

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

Do not enter social security numbers on this form as it may be made public

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OMB No. 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning **DEC 1, 2017** and ending **NOV 30, 2018**

Name of foundation WALTER AND KARLA GOLDSCHMIDT FOUNDATION		A Employer identification number 23-7410867
Number and street (or P.O. box number if mail is not delivered to street address) 465 LAKESIDE TERRACE		B Telephone number 847-835-4655
City or town, state or province, country, and ZIP or foreign postal code GLENCOE, IL 60022		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 28,498,469.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		106.	106.		STATEMENT 1
4 Dividends and interest from securities		538,585.	538,585.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,640,238.			
b Gross sales price for all assets on line 6a 38,469,193.					
7 Capital gain net income (from Part IV, line 2)			3,640,238.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit (or loss)					
11 Other income		17.	17.		STATEMENT 3
12 Total. Add lines 1 through 11		4,178,946.	4,178,946.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		9,395.	295.		9,100.
c Other professional fees STMT 5		372,631.	372,631.		0.
17 Interest		328.	328.		0.
18 Taxes STMT 6		32,866.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,005.	0.		1,005.
22 Printing and publications					
23 Other expenses STMT 7		1,042.	13.		1,029.
24 Total operating and administrative expenses. Add lines 13 through 23		417,267.	373,267.		11,134.
25 Contributions, gifts, grants paid		1,889,378.			1,889,378.
26 Total expenses and disbursements. Add lines 24 and 25		2,306,645.	373,267.		1,900,512.
27 Subtract line 26 from line 12		1,872,301.			
a Excess of revenue over expenses and disbursements			3,805,679.		
b Net investment income (if negative enter 0)					
c Adjusted net income (if negative enter 0)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		98,552.	98,519.	98,519.
	2	Savings and temporary cash investments		661,524.	1,676,714.	1,676,714.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 9	23,548,589.	24,462,360.	25,605,812.	
	c	Investments - corporate bonds				
	11	Investments - land, buildings and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10	839,107.	1,077,314.	1,077,314.		
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ FEDERAL TAX DEPOSIT)	33,476.	40,110.	40,110.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	25,181,248.	27,355,017.	28,498,469.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26, and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	23,246,273.	25,181,248.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	1,934,975.	2,173,769.			
30	Total net assets or fund balances	25,181,248.	27,355,017.			
31	Total liabilities and net assets/fund balances	25,181,248.	27,355,017.			

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	25,181,248.
2	Enter amount from Part I, line 27a	2	1,872,301.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	301,468.
4	Add lines 1, 2, and 3	4	27,355,017.
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	27,355,017.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(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			
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	38,469,193.	34,828,955.	3,640,238.

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			3,640,238.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	3,640,238.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	1,678,836.	27,189,036.	.061747
2015	1,495,771.	24,635,071.	.060717
2014	1,406,703.	26,488,061.	.053107
2013	1,325,186.	25,631,736.	.051701
2012	1,009,384.	23,022,069.	.043844

2 Total of line 1, column (d)	2	.271116
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	.054223
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	28,850,273.
5 Multiply line 4 by line 3	5	1,564,348.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	38,057.
7 Add lines 5 and 6	7	1,602,405.
8 Enter qualifying distributions from Part XII, line 4	8	1,900,512.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	38,057.
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	38,057.
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	38,057.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	40,110.	
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	40,110.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	26.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,027.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 2,027. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> IL		
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

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Part VII-A Statements Regarding Activities (continued)

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11		X
12		X
13	X	

Website address **► N/A**

- 14 The books are in care of
- SUSAN GOLDSCHMIDT**

Telephone no. **► 847-835-4655**Located at **► 465 LAKESIDE TERRACE, GLENCOE, IL**ZIP+4 **► 60022**

- 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 **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?

	Yes	No
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.

- 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?
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
- (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)?
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ 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. 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?

- 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 ☒ NoIf "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.)

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?

☐ 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.)

N/A

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

- 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?

