

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

, and ending

Name of foundation RICHARD W. GOLDMAN FAMILY FOUNDATION		A Employer identification number 45-1261400
Number and street (or P.O. box number if mail is not delivered to street address) 1201 CONNECTICUT AVENUE N.W.	Room/suite 300	B Telephone number 202-595-1020
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20036		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) \$ 67,032,068.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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).)		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,000,370.	988,723.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,493,694.			
b Gross sales price for all assets on line 6a		14,835,914.			
7 Capital gain net income (from Part IV, line 2)			4,456,499.		
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)					
11 Other income		90,531.	92,208.		STATEMENT 2
12 Total. Add lines 1 through 11		5,584,595.	5,537,430.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		15,255.	0.		15,255.
b Accounting fees		686,530.	503,530.		183,000.
c Other professional fees		37,755.	30,668.		0.
17 Interest		33,851.	12,248.		0.
18 Taxes					
19 Depreciation and depletion					
20 Occupancy		2,315.	0.		2,315.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		388,317.	292,369.		6,045.
24 Total operating and administrative expenses. Add lines 13 through 23		1,164,023.	838,815.		206,615.
25 Contributions, gifts, grants paid		3,700,000.			3,700,000.
26 Total expenses and disbursements. Add lines 24 and 25		4,864,023.	838,815.		3,906,615.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		720,572.			
b Net investment income (if negative, enter -0-)			4,698,615.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	350,264.	2,997,519.	2,997,519.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations STMT 7	4,556,735.	2,169,629.	2,155,142.	
	b Investments - corporate stock STMT 8	9,638,501.	22,768,982.	22,411,520.	
	c Investments - corporate bonds STMT 9	5,879,291.	2,877,181.	2,708,171.	
	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 10	40,088,052.	30,426,138.	36,759,716.		
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶ <u>PURCHASED INTEREST</u>)	6,625.	0.	0.		
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	60,519,468.	61,239,449.	67,032,068.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.				
	24 Unrestricted	60,519,468.	61,239,449.		
	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	60,519,468.	61,239,449.		
30 Total net assets or fund balances	60,519,468.	61,239,449.			
31 Total liabilities and net assets/fund balances	60,519,468.	61,239,449.			

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	60,519,468.
2 Enter amount from Part I, line 27a	2	720,572.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	61,240,040.
5 Decreases not included in line 2 (itemize) ▶ <u>NON-DEDUCTIBLE K-1 EXPENSES</u>	5	591.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	61,239,449.

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Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	14,835,914.	14,319,200.	4,456,499.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			4,456,499.

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 4,456,499.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	4,236,993.	73,532,100.	.057621
2016	3,711,269.	70,189,478.	.052875
2015	3,697,606.	75,858,482.	.048743
2014	3,723,828.	75,747,673.	.049161
2013	2,927,500.	70,735,490.	.041387

2 Total of line 1, column (d)	2	.249787
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	.049957
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	71,709,567.
5 Multiply line 4 by line 3	5	3,582,395.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	46,986.
7 Add lines 5 and 6	7	3,629,381.
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	3,906,615.

3

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	46,986.
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	46,986.
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	46,986.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	10,000.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	25,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	291.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	22,277.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> DE, DC		
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 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.)
1a PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b BBR ABSOLUTE RETURN LONG DURATION, LP		P	VARIOUS	VARIOUS
c BBR ABSOLUTE RETURN LONG DURATION II, LP		P	VARIOUS	VARIOUS
d BBR ACTIVE EQUITY-LONG ONLY (QP), LP		P	VARIOUS	VARIOUS
e ANGELENO GLOBAL EQUITIES, LP		P	VARIOUS	VARIOUS
f BBR PRIVATE INVESTMENT FUND-SERIES H, LP		P	VARIOUS	VARIOUS
g BBR PRIVATE INVESTMENT FUND-SERIES I, LP		P	VARIOUS	VARIOUS
h BBR PRIVATE INVESTMENT FUND-SERIES J, LP		P	VARIOUS	VARIOUS
i BBR REAL ASSETS FUND III, LP		P	VARIOUS	VARIOUS
j BBR REAL ASSETS FUND IV, LP		P	VARIOUS	VARIOUS
k BBR REAL ASSETS FUND V, LP		P	VARIOUS	VARIOUS
l RICHARD N. GOLDMAN DISTRIBUTING, LLC		P	VARIOUS	VARIOUS
m				
n				
o				

(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 14,835,914.		14,319,200.	516,714.
b			2,596.
c			1,808.
d			3,767,670.
e			44,960.
f			50,518.
g			36,644.
h			4,161.
i			4,326.
j			25,894.
k			768.
l			440.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			516,714.
b			2,596.
c			1,808.
d			3,767,670.
e			44,960.
f			50,518.
g			36,644.
h			4,161.
i			4,326.
j			25,894.
k			768.
l			440.
m			
n			
o			

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	4,456,499.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

Part 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 SEE STATEMENT 11	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.RWGFF.ORG	X	
14 The books are in care of ► ARABELLA ADVISORS, LLC Telephone no. ► 202-595-1020 Located at ► 1201 CONNECTICUT AVENUE, STE. 300, WASHINGTON, DC ZIP+4 ► 20036		
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		
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?	<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 Organizations relying on a current notice regarding disaster assistance, check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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

	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 checked="" type="checkbox"/> Yes <input 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 Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 checked="" 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	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<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, and foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALICE GOLDMAN REITER 1201 CONNECTICUT AVENUE N.W., #300 WASHINGTON, DC 20036	PRESIDENT 1.00	0.	0.	0.
DANIEL S. GOLDMAN 1201 CONNECTICUT AVENUE N.W., #300 WASHINGTON, DC 20036	SECRETARY & TREASURER 1.00	0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BBR PARTNERS, LLC - 140 E. 45TH STREET, 26TH FLOOR, NEW YORK, NY 10017	INVESTMENT ADVISORS	293,031.
ARABELLA ADVISORS, LLC - 1201 CONNECTICUT AVENUE N.W. #300, WASHINGTON, DC 20036	GRANT MAKING & CONSULTING	183,000.
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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 NONE	
	0.
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	70,497,520.
b	Average of monthly cash balances	1b	2,304,071.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	72,801,591.
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	72,801,591.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,092,024.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	71,709,567.
6	Minimum investment return. Enter 5% of line 5	6	3,585,478.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,585,478.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	46,986.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	46,986.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,538,492.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,538,492.
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	3,538,492.

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	3,906,615.
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	3,906,615.
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	5	46,986.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,859,629.

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.

