

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

- or **Section 4947(a)(1) Trust Treated as Private Foundation**
- ▶ Do not enter social security numbers on this form as it may be made public.
- ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation THE KRAFT FAMILY FOUNDATION, INC		A Employer identification number 04-6050716
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (508) 698-4618
City or town, state or province, country, and ZIP or foreign postal code FOXBOROUGH, MA 02035		C If exemption application is pending, check here ☐ 6
G Check all that apply	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH	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 ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 64,100,456. (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)	8,004,097.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments.				
	4 Dividends and interest from securities	734,782.	734,777.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,951,682.			
	b Gross sales price for all assets on line 6a 2,261,032.				
	7 Capital gain net income (from Part IV, line 2)		2,951,682.		
	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	168,045.	204,076.			
12 Total. Add lines 1 through 11	11,858,606.	3,890,535.			
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)				
	c Other professional fees (attach schedule) [2]	115,355.	115,355.		
	17 Interest ATCH. 3	8,735.	8,735.		
	18 Taxes (attach schedule) (see instructions) [4]	161,776.	54,276.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 5	359,873.	357,669.		
	24 Total operating and administrative expenses. Add lines 13 through 23.	645,739.	536,035.		
	25 Contributions, gifts, grants paid	6,104,409.			6,104,409.
26 Total expenses and disbursements. Add lines 24 and 25	6,750,148.	536,035.		6,104,409.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	5,108,458.				
b Net investment income (if negative, enter -0-)		3,354,500.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		4,001,686.	14,980,947.	14,980,947.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 12,961.				
		Less allowance for doubtful accounts ▶		1,567,756.	12,961.	12,961.
	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). .				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule).				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans.					
13	Investments - other (attach schedule) ATCH 6		38,646,202.	33,736,330.	49,106,548.	
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		44,215,644.	48,730,238.	64,100,456.	
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 ☒ X and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted		44,215,644.	48,730,238.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☐ 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 . .				
	30	Total net assets or fund balances (see instructions).		44,215,644.	48,730,238.	
	31	Total liabilities and net assets/fund balances (see instructions)		44,215,644.	48,730,238.	

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	44,215,644.
2	Enter amount from Part I, line 27a.	2	5,108,458.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	28,529.
4	Add lines 1, 2, and 3	4	49,352,631.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5	622,393.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,730,238.

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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)
1 a 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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
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	2,951,682.	
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

(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))
2017	18,888,593.	64,253,699.	0.293969
2016	12,022,951.	70,485,480.	0.170573
2015	9,835,295.	80,492,033.	0.122190
2014	12,142,063.	85,910,418.	0.141334
2013	6,074,017.	79,292,251.	0.076603
2 Total of line 1, column (d)			2 0.804669
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 0.160934
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 60,379,306.
5 Multiply line 4 by line 3.			5 9,717,083.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 33,545.
7 Add lines 5 and 6.			7 9,750,628.
8 Enter qualifying distributions from Part XII, line 4 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			8 6,104,409.

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)		1	67,090.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	
3 Add lines 1 and 2		3	67,090.
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	67,090.
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	99,792.	
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	99,792.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
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	32,702.	
11 Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 32,702. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 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?	X	
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 ☐ MA, ☐		
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 2018 or the tax year beginning in 2018? 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

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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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
14 The books are in care of <u>MICHAEL JOYCE</u> Telephone no <u>508-698-4618</u> Located at <u>ONE PATRIOT PLACE FOXBOROUGH, MA</u> ZIP+4 <u>02035</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 2018, 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 <u></u>		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? ☐ 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 Organizations relying on a current notice regarding disaster assistance, check here ☐	1b	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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years <u>N/A</u> 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) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>N/A</u>	2b	N/A
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 2018 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 2018)	3b	X
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 2018?	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		Yes	No
(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.	5b	X	
	Organizations relying on a current notice regarding disaster assistance, check here		N/A	☐
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☒ No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	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	☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes	☒ No	

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. 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 9		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.

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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. 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 10		120,000.

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 N/A	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

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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	53,084,920.
b	Average of monthly cash balances	1b	8,213,868.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	61,298,788.
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	61,298,788.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	919,482.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	60,379,306.
6	Minimum investment return. Enter 5% of line 5	6	3,018,965.