	Yes	No
1a		
1b		
1c		X
2a		
2b		
3a		
3b		
4a		X
4b		X

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
Total. Add lines 1 through 3	0.

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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	26,795,856.
b	Average of monthly cash balances	1b	1,416,447.
c	Fair market value of all other assets	1c	1,077,314.
d	Total (add lines 1a, b, and c)	1d	29,289,617.
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	29,289,617.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	439,344.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,850,273.
6	Minimum investment return. Enter 5% of line 5	6	1,442,514.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,442,514.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	38,057.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	38,057.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,404,457.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,404,457.
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	1,404,457.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,900,512.
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	1,900,512.
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	38,057.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,862,455.

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				1,404,457.
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				
b From 2013	86,625.			
c From 2014	96,258.			
d From 2015	305,709.			
e From 2016	385,116.			
f Total of lines 3a through e	873,708.			
4 Qualifying distributions for 2017 from Part XII, line 4. ▶ \$ 1,900,512.				
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				1,404,457.
e Remaining amount distributed out of corpus	496,055.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 1f, 4e, and 4b. Subtract line 5.	1,369,763.			
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	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a.	1,369,763.			
10 Analysis of line 9.				
a Excess from 2013	86,625.			
b Excess from 2014	96,258.			
c Excess from 2015	305,709.			
d Excess from 2016	385,116.			
e Excess from 2017	496,055.			

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

N/A

1 a 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

WALTER AND KARLA GOLDSCHMIDT FND, 847-835-4655

465 LAKESIDE TERRACE, GLENCOE, IL 60022

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

WRITTEN, NO SPECIFIC REQUIREMENTS

c Any submission deadlines:

NONE

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

NONE

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED LIST - CASH DONATIONS SEE ATTACHED LIST SEE ATTACHED LIST, IL 60022	NONE ARE INDIVIDUALS		ACTIVITIES OF THE ORGANIZATION TO WHICH MONEY WAS DONATED	1,659,761.
SEE ATTACHED LIST - SECURITY DONATIONS SEE ATTACHED LIST SEE ATTACHED LIST, IL 60022	NONE ARE INDIVIDUALS		ACTIVITIES OF THE ORGANIZATION TO WHICH MONEY WAS DONATED	229,617.
Total			3a	1,889,378.
b Approved for future payment				
NONE				
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) (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

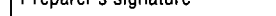
2/20/2019
Date

PRESIDENT
Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name MARK T. JASON	Preparer's signature 	Date 02/08/19	Check <input type="checkbox"/> if self-employed	PTIN P00582778
Firm's name ▶ JESSER RAVID JASON BASSO AND FARBER LLP			Firm's EIN ▶ 46-2353353	
Firm's address ▶ 150 N. WACKER DRIVE, SUITE 3100 CHICAGO, IL 60606-1659			Phone no 312-782-4710	

WALTER AND KARLA GOLDSCHMIDT FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BAIRD; [SEE ATTACHED]	P	01/01/18	06/30/18
b	BAIRD; [SEE ATTACHED]	P	VARIOUS	06/30/18
c	BAIRD - OPTIONS; [SEE ATTACHED]	P	01/01/18	06/30/18
d	MORGAN STANLEY; [SEE ATTACHED]	P	06/02/09	06/30/18
e	MORGAN STANLEY; [SEE ATTACHED]	P	VARIOUS	10/22/18
f	MORGAN STANLEY; [SEE ATTACHED]	D	VARIOUS	09/19/18
g	GAIN FROM PASS-THROUGH ENTITY - MK CAPITAL II, LP	P	VARIOUS	06/30/18
h				
i				
j				
k				
l				
m				
n				
o				

(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 30,545,529.		28,218,597.	2,326,932.
b 4,290,399.		4,587,219.	<296,820.>
c 500,993.		323,953.	177,040.
d 1,074,481.		737,197.	337,284.
e 1,239,209.		641,907.	597,302.
f 684,559.		320,082.	364,477.
g 134,023.			134,023.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,326,932.
b			<296,820.>
c			177,040.
d			337,284.
e			597,302.
f			364,477.
g			134,023.
h			
i			
j			
k			
l			
m			
n			
o			

