

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	433444.	1267792.	1267792.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)	20818826.	23154258.	26551405.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	21252270.	24422050.	27819197.	
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"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	4734431.	4734431.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	8982304.	8982304.	
	29 Retained earnings, accumulated income, endowment, or other funds	7535535.	10705315.	
	30 Total net assets or fund balances	21252270.	24422050.	
	31 Total liabilities and net assets/fund balances	21252270.	24422050.	

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	21252270.
2 Enter amount from Part I, line 27a	2	4308439.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	25560709.
5 Decreases not included in line 2 (itemize) ▶	5	1138659.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24422050.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a MERRILL LYNCH 840-17959	P	09/13/17	03/17/18
b MERRILL LYNCH 840-17959	P	12/27/16	01/16/18
c MERRILL LYNCH 840-17959	P	03/16/06	02/06/18
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 3221715.		3228377.	-6662.
b 3588664.		3195432.	393232.
c 137185.		46060.	91125.
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			-6662.
b			393232.
c			91125.
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	477695.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	980000.	22701532.	.043169
2016	812000.	15591816.	.052079
2015	375000.	5484000.	.068381
2014	210500.	4854502.	.043362
2013	283580.	4459955.	.063584

2 Total of line 1, column (d)	2	.270575
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	.054115
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	25222475.
5 Multiply line 4 by line 3	5	1364914.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6365.
7 Add lines 5 and 6	7	1371279.
8 Enter qualifying distributions from Part XII, line 4	8	1150000.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	13461.
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	13461.
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	13461.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	25190.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	20000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	45190.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	31729.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> 31729. 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> CT		
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?		X
Website address ► <u>N/A</u>		
14 The books are in care of ► <u>ROBERT A BEER</u> Telephone no. ► <u>203-426-3093</u>		
Located at ► <u>30 MALTBIE ROAD, NEWTOWN, CT</u> ZIP+4 ► <u>06470</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	15	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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	N/A	
Organizations relying on a current notice regarding disaster assistance, check here	► <input type="checkbox"/>	
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?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	►	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		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(o))?

☐ 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?

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

N/A

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.

(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
KATHARINE BUTLER 251 WEST 89th ST. APT 8A NEW YORK, NY 10024	TRUSTEE 0.00	0.	0.	0.
KAREN SCHEID 3519 SOUTH 3500 WEST DRIGGS, ID 83422-4851	TRUSTEE 0.00	0.	0.	0.
ROBERT A BEER 30 MALTBIE ROAD NEWTOWN, CT 06470	TRUSTEE 0.00	0.	0.	0.

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

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

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

0

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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	24187546.
b	Average of monthly cash balances	1b	1419028.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	25606574.
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	25606574.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	384099.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25222475.
6	Minimum investment return. Enter 5% of line 5	6	1261124.

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	1261124.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	13461.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13461.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1247663.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1247663.
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	1247663.

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	1150000.
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	1150000.
5	Foundations that qualify under section 4940(c) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1150000.

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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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				1247663.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015	85002.			
d From 2016	77370.			
e From 2017				
f Total of lines 3a through e	162372.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 1150000.				
a Applied to 2017, 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 2018 distributable amount				1150000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	97663.			97663.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	64709.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	64709.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016	64709.			
d Excess from 2017				
e Excess from 2018				

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 SCHEDULE ANNEXED	NONE			1150000.
Total			3a	1150000.
b Approved for future payment				
None				
Total			3b	0.

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

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

OMB No 1545-0047

2018

Name of the organization

Employer identification number

DONALD C BRACE FOUNDATION**13-3442680**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (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 DONALD C BRACE FOUNDATION	Employer identification number 13-3442680
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF DONNA BRACE OGILVIE 30 MALTBIE ROAD NEWTOWN, CT 06470	\$ 4771972.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

DONALD C BRACE FOUNDATION**13-3442680****Part III**

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<u>1</u>			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	DONALD C BRACE FOUNDATION		
	30 MALTBIE RD		
	NEWTOWN, CT 06470		
	(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