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	3,018,965.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	67,090.
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b.	2c	67,090.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,951,875.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	2,951,875.
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	2,951,875.

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	6,104,409.
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	6,104,409.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,104,409.

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

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,951,875.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20 <u>16</u> , 20 <u>15</u> , 20 <u>14</u>				
3 Excess distributions carryover, if any, to 2018				
a From 2013	2,183,639.			
b From 2014	7,944,649.			
c From 2015	5,911,462.			
d From 2016	8,602,117.			
e From 2017	15,778,346.			
f Total of lines 3a through e	40,420,213.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>6,104,409.</u>				
a Applied to 2017, but not more than line 2a				
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 2018 distributable amount.				2,951,875.
e Remaining amount distributed out of corpus.	3,152,534.			
5 Excess distributions carryover applied to 2018 (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	43,572,747.			
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 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				
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 2013 not applied on line 5 or line 7 (see instructions)	2,183,639.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	41,389,108.			
10 Analysis of line 9				
a Excess from 2014	7,944,649.			
b Excess from 2015	5,911,462.			
c Excess from 2016	8,602,117.			
d Excess from 2017	15,778,346.			
e Excess from 2018	3,152,534.			

Form **990-PF** (2018)

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 2018, 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			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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))

ROBERT KRAFT, PRESIDENT

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. See instructions.

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

ATCH 11

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

ATCH 11

c Any submission deadlines

ATCH 11

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

ATCH 11

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 ATTACHMENT 12	NONE	PC		6,104,409.
Total ▶ 3a				6,104,409.
b Approved for future payment NONE				
Total ▶ 3b				0.

Enter gross amounts unless otherwise indicated

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

PAGE 12

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--------------|-----|----|
| 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

**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

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

See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JENNIFER D RHODERICK

Preparer's signature _____

Kenneth D Khoderick

Date _____

11/08/19

Check ☐ if self-employed

PTIN

P00395735

Firm's name	▶ ERNST & YOUNG U.S. LLP
-------------	--------------------------

Firm's address ► 111 MONUMENT CIRCLE, STE 4000
INDIANAPOLIS, IN

Firm's EIN ▶ 34-6565596

Phone no 317.681.7000

Form **990-PF** (2018)

Schedule of Contributors

OMB No 1545-0047

2018

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

Name of the organization

THE KRAFT FAMILY FOUNDATION, INC

Employer identification number

04-6050716

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), 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).

Name of organization **THE KRAFT FAMILY FOUNDATION, INC**Employer identification number
04-6050716**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	THE KRAFT GROUP, LLC ONE PATRIOT PLACE FOXBOROUGH, MA 02035	\$ 2,200,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	JONATHAN A. KRAFT ONE PATRIOT PLACE FOXBOROUGH, MA 02035	\$ 14,322.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	ROBERT K. KRAFT ONE PATRIOT PLACE FOXBOROUGH, MA 02035	\$ 5,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	ROBERT K. KRAFT ONE PATRIOT PLACE FOXBOROUGH, MA 02035	\$ 789,675.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number	04-6050716
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Part II

[illegible]

Name of organization THE KRAFT FAMILY FOUNDATION, INC

Employer identification number

04-6050716

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 information once. See instructions.) ► \$ _____