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	3,640,238.
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

WALTER AND KARLA GOLDSCHMIDT FOUNDATION
FEIN 23-7410867
ATTACHMENT TO 990PF - PART II
FAIR MARKET VALUE OF ASSETS
11/30/2018

11/30/2018
FAIR MARKET VALUE

<u>CASH</u>	
HARRIS BANK CHECKING	98,519
TOTAL	98,519
<u>SAVINGS AND TEMPORARY CASH INVESTMENTS</u>	
BAIRD MONEY MARKET	974,131
BAIRD MONEY MARKET - OPTIONS ACCOUNT	442,073
MORGAN STANLEY MONEY MARKET - PRIMARY ACCOUNT	257,424
MORGAN STANLEY MONEY MARKET - SECONDARY ACCOUN	2,856
BMO HARRIS BANK MONEY MARKET	231
TOTAL	1,676,714
<u>INVESTMENT IN CORPORATE BONDS</u>	
MORGAN STANLEY	
G-I HOLDINGS	0
TOTAL	0
<u>INVESTMENT IN CORPORATE STOCK & MUTUAL FUNDS</u>	
<u>MORGAN STANLEY</u>	
AMARIN CORP PLC AMERICAN (AMRN)	450,000
CONTINENTAL CORP LIQUIDAT	0
FIBROGEN INC	216,800
GENERAL MILLS INC (GIS)	541,568
GENERAL MOTORS CO WTS 071019 (GM"B)	1,239
GENERAL MTRS CO (GM)	2,619
INCYTE CORP (INCY)	546,125
INTRA-CELLULAR THERAPIES INC (ITCI)	722,500
IONIS PHARMACEUTICALS INC (IONS)	757,770
MERCK & CO INC NEW COM (MRK)	912,410
MOTORS LIQ CO GUC TR UBI (MTLQU)	1,366
NEKTAR THERAPEUTICS (NKTR)	807,800
TOTAL MORGAN STANLEY	4,960,196
<u>BAIRD</u>	
AMERISOURCEBERGEN CORP (ABC)	1,060,399
APPLIED MATERIALS INC (AMAT)	1,014,277
BIOGEN INC (BIIB)	1,025,522
BLACKROCK INC (BLK)	941,194
CALL FACEBOOK INC	7,040
CALL INTRA-CELLULAR \$20	40,000
CALL INTRA-CELLULAR \$30	-13,000
CAMPBELL SOUP COMPANY (CPB)	1,033,939
CARDINAL HEALTH INC (CAH)	1,069,240
COMPASS MINERALS INTERNATIONAL INC (CMP)	765,278
WALT DISNEY CO (DIS)	1,087,223
DOMINION ENERGY INC (D)	1,118,394
GENERAL MILLS INC (GIS)	1,010,532
INTEL CORP (INTC)	1,122,641
KLA-TENCOR CORP (KLAC)	1,007,382
MCKESSON CORP (MCK)	989,402
MICROCHIP TECHNOLOGY INC (MCHP)	966,525
MONDELEZ INTERNATIONAL INC CL A (MDLZ)	1,092,249
PHILIP MORRIS INTL INC (PM)	1,119,092
PUT AMARIN CORP PLC	-128,000
SERVICENOW INC (NOW)	1,027,322
WELLS FARGO & CO NEW (WFC)	1,050,969
WESTERN UNION CO (WU)	1,052,926
YUM CHINA HOLDINGS INC (YUMC)	1,100,662
TOTAL BAIRD	20,561,207
<u>BMO HARRIS BANK</u>	
VANGUARD INDEX FDS S&P 500 ETF SHS NEW	84,409
TOTAL BMO HARRIS BANK	84,409
TOTAL INVESTMENT IN CORPORATE STOCK	25,605,812
<u>OTHER INVESTMENTS</u>	
INVESTMENT IN MK CAPITAL II, LP	1,077,314
TOTAL OTHER INVESTMENTS	1,077,314
<u>OTHER ASSETS</u>	
FEDERAL TAX DEPOSIT	40,110
TOTAL	40,110
TOTAL FAIR MARKET VALUE OF ASSETS	28,498,470

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
CHECKING ACCOUNT INTEREST	106.	106.	
TOTAL TO PART I, LINE 3	106.	106.	

