

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

08/15, 2018, and ending

12/31, 2018

Name of foundation

CHERNOFF MEMORIAL CHARITABLE FDN

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

P.O. BOX 1501, NJ2-130-03-31

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

PENNINGTON, NJ 08534-1501

G Check all that apply.

☒

Initial return

Initial return of a former public charity

☐ Final return☐ Amended return☐ Address change☐ 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

I Fair market value of all assets at

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

16) ▶ \$ 13,758,663.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

30-6633439

B Telephone number (see instructions)

609-274-6834

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)	14,260,067.			
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	22,997.	21,119.		STMT. 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-481,450			
b	Gross sales price for all assets on line 6a 5,825,231				
7	Capital gain net income (from Part IV, line 2)				
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	13,801,614.	21,119.		
13	Compensation of officers, directors, trustees, etc.	8,175.	3,270.		4,905.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT. 2	41.	41.		
24	Total operating and administrative expenses Add lines 13 through 23.	8,216.	3,311.	NONE	4,905.
25	Contributions, gifts, grants paid				
26	Total expenses and disbursements Add lines 24 and 25	8,216.	3,311.	NONE	4,905.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	13,793,398.			
b	Net investment income (if negative, enter -0-)		17,808.		
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			18,755.	18,755.
	2	Savings and temporary cash investments			1,041,726.	1,041,726.
	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 ▶	NONE			
	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) . STMT 3.			8,871,008.	8,431,933.
	c	Investments - corporate bonds (attach schedule) . STMT 17.			3,844,651.	3,857,878.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 19.			419,186.	408,371.	
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)			14,195,326.	13,758,663.	
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)			NONE		
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			14,195,326.	
	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)			14,195,326.		
31	Total liabilities and net assets/fund balances (see instructions)			14,195,326.		

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	
2	Enter amount from Part I, line 27a	2	13,793,398.
3	Other increases not included in line 2 (itemize) ▶ EXCESS COST OVER FMV OF ASSETS	3	427,511.
4	Add lines 1, 2, and 3	4	14,220,909.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	25,583.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,195,326.

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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 PUBLICLY TRADED SECURITIES					
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 5,825,231.		6,306,681.	-481,450.		
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			-481,450.		
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	-481,450.	
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		

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

N/A

(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			
2016			
2015			
2014			
2013			
2 Total of line 1, column (d)		2	
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	
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5		4	
5 Multiply line 4 by line 3.		5	
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	
7 Add lines 5 and 6		7	
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	

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	356.
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	NONE
3 Add lines 1 and 2		3	356.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	356.
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a		
b Exempt foreign organizations - tax withheld at source	6b		NONE
c Tax paid with application for extension of time to file (Form 8868)	6c		506.
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		506.
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		150.
11 Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ NONE Refunded ☐	11		150.

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?		
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 ☐ 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	

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 ▶ SEE STATEMENT 20 Telephone no ▶ Located at ▶ ZIP+4 ▶		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 ▶ ☐		X
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? ☐ 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) - 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)		
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)

		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		
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?		
	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?		
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
UST-ML, A DIVISION OF BANK OF AMERI 1300 Merrill Lynch Drive, PENNINGTON, NJ 08534-1501	TRUSTEE 1	8,175.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000	NONE
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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	
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	1,054,932.
b	Average of monthly cash balances	1b	45,354.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,100,286.
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	NONE
3	Subtract line 2 from line 1d.	3	1,100,286.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	16,504.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,083,782.
6	Minimum investment return. Enter 5% of line 5	6	20,636.

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	20,636.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	356.
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	356.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	20,280.
4	Recoveries of amounts treated as qualifying distributions.	4	NONE
5	Add lines 3 and 4	5	20,280.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	20,280.

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	4,905.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	4,905.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,905.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				20,280.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2018				
a From 2013	NONE			
b From 2014	NONE			
c From 2015	NONE			
d From 2016	NONE			
e From 2017	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2018 from Part XII, line 4. ► \$ 4,905.				
a Applied to 2017, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2018 distributable amount				4,905.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				15,375.
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)	NONE			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2014	NONE			
b Excess from 2015	NONE			
c Excess from 2016	NONE			
d Excess from 2017	NONE			
e Excess from 2018	NONE			

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

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

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

**Sign
Here**

Edward R. K.

09/03/2019
Date

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

BANK OF AMERICA, N.A.

