

2949108800101 0

EXTENDED TO MARCH 16, 2020

Return of Private Foundation

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

OMB No 1545-0052

2018

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo 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.

1904

For calendar year 2018 or tax year beginning MAY 1, 2018, and ending APR 30, 2019

Name of foundation

RICHARD & SUSAN SMITH FAMILY FOUNDATION

A Employer identification number

23-7090011

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

ONE NEWTON EXECUTIVE PARK

Room/suite

104

B Telephone number

857-404-0700

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

NEWTON, MA 02462

C If exemption application is pending, check here

D 1. Foreign organizations, check here

2. Foreign organizations meeting the 85% test, check here and attach computation

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 308,239,997.

J Accounting method:

☒

Cash

☐

Accrual

Other (specify)

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

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	100,000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	2,536,797.	2,523,879.		STATEMENT 2
4 Dividends and interest from securities	2,344,196.	2,312,254.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	16,834,577.			STATEMENT 1
b Gross sales price for all assets on line 6a	16,834,577.			
7 Capital gain net income (from Part IV, line 2)		16,520,418.		
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	1,792,960.	3,229,865.		STATEMENT 4
12 Total. Add lines 1 through 11	23,608,530.	24,586,416.		
13 Compensation of officers, directors, trustees, etc.	822,187.	0.		822,187.
14 Other employee salaries and wages	99,796.	0.		99,796.
15 Pension plans, employee benefits	235,195.	0.		235,195.
16a Legal fees STMT 5	74,483.	0.		74,483.
b Accounting fees STMT 6	43,140.	21,570.		21,570.
c Other professional fees STMT 7	6,486,238.	6,802,273.		29,861.
17 Interest				
18 Taxes STMT 8	122,487.	121,987.		500.
19 Depreciation and depletion	740.	0.		
20 Occupancy	190,728.	0.		190,728.
21 Travel, conferences, and meetings	9,055.	0.		9,055.
22 Printing and publications				
23 Other expenses STMT 9	241,455.	0.		241,455.
24 Total operating and administrative expenses. Add lines 13 through 23	8,325,504.	6,945,830.		1,724,830.
25 Contributions, gifts, grants paid	13,858,080.			13,858,080.
26 Total expenses and disbursements. Add lines 24 and 25	22,183,584.	6,945,830.		15,582,910.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	1,424,946.			
b Net investment income (if negative, enter -0-)		17,640,586.		
c Adjusted net income (if negative, enter -0-)			N/A	

ENVELOPE
POSTMARK DATE MAR 1 1 2020ENVELOPE
POSTMARK DATE MAR 9 2019

SCANNED

JUL 06 2020

951

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	18,080,111.	21,841,201.	21,841,201.
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 12 139,974.	253,553,147.	251,279,373.	285,715,234.
14 Land, buildings, and equipment basis ▶	139,974.			
Less: accumulated depreciation STMT 11 ▶	123,649.	17,065.	16,325.	16,325.
15 Other assets (describe ▶)		667,237.	667,237.	667,237.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		272,317,560.	273,804,136.	308,239,997.
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 ☐ and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	272,317,560.	273,804,136.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	272,317,560.	273,804,136.	
	31 Total liabilities and net assets/fund balances		272,317,560.	273,804,136.

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	272,317,560.
2 Enter amount from Part I, line 27a	2	1,424,946.
3 Other increases not included in line 2 (itemize) ▶ RETURNED CONTRIBUTIONS	3	87,833.
4 Add lines 1, 2, and 3	4	273,830,339.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	26,203.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	273,804,136.

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.)
1a K-1S - SEE STATEMENT 1.1	P	VARIOUS	VARIOUS
b OTHER ENTITY - SEE STATEMENT 1.2	P	VARIOUS	VARIOUS
c OFFSHORE FUNDS - SEE STATEMENT 1.3	P	VARIOUS	VARIOUS
d CHESTNUT HEDGE FUND - SEE STATEMENT 1.4	P	VARIOUS	VARIOUS
e DIAMOND NECKLACE	D	02/22/19	03/29/19

(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 13,692,538.		314,159.	13,378,379.
b 371,142.			371,142.
c 2,346,176.			2,346,176.
d 424,721.			424,721.
e			0.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			13,378,379.
b			371,142.
c			2,346,176.
d			424,721.
e			0.

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	16,520,418.
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	15,702,145.	284,442,577.	.055203
2016	13,956,973.	268,928,559.	.051898
2015	15,957,741.	268,611,904.	.059408
2014	15,355,562.	280,412,511.	.054761
2013	13,816,107.	258,147,944.	.053520

2 Total of line 1, column (d)	2	.274790
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	.054958
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	304,911,102.
5 Multiply line 4 by line 3	5	16,757,304.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	176,406.
7 Add lines 5 and 6	7	16,933,710.
8 Enter qualifying distributions from Part XII, line 4	8	15,582,910.

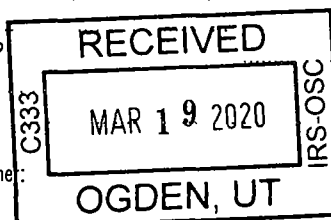
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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	352,812.
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	352,812.
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	352,812.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	818,922.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	818,922.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0.	
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	466,110.	
11 Enter the amount of line 10 to be Credited to 2019 estimated tax	11	0.	

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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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	
b 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. <u>AZ, CA, MA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X



Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of DAVID RUBINSTEIN - GRANT ADMINISTRATION Telephone no. 857-404-0700 Located at ONE NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA ZIP+4 02462		
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 N/A		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here 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? ☐ 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.) N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.) 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

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	N/A	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?	N/A	
If "Yes," attach the statement required by Regulations section 53.4945-5(d)	☐ Yes ☐ No	
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 ☒
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?	N/A	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.

(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
SEE STATEMENT 14		822,187.	145,925.	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
DAVID RUBINSTEIN - OFFICE & GRANTS ADMINISTRATOR, NEWTON, MA 02462	EXECUTIVE ASSISTANT 40.00	82,346.	29,089.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES LLC		
100 SUMMER STREET, BOSTON, MA 02110	INVESTMENT ADVISOR	368,610.
GOULSTON & STORRS	INVESTMENT AND LEGAL	
400 ATLANTIC AVENUE, BOSTON, MA 02116	ADVISOR	297,293.
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 NOT APPLICABLE	
	0.
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 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	298,344,547.
b	Average of monthly cash balances	1b	11,209,871.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	309,554,418.
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	309,554,418.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,643,316.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	304,911,102.
6	Minimum investment return. Enter 5% of line 5	6	15,245,555.