Form 990-PF (2018)

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				3,538,492.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			2,683,561.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 3,906,615.				
a Applied to 2017, but not more than line 2a			2,683,561.	
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				1,223,054.
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).)	0.			0.
6 Enter the net total of each column as indicated below.	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				2,315,438.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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 Paid during the year				
ALLIANCE FOR EARLY SUCCESS PO BOX 6756 LEAWOOD, KS 66206	N/A	PC	FOR GENERAL OPERATING SUPPORT	150,000.
ASPEN INSTITUTE 2300 N STREET NW, SUITE 700 WASHINGTON, DC 20037	N/A	PC	TO SUPPORT STATE POLICY ACTION WORK	150,000.
BRIGHTER BEGINNINGS 3478 BUSKIRK AVENUE, SUITE 105 PLEASANT HILL, CA 94523	N/A	PC	FOR GENERAL OPERATING SUPPORT	50,000.
CENTER FOR AMERICAN PROGRESS 1333 H STREET NW, 10TH FLOOR WASHINGTON, DC 20005	N/A	PC	SEE STATEMENT	25,000.
CENTER FOR LAW AND SOCIAL POLICY 1200 18TH STREET NW, SUITE 200 WASHINGTON, DC 20036	N/A	PC	SEE STATEMENT	50,000.
Total	SEE CONTINUATION SHEET(S)			3a 3,700,000.
b Approved for future payment				
NONE				
Total				3b 0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CENTER FOR THE STUDY OF SOCIAL POLICY 1575 EYE STREET NW, SUITE 500 WASHINGTON, DC 20005	N/A	PC	FOR GENERAL OPERATING SUPPORT AND THE EC-LINC PROGRAM	100,000.
CENTERING HEALTHCARE INSTITUTE 89 SOUTH STREET, SUITE 404 BOSTON, MA 02111	N/A	PC	FOR GENERAL OPERATING SUPPORT	100,000.
CHILD CARE AWARE OF AMERICA 1515 NORTH COURTHOUSE ROAD, 11TH FLOOR ARLINGTON, VA 22201	N/A	PC	TO SUPPORT STATE ADVOCACY EFFORTS	100,000.
CHILD FIRST 35 NUTMEG DRIVE, SUITE 385 TRUMBULL, CT 06611	N/A	PC	FOR GENERAL OPERATING SUPPORT	100,000.
CHILD TRENDS 7315 WISCONSIN AVE, SUITE 1200W BETHESDA, MD 20814	N/A	PC	TO SUPPORT ECDC'S EFFORTS TO SHARE ITS RESEARCH WITH POLICYMAKERS AND STATE LEADERS	100,000.
MORGAN STANLEY GLOBAL IMPACT FUNDING TRUST INC 2000 WESTCHESTER AVENUE, 2ND FLOOR PURCHASE, NY 10577	N/A	PC	THE CONNECTICUT STREET FOUNDATION	375,000.
FAMILY VALUES @ WORK 207 E. BUFFALO STREET, SUITE 211 MILWAUKEE, WI 53202	N/A	PC	TO SUPPORT STATE ADVOCACY EFFORTS	100,000.
JUMPSTART 308 CONGRESS STREET, 6TH FLOOR BOSTON, MA 02210	N/A	PC	FOR GENERAL OPERATING SUPPORT	100,000.
LIFT 1620 EYE STREET NW, SUITE 820 WASHINGTON, DC 20006	N/A	PC	TO SUPPORT LIFT-NY	100,000.
MIGRATION POLICY INSTITUTE 1400 16TH STREET NW, SUITE 300 WASHINGTON, DC 20036	N/A	PC	TO SUPPORT STATE HOME VISITING SYSTEMS TO SERVE IMMIGRANT AND REFUGEE FAMILIES	50,000.
Total from continuation sheets				3,275,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NAT'L ASSOCIATION FOR THE EDUCATION OF YOUNG CHILDREN 1313 L STREET NW, SUITE 500 WASHINGTON, DC 20005	N/A	PC	TO SUPPORT POWER TO THE PROFESSION'S COMMUNITY ENGAGEMENT EFFORTS	100,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE NW, SUITE 300 WASHINGTON, DC 20036	N/A	PC	TO SUPPORT EARLY EDGE	100,000.
OUNCE OF PREVENTION FUND 33 WEST MONROE STREET, SUITE 2400 CHICAGO, IL 60603	N/A	PC	TO SUPPORT ACHIEVE ONDEMAND, EDUCARE, AND THE FIRST FIVE YEARS FUND	300,000.
PARENT-CHILD HOME PROGRAM 163B MINEOLA BLVD MINEOLA, NY 11501	N/A	PC	TO SUPPORT GENERAL OPERATIONS	200,000.
PROSPERITY NOW 1200 G STREET NW, SUITE 400 WASHINGTON, DC 20005	N/A	PC	SEE STATEMENT	200,000.
PROSPERITY NOW 1200 G STREET NW, SUITE 400 WASHINGTON, DC 20005	N/A	PC	TO SUPPORT THE CHILDREN'S SAVINGS ACCOUNT PROGRAM	100,000.
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003	N/A	PC	TO SUPPORT THE BABIES IN SHELTER INITIATIVE	100,000.
SCHWAB CHARITABLE FUND 211 MAIN STREET SAN FRANCISCO, CA 94105	N/A	PC	ALICE AND BEN REITER CHARITABLE FUND	375,000.
SCHWAB CHARITABLE FUND 211 MAIN STREET SAN FRANCISCO, CA 94105	N/A	PC	DANIEL AND CORINNE GOLDMAN CHARITABLE FUND	375,000.
SHINE EARLY LEARNING 63 WEST 125TH STREET, 4TH FLOOR HARLEM, NY 10024	N/A	NC	FOR GENERAL OPERATING SUPPORT	100,000.
Total from continuation sheets				

45-1261400

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Part XV Supplementary Information

3a. Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CENTER FOR AMERICAN PROGRESS

TO SUPPORT THE DEVELOPMENT OF A NATIONAL POLICY AGENDA TO ELIMINATE
RACIAL DISPARITIES IN MATERNAL AND INFANT MORTALITY

NAME OF RECIPIENT - CENTER FOR LAW AND SOCIAL POLICY

TO SUPPORT RESEARCH AND DISSEMINATION ON IMMIGRANT FAMILIES' ACCESS TO
EARLY CHILDHOOD PROGRAMS AND OTHER FAMILY SUPPORTS

NAME OF RECIPIENT - PROSPERITY NOW

TO SUPPORT MOBILIZING CONDITIONS TO ADDRESS STRUCTURAL BARRIERS IN THE
TAX CODE AND TO HELP LOW-INCOME FAMILIES THRIVE

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



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

[illegible]


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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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  10/25/19 
 Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name THOMAS F. BLANEY, CPA	Preparer's signature 	Date 10/19/19	Check <input type="checkbox"/> if self-employed	PTIN P00234022
	Firm's name ▶ PKF O'CONNOR DAVIES, LLP				Firm's EIN ▶ 27-1728945
	Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022				Phone no. 212-286-2600

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BBR DIVIDENDS & INTEREST	1,000,370.	0.	1,000,370.	988,723.	
TO PART I, LINE 4	1,000,370.	0.	1,000,370.	988,723.	