**Paid
Preparer
Use Only**

Print/Type preparer's name

LAWRENCE MCGUIRE

Preparer's signature

Date

09/03/2019

Check ☒	if
self-employed	

f	PTIN
---	------

P01233953

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's address ► 600 GRANT STREET
PITTSBURGH, PA

15219

Phone no 412-355-6000

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

Employer identification number

CHERNOFF MEMORIAL CHARITABLE FDN

30-6633439

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

CHERNOFF MEMORIAL CHARITABLE FDN

Employer identification number

30-6633439

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	IRENE CHERNOFF ESTATE 34 JEROME AVE SUITE 210 BLOOMFIELD, CT 06002	\$ 7,714,056.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	IRENE CHERNOFF ESTATE 34 JEROME AVE SUITE 120 BLOOMFIELD, CT 06002	\$ 6,546,011.	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)
		\$	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)

Name of organization

Employer identification number

CHERNOFF MEMORIAL CHARITABLE FDN

30-6633439

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>2</u>	<u>VARIOUS SECURITIES</u> _____ _____ _____	\$ <u>6,546,011.</u>	<u>12/06/2018</u>
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

CHERNOFF MEMORIAL CHARITABLE FDN

30-6633439

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,605.	2,605.
FOREIGN DIVIDENDS	104.	104.
NONDIVIDEND DISTRIBUTIONS	896.	
DOMESTIC DIVIDENDS	4,083.	4,083.
OTHER INTEREST	84.	84.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	1,066.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	230.	230.
BOND PREMIUM AMORTIZATION-MUNICIPAL INTE	-84.	
NONQUALIFIED DOMESTIC DIVIDENDS	13,849.	13,849.
SECTION 199A DIVIDENDS	164.	164.
	-----	-----
TOTAL	22,997.	21,119.
	=====	=====

CHERNOFF MEMORIAL CHARITABLE FDN

30-6633439

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT EXPENSES	41 .	41 .
TOTALS	----- 41 . =====	----- 41 . =====

CHERNOFF MEMORIAL CHARITABLE FDN

30-6633439

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
207410101 CONMED CORP COM	6,818.	6,805.
45384B106 INDEPENDENT BK GROUP	5,135.	4,806.
483007704 KAISER ALUM CORP	7,092.	6,965.
668074305 NORTHWESTERN CORP	12,115.	11,294.
703481101 PATTERSON-UTI ENERGY	3,460.	2,877.
723664108 PIONEER ENERGY SERVI	1,478.	1,001.
743424103 PROOFPOINT INC	1,710.	1,592.
761299106 RETROPHIN INC	7,477.	7,015.
902104108 II-VI INC	5,714.	5,616.
904214103 UMPQUA HLDGS CORP	3,519.	3,228.
91732J102 US ECOLOGY INC	4,945.	4,724.
985817105 YELP INC CL A	4,646.	4,444.
G5494J103 LINDE PLC REG SHS	19,886.	19,661.
053015103 AUTOMATIC DATA PROCE	15,516.	14,817.
125523100 CIGNA CORP REG SHS	26,403.	24,310.
26078J100 DOWDUPONT INC COM	50,135.	50,111.
58933Y105 MERCK AND CO INC SHS	61,587.	70,221.
670100205 NOVO NORDISK A/S ADR	43,574.	42,891.
674599105 OCCIDENTAL PETROLEUM	51,074.	47,263.
701094104 PARKER HANNIFIN CORP	40,647.	39,224.
75886F107 REGENERON PHARMACEUT	66,651.	66,110.
855244109 STARBUCKS CORP COM	48,710.	46,948.
882508104 TEXAS INSTRUMENTS IN	22,738.	22,491.
92220P105 VARIAN MED SYS INC	29,059.	27,081.
928563402 VMWARE, INC.	14,222.	12,067.
G2519Y108 CREDICORP LTD	16,508.	16,847.
N97284108 YANDEX N V CL A	8,132.	7,932.
00687A107 ADIDAS SALOMON AG	14,731.	13,564.
142795202 CARLSBERG AS SPONSOR	17,019.	16,511.

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CHERNOFF MEMORIAL CHARITABLE FDN

30-6633439

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
29286D105 ENGIE SHS	17,067.	16,898.
46115H107 INTESA SANPAOLO SPON	27,860.	26,961.
465562106 ITAU UNIBANCO BANCO	9,959.	9,963.
500458401 KOMATSU LTD NEW	1,663.	1,551.
54211N101 LONDON STK EXCHANGE	7,183.	7,375.
654445303 NINTENDO LTD ADR	21,835.	20,158.
718172109 PHILIP MORRIS INTL I	16,995.	13,486.
752344309 RANDGOLD RES LTD ADR	7,125.	6,626.
80585Y308 SBERBANK SPONSORED A	3,848.	3,683.
824596100 SHINHAN FINL GROUP C	8,972.	8,873.
93114W107 WAL-MART DE MEXICO S	8,576.	8,882.
067806109 BARNES GROUP INC	8,330.	8,043.
192108504 COEUR D'ALENE MINES	2,312.	2,664.
199333105 COLUMBUS MCKINNON CO	5,775.	5,606.
29977A105 EVERCORE PARTNERS IN	4,061.	3,864.
419879101 HAWAIIAN HLDGS INC	2,250.	2,034.
466032109 J & J SNACK FOODS CO	7,661.	7,085.
49803T300 KITE REALTY GROUP TR	8,224.	6,960.
53220K504 LIGAND PHARMACEUTICA	6,826.	6,649.
556269108 MADDEN STEVEN LTD	8,842.	9,169.
576323109 MASTEC INC COM	3,841.	3,894.
632307104 NATERA INC SHS	4,058.	3,532.
680033107 OLD NATL BANCORP IND	6,509.	6,037.
70509V100 PEBBLEBROOK HOTEL TR	5,864.	5,039.
92932M101 WNS HOLDINGS LTD SPN	7,747.	7,014.
929328102 WSFS FINL CORP	6,561.	6,255.
89151E109 TOTAL FINA ELF S.A.	17,125.	16,071.
948596101 WEIBO CORP	3,286.	3,038.
00548A106 ADAMAS PHARMACEUTICA	3,370.	2,998.