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

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABRAMS CAPITAL PARTNERS II LP	1,537.	3,191.
AH PARALLEL FUND IV-Q, LP	12.	
ANDREESSEN HOROWITZ FUND IV-Q, L.P.	9.	
APOLLO INVESTMENT FUND VI, LP (EURO HOLD)	1.	1.
ATALAYA ASSET INCOME FUND III LP	96,631.	96,631.
AUDAX PRIVATE EQUITY FUND II	17.	17.
BAUPOST VALUE PARTNERS III LP	9,880.	28,510.
CENTERBRIDGE CAPITAL PARTNERS LP AIV V	1.	1.
DEERFIELD PRIVATE DESIGN FUND III	17.	17.
DEEFIELD RCA HOLDINGS LP	-17,537.	
GREENHILL CAPITAL PARTNERS (CAYMAN) II LP	842.	3,000.
HARVEST MLP INCOME FUND II LLC	66,746.	66,746.
HIGHFIELDS CAPITAL IV LP	-72.	-5.
HIGHLAND ENTREPRENEURS FUND VII, L.P.	-40.	-48.
ICQ INVESTMENTS II - RED VENTURES	5,951.	1,764.
KABOUTER INT'L OPPORTUNITIES FUND II LLC	806.	806.
LC FUND VI, L.P.	2.	2.
NEWPORT FEEDER FUND LP	-35.	17.
NORTHGATE PRIVATE EQUITY PARTNERS, LP	743.	876.
NORTHGATE VENTURE PARTNERS II, LP	-244.	-25.
NORTHGATE VENTURE PARTNERS III, LP	2,754.	2,745.
PARK ST CAPITAL NAT RESOURCE FND II	-167.	-105.
PROVIDENCE EQUITY OPERATING PARTNERS VI	294.	-6.
TIGER GLOBAL PIP VIII LP	54.	54.
TRIDENT PARALLEL FUND, L.P.	-157.	-157.
IRC SECTION 965(A) INCOME	44.	44.
TOTALS	<u>168,045.</u>	<u>204,076.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATALAYA ASSET INCOME FUND III	1,583.	1,583.
AUDAX MEZZANINE FUND II LP	106.	106.
AUDAX PRIVATE EQUITY FUND II	67.	67.
BAUPOST VALUE PARTNERS III	38,883.	38,883.
BROOKSIDE CAYMAN LTD	61.	61.
CENTERBRIDGE CAPITAL PARTNERS	2,058.	2,058.
DEERFIELD PRIVATE DES. FND III	10,139.	10,139.
DOVER ST VI CAYMAN FUND LP	990.	990.
DOVER ST VII CAYMAN FUND LP	1,000.	1,000.
GREENHILL CAPTAL PRTNRS CAYMAN	536.	536.
TARP OPPORTUNITIES FUND LLC	4,833.	4,833.
ICQ INVESTMENST, L.P	3,750.	3,750.
KABOUTERINTERNATIONAL OPP FUND	14,201.	14,201.
LC FUND VI, L.P.	19,555.	19,555.
LONE SAVIN LTD	13,192.	13,192.
NEWPORT FEEDER FUND LP	887.	887.
NORTH BRIDGE GROWTH EQUITY I	3,400.	3,400.
OZ OVERSEAS FUND II LTD	1.	1.
PARK STREET CPTL NRF II AIV II	6.	6.
PARK STREET CAPITAL NRF II AIV	13.	13.
PARK STREET CAPITAL NRF II, LP	94.	94.
TOTALS	<u>115,355.</u>	<u>115,355.</u>

ATTACHMENT 3FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABRAMS CAPITAL PARTNERS II LP	958.	958.
BAIN CAPITAL FUND X, LP	1,719.	1,719.
BAUPOST VALUE PARTNERS III LP	3,984.	3,984.
CENTERBRIDGE CAPITAL PRTNERS	986.	986.
DEERFIELD PRIV DES. FND III	124.	124.
NORTHGATE VENTURE PARTNERS III	2.	2.
PROVIDENCE EQUITY OPERATING	568.	568.
TRIDENT VI PARALLEL FUND	394.	394.
TOTALS	<u>8,735.</u>	<u>8,735.</u>

FORM 990PF, PART I - TAXES

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
STATE TAXES	54,128.	54,128.
FOREIGN TAXES	148.	148.
FEDERAL TAXES	107,500.	
TOTALS	<u>161,776.</u>	<u>54,276.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ATALAYA ASSET INCOME FUND III	814.	814.
AUDAX MEZZANINE FUND II, LP	39.	39.
AUDAX PRIVATE EQUITY FUND II	39.	39.
BAUPOST VALUE PARTNERS, LP III	11,793.	11,670.
GREENHILL CPTL PTNR CAYMAN II	891.	860.
HIGHLAND ENTREPRENEURS' VII	11,450.	11,447.
ICQ INVESTMENTS II - RED VEN.	2,803.	2,741.
KABOUTERINTERNATIONAL OPP II	3,495.	1,701.
LC FUND VI, L.P.	204.	204.
NORTH BRIDGE GROWTH EQUITY I	459.	459.
PARK STREET CPTL NRF II AIV II	118.	118.
PARK STREET CPTL NRF II AIV	171.	171.
PARK STREET CAPITAL NRF II, LP	1,218.	1,217.
PROVIDENCE EQTY OPRTNG PTNR VI	2,656.	2,643.
ABRAMS CAPITAL PARTNERS II LP	14,054.	14,005.
ACETYLON PHARMACEUTICALS - REC	25.	25.
AH PARALLEL FUND IV-Q, LP	4,196.	4,193.
ANDREESSEN HOROWITZ FUND IV-Q	13,422.	13,420.
APOLLO INVESTMENT FUND VI, LP	531.	531.
APOLLO INVESTMENT FUND VI EURO	26.	26.
AUDAX MEZZANINE INVESTMENTS I	4.	4.
BAIN CAPITAL FUND IX, LP	1,364.	1,364.
BAIN CAPITAL FUND X, LP	2,927.	2,927.
BAIN CAPITAL VENTURE FUND 2007	6,986.	6,986.
BEACON CPTL STRTGC PTNRS IV	181.	181.
BEACON CPTL STRTGC PTNRS V	10.	10.
CENTERBRIDGE CPTL PTNRS AIV I	42.	42.
CRESTVIEW PARTNERS (CAYMAN) LP	521.	521.
DEERFIELD PRIVATE DESIGN III	1,081.	1,081.
DEERFIELD RCA HOLDINGS LP	98.	73.
DENHAM COMMODITY PTNER IV	1,464.	1,464.
HARVEST MLP INCOME FUND II	121,638.	121,638.

ATTACHMENT 5 (CONT'D)FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HIGHFIELDS CAPITAL IV LP	99.	61.
NORTHGATE PRIVATE EQTY PRTNRS	1,729.	1,729.
NORTHGATE VENTURE PRTNRS II	4,861.	4,852.
NORTHGATE VENTURE PRTNRS III	13,157.	13,110.
TIGER GLOBAL PIP VIII HOLDING	25.	25.
TIGER GLBL PRVTE INVSTMT VIII	9,276.	9,276.
TRIDENT OMNI AIV-II, L.P.	1,279.	1,279.
TRIDENT VI PARALLEL FUND, L.P.	10,720.	10,720.
VESTAR EXECUTIVES V, LP	2,170.	2,170.
OTHER EXPENSES	111,837.	111,833.
TOTALS	<u>359,873.</u>	<u>357,669.</u>

The Kraft Family Foundation, Inc.
December 31, 2018
Form 990 PF - Part II Investment Detail

04-6050716

Line 13 - Investments - Other

Investment	12/31/2017 Book Value	12/31/2018 Book Value	12/31/2018 Fair Market Value
Abdiel Qualified Offshore Patners Ltd	1,000,000 00	1,000,000 00	2,180,385 90
Abrams Capital Partners II LP	1,119,653 00	1,214,647 00	1,121,378 21
Acetylon Pharmaceuticals-Receiveable	518,833 79	478,923 83	1,039,898 13
AH Parallel Fund IV-Q, LP	189,664 07	227,787 13	463,501 00
Alphabet, Inc - CI C	12,586 65	12,586 65	35,210 74
Andreessen Horowitz Fund IV-Q, L P	385,465 15	425,427 15	741,877 00
Apollo Investment Fund VI LP	398,344 74	300,320 74	117,620 00
ARCM US Feeder Fund II Ltd	636,557 74	29,037 79	182,159 79
Atalaya Asset Income Fund III LP	1,418,798 45	971,809 33	963,512 00
Audax Mezzanine Fund II LP	0 00	0 00	119 00
Audax Mezzanine Investments I LLC	62 51	0 00	0 00
Audax Private Equity Fund II	18,207 49	14,249 55	19,395 00
Bain Capital Fund IX, LP	146,780 00	133,611 00	108,352 00
Bain Capital Fund VIII, LP	83,829 00	89,442 00	27,521 00
Bain Capital Fund X, LP	151,257 00	110,283 00	211,353 00
Bain Capital Venture Fund 2007, LP	131,775 00	95,389 00	384,092 00
Baupost Value Partners III LP	3,048,426 95	3,046,489 00	3,038,280 91
Beacon Capital Strategic Partners IV, LP	182,984 07	0 00	0 00
Beacon Capital Strategic Partners V, LP	376,947 49	0 00	0 00
Brookside Cayman LTD	0 00	0 00	2,211 00
Carbon Black, Inc	0 00	4,162 38	6,964 98
Centerbridge Capital Partners, LP	364,110 69	355,686 69	169,799 00
Crestview Partners (Cayman), LP	98,317 00	78,978 00	61,588 00
Deerfield Private Design Fund III	942,723 00	870,377 00	838,076 00
Deerfield RCA Holdings LP	0 00	13,847 00	11,877 00
Denham Commodity Partners Fund IV LP	178,587 00	100,165 00	9,503 11
DF Dent Premier Growth Fund	761,395 97	761,395 97	1,916,779 25
Dodge and Cox International Stock Fund	3,858,668 96	3,976,842 54	4,156,832 95
Dover Street VI Cayman Fund LP	0 00	0 00	152,126 00
Dover Street VII Cayman Fund LP	0 00	0 00	127,537 00
Falcon Edge Global, L P	1,323,389 36	560,229 95	1,087,851 74
Glory Investments B Ltd	13,301 00	13,301 00	31,291 00
Greenhill Capital Partners (Cayman) II LP	65,533 00	64,038 00	94,400 00
Harvest MLP Income Fund II LLC	584,459 00	541,107 00	509,934 44
Highfields Capital IV LP	67,542 00	7,938 00	5,779 00
Highland Entrepreneurs Fund VII, L P	161,261 49	126,363 89	192,722 00
Hildene TARP Opportunities LP	217,794 62	181,764 54	344,090 23
ICQ Investments II - Red Ventures	190,687 93	165,820 93	1,451,520 00
Kabouter International Opportunities Fund II, LLC	999,302 00	1,020,298 00	1,188,350 13
Kensico Offshore Fund II LTD	1,000,000 00	1,000,000 00	1,645,564 97
LC Fund VI, L P	842,204 53	826,935 23	1,782,583 00
Lexington Capital Partners V LTD	0 00	0 00	7,554 00
Lone Savin LTD	1,000,000 00	1,000,000 00	1,178,896 00
Market Vectors ETF	500,003 06	500,003 06	361,798 95
Newport Feeder Fund LP	0 00	0 00	11,931 00
Northbridge Growth Equity I	392,750 73	260,825 99	220,757 00
Northgate Private Equity Partners, LP	31,261 69	18,700 31	26,244 00
Northgate Venture Partners II, LP	165,621 59	155,951 91	233,866 00
Northgate Venture Partners III, LP	466,546 13	390,260 36	763,100 00
Okta, Inc	5,859 13	10,030 07	66,479 60
Oz Overseas Fund II, LTD	0 00	0 00	4,498 61
Park Street Capital Natural Resources Fund II, LP	150,106 46	113,645 46	30,236 00
Pimco Unconstrained Bond	1,360,219 10	1,360,219 10	1,242,496 63
Prospect Harbor Credit Partners	0 00	0 00	2,290 36
Providence Equity Operating Partners VI LP	308,503 00	288,003 00	317,958 00
PS Institutional Offshore	750,000 00	0 00	0 00
RA Capital Healthcare Fund, L P	1,000,000 00	1,000,000 00	4,249,715 81
Regenacy LLC	38,212 00	38,212 00	138,819 00
Sola I, LP	1,000,000 00	1,000,000 00	1,000,422 44
Solar Box Ltd	0 00	100,000 00	100,000 00
Soroban Fund LTD	1,000,000 00	0 00	0 00
Spindrift (Bermuda) Investors LP (SP Shares)	0 00	0 00	323 26
Tiger Global Long Opportunities LTD	1,200,000 00	1,200,000 00	2,163,577 00
Tiger Global Private Investment Partners VIII LP	621,310 00	470,252 00	901,938 00
Tindent VI Parallel Fund, L P	743,072 67	692,997 30	1,063,945 40
Tudor BVI Global Fund LTD (Legacy Class)	0 00	0 00	9,274 00
Vanguard Emerging Markets Vipers - ETF	2,460,492 00	2,460,492 00	2,286,000 00
Vanguard High Dividend Yield ETF	3,660,167 48	3,660,167 48	6,076,044 92
Vestar Executives V, LP	302,626 05	197,315 84	226,346 00
Total	38,646,202	33,736,330	49,106,548

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN

28,529.

TOTAL

28,529.

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

BASIS ADJUSTMENT

622,393.