FORM 990-PF		OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER PARTNERSHIP INCOME FROM K-1 ACTIVITIES	90,531.	92,208.		
TOTAL TO FORM 990-PF, PART I, LINE 11	90,531.	92,208.		

FORM 990-PF		ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES - SEILER, LLP	15,255.	0.		15,255.	
TO FORM 990-PF, PG 1, LN 16B	15,255.	0.		15,255.	

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES - BBR PARTNERS, LLC	293,031.	293,031.		0.
ADMINISTRATIVE AND GRANT MANAGEMENT FEES - ARABELLA ADVISORS, LLC	183,000.	0.		183,000.
OTHER INVESTMENT MANAGEMENT FEES	63,391.	63,391.		0.
PARTNERSHIP MANAGEMENT FEES FROM K-1 ACTIVITIES	147,108.	147,108.		0.
TO FORM 990-PF, PG 1, LN 16C	686,530.	503,530.		183,000.

FORM 990-PF	TAXES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	21,587.	0.		0.
FOREIGN TAXES	12,264.	12,248.		0.
TO FORM 990-PF, PG 1, LN 18	33,851.	12,248.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIP DUES	750.	0.		750.
SOFTWARE LICENSES	2,200.	0.		2,200.
INSURANCE	2,250.	0.		2,250.
REGISTRATION	845.	0.		845.
OTHER PARTNERSHIP EXPENSES FROM K-1 ACTIVITIES	382,272.	292,369.		0.
TO FORM 990-PF, PG 1, LN 23	388,317.	292,369.		6,045.

 FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
10,000 UNITED STATES TREAS NTS	X			
1.750% DUE 01-31-23			9,551.	9,711.
10,000 UNITED STATES TREAS NTS	X			
2.750% DUE 02-15-24			10,075.	10,109.
11,823 FNMA PASS-THRU LONG 30 YEAR	X			
5.500% DUE 04-01-36			12,896.	12,683.
123,354 FANNIE MAE POOL 3.000% DUE	X			
10-01-46			123,056.	120,575.
175,038 FHLMC PC GOLD PC 30YR	X			
3.000% DUE 07-01-46			168,651.	170,888.
20,000 NEW JERSEY STATE TURNPIKE	X			
AUTHORITY 7.102% DUE 01-01-41			27,109.	27,321.
20,000 UNITED STATES TREAS BONDS	X			
4.750% DUE 02-15-37			25,813.	25,509.
220,000 UNITED STATES TREAS NTS	X			
2.000% DUE 08-15-25			207,565.	212,128.
236,925 FNMA PASS-THRU LNG 30	X			
YEAR 3.500% DUE 08-01-47			245,868.	237,117.
32,695 FHLMC PC GOLD PC 30YR 3.500%	X			
DUE 11-01-42			34,941.	32,972.
35,000 UNITED PARCEL SERVICE INC	X			
2.500% DUE 04-01-23			33,815.	34,002.
35,000 UNITED STATES TREAS NTS	X			
2.875% DUE 08-15-28			34,341.	35,552.
36,887 FANNIE MAE POOL 5.000% DUE	X			
02-01-36			39,855.	39,090.
39,166 FNMA PASS-THRU LNG 30 YEAR	X			
4.000% DUE 12-01-44			41,839.	40,122.
390,000 UNITED STATES TREAS BDS	X			
2.750% DUE 08-15-47			358,283.	370,561.
40,000 FHLMC MULTIFAMILY STRUCTURED	X			
PASS THRU CERTIFICATE 3.30% DUE				
04-25-23			39,229.	40,734.
42,615 FNMA PASS-THRU LNG 30 YEAR	X			
5.000% DUE 09-01-39			46,349.	45,015.
55,000 FHLMC MULTIFAMILY STRUCTURED	X			
PASS THRU CERTIFICATE 3.32% DUE				
02-25-23			54,168.	56,198.
68,606 FHLMC PC GOLD CI 15YR	X			
2.500% DUE 10-01-30			70,047.	67,335.
71,629 FNMA PASS-THRU LNG 30 YEAR	X			
3.500% DUE 03-01-47			71,984.	71,758.
74,026 FNMA PASS-THRU LNG 30 YEAR	X			
3.500% DUE 04-01-42			78,232.	74,081.
74,840 GS MTG SECS TR 2012-GCJ9	X			
2.773% DUE 11-13-45			74,712.	73,792.
77,205 FHLMC PC GOLD PC 30YR 3.500%	X			
DUE 04-01-42			81,470.	77,855.
80,333 FNMA PASS-THRU LNG 30 YEAR	X			
3.500% DUE 01-01-43			85,903.	80,718.
90,000 COMM 2012-CCRE2 MORTGAGE	X			
TRUST 3.147% DUE 08-15-45			91,896.	89,988.

RICHARD W. GOLDMAN FAMILY FOUNDATION

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99,150 FNMA PASS-THRU LNG 30 YEAR	X		
3.500% DUE 03-01-47		101,981.	99,328.

TOTAL U.S. GOVERNMENT OBLIGATIONS		2,169,629.	2,155,142.
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TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			
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TOTAL TO FORM 990-PF, PART II, LINE 10A		2,169,629.	2,155,142.
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FORM 990-PF	CORPORATE STOCK	STATEMENT 8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,000 CHUBB LTD	137,316.	129,180.
1,000 STANLEY BLACK & DECKER INC	144,723.	119,740.
1,014 MICROSOFT CORP	109,528.	102,992.
1,024 SCHEIN HENRY INC COM	81,099.	80,404.
1,048 DEVON ENERGY CORP NEW COM	34,527.	23,622.
1,079 APPLIED MATLS INC COM	46,446.	35,326.
1,100 ANALOG DEVICES INC COM	105,421.	94,413.
1,100 HCA HOLDINGS INC	143,584.	136,895.
1,112 WAL MART STORES INC	76,958.	103,583.
1,122 TJX COS INC NEW COM	44,700.	50,198.
1,131 AMERISOURCEBERGEN CORP COM	90,082.	84,146.
1,140 COLFAX CORP COM	36,414.	23,826.
1,155 WALT DISNEY CO	113,947.	126,646.
1,175 PERNOD RICARD SA	187,965.	192,455.
1,179 CVS HEALTH CORP	108,934.	77,248.
1,197 MCKESSON CORP COM	147,738.	132,233.
1,200 PAYPAL HOLDINGS INC	102,174.	100,908.
1,212 UNITED PARCEL SERVICE INC CL B	135,093.	118,206.
1,225 KEYCORP NEW COM	13,463.	18,106.
1,230 BROWN FORMAN CORP CL B	61,740.	58,523.
1,232 MGM MIRAGE COM	26,330.	29,888.
1,270 EMERSON ELEC CO COM	73,097.	75,883.
1,273 WALMART DE MEXICO SPON ADR V	36,878.	32,398.
1,281 MERCK & CO INC	70,448.	97,881.
1,295 ALTRIA GROUP INC	79,363.	63,960.
1,300 MOTOROLA SOLUTIONS INC	155,575.	149,552.
1,310 JCDECAUX SA	46,571.	36,715.
1,311 AXIS CAPITAL HOLDINGS SHS	72,605.	67,700.
1,313 ABBOTT LABS	66,628.	94,969.
1,319 BUNZL PLC	39,637.	40,520.
1,361 CITIGROUP INC	62,525.	70,854.
1,377 GILEAD SCIENCES INC COM	104,405.	86,131.
1,392 CSX CORP COM	40,280.	86,485.
1,393 FACEBOOK INC	180,972.	182,608.
1,398 UNILEVER PLC SPON ADR NEW	79,107.	73,046.
1,400 INTERCONTINENTALEXCHANGE GROUP INC	102,151.	105,462.
1,400 JP MORGAN CHASE & CO	163,083.	136,668.
1,400 MASTERCARD INC CL A	307,691.	264,110.
1,406 STATE STR CORP COM	113,784.	88,676.
1,488 ALLSTATE CORP COM	107,062.	122,953.
1,500 SWISS RE AG	133,350.	136,725.

