

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

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

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

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

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

Name of foundation

THE RANDALL & BARBARA SMITH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

C/O SMITH MGMT LLC, 1 ENGLE ST

City or town, state or province, country, and ZIP or foreign postal code

ENGLEWOOD, NJ 07631

G Check all that apply.

☐ Initial return☐ Final return☒ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation 03

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) ▶ \$ 19,813,053.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

13-3748695

B Telephone number (see instructions)

(646) 779-4400

C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐**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)

1 Contributions, gifts, grants, etc., received (attach schedule)

511,177.

2 Check ☒ if the foundation is not required to attach Sch. B.

626.

626.

3 Interest on savings and temporary cash investments.

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

326,301.

b Gross sales price for all assets on line 6a 6,431,518.

7 Capital gain net income (from Part IV, line 2)

326,301.

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)

12 Total. Add lines 1 through 11

838,104.

326,327.

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)

17 Interest

22,000.

18 Taxes (attach schedule) (see instructions) [1]

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) ATTCH 2.

8,200.

564.

7,636.

24 Total operating and administrative expenses.

Add lines 13 through 23.

30,200.

564.

7,636.

25 Contributions, gifts, grants paid

1,660,750.

1,660,750.

26 Total expenses and disbursements Add lines 24 and 25

1,690,950.

564.

1,668,386.

27 Subtract line 26 from line 12

a Excess revenue over expenses and disbursements

-852,846.

b Net investment income (if negative, enter -0-)

326,363.

c Adjusted net income (if negative, enter -0-)

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	1,988,237.	1,307,986.	1,307,986.
	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 (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 3	13,145,437.	12,975,842.	10,727,191.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ ATCH 4)	2,830,741.	2,830,741.	7,777,876.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	17,964,415.	17,114,569.	19,813,053.	
Liabilities	17	Accounts payable and accrued expenses		3,000.	
	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.	3,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ 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	17,964,415.	17,111,569.	
	30	Total net assets or fund balances (see instructions)	17,964,415.	17,111,569.	
	31	Total liabilities and net assets/fund balances (see instructions)	17,964,415.	17,114,569.	

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	17,964,415.
2	Enter amount from Part I, line 27a	2	-852,846.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	17,111,569.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,111,569.

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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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a						
b						
c						
d						
e						
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	326,301.		
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8		3	0.		

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	2,059,055.	15,895,561.	0.129536
2016	1,651,851.	17,454,882.	0.094635
2015	2,647,186.	19,189,417.	0.137950
2014	361,947.	1,185,195.	0.305390
2013	191,822.	271,108.	0.707548
2	Total of line 1, column (d)		2 1.375059
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 0.275012
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5		4 14,535,995.
5	Multiply line 4 by line 3.		5 3,997,573.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 3,264.
7	Add lines 5 and 6.		7 4,000,837.
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 1,668,386.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	6,527.
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	6,527.
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	6,527.
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	1,574.	
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	1,574.	
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	181.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,488.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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 ☐ NY, ☐ _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ► N/A	X	
14 The books are in care of ► SMITH MANAGEMENT LLC Telephone no ► 646-779-4400 Located at ► 1 ENGLE ST - SUITE 201 ENGLEWOOD, NJ ZIP+4 ► 07631		
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		
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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	N/A
Organizations relying on a current notice regarding disaster assistance, check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	X

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ 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.		
	Organizations relying on a current notice regarding disaster assistance, check here ☒	5b	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)		N/A
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	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. 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 6		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
NONE		0.

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 EXHIBITION AND PRESERVATION OF ARTWORK	
	7,636.
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

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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
b	Average of monthly cash balances	1b 1,223,271.
c	Fair market value of all other assets (see instructions).	1c 13,534,084.
d	Total (add lines 1a, b, and c)	1d 14,757,355.
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 14,757,355.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 221,360.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 14,535,995.
6	Minimum investment return. Enter 5% of line 5	6 726,800.

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26.	1a 1,668,386.
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 1,668,386.
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 1,668,386.

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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NOT APPLICABLE 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 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ _____				
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.				
e Remaining amount distributed out of corpus. . .				
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				
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) . . .				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2014 . . .				
b Excess from 2015 . . .				
c Excess from 2016 . . .				
d Excess from 2017 . . .				
e Excess from 2018 . . .				

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

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a	1		73,073.		73,073.
c Qualifying distributions from Part XII, line 4 for each year listed			62,112.		62,112.
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,668,386.	2,059,055.	1,651,851.	2,647,186.	8,026,478.
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.	19,813,053.	23,084,683.	25,827,513.	25,784,382.	94,509,631.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	7,775,000.	7,775,000.	8,105,000.	6,779,500.	30,434,500.
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	326,927.	1,079,702.	1,138,867.	14,652,088.	17,197,584.