TOTAL

622,393.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
ROBERT K. KRAFT C/O KRAFT GROUP ONE PATRIOT PLACE FOXBOROUGH, MA 02035	PRESIDENT TREASURER & DIRECTOR 1.00	0.	0.		0.
JOSHUA M. KRAFT C/O KRAFT GROUP ONE PATRIOT PLACE FOXBOROUGH, MA 02035	CLERK & DIRECTOR 1.00	0.	0.		0.
JONATHAN A. KRAFT C/O KRAFT GROUP ONE PATRIOT PLACE FOXBOROUGH, MA 02035	ASSISTANT CLERK & DIRECTOR 1.00	0.	0.		0.
DANIEL A. KRAFT C/O KRAFT GROUP ONE PATRIOT PLACE FOXBOROUGH, MA 02035	ASSISTANT CLERK & DIRECTOR 1.00	0.	0.		0.
GRAND TOTALS		0.	0.		0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
DANIEL SALERA 174 NEWBURYPORT TURNPIKE, PMB #392 ROWLEY, MA 01969	REVIEW GIFTS/GRANTS	120,000.
TOTAL COMPENSATION		<u>120,000.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ROBERT K. KRAFT
C/O KRAFT GROUP, ONE PATRIOT PLACE
FOXBOROUGH, MA 02035
508-698-4618

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY
SHOULD INCLUDE:

NO STANDARD FORMAT

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

Form 990 PF - Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	City	State	Foundation Status	Purpose	Amount
Rice University	Houston	TX	PC	Education	1,000,000 00
Bingham & Women's Hospital	Boston	MA	PC	Medical research	666,666 66
Williams College	Williamstown	MA	PC	Education	614,322 00
Boston Children's Hospital	Boston	MA	PC	Medical research	400,000 00
The Apollo Theater Foundation	New York	NY	PC	Support the arts	350,000 00
National Gallery of Art	Landover	MD	PC	Support the arts	350,000 00
United States Holocaust Memorial Museum	Washington	DC	PC	To keep the Holocaust memory alive	275,000 00
American Friends of Start-Up National Center	New York	NY	PC	Promote Innovation	250,000 00
Boys and Girls Clubs of Boston	Boston	MA	PC	Provide emergency assistance	210,000 00
The Rivers School	Weston	MA	PC	Fund capital improvements	200,000 00
Friends of the IFL Inc	Little Rock	AR	PC	Promote athletics	105,000 00
Columbia/Barnard Hillel	New York	NY	PC	Education and cultural awareness	100,000 00
Edesia, Inc	North Kingstown	RI	PC	Provide meals to the needy	100,000 00
The Carnegie Hall Corporation	New York	NY	PC	Support the arts	100,000 00
Simon Wiesenthal Center	Los Angeles	CA	PC	Fighting anti-semitism	100,000 00
Museum of Modern Art	New York	NY	PC	Support the arts	100,000 00
Friends of Youth Opportunity Boston, Inc	Roxbury	MA	PC	Youth and Family services	100,000 00
Melanoma Research Alliance	Washington	DC	PC	Cancer research	75,000 00
Family Nurturing Center of MA, Inc	Boston	MA	PC	Youth and Family services	50,000 00
NE Center for Arts & Technology	Boston	MA	PC	Education	50,000 00
International Tennis Hall of Fame & Museum	Newport	RI	PC	Capital Campaign	50,000 00
The Jewish Agency for Israel	New York	NY	PC	Promote Jewish Heritage	50,000 00
Bill Belichick Foundation	Foxborough	MA	PC	Promote athletics	50,000 00
Stephen Siller Tunnel to Towers Foundation	Staten Island	NY	PC	Military & First Responders support	50,000 00