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STATEMENT 4

CHERNOFF MEMORIAL CHARITABLE FDN

30-6633439

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
02553E106 AMERICAN EAGLE OUTFI	6,461.	6,804.
177835105 CITY HLDG CO	4,752.	4,461.
277276101 EASTGROUP PPTYS INC	8,960.	8,347.
318910106 FIRST BANCORP N C	3,886.	3,691.
400110102 GRUBHUB INC SHS	1,371.	1,306.
48123V102 J2 GLOBAL INC	7,714.	7,493.
499049104 KNIGHT-SWIFT	4,106.	3,811.
554489104 MACK CALI RLTY CORP	7,554.	6,974.
64111Q104 NETGEAR INC RESTR	4,744.	4,839.
670704105 NUVASIVE INC	5,983.	5,253.
70432V102 PAYCOM SOFTWARE INC	1,961.	1,837.
816850101 SEMTECH CORPORATION	7,505.	7,293.
868459108 SUPERNUS PHARMACEUTI	2,754.	2,525.
87162W100 SYNEX CORP	1,205.	1,213.
88162G103 TETRA TECH INC NEW	6,691.	6,368.
90400D108 ULTRAGENYX	3,096.	2,913.
981811102 WORTHINGTON IND INC	6,137.	5,714.
H1467J104 CHUBB LTD	35,657.	34,749.
002824100 ABBOTT LABORATORIES	51,067.	51,354.
03076C106 AMERIPRISE FINL INC	42,152.	39,556.
064058100 BANK NEW YORK MELLON	52,270.	49,847.
256746108 DOLLAR TREE INC	51,243.	54,463.
384802104 W W GRAINGER INCORPO	27,996.	27,671.
61174X109 MONSTER BEVERAGE SHS	55,361.	50,943.
688239201 OSHKOSH TRUCK CORP	40,315.	38,687.
718546104 PHILLIPS 66 SHS	46,785.	45,573.
74834L100 QUEST DIAGNOSTICS IN	51,034.	48,130.
808513105 SCHWAB CHARLES CORP	24,354.	24,544.
883556102 THERMO ELECTRON CORP	28,177.	26,183.

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CHERNOFF MEMORIAL CHARITABLE FDN

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
988498101 YUM BRANDS INC	30,146.	29,506
98978V103 ZOETIS INC	28,304.	26,603.
G9456A100 GOLAR LNG LTD CON	19,102.	17,169.
N00985106 AERCAP HOLDINGS N.V.	25,205.	20,948.
V5633W109 MAKEMYTRIP LIMITED	6,884.	6,423.
000304105 AAC TECHNOLOGIES HLD	2,810.	2,480.
02319V103 AMBEV SA SHS	3,655.	3,473.
03937X109 ARCELIK AS UNSPN ADR	2,531.	2,553.
06684L103 BAOZUN INC SHS CL A	14,745.	11,713.
112585104 BROOKFIELD ASSET MGM	12,213.	11,352.
23304Y100 DBS GROUP HLDGS LTD	17,026.	17,083.
23340X108 D AND L INDUSTRIES I	5,084.	5,356.
25157Y202 DEUTSCHE POST AG SHS	17,050.	16,261.
49989A109 KOC HLDG AS-UNSPON	2,661.	2,666
539439109 LLOYDS TSB GROUP PLC	16,764.	16,602.
626425102 MURATA MANUFACTURING	17,072.	15,960.
689164101 OTSUKA HOLDINGS CO L	17,061.	14,255.
78440P108 SK TELECOM LTD SPON	15,437.	15,008.
81783H105 SEVEN AND I HOLDINGS	17,009.	17,145.
82510E209 SHOPRITE HOLDINGS LT	5,952.	5,870.
874060205 TAKEDA PHARMACEUTICA	13,894.	13,439.
890880206 TORAY INDS INC ADR	17,024.	16,558.
92763W103 VIPSHOP HLDGS LTD	4,645.	4,505.
97654L108 WIRECARD AG -	2,733.	2,775.
117665109 BRYN MAWR BK CORP	2,244.	2,167.
00089H106 ACS ACTIVIDADES CONS	17,107.	17,456.
001317205 AIA GROUP LTD	37,654.	37,845.
16941M109 CHINA MOBILE HONG KO	12,524.	12,240.
233825207 DAIMLER AG	17,031.	16,663.