The Donald C. Brace Foundation
Identification No: 13-3442680

2018 Form 990-PF

Schedule B, Schedule of Contributions

Securities	Quantity	Date of Transfer	Cost Basis	Value of Securities
Abbott Labs	1,870	12/12/18	\$ 76,845.31	\$ 135,631.10
Altria Group	2,158	12/12/18	\$ 118,317.75	\$ 115,086.14
Astrazeneca Plc.	3,000	12/12/18	\$ 102,038.12	\$ 116,730.00
Alphabet Inc.	170	12/12/18	\$ 142,427.70	\$ 180,825.60
Apple Inc.	561	12/12/18	\$ 61,570.23	\$ 94,865.10
Applied Mat. Inc.	3,000	12/12/18	\$ 154,107.00	\$ 102,600.00
Berkshire Hathaway	1,002	12/12/18	\$ 130,314.86	\$ 202,884.96
CVS Health Corp.	850	12/12/18	\$ 67,645.55	\$ 63,325.00
Caterpillar Inc.	1,269	12/12/18	\$ 84,015.73	\$ 159,094.53
Cisco Systems Inc.	2,550	12/12/18	\$ 81,217.50	\$ 120,921.00
Coca Cola Co.	2,360	12/12/18	\$ 95,125.70	\$ 116,159.20
Cypress Semi.	3,400	12/12/18	\$ 52,079.50	\$ 44,744.00
Danaher Corp.	825	12/12/18	\$ 66,680.30	\$ 84,174.75
Disney (Walt) Co.	1,805	12/12/18	\$ 184,875.37	\$ 202,539.05
Exxon Mobil Co.	2,678	12/12/18	\$ 202,101.96	\$ 203,581.56
Eaton Corp.	1,691	12/12/18	\$ 74,010.85	\$ 120,247.01
Gilead Sci.	1,193	12/12/18	\$ 114,265.67	\$ 81,291.02
Honeywell Intl.	1,169	12/12/18	\$ 107,630.40	\$ 161,661.01

Intel Corp.	2,051	12/12/18	\$	62,550.37	\$	98,099.33
JP Morgan Chase	5,100	12/12/18	\$	311,877.75	\$	515,202.00
Johnson & Johnson	2,040	12/12/18	\$	191,099.55	\$	300,084.00
KLA Tencor Corp.	954	12/12/18	\$	48,153.15	\$	89,237.16
Kraft Heinz Co.	477	12/12/18	\$	32,886.16	\$	23,020.02
Lowe's Co.	850	12/12/18	\$	67,506.15	\$	78,293.50
Merck & Co.	2,078	12/12/18	\$	104,164.95	\$	162,104.78
Mondelez Intl.	1,252	12/12/18	\$	53,551.17	\$	55,175.64
McDonald's Corp.	1,095	12/12/18	\$	109,166.03	\$	200,910.60
Microsoft Corp.	702	12/12/18	\$	34,482.54	\$	76,574.16
Nucor Corp.	1,237	12/12/18	\$	57,850.18	\$	69,643.10
Paccar Inc.	854	12/12/18	\$	44,555.32	\$	49,882.14
Pfizer Inc.	5,000	12/12/18	\$	164,368.74	\$	220,800.00
Procter & Gamble Co	1,900	12/12/18	\$	137,579.00	\$	178,657.00
Qualcomm Inc.	1,505	12/12/18	\$	74,860.78	\$	86,868.60
Starbucks Co.	1,505	12/12/18	\$	87,245.07	\$	99,525.65
United Parcel Svc.	395	12/12/18	\$	39,310.40	\$	39,977.95
Union Pacific Co.	825	12/12/18	\$	75,528.75	\$	121,555.50
Total 2018			\$	3,612,005.56	\$	4,771,972.16

Donald C. Brace Foundation
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Page 2, Part 11, Balance Sheets
Lines 10b and 10c Investments