RICHARD W. GOLDMAN FAMILY FOUNDATION

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1,525 COMCAST CORP NEW CL A	53,732.	51,926.
1,526 CVS HEALTH CORP	99,385.	99,984.
1,535 VISA INC COM CL A	115,878.	202,528.
1,536 NEWMONT GOLDCORP CORP	48,920.	53,222.
1,540 DIAGEO PLC	54,563.	54,811.
1,561 JP MORGAN CHASE & CO	94,582.	152,385.
1,575 ACTIVISION BLIZZARD INC	98,076.	73,348.
1,585 BERKSHIRE HATHAWAY INC DEL CL B	343,741.	323,625.
1,741 PRUDENTIAL FINL INC COM	141,591.	141,979.
1,771 REPUBLIC SVCS INC COM	102,185.	127,671.
1,778 ORACLE CORP	81,455.	80,277.
1,785 THE SAGE GROUP PLC	61,148.	55,076.
1,838 CADENCE DESIGN SYS INC COM	49,194.	79,916.
1,900 CSX CORP COM	136,293.	118,047.
1,945 ANHEUSER BUSCH INBEV NV	169,227.	128,275.
1,955 ORACLE CORP	93,714.	88,268.
1,998 DONALDSON INC COM	96,155.	86,693.
101 EMCOR GROUP INC COM	7,471.	6,029.
104 AMERICAN INTL GROUP INC	5,553.	4,099.
106 FISERV INC	5,390.	7,790.
107 ALASKA AIR GROUP INC COM	8,809.	6,511.
112 UNITED RENTALS INC COM	12,529.	11,483.
114 ALPHABET INC CL C	133,583.	118,060.
115 BLACKROCK INC COM	41,013.	45,174.
116 APTIV PLC	10,274.	7,142.
118 CIGNA CORP	20,829.	22,411.
118 NVR INC COM	309,346.	287,565.
122 AIR PRODS & CHEMS INC COM	20,408.	19,526.
122 STRYKER CORP COM	15,890.	19,124.
124 BROOKFIELD PROPERTY REIT INC	2,511.	1,996.
124 CBRE GROUP INC CL A	5,986.	4,965.
124 PERSPECTA INC	3,355.	2,135.
128 ALPHABET INC CL A	106,749.	133,755.
130 LINDE PLC COM	21,249.	20,285.
130 NEW JERSEY RES COM	6,054.	5,937.
130 OWENS CORNING NEW COM	6,179.	5,717.
131 SEATTLE GENETICS INC	4,441.	7,422.
139 SCHWAB CHARLES CP NEW COM	3,893.	5,773.
140 NORFOLK SOUTHERN CORP COM	11,646.	20,936.
141 STARBUCKS CORP COM	7,894.	9,080.
142 MANPOWER INC COM	16,584.	9,202.
142 TD AMERITRADE HLDG CP COM	8,672.	6,952.
144 VERTEX PHARMACEUTICALS COM	11,398.	23,862.
146 THERMO FISHER SCIENTIFIC INC	28,688.	32,673.
152 ULTIMATE SOFTWARE GROUP INC	29,825.	37,220.
154 BEST BUY INC COM	11,273.	8,156.
158 ALKERMES PLC	8,001.	4,663.
158 MCKESSON CORP COM	23,543.	17,454.
16 BIOMARIN PHARMACEUTICA COM	1,250.	1,362.
164 NOBLE ENRGY INC COM	5,884.	3,077.
164 VERSUM MATERIALS INC	6,037.	4,546.
165 ARISTA NETWORKS INC COM	41,880.	34,766.
169 MASTERCARD INC CL A	15,696.	31,882.
169 SHERWIN WILLIAMS CO COM	51,159.	66,495.
17 SYMANTEC CORP COM	314.	321.
172 CIMAREX ENERGY CO COM	16,707.	10,604.
173 ALPHABET INC CL C	129,108.	179,161.
174 BIOGEN IDEC INC COM	40,681.	52,360.

