	6,689.
2,594 SH CADENCE DESIGN SYS IN	67,518.	108,481.
359 SH CAPITAL ONE FINL CORP C	24,634.	35,749.
849 SH CARDINAL HEALTH INC COM	69,423.	52,018.
263 SH CBOE HLDGS INC COM	17,133.	32,767.
1,057 SH CELGENE CORP	115,552.	110,309.
393 SH CHENIERE ENERGY INC COM	14,505.	21,159.
1,491 SH CHESAPEAKE ENERGY COR	6,026.	5,904.
1,349 SH CHEVRON TEXACO CORP	128,346.	168,881.
117 SH CIGNA CORP COM	16,150.	23,762.
5,183 SH CISCO SYS INC	145,878.	198,509.
1,257 SH CITIGROUP INC	52,238.	93,533.
1,577 SH CITRIX SYS INC COM	110,606.	138,776.
1,828 SH COCA COLA CO	84,929.	83,869.
72 SH COGNIZANT TECH SOLUTNS C	4,443.	5,113.
4,704 SH COMCAST CORP NEW CL A	142,581.	188,395.
458 SH CONCHO RES INC COM	47,430.	68,801.
857 SH CONOCOPHILLIPS COM	33,925.	47,041.
622 SH CONSOLIDATED EDISON COM	47,575.	52,839.
1,337 SH CORPORATE OFFICE PPTY	34,736.	39,040.
42 SH COSTCO WHSL CORP NEW COM	6,530.	7,817.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
535 SH CREE INC COM	13,051.	19,870.
3,351 SH CSX CORP COM	99,794.	184,339.
1,676 SH CVS HEALTH CORP	171,935.	121,510.
410 SH DARDEN RESTAURANTS INC	27,355.	39,368.
255 SH DEVON ENERGY CORP NEW C	6,644.	10,557.
1,652 SH DIGITAL RLTY TR INC C	186,705.	188,163.
438 SH DISCOVER FINANCIAL SERV	21,981.	33,691.
409 SH DONALDSON INC COM	13,126.	20,021.
303 SH DOWDUPONT INC	15,011.	21,580.
926 SH DR PEPPER SNAPPLE GROUP	85,154.	89,878.
253 SH E*TRADE FINANCIAL CORP	6,180.	12,541.
799 SH EATON CORP PLC	48,425.	63,129.
806 SH EBAY INC COM	19,371.	30,418.
602 SH EDISON INTL COM	48,112.	38,070.
506 SH ELI LILLY & CO	38,042.	42,737.
1,166 SH EMERSON ELEC CO COM	63,445.	81,259.
616 SH ENDO INTERNATIONAL PLC	18,019.	4,774.
532 SH EOG RES INC COM	40,085.	57,408.
284 SH EQT CORP	18,797.	16,165.
657 SH EXPRESS SCRIPTS HLDG CO	45,257.	49,038.
271 SH F M C CORP COM NEW	11,121.	25,653.
1,026 SH FACEBOOK INC	119,212.	181,048.
95 SH FIDELITY NATIONAL INFORM	5,969.	8,939.
216 SH FIRST SOLAR INC COM	7,970.	14,584.
402 SH FISERV INC	40,884.	52,714.
339 SH FRONTIER COMMUNICATION	26,087.	2,292.
5,464 SH GENERAL ELECTRIC CO	172,433.	95,347.
110 SH GOLDMAN SACHS GROUP INC	16,814.	28,024.
485 SH GRAPHIC PACKAGING HLDG	6,302.	7,493.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
520 SH HARTFORD FINL SVCS COM	23,959.	29,266.
321 SH HCA HOLDINGS INC	24,859.	28,197.
1 SH HCP INC COM	27.	26.
525 SH HENRY JACK & ASSOC INC	44,342.	61,404.
1,023 SH HOME DEPOT INC	135,692.	193,889.
824 SH HORMEL FOODS CORP COM	36,622.	29,985.
413 SH HUMANA INC COM	77,066.	102,453.
41 SH IDACORP INC COM	3,069.	3,746.
168 SH IDEXX LABS INC COM	13,118.	26,272.
3,823 SH INTEL CORP	123,849.	176,470.