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

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

NONE

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

NONE

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

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

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

ATCH 7

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 8				
Total			3a	1,660,750.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments .			14	626 .	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	326,301 .	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				326,927 .	
13 Total. Add line 12, columns (b), (d), and (e)					326,927 .

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

[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
199,151.		REDEMPTION OF AGOF CAYMAN LP 4/17 PROPERTY TYPE: OTHER 185,599.				P	04/01/2017 13,552.	11/30/2018
800,849.		REDEMPTION OF AGOF CAYMAN LP 7/17 PROPERTY TYPE: OTHER 832,285.				P	07/01/2017 -31,436.	11/30/2018
67,675.		REDEMPTION OF AGCRE CAYMAN LP 11/14 PROPERTY TYPE: OTHER 69,729.				P	11/01/2014 -2,054.	03/31/2018
160,336.		REDEMPTION OF AGCRE CAYMAN LP 02/15 PROPERTY TYPE: OTHER 174,322.				P	02/01/2015 -13,986.	03/31/2018
82,596.		REDEMPTION OF AGCRE CAYMAN LP 11/14 PROPERTY TYPE: OTHER 103,346.				P	11/01/2014 -20,750.	06/30/2018
195,687.		REDEMPTION OF AGCRE CAYMAN LP 02/15 PROPERTY TYPE: OTHER 258,367.				P	02/01/2015 -62,680.	06/30/2018
10,509.		REDEMPTION OF AGCRE CAYMAN LP 11/14 PROPERTY TYPE: OTHER 11,819.				P	11/01/2014 -1,310.	08/31/2018
24,898.		REDEMPTION OF AGCRE CAYMAN LP 02/15 PROPERTY TYPE: OTHER 29,548.				P	02/01/2015 -4,650.	08/31/2018
4,889,817.		REDEMPTION OF AGVRF CAYMAN LTD PROPERTY TYPE: OTHER 4,440,202.				P	02/28/2015 449,615.	07/01/2018
TOTAL GAIN(LOSS)							<u>326,301.</u>	

ATTACHMENT 1FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAXES	22,000.
TOTALS	<u>22,000.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEES	378.	189.	189.
STATE FILING FEES	750.	375.	375.
INSURANCE EXPENSE	7,072.		7,072.
TOTALS	<u>8,200.</u>	<u>564.</u>	<u>7,636.</u>

ATTACHMENT 3FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INV. IN ALDEN OPPS. (CAYMAN)	5,761,254.	10,174,888.	9,051,851.
INV. IN ALDEN GLOBAL VALUE RECOVERY FUND (CAYMAN), LTD.	6,704,049.	2,767,952.	1,639,850.
INV. IN ALDEN CRE (CAYMAN), LP	647,132.	NONE.	NONE.
INV. IN ALDEN DEM SPV, LTD.	33,002.	33,002.	35,490.
TOTALS	<u>13,145,437.</u>	<u>12,975,842.</u>	<u>10,727,191.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 4

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ART COLLECTION	2,827,865.	2,827,865.	7,775,000.
REDEMPTION PROCEEDS RECEIVABLE	2,876.	2,876.	2,876.
TOTALS	<u>2,830,741.</u>	<u>2,830,741.</u>	<u>7,777,876.</u>

ATTACHMENT 5FORM 990PF - COMPUTATION OF PENALTIES AND INTEREST

END OF FISCAL/CALENDAR YEAR	12/31/2018
DATE RETURN IS DUE IF ON EXTENSION	11/15/2019
DATE RETURN WILL BE RECEIVED BY THE IRS	11/15/2019
NUMBER OF DAYS RETURN IS LATE	184
NUMBER OF MONTHS RETURN IS LATE	7
LATE FILING PENALTY	
LATE PAYMENT PENALTY	149.
INTEREST	205.
TOTAL PENALTIES AND INTEREST	354.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BARBARA S. SMITH C/O SMITH MGMT LLC, 1 ENGLE ST STE 201 ENGLEWOOD, NJ 07631	PRESIDENT, <i>AS NECESSARY</i>	0.	0.	0.
RANDALL D. SMITH C/O SMITH MGMT LLC, 1 ENGLE ST STE 201 ENGLEWOOD, NJ 07631	VICE PRESIDENT, <i>AS NECESSARY</i>	0.	0.	0.
THOMAS DEL BOSCO C/O SMITH MGMT LLC, 1 ENGLE ST STE 201 ENGLEWOOD, NJ 07631	TREASURER, <i>AS NECESSARY</i>	0.	0.	0.
CHRISTOPHER MINNETIAN C/O SMITH MGMT LLC, 1 ENGLE ST STE 201 ENGLEWOOD, NJ 07631	SECRETARY, <i>AS NECESSARY</i>	0.	0.	0.
KALMAN VIDOMLANSKI C/O SMITH MGMT LLC, 1 ENGLE ST STE 201 ENGLEWOOD, NJ 07631	VICE PRESIDENT, <i>AS NECESSARY</i>	0.	0.	0.
GRAND TOTALS		0.	0.	0.