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	15,245,555.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	352,812.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	352,812.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,892,743.
4	Recoveries of amounts treated as qualifying distributions	4	87,833.
5	Add lines 3 and 4	5	14,980,576.
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	14,980,576.

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	15,582,910.
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	15,582,910.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,582,910.

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				14,980,576.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	1,427,957.			
b From 2014	2,053,340.			
c From 2015	3,345,493.			
d From 2016	940,415.			
e From 2017	1,764,775.			
f Total of lines 3a through e	9,531,980.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 15,582,910.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				14,980,576.
e Remaining amount distributed out of corpus	602,334.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	10,134,314.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	1,427,957.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	8,706,357.			
10 Analysis of line 9:				
a Excess from 2014	2,053,340.			
b Excess from 2015	3,345,493.			
c Excess from 2016	940,415.			
d Excess from 2017	1,764,775.			
e Excess from 2018	602,334.			

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				
SEE ATTACHED STATEMENT	NONE			13,858,080.
Total			3a	13,858,080.
b Approved for future payment				
NONE				
Total			3b	0.

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)(3) (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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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		

**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 of officer or trustee

3/10/20
Date

Trustee

May the IRS discuss this return with the preparer shown below? See instr

☒ X	Yes	☐	No
--	-----	--------------------------	----

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

DIANA COHEN

Firm's name ► **DELOITTE TAX LLP**

Firm's EIN ▶ 86-1065772

Firm's address ► 200 BERKELEY STREET
BOSTON, MA 02116

Phone no. **617-437-2000**

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

RICHARD & SUSAN SMITH FAMILY FOUNDATION

Employer identification number

23-7090011

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 foundationCheck 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	Employer identification number
RICHARD & SUSAN SMITH FAMILY FOUNDATION	23-7090011

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	RICHARD SMITH 400 ATLANTIC AVE BOSTON, MA 02110	\$ 100,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

23-7090011

Part II

[illegible]

Name of organization	Employer identification number
RICHARD & SUSAN SMITH FAMILY FOUNDATION	23-7090011

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 info once) ▶ \$ _____
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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
K-1S - SEE STATEMENT 1.1				PURCHASED	VARIOUS	VARIOUS
	13,692,538.	0.	0.	0.	13,692,538.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
OTHER ENTITY - SEE STATEMENT 1.2				PURCHASED	VARIOUS	VARIOUS
	371,142.	0.	0.	0.	371,142.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
OFFSHORE FUNDS - SEE STATEMENT 1.3				PURCHASED	VARIOUS	VARIOUS
	2,346,176.	0.	0.	0.	2,346,176.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
CHESTNUT HEDGE FUND - SEE STATEMENT 1.4				PURCHASED	VARIOUS	VARIOUS
	424,721.	0.	0.	0.	424,721.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DIAMOND NECKLACE		DONATED	02/22/19	03/29/19
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

16,834,577.

