

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation THE CHESAPEAKE CHARITABLE FOUNDATION		A Employer identification number 32-6321709	
Number and street (or P O box number if mail is not delivered to street address) 2575 SOUTH BAYSHORE DR NO 12A		Room/suite	B Telephone number (see instructions) (917) 843-5468
City or town, state or province, country, and ZIP or foreign postal code MIAMI, FL 33133		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,645,499	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,325	5,325		
	4 Dividends and interest from securities	177,448	177,448		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	59,408			
	b Gross sales price for all assets on line 6a 1,212,699				
	7 Capital gain net income (from Part IV, line 2)		59,408		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	191	191		
	12 Total. Add lines 1 through 11	242,372	242,372		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	77,000	38,500		38,500
	15 Pension plans, employee benefits	17,923	8,961		8,962
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,665	2,333		2,332
	c Other professional fees (attach schedule)	40,519	20,259		20,260
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	12,775	8,979		3,570
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,929	1,965		1,964
	24 Total operating and administrative expenses. Add lines 13 through 23	156,811	80,997		75,588
	25 Contributions, gifts, grants paid	175,000			175,000
	26 Total expenses and disbursements. Add lines 24 and 25	331,811	80,997		250,588
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-89,439			
	b Net investment income (if negative, enter -0-)		161,375		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,254,303	485,324	485,324
	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)	3,986,542	4,666,082	4,160,175
	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)			
	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)	5,240,845	5,151,406	4,645,499	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	5,240,845	5,151,406	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	5,240,845	5,151,406	
31	Total liabilities and net assets/fund balances (see instructions) .	5,240,845	5,151,406		

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	5,240,845
2	Enter amount from Part I, line 27a	2	-89,439
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	5,151,406
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	5,151,406

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a SALE OF PUBLICALLY TRADED STOCK	P	2018-01-01	2018-12-31
b SALE OF PUBLICALLY TRADED STOCK	P	2017-08-07	2018-12-31
c CAPITAL GAINS DIVIDENDS	P		
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 991,791		992,666	-875
b 175,052		160,625	14,427
c 45,856			45,856
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-875
b			14,427
c			45,856
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	59,408
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

(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 does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	348,000	5,409,113	0 064336
2016	198,048	5,654,589	0 035024
2015	345,887	5,901,362	0 058611
2014	252,473	2,877,288	0 087747
2013	0	24,626	0 000000

2 Total of line 1, column (d)	2	0 245718
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 049144
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	5,089,648
5 Multiply line 4 by line 3	5	250,126
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,614
7 Add lines 5 and 6	7	251,740
8 Enter qualifying distributions from Part XII, line 4	8	250,588

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,228
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	3,228
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	3,228
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	0
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	3,236
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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
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	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
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?	6	Yes
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	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL _____		
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 .	8b	Yes
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 taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions.	11		No
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	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►N/A	13	Yes	
14	The books are in care of ►GRACE V LEAHY Telephone no ►(917) 843-5468			

Located at ►2575 SOUTH BAYSHORE DR NO 12A MIAMI FL ZIP+4 ►33133


15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here	<input type="checkbox"/>		
	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?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b
	Organizations relying on a current notice regarding disaster assistance check here. 	<input type="checkbox"/>	
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b
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 during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, 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
JOHN J LEAHY 2575 SOUTH BAYSHORE DRIVE APT 12A MIAMI, FL 33133	TRUSTEE 2 00	0	0	0
GRACE V LEAHY 2575 SOUTH BAYSHORE DRIVE APT 12A MIAMI, FL 33133	TRUSTEE/EXEC DIR 5 00	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
JULIETTE WHITE 1253 SPRINGFIELD AVENUE 279 NEW PROVIDENCE, NJ 07974	VICE PRESIDENT 40 00	77,000	18,000	0

Total number of other employees paid over \$50,000.  0

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		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 	
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 	
2 	
All other program-related investments. See instructions. 3 	
Total. Add lines 1 through 3 ►	0

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	4,492,284
b	Average of monthly cash balances.	1b	674,871
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,167,155
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,167,155
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	77,507
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,089,648
6	Minimum investment return. Enter 5% of line 5.	6	254,482

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	254,482
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	3,228
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,228
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	251,254
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	251,254
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	251,254

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	250,588
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	250,588
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	250,588

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				251,254
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014. 23,840				
c From 2015. 50,819				
d From 2016.				
e From 2017. 77,996				
f Total of lines 3a through e.	152,655			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 250,588				
a Applied to 2017, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				250,588
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	666			666
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	151,989			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	151,989			
10 Analysis of line 9				
a Excess from 2014. 23,174				
b Excess from 2015. 50,819				
c Excess from 2016.				
d Excess from 2017. 77,996				
e Excess from 2018.				