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CHERNOFF MEMORIAL CHARITABLE FDN

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
251542106 DEUTSCHE BOERSE AG S	17,095.	16,702.
292766102 ENERPLUS CORP SHS	5,787.	4,943.
36165L108 GDS HLDGS LTD	21,126.	18,403.
36847Q103 GEELY AUTOMOBILE HLD	3,013.	2,811.
404280406 HSBC HLDGS PLC	17,069.	16,978.
455793109 INDUSTRIA DE DISENO	28,074.	25,293.
456837103 ING GROEP N V SPONSO	12,358.	11,406.
76026T205 REPSOL YPF S.A. ADR	25,650.	24,334.
83175M205 SMITH & NEPHEW P L C	17,021.	16,597.
84265V105 SOUTHERN COPPER CORP	6,402.	6,154.
G3198U102 ESSENT GROUP LTD	8,651.	8,648.
04206A101 ARLO TECH ORD	1,129.	1,138.
057665200 BALCHEM CORP CL B	4,049.	4,074.
147448104 CASELLA WASTE SYS IN	5,767.	5,299.
15201P109 CENTERSTATE BANK COR	5,413.	5,281.
171604101 CHUYS HLDGS INC	3,171.	2,856.
222795106 COUSINS PPTYS INC CO	3,704.	3,523.
32054K103 FIRST INDL RLTY TR I	8,280.	7,590.
407497106 HAMILTON LANE INC RE	2,458.	2,627.
43940T109 HOPE BANCORP INC SHS	3,437.	3,202.
48669A108 KEANE GROUP INC REG	3,521.	3,288.
57776J100 MAXLINEAR INC CL A	7,880.	7,445.
584688105 MEDICINES CO	4,927.	4,976.
589889104 MERIT MED SYS INC	8,794.	8,706.
759916109 REPLIGEN CORP	8,638.	7,911.
85917A100 STERLING BANCORP	5,031.	4,821.
930427109 WAGEWORKS INC	2,301.	2,200.
025816109 AMERICAN EXPRESS COM	43,642.	39,081.
05561Q201 BOK FINL CORP COM NE	47,301.	44,218.

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CHERNOFF MEMORIAL CHARITABLE FDN

30-6633439

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
17275R102 CISCO SYS INC	99,587.	91,036.
278865100 ECOLAB INC COM	28,316.	26,965.
302130109 EXPEDITORS INTL WASH	47,513.	45,893.
579780206 MC CORMICK & CO INC	15,217.	13,646.
67059N108 NUTANIX INC	15,226.	14,598.
693506107 PPG INDUSTRIES INC	40,500.	40,994.
70450Y103 PAYPAL HOLDINGS INC	75,772.	73,074.
723787107 PIONEER NAT RES CO	44,475.	42,481.
848637104 SPLUNK INC	19,796.	19,397.
M6372Q113 KORNIT DIGITAL LTD	13,882.	13,684.
00215W100 ASE INDUSTRIAL HOLDI	4,743.	4,650.
054536107 AXA ADR	17,041.	16,663.
055262505 BASF AG	16,998.	17,555.
05545E209 BHP BILLITON PLC	25,648.	26,056.
11135F101 BROADCOM LTD	29,632.	29,242.
15911M107 CHANGYOU.COM LTD ADR	4,013.	3,638.
268780103 E ON AG	17,155.	16,147.
294411103 EQUATORIAL ENRGA S A	5,891.	6,108.
39579V100 GREENTREE HOSPITALIT	7,600.	6,898.
48137C108 JULIUS BAER GROUP	16,932.	15,857.
485785109 KASIKORNBANK PCL-UNS	10,300.	10,254.
64110W102 NETEASE COM INC	10,864.	10,121.
771195104 ROCHE HLDG LTD SPONS	16,975.	16,566.
780249108 KONINKLIJKE DSM NV A	17,010.	16,167.
803054204 SAP AKTIENGESELLSCHA	38,351.	36,933.
29444U700 EQUINIX INC	24,193.	21,859.
478160104 JOHNSON & JOHNSON CO	70,494.	61,557.
755111507 RAYTHEON CO	51,610.	45,852.
92343V104 VERIZON COMMUNICATIO	46,878.	49,811.