Strong Women, Strong Girls	Jamaica Plain	MA	PC	Youth and Family services	50,000 00
Pathways, Adult Education and Training	Lynn	MA	PC	Education	50,000 00
Hyde Square Task Force, Inc	Jamaica Plain	MA	PC	Youth Services	50,000 00
Committee for Accuracy in Middle East Reporting in America Inc	Boston	MA	PC	Fighting anti-semitism	36,000 00
Brothers for Life	Seattle	WA	PC	Military support	36,000 00
Jewish Theological Seminary	New York	NY	PC	Religious Education	35,000 00
American Academy of Arts & Sciences	Cambridge	MA	PC	Scholarship and civil dialogue,	25,325 00
World of Children Inc	Dublin	CA	PC	Youth Services	25,000 00
Middle East Media Research Institute	Washington	DC	PC	Provide translation services	25,000 00
The Boston Foundation	Boston	MA	PC	Provide seed capital to new nonprofits	25,000 00
Youth Villages	Memphis	TN	PC	Youth and Family services	25,000 00
International Institute of New England	Boston	MA	PC	Provide assistance to refugees & immigrants	25,000 00
Appeal of Conscience Foundation	New York	NY	PC	Fighting anti-semitism	25,000 00
Pine Manor College	Chestnut Hill	MA	PC	Education	25,000 00
Cody Can	Cody	WY	PC	Anti-drug program	25,000 00
The Aleph Institute	Miami	FL	PC	Education	18,000 00
StandWithUs	Los Angeles	CA	PC	Provide assistance to the needy	18,000 00
Stephen Wise Free Synagogue	New York	NY	PC	Religious	18,000 00
Massachusetts General Hospital	Boston	MA	PC	Human services	15,000 00
Society for Disabilities	Modesto	CA	PC	Assist individuals with special needs	15,000 00
Dexter Southfield	Brookline	MA	PC	Education	10,000 00
Mayanot Institute of Jewish Studies	New York	NY	PC	Religious Education	10,000 00
Voice of Evangelism	Cleveland	TN	PC	Religious	10,000 00
SGA Youth and Family Services	Chicago	IL	PC	Youth and Family services	10,000 00
Jewish Family and Children's Services	Waltham	MA	PC	Family services	10,000 00
Lang Lang International Music Foundation	New York	NY	PC	Support the arts	10,000 00
Museum of Fine Arts, Boston	Boston	MA	PC	Support the arts	10,000 00
New England Village, Inc	Pembroke	MA	PC	Assist individuals with special needs	10,000 00
Indian Cancer Society	Mumbai, India		NC	Cancer research	10,000 00
New York City Ballet, Inc	New York	NY	PC	Support the arts	10,000 00
Boston Symphony Orchestra	Boston	MA	PC	Support the arts	10,000 00
Temple Emanuel	Newton	MA	PC	Religious	6,540 00
EqualHealth	Brookline	MA	PC	Medical & Nursing Education	5,000 00
Jewish Federation of Palm Beach County	West Palm Beach	FL	PC	Human services	5,000 00
UMass Hillel	Amherst	MA	PC	Religious	2,500 00
Central Mass Chabad	Worcester	MA	PC	Religious	1,800 00
The Jewish Museum	New York	NY	PC	Support the arts	1,800 00
Sunnø Association	Oceanside	NY	PC	Provide support for children with cancer	1,800 00
Chabad at Chestnut Hill	Chestnut Hill	MA	PC	Scholarships for summer youth camps	1,800 00
Partners in Torah Cleveland	University Heights	OH	PC	Religious	1,800 00
Palm Beach United Way	Palm Beach	FL	PC	Provide financial assistance to the needy	1,500 00