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 organization 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					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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 e-mail address of the person to whom applications should be addressed

GRACE V LEAHY
2575 SOUTH BAYSHORE DRIVE APT 12A
MIAMI, FL 33133
(917) 843-5468

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

NONE

c Any submission deadlines

NONE

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

NONE

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | | |
|--|--|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | | |
| (1) Cash. | | 1a(1) | | No |
| (2) Other assets. | | 1a(2) | | No |
| b Other transactions | | | | |
| (1) Sales of assets to a noncharitable exempt organization. | | 1b(1) | | No |
| (2) Purchases of assets from a noncharitable exempt organization. | | 1b(2) | | No |
| (3) Rental of facilities, equipment, or other assets. | | 1b(3) | | No |
| (4) Reimbursement arrangements. | | 1b(4) | | No |
| (5) Loans or loan guarantees. | | 1b(5) | | No |
| (6) Performance of services or membership or fundraising solicitations. | | 1b(6) | | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | | 1c | | No |
| 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

<p>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.</p>		
<p>*****</p> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <p>Signature of officer or trustee</p>	<p>2019-05-01</p> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <p>Date</p>	<p>*****</p> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <p>Title</p>

May the IRS discuss this return with the preparer shown below

(see instr.)? ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01249785
	YONG ZHANG CPA				
	Firm's name ▶ RSM US LLP				Firm's EIN ▶ 42-0714325
	Firm's address ▶ 1861 INTERNATIONAL DRIVE SUITE 400 MCLEAN, VA 22102				Phone no (703) 336-6400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CATHOLIC CHARITIES OF DIOCESE RALEIGH 7200 STONEHENGE DRIVE RALEIGH, NC 27613	NONE	PC	TO HELP SUPPORT THE MISSION OF PROVIDING SERVICES INCLUDING ADVOCATING FOR SOCIAL AND ECONOMIC JUSTICE AS WELL AS PROVIDING FOR THOSE IN NEED WITH EMERGENCY RESOURCES OR DIRECT SERVICES	25,000
CATHOLIC CHARITIES USA 2050 BALLENGER AVE SUITE 400 ALEXANDRIA, VA 22314	NONE	PC	TO SUPPORT THE MISSION OF PROVIDING SERVICES TO PEOPLE IN NEED, TO ADVOCATE FOR JUSTICE IN SOCIAL STRUCTURES, AND TO CALL THE ENTIRE CHURCH AND OTHER PEOPLE OF GOOD WILL TO DO THE SAME	25,000
CATHOLIC MEDICAL MISSION BOARD 100 WALL STREET 9TH FLOOR NEW YORK, NY 10005	NONE	PC	TO HELP SUPPORT THE MISSION OF PROVIDING LONG-TERM, CO-OPERATIVE MEDICAL DEVELOPMENT AID TO COMMUNITIES AFFECTED BY POVERTY AND HEALTHCARE ISSUES	50,000
Total ► 3a				175,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
CATHOLIC RELIEF SERVICES 228 WEST LEXINGTON STREET BALTIMORE, MD 21201	NONE	PC	TO HELP SUPPORT THE MISSION OF CARRYING OUT THE COMMITMENT OF THE BISHOPS OF THE UNITED STATES TO ASSIST THE POOR AND VULNERABLE OVERSEAS	60,000
MANHATTAN COLLEGE 4513 MANHATTAN PARKWAY RIVERDALE, NY 10471	NONE	PC	TO FUND PARTIAL SCHOLARSHIPS FOR STUDENTS PURSUING DEGREES IN MATHEMATICS	15,000
Total ► 3a				175,000

TY 2018 Accounting Fees Schedule**Name:** THE CHESAPEAKE CHARITABLE FOUNDATION**EIN:** 32-6321709