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CHERNOFF MEMORIAL CHARITABLE FDN

30-6633439

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
L0427L105 ATENTO S A	4,408.	4,311.
M87915274 TOWER SEMICONDUCTOR	18,823.	18,484.
N47279109 INTERXION HOLDING N.	23,209.	21,231.
N6596X109 NXP SEMICONDUCTORS N	14,883.	14,729.
05968L102 BANCOLOMBIA S.A SPDS	7,251.	6,782.
110448107 BRITISH AMERICAN TOB	30,932.	29,247.
29414B104 EPAM SYSTEMS INC SHS	2,940.	2,784.
30215C101 EXPERIAN GROUP LTD	14,997.	15,049.
307305102 FANUC LTD-UNSP	16,949.	16,837.
37733W105 GLAXO SMITHKLINE PLC	16,241.	16,354.
459348108 INTL CONSOLIDATED	8,521.	8,631.
53956W300 LOCALIZA RENT A CAR	5,184.	5,421.
65487X102 NOAH HOLDINGS LTD	7,858.	7,581.
69343P105 PJSC LUKOIL SPONSORE	13,559.	12,627.
69368G105 PT BANK CENT ASIA TB	6,394.	6,325.
813113206 SECOM LTD ADR	17,035.	16,488.
82937K101 SINOPHARM GROUP CO.	6,216.	5,885.
86745T105 SUNNY OPTICAL TECH-U	8,013.	7,384.
876568502 TATA MTRS LTD	5,264.	5,518.
025676206 AMERICAN EQUITY INVT	5,307.	5,029.
077454106 BELDEN CDT INC	4,910.	4,720.
114340102 BROOKS AUTOMATION IN	6,055.	5,969.
148806102 CATALENT INC SHS	3,384.	3,024.
211171103 CONTINENTAL BUILDING	8,956.	8,729.
296315104 ESCO TECHNOLOGIES IN	6,052.	6,001.
30255G103 FCB FINL HOLDINGS IN	3,614.	3,559.
313855108 FEDERAL SIGNAL CORP	6,061.	5,851.
493723100 KEYW HLDG CORP	1,195.	937.
552848103 MGIC INVT CORP WIS C	7,970.	8,065.