387 SH INTERNATIONAL BUSINESS	57,925.	59,374.
93 SH INTUIT COM	9,559.	14,674.
33 SH INTUITIVE SURGICAL INC C	6,635.	12,043.
1,711 SH JP MORGAN CHASE & CO	100,678.	182,974.
2,179 SH KEYCORP NEW COM	23,948.	43,950.
467 SH KILROY RLTY CORP COM	29,199.	34,862.
332 SH KIMBERLY CLARK CORP COM	44,870.	40,059.
501 SH KINDER MORGAN INC	8,871.	9,053.
136 SH KLA-TENCOR CORP COM	9,826.	14,290.
33 SH KROGER CO COM	1,256.	906.
294 SH LIBERTY PROPERTY TRUST	9,686.	12,645.
687 SH LOWES COMPANIES INC	52,058.	63,850.
73 SH LYONDELLBASELL INDUSTR S	6,207.	8,053.
406 SH MACY'S INC	18,020.	10,227.
661 SH MARATHON OIL CORP	7,755.	11,191.
497 SH MASTERCARD INC CL A	46,159.	75,226.
488 SH MCCORMICK & CO INC COM	48,818.	49,732.
564 SH MCDONALDS CORP COM	70,145.	97,076.
306 SH MCKESSON CORP COM	48,581.	47,721.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
939 SH MERCK & CO., INC.	50,106.	52,838.
1,520 SH MGM MIRAGE COM	32,484.	50,753.
5,092 SH MICROSOFT CORP	278,875.	435,570.
210 SH MOLSON COORS BREWING CO	20,113.	17,235.
1,169 SH MONDELEZ INTERNATIONA	46,519.	50,033.
433 SH MONSANTO CO NEW COM	43,289.	50,566.
672 SH MORGAN STANLEY	16,615.	35,260.
585 SH MYLAN NV	21,058.	24,751.
208 SH NASDAQ STOCK MARKET COM	13,600.	15,981.
290 SH NATIONAL OILWELL VARCO	9,059.	10,446.
109 SH NETFLIX COM INC COM	13,816.	20,924.
738 SH NEWMONT MINING CORP COM	19,896.	27,690.
909 SH NIKE INC CL B	55,997.	56,858.
227 SH NOBLE ENRGY INC COM	6,822.	6,615.
338 SH NORDSTROM INC COM	19,382.	16,014.
518 SH NORFOLK SOUTHERN CORP C	43,090.	75,058.
321 SH NVIDIA CORP COM	11,297.	62,114.
599 SH OCCIDENTAL PETE CP DEL	40,611.	44,122.
288 SH ONEOK INC NEW COM	8,203.	15,394.
554 SH OPKO HEALTH INC COM	6,096.	2,715.
805 SH ORACLE CORP	32,781.	38,060.
211 SH OWENS & MINOR INC NEW C	8,517.	3,984.
429 SH OWENS CORNING NEW COM	20,392.	39,442.
1,632 SH PATTERSON UTI ENERGY	27,745.	37,552.
444 SH PENTAIR PLC	23,657.	31,355.
1,009 SH PEPSICO INC	102,377.	120,999.
182 SH PERRIGO CO PLC	15,065.	15,863.
775 SH PG&E CORP COM	45,850.	34,743.
485 SH PNC FINL SVCS GROUP COM	40,992.	69,981.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
29 SH PRICELINE COM INC COM NE	37,955.	50,394.
1,925 SH PROCTER & GAMBLE CO	159,544.	176,869.
660 SH PROGRESSIVE CORP OHIO C	23,052.	37,171.
1,419 SH PRUDENTIAL FINL INC C	101,622.	163,157.
74 SH PUBLIC STORAGE INC COM	20,303.	15,466.
213 SH PVH CORP	20,839.	29,226.
322 SH QUEST DIAGNOSTICS INC C	24,281.	31,714.
42 SH REGENERON PHARMA INC COM	15,482.	15,790.
36 SH RENAISSANCE RE HLDGS COM	4,292.	4,521.
1,025 SH REPUBLIC SVCS INC COM	49,932.	69,300.