FORM 990-PF - PART IV (1.a)		GAIN OR (LOSS) FROM SALE OF ASSETS - K-1s			STATEMENT 1.1
(A)	(B)	(C)	(D)	(E)	(F)
NAME OF THE K-1	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC.	GAIN OR LOSS
ABRAMS CAPITAL PARTNERS II	81,308	-	-	-	81,308
BAUPOST VALUE PARTNERS, L P - I	333,210	-	-	-	333,210
BENNETT RESTRUCTURING FUND, L P	28,692	-	-	-	28,692
BERKSHIRE FUND IX-A IND VP AIV, L P	258	-	-	-	258
BRAZOS EQUITY FUND III, LP	570,132	-	-	-	570,132
BRIGHTSTAR CAPITAL PARTNERS QUALTEK LP	21,062	-	-	-	21,062
BROOKSIDE CAPITAL PARTNERS FUND, L P	273,444	-	-	-	273,444
CA RESOURCES FUND (U S TAX-EXEMPT) L P - SERIES BAIN EUROPE III	341,350	-	-	-	341,350
CA RESOURCES FUND (U S TAX-EXEMPT) L P - SERIES BAIN X	370,461	-	-	-	370,461
CHARLESBANK EQUITY FUND VII, LP	565,434	-	-	-	565,434
CHARLESBANK OFFSHORE EQUITY FUND VIII, LP	1,276,845	-	-	-	1,276,845
CHESTNUT HILL VENTURES, LLC	345	-	-	-	345
ENERGY CAPITAL PARTNERS II-B, LP	169,722	-	-	-	169,722
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	(5,452)	-	-	-	(5,452)
HIGHFIELDS CAPITAL IV LP	201,489	-	-	-	201,489
HILLHOUSE FUND IV LP	21,281	-	-	-	21,281
HOLDCO OPPORTUNITIES FUND, LP	1,636,300	-	-	-	1,636,300
HOLDCO OPPORTUNITIES FUND II, LP	1,172,698	-	-	-	1,172,698
INCOME RESEARCH & MANAGEMENT CORE BOND FUND	(249,972)	-	-	-	(249,972)
LL MORTGAGE FUND LP	37,360	-	-	-	37,360
MADISON INTERNATIONAL REAL ESTATE LIQUIDITY FUND IV, LP	39,005	-	-	-	39,005
MAVERON EQUITY PARTNERS VI, L P	5,129	-	-	-	5,129
MFN PARTNERS LP	52,266	-	-	-	52,266
NAVITAS FUND, LP	(3,174,214)	-	-	-	(3,174,214)
NEW PROVIDENCE RESERVE LP	233,018	-	-	-	233,018
NV PARTNERS IV LP	(72,464)	-	-	-	(72,464)
OAKTREE VALUE EQUITY FUND (DELAWARE), L P	365,784	-	-	-	365,784
OCM OPPORTUNITIES FUND IVB, L P	(6)	-	-	-	(6)
PAR INVESTMENT PARTNERS, L P	(572,300)	-	-	-	(572,300)
PERMIT CAPITAL MORTGAGE FUND, L P - SERIES J	189,818	-	-	-	189,818
PERMIT CAPITAL MORTGAGE FUND, L P - SERIES K	308,037	-	-	-	308,037
QIMING VENTURE PARTNERS FUND V LP	64,630	-	-	-	64,630
QIMING US HEALTHCARE FUND LP	218,682	-	-	-	218,682
RA CAPITAL HEALTHCARE FUND, LP	3,510,799	-	-	-	3,510,799
REGENT OFFICE FUND II, LLC	56,943	-	-	-	56,943
RIVA Capital Partners IV LP	36,942	-	-	-	36,942
SALIENT MLP TOTAL RETURN TE FUND, LP	(1,183)	-	-	-	(1,183)
SANKATY CREDIT OPPORTUNITIES IV, L P	23,422	-	-	-	23,422
THE SILCHESTER INTERNATIONAL INVESTORS INTERNATIONAL VALUE EQUITY TRUST	765,125	-	-	-	765,125
SILVER LAKE PARTNERS II, LP	166,320	-	-	-	166,320
SLP III EW FEEDER I, LP	527	-	-	-	527
SILVER LAKE PARTNERS III, LP	469,344	-	-	-	469,344
SLP III KINGDOM FEEDER I, LP	107,735	-	-	-	107,735
SILVER LAKE PARTNERS III CAYMAN (AIV III), L P	9,206	-	-	-	9,206
SLP III QUICKSILVER FEEDER I, LP	273	-	-	-	273
SLP III WME FEEDER I, LP	(26,362)	-	-	-	(26,362)
SOMERSET SMALL MID CAP EM ALL COUNTRY FUND LLC	(231,835)	-	-	-	(231,835)
S/T GROUP AIV1, LP	(61,790)	-	-	-	(61,790)
SUMMIT PARTNERS PRIVATE EQUITY FUND VII-B, L P	84,932	-	-	-	84,932
TELEGRAPH HILL PARTNERS II, L P	630	-	-	-	630
THRIVE CAPITAL PARTNERS V, L P	(20,830)	-	-	-	(20,830)
VENROCK ASSOCIATES V, L P	706,011	-	-	-	706,011
TPG OPPORTUNITIES PARTNERS II (B), L P	97,139	-	-	-	97,139
TPG OPPORTUNITIES PARTNERS III (B), L P	42,409	-	-	-	42,409
TINICUM TAX EXEMPT LP	20,232	-	-	-	20,232
UNDERScore VC FUND I, L P	11,202	-	-	-	11,202
WELLINGTON TRUST COMPANY, NA	375,281	-	-	-	375,281
XFUND 2, L P	289,229	-	-	-	289,229
YORKTOWN ENERGY PARTNERS XI, LP	312,139	-	-	-	312,139
BAIN CAPITAL (TRU) VIII-E, L P	9,249	-	-	-	9,249
BC VIII PRIVATE INVESTORS, LLC	2,797	-	-	-	2,797
BAIN CAPITAL ASIA FUND, L P	(209)	-	-	-	(209)
BAIN CAPITAL (SSS I) IX, L P	(1)	-	-	-	(1)
BAIN CAPITAL FUND IX, L P	148,813	-	-	-	148,813
BAIN CAPITAL FUND XI LP - CLASS A	139,883	-	-	-	139,883
BERKSHIRE FUND VII, L P	233,671	-	-	-	233,671
BERKSHIRE FUND VII (OS), LP	268,625	-	-	-	268,625
BERKSHIRE FUND VIII (IND), L P	732,362	-	-	-	732,362

RICHARD & SUSAN SMITH FAMILY FOUNDATION
FOR YEAR ENDED 4/30/2019

23-7090011

FORM 990-PF - PART IV (1.a)		GAIN OR (LOSS) FROM SALE OF ASSETS - K-1s			STATEMENT 1.1
(A)	(B)	(C)	(D)	(E)	(F)
NAME OF THE K-1	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC.	GAIN OR LOSS
BERKSHIRE FUND IX-A (IND), L P	6,340	-	-	-	6,340
BERKSHIRE FUND IX-A IND VP AIV, L P	93	-	-	-	93
BRAZOS EQUITY FUND II, LP	12,999	-	-	-	12,999
CENTERBRIDGE CAPITAL PARTNERS AIV II, L P	1,270	-	-	-	1,270
CENTERBRIDGE CAPITAL PARTNERS DEBT ACQUISITION, L P	(497)	-	-	-	(497)
CENTERBRIDGE CAPITAL PARTNERS, L P	86,954	-	-	-	86,954
CENTERBRIDGE CAPITAL PARTNERS AIV V, L P	(54)	-	-	-	(54)
CERBERUS INSTITUTIONAL PARTNERS, LP (SERIES FOUR)	11,251	-	-	-	11,251
CHARLESBANK EQUITY COINVESTMENT FUND VI, LP	(28,996)	-	-	-	(28,996)
CIP4 AIV, LP	2,407	-	-	-	2,407
DENHAM COMMODITY PARTNERS FUND V LP	(12,631)	-	-	-	(12,631)
GNDI HOLDINGS I, L P	246,414	-	-	-	246,414
NALANDA INDIA FUNDO LIMITED	181,964	-	-	-	181,964
PERSHING	(73)	-	-	-	(73)
RESOURCE CAPITAL FUND IV L P	(25,204)	-	-	-	(25,204)
RIVA CAPITAL PARTNERS III, LP	462,412	-	-	-	462,412
TA X, L P	(5,260)	-	-	-	(5,260)
VENROCK ASSOCIATES VI, LP	77,860	-	-	-	77,860
VENROCK ASSOCIATES IV, LP	430	-	-	-	430
WLR RECOVERY FUND IV, L P	19,889	-	-	-	19,889
WLR IV EXCO AIV SIX, L P (FKA WLR RECOVERY FUND IV XCO AIV III, L P)	(127,412)	-	-	-	(127,412)
Total Gain From Sale of Assets From K-1s					<u>13,692,538</u>