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STATEMENT 9

CHERNOFF MEMORIAL CHARITABLE FDN

30-6633439

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
63935N107 NAVIGANT CONSULTING	5,234.	5,411.
74838J101 QUIDEL CORP	6,310.	6,151.
753422104 RAPID7 ORD	3,309.	3,552.
78470V108 SRC ENERGY INC	249.	249.
838518108 SOUTH JERSEY INDS IN	7,774.	7,145.
873379101 TABULA RASA HEALTHCA	2,497.	2,168.
919794107 VALLEY NATL BANCORP	6,177.	5,816.
G47567105 IHS MARKIT LTD SHS	17,913.	17,365.
020002101 ALLSTATE CORP COM	57,713.	51,644.
023135106 AMAZON COM INC	196,709.	180,236.
09062X103 BIOGEN IDEC INC	31,690.	29,791.
151020104 CELGENE CORP	28,248.	26,085.
156782104 CERNER CORP COM	31,151.	28,947.
191216100 COCA-COLA CO USD	103,236.	103,886.
194162103 COLGATE PALMOLIVE CO	31,222.	28,391.
20030N101 COMCAST CORP NEW CL	23,974.	23,018.
229899109 CULLEN FROST BKRS IN	47,603.	45,025.
27579R104 EAST WEST BANCORP IN	33,480.	32,212.
29472R108 EQUITY LIFESTYLE PPT	21,909.	21,174.
30303M102 FACEBOOK INC	133,224.	121,258.
437076102 HOME DEPOT INC USD 0	72,886.	72,336.
46625H100 J P MORGAN CHASE & C	38,412.	32,996.
548661107 LOWES COMPANIES INC	53,602.	50,983.
573284106 MARTIN MARIETTA MATL	38,094.	37,468.
609207105 MONDELEZ INTERNATIONAL	82,308.	74,376.
866674104 SUN CMNTYS INC	22,113.	21,054.
90184L102 TWITTER INC	35,981.	28,912.
G68707101 PAGSEGURO DIGITAL LT	4,147.	3,709.
66987V109 NOVARTIS AG SPNSRD A	66,814.	64,872.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
697435105 PALO ALTO NETWORKS I	24,702.	24,862.
717081103 PFIZER INC COM	46,759.	49,848.
742718109 PROCTER & GAMBLE CO	38,838.	43,754.
784117103 SEI INVESTMENTS CO	33,760.	31,970.
904784709 UNILEVER NV NY SHARE	61,444.	58,534.
91324P102 UNITED HEALTH GROUP	47,067.	43,098.
931427108 WALGREENS BOOTS ALLI	37,861.	31,432.
000375204 ABB LTD	15,413.	14,828.
056752108 BAIDU.COM	30,134.	26,645.
126132109 CNOOC LTD SPONSORED	12,461.	11,434.
17133Q502 CHUNGHWA TELECOM CO	6,860.	7,015.
23328E106 DNB ASA SP ADR	17,034.	15,841.
26876F102 ENN ENERGY HOLDINGS	5,912.	5,472.
344419106 FOMENTO ECONOMICO ME	8,296.	8,433.
40052P107 GRUPO FIN BANORTE-SP	5,894.	6,442.
423012301 HEINEKEN N V	5,644.	5,408.
455807107 INDUSTRL AND COMMRCL	13,869.	13,820.
471122200 JARDINE STRATEGIC HL	8,958.	8,813.
501173207 KUBOTA LTD ADR	17,026.	15,358.
56501R106 MANULIFE FINL CORP	12,424.	11,820.
60879B107 MOMO ADR	3,909.	3,681.
631512209 NASPERS LTD SHS CL N	12,604.	12,610.
684060106 ORANGE SA	17,116.	16,757.
74435K204 PRUDENTIAL PLC ADR	19,059.	18,852.
00191U102 ASGN INC	3,998.	3,706.
00215F107 ATN INTERNATIONAL IN	5,983.	5,436.
035290105 ANIXTER INTL INC	5,312.	5,105.
03820C105 APPLIED INDL TECHNOL	8,113.	7,713.
09739D100 BOISE CASCADE CO DEL	4,782.	4,818.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
144577103 CARRIZO OIL & GAS IN	5,097.	4,471.
228903100 CRYOLIFE INC	6,249.	6,130.
387328107 GRANITE CONSTR INC	5,146.	5,035.
443320106 HUB GROUP INC	1,815.	1,816.
453836108 INDEPENDENT BK CORP	5,219.	5,062.
466367109 JACK IN THE BOX INC	7,326.	7,064.
48253L106 KLX ENERGY SERVICES	674.	680.
56117J100 MALIBU BOATS INC SHS	5,739.	5,324.
65336K103 NEXSTAR BROADCASTING	2,129.	1,966.
71943U104 PHYSICIANS RLTY TR	2,919.	2,709.
727493108 PLANTRONICS INC NEW	3,172.	2,847.
880349105 TENNECO AUTOMOTIVE I	4,398.	4,300.
90346E103 U S SILICA HLDGS INC	1,629.	1,486.
G5960L103 MEDTRONIC PLC SHS	47,708.	45,480.
00287Y109 ABBVIE INC SHS	29,885.	28,487.
00724F101 ADOBE SYS INC COM	117,791.	107,916.
00971T101 AKAMAI TECHNOLOGIES	28,362.	26,020.
01609W102 ALIBABA GROUP HOLDIN	126,236.	114,865.
031162100 AMGEN INC	81,248.	80,593.
052769106 AUTODESK INC COM	65,291.	62,119.
09061G101 BIOMARIN PHARMACEUTI	15,485.	14,135.
14040H105 CAPITAL ONE FINL COR	40,428.	38,173.
149123101 CATERPILLAR INC	20,960.	21,221.
20825C104 CONOCOPHILLIPS	54,079.	48,508.
235851102 DANAHER CORP COMMON	52,758.	53,210.
00404A109 ACADIA HEALTHCARE CO	27,342.	22,676.
015351109 ALEXION PHARMACEUTIC	24,449.	21,030.
02079K107 ALPHABET INC SHS	45,385.	44,531.
02079K305 ALPHABET INC SHS	123,690.	121,215.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
026874784 AMERICAN INTERNATIONAL	50,534.	53,716.
039483102 ARCHER DANIELS MIDLAND	51,073.	46,624.
054937107 BB&T CORP COM	50,651.	47,869.
09247X101 BLACKROCK INC CL A	33,137.	33,783.
126650100 CVS CORP	51,553.	46,192.
281020107 EDISON INTL	51,050.	48,595.
29476L107 EQUITY RESIDENTIAL S	51,053.	48,055.
303075105 FACTSET RESH SYS INC	29,837.	26,217.
594918104 MICROSOFT CORP COM	180,650.	167,997.
606822104 MITSUBISHI UFJ FINL	23,814.	22,577.
666807102 NORTHROP GRUMMAN COR	51,423.	47,021.
67066G104 NVIDIA CORP	10,774.	9,612.
68389X105 ORACLE CORPORATION	155,310.	148,408.
806857108 SCHLUMBERGER LIMITED	42,625.	37,848.
00212G108 ASM PACIFIC TECHNOL-	8,652.	8,392.
045055100 ASHTEAD GROUP PLC SH	12,318.	11,740.
05964H105 BANCO SANTANDER CENT	16,977.	16,585.
136385101 CANADIAN NAT RES LTD	13,976.	12,789.
358029106 FRESENIUS MED CARE A	15,435.	14,381.
40415F101 HDFC BK LTD	26,638.	27,348.
456788108 INFOSYS TECHNOLOGIES	10,065.	9,691.
654090109 NIDEC CORP	6,944.	6,311.
65558R109 NORDEA BANK ABP SHS	17,003.	16,629.
72341E304 PING AN INS GROUP CO	32,968.	29,963.
83404D109 SOFTBANK CORP SHS	20,360.	16,985.
874039100 TAIWAN SEMICONDUCTOR	27,681.	27,387.
88032Q109 TENCENT HOLDINGS LTD	59,176.	58,139.
90348R102 UBISOFT ENTERTAINMEN	7,306.	7,390.
98980A105 ZTO EXPRESS CAYMAN	7,109.	6,839.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
000957100 ABM INDS INC COM	6,570.	8,060.
09227Q100 BLACKBAUD INC	1,937.	1,887.
302081104 EXLSERVICE HLDGS INC	8,103.	7,735.
320209109 FIRST FINL BANCORP O	6,737.	6,357.
391416104 GREAT WESTN BANCORP	7,266.	6,688.
493732101 KFORCE INC	2,043.	2,103.
603158106 MINERALS TECHNOLOGIE	5,473.	5,647.
640079109 NEENAH PAPER INC	7,220.	6,481.
74164M108 PRIMERICA INC COM	6,244.	5,960.
74587V107 PUMA BIOTECH INC	2,144.	1,893.
816300107 SELECTIVE INS GROUP	7,706.	7,496.
826919102 SILICON LABORATORIES	5,310.	5,044.
84652J103 SPARK THERAPEUTICS I	3,031.	2,975.
860630102 STIFEL FINANCIAL COR	6,214.	5,964.
00206R102 AT& T INC	54,978.	48,518.
037833100 APPLE COMPUTER INC C	39,447.	36,596.
05946K101 BANCO BILBAO VIZCAYA	29,691.	29,650.
23636T100 DANONE-SPONS	59,749.	57,276.
254687106 DISNEY (WALT) COMPAN	28,299.	27,632.
595017104 MICROCHIP TECHNOLOGY	42,175.	41,929.
G51502105 JOHNSON CTLS INTL PL	37,348.	34,305.
03524A108 ANHEUSER-BUSCH INBEV	43,407.	40,012.
03662Q105 ANSYS INC	45,555.	42,167.
14149Y108 CARDINAL HEALTH INC	50,980.	43,485.
169656105 CHIPOTLE MEXICAN GRI	15,626.	14,249.
22160K105 COSTCO WHSL CORP NEW	19,864.	17,926.
244199105 DEERE & COMPANY	42,553.	42,812.
369550108 GENERAL DYNAMICS COR	47,839.	39,145.
406216101 HALLIBURTON COMPANY	81,035.	72,670.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
438516106 HONEYWELL INTL INC	28,241.	26,952.
458140100 INTEL CORPORATION	51,117.	49,980.
501044101 KROGER COMPANY COMMO	34,324.	31,818.
526057104 LENNAR CORP	33,715.	32,338.
565849106 MARATHON OIL CORP	50,795.	46,978.
571748102 MARSH & MCLENNAN COS	51,595.	48,967.
636180101 NATIONAL FUEL GAS CO	34,326.	31,322.
747525103 QUALCOMM INC	69,603.	68,064.
835699307 SONY CORP ADR AMERN	67,620.	62,571.
911312106 UNITED PARCEL SVC IN	38,576.	37,452.
92826C839 VISA INC CL A SHRS	148,994.	143,155.
94106L109 WASTE MANAGEMENT INC	51,029.	49,656.
98850P109 YUM CHINA HOLDINGS I	40,351.	37,252.
G3788M114 EROS INTL PLC SHS	12,518.	12,725.
G4705A100 ICON PLC	17,830.	17,185.
009279100 AIRBUS GROUP	17,066.	15,956.
03938L203 ARCELORMITTAL SA NY	17,069.	15,937.
05523R107 BAE SYS PLC	17,067.	17,307.
059520106 BANCO DE CHILE	7,105.	7,007.
136375102 CANADIAN NATL RY CO	10,226.	9,634.
16950T102 CHINA MERCHANTS BANK	6,484.	5,617.
297284200 ESSILOR INTL SA	17,044.	17,116.
45104G104 ICICI BK LTD	11,645.	12,194.
492089107 KERING S A	9,363.	9,351.
683715106 OPEN TEXT CORP COM	20,703.	20,049.
715684106 TELEKOMUNIKASI IND-A	6,839.	6,657.
780259206 ROYAL DUTCH SHELL PL	23,269.	22,958.
803866300 SASOL LTD ADR	8,366.	8,201.
86562M209 SUMITOMO MITSUI-UNSP	16,987.	16,125.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
90400P101 ULTRAPAR PARTICIPACO	12,374.	13,269.
927320101 VINCI SA	17,729.	17,187.
N96617118 WRIGHT MEDICAL GROUP	8,222.	8,084.
04208T108 ARMADA HOFFLER PPTYS	3,204.	2,953.
10948C107 BRIGHTVIEW HLDGS INC	1,175.	1,092.
163072101 CHEESECAKE FACTORY I	6,733.	6,483.
32055Y201 FIRST INTST BANCYST	6,143.	5,959.
33829M101 FIVE BELOW INC	7,421.	7,469.
48282T104 KADANT INC	7,347.	6,924.
52603B107 LENDINGTREE INC	4,261.	3,952.
55405W104 MYR GROUP INC DEL	4,907.	4,930.
55405Y100 M/A-COM TECHNOLOGY S	835.	769.
74112D101 PRESTIGE BRANDS HLDG	6,900.	6,485.
747316107 QUAKER CHEM CORP	8,720.	7,997.
74736L109 Q2 HOLDINGS INC SHS	8,046.	8,077.
74971D101 RPT RLTY SH BEN INT	9,492.	8,114.
84763A108 SPECTRUM PHARMACEUTI	3,648.	3,036.
84857L101 SPIRE INC	10,118.	9,482.
921659108 VANDA PHARMACEUTICAL	8,368.	8,205.
980745103 WOODWARD GOVERNOR CO	3,276.	3,194.
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TOTALS	8,871,008.	8,431,933.
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STATEMENT 16