213 SH RESMED INC COM	11,992.	18,039.
976 SH ROCKWELL AUTOMATION COM	109,972.	191,638.
99 SH ROYAL CARIBBEAN CRUISE C	7,530.	11,809.
306 SH S&P GLOBAL INC.	30,360.	51,836.
487 SH SALESFORCE COM INC COM	35,281.	49,786.
96 SH SCHEIN HENRY INC COM	8,236.	6,708.
450 SH SCHWAB CHARLES CP NEW C	12,604.	23,117.
249 SH SEATTLE GENETICS INC	8,441.	13,322.
1,619 SH SEMPRA ENERGY COM	168,522.	173,103.
219 SH SHERWIN WILLIAMS CO COM	64,925.	89,799.
52 SH SIMON PPTY GROUP NEW COM	10,742.	8,930.
1,010 SH SOUTHWEST AIRLS CO CO	44,943.	66,105.
206 SH STARBUCKS CORP COM	12,294.	11,831.
1,103 SH STATE STR CORP COM	64,578.	107,664.
216 SH STEEL DYNAMICS INC COM	4,858.	9,316.
198 SH STRYKER CORP COM	21,151.	30,658.
888 SH SUNPOWER CORP COM CL A	6,163.	7,486.
238 SH SUNTRUST BKS INC COM	8,619.	15,372.
157 SH SUPERVALU INC COM	6,121.	3,391.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
727 SH SYMANTEC CORP COM	13,422.	20,400.
800 SH SYSCO CORP COM	37,231.	48,584.
213 SH TAPESTRY INC COM	8,420.	9,421.
585 SH TARGET CORP	48,565.	38,171.
337 SH TENET HEALTHCARE CORP C	9,840.	5,109.
113 SH TESLA MOTORS INC	26,039.	35,183.
57 SH THERMO FISHER SCIENTIFIC	7,994.	10,823.
550 SH TIME WARNER INC COM	39,825.	50,309.
447 SH TJX COS INC NEW COM	35,147.	34,178.
251 SH TRAVELERS COS INC	29,242.	34,046.
293 SH ULTIMATE SOFTWARE GROUP	57,492.	63,941.
630 SH UNION PAC CORP COM	50,228.	84,483.
451 SH UNITED HEALTH GROUP INC	58,563.	99,427.
1,254 SH UNITED PARCEL SERVICE	133,055.	149,414.
64 SH UNITED RENTALS INC COM	3,986.	11,002.
116 SH UNITED THERAPEUTIC DEL	12,711.	17,162.
49 SH UNIVERSAL DISPLAY CORP	6,308.	8,460.
2,164 SH US BANCORP - NEW	87,376.	115,947.
118 SH VALERO ENERGY CORP NEW	7,717.	10,845.
181 SH VERISIGN INC COM	16,154.	20,714.
3,475 SH VERIZON COMMUNICATION	187,643.	183,932.
286 SH VERTEX PHARMACEUTICALS	22,637.	42,860.
2,018 SH VISA INC COM CL A	152,340.	230,092.
362 SH VMWARE INC-CLASS A	28,434.	45,366.
1,728 SH WAL MART STORES INC	118,689.	170,640.
1,739 SH WALT DISNEY CO	170,715.	186,960.
520 SH WEC ENERGY GROUP INC	30,920.	34,544.
3,194 SH WELLS FARGO & CO NEW	153,286.	193,780.
479 SH WGL HLDGS INC COM	34,969.	41,117.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
1,029 SH WILLIAMS COS INC DEL	16,111.	31,374.
752 SH XILINX INC COM	35,556.	50,700.
123 SH ZIMMER BIOMET HOLDINGS	13,016.	14,842.
TOTALS	9,638,501.	12,477,714.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
35,000 FV 21ST CENTURY FOX AME	44,803.	45,879.
15,000 FV ACE INA HLDG INC 8.8	21,456.	21,420.
70,000 FV ALLSTATE CORP 7.450%	89,265.	74,768.
60,000 FV ALTRIA GROUP INC 4.7	68,087.	64,288.
50,000 FV ALTRIA GROUP INC 9.2	67,941.	55,438.
65,000 FV AMERICAN EXPRESS CO	65,533.	64,393.
55,000 FV AMERICAN EXPRESS CO	70,060.	59,426.