RICHARD & SUSAN SMITH FAMILY FOUNDATION
FOR YEAR ENDED 4/30/2019

23-7090011

FORM 990-PF - PART IV (1.a)		GAIN OR (LOSS) FROM SALE OF ASSETS - OTHER ENTITY				STATEMENT 1.2
(A)	(B)	(C)	(D)	(E)	(F)	
ENTITY NAME	GROSS SALES PRICE	COST OR OTHER	EXPENSE OF SALE	DEPREC.	GAIN OR LOSS	
BLACKROCK ENERGY AND RESOURCES FUND # 368	7,341,809	6,970,666	-	-	371,142	
Total Gain From Sale of Assets From Other Entities					371,142	

RICHARD & SUSAN SMITH FAMILY FOUNDATION
FOR YEAR ENDED 4/30/2019

23-7090011

FORM 990-PF - PART IV (1.a)		GAIN OR (LOSS) FROM SALE OF ASSETS - OFFSHORE FUNDS				STATEMENT 1.3
(A) OFFSHORE FUND NAME	(B) GROSS SALES PRICE	(C) COST OR OTHER	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
PERRY PARTNERS INTERNATIONAL INC	14,759	3,484	-	-	11,274	
THE RAPTOR PRIVATE HOLDINGS LTD	1,284	-	-	-	1,284	
SOROBAN OPPORTUNITIES CAYMAN FUND LTD	11,888,425	8,500,000	-	-	3,388,425	
FOLGER HILL PARTNERS LP - FOUNDERS SERIES A	2,942,029	3,996,836	-	-	(1,054,807)	
Total Gain From Sale of Assets From Offshore Funds					2,346,176	

RICHARD & SUSAN SMITH FAMILY FOUNDATION
FOR YEAR ENDED 4/30/2019

23-7090011

FORM 990-PF - PART IV (1.a)		GAIN OR (LOSS) FROM SALE OF ASSETS - CHESTNUT HEDGE FUND				STATEMENT 1.4
(A) HEDGE FUND NAME	(B) GROSS SALES PRICE	(C) COST OR OTHER	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
CHESTNUT HEDGE FUND LLC	424,721	-	-	-	424,721	
Total Gain From Sale of Assets From Hedge Fund					424,721	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHESTNUT HEDGE FUND	43,687.	43,687.	
INTEREST ON OTHER ENTITIES	40,080.	40,080.	
TOTAL INTEREST FROM K-1S	2,453,030.	2,440,112.	
TOTAL TO PART I, LINE 3	2,536,797.	2,523,879.	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHESTNUT HEDGE FUND	41,078.	0.	41,078.	41,078.	
TOTAL DIVIDENDS FROM K-1S	1,906,168.	0.	1,906,168.	1,874,226.	
TOTAL DIVIDENDS FROM OTHER ENTITIES	396,950.	0.	396,950.	396,950.	
TO PART I, LINE 4	2,344,196.	0.	2,344,196.	2,312,254.	

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A)	(B)	(C)
	REVENUE PER BOOKS	NET INVEST- MENT INCOME	ADJUSTED NET INCOME
CHESTNUT HEDGE FUND	33,608.	33,608.	
OTHER INCOME FROM K-1S	1,759,352.	3,196,257.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,792,960.	3,229,865.	

FORM 990-PF

LEGAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	74,483.	0.		74,483.
TO FM 990-PF, PG 1, LN 16A	74,483.	0.		74,483.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX	43,140.	21,570.		21,570.
TO FORM 990-PF, PG 1, LN 16B	43,140.	21,570.		21,570.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHESTNUT HEDGE FUND	130,951.	130,951.		0.
FROM K-1S	5,659,523.	6,005,419.		0.
OTHER ENTITY	665,903.	665,903.		0.
21C, LLC	10,000.	0.		10,000.
PATRICIA MESERVEY	15,000.	0.		15,000.
LAWRENCE WISSOW	248.	0.		248.
ORION DESIGN	4,613.	0.		4,613.
TO FORM 990-PF, PG 1, LN 16C	6,486,238.	6,802,273.		29,861.

FORM 990-PF

TAXES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES PAID	122,487.	121,987.		500.
TO FORM 990-PF, PG 1, LN 18	122,487.	121,987.		500.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUBSCRIPTION, DUES, AND MEMBERSHIP	38,759.	0.		38,759.
INSURANCE	8,718.	0.		8,718.
OFFICE EXPENSES	96,617.	0.		96,617.
POSTAGE AND DELIVERY	4,397.	0.		4,397.
UTILITIES	3,070.	0.		3,070.
MEALS & ENTERTAINMENT	5,110.	0.		5,110.
PROFESSIONAL DEVELOPMENT	27,080.	0.		27,080.
BANK FEES	493.	0.		493.
EVENTS	57,211.	0.		57,211.
TO FORM 990-PF, PG 1, LN 23	241,455.	0.		241,455.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10
-------------	--	--------------

DESCRIPTIONAMOUNT

ADJUSTMENT TO CORRECT PRIOR BOOK BALANCES

26,203.

TOTAL TO FORM 990-PF, PART III, LINE 5

26,203.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LEASEHOLD IMPROVE	19,445.	8,525.	10,920.	10,920.
PHONE EQUIPMENT	9,939.	9,939.	0.	0.
FURNITURE & FIXTURE	101,209.	101,209.	0.	0.
LEASEHOLD IMPROVE	9,381.	3,976.	5,405.	5,405.
TO 990-PF, PART II, LN 14	139,974.	123,649.	16,325.	16,325.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
K-1S - SEE STATEMENT 12.1	COST	167,293,549.	190,679,338.
OTHER ENTITY - SEE STATEMENT 12.2	COST	32,979,698.	45,023,225.
OFFSHORE - SEE STATEMENT 12.3	COST	41,057,353.	43,719,403.
CHESTNUT HEDGE FUND - SEE STATEMENT 12.4	COST	9,948,773.	6,293,268.
TOTAL TO FORM 990-PF, PART II, LINE 13		251,279,373.	285,715,234.