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FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
49456BAE1 KINDER MORGAN INC/DE	45,001.	44,741.
539830BF5 LOCKHEED MARTIN CORP	45,403.	45,464.
713448DY1 PEPSICO INC	68,628.	69,412.
026874CY1 AMERICAN INTL GROUP	45,040.	45,184.
151020AQ7 CELGENE CORP	44,593.	44,685.
172967HM6 CITIGROUP INC	89,882.	89,871.
38148LAA4 GOLDMAN SACHS GROUP	68,243.	68,325.
49456BAF8 KINDER MORGAN INC/DE	45,830.	45,637.
912828M56 U.S. TREASURY NOTE	181,788.	183,851.
9128284Y3 U.S. TREASURY NOTE	134,831.	135,180.
94974BGL8 WELLS FARGO & COMPAN	66,953.	66,890.
05531FAU7 BB&T CORPORATION	67,332.	67,391.
37045XBV7 GENERAL MOTORS FINL	45,209.	45,232.
6174468C6 MORGAN STANLEY	44,405.	44,395.
68389XAQ8 ORACLE CORP	43,990.	43,989.
9128284U1 U.S. TREASURY NOTE	247,380.	249,290.
976657AK2 WISCONSIN ENERGY COR	67,998.	68,186.
126650CX6 CVS HEALTH CORP	45,337.	44,970.
61746BDX1 MORGAN STANLEY	45,010.	44,978.
961214CS0 WESTPAC BANKING CORP	45,462.	45,413.
126650CV0 CVS HEALTH CORP	44,626.	44,519.
20030NCR0 COMCAST CORP	68,124.	68,415.
69371RN36 PACCAR FINANCIAL COR	68,249.	68,242.
760759AP5 REPUBLIC SERVICES IN	45,083.	45,188.
89114QBJ6 TORONTO-DOMINION BAN	67,449.	67,393.
9128283G3 U.S. TREASURY NOTE	67,806.	68,035.
9128285K2 U.S. TREASURY NOTE	158,290.	159,612.
91324PDC3 UNITEDHEALTH GROUP I	136,996.	137,557.
976657AL0 WISCONSIN ENERGY COR	69,090.	69,280.