50,000 FV AMGEN INC 4.100% DUE	54,502.	52,266.
15,000 FV AMGEN INC 5.650% DUE	16,316.	18,692.
40,000 FV ANHEUSER BUSCH COS I	53,408.	52,394.
10,000 FV ANHEUSER BUSCH INBEV	10,528.	11,577.
35,000 FV APACHE CORP 5.100% D	34,231.	37,856.
55,000 FV AT&T INC 4.250% DUE	56,308.	56,067.
105,000 FV BANK AMER CORP 7.62	116,367.	112,741.
135,000 FV BANK OF NOVA SCOTIA	135,132.	134,542.
35,000 FV BECTON DICKINSON & C	44,146.	41,281.
50,000 FV BOEING CO 7.250% DUE	65,301.	63,386.
50,000 FV BOSTON PPTYS LTD PAR	50,296.	50,718.
75,000 FV BP CAP MKTS PLC 4.50	84,461.	79,241.
50,000 FV BRISTOL MYERS SQUIBB	68,578.	63,645.
75,000 FV BURLINGTON NORTHN SA	78,806.	76,319.
20,000 FV BURLINGTON NORTHN SA	25,060.	27,080.
75,000 FV CAMDEN PROPERTY TRUS	73,631.	74,949.
70,000 FV CAPITAL ONE FINANCIA	75,717.	74,677.
25,000 FV CATERPILLAR FINL SVC	26,164.	26,275.
45,000 FV CHUBB CORP 6.800% DU	59,068.	59,132.
20,000 FV CISCO SYS INC 3.000%	20,796.	20,381.
50,000 FV CITIGROUP INC 4.500%	53,435.	53,194.
20,000 FV CITIGROUP INC 6.625%	24,797.	24,612.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
110,000 FV CME GROUP INC 3.000	115,232.	111,922.
140,000 FV COMCAST CORP NEW 5.	156,876.	148,638.
105,000 FV COMMONWEALTH EDISON	109,614.	107,933.
25,000 FV CONSOLIDATED EDISON	29,166.	31,786.
70,000 FV CVS HEALTH CORP 3.50	72,743.	71,045.
25,000 FV DEERE & CO. 8.100% D	35,484.	35,915.
100,000 FV DU PONT E I DE NEMO	124,764.	102,147.
80,000 FV EMERSON ELEC CO 4.87	94,559.	83,730.
35,000 FV ENTERPRISE PRODS OPE	30,386.	39,741.
85,000 FV EOG RES INC 5.625% D	102,689.	88,848.
41,000 FV EQUITABLE COS INC 7.	44,284.	51,392.
70,000 FV EXXON MOBIL CORP 1.8	70,513.	69,804.
60,000 FV FEDEX CORP 8.000% DU	80,038.	63,457.
90,000 FV FIFTH THIRD BANCORP	90,245.	90,025.
70,000 FV FRANKLIN RES INC 2.8	72,158.	69,344.
100,000 FV GENERAL DYNAMICS CO	95,139.	98,432.
175,000 FV GENERAL ELEC CAP CO	186,454.	185,749.
50,000 FV GOLDMAN SACHS GROUP	49,355.	49,248.
85,000 FV GOLDMAN SACHS GRP IN	89,699.	91,755.
35,000 FV HALLIBURTON CO 6.700	47,627.	46,706.
55,000 FV HARTFORD FINL SVCS G	60,163.	55,457.
45,000 FV HOME DEPOT INC 4.400	51,335.	47,684.
50,000 FV IBM CORP 7.000% DUE	69,201.	64,077.
90,000 FV ILLINOIS TOOL WORKS	95,224.	94,088.
80,000 FV JPMORGAN CHASE & CO	82,695.	83,874.
40,000 FV JPMORGAN CHASE & CO	42,793.	42,355.
70,000 FV KRAFT HEINZ FOODS CO	75,869.	74,127.
55,000 FV LINCOLN NATL CORP IN	64,861.	55,535.
35,000 FV LINCOLN NATL CORP IN	45,720.	38,144.

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
40,000 FV LOCKHEED MARTIN CORP	42,397.	45,547.