RICHARD & SUSAN SMITH FAMILY FOUNDATION
FOR YEAR ENDED 4/30/2019

23-7090011

FORM 990-PF - PART X		OTHER INVESTMENTS - K-1s	STATEMENT 12.1
(A)	(B)	(C)	
NAME OF THE K-1	BOOK VALUE	FAIR MARKET VALUE	
ABRAMS CAPITAL PARTNERS II	1,200,302 00	1,301,029	
BARRYS CORNER HOLDINGS LLC	123,354 00	1,260,525	
BAUPOST VALUE PARTNERS, L.P.-I	11,666,425 00	12,144,154	
BENNETT RESTRUCTURING FUND, L P	8,444,429 00	8,516,485	
BERKSHIRE FUND IX-A (IND), L.P.	1,060,160 00	1,027,154	
BLACK STONE MINERALS, L P	235,349 00	1,278,777	
BRAZOS EQUITY FUND III, LP	-	1,073,605	
BRIGHTSTAR CAPITAL PARTNERS FUND I, L.P	1,789,955 00	1,669,900	
BRIGHTSTAR CAPITAL PARTNERS TEXAS WATER, L.P.	536,297 00	920,635	
BROOKSIDE CAPITAL PARTNERS FUND, L.P.	3,629,900 00	3,902,287	
CA RESOURCES FUND (U.S. TAX-EXEMPT) L P - SERIES BAIN EUROPE III	-	219,103	
CA RESOURCES FUND (U.S. TAX-EXEMPT) L.P. - SERIES BAIN X	11,142	830,941	
CEH FEEDER FUND	1,155,626	1,032,306	
CHARLESBANK EQUITY FUND VII, LP	402,318	633,667	
CHARLESBANK OFFSHORE EQUITY FUND VIII, LP	2,510,603	2,522,683	
CHESTNUT HILL VENTURES, LLC	29,666	13,588	
CHARLES RIVER INSTITUTIONAL FUND II LP	1,458,920	3,053,772	
CHARLES RIVER INSTITUTIONAL FUND III, L.P.	553,943	773,163	
COLLAB+CONSUMER FUND I, LP	411,014	474,450	
COLLABORATIVE IV, L P.	139,297	94,671	
ELEPHANT PARTNERS I LP	1,232,119	2,645,570	
ELEPHANT PARTNERS II-B LP	434,297	421,958	
ENCAP ENERGY CAPITAL FUND VI-B, L.P	1,099,171	25,277	
ENERGY CAPITAL PARTNERS II-B, LP	547,339	302,915	
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	2,054,391	144,278	
HIGHFIELDS CAPITAL IV LP	-	734,400	
HILLHOUSE FUND IV LP	204,759	222,959	
HOLDCO OPPORTUNITIES FUND, LP	1,560,866	388,109	
HOLDCO OPPORTUNITIES FUND II, LP	3,030,949	4,389,246	
JMC PLATFORM FUND II	666,026	573,890	
LEERINK REVELATION HEALTHCARE FUND II LP	224,755	262,549	
LL MORTGAGE FUND LP	5,800,255	5,899,128	
MARCUS CAPITAL PARTNERS FUND II, LP	1,595,529	1,791,593	
MAVERON EQUITY PARTNERS VI, L P	729,989	816,522	
MFN PARTNERS LP	4,048,552	4,105,022	
MITHRIL	474,469	4,159,913	
MITHRIL II LP	172,572	289,502	
NAVITAS FUND, LP	6,549,572	6,432,788	
NEW PROVIDENCE RESERVE LP	6,079,752	6,415,050	
NV PARTNERS IV LP	236,869	113,864	
OAKTREE VALUE EQUITY FUND (DELAWARE), L P	7,957,381	10,483,167	
PAR INVESTMENT PARTNERS, L P	4,746,061	5,869,693	
PERMIT CAPITAL MORTGAGE FUND, L.P. - SERIES J	394,378	22,486	
PERMIT CAPITAL MORTGAGE FUND, L P - SERIES K	657,604	132,753	
QIMING VENTURE PARTNERS FUND V LP	1,982,589	2,230,601	
QIMING VENTURE PARTNERS VI, LP	1,216,894	994,455	
QIMING US HEALTHCARE FUND LP	711,279	778,613	
QIMING US HEALTHCARE FUND II LP	70,000	51,012	
RA CAPITAL HEALTHCARE FUND, LP	5,917,741	14,516,303	
REGENT OFFICE FUND II, LLC	731,354	857,280	
REGENT OPPORTUNITY FUND IV, LLC	1,347,750	1,462,834	
REGIMENT CAPITAL SPECIAL SITUATIONS FUND V, L.P.	221,646	268,567	
RIVA CAPITAL PARTNERS IV LP	3,423,369	3,816,725	
SANKATY CREDIT OPPORTUNITIES IV, L.P.	574,100	89,503	