Merrill Lynch Account No. 840-17959

Government Securities

1,000,000	U.S. Treasury Bill <i>ZERO%, January 3, 2019</i>	\$	989,849.05	\$	999,940.00
1,000,000	U.S. Treasury Bill <i>ZERO%, February 14, 2019</i>	\$	989,813.00	\$	997,140.00
1,000,000	U.S. Treasury Bill <i>ZERO%, March 14, 2019</i>	\$	991,690.25	\$	995,300.00
1,000,000	U.S. Treasury Bill <i>ZERO%, April 18, 2019</i>	\$	989,062.11	\$	992,950.00
	Total Treasuries	\$	3,960,414.41	\$	3,985,330.00

Equities

8,684 shs.	Abbott Labs	\$	361,084.23	\$	628,113.72
1,190 shs.	Alphabet Inc.	\$	1,032,254.97	\$	1,232,375.90
8,013 shs.	Altira Group Inc.	\$	439,322.76	\$	395,762.07
1,020 shs.	Amgen Inc.	\$	160,069.08	\$	198,563.40
1,593 shs.	Anheuser Busch Inbev ADR	\$	174,007.37	\$	104,835.33
1,819 shs.	Apple Inc.	\$	197,588.46	\$	286,929.06
15,000 shs.	Applied Material Inc.	\$	764,422.72	\$	491,100.00
14,000 shs.	Astrazeneca Plc. ADR	\$	437,415.02	\$	531,720.00
4,661 shs.	Berkshire Hathaway Inc.	\$	669,286.98	\$	951,682.98
5,950 shs.	Cardinal Health	\$	408,364.60	\$	265,370.00
4,869 shs.	Caterpillar Inc.	\$	343,601.42	\$	618,703.83

20,643	shs.	Cisco Sys.	\$	670,865.81	\$	894,461.19
7,379	shs.	Coca Cola Com.	\$	297,429.04	\$	349,395.65
8,000	shs.	CSX Corp.	\$	358,369.59	\$	497,040.00
5,850	shs.	CVS Health Corp.	\$	455,566.25	\$	383,292.00
28,900	shs.	Cypress Semiconductor PV1CTS	\$	442,920.29	\$	367,608.00
2,921	shs.	Danaher Corp.	\$	229,938.47	\$	301,213.52
6,181	shs.	Disney Walt Co.	\$	633,082.90	\$	677,746.65
5,000	shs.	Dow DuPont Inc.	\$	355,955.82	\$	267,400.00
4,878	shs.	Eaton Corp. PLC	\$	225,302.63	\$	334,923.48
9,016	shs.	Exxon Mobile Corp.	\$	680,414.98	\$	614,801.04
952	shs.	Fortive Corp.	\$	44,832.53	\$	64,412.32
13,372	shs.	General Electric	\$	346,802.82	\$	101,226.04
3,615	shs.	Honeywell Intl. Inc.	\$	332,834.81	\$	477,613.80
8,910	shs.	Intel Corp.	\$	267,832.08	\$	418,146.30
8,001	shs.	Johnson and Johnson Com.	\$	749,503.67	\$	1,032,529.05
14,375	shs.	JPMorgan Chase & Co.	\$	879,067.18	\$	1,403,287.50
3,954	shs.	KLA Tencor Corp.	\$	243,945.58	\$	353,843.46
1,572	shs.	Kraft (The) Heinz Co.	\$	108,379.54	\$	67,658.88
2,579	shs.	Lockheed Martin Corp.	\$	829,335.08	\$	675,285.36
5,950	shs.	Lowe's Co.	\$	470,906.96	\$	549,542.00
1,499	shs.	Lyondellbasell Ind.	\$	118,237.41	\$	124,656.84
4,239	shs.	McDonalds Corp.	\$	422,607.11	\$	752,719.23
7,255	shs.	Merck and Co. Inc.	\$	363,675.01	\$	554,354.55