55,000 FV MAGELLAN MIDSTREAM P	61,339.	61,163.
85,000 FV MARKEL CORP 5.350% D	94,936.	91,615.
55,000 FV MERRILL LYNCH CO INC	60,090.	55,822.
55,000 FV METLIFE INC 7.717% D	70,308.	58,426.
115,000 FV MORGAN STANLEY 5.50	128,469.	125,753.
80,000 FV OCCIDENTAL PETE CORP	77,665.	79,753.
70,000 FV ORACLE CORP 2.250% D	69,906.	70,285.
125,000 FV ORACLE CORP 2.375%	127,254.	125,537.
35,000 FV PARKER-HANNIFIN CORP	44,766.	46,226.
50,000 FV PEPSI BOTTLING GROUP	67,410.	67,463.
35,000 FV PHILLIPS 66 5.875% D	38,832.	44,611.
90,000 FV PNC FUNDING CORP 3.3	92,254.	92,247.
30,000 FV PROCTER & GAMBLE CO	44,548.	38,942.
25,000 FV PROGRESSIVE CORP OHI	27,357.	25,952.
50,000 FV PROGRESSIVE CORP OHI	67,568.	63,668.
50,000 FV PROLOGIS LP 3.750% D	52,470.	52,404.
35,000 FV QUALCOMM INC 2.600%	35,188.	34,079.
65,000 FV ROYAL BANK OF CANADA	64,662.	64,422.
35,000 FV SNAP ON INC 6.125% D	43,083.	39,405.
25,000 FV SPECTRA ENERGY PARTN	29,883.	30,605.
60,000 FV THERMO FISHER SCIENT	64,034.	61,671.
30,000 FV TIME WARNER COMPANIE	37,013.	37,748.
45,000 FV TOSCO CORP 8.125% DU	65,117.	64,221.
25,000 FV UNITED TECHNOLOGIES	32,491.	31,815.
31,000 FV UNITED TECHNOLOGIES	40,323.	34,652.
35,000 FV VERIZON COMMUNICATIO	32,299.	36,485.
30,000 FV VIRGINIA ELEC & PWR	50,218.	51,648.
70,000 FV WELLS FARGO & CO 2.5	70,895.	70,257.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
110,000 FV WELLS FARGO & CO 4.	124,046.	116,932.
35,000 FV WISCONSIN PWR & LT C	47,864.	47,360.
35,000 FV GOLDMAN SACHS GROUP	35,527.	35,998.
TOTALS	5,879,291.	5,692,307.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
RICHARD N GOLDMAN DISTRIBUTING LLC	42,045.	67,637.
BBR ABSOLUTE RETURN LTD	7,610,000.	8,350,952.
BBR EQUITY LONG/SHORT LTD	16,850,000.	24,184,905.
BBR ACTIVE EQUITY LONG ONLY (QP) LP	10,560,092.	13,952,333.
BBR ABSOLUTE RETURN LONG DURATION, LP	1,059,123.	1,084,131.
BBR PRIVATE INVESTMENT FUND - SERIES H, LP	1,580,016.	1,752,889.
BBR PRIVATE INVESTMENT FUND - SERIES I, LP	422,317.	450,000.
BBR REAL ASSETS FUND III, LP	1,408,446.	1,518,520.
BBR REAL ASSETS FUND IV, LP	356,013.	375,000.
IFF INVESTMENTS	200,000.	200,000.
TOTALS	40,088,052.	51,936,367.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PURCHASED INTEREST	6,625.	6,625.
TOTALS	6,625.	6,625.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR QUALIFYING DISTRIBUTION

THE SCHWAB CHARITABLE FUND

THE FOUNDATION MADE GRANTS OF $750,000 TO THE SCHWAB CHARITABLE FUND, WHICH HAVE BEEN TREATED AS QUALIFYING DISTRIBUTIONS. THE CHARITABLE FUNDS MAKE GRANTS TO 501(C)(3) ORGANIZATIONS FOR USES CONSISTENT WITH THE FOUNDATION'S MISSION STATEMENT AND PURPOSE.