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FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
00206RCL4 AT&T INC	45,405.	45,402.
00206RDQ2 AT&T INC	44,950.	45,005.
867914BK8 SUNTRUST BANKS INC	91,122.	91,204.
89114QAS7 USD TORONTO DOM BANK	67,793.	67,745.
14040HBE4 CAPITAL ONE FINANCIA	44,986.	44,928.
151020AS3 CELGENE CORP	44,512.	44,282.
883556BH4 THERMO FISHER SCIENT	44,546.	44,808.
912828U73 U.S. TREASURY NOTE	68,151.	68,178.
912828V72 U.S. TREASURY NOTE	135,682.	136,524.
9128284D9 U.S. TREASURY NOTE	180,621.	182,022.
3128MJ4R8 FHLMC G0 8831 04%	318,991.	320,003.
31418CZJ6 FNMA PMA3444 04 50%	182,073.	182,032.
37045XBJ4 GENERAL MOTORS FINL	44,953.	44,831.
46625HRL6 JPMORGAN CHASE & CO	68,054.	68,198.
713448DX3 PEPSICO INC	68,393.	68,606.
9128284V9 U.S. TREASURY NOTE	180,391.	182,785.
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TOTALS	3,844,651.	3,857,878.
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FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
26203E844 DREYFUS/STANDISH GLO	C	419,186.	408,371.
TOTALS		419,186.	408,371.
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FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
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NAME: UST-ML, A DIVISION OF BANK OF AMERICA, N.A.

ADDRESS: 1300 MERRILL LYNCH DRIVE
PENNINGTON, NJ 08534-1501

TELEPHONE NUMBER: (609)274-6834