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177 DXC TECHNOLOGY CO	16,108.	9,411.
178 BAKER HUGHES A GE CO	5,879.	3,827.
180 GOLDMAN SACHS GROUP INC	34,598.	30,069.
182 CDW CORP COM	12,938.	14,751.
182 ENDO INTERNATIONAL PLC	5,324.	1,329.
184 BOSTON PROPERTIES INC COM	22,222.	20,709.
185 PACCAR INC COM	11,333.	10,571.
189 AMAZON COM INC COM	126,611.	283,872.
19 BOOKING HLDGS INC COM	31,409.	32,726.
190 IQVIA HOLDINGS INC	18,737.	22,072.
193 ALLERGAN PLC	49,400.	25,796.
193 HCA HOLDINGS INC	14,946.	24,019.
194 PAYPAL HOLDINGS INC	15,526.	16,313.
195 CATERPILLAR INC DEL	29,316.	24,779.
196 D R HORTON INC COM	8,134.	6,793.
2 UNITED THERAPEUTIC DEL COM	219.	218.
2,100 PFIZER INC	86,136.	91,665.
2,119 PRIMERICA INC	230,400.	207,047.
2,173 AMERICAN WTR WKS INC COM	165,720.	197,243.
2,271 SIEMENS HEALTHINEERS AG	49,358.	47,191.
2,274 EDISON INTL COM	151,754.	129,095.
2,285 WELLS FARGO & CO NEW	109,661.	105,293.
2,295 HEINEKEN HOLDING NV	203,883.	193,460.
2,300 FCB FINANCIAL HOLDINGS INC	116,309.	77,234.
2,307 COMCAST CORP NEW CL A	69,925.	78,553.
2,330 COMPASS GROUP PLC	50,657.	48,697.
2,353 EXPERIAN PLC	57,595.	56,837.
2,395 PHILIP MORRIS INTL INC	199,012.	159,890.
2,399 US BANCORP NEW	101,050.	109,634.
2,410 TENCENT HOLDINGS LTD	108,378.	95,123.
2,444 KILROY RLTY CORP COM	169,420.	153,679.
2,467 HILTON WORLDWIDE HOLDINGS INC	185,720.	177,131.
2,603 APPLE INC	280,391.	410,597.
2,643 SKYWORKS SOLUTIONS INC COM	226,471.	177,134.
2,675 INTEL CORP	88,901.	125,538.
2,700 CIE FINANCIERE RICHEMONT A	211,289.	172,866.
2,708 COPART INC COM	141,720.	129,388.
2,717 RELX PLC SPONSORED ADR	59,081.	55,753.
2,726 FIRST REP BANK COM	256,486.	236,889.
2,929 QORVO INC	222,890.	177,878.
2,950 NESTLE SA SPONSORED ADR	245,640.	238,832.
2,996 VERIZON COMMUNICATIONS COM	160,363.	168,435.
201 BANK OF NEW YORK MELLON CORP	9,303.	9,461.
202 PIONEER NAT RES CO COM	38,522.	26,567.
207 PULTE HOMES INC	6,131.	5,380.
211 NORDSTROM INC COM	12,099.	9,835.
213 SUNTRUST BKS INC COM	13,632.	10,744.
213 TAPESTRY INC COM	8,420.	7,189.
22 VAIL RESORTS INC	6,257.	4,638.
225 BOEING CO COM	78,235.	72,563.
227 PROCTER & GAMBLE CO	18,534.	20,866.
231 AUTOMATIC DATA PROCESSING INC	20,648.	30,289.
231 CF INDS HLDGS INC COM	9,058.	10,051.
234 BLOCK H & R INC COM	6,256.	5,937.
235 CENTERPOINT ENERGY INC COM	6,371.	6,634.
235 VMWARE INC CLASS A	20,344.	32,226.
237 TEXAS INSTRUMENTS INC	24,935.	22,397.
24 ULTA SALON COSMETICS & FRAGRANCES	6,064.	5,876.

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243 ALEXANDER & BALDWIN INC	6,147.	4,466.
247 MCDONALDS CORP COM	30,719.	43,860.
25 ALIGN TECHNOLOGY INC	1,810.	5,236.
250 RAYMOND JAMES FINANCIAL INC	21,940.	18,603.
255 NEWFIELD EXPL CO COM	7,302.	3,738.
257 WELLTOWER INC COM	13,632.	17,838.
258 S&P GLOBAL INC	25,597.	43,845.
259 ANADARKO PETE CORP COM	11,945.	11,355.
26 ALPHABET INC CL C	28,679.	26,926.
261 FIRST SOLAR INC COM	10,776.	11,081.
263 AKORN INC COM	8,675.	892.
265 ADVANCED MICRO DEVICES	7,343.	4,892.
265 COSTCO WHSL CORP NEW COM	50,758.	53,983.
265 JACK IN THE BOX INC COM	23,681.	20,572.
267 NEXTERA ENERGY INC	43,610.	46,410.
27 BOOKING HLDGS INC COM	37,879.	46,505.
273 CONCHO RES INC COM	31,945.	28,062.
28 TESLA MOTORS INC	6,452.	9,318.
286 NETFLIX COM INC COM	75,085.	76,551.
287 MYLAN NV	9,189.	7,864.
292 AMERISOURCEBERGEN CORP COM	25,652.	21,725.
293 DARDEN RESTAURANTS INC COM	19,548.	29,259.
296 BAIDU INC SPON ADR REP A	68,799.	46,946.
3 PUBLIC STORAGE INC COM	823.	607.
3,000 CISCO SYS INC	130,244.	129,990.
3,001 INDUSTRIA DE DISENO TE ADR	47,992.	38,143.
3,030 WELLS FARGO & CO NEW	160,121.	139,622.
3,060 UNILEVER NV NY SHS NEW	168,509.	164,628.
3,100 BROOKFIELD ASSET MGMT INC CL A	132,705.	118,885.
3,100 SCHWAB CHARLES CP NEW COM	155,895.	128,743.
3,237 COMPUTER PROGRAMS&SYS COM	95,763.	81,249.
3,265 D R HORTON INC COM	137,972.	113,165.
3,341 CISCO SYS INC	96,097.	144,766.
3,388 RECKITT BENCKISER GROUP SPON ADR	60,995.	51,260.
3,705 MTY FOOD GROUP INC	160,485.	164,646.
3,765 TERADYNE INC	135,366.	118,146.
3,866 FASTENAL CO COM	210,410.	202,153.
3,977 HEICO CORP NEW CL A	262,089.	250,551.
300 DISCOVER FINANCIAL SERVICES	15,055.	17,694.
304 XCEL ENERGY INC COM	14,401.	14,978.
32 BROADCOM INC	7,953.	8,137.
325 GAP INC	9,936.	8,372.
33 KROGER CO COM	1,256.	908.
330 SWATCH GROUP AG	124,075.	96,149.
330 THE HERSHEY COMPANY	31,815.	35,369.
332 QUEST DIAGNOSTICS INC COM	26,844.	27,646.
338 F M C CORP COM NEW	17,066.	24,998.
339 PG&E CORP COM	15,466.	8,051.
34 BLUEBIRD BIO INC	6,067.	3,373.
349 DASSAULT SYS S A SPONSORED ADR	52,022.	40,957.
349 EVEREST RE GROUP LTD	75,915.	75,998.
358 NVIDIA CORP COM	25,571.	47,793.
359 CAPITAL ONE FINL CORP COM	24,634.	27,137.
359 CREE INC COM	8,758.	15,356.
359 UNITED HEALTH GROUP INC COM	46,617.	89,434.
36 RENAISSANCE RE HLDGS COM	4,292.	4,813.
360 GOLDMAN SACHS GROUP INC	84,064.	60,138.
361 AMGEN INC	55,250.	70,276.

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364 ROCKWELL AUTOMATION COM	41,014.	54,775.
366 CUMMINS INC COM	60,220.	48,912.
366 HUMANA INC COM	79,427.	104,852.
367 HOME DEPOT INC	48,679.	63,058.
368 EQUITRANS MIDSTREAM CORPORATIO COM	12,901.	7,367.
382 XILINX INC COM	18,063.	32,533.
385 PNC FINL SVCS GROUP COM	32,540.	45,010.
386 CONOCOPHILLIPS COM	19,002.	24,067.
39 INTUITIVE SURGICAL INC COM	20,528.	18,678.
39 MCCORMICK & CO INC COM NON VTG	3,901.	5,430.
39 NASDAQ STOCK MARKET COM	2,550.	3,181.
393 CHENIERE ENERGY INC COM NEW	14,505.	23,262.
398 ESSILOR INTL S A ADR	29,103.	25,138.
4,788 MICROSOFT CORP	269,694.	486,317.
4,802 GRACO INC COM	205,290.	200,964.
40 PVH CORP	3,913.	3,718.
405 HORMEL FOODS CORP COM	18,000.	17,285.
406 MACY'S INC	18,020.	12,091.
409 CHECK POINT SOFTWARE ORD	46,341.	41,984.
41 IDACORP INC COM	3,069.	3,815.
41 WYNN RESORTS LTD	7,827.	4,052.
410 IHS MARKIT LTD	20,120.	19,668.
414 VOYA FINANCIAL INC	21,771.	16,618.
420 MARTIN MARIETTA MATLS COM	77,459.	72,185.
425 VORNADO RLTY TR SH BEN INT	29,108.	26,363.
431 MICRON TECHNOLOGY INC	22,462.	13,676.
431 RANGE RES CORP COM	7,521.	4,125.
444 WESTROCK CO	26,169.	16,765.
445 BAXTER INTL INC COM	29,586.	29,290.
449 KEURIG DR PEPPER INC COM	7,132.	11,512.
450 PATTERSON UTI ENERGY COM	7,650.	4,658.
451 QUALCOMM INC	26,792.	25,666.
46 EQUINIX INC COM	19,058.	16,218.
460 EQT CORP	14,559.	8,689.
489 ACCENTURE PLC	78,787.	68,954.
491 WYNDHAM DESTINATIONS INC COM	24,086.	17,597.
498 RESMED INC COM	41,322.	56,707.
5,070 COLOPLAST A S ADR	54,391.	46,898.
5,140 AT&T INC	196,920.	146,696.
5,506 COCA COLA CO	249,671.	260,709.
513 ROWAN COMPANIES PLC	8,213.	4,304.
515 TWENTY FIRST CENTURY FOX CL A	19,474.	24,782.
516 INTERNATIONAL BUSINESS MACHS	78,319.	58,654.
52 PRICE T ROWE GROUP INC COM	6,160.	4,801.
525 LOWES COMPANIES INC	49,432.	48,489.
529 GENERAL MOTORS COM	20,766.	17,695.
534 ADIDAS AG ADR	59,222.	55,718.
55 VALERO ENERGY CORP NEW COM	3,597.	4,123.
550 CVS HEALTH CORP	44,335.	36,036.
551 GENERAL MLS INC COM	24,946.	21,456.
554 ALIBABA GROUP HLDG LTD	94,451.	75,937.
554 SYSCO CORP COM	25,783.	34,714.
563 LOWES COMPANIES INC	42,662.	51,999.
564 APACHE CORP COM	24,333.	14,805.
568 S&P GLOBAL INC	104,349.	96,526.
57 BURLINGTON STORES INC	8,494.	9,272.
57 DONALDSON INC COM	1,829.	2,473.
570 EBAY INC COM	18,608.	16,000.

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58 ANTHEM INC	8,125.	15,233.
582 CONAGRA INC COM	21,786.	12,432.
584 ACCENTURE PLC	78,197.	82,350.
587 HD SUPPLY HOLDINGS INC	22,832.	22,024.
6 AUTOZONE INC COM	4,809.	5,030.
6 FIDELITY NATIONAL INFORMATION SERVICES	377.	615.
6,208 GENERAL ELECTRIC CO	181,819.	46,995.
6,349 NATIONAL OILWELL VARCO COM	235,270.	163,169.
6,500 US FOODS HOLDING CORP	208,425.	205,660.
600 EOG RES INC COM	74,095.	52,326.
601 JOHNSON & JOHNSON	79,407.	77,559.
603 PROGRESSIVE CORP OHIO COM	23,555.	36,379.
61 COOPER COS INC COM NEW	14,971.	15,525.
61 ILLINOIS TOOL WKS INC COM	8,761.	7,728.
611 EATON CORP PLC	40,577.	41,951.
622 ABBVIE INC	58,204.	57,342.
624 ELI LILLY & CO	47,477.	72,209.
628 EOG RES INC COM	52,583.	54,768.
628 HARTFORD FINL SVCS COM	29,837.	27,915.
636 SCHLUMBERGER LTD COM	43,719.	22,947.
637 MEDTRONIC PLC	58,018.	57,942.
64 WATERS CORP COM	13,240.	12,074.
657 XYLEM INC COM	52,060.	43,835.
662 PEPSICO INC	68,009.	73,138.
664 SEMPRA ENERGY COM	70,384.	71,838.
672 MORGAN STANLEY	16,615.	26,645.
674 SOUTHWEST AIRLS CO COM	29,992.	31,328.
675 FACEBOOK INC	109,885.	88,486.
686 KIMBERLY CLARK CORP COM	82,302.	78,163.
688 MOODYS CORP COM	93,435.	96,348.
696 SALESFORCE COM INC COM	62,744.	95,331.
7,110 LKQ CORP COM	219,441.	168,720.
7,215 PASON SYSTEMS INC	109,791.	96,697.
7,421 KKR & CO INC	187,158.	145,674.
7,558 BANK AMER CORP	171,285.	186,229.
707 TARGET CORP	57,432.	46,726.
72 COGNIZANT TECH SOLUTNS CL A	4,443.	4,571.
72 ILLUMINA INC COM	17,994.	21,595.
73 NEUROCRINE BIOSCIENCES INC	7,414.	5,213.
737 STATE STR CORP COM	43,149.	46,483.
739 SYNCHRONY FINL COM	25,859.	17,337.
742 AKAMAI TECHNOLOGIES COM	42,039.	45,321.
750 AMADEUS IT HOLDING SA	62,790.	52,511.
750 ICON PLC	108,253.	96,908.
765 CELGENE CORP	76,442.	49,029.
77 NORDSON CORP COM	10,820.	9,190.
78 AMAZON COM INC COM	127,164.	117,154.
790 CHEVRON TEXACO CORP	75,162.	85,944.
795 PARKER HANNIFIN CORP COM	129,418.	118,566.
796 NESTLE SA SPONSORED ADR	65,409.	64,444.
80 PERRIGO CO PLC	6,622.	3,100.
800 METHANEX CORP COM	56,877.	38,491.
802 WILLIAMS COS INC DEL COM	15,827.	17,684.
806 SAP AKTIENGESELLSCHAFT SPON ADR	93,192.	80,237.
81 CREDIT ACCEPTANCE CORP	34,358.	30,923.
816 FORD MTR CO DEL COM	9,043.	6,242.
850 NIKE INC CL B	66,823.	63,019.
852 ONEOK INC NEW COM	42,869.	45,965.