4,803	shs.	Microsoft Corp.	\$	201,271.36	\$	487,840.71
4,538	shs.	Mondelez Intl. Inc.	\$	194,101.61	\$	181,656.14
5,500	shs.	Nike Inc.	\$	312,226.80	\$	407,770.00
5,487	shs.	Nucor Corp.	\$	230,256.88	\$	284,281.47
3,482	shs.	Occidental Pete Corp. CAL	\$	238,811.68	\$	213,725.16
4,354	shs.	Paccar Inc.	\$	238,444.76	\$	248,787.56
19,017	shs.	Pfizer Inc.	\$	625,160.09	\$	830,092.05
4,482	shs.	Philip Morris Intl. Inc.	\$	358,823.32	\$	299,218.32
6,850	shs.	Procter & Gamble Co.	\$	496,008.50	\$	629,652.00
11,051	shs.	Qualcomm Inc.	\$	574,234.75	\$	628,912.41
3,613	shs.	Royal Dutch Shell Plc.	\$	192,839.11	\$	216,563.22
1,488	shs.	RPM International Inc.	\$	64,117.92	\$	87,464.64
1,428	shs.	Schlumberger Ltd.	\$	100,245.60	\$	51,522.24
6,690	shs.	Starbucks Corp.	\$	385,342.58	\$	430,836.00
2,936	shs.	Union Pacific Corp.	\$	268,790.80	\$	405,843.28
1,985	shs.	United Parcel SVC Cl.	\$	197,944.42	\$	193,597.05
Total Equities			\$	19,193,843.35	\$	22,566,075.40
Total Treasuries			\$	<u>3,960,414.41</u>	\$	<u>3,985,330.00</u>
GRAND TOTAL			\$	23,154,257.76	\$	26,551,405.40

Donald C. Brace Foundation
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Page 11, Part XV, Line (3), Charitable Contributions Paid

	(a)
2/12 The Paradise Center	\$ 5,000.00
3/5 Kartemquin Educational Films / General Food Project	\$ 50,000.00
3/5 Assets School / Karen Scheid Scholarship Award to Jason Hara	\$ 5,000.00
3/5 Assets School / Karen Scheid Scholarship to Kelsey Ikeda	\$ 5,000.00
4/5 All Faiths Food Bank	\$ 25,000.00
4/12 Teton Regional Land Trust / Farm Land Forever Project	\$ 100,000.00
4/12 Friends of the Teton River / Teton Creek Restoration Project	\$ 100,000.00
4/12 Community Foundation of Teton Valley / Tin Cup Challenge Fund	\$ 50,000.00
5/21 Hawthorne Valley Association / First of four installments	\$ 25,000.00
6/1 National Young Farmers Coalition	\$ 25,000.00
7/12 Torch Relay CMNH	\$ 10,000.00
8/20 Girls Inc. of Sarasota	\$ 50,000.00
8/31 The Literacy Council of Lancaster / Lebanon in Memory of John Brace Latham	\$ 50,000.00
11/2 National Young Farmers Coalition	\$ 35,000.00
11/2 Slow Money Institute	\$ 10,000.00
11/5 Assets School for Brace Library	\$ 200,000.00
11/5 Low Country Autism Foundation / Art Therapy Program Bluffton	\$ 15,000.00
11/5 Community Foundation of the Low Country / River Ridge Academy Fund	\$ 10,000.00
11/5 Feed My Starving Children	\$ 5,000.00

11/5 House of Refuge	\$ 10,000.00
11/5 Wild Life for Tomorrow	\$ 10,000.00
11/19 Sustainable Iowa Land Trust	\$ 50,000.00
11/19 Sonoma Land Trust	\$ 25,000.00
11/19 Marin Agricultural Land Trust / Second of Five Installments	\$ 30,000.00
12/17 Multiplier / Second of Three Installments	\$ 30,000.00
12/17 Planned Parenthood Foundation	\$ 50,000.00
12/17 The Sierra Club Foundation	\$ 40,000.00
12/17 Friends of the Earth	\$ 40,000.00
12/17 The Stanton Anthony Statue Fund	\$ 10,000.00
12/17 Amore Opera	\$ 10,000.00
12/17 Connecticut Lawyers for Immigration Justice Campaign	\$ 10,000.00
12/17 350 / ORG	\$ 40,000.00
12/17 Riverkeeper Inc.	\$ 20,000.00
Total	\$ 1,150,000.00

Note: Besides the gifts for specific purposes set forth in the above Schedule, the Brace Foundation makes gifts for the general purposes of the entities which are public charities. The funds can be used in the discretion of the institutions where the need is the greatest.