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,665	2,333		2,332

TY 2018 Investments Corporate Stock Schedule**Name:** THE CHESAPEAKE CHARITABLE FOUNDATION**EIN:** 32-6321709**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
142 SHARES ABBOTT LABORATORIES	8,935	10,271
441 SHARES ABBVIE INC	41,516	40,656
520 SHARES ALTRIA GROUP INC	33,997	25,683
116 SHARES AMERICAN ELECTRIC POWER COMPANY INC	8,238	8,670
56 SHARES AMGEN INC	10,670	10,902
195 SHARES ASTRAZENECA PLC SPONSORED ADR	6,398	7,406
1355 SHARES AT&T INC	50,406	38,672
157 SHARES BANK MONTREAL QUEBEC	13,204	10,260
511 SHARES BCE INC NEW	23,876	20,200
26449.005 SHARES BLACKROCK MULTI ASSET INCOME INSTL CL	292,373	268,193
773 SHARES BP PLC SPONSORED ADR	31,093	29,312
342 SHARES BRITISH AMERN TOBACCO PLC SPONS ADR 25P	17,868	10,896
203 SHARES CANADIAN IMPERIAL BANK COMMERCE	18,049	15,132
216 SHARES CHEVERON CORP	24,701	23,499
95 SHARES CHUBB LTD	14,492	12,272
394 SHARES CISCO SYSTEMS INC	16,623	17,072
519 SHARES COCA-COLA COMPANY	37,862	38,401
10581.657 SHARES COHEN & STEERS PFD SECURITIES & INCOME CL I	150,617	135,234
25 SHARES CONSUMER DISCRETIONARY SELECT SECTOR SPDR ETF ETF	2,287	2,475
247 SHARES CROWN CASTLE INTL CORP NEW	25,880	26,832
318 SHARES DOMINION ENERGY INC	24,585	22,724
278 SHARES DUKE ENERGY CORP NEW	23,527	23,991
184 SHARES EMERSON ELECTRIC CO	13,390	10,994
594 SHARES EXXON MOBIL CORP	49,911	40,505
218 SHARES FIRST TRUST SENIOR LOAN FUND ETF	10,594	9,923
134 SHARES FIRST TRUST UTILITIES ALPHADDEX ETF	3,740	3,589
545 SHARES GENERAL MILLS INC	30,964	21,222
600 SHARES GLAXOSMITHKLINE PLC SPONSORED ADR	24,043	22,926
306 SHARES GLOBAL X US INFRASTRUCTURE DEVELOPMENT ETF	4,749	4,119
864 SHARES GOLMAN SACHS ACTIVEBETA US LARGE CAP EQUITY ETF	45,543	43,451

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
82 SHARES HONEYWELL INTL INC	12,665	10,834
471 SHARES HUNTINGTON BANCSHRES INC	6,579	5,614
221 SHARES INTEL CORP	10,086	10,372
95 SHARES INVESCO AEROSPACE & DEFENSE ETF	4,662	4,698
85 SHARES INVESCO EXCHANGE S&P 500 EQUAL WEIGHT ENERGY ETF	4,393	3,667
179 SHARES INVESCO EXCHANGE FTSE RAFI EMERGING MARKETS ETF	3,850	3,539
230 SHARES INVESCO LTD	6,301	3,850
950 SHARES INVESCO QQQ ETF	139,930	146,547
113 SHARES ISHARES 7-10YR TREASURY BOND ETF	11,384	11,775
32 SHARES ISHARES 20+ YR TREASURY BOND ETF	3,999	3,888
2608 SHARES ISHARES CORE MSCI EAFE ETF	166,327	143,440
2103 SHARES ISHARES CORE MSCI EMERGING MARKETS ETF	114,142	99,156
85 SHARES ISHARES CORE S&P 500 ETF	22,478	21,387
58 SHARES ISHARES MSCI ALL COUNTRY ASIA EX JAPAN ETF	4,165	3,685
165 SHARES ISHARES MSCI AUSTRALIA ETF	3,719	3,176
133 SHARES ISHARES MSCI CANADA ETF	3,689	3,187
457 SHARES ISHARES MSCI EAFE GROWTH ETF	35,057	31,565
1012 SHARES ISHARES MSCI EAFE SMALL CAP ETF	61,988	52,442
22 SHARES ISHARES TECHNOLOGY ETF	3,583	3,518
107 SHARES ISHARES US FINANCIAL SERVICES ETF	12,560	12,013
23 SHARES ISHARES US MEDICAL DEVICES ETF	4,731	4,596
78177.536 SHARES JANUS HENDERSON GLOBAL EQUITY INCOME CL I	608,552	490,955
116 SHARES JOHNSON & JOHNSON	16,645	14,970
281 SHARES JPMORGAN BETABUILDER JAPAN ETF	6,726	5,935
174 SHARES JPMORGAN CHASE & CO	20,087	16,986
254 SHARES KIMBERLY CLARK CORP	30,550	28,941
880 SHARES KINDER MORGAN INC DE	14,918	13,534
404 SHARES KRAFT HEINZ CO	28,365	17,388
252 SHARES LEGGETT & PLATT INC	12,123	9,032
55 SHARES LOCKHEED MARTIN CORP	18,392	14,401