RICHARD & SUSAN SMITH FAMILY FOUNDATION
FOR YEAR ENDED 4/30/2019

23-7090011

FORM 990-PF - PART X

OTHER INVESTMENTS - K-1s

STATEMENT 12.1

(A)	(B)	(C)
NAME OF THE K-1	BOOK VALUE	FAIR MARKET VALUE
THE SILCHESTER INTERNATIONAL INVESTORS INTERNATIONAL VALUE EQUITY TRUST	17,065,741	15,406,687
SILVER LAKE PARTNERS II, LP	337,824	17,703
SILVER LAKE PARTNERS III, LP	1,261,960	904,839
SL SPV-1 FEEDER I, L.P.	10,776	370,055
SL SPV-2 LP	330	330
SUMMIT PARTNERS PRIVATE EQUITY FUND VII-B, L.P.	430,812	408,896
TELEGRAPH HILL PARTNERS II, L P	2,482,439	475,364
TELEGRAPH HILL PARTNERS III, L P.	1,782,412	2,613,644
TENFORE HOLDINGS FUND II, LP	1,227,810	1,440,266
THRIVE CAPITAL PARTNERS V, L.P.	972,436	441,956
VENROCK ASSOCIATES V, L P	-	2,049,674
TOP II ALLISON AIV II, L.P.	1,810,181	1,823,328
TPG OPPORTUNITIES PARTNERS II (B), L.P.	365,389	109,237
TINICUM TAX EXEMPT LP	3,288,151	3,420,164
UNDERScore VC FUND I, L.P.	882,585	1,071,294
UNDERScore VC FUND II, L.P.	133,997	123,202
WELLINGTON TRUST COMPANY, NA	8,039,558	7,818,430
XFUND 2, L.P.	621,086	838,207
YORKTOWN ENERGY PARTNERS XI, LP	1,557,474	2,979,814
YORKTOWN ENERGY PARTNERS XII, L P	503,022	479,337
BAIN CAP (TRU) VIII	5,454,498	2,303,672
BERKSHIRE FUND VII, L P	1,470,415	1,652,745
BRAZOS EQUITY FUND II, LP	344,475	16,707
CENTERBRIDGE CAPITAL PARTNERS, L.P.	309,097	227,366
CERBERUS INSTITUTIONAL PARTNERS, LP (SERIES FOUR)	201,888	448,312
CHARLESBANK EQUITY COINVESTMENT FUND VI, LP	383,277	92,685
CIP4 AIV, LP	4,815	-
DENHAM COMMODITY PARTNERS FUND V LP	469,807	124,827
ETON PARK	13,550	7,483
GLENDON OPPORTUNITIESFUND LP	2,922,575	3,227,422
NALANDA INDIA FUND LIMITED	1,082,246	4,485,064
RESOURCE CAPITAL FUND IV L P.	283,458	147,118
RHO VENTURES V, LP	527,142	590,756
RIVA CAPITAL PARTNERS III, LP	4,238,073	5,253,682
TA X, L P	89,385	9,785
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS XI L P	2,220,730	1,908,032
TRG FORESTRY FUND 8-B LP	238,339	182,953
VENROCK ASSOCIATES VI, LP	273,385	2,318,884
VENROCK ASSOCIATES IV, LP	1,774,889	337,599
WLR RECOVERY FUND IV, L P.	164,448	100,399
Total from K-1s	167,293,550	190,679,338

RICHARD & SUSAN SMITH FAMILY FOUNDATION
FOR YEAR ENDED 4/30/2019

23-7090011

FORM 990-PF - PART X

OTHER INVESTMENTS - OTHER ENTITY

STATEMENT 12.2

(A) NAME OF OTHER ENTITY	(B) BOOK VALUE	(C) FAIR MARKET VALUE
STOCKBRIDGE FUND (OS) LTD	4,338,470	8,335,355
TUKMAN - TORTOISE - SALIENT	104	370,549
THS KINGSWAY - FRONTIER CONSUMER FUND	3,000,000	3,650,756
CASH AND OTHER TRADEABLE SECURITIES	25,641,124	32,666,565
Total from Other Entities	<u>32,979,698</u>	<u>45,023,225</u>

RICHARD & SUSAN SMITH FAMILY FOUNDATION
FOR YEAR ENDED 4/30/2019

23-7090011

FORM 990-PF - PART X

OTHER INVESTMENTS - OFFSHORE FUNDS

STATEMENT 12.3

(A) NAME OF OFFSHORE ENTITY	(B) BOOK VALUE	(C) FAIR MARKET VALUE
PERRY PARTNERS INTERNATIONAL INC	190	190
SANKATY CREDIT OPPORTUNITIES FUND (OFFSHORE) I, LP	3,147,026	6,219
SANKATY CREDIT OPPORTUNITIES II LP (OFFSHORE)	1,243,205	67,614
SANKATY CREDIT OPPORTUNITIES III LP	1,490,785	93,266
SANKATY CREDIT OPPORTUNITIES IV LP (OFFSHORE)	1,775,999	84,501
SANKATY PROSPECT HARBOR LTD	314,152	6,282
DOVER STREET VI CAYMAN FUND LP	863,006	345,112
DOVER STREET VII CAYMAN FUND LP	176,630	178,398
THE RAPTOR PRIVATE HOLDINGS LTD	-	12,269
MOON CAPITAL GLOBAL EQUITY OFFSHORE FUND LTD	33,070	23,725
NEW VERNON INDIA (CAYMAN) FUND II LP	11,929	77,561
LUXOR CAPITAL PARTNERS OFFSHORE FD	791,516	87,699
HILDENE OPPORTUNITIES OFFSHORE FUND LTD	-	7,110,215
PATRON CAPITAL III	690,925	139,797
COATUE OFFSHORE FUND LTD	10,000,000	11,738,164
COATUE LONG ONLY OFFSHORE FUND LTD	3,000,000	3,044,735
HIMALAYA CAPITAL INVESTORS OFFSHORE LP	7,700,000	10,267,123
YIHENG CAPITAL OFFSHORE FUND	9,500,000	10,119,071
CB OFFSHORE EQUITY FUND IX LP	318,920	317,462
Total from Offshore Entities	41,057,353	43,719,403

RICHARD & SUSAN SMITH FAMILY FOUNDATION
FOR YEAR ENDED 4/30/2019

23-7090011

FORM 990-PF - PART X

OTHER INVESTMENTS - CHESTNUT HEDGE FUND

STATEMENT 12.4

(A) NAME OF HEDGE FUND	(B) BOOK VALUE	(C) FAIR MARKET VALUE
CHESTNUT HEDGE FUND LLC	9,948,773	6,293,268
Total from Hedge Funds	9,948,773	6,293,268

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART WORK	63,776.	63,776.	63,776.
LEASEHOLD IMPROVEMENTS USED FOR CHARITABLE PURPOSES	377,108.	377,108.	377,108.
EQUIPMENT USED FOR CHARITABLE PURPOSES	226,353.	226,353.	226,353.
TO FORM 990-PF, PART II, LINE 15	667,237.	667,237.	667,237.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 14
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
RICHARD A. SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
AMY S. BERYLSON ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
JOHN G. BERYLSON ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
DEBRA S. KNEZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
ROBERT A. SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
DANA A. WEISS SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
JENNIFER BLOCK ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
JONATHAN BLOCK ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
JESSICA KNEZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
ANDREW KNEZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.