ATTACHMENT 7

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

CHRISTOPHER MINNETIAN
C/O SMITH MGMT LLC, 1 ENGLE ST - *SUITE 201*
ENGLEWOOD, NJ 07631
646-779-4400

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

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
THE SOCIETY OF THE FOUR ARTS 100 FOUR ARTS PLAZA PALM BEACH, FL 33480	NONE PC		UNRESTRICTED GRANT	25,000
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE PC		UNRESTRICTED GRANT	1,000
ASPCA 520 EIGHTH AVENUE - 7TH FLOOR NEW YORK, NY 10018	NONE PC		UNRESTRICTED GRANT	1,000
NEW YORK STEM CELL FOUNDATION 619 WEST 54TH STREET NEW YORK, NY 10019	NONE PC		UNRESTRICTED GRANT	125,000
SOUTHAMPTON FRESH AIR HOME 36 BARKERS ISLAND RD SOUTHAMPTON, NY 11968	NONE PC		UNRESTRICTED GRANT	225,000
HARLEM ACADEMY 1330 FIFTH AVENUE NEW YORK, NY 10026	NONE PC		UNRESTRICTED GRANT	10,000

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

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
DUKE UNIVERSITY FACULTY FUND PO BOX 90581 DURHAM, NC 27708	NONE	PC	UNRESTRICTED GRANT	275,000
SOUTHAMPTON HOSPITAL FOUNDATION 240 MEETING HOUSE LANE SOUTHAMPTON, NY 11968	NONE	PC	UNRESTRICTED GRANT	26,000
ACE - ASSOCIATION OF COMMUNITY EMPLOYMENT PROGRAM 114 GREENE ST, FL 5 NEW YORK, NY 10012	NONE	PC	UNRESTRICTED GRANT	2,500
HOPE FOR DEPRESSION RESEARCH FOUNDATION 40 W 57TH STREET STE 1440 NEW YORK, NY 10019	NONE	PC	UNRESTRICTED GRANT	12,500
USC THORNTON SCHOOL OF MUSIC UNIVERSITY OF SOUTHERN CALIFORNIA 840 WEST 34TH STREET, MUS 403 LOS ANGELES, CA 90089-0851	NONE	PC	UNRESTRICTED GRANT	250,000
UNIVERSITY OF MIAMI - STUDENT INVESTMENT FUND P.O BOX 248027 CORAL GABLES, FL 33124-6520	NONE	NC	UNRESTRICTED GRANT	250,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SOUTHAMPTON ASSOCIATION PO BOX 641 SOUTHAMPTON, NY 11969	NONE PC		UNRESTRICTED GRANT	1,500
AID L'SHALOM 2330 EASTCHESTER ROAD - 3RD FLOOR BRONX, NY 10469	NONE PC		UNRESTRICTED GRANT	25,000.
OPPORTUNITY INC. OF PALM BEACH COUNTY 1713 QUAIL DRIVE WEST PALM BEACH, FL 33409	NONE PC		UNRESTRICTED GRANT	125,000
BATH & TENNIS CLUB HISTORIC BUILDING FOUNDATION 1170 SOUTH OCEAN BLVD PALM BEACH, FL 33480	NONE PC		UNRESTRICTED GRANT	5,000
AMERICAN FOUNDATION FOR CHINESE MEDICINE PO BOX 9169 LONG ISLAND CITY, NY 11103	NONE PC		UNRESTRICTED GRANT	50,000
THE FUND FOR PARK AVENUE 445 PARK AVENUE - 9TH FLOOR NEW YORK, NY 10022	NONE PC		UNRESTRICTED GRANT	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHAMPTON ROSE SOCIETY PO BOX 1022 SOUTHAMPTON, NY 11969	NONE PC	UNRESTRICTED GRANT	500
CHABAD OF SOUTHAMPTON JEWISH CENTER 214 HILL STREET SOUTHAMPTON, NY 11968	NONE PC	UNRESTRICTED GRANT	250
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	NONE PC	UNRESTRICTED GRANT	250,000.
TOTAL CONTRIBUTIONS PAID			<u>1,660,750</u>