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
73 SHARES M&T BANK CORP	13,795	10,448
103 SHARES MCDONALD CORP	18,030	18,290
205 SHARES MERCK & COMPANY INC NEW	12,509	15,664
152 SHARES MICROSOFT CORP	14,104	15,439
343 SHARES NATIONAL GRID PLC SPON ADR NEW 2017	21,318	16,457
71 SHARES NORFOLK SOUTHERN CORP	10,569	10,617
258 SHARES NUCOR CORP	17,687	13,367
257 SHARES OCCIDENTAL PETROLEUM CORP	16,765	15,775
135 SHARES PEPSICO INC	15,570	14,915
337 SHARES PFIZER INC	12,512	14,710
367 SHARES PHILIP MORRIS INTL INC	38,870	24,501
75 SHARES PIMCO 15+ YR US TIPS INDEX ETF	4,939	4,679
58 SHARES PIMCO ENHANCED SHORT MATURITY ACTIVE ETF	5,899	5,855
36068.403 SHARES PIMCO INCOME INSTL CL	446,207	425,968
207 SHARES PIMCO INVESTMENT GRADE CORPORATE BOND INDEX ETF	21,826	20,503
194 SHARES PNC FINANCIAL SERVICES GROUP INC	29,252	22,681
1019 SHARES PPL CORP	34,810	28,868
307 SHARES PROCTER & GAMBLE COMPANY	27,545	28,219
144 SHARES QUALCOMM INC	9,799	8,195
109 SHARES REALTY INCOME CORP	6,238	6,871
334 SHARES ROCHE HOLDING LIMITED SPONSORED ADR	10,361	10,381
260 SHARES SCHLUMBERGER LTD	17,070	9,381
101 SHARES SECTOR CONSUMER STAPLES SELECT SECTOR SPDR ETF	5,588	5,129
73 SHARES SECTOR HEALTHCARE SELECT SECTOR SPDR ETF	6,078	6,315
367 SHARES SOUTHERN COMPANY	17,085	16,119
223 SHARES SPDR BLACKSTONE GSO SR LN ETF	10,588	9,968
231 SHARES SPDR BLOOMBERG BARCLAYS INVT GRADE FLTG RATE ETF	7,102	7,015
239 SHARES TOTAL SA SPON ADR	12,866	12,471
167 SHARES UNITED PARCEL SERVICE INC CLB	18,462	16,288
8860.338 SHARES VANGUARD EQUITY INCOME ADMIRAL CL	695,124	588,592

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
16 SHARES VANGUARD INFORMATION TECHNOLOGY ETF	2,383	2,669
521 SHARES VANGUARD INTERMEDIATE TERM TREASURY INDEX ETF	32,684	33,068
960 SHARES VANGUARD MID CAP ETF	141,499	132,653
876 SHARES VANGUARD S&P 500 INDEX ETF	202,063	201,314
643 SHARES VANGUARD SMALL CAP ETF	89,852	84,870
48 SHARES VANGUARD TOTAL BOND MARKET EFT	3,734	3,802
274 SHARES VENTAS INC	17,105	16,054
545 SHARES VERIZON COMMUNICATIONS INC	27,224	30,640
1018 SHARES VODAFONE GROUP PLC NEW SPONSORED ADR NO PAR	29,229	19,627
155 SHARES WASTE MANAGEMENT	13,720	13,793
199 SHARES WELLS FARGO & CO NEW	12,980	9,170
191 SHARES WELLTOWER INC	13,027	13,257
202 SHARES WISDOMTREE JAPAN SMALL CAP DIVIDEND ETF	15,463	13,007
42 SHARES WISDOMTREE US LARGE CAP DIVIDEND ETF	3,602	3,543
253 SHARES WP CAREY INC	16,635	16,531
128 SHARES WALMART	13,537	11,923

TY 2018 Other Expenses Schedule**Name:** THE CHESAPEAKE CHARITABLE FOUNDATION**EIN:** 32-6321709**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYCHEX FEES	3,920	1,960		1,960
NJ FILING FEE	9	5		4

TY 2018 Other Income Schedule

Name: THE CHESAPEAKE CHARITABLE FOUNDATION

EIN: 32-6321709

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER BB&T INCOME	191	191	191

TY 2018 Other Professional Fees Schedule**Name:** THE CHESAPEAKE CHARITABLE FOUNDATION**EIN:** 32-6321709

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BB&T INVESTMENT ADVISOR FEES	40,519	20,259		20,260

TY 2018 Taxes Schedule**Name:** THE CHESAPEAKE CHARITABLE FOUNDATION**EIN:** 32-6321709

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	5,408	5,408		0
PAYROLL TAX	7,141	3,571		3,570
EXCISE TAX PAID	226	0		0