THE MORGAN STANLEY GLOBAL IMPACT FUNDING TRUST INC

THE FOUNDATION MADE GRANTS OF $375,000 TO THE MORGAN STANLEY GLOBAL IMPACT FUNDING TRUST INC, WHICH HAVE BEEN TREATED AS QUALIFYING DISTRIBUTIONS. THE CHARITABLE FUNDS MAKE GRANTS TO 501(C)(3) ORGANIZATIONS FOR USES CONSISTENT WITH THE FOUNDATION'S MISSION STATEMENT AND PURPOSE.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR SECTION 170 C 2B

THE SCHWAB CHARITABLE FUND

THE MORGAN STANLEY GLOBAL IMPACT FUNDING TRUST INC

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALICE GOLDMAN REITER 1201 CONNECTICUT AVENUE N.W., #300 WASHINGTON, DC 20036	PRESIDENT 1.00	0.	0.	0.
DANIEL S. GOLDMAN 1201 CONNECTICUT AVENUE N.W., #300 WASHINGTON, DC 20036	SECRETARY 1.00	0.	0.	0.
WILLIAM S. GOLDMAN 1201 CONNECTICUT AVENUE N.W., #300 WASHINGTON, DC 20036	TREASURER 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BBR PARTNERS LLC TWO GRAND CENTRAL TOWER, 140 E 45TH ST NEW YORK, NY 10017 INVESTMENT FEES		290,426.
ARABELLA ADVISORS, LLC 1201 CONNECTICUT AVENUE N.W. #300 WASHINGTON, DC 20036 GRANT MAKING AND OTHER PHILANTHROPIC CONSULTING		170,000.
CHARLES SCHWAB & CO., INC 211 MAIN STREET SAN FRANCISCO, CA 94105 INVESTMENT FEES		62,830.
TOTAL COMPENSATION		523,256.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SCHWAB CHARITABLE FUND ALICE AND BEN REITER CHARITABLE FUND 211 MAIN STREET SAN FRANCISCO, CA 94105	NONE PC	TO SUPPORT GENERAL OPERATIONS	375,000
CONNECTICUT STREET FOUNDATION MORGAN STANLEY GLOBAL IMPACT FUNDING TRUST INC 2000 WESTCHESTER AVENUE, 2ND FLOOR PURCHASE, NY 10577	NONE PC	TO SUPPORT GENERAL OPERATIONS	375,000
SCHWAB CHARITABLE FUND DANIEL AND CORINNE GOLDMAN CHARITABLE FUND 211 MAIN STREET SAN FRANCISCO, CA 94105	NONE PC	TO SUPPORT GENERAL OPERATIONS	375,000
ALLIANCE FOR EARLY SUCCESS FKA BIRTH TO FIVE POLICY ALLIANCE P O. BOX 6756 LEAWOOD, KS 66206	NONE PC	TO SUPPORT STATE ADVOCACY EFFORTS	200,000
ASPEN INSTITUTE ONE DUPONT CIRCLE, NW SUITE 700 WASHINGTON, DC 20036	NONE PC	TO SUPPORT ASCEND'S STATE POLICY ACTION WORK	200,000
BRIGHTER BEGINNINGS 3478 BUSKIRK AVENUE, SUITE 105 PLEASANT HILL, CA 94523	NONE PC	TO SUPPORT GENERAL OPERATIONS	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR THE STUDY OF SOCIAL POLICY 1575 EYE STREET NW, SUITE 500 WASHINGTON, DC 20005	NONE PC	TO SUPPORT THE EC-LINC PROGRAM	100,000
CENTERING HEALTHCARE INSTITUTE 89 SOUTH STREET, SUITE 404 REFERRAL AGENCIES, 1515 N COURTHOUSE ROAD, 11FL BOSTON, MA 02111	NONE PC	TO SUPPORT THE EXPANSIONS AND IMPLEMENTATION OF CENTERINGPARENTING	100,000
CHILD CARE AWARE OF AMERICA NATIONAL ASSOCIATION OF CHILD CARE RESOURCE AND 722 W 168TH STREET, 14TH FLOOR ARLINGTON, VA 22201	NONE PC	TO SUPPORT CHILD CARE ADVOCACY	100,000
CHILD FIRST 35 NUTMEG DRIVE, SUITE 385 REFERRAL AGENCIES, 1515 N COURTHOUSE ROAD, 11FL TRUMBULL, CT 06611	NONE PC	TO PROVIDE GENERAL OPERATING SUPPORT	100,000
CHILD TRENDS 7315 WISCONSIN AVENUE, SUITE 1200W BETHESDA, MD 20814	NONE PC	TO SUPPORT UPDATING RESEARCH IN ECIDS	100,000
FAMILY VALUES AT WORK 207 E BUFFALO STREET, SUITE 211 MILWAUKEE, WI 53202	NONE PC	TO SUPPORT STATE ADVOCACY FOR PAID LEAVE POLICIES	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUMPSTART FOR YOUNG CHILDREN INC 308 CONGRESS STREET, 6TH FLOOR 1313 L STREET NW, SUITE 500 BOSTON, MA 02210	NONE PC	TO SUPPORT LIFT-NY	100,000
LIFT 1620 EYE STREET NW, SUITE 820 1313 L STREET NW, SUITE 500 WASHINGTON, DC 20006	NONE PC	TO SUPPORT LIFT-NY AND FIRST FIVE YEARS FUND	100,000
NATIONAL ASSOCIATION FOR THE EDUCATION OF YOUNG CHILDREN 444 N CAPITAL STREET NW , SUITE 267 WASHINGTON, DC 20005	NONE PC	TO SUPPORT EFFORTS TO INCLUDE DIVERSE PERSPECTIVES IN ITS POWER TO THE PROFESSION INITIATIVE	100,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, SUITE 300 1313 L STREET NW, SUITE 500 WASHINGTON, DC 20036	NONE PC	TO SUPPORT EARLY EDGE CALIFORNIA	100,000
OUNCE OF PREVENTION FUND 33 WEST MONROE, SUITE 2400 CHICAGO, IL 60603	NONE PC	TO SUPPORT EDUCARE, THE HOME VISITING INITIATIVES, AND THE FIRST FIVE YEARS FUND	350,000
THE PARENT-CHILD HOME PROGRAM, INC 163B MINEOLA BOULEVARD MINEOLA, NY 11501	NONE PC	TO SUPPORT GENERAL OPERATIONS	250,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROSPERITY NOW 1200 G STREET NW, SUITE 400 WASHINGTON, DC 20005	NONE PC	TO SUPPORT THE CHILDREN'S SAVINGS ACCOUNT PROGRAM	150,000
PROSPERITY NOW 1200 G STREET NW, SUITE 400 WASHINGTON, DC 20005	NONE PC	TO SUPPORT MOBILIZING COALITIONS TO ADDRESS STRUCTURAL BARRIERS IN THE TAX CODE	200,000
REINVESTMENT FUND 1700 MARKET STREET, 19TH FLOOR PHILADELPHIA, PA 19103	NONE PC	TO UPDATE THE ATLANTA-AREA CHILD CARE MAP	100,000
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003	NONE PC	TO SUPPORT THE COMPLETION OF A RANDOMIZED CONTROL TRIAL ON EARLY EDUCATION MATH CURRICULA	100,000
SHINE EARLY LEARNING 63 WEST 125TH STREET, 4TH FLOOR HARLEM, NY 10024	NONE NC	TO SUPPORT UPGRADES TO SHINE INSIGHT	250,000
TIDES CENTER 1000 N ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE PC	TO SUPPORT ABIRENDO PUERTAS	100,000
		TOTAL CONTRIBUTIONS PAID	4,075,000

ATTACHMENT 15

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
EXCISE TAX REFUND			01	17,425.	
BBR ACTIVE EQUITY - LONG (QP), LP			01	460.	
BBR ABSOLUTE RETURN LONG DURATION, LP	523000	1,942.	01	-8,308.	
BBR PRIVATE INVESTMENT FUND-SERIES H, LP	523000	-1,484.	01	12,360.	
BBR PRIVATE INVESTMENT FUND-SERIES I, LP	523000	-1,882.	01	180.	
BBR REAL ASSETS FUND III, LP	523000	-11,666.	01	48,806.	
BBR REAL ASSETS FUND IV, LP	523000	-3,726.	01	1,525.	
TOTALS		-16,816.		72,448.	