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
BAIRD - DIVIDEND	491,390.	0.	491,390.	491,390.	
BAIRD - INTEREST	168.	0.	168.	168.	
BMO HARRIS BROKERAGE - DIVIDENDS	1,517.	0.	1,517.	1,517.	
INTEREST FROM PASS-THROUGH ENTITY - MK CAPITAL II, LP	89.	0.	89.	89.	
MORGAN STANLEY - DIVIDEND	44,968.	0.	44,968.	44,968.	
MORGAN STANLEY - INTEREST	453.	0.	453.	453.	
TO PART I, LINE 4	538,585.	0.	538,585.	538,585.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STOCK LITIGATION INCOME	17.	17.	
TOTAL TO FORM 990-PF, PART I, LINE 11	17.	17.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,395.	295.		9,100.
TO FORM 990-PF, PG 1, LN 16B	9,395.	295.		9,100.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES - INVESTMENT MGMT SERVICE	292,903.	292,903.		0.
MK CAPITAL MGT FEES	899.	899.		0.
BAIRD ASSET BASED FEES	60,796.	60,796.		0.
MS ASSET BASED FEES	17,856.	17,856.		0.
BAIRD OPTIONS ASSET BASED FEES	177.	177.		0.
TO FORM 990-PF, PG 1, LN 16C	372,631.	372,631.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX EXPENSE	32,866.	0.		0.
TO FORM 990-PF, PG 1, LN 18	32,866.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	25.	0.		25.
BANK FEES	8.	8.		0.
MISCELLANEOUS FEES FROM K-1	5.	5.		0.
OFFICE EXPENSES	1,004.	0.		1,004.
TO FORM 990-PF, PG 1, LN 23	1,042.	13.		1,029.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN (LOSS) FROM PASS-THROUGH - MK CAPITAL II, LP	176,505.
UNRECOGNIZED GAIN (LOSS) ON DONATED SECURITIES	124,963.
TOTAL TO FORM 990-PF, PART III, LINE 3	301,468.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BAIRD	21,327,745.	20,561,207.
MORGAN STANLEY	3,070,282.	4,960,196.
BMO HARRIS	64,333.	84,409.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,462,360.	25,605,812.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MK CAPITAL II, LP	COST	1,077,314.	1,077,314.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,077,314.	1,077,314.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN GOLDSCHMIDT 465 LAKESIDE TERRACE GLENCOE, IL 60022	PRESIDENT 30.00	0.	0.	0.
SUSAN GOLDSCHMIDT 465 LAKESIDE TERRACE GLENCOE, IL 60022	SECRETARY 0.00	0.	0.	0.
SUSAN GOLDSCHMIDT 465 LAKESIDE TERRACE GLENCOE, IL 60022	DIRECTOR 0.00	0.	0.	0.
MILES TAUB 465 LAKESIDE TERRACE GLENCOE, IL 60022	VICE PRESIDENT 40.00	0.	0.	0.
MILES TAUB 465 LAKESIDE TERRACE GLENCOE, IL 60022	DIRECTOR 0.00	0.	0.	0.
MILES TAUB 465 LAKESIDE TERRACE GLENCOE, IL 60022	TREASURER 0.00	0.	0.	0.
JAMES GOLDSCHMIDT 404 3RD STREET SE WASHINGTON, DC 20003	DIRECTOR 0.00	0.	0.	0.
JANE DEAL 411 LUPINE WAY VENTURA, CA 93001	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.