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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2018

Open to Public Inspection

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

Name of foundation THE SAND FOUNDATION	**A** Employer identification number 81-3209913
Number and street (or P O box number if mail is not delivered to street address) / Room/suite FOUNDATION SOURCE 501 SILVERSIDE RD	**B** Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377	**C** If exemption application is pending, check here ▶ ☐

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G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

04

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 7,428,732.

J Accounting method: ☒ Cash ☐ Accrual ☐ 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 ▶ ☐

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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)	8,345,059.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,552.	1,552.		
	4 Dividends and interest from securities	153,893.	153,893.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,954.			
	b Gross sales price for all assets on line 6a 859,635.				
	7 Capital gain net income (from Part IV, line 2)		552.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	8,523,458.	155,997.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,000.			5,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 1	3,480.			3,480.
	b Accounting fees (attach schedule) ATCH 2	1,183.			1,183.
	c Other professional fees (attach schedule) [3]	120,552.	23,802.		96,750.
	17 Interest	127.	127.		
	18 Taxes (attach schedule) (see instructions) [4]	2,216.	16.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	611.			611.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	24,752.	1,446.		23,306.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	157,921.	25,391.		130,330.
	25 Contributions, gifts, grants paid	315,815.			315,815.
	26 Total expenses and disbursements Add lines 24 and 25	473,736.	25,391.	0.	446,145.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	8,049,722.			
	b **Net investment income** (if negative, enter -0-)		130,606.		
	c **Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2018)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		150,697.	150,697.
	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) ATCH 6		7,799,010.	7,178,035.
	c	Investments - corporate bonds (attach schedule) ATCH 7		100,015.	100,000.
	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)	0.	8,049,722.	7,428,732.
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 ▶ ☐ and complete lines 24 through 26, and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] 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		8,049,722.	
	30	**Total net assets or fund balances** (see instructions)	0.	8,049,722.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	0.	8,049,722.	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	0.
2	Enter amount from Part I, line 27a	2	8,049,722.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,049,722.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,049,722.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 ; If (loss), enter -0- in Part I, line 7 }	2	552.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017			
2016			
2015			
2014			
2013			

2	**Total** of line 1, column (d)	2	0.
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	6,780,231.
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,306.
7	Add lines 5 and 6	7	1,306.
8	Enter qualifying distributions from Part XII, line 4	8	446,145.

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 ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	1,306.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	
3	Add lines 1 and 2		3	1,306.
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	1,306.
6	Credits/Payments			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 2,200.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	2,200.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	894.
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 894. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Line	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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ PA,			
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	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses ATCH 8	10	X	

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		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	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754
Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		X

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		5,000.	0.	0.

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 10		96,000.

Total number of others receiving over $50,000 for professional services . . . . ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	6,619,765.
b	Average of monthly cash balances	1b	263,718.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,883,483.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,883,483.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	103,252.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,780,231.
6	**Minimum investment return.** Enter 5% of line 5	6	339,012.

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	339,012.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	1,306.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,306.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	337,706.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	337,706.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	337,706.

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	446,145.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	446,145.
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	1,306.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	444,839.

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				337,706.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20 16 ,20 15 ,20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 446,145.				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	436,488.			
d Applied to 2018 distributable amount				9,657.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	436,488.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				328,049.
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)	436,488.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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))

NONE

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total . . . . . ▶ **3a**				315,815.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,552.	
4 Dividends and interest from securities			14	153,893.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	22,954.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				178,399.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 178,399.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

Sign Here

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

[signature] 10/8/19 ▶ President

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	JEFFREY D HASKELL	JEFFREY D HASKELL	10/02/2019		P01345770
	Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
	Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

JSA
8E1493 1 000

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

Schedule of Contributors

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

OMB No 1545-0047

2018

Name of the organization
THE SAND FOUNDATION

Employer identification number
81-3209913

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000, or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE SAND FOUNDATION

Employer identification number 81-3209913

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE SAND FAMILY FUND 100 FOUR FALLS, STE 300 WEST CONSHOHOCKEN, PA 19428	$ 8,345,059.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization THE SAND FOUNDATION

Employer identification number 81-3209913

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	THIRD AVENUE FOCUSED CREDIT FUND - INST TFCIX, 3364.873 SH.	$ 841.	04/06/2018