RICHARD & SUSAN SMITH FAMILY FOUNDATION

23-7090011

LYNNE DOBLIN ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	EXECUTIVE DIRECTOR 40.00	338,173.	45,542.	0.
MARJORIE RINGROSE ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	SENIOR PROGRAM OFFICER 40.00	180,404.	26,685.	0.
SHANNA SHULMAN ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	SENIOR PROGRAM OFFICER 40.00	199,611.	40,169.	0.
AMY HAMPE ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	PROGRAM OFFICER 40.00	103,999.	33,529.	0.
JAMES BERYLSON ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
ELIZABETH BERYLSON KATZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
ROBERT KATZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
MADELEINE SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
RYAN SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

822,187.	145,925.	0.
----------	----------	----

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD A. SMITH TRUSTEE, ONE NEWTON EXECUTIVE PARK # 104, NEWTON, MA 02462

TELEPHONE NUMBER

857-404-0700

FORM AND CONTENT OF APPLICATIONS

LETTER DESCRIBING REQUEST, INCLUDING AMOUNT AND USAGE

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

2018 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	LEASEHOLD IMPROVE	04/05/02	SL	39.00	MM	16	19,445.				19,445.	8,026.		499.	8,525.
2	PHONE EQUIPMENT	03/15/02	200DB	5.00	MC	17	9,939.				9,939.	9,939.		0.	9,939.
3	FURNITURE & FIXTURE	11/01/02	SL	7.00		16	101,209.				101,209.	101,209.		0.	101,209.
4	LEASEHOLD IMPROVE	11/01/02	SL	39.00	MM	16	9,381.				9,381.	3,735.		241.	3,976.
* TOTAL 990-PF PG 1 DEPR							139,974.				139,974.	122,909.		740.	123,649.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990PF, PART XV, LINE 3a
CONTRIBUTIONS PAID

Name of the Payee	Relationship	Address	Foundation Status of Recipient	Purpose of grant or contribution	Amount
ACT Lawrence Inc	NONE	ACT Lawrence Inc 15 Union Street, Suite 409 Lawrence, MA 01840	Public Charity	GENERAL WELFARE	11,685 00
All Dorchester Sports & Leadership	NONE	All Dorchester Sports & Leadership 1585 Dorchester Avenue Dorchester MA 02122	Public Charity	GENERAL WELFARE	10,058 00
Americans For Peace Now	NONE	Americans for Peace Now 2100 M Street NW, Suite 619 Washington, DC 20037	Public Charity	GENERAL WELFARE	100 00
Apple Orchard Trust	NONE	Apple Orchard Trust 282 D Newton Street Brookline MA 02445	Public Charity	GENERAL WELFARE	5,000 00
Arlington Boys And Girls Club	NONE	Arlington Boys & Girls Club 80 Pond Lane Arlington, MA 02474	Public Charity	GENERAL WELFARE	500 00
Arlington Center For The Arts	NONE	Arlington Center for the Arts 20 Academy Street Arlington, MA 02487	Public Charity	GENERAL WELFARE	150 00
Arlington Eats	NONE	Arlington Eats 58 Medford Street Arlington, MA 02474	Public Charity	GENERAL WELFARE	250 00
Arlington Libraries Foundation	NONE	Arlington Libraries Foundation 700 Massachusetts Avenue Arlington, MA 02476	Public Charity	GENERAL WELFARE	1,000 00
Arlington Youth Counseling Center	NONE	Arlington Youth Counseling Center 870R Massachusetts Avenue Arlington, MA 02476	Public Charity	GENERAL WELFARE	100 00
At The Crossroads	NONE	At The Crossroads 187 Jessie St San Francisco, CA 94105	Public Charity	GENERAL WELFARE	100 00
BELL	NONE	60 Clayton Street Dorchester, MA 02122	Public Charity	GENERAL WELFARE	50,000 00
Beth El Temple Center	NONE	2 Concord Avenue Belmont, MA 02478	Public Charity	RELIGIOUS	3,900 00
Beth Israel Deaconess Medical Center	NONE	330 Brookline Avenue Boston, MA 02215	Public Charity	MEDICAL	25,000 00
Boston Cares Inc	NONE	90 Canal Street #610 Boston, MA 02114	Public Charity	GENERAL WELFARE	500 00
Boston Center For The Arts	NONE	539 Tremont Street Boston, MA 02116	Public Charity	GENERAL WELFARE	32,874 00
Boston Children's Chorus	NONE	20 Old Colony Avenue, 2nd Floor Boston, MA 02127	Public Charity	GENERAL WELFARE	500 00
Boston Children's Hospital	NONE	401 Park Drive, Suite 602 Boston, MA 02215	Public Charity	MEDICAL	205,000 00
Boston Medical Center	NONE	One Boston Medical Center Place Boston, MA 02118	Public Charity	MEDICAL	630,600 00
Boston Symphony Orchestra	NONE	Symphony Hall Boston, MA 02115	Public Charity	GENERAL WELFARE	25,000 00
Boston University	NONE	881 Commonwealth Avenue Boston MA 02215	Public Charity	EDUCATION	100,000 00
Boys & Girls Club	NONE	200 High Street, 3rd Floor Boston MA 02110	Public Charity	GENERAL WELFARE	121 527 00
Brandeis University	NONE	415 South Street Waltham, MA 02453-2728	Public Charity	EDUCATION	100,000 00
Bread & Roses, Inc	NONE	58 Newbury Street Lawrence, MA 01840	Public Charity	GENERAL WELFARE	20,000 00
Breakthrough Greater Boston	NONE	PO BOX 381486 Cambridge MA 02238-1486	Public Charity	GENERAL WELFARE	48,641 00
Brigham & Women's Hospital	NONE	118 Huntington Avenue Third Fl Boston, MA 02116	Public Charity	MEDICAL	25,000 00
Broad Institute	NONE	415 Main Street Cambridge, MA 02142	Public Charity	MEDICAL	625 000 00
Brooke Charter Schools	NONE	190 Cummins Highway Roslindale MA 02131	Public Charity	EDUCATION	375 000 00
Brookline Teen Center	NONE	40 Aspinwall Avenue Brookline, MA 02446	Public Charity	GENERAL WELFARE	250 00
Brookview House, Inc	NONE	2 Brookview Street Dorchester, MA 02124	Public Charity	GENERAL WELFARE	37,038 00
Brown University	NONE	P O Box 1893 Providence RI 02912	Public Charity	EDUCATION	50,000 00
Buckingham Browne & Nichols	NONE	80 Gerry's Landing Road Cambridge, MA 02138	Public Charity	GENERAL WELFARE	32,500 00
Buzzards Bay Coalition	NONE	114 Front Street New Bedford, MA 02740-7284	Public Charity	GENERAL WELFARE	25,000 00

