

**THE JAMES MARSTON FITCH CHARITABLE
FOUNDATION, INC. - C/O NEIGHBORHD PRES CTR**

13-3993856

Page 2

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	1,544.	1,180.	1,180.
	2 Savings and temporary cash investments			
	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	29,628.	29,628.	29,628.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 5	440,110.	442,210.	636,852.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 6)	344.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	471,626.	473,018.	667,660.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	471,626.	473,018.	
	30 Total net assets or fund balances	471,626.	473,018.	
	31 Total liabilities and net assets/fund balances	471,626.	473,018.	

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	471,626.
2 Enter amount from Part I, line 27a	2	1,392.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	473,018.
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	473,018.

Form 990-PF (2017)

**THE JAMES MARSTON FITCH CHARITABLE
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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 UBS PER SCHEDULE ATTACHED			P		
b					
c					
d					
e					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 21,680.		15,616.	6,064.
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			6,064.
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	6,064.
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	78,365.	617,227.	.126963
2015	42,877.	594,337.	.072143
2014	61,440.	586,673.	.104726
2013	119,815.	616,169.	.194452
2012	49,844.	561,456.	.088776

2 Total of line 1, column (d)	2	.587060
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	.117412
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	634,283.
5 Multiply line 4 by line 3	5	74,472.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	115.
7 Add lines 5 and 6	7	74,587.
8 Enter qualifying distributions from Part XII, line 4	8	31,187.

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.

**THE JAMES MARSTON FITCH CHARITABLE
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13-3993856

Page 4

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)			
b Domestic foundations that meet the section 4940(a) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	230.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	230.
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	230.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	157.	
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	157.	
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	73.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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 type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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

STMT 7

Form 990-PF (2017)

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>WWW.FITCHFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>CRISTIANA PENA - EXECUTIVE DIRECTOR</u> Telephone no. ► <u>212 252-6809</u> Located at ► <u>232 EAST 11TH STREET, NEW YORK, NY</u> ZIP+4 ► <u>10003</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		N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	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

Form 990-PF (2017)

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>			
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 <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, 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
SEE STATEMENT 8		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	630,645.
b	Average of monthly cash balances	1b	13,297.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	643,942.
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	643,942.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,659.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	634,283.
6	Minimum investment return. Enter 5% of line 5. ADJUSTED FOR SHORT TAX PERIOD	6	15,727.

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	15,727.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	230.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	230.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,497.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	15,497.
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	15,497.

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	31,187.
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	31,187.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	31,187.

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.

Form 990-PF (2017)

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				15,497.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	21,888.			
b From 2013	89,561.			
c From 2014	33,996.			
d From 2015	13,404.			
e From 2016	47,750.			
f Total of lines 3a through e	206,599.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 31,187.				
a Applied to 2016, but not more than line 2a			0.	
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				15,497.
e Remaining amount distributed out of corpus	15,690.			
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:	222,289.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	21,888.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	200,401.			
10 Analysis of line 9:				
a Excess from 2013	89,561.			
b Excess from 2014	33,996.			
c Excess from 2015	13,404.			
d Excess from 2016	47,750.			
e Excess from 2017	15,690.			

N/A

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

- (4) Gross investment income

SEE ATTACHED STATEMENT.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				
Total			3a	0.
b Approved for future payment				
SEE ATTACHED SCHEDULE				
Total			3b	0.

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)(3) (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

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN	
------	--

PAUL GRAYSON

Firm's name ► GRAYSON & BOCK

Firm's address ► 39 BROADWAY - SUITE 2230
NEW YORK, NY 10006

Phone no. 212-483-1080

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

☒ Yes ☐ No

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

THE JAMES MARSTON FITCH CHARITABLE
FOUNDATION, INC.-C/O NEIGHBORHD PRES CTR

Employer identification number

13-3993856

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 foundationCheck 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 THE JAMES MARSTON FITCH CHARITABLE FOUNDATION, INC.-C/O NEIGHBORHD PRES CTR	Employer identification number 13-3993856
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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
1	CONTRIBUTIONS OF LESS THAN \$ 1,000 VARIOUS	\$ 1,400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	WILLIAM HIGGINS 232 EAST 11TH STREET NEW YORK, NY 10003	\$ 2,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	JOHN KERR JR. 232 EAST 11TH STREET NEW YORK, NY 10003	\$ 1,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	PAMELA HAWKES 232 EAST 11TH STREET NEW YORK, NY 10003	\$ 1,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	HOLLY LEICHT 232 EAST 11TH STREET NEW YORK, NY 10003	\$ 1,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	FREDERICK BLAND 232 EAST 11TH STREET NEW YORK, NY 10003	\$ 2,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE JAMES MARSTON FITCH CHARITABLE FOUNDATION, INC.-C/O NEIGHBORHD PRES CTR	Employer identification number 13-3993856
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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>7</u>	<u>MARY DIERICKX</u> <u>232 EAST 11TH STREET</u> <u>NEW YORK, NY 10003</u>	\$ <u>1,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>8</u>	<u>ANNE VAN INGEN</u> <u>232 EAST 11TH STREET</u> <u>NEW YORK, NY 10003</u>	\$ <u>1,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>9</u>	<u>MARTICA SAWIN</u> <u>232 EAST 11TH STREET</u> <u>NEW YORK, NY 10003</u>	\$ <u>1,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>10</u>	<u>THEODORE H.M. PRUDON</u> <u>232 EAST 11TH STREET</u> <u>NEW YORK, NY 10003</u>	\$ <u>1,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>11</u>	<u>WILLIAM TIPPENS</u> <u>232 EAST 11TH STREET</u> <u>NEW YORK, NY 10003</u>	\$ <u>1,200.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>12</u>	<u>BARBARA ROBINSON</u> <u>232 EAST 11TH STREET</u> <u>NEW YORK, NY 10003</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE JAMES MARSTON FITCH CHARITABLE
FOUNDATION, INC.-C/O NEIGHBORHD PRES CTR

13-3993856

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Employer identification number

13-3993856

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
UBS BANK	15.	15.	
US TREASURY BONDS	224.	224.	
TOTAL TO PART I, LINE 3	239.	239.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBS FINANCIAL SERVICES - NOMINEE	10,188.	0.	10,188.	10,188.	
TO PART I, LINE 4	10,188.	0.	10,188.	10,188.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	239.	239.		0.
TO FORM 990-PF, PG 1, LN 18	239.	239.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	4,773.	4,773.		0.
NYS FILING FEE	100.	0.		100.
OFFICE EXPENSE	2,528.	0.		2,528.
MISCELLANEOUS EXPENSES	270.	0.		270.
TO FORM 990-PF, PG 1, LN 23	7,671.	4,773.		2,898.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS FINANCIAL SERVICES	COST	442,210.	636,852.
TOTAL TO FORM 990-PF, PART II, LINE 13		442,210.	636,852.

FORM 990-PF	OTHER ASSETS	STATEMENT	6
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	344.	0.	0.
TO FORM 990-PF, PART II, LINE 15	344.	0.	0.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	7
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NAME OF CONTRIBUTOR	ADDRESS
BARBARA ROBINSON	232 WEST 11TH STREET NEW YORK, NY 10003

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
FREDERICK BLAND 232 EAST 11TH STREET NEW YORK, NY 10003	CHAIRMAN - TRUSTEE 3.00	0.	0.	0.
WILLIAM J. HIGGINS 232 EAST 11TH STREET NEW YORK, NY 10003	VICE-CHAIRMAN - TRUSTEE 0.00	0.	0.	0.
ANNE H. VAN INGEN 232 EAST 11TH STREET NEW YORK, NY 10003	TRUSTEE 0.00	0.	0.	0.
ROBERT SILMAN 232 EAST 11TH STREET NEW YORK, NY 10003	TRUSTEE 0.00	0.	0.	0.
PAMELA HAWKES 232 EAST 11TH STREET NEW YORK, NY 10003	TRUSTEE 0.00	0.	0.	0.
AMY FREITAG 232 EAST 11TH STREET NEW YORK, NY 10003	SECRETARY - TRUSTEE 0.00	0.	0.	0.
THEODORE H. M. PRUDON 232 EAST 11TH STREET NEW YORK, NY 10003	TRUSTEE 0.00	0.	0.	0.
MARTICA SAWIN 232 EAST 11TH STREET NEW YORK, NY 10003	TRUSTEE 0.00	0.	0.	0.
FELICIA MAYRO 232 EAST 11TH STREET NEW YORK, NY 10003	TRUSTEE 1.50	0.	0.	0.
EDWARD MOHYLOWSKI 232 EAST 11TH STREET NEW YORK, NY 10003	TREASURER - TRUSTEE 0.00	0.	0.	0.
CRISTIANA PENA 232 EAST 11TH STREET NEW YORK, NY 10003	EXECUTIVE DIRECTOR 8.00	0.	0.	0.

THE JAMES MARSTON FITCH CHARITABLE FOUND

13-3993856

MARY DIERICKX 232 EAST 11TH STREET NEW YORK, NY 10003	TRUSTEE 0.00	0.	0.	0.
JOHN J. KERR, JR. 232 EAST 11TH STREET NEW YORK, NY 10003	TRUSTEE 0.00	0.	0.	0.
HOLLY LEICHT 232 EAST 11TH STREET NEW YORK, NY 10003	TRUSTEE 0.00	0.	0.	0.
WILLIAM TIPPENS 232 EAST 11TH STREET NEW YORK, NY 10003	TRUSTEE 0.00	0.	0.	0.
GLENN BOORNAZIAN 232 EAST 11TH STREET NEW YORK, NY 10003	TRUSTEE 0.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.	0.	0.
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990-PF- SCHEDULE

THE JAMES MARSTON FITCH CHAR. FOUNDATION
EIN 13-3993856

PERIOD ENDED 6/30/2018

PART XV - LINE 3a & 3b

	PAYMENTS MADE IN PRIOR YEARS	PAYMENTS MADE 1/1 - 6/30/18	AMOUNTS PAYABLE IN FUTURE YEARS	TOTAL GRANT
AWARDEE:				
VICKI WEINER	\$ 18,750	\$ -	\$ 1,250	\$ 20,000
DANIEL SERDA	3,833	-	7,667	11,500
EDGAR GARCIA	3,750	-	3,750	7,500
BEATRIZ DEL CUETO	4,995	-	9,990	14,985
ADRIAN SCOTT FINE	3,233	-	6,467	9,700
AMANDA SCHACTER & ALEXANDER LEVI	3,333	-	1,667	5,000
REBECCA WARD	11,250	-	3,750	15,000
NADYA NENAIIDICH	10,000	-	5,000	15,000
FRAMPTON TOLBERT	4,500	4,000	4,500	13,000
PAUL KAPP	7,750	-	3,750	11,500
MARK RAKATANSKY	5,000	5,000	5,000	15,000
IAN BALDWIN	-	5,000	10,000	15,000
LAURA BUCHNER	<u>-</u>	<u>7,500</u>	<u>7,500</u>	<u>15,000</u>
	<u>\$ 76,394</u>	<u>\$ 21,500</u>	<u>\$ 70,291</u>	<u>\$ 168,185</u>

990-PF - SCHEDULE 1

THE JAMES MARSTON FITCH CHAR FOUNDATION
EIN 13-3993856

	FISCAL PERIOD	6/30/2018	6/30/2018
	BEGINNING OF PERIOD	END OF PERIOD	END OF PERIOD
PART II - LINE 13.	(a) BOOK VALUE	(b) BOOK VALUE	FAIR MARKET VALUE
RMA MM PORTFOLIO	\$ 11,767 04	\$ 2,957 04	\$ 2,957 04
COMMON STOCK:			
101 000 ABBVIE INC. (SPIN - OFF)	2,995 36	2,995 36	9,357 65
200 000 ALTRIA GROUP, INC	4,985 31	4,985 31	11,358 00
227 000 APPLE, INC	9,490 77	9,490 77	42,019 97
284 000 AQUA AMER , INC	5,621 18	5,621 18	9,991 12
100 000 BIG FOODS INC CL A	4,065 00	-	-
150 000 BIG FOODS INC CL A	-	5,475 27	4,485 00
64 000 BERKSHIRE HATHAWAY, INC	5,027 75	5,027 75	11,945 60
258 000 CISCO SYSTEMS INC	6,611 82	-	-
318 000 CISCO SYSTEMS INC	-	9,231 28	13,683 54
157 000 DAIMLER AG ORD EUR	8,719 59	-	-
207 000 DAIMLER AG ORD EUR	-	12,082 86	13,372 20
95 000 DUKE ENERGY CORP. NEW	5,695 27	-	-
85 000 DUKE ENERGY CORP NEW	-	5,182 87	6,721 80
206 000 ENBRIDGE INC	6,167 42	6,167 42	7,352 14
93 000 EXXON MOBIL CORP	7,390 11	-	-
103 000 EXXON MOBIL CORP	-	8,223 11	8,521 19
100 000 GENERAL MILLS INC	-	4,265 61	4,426 00
445 000 INTEL CORP	10,889 73	-	-
395 000 INTEL CORP	-	9,743 77	19,635 45
109 000 JOHNSON & JOHNSON	6,952 96	6,952 96	13,226 06
131 000 KELLOGG CO	7,702 64	-	-
110.000 KELLOGG CO	-	6,534 20	7,685 70

990-PF - SCHEDULE 1

THE JAMES MARSTON FITCH CHAR FOUNDATION
EIN 13-3993856

	FISCAL PERIOD	6/30/2018	6/30/2018
PART II - LINE 13.	BEGINNING OF PERIOD (a) BOOK VALUE	END OF PERIOD (b) BOOK VALUE	END OF PERIOD FAIR MARKET VALUE
COMMON STOCK (CONTINUED)			
79 000 KIMBERLY CLARK CORP	\$ 4,892 39	\$ -	\$ -
59 000 KIMBERLY CLARK CORP.	-	3,792 50	6,215 06
100 000 KRAFT HEINZ CO	-	5,816 90	6,282 00
240 000 MERCK & CO, INC	8,961 33	8,961 33	14,568 00
500 000 MICROSOFT CORP	13,173 98	13,173 98	49,305 00
120 000 MONDELEZ INT'L, INC	2,543 10	-	-
124 000 NEXTERA ENERGY INC	7,742 94	7,742 94	20,711 72
534 000 PFIZER, INC	11,046 11	11,046 11	19,373 52
125 000 PHILIP MORRIS INT'L, INC	10,152 97	-	-
150 000 PHILIP MORRIS INT'L, INC	-	12,126 42	12,111 00
110 000 PROCTER & GAMBLE CO	7,954 40	7,954 40	8,586 60
75 000 RIO TINTO PLC SPON ADR	3,055 43	-	-
100 000 RIO TINTO PLC SPON ADR	-	4,539 62	5,548 00
107 000 ROYAL DUTCH SHELL PLC ADS REPSTG 2 CL B	7,700 78	7,700 78	7,773 55
45 000 J M SMUCKER CO NEW	2,423 00	-	-
65 000 J M SMUCKER CO NEW	-	4,445 18	6,986 20
90 000 STARBUCKS CORP	5,257 52	5,257 52	4,396 50
80 000 STRYKER CORP	2,995 32	2,995 32	13,508 80
90 000 UNILEVER PLC AMER SHS NEW	3,011 86	-	-
70 000 UNILEVER PLC AMER SHS NEW	-	2,350 31	3,869 60

990-PF - SCHEDULE 1

THE JAMES MARSTON FITCH CHAR FOUNDATION
EIN 13-3993856

	FISCAL PERIOD	6/30/2018	6/30/2018
PART II - LINE 13.	BEGINNING OF PERIOD <u>(a) BOOK VALUE</u>	END OF PERIOD <u>(b) BOOK VALUE</u>	END OF PERIOD <u>FAIR MARKET VALUE</u>
COMMON STOCK (CONTINUED)			
90.000 UNITED TECHNOLOGIES CORP	\$ 7,510 74	\$ 7,510 74	\$ 11,252 70
227 000 WASTE MGT INC NEW	7,716 60	7,716 60	18,464 18
395 000 WISDOMTREE INVESTMENTS INC	5,031 99	-	-
283 000 XYLEM INC	7,417 26	7,417 26	19,068 54
37.000 YUM! BRANDS, INC	764 41	764 41	2,894 14
48 000 3M CO	<u>4,071 36</u>	<u>4,071 36</u>	<u>9,442 56</u>
TOTAL COMMON STOCKS	<u>215,738 40</u>	<u>227,363 40</u>	<u>424,139 09</u>
CLOSED END FUNDS & EXCHANGE TRADED PRODUCTS:			
40 000 ISHARES US PHARMACEUTICALS ETF	2,633 53	-	-
30 000 ISHARES US PHARMACEUTICALS ETF	-	2,125 83	4,540 80
155 000 WISDOMTREE EMERGING MARKETS HIGH DIVIDEND FUND ETF	7,459 73	-	-
165 000 WISDOMTREE EMERGING MARKETS HIGH DIVIDEND FUND ETF	-	7,915 62	7,073 55
101 000 WISDOMTREE EMERGING MARKETS SMALL CAP DIV	<u>4,380 33</u>	<u>4,380 33</u>	<u>4,816 69</u>
TOTAL CLOSED END FUNDS & EXCHANGE TRADED PRODUCTS	<u>14,473 59</u>	<u>14,421 78</u>	<u>16,431 04</u>
OTHER EQUITY INVESTMENTS:			
71 000 PLAINS GP HOLDINGS LP CL A MLP	<u>4,075 97</u>	<u>3,927 22</u>	<u>1,697 61</u>
TOTAL OTHER EQUITY INVESTMENTS	<u>4,075 97</u>	<u>3,927 22</u>	<u>1,697 61</u>

990-PF - SCHEDULE 1

THE JAMES MARSTON FITCH CHAR FOUNDATION
EIN 13-3993856

	FISCAL PERIOD	6/30/2018	6/30/2018
	BEGINNING OF PERIOD	END OF PERIOD	END OF PERIOD
PART II - LINE 13.	(a) BOOK VALUE	(b) BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME - CLOSED END MUTUAL FUNDS & EXCHANGE TRADED PRODUCTS:			
280 000 DOUBLELINE OPPORTUNISTIC CR FD	7,457 89	7,439 26	5,843 60
1,085 000 DOUBLELINE INCOME SOLUTIONS FD	20,851 61	-	-
1,100 000 DOUBLELINE INCOME SOLUTIONS FD	-	21,154 60	21,989 00
807 000 ESCROW BLACKROCK DEFINED OPPORTUNITY CREDIT TRUST	12 11	12 11	12 11 *
700 000 PIMCO DYNAMIC CR AND MORTGAGE INCOME FUND	13,871 32	13,871 32	16,499 00
300 000 WESTERN ASSET INV GRADE DEFINED OPPORTUNITY TR INC	6,075 26	6,075 26	6,285 00
TOTAL FIXED INCOME - CLOSED END MUTUAL FUNDS & EXCHANGE TRADED PRODUCTS	48,268 19	48,552 55	50,628 71
MUTUAL FUNDS:			
5,010 571 DOUBLELINE TOTAL RETURN FUND INSTL	54,658 21	-	-
5,100 800 DOUBLELINE TOTAL RETURN FUND INSTL	-	55,604 16	53,150 33
2,673 917 DOUBLELINE CORE FIXED INCOME FUND CLASS I	28,647 01	-	-
2,714 458 DOUBLELINE CORE FIXED INCOME FUND CLASS I	-	29,085 41	29,044 70
4,889 862 THOMPSON BOND FUND	55,096 05	-	-
4,695 688 THOMPSON BOND FUND	-	52,912 67	53,624 75
TOTAL MUTUAL FUNDS	138,401 27	137,602 24	135,819 78
FIXED INCOME - GOVERNMENT SECURITIES:			
5,000 000 US TREASURY BOND 9% MATURES 11/15/18	7,331 25	7,331 25	5,124 05
Accrued interest	54 69	55 02	55 02
	7,385 94	7,386 27	5,179 07
GRAND TOTAL	\$ 440,110 40	\$ 442,210 50	\$ 636,852 34

* Market price not available