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization THE SAND FOUNDATION

Employer identification number 81-3209913

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once See instructions.) ▶ $ ______
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GENERAL CONSULTATIONS	3,480.			3,480.
TOTALS	3,480.			3,480.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX RETURN PREPARATION/REVIEW	1,183.			1,183.
TOTALS	1,183.			1,183.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT SERVICES	23,802.	23,802.	
PHILANTHROPIC CONSULTING SRVCS	96,750.		96,750.
TOTALS	120,552.	23,802.	96,750.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2018	2,200.	
FOREIGN TAX PAID	16.	16.
TOTALS	2,216.	16.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	16,609.		16,609.
ADMINISTRATIVE SET-UP FEE	4,500.		4,500.
BANK CHARGES	1,439.	1,439.	
FOUNDATION DUES & MEMBERSHIPS	1,000.		1,000.
INDEMNIFICATION INSURANCE	1,180.		1,180.
OFFICE SUPPLIES	14.		14.
POSTAGE/DELIVERY SERVICE	10.	7.	3.
TOTALS	24,752.	1,446.	23,306.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3-D SYSTEMS CORP. DEL	1,023.	834.
3M CO	5,832.	5,716.
ABB LTD	2,284.	1,863.
ABBOTT LABS	5,584.	6,944.
ABBVIE INC	6,855.	6,545.
ACCENTURE PLC	454.	423.
ACTIVISION BLIZZARD INC	4,114.	2,887.
ACUITY BRANDS INC	2,116.	1,609.
ADOBE SYSTEMS, INC	8,396.	8,145.
ADVANCED ENERGY IND INC	1,516.	1,073.
ADVANCED MICRO DEVICES INC	4,384.	2,751.
AFLAC INC	273.	273.
AGILENT TECHNOLOGIES INC	263.	270.
ALEXANDRIA REAL ESTATE EQUITIE	2,158.	1,959.
ALIBABA GROUP HOLDING LTD	2,487.	2,056.
ALLERGAN PLC	461.	401.
ALLSTATE CORP	3,326.	2,809.
ALPHABET INC CL A	10,186.	10,450.
ALPHABET INC CL C	12,511.	12,427.
AMER INTERNATIONAL GROUP INC	4,520.	3,192.
AMERESCO INC CL A	681.	677.
AMERICAN AIRLINES GROUP INC	301.	225.
AMERICAN EXPRESS CO	322.	286.
AMERICAN TOWER REIT INC	4,500.	5,220.
AMERICAN WATER WORKS COMPANY I	3,290.	3,449.
AMERISOURCEBERGEN CORP	272.	223.
AMGEN INC	5,932.	6,619.
AMPHENOL CORPORATION	3,600.	3,484.
ANALOG DEVICES INC	2,424.	2,146.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ANSYS INC	2,029.	1,572.
AON PLC	1,282.	1,308.
APPLE INC	2,723.	1,893.
APPLIED MATERIALS INC	6,571.	4,616.
APTIV PLC	3,299.	2,401.
AQUAVENTURE HOLDINGS LIMITED	692.	718.
ARISTA NETWORKS	1,881.	1,686.
AT&T, INC	2,252.	2,141.
ATLASSIAN CORP PLC	1,911.	2,313.
AU OPTRONICS CORP	2,398.	2,206.
AUTODESK, INC	5,385.	5,144.
AUTOMATIC DATA PROCESSING INC	4,015.	4,458.
AVALONBAY CMNTYS INC	489.	522.
AVNET INC	1,977.	1,480.
BADGER METER, INC	1,114.	984.
BALL CP	281.	322.
BANK NEW YORK MELLON CORP COM	436.	377.
BANK OF AMERICA CORP	13,759.	11,310.
BAXTER INTERNATIONAL INC	278.	263.
BECTON DICKINSON & CO	1,616.	1,577.
BEST BUY INC	306.	212.
BIOGEN INC	821.	903.
BLACKROCK INC	4,172.	3,143.
BORG WARNER INC	294.	208.
BOSTON PPTYS INC	364.	338.
BOSTON SCIENTIFIC	287.	353.
BRISTOL-MYERS SQUIBB CO	2,294.	2,287.
BROADCOM INC	5,277.	5,848.
BROOKS AUTOMATION, INC	1,808.	1,283.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BROWN FORMAN CORP CL B	6,004.	5,234.
CALIFORNIA WATER SVC	1,330.	1,525.
CANADIAN SOLAR INC	1,094.	1,090.
CAPITAL ONE FINANCIAL CORP	1,178.	983.
CARDINAL HEALTH INC	321.	223.
CARMAX INC	313.	314.
CATERPILLAR INC	4,908.	4,320.
CBRE GROUP	325.	280.
CELGENE CORP	2,874.	2,115.
CENTERPOINT ENERGY	312.	311.
CERNER CORPORATION	291.	262.
CHARLES SCHWAB CORP	4,566.	3,405.
CHECK POINT SOFTWARE TECHNOLOG	1,959.	1,745.
CHUBB LIMITED	4,477.	4,263.
CHURCH & DWIGHT	277.	395.
CIGNA CORPORATION	172.	190.
CINTAS CRP	644.	504.
CISCO SYSTEMS INC	11,218.	10,789.
CITIGROUP INC	3,860.	3,228.
CITRIX SYSTEMS INC	309.	307.
CLOROX CO	352.	462.
CME GROUP, INC	4,257.	5,079.
CMS ENERGY CP	283.	298.
COGNIZANT TECHNOLOGY SOLUTIONS	327.	254.
COMCAST CORP	9,247.	9,602.
COMERICA INC	284.	206.
COMMUNITY REINV ACT QUAL INVT	99,999.	99,517.
CONAGRA FOODS INC	1,703.	961.
CONSOLIDATED EDISON INC	3,836.	3,670.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CONSOLIDATED WATER CO. LTD.	542.	466.
CONSTELLATION BRANDS INC	7,223.	5,307.
CORESITE REALTY CORPORATION	1,407.	1,308.
CORNING INC	946.	1,057.
COSTCO WHOLESALE CORPORATION	679.	611.
CREE, INC	1,512.	1,412.
CRISPR THERAPEUTICS AG	1,059.	857.
CROWN CASTLE INTL	2,042.	1,955.
CSX CORP	3,957.	4,038.
CUMMINS INC	320.	267.
CVS CAREMARK CORP	2,522.	2,162.
CYPRESS SEMICONDUCTR	1,443.	1,374.
DANAHER CORP	2,006.	2,062.
DAQO NEW ENERGY CORP NEW	1,054.	772.
DARDEN RESTAURANTS INC	279.	300.
DASSAULT SYS SA SPN ADR	2,432.	1,878.
DEERE CO	3,789.	4,177.
DELTA AIR LINES INC	574.	549.
DENTSPLY SIRONA INC	302.	223.
DIGITAL RLTY TR INC	2,416.	2,131.
DISCOVER FINL SVCS COM	285.	236.
DISCOVERY INC - SERIES A	284.	297.
DISCOVERY INC - SERIES C	331.	300.
DOLLAR GENERAL CORP	333.	324.
DOVER CORP	221.	213.
DUKE REALTY CORPORATION	298.	285.
E*TRADE FINANCIAL CORP	303.	219.
EASTMAN CHEMICAL CO	306.	219.
EATON CORP PLC	2,101.	1,922.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EBAY INC	3,593.	3,396.
ECOLAB INC	3,909.	3,978.
EDITAS MEDICINE INC	1,065.	887.
EDWARDS LIFESCIENCES	382.	460.
ELECTRONIC ARTS	354.	237.
EMERSON ELECTRIC CO	3,852.	3,466.
EQUINIX, INC	5,702.	4,936.
EQUITY RESIDENTIAL PPTYS TR	309.	330.
ESTEE LAUDER COMPANIES INC	3,983.	3,513.
EVERSOURCE ENERGYINC	5,702.	6,049.
EXACT SCIENCES CORPORATION	1,985.	1,641.
EXPEDITORS INTL WASH INC	300.	272.
FACEBOOK INC	13,588.	10,356.
FASTENAL COMPANY	300.	314.
FIDELITY NATIONAL INFORMATION	285.	308.
FIRST SOLAR INC	1,797.	1,486.
FISERV INC	319.	294.
FLOWSERVE CP	311.	266.
FOOT LOCKER INC N.Y. COM	302.	372.
FORD MOTOR COMPANY	4,046.	2,754.
FORTINET INC	2,286.	1,972.
FORTIVE CORPORATION	346.	271.
FRANKLIN RES INC	303.	267.
GALLAGHER ARTHUR J & CO	280.	295.
GARMIN LTD	2,145.	2,026.
GENERAL MOTORS	3,652.	3,546.
GILEAD SCIENCES INC	4,319.	3,690.
GROUPE DANONE ADS	1,921.	1,817.
HANESBRANDS INC	296.	200.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HANNON ARMSTRONG SUST INFRAST	969.	857.
HARTFORD FINANCIALSERVICES GRO	269.	222.
HASBRO INC	264.	244.
HCA INC	287.	373.
HEALTH CARE PPTY INVS INC	304.	363.
HEWLETT PACKARD ENTERPRISE CO	3,650.	2,827.
HILTON WORLDWIDE HOLDINGS, INC	3,469.	3,159.
HOLOGIC, INC	1,707.	1,808.
HOME DEPOT INC	9,562.	8,935.
HORIZON TECHNOLOGY FINANCE COR	501.	506.
HOST HOTELS & RESORTS INC	322.	250.
HUNTINGTON BANCSHARES INC	298.	238.
ICHOR HOLDINGS	1,015.	701.
ILLINOIS TOOL WORKS	2,418.	2,154.
ILLUMINA INC COM	2,959.	2,999.
INGERSOL-RAND PLC	252.	274.
INT'L FLAVORS & FRAGRANCES INC	424.	403.
INTELLIA THERAPEUTICS INC	1,054.	833.
INTERCONTINENTAL EXCHANGE, INC	290.	301.
INTERFACE INC CL A	1,499.	898.
INTERNATIONAL BUSINESS MACHINE	2,778.	2,160.
INTERNATIONAL PAPER CO	567.	444.
INTERXION HOLDING N.V	1,432.	1,246.
INTUIT	5,777.	5,512.
INVITAE CORP	1,092.	962.
IQVIA HOLDINGS INC	380.	349.
IRON MOUNTAIN	1,721.	1,718.
ITRON INC	1,786.	1,277.
JINKOSOLAR HOLDING CO LTD	1,100.	821.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JOHNSON & JOHNSON	11,764.	12,002.
JOHNSON CONTROLS INTERNATIONAL	3,658.	3,202.
JP MORGAN CHASE	15,811.	14,057.
KANDI TECHNOLGIES, CORP	637.	552.
KANSAS CITY SOUTHERN	320.	286.
KEYCORP	299.	222.
KEYSIGHT TECHNOLOGIES INC	312.	310.
KIMBERLY CLARK CORP	3,831.	4,216.
KOHLS CORP	311.	332.
KONINKLIJKE PHILIPS ELECTRONIC	2,207.	1,791.
KRAFT HEINZ CO	7,565.	5,940.
KROGER CO	4,234.	4,290.
KYOCERA CORP ADR	2,302.	1,894.
LAM RESEARCH CORP	2,413.	2,179.
LG. PHILIPS	2,194.	1,843.
LIBERTY PROPERTY TRUST SBI	1,730.	1,675.
LINDE PLC COM	4,123.	4,213.
LINDSAY CORP	991.	1,059.
LOWES COMPANIES INC	4,699.	5,265.
LUMENTUM HOLDINGS INC	2,269.	1,512.
LYONDELLBASELL INDUSTRIES NV	3,595.	2,827.
MACY'S INC	530.	476.
MARSH AND MCLENNAN COMPANIES I	3,994.	3,908.
MASTERCARD INC	7,131.	7,546.
MATERIALISE NV	1,070.	1,542.
MATTELL INC	351.	230.
MCCORMICK & CO	316.	418.
MEDTRONIC PLC	7,143.	7,823.
MERCK & CO INC	7,064.	9,169.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
METLIFE INC	4,100.	3,531.
MICROCHIP TECHNOLOGY INC	2,600.	2,230.
MICRON TECHNOLOGY	2,744.	2,158.
MILLER HERMAN INC	1,600.	1,271.
MOLSON COOR BREW CO CL B	285.	225.
MONOLITHIC POWER SYSTEMS, INC	1,732.	1,628.
MOODYS CORP	487.	420.
MORGAN STANLEY	302.	278.
MOTOROLA SOLUTIONS INC	329.	345.
MUELLER WATER PRODUCTS INC	1,134.	892.
NATURAL GROCERS BY VITAMIN COT	752.	644.
NETAPP, INC	3,686.	2,625.
NEWELL RUBBERMAID INC	2,369.	1,822.
NEWS CORP LTD ADR	293.	208.
NEWS CORP LTD CL A	304.	216.
NIELSEN HOLDINGS N.V	283.	210.
NISOURCE INC	293.	304.
NORDSTROM INC	303.	280.
NORTHERN TRUST CORPORATION	320.	251.
NORWEGIAN CRUISE LINE HOLDINGS	267.	212.
NVIDIA CORP	15,005.	8,678.
OMNICELL, INC	1,392.	1,225.
ORACLE CORP	11,653.	11,197.
ORASURE TECHNOLOGIES INC	1,348.	981.
ORMAT TECHNOLOGIES	1,392.	1,412.
PACCAR INC	318.	286.
PACKAGING CORP AMER	347.	250.
PALO ALTO NETWORKS INC	2,449.	2,072.
PARKER HANNIFIN CP	494.	447.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PARNASSUS FIXED INCOME FUND IN	299,999.	295,362.
PATTERN ENERGY GROUP INC	1,450.	1,359.
PAX WORLD HIGH YIELD BOND-IN	99,999.	93,684.
PAX WORLD INTERNATIONAL FD INS	199,999.	169,750.
PAX WORLD SMALL CAP FD INSTL	199,999.	150,746.
PAYPAL HOLDINGS, INC	4,999.	5,634.
PENTAIR INC. COM	179.	151.
PFIZER INC	8,603.	10,258.
PNC FINANCIAL GROUP INC	4,660.	3,741.
POWER INTEGRATIONS, INC	1,291.	1,098.
PRINCIPAL FINANCIAL GROUP	296.	221.
PROGRESSIVE CORP OHIO	1,344.	1,327.
PROLOGIS	2,145.	1,938.
PRUDENTIAL FINCL INC	319.	245.
PURE STORAGE INC	1,737.	1,479.
PVH CORP	479.	279.
QTS REALTY TRUST	1,375.	1,334.
QUALCOMM INC	7,507.	7,569.
RALPH LAUREN CORP	330.	310.
RAYMOND JAMES FINANCIAL INC	269.	223.
RED HAT, INC	517.	527.
REGENCY CENTERS CORP	329.	293.
REGIONS FINANCIAL CORP	321.	227.
REPUBLIC SVCS INC	323.	360.
ROCKWELL AUTOMATION INC	494.	451.
ROPER INDUSTRIES	1,806.	1,599.
ROSS STORES, INC	323.	333.
ROYAL CARRIBEAN CRUISE	2,921.	2,640.
S&P GLOBAL INC COM	2,486.	2,209.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SALESFORCE.COM	7,515.	7,944.
SCHNITZER STEEL INDUSTRIES, IN	705.	560.
SCHRODER EMERGING MKT EQUITY F	99,999.	82,915.
SEAGATE TECHNOLOGY	5,396.	3,898.
SEALED AIR CORP	307.	244.
SEATTLE GENETICS, INC	2,544.	1,870.
SHERWIN-WILLIAMS CO	3,677.	3,935.
SIERRA WIRELESS, INC	789.	577.
SIMON PPTY GROUP INC	4,221.	4,536.
SKYWORKS SOLUTIONS, INC	2,531.	1,944.
SOFTBANK CP UNSP ADR	2,038.	1,663.
SOLAREDGE TECHNOLOGIES INC	1,317.	983.
SOUTHWEST AIRLINES	317.	279.
SPLUNK INC	2,199.	1,887.
SQUARE INC	2,435.	1,571.
STANLEY BLACK & DECKER INC	431.	359.
STARBUCKS CORP COM	5,180.	5,796.
STATE STREET CORPORATION	299.	189.
STEELECASE INC	925.	934.
STMICROELECTRONICS	2,401.	1,735.
STRATASYS, INC	1,005.	846.
STRYKER CORPORATION	519.	470.
SUNOPTA INC	1,034.	569.
SUNPOWER CORP	1,141.	855.
SUNRUN INC	1,065.	926.
SWISS RE LTD ADR	1,908.	1,970.
SWITCH INC	1,407.	1,239.
SYMANTEC CORP	306.	208.
SYNCHRONY FINANCIAL	299.	211.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SYNOPSYS, INC	257.	253.
T. ROWE PRICE ASSOCIATES	341.	277.
TAKE-TWO INTERACTIVE SOFTWARE	299.	309.
TAPESTRY INC	269.	169.
TE CONNECTIVITY LTD	3,762.	3,101.
TERRAFORM POWER, INC	1,435.	1,459.
TESLA MOTORS INC	1,685.	1,997.
TEXAS INSTRUMENTS INC	1,014.	945.
THE COCA-COLA CO	9,783.	9,375.
THE HAIN CELESTIAL GROUP, INC	1,762.	983.
THE JM SMUCKER COMPANY	342.	280.
THE MOSAIC CO	3,286.	3,564.
THERMO FISHER SCIENTIFIC INC	5,048.	5,371.
TIFFANY & CO	308.	242.
TJX COMPANIES INC	6,873.	6,622.
TOKYO ELECTRON LTD	2,366.	1,633.
TPI COMPOSITES INC	1,174.	1,106.
TRACTOR SUPPLY CO COM	361.	334.
TRAVELERS COMPANIES INC	395.	359.
TREX CO INC	1,970.	1,365.
TWITTER INC	433.	287.
UDR INC	289.	317.
ULTRA CLEAN HOLDINGS, INC	902.	517.
UNDER ARMOUR INC CL A	302.	300.
UNDER ARMOUR INC CL C	446.	372.
UNION PACIFIC	8,161.	8,017.
UNITED CONTINENTAL HOLDINGS IN	270.	335.
UNITED NATURAL FOODS, INC	1,568.	477.
UNITED PARCEL SERVICE	7,149.	6,047.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITEDHEALTH GROUP INC	11,433.	11,709.
UNIVERSAL DISPLAY CORP	2,029.	1,497.
US BANCORP	4,944.	4,479.
USD CYRUSONE INC	1,712.	1,692.
VAIL RESORTS INC	2,033.	1,476.
VANGUARD INDEX TR VANGUARD TOT	2,430,026.	2,283,868.
VANGUARD INTERMEDIATE TERM INV	372,785.	368,600.
VANGUARD SHORT-TERM CORPORATE	246,034.	244,430.
VANGUARD TOT INTL BOND IX ADMI	527,697.	524,177.
VANGUARD TOTAL BOND MARKET IND	619,094.	615,150.
VANGUARD TOTAL INT ST IDX-AD	1,808,652.	1,518,191.
VEECO INSTRUMENTS INC	909.	571.
VENTAS INC	309.	352.
VERISK ANALYTICS, INC	319.	327.
VERIZON COMMUNICATIONS	10,159.	11,300.
VERTEX PHARMCTLS INC	540.	497.
VESTAS WIND SYS UNSP/ADR	2,213.	2,518.
VISA INC	8,882.	9,236.
VORNADO RLTY TR	272.	248.
VUZIX CORPORATION	535.	438.
WALGREENS BOOTS ALLIANCE	4,578.	4,715.
WALT DISNEY HOLDINGS CO	9,610.	10,088.
WASTE MANAGEMENT INC	1,875.	2,047.
WATERS CORP	1,893.	1,887.
WELLTOWER INC.	321.	416.
WESTERN DIGITAL CORP	2,972.	2,477.
WESTROCK COMPANY	296.	189.
WEYERHAEUSER CO	331.	197.
WILLIS TOWERS WATSON PUBLIC LT	446.	456.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
XEROX CP	283.	178.
XILINX INC	272.	256.
XPERI CORPORATION	849.	938.
XYLEM INC	2,305.	2,002.
YUM BRANDS INC	1,568.	1,655.
ZAYO GROUP HOLDINGS INC	2,510.	1,667.
ZIMMER BIOMET HOLDINGS	346.	311.
ZOETIS INC	334.	342.
TOTALS	7,799,010.	7,178,035.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CALVERT SOCIAL INVT FNDTN MTN	100,015.	100,000.
TOTALS	100,015.	100,000.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
859,635.		859,083.					552.	
TOTAL GAIN(LOSS)							552.	

FORM 990PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 8

NAME AND ADDRESS

THE SAND FAMILY FUND
100 FOUR FALLS, STE 300
WEST CONSHOHOCKEN, PA 19428

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALEX SCHOENFELD FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 5.00	1,000.	0.	0.
BARBARA B SCHOENFELD* FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, PRES, SEC, TREAS 5.00	1,000.	0.	0.

*BARBARA B SCHOENFELD, PRESIDENT, SECREATRY, TREASURER AND DIRECTOR OF THE SAND FOUNDATION (THE "FOUNDATION"), IS THE SOLE MEMBER AT THE CONSULTING FIRM OF SAFFRON LLC, A DISQUALIFIED PERSON WHICH PROVIDES CONSULTING SERVICES TO THE FOUNDATION. DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2018, THE FOUNDATION PAID $96,000 FOR PHILANTHROPIC CONSULTING SERVICES RENDERED BY SUCH DISQUALIFIED PERSON AS REPORTED IN FORM 990-PF, PART I, LINE 16C. SUCH CONSULTING FIRM BILLED THE FOUNDATION AT THE SAME RATE OR BELOW THE RATE IT CHARGES ITS OTHER CLIENTS.

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GORDON SCHOENFELD FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 5.00	1,000.	0.	0.
LARRY J SCHOENFELD FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, VP 5.00	1,000.	0.	0.

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

ATTACHMENT 9 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MAX SCHOENFELD FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 5.00	1,000.	0.	0.
	GRAND TOTALS	5,000.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 10

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
SAFFRON, LLC 100 EXCHANGE STREET, UNIT 607 PROVIDENCE, RI 02903	PHILANTHROPIC	96,000.
TOTAL COMPENSATION		96,000.

The Sand Foundation
Taxable Year Ending 12/31/2018

81-3209913

Part XIII, Line 4c (990-PF) – Qualifying Distribution Made Out of Corpus

Pursuant to IRC Section 4942(h) and Treasury Regulation 53.4942(a)-3(d)(2), The Sand Foundation hereby elects to treat $436,488 of its current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus

Date 10/8/19

By [signature]

Name Barbara Braun Schoenfeld

Title President.

Part XIII, Line 7 (990-PF)

The Sand Foundation (the "Foundation") received a grant of $436,488 in the taxable year ending December 31, 2018 from The Sand Family Fund, a private non-operating foundation As reported in Part XIII, Line 7, the Foundation is treating $436,488 of its 2018 qualifying distributions in excess of the immediately preceding tax year's undistributed income as distributions out of corpus as required by Internal Revenue Code Section 4942(g)(3) and Treasury Regulations Section 53 4942(a)-3(c)(2) Additionally, as required, the Foundation will timely make sufficient distributions to ensure that it will have no remaining undistributed income for 2018

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMOS HOUSE 460 PINE ST PROVIDENCE, RI 02907	N/A GOV	GENERAL & UNRESTRICTED	5,000
AQUIDNECK LAND TRUST 790 AQUIDNECK AVE MIDDLETOWN, RI 02842	N/A PC	GENERAL & UNRESTRICTED	3,000
ATTIC YOUTH CENTER 255 S 16TH ST PHILADELPHIA, PA 19102	N/A PC	GENERAL & UNRESTRICTED	16,000
BRADLEY HOSPITAL FOUNDATION 167 POINT ST PROVIDENCE, RI 02903	N/A PC	GENERAL & UNRESTRICTED	250
BREAST CANCER RESEARCH FOUNDATION INC 28 W 44TH ST STE 609 NEW YORK, NY 10036	N/A PC	GENERAL & UNRESTRICTED	5,000
CENTER FOR REPRODUCTIVE RIGHTS INC 199 WATER ST 22ND FL NEW YORK, NY 10038	N/A PC	GENERAL & UNRESTRICTED	27,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY HOUSING PARTNERSHIP 20 JONES ST 200 SAN FRANCISCO, CA 94102	N/A PC	GENERAL & UNRESTRICTED	5,000
CONGREGATION SONS OF ISRAEL AND DAVID - TEMPLE BET 70 ORCHARD AVE PROVIDENCE, RI 02906	N/A PC	PREMIUM SUPPORT PROGRAM	2,500
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON, CT 06320	N/A PC	GENERAL & UNRESTRICTED	8,000
CROSSROADS RHODE ISLAND 160 BROAD ST PROVIDENCE, RI 02903	N/A PC	GENERAL & UNRESTRICTED	5,000
DORCAS INTERNATIONAL INSTITUTE OF RHODE ISLAND INC 645 ELMWOOD AVE PROVIDENCE, RI 02907	N/A PC	GENERAL & UNRESTRICTED	5,000
EDUCATING LATIN AMERICAN ADOLESCENTS INC 755 DEL ORO DR SAFETY HARBOR, FL 34695	N/A PC	GRUPO PRIMAVERA	20,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EDUCATIONAL FUND TO STOP GUN VIOLENCE 805 15TH ST NW STE 410 WASHINGTON, DC 20005	N/A PC	GENERAL & UNRESTRICTED	1,000
EVERYTOWN FOR GUN SAFETY SUPPORT FUND INC 450 LEXINGTON AVE PO BOX 3886 NEW YORK, NY 10163	N/A PC	GENERAL & UNRESTRICTED	1,000
FOSTER FORWARD 55 BROWN ST E PROVIDENCE, RI 02914	N/A PC	GENERAL & UNRESTRICTED	500
GEORGETOWN UNIVERSITY 2115 WISCONSIN AVE NW, STE 500 WASHINGTON, DC 20007	N/A PC	GENERAL & UNRESTRICTED	5,000
GRUB STREET INC 162 BOYLSTON ST 5TH FLR BOSTON, MA 02116	N/A PC	DIRECTORS CIRCLE	1,000
HUMAN RIGHTS CAMPAIGN FOUNDATION 1640 RHODE ISLAND AVE NW WASHINGTON, DC 20036	N/A PC	GENERAL & UNRESTRICTED	10,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH ALLIANCE OF GREATER RHODE ISLAND 401 ELMGROVE AVE PROVIDENCE, RI 02906	N/A PC	GENERAL & UNRESTRICTED	2,000
MARY C WHEELER SCHOOL INC 216 HOPE ST PROVIDENCE, RI 02906	N/A PC	GENERAL & UNRESTRICTED	10,000
MOUNT HOPE TRUST IN BRISTOL PO BOX 66 BRISTOL, RI 02809	N/A PC	GENERAL & UNRESTRICTED	500
NETWORK FOR GOOD INC 1140 CONNECTICUT AVE NW STE 700 WASHINGTON, DC 20036	N/A PC	FOREVER PAWS ANIMAL SHELTER	1,000
NEW YORK SHAKESPEARE FESTIVAL 425 LAFAYETTE ST NEW YORK, NY 10003	N/A PC	MARTINSON PARTNER SUPPORT	5,000
NEWPORT ART MUSEUM AND ART ASSOCIATION 76 BELLEVUE AVE NEWPORT, RI 02840	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEWPORT ART MUSEUM AND ART ASSOCIATION 76 BELLEVUE AVE NEWPORT, RI 02840	N/A PC	ANNUAL FUND	17,500
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 123 WILLIAMS ST 10TH FL NEW YORK, NY 10038	N/A PC	GENERAL & UNRESTRICTED	2,000
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND INC 345 WHITNEY AVE NEW HAVEN, CT 06511	N/A PC	GENERAL & UNRESTRICTED	500
PRESERVATION SOCIETY OF NEWPORT COUNTY 424 BELLEVUE AVE NEWPORT, RI 02840	N/A PC	GENERAL & UNRESTRICTED	5,000
PRESIDENT AND DIRECTORS OF GEORGETOWN COLLEGE FOR 3300 WHITEHAVEN ST STE 3000 WASHINGTON, DC 20007	N/A PC	GEORGETOWN LOMBARDI COMPREHENSIVE CANCER CENTER'S AYA INTEGRATIVE MEDICINE DEPARTMENT	10,000
PROVIDENCE ATHENAEUM 251 BENEFIT ST PROVIDENCE, RI 02903	N/A PC	FOR PROGRAM SUPPORT	10,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROVIDENCE COMMUNITY LIBRARY 441 PRAIRIE AVE PROVIDENCE, RI 02905	N/A PC	GENERAL & UNRESTRICTED	2,000
RHODE ISLAND ARTS FOUNDATION AT NEWPORT INCORPORAT 26 VALLEY RD MIDDLETOWN, RI 02842	N/A PC	GENERAL & UNRESTRICTED	500
RHODE ISLAND ARTS FOUNDATION AT NEWPORT INCORPORAT 26 VALLEY RD MIDDLETOWN, RI 02842	N/A PC	NEWPORT MUSIC FESTIVAL	1,000
RHODE ISLAND COMMUNITY FOOD BANK ASSOCIATION 200 NIANTIC AVE PROVIDENCE, RI 02907	N/A PC	GENERAL & UNRESTRICTED	1,000
RHODE ISLAND FREE CLINIC INC 655 BROAD ST STE 301 PROVIDENCE, RI 02907	N/A PC	GENERAL & UNRESTRICTED	2,000
RHODE ISLAND PHILHARMONIC ORCHESTRA & MUSIC SCHOOL 667 WATERMAN AVE E PROVIDENCE, RI 02914	N/A PC	CONDUCTOR'S CIRCLE PROGRAM	3,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RHODE ISLAND PUBLIC RADIO ONE UNION STA PROVIDENCE, RI 02903	N/A PC	GENERAL & UNRESTRICTED	4,500
SAN FRANCISCO AIDS FOUNDATION 1035 MARKET ST, STE 400 SAN FRANCISCO, CA 94103	N/A PC	GENERAL & UNRESTRICTED	450
SAVE THE BAY INC 100 SAVE THE BAY DR PROVIDENCE, RI 02905	N/A PC	GENERAL & UNRESTRICTED	1,000
SOCIAL ENTERPRISE GREENHOUSE 460 HARRIS AVE UNIT 303 PROVIDENCE, RI 02909	N/A PC	GENERAL & UNRESTRICTED	3,015
SOPHIA ACADEMY 582 ELMWOOD AVE PROVIDENCE, RI 02907	N/A PC	GENERAL & UNRESTRICTED	500
SOPHIA ACADEMY 582 ELMWOOD AVE PROVIDENCE, RI 02907	N/A PC	SCHOLARSHIP FUND FOR ONE GIRL FOR ONE YEAR	15,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE MIRIAM HOSPITAL 164 SUMMIT AVE PROVIDENCE, RI 02906	N/A PC	GENERAL & UNRESTRICTED	1,000
THE SANDRA FEINSTEIN-GAMM THEATRE 1245 JEFFERSON BLVD WARWICK, RI 02886	N/A PC	GENERAL & UNRESTRICTED	1,000
TRINITY REPERTORY COMPANY 201 WASHINGTON ST PROVIDENCE, RI 02903	N/A PC	PELL AWARDS PROGRAM	5,000
TRINITY REPERTORY COMPANY 201 WASHINGTON ST PROVIDENCE, RI 02903	N/A PC	CHARITABLE EVENT	5,000
TRINITY REPERTORY COMPANY 201 WASHINGTON ST PROVIDENCE, RI 02903	N/A PC	ANNUAL FUND	20,000
TRINITY REPERTORY COMPANY 201 WASHINGTON ST PROVIDENCE, RI 02903	N/A PC	PROJECT DISCOVERY ENDOWMENT FUND	50,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TROUT UNLIMITED INC PO BOX 7400 WOOLLY BUGGER, WV 25438	N/A PC	GENERAL & UNRESTRICTED	6,000
VH1 SAVE THE MUSIC FOUNDATION 1515 BROADWAY 21ST FL NEW YORK, NY 10036	N/A PC	GENERAL & UNRESTRICTED	3,000
WATERFIRE PROVIDENCE 475 VALLEY ST PROVIDENCE, RI 02908	N/A PC	CHARITABLE EVENT	1,000
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 06521	N/A PC	GENERAL & UNRESTRICTED	1,000
YWCA OF RHODE ISLAND 514 BLACKSTONE ST WOONSOCKET, RI 02895	N/A PC	CHARITABLE EVENT	100
		TOTAL CONTRIBUTIONS PAID	315,815