Form 990 PF - Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	City	State	Foundation Status	Purpose	Amount
Friends of Yemin Orde, Inc	Bethesda	MD	PC	Provide support for at-risk immigrant youth	1,000 00
Palm Beach Country Club Foundation	Palm Beach	FL	PC	Provide financial assistance to the needy	1,000 00
Congregation Kehilath Israel	Brookline	MA	PC	Religious	555 00
Total Contributions					<u>6,104,409</u>

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

	ST Gain(Loss)	LT Gain(Loss)	1231 Gain(Loss)	1256 Gain(Loss)
Abrams Capital Partners II LP	55,578	30,055	1,337	22
AH Parallel Fund IV-Q, LP	(1)	14,323	-	-
Andreessen Horowitz Fund IV-Q, L.P.	(2,521)	(3,578)	-	-
Apollo Investment Fund VI LP	-	(25,092)	-	-
Apollo Investment Fund VI LP (AIF VI NCL (AIV III))	-	63,563	-	-
Apollo Investment Fund VI, LP (Euro Holding LP)	-	(10,648)	-	-
Atalaya Asset Income Fund III LP	(20,864)	-	-	-
Audax Mezzanine Fund II LP	-	596	-	-
Audax Mezzanine Fund LP	-	(62)	-	-
Audax Private Equity Fund II	-	(1,328)	-	-
Bain Capital Fund IX, LP	-	2,428	-	-
Bain Capital Fund VIII, LP	-	5,593	-	-
Bain Capital Fund X, LP	-	140,121	-	-
Bain Capital Fund X, LP IMC	-	-	-	-
Bain Capital Venture Fund 2007, LP	-	205,086	-	-
Baupost Value Partners III LP	87,270	244,197	5,183	51,544
Beacon Capital Strategic Partners IV, LP	-	(179,461)	-	-
Beacon Capital Strategic Partners V, LP	-	(369,716)	-	-
Centerbridge Capital Partners, LP	-	42,807	-	-
Centerbridge Capital Partners AIV I LP	-	-	-	-
Centerbridge Capital Partners, LP Debt Acquisition	-	(332)	-	-
Centerbridge Capital Partners, LP (AIV V)	-	-	-	-
Centerbridge Capital Partners, LP (AIV VI-A)	-	-	-	-
Crestview Partners (Cayman), LP	-	(18,820)	-	-
Deerfield Private Design Fund II, L.P.	(6,809)	101,703	-	-
Deerfield RCA Holdings LP	-	22,320	-	-
Denham Commodity Partners Fund IV LP (f/k/a	-	(448)	-	-
Sowood Commodity Partners Fund IV, LP)	-	-	-	-
Greenhill Capital Partners (Cayman) II LP	-	-	-	-
Harvest MLP Income Fund III LLC	1,988	(3,727)	-	-
Highfields Capital IV LP	-	(46,989)	-	-
Highland Entrepreneurs Fund VII, LP	543	36,878	-	-
Hildene TARP Opportunities Fund LLC	-	5,181	-	-
ICQ Investments II - Red Ventures	-	-	964	-
Kabouter International Opportunities Fund II, LLC	(1,379)	14,552	-	-
LC Fund VI, L.P.	-	54,314	-	-
Newport Feeder Fund LP	-	-	(133)	-
Northbridge Growth Equity I	-	54,412	-	-
Northbridge Growth Equity I (AIV I LP)	-	-	-	-
Northbridge Growth Equity I (AIV I (LF) LP)	-	2,590	-	-
Northbridge Growth Equity I AIV I CS	-	-	-	-
Northgate Private Equity Partners, LP	-	(1,043)	34	-
Northgate Venture Partners II, LP	184	30,777	-	357
Northgate Venture Partners III, LP	1,140	92,801	-	-
Park Street Capital Natural Resources Fund II, LP	-	(2,237)	(820)	-
Park Street Capital Natural Resources Fund II, LP	-	-	-	-
(AIV II)	-	-	-	-
Park Street Capital Natural Resources Fund II, LP	-	(1,491)	-	-
(AIV)	-	-	-	-
Providence Equity Operating Partners VI LP	17	35,006	2	-
Tiger Global Private Investment Partners VIII LP	19	182,893	-	-
Trident VI Parallel Fund, L.P.	(115)	72,289	-	-
Vestar Executives V, LP	-	(97,291)	-	-

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

	ST Gain(Loss)	LT Gain(Loss)	1231 Gain(Loss)	1256 Gain(Loss)
15,000 shares of CBS Corp		614,975		
DF Dent Premier Growth Fund - Long Term		174,867		
Acetylon Pharmaceuticals-Receiveable		18,250		
Apollo Investment Fund VI LP (AIF VI NCL (AIV III))		7,106		
Audax Mezzanine Investments I LP		2		
Audax Mezzanine Fund II LP		4,695		
Bain Capital Fund X, LP IMC		1		
Beacon Capital Strategic Partners IV, LP		(1)		
Beacon Capital Strategic Partners V, LP		2		
Brookside Cayman LTD		1,077		
Centerbridge Capital Partners, LP (Cayman)		2		
Centerbridge Capital Partners, LP (AIV II)		4,509		
Centerbridge Capital Partners, LP (Debt Acquisition)		5,037		
Dover Street VI Cayman Fund LP		78,872		
Dover Street VII Cayman Fund LP		66,235		
Lexington Capital V		35,699		
Northbridge Growth Equity I (AIV I (LF) LP)		437		
Oz Overseas Fund II, LTD		2,073		
PS Institutional Offshore		248,620		
Soroban Fund LTD		808,355		
Spindrift (Bermuda) Investors LP		15,107		
Grand Total(s):	115,050	2,778,142	6,567	51,923
TOTAL				2,951,682