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86 CARDINAL HEALTH INC COM	7,032.	3,836.
86 IDEXX LABS INC COM	6,715.	15,998.
86 KELLOGG CO COM	6,058.	4,903.
86 KOHLS CORP COM	6,043.	5,705.
860 CARNIVAL CORP COM	54,965.	42,398.
87 MOLSON COORS BREWING CO	8,332.	4,886.
873 NIKE INC CL B	55,039.	64,724.
874 UNITED PARCEL SERVICE INC CL B	92,735.	85,241.
88 HESS CORP COM	5,870.	3,564.
888 SUNPOWER CORP COM CL A	6,163.	4,413.
895 VISA INC COM CL A	123,859.	118,086.
898 DIGITAL RLTY TR INC COM	96,282.	95,682.
90 ALPHABET INC CL C	97,995.	93,205.
900 BERKSHIRE HATHAWAY INC DEL CL B	180,891.	183,762.
915 AIRBUS SE	109,781.	87,821.
920 BB&T CORP COM	47,454.	39,854.
924 CITRIX SYS INC COM	65,204.	94,673.
935 FIFTH THIRD BANCORP	29,256.	22,001.
941 MASTERCARD INC CL A	187,184.	177,520.
941 UNION PAC CORP COM	101,569.	130,074.
944 CSL LTD SPONSORED ADR	69,512.	61,086.
954 AMERICAN AIRLINES GROUP INC	42,303.	30,633.
97 CHICAGO MERCANTIL HLDG COMMON	16,123.	18,248.
985 BRISTOL MYERS SQUIBB COM	63,311.	51,200.
988 LGI HOMES INC	49,362.	44,677.
99 AMERICAN TOWER REIT INC	10,097.	15,661.
99 UNIVERSAL DISPLAY CORP	10,175.	9,263.
994 QUANTA SVCS INC COM	34,586.	29,919.
996 AFLAC INC COM	35,988.	45,378.
TOTAL TO FORM 990-PF, PART II, LINE 10B	22,768,982.	22,411,520.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
10,000 METLIFE INC 4.368% DUE 09-15-23	10,306.	10,389.
10,000 VERIZON COMMUNICATIONS INC 4.862% DUE 08-21-46	9,228.	9,852.
10,000 VIRGINIA ELEC & PWR CO 8.875% DUE 11-15-38	16,739.	15,144.
100,000 COMCAST CORP NEW 5.150% DUE 03-01-20	112,055.	102,489.
100,000 GENERAL ELEC CAP CORP MTN BE 5.500% DUE 01-08-20	106,545.	101,177.
110,000 WELLS FARGO & CO 4.600% DUE 04-01-21	124,046.	112,616.
15,000 BECTON DICKINSON & CO 6.000% DUE 05-15-39	18,920.	16,935.
15,000 WISCONSIN PWR & LT CO 6.375% DUE 08-15-37	20,513.	19,069.
20,000 ANHEUSER BUSCH COS INC 6.800% DUE 08-20-32	26,704.	23,843.
20,000 APACHE CORP 5.100% DUE 09-01-40	19,274.	17,966.
20,000 BURLINGTON NORTHN SANTA FE CP 6.150% DUE 05-01-37	25,060.	24,626.
20,000 CISCO SYS INC 3.000% DUE 06-15-22	20,796.	19,917.
20,000 CITIGROUP INC 6.625% DUE 01-15-28	24,797.	22,890.

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20,000 ENTERPRISE PRODS OPER LLC 5.100% DUE 02-15-45	17,363.	19,939.
20,000 HALLIBURTON CO 6.700% DUE 09-15-38	27,216.	23,639.
20,000 JPMORGAN CHASE & CO 4.350% DUE 08-15-21	21,397.	20,453.
20,000 LOCKHEED MARTIN CORP 4.850% DUE 09-15-41	21,199.	21,301.
20,000 ORACLE CORP 2.250% DUE 10-08-19	19,973.	19,928.
20,000 PARKER-HANNIFIN CORP MTNS BE 6.250% DUE 05-15-38	25,581.	24,717.
20,000 PHILLIPS 66 5.875% DUE 05-01-42	21,213.	21,894.
20,000 TOSCO CORP 8.125% DUE 02-15-30	28,941.	26,669.
25,000 BOSTON PPTYS LTD PARTNERSHIP 3.650% DUE 02-01-26	25,148.	24,201.
25,000 BURLINGTON NORTHN SANTA FE CP 3.050% DUE 03-15-22	25,739.	24,956.
25,000 CATERPILLAR FINL SVCS MTNS BE 3.750% DUE 11-24-23	26,164.	25,472.
25,000 CONSOLIDATED EDISON CO N Y INC 5.500% DUE 12-01-39	29,166.	28,471.
25,000 DEERE & CO. 8.100% DUE 05-15-30	35,484.	33,777.
25,000 DUKE ENERGY FLA LLC 3.200% DUE 01-15-27	23,748.	24,263.
25,000 GOLDMAN SACHS GROUP INC 2.350% DUE 11-15-21	24,678.	24,118.
25,000 IBM CORP 7.000% DUE 10-30-25	34,601.	29,527.
25,000 MAGELLAN MIDSTREAM PARTNERS LP 5.000% DUE 03-01-26	27,881.	26,058.
25,000 NORFOLK SOUTHERN CORP 3.850% DUE 01-15-24	25,225.	25,426.
25,000 PROGRESSIVE CORP OHIO 3.750% DUE 08-23-21	27,357.	25,220.
25,000 PROGRESSIVE CORP OHIO 6.625% DUE 03-01-29	33,784.	30,443.
30,000 AMERICAN EXPRESS CO 8.125% DUE 05-20-19	38,214.	30,600.
30,000 AVALONBAY CMNTYS INC MTN BE 2.950% DUE 09-15-22	29,445.	29,577.
30,000 BANK AMER CORP 7.625% DUE 06-01-19	33,248.	30,554.
30,000 CHUBB CORP 6.800% DUE 11-15-31	39,379.	38,292.
30,000 DOWDUPONT INC 4.493% DUE 11-15-25	30,512.	30,848.
30,000 MARKEL CORP 5.350% DUE 06-01-21	33,392.	31,203.
30,000 SYSCO CORP 3.550% DUE 03-15-25	29,931.	29,383.
30,000 THERMO FISHER SCIENTIFIC INC 3.600% DUE 08-15-21	31,736.	29,970.
31,000 UNITED TECHNOLOGIES CORP 8.875% DUE 11-15-19	40,323.	32,523.
35,000 21ST CENTURY FOX AMERICA INC 8.500% DUE 02-23-25	44,803.	43,938.
35,000 ALTRIA GROUP INC 4.750% DUE 05-05-21	39,718.	35,705.
35,000 AMGEN INC 4.100% DUE 06-15-21	38,151.	35,662.
35,000 CITIGROUP INC 4.500% DUE 01-14-22	37,405.	35,833.
35,000 CME GROUP INC 3.000% DUE 09-15-22	35,077.	34,850.
35,000 GOLDMAN SACHS GROUP INC 3.625% DUE 01-22-23	35,527.	34,445.
35,000 QUALCOMM INC 2.600% DUE 01-30-23	35,188.	33,635.
35,000 SNAP ON INC 6.125% DUE 09-01-21	43,083.	37,581.
35,000 WISCONSIN ELEC PWR CO 6.500% DUE 06-01-28	42,109.	41,665.
40,000 AMERICAN EXPRESS CO 2.650% DUE 12-02-22	40,328.	38,698.
40,000 AT&T INC 4.250% DUE 03-01-27	40,952.	39,145.
40,000 COMMONWEALTH EDISON CO 3.400% DUE 09-01-21	41,758.	40,192.
40,000 GENERAL DYNAMICS CORP 2.250% DUE 11-15-22	38,056.	38,546.
40,000 MORGAN STANLEY 5.500% DUE 07-28-21	44,685.	41,942.
40,000 PNC FUNDING CORP 3.300% DUE 03-08-22	41,002.	39,915.

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41,000	EQUITABLE COS INC 7.000% DUE 04-01-28	44,284.	46,791.
44,000	NUTRIEN LTD 3.625% DUE 03-15-24	42,621.	42,771.
45,000	CVS HEALTH CORP 3.500% DUE 07-20-22	46,763.	44,603.
45,000	FRANKLIN RES INC 2.850% DUE 03-30-25	46,387.	42,918.
45,000	HOME DEPOT INC 4.400% DUE 04-01-21	51,335.	46,357.
50,000	ALTRIA GROUP INC 9.250% DUE 08-06-19	67,941.	51,783.
50,000	ARCHER DANIELS MIDLAND CO 2.500% DUE 08-11-26	46,427.	45,815.
50,000	BOEING CO 7.250% DUE 06-15-25	65,301.	60,529.
50,000	BP CAP MKTS PLC 4.500% DUE 10-01-20	56,307.	50,982.
50,000	CAMDEN PROPERTY TRUST 2.950% DUE 12-15-22	49,088.	48,997.
50,000	KRAFT HEINZ FOODS CO 5.375% DUE 02-10-20	54,192.	50,955.
50,000	PEPSI BOTTLING GROUP INC 7.000% DUE 03-01-29	67,410.	62,917.
50,000	ROYAL BANK OF CANADA 1.875% DUE 02-05-21	49,740.	49,472.
60,000	OCCIDENTAL PETE CORP DEL 2.700% DUE 02-15-23	58,246.	58,201.
70,000	CAPITAL ONE FINANCIAL CORP 4.750% DUE 07-15-21	75,717.	71,750.
80,000	EMERSON ELEC CO 4.875% DUE 10-15-19	94,559.	81,243.
TOTAL TO FORM 990-PF, PART II, LINE 10C		2,877,181.	2,708,171.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANGELENO GLOBAL EQUITIES, LP	COST	1,045,298.	879,449.
BBR ABSOLUTE RETURN LONG DURATION II, LP	COST	201,282.	204,231.
BBR ABSOLUTE RETURN LONG DURATION, LP	COST	1,189,393.	1,281,100.
BBR ABSOLUTE RETURN, LTD	COST	5,875,000.	6,680,034.
BBR EQUITY LONG/SHORT, LTD	COST	15,950,000.	20,979,836.
BBR PRIVATE INVESTMENT FUND-SERIES H, LP	COST	2,002,408.	2,358,466.
BBR PRIVATE INVESTMENT FUND-SERIES I, LP	COST	708,080.	745,850.
BBR PRIVATE INVESTMENT FUND-SERIES J, LP	COST	293,058.	277,986.
BBR REAL ASSETS FUND III, LP	COST	1,548,358.	1,652,018.
BBR REAL ASSETS FUND IV, LP	COST	644,758.	693,166.
BBR REAL ASSETS FUND V LP	COST	556,701.	562,696.
COGNITIVE TOYBOX	COST	75,000.	75,000.
IFF INVESTMENTS	COST	200,000.	200,000.
REACH II, LP	COST	95,629.	103,119.
RICHARD N GOLDMAN DISTRIBUTING LLC	COST	41,173.	66,765.
TOTAL TO FORM 990-PF, PART II, LINE 13		30,426,138.	36,759,716.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT 11
	QUALIFYING DISTRIBUTION STATEMENT	

EXPLANATION

GRANTS TO THE SCHWAB CHARITABLE FUND AND MORGAN STANLEY GLOBAL IMPACT FUNDING TRUST INC, BOTH DONOR ADVISED FUNDS, HAVE BEEN TREATED AS QUALIFYING DISTRIBUTIONS. THESE DONOR ADVISED FUNDS MAKE GRANTS TO 501(C)(3) ORGANIZATIONS FOR USES CONSISTENT WITH THE FOUNDATION'S MISSION STATEMENT AND PURPOSE.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 12

GRANTEE'S NAME

SHINE EARLY LEARNING

GRANTEE'S ADDRESS63 WEST 125TH STREET, 4TH FLOOR
HARLEM, NY 10024

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
100,000.	11/27/18	100,000.

PURPOSE OF GRANT

FOR ENHANCED FAMILY SERVICE THROUGH TECHNOLOGY

THE PURPOSE OF THIS GRANT IS TO FURTHER THE EXCLUSIVELY CHARITABLE EDUCATIONAL ASPECTS OF THE SHINE EARLY LEARNING EFFORT THAT WILL BENEFIT HUNDREDS OF HEAD START PROGRAMS SERVING TENS OF THOUSANDS OF YOUNG CHILDREN LIVING IN POVERTY. SPECIFICALLY, SHINE EARLY LEARNING WILL ENHANCE THE EFFECTIVENESS AND EFFICIENCY OF HEAD START PROGRAMS BY IMPROVING:

- DATA AND EVALUATION SYSTEMS FOR GATHERING, ANALYZING, AND MEASURING REAL-TIME DATA ON THE PROGRESS OF CHILDREN, FAMILIES, AND TEACHERS TO IMPROVE OUTCOMES FOR CHILDREN;
- REPORTING TOOLS TO ENHANCE THE ABILITY OF HEAD START PROGRAM MANAGERS TO EFFECTIVELY MANAGE AGAINST POSITIVE OUTCOMES FOR CHILDREN AND FAMILIES;
- TOOLS AND TECHNOLOGIES WHICH REDUCE ADMINISTRATIVE COSTS, ALLOWING HEAD START CENTERS TO ALLOCATE MORE RESOURCES TO CLASSROOM PROGRAMMING AND SERVICES FOR FAMILIES

DATES OF REPORTS BY GRANTEE

10/1/19

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A