FORM 990PF, PART XV, LINE 3a
CONTRIBUTIONS PAID

Name of the Payee	Relationship	Address	Foundation Status of Recipient	Purpose of grant or contribution	Amount
Cambridge Family & Children's Service	NONE	60 Gore Street Cambridge, MA 02141	Public Charity	GENERAL WELFARE	29,850 00
Cape Cod Healthcare Foundation	NONE	PO Box 370 Hyannis, MA 02601	Public Charity	MEDICAL	15,000 00
Children International	NONE	2000 E Red Bridge Road Kansas City, MO 64131	Public Charity	GENERAL WELFARE	1,050 00
City Year Boston	NONE	287 Columbus Ave Boston, MA 02116	Public Charity	GENERAL WELFARE	100 00
Coalition For a Better Acre	NONE	517 Moody Street Lowell, MA 01854	Public Charity	GENERAL WELFARE	28 380 00
Codman Square Health Center	NONE	637 Washington Street Dorchester MA 02124	Public Charity	MEDICAL	205 000 00
Combined Jewish Philanthropies	NONE	126 High Street Boston, MA 02110-2700	Public Charity	RELIGIOUS	1,260,000 00
Community Economic Development Center of Southeastern Ma	NONE	1285 Acushnet Ave New Bedford, MA 02746-2020	Public Charity	GENERAL WELFARE	11,860 00
Community Servings	NONE	179 Amory Street Jamaica Plain, MA 02130	Public Charity	GENERAL WELFARE	250,000 00
Community Teamwork, Inc	NONE	155 Merrimack Street Lowell MA 01852	Public Charity	GENERAL WELFARE	200,000 00
Congregation Adath Israel - Temple Israel	NONE	477 Longwood Avenue Boston MA 02215	Public Charity	RELIGIOUS	5,000 00
Courageous Sailing Center	NONE	1 First Ave Charlestown, MA 02129	Public Charity	GENERAL WELFARE	500 00
Daton Schools, Inc	NONE	108 East 89th Street New York, NY 10128	Public Charity	GENERAL WELFARE	2,500 00
Dana Farber Cancer Institute	NONE	10 Brookline Place, 6th Floor Brookline, MA 02445	Public Charity	MEDICAL	1,348 510 00
Epiphany School	NONE	154 Centre St Dorchester, MA 02124-2311	Public Charity	GENERAL WELFARE	50 000 00
Essex County Community Foundation	NONE	175 Andover Street Danvers, MA 01923	Public Charity	GENERAL WELFARE	25,000 00
Facing History & Ourselves	NONE	16 Hurd Road Brookline MA 02445	Public Charity	GENERAL WELFARE	50 000 00
Families First Parenting Programs	NONE	9 Galen Street, Suite 400 Watertown, MA 02472	Public Charity	GENERAL WELFARE	17 983 00
Family & Children's Service of Greater Lynn	NONE	111 N Common St Lynn, MA 01902-4223	Public Charity	GENERAL WELFARE	18,000 00
Foundation For Belmont Education	NONE	P O Box 518 Belmont MA 02478	Public Charity	GENERAL WELFARE	100 00
Framingham State University	NONE	100 State St Framingham, MA 01701	Public Charity	EDUCATION	200,000 00
Fresh Truck	NONE	69 Shirley Street Boston, MA 02119	Public Charity	GENERAL WELFARE	17,500 00
Friends Of Brookline Rowing, Inc	NONE	11 Shaw Rd Brookline, MA 02467	Public Charity	GENERAL WELFARE	1,000 00
Friends Of The Children - Boston Inc	NONE	Hibernian Hall, 184 Dudley Street, Suite 100 Roxbury, MA 02119	Public Charity	GENERAL WELFARE	17,500 00
Fund For Parks And Recreation	NONE	1010 Massachusetts Avenue, 3rd Floor Boston, Massachusetts 02118	Public Charity	GENERAL WELFARE	500,000 00
Givat Haviva Educational Foundation, Inc	NONE	601 West 26th Street Suite 325-25 New York, NY 10001	Public Charity	GENERAL WELFARE	100 00
Greater Lawrence Technical School	NONE	57 River Road Andover MA 01810	Public Charity	EDUCATION	250 000 00
Groundwork Lawrence	NONE	50 Island Street Lawrence MA 01840-1868	Public Charity	GENERAL WELFARE	31,942 00
Harvard University	NONE	1563 Massachusetts Ave Cambridge, MA 02138	Public Charity	EDUCATION	1,040 210 00
Health Resources In Action	NONE	2 Boylston St , 4th Floor Boston, MA 02116	Public Charity	MEDICAL	268,181 00
Home For Little Wanderers	NONE	10 Guest Street Boston MA 02135	Public Charity	GENERAL WELFARE	250 00
Hyde Square Task Force	NONE	P O Box 301871 Jamaica Plain, MA 02130	Public Charity	GENERAL WELFARE	38,049 00
Immigrants' Assistance Center	NONE	58 Crapo Street New Bedford MA 02740-4782	Public Charity	GENERAL WELFARE	23,008 00
Institute Of Contemporary Art	NONE	25 Harbor Shore Drive Boston, MA 02210	Public Charity	GENERAL WELFARE	5,000 00

FORM 990PF, PART XV, LINE 3a
CONTRIBUTIONS PAID

Name of the Payee	Relationship	Address	Foundation Status of Recipient	Purpose of grant or contribution	Amount
Jobs For the Future, Inc	NONE	88 Broad Street, 8th floor Boston, MA 02110 One Joslin Place Boston MA 02215	Public Charity	EDUCATION	157,500.00
Joslin Diabetes Center	NONE	308 Congress St., 6th Floor Boston, MA 02210	Public Charity	MEDICAL	125,000.00
Jumpstart	NONE	188 Newbury Street Lawrence, MA 01841	Public Charity	GENERAL WELFARE	100.00
Lawrence Community Works	NONE	181 Jackson Street Lowell, MA 01854	Public Charity	GENERAL WELFARE	30,000.00
Lowell Community Health Center	NONE	19 Needham Street, Suite 108 Newton, MA 02461	Public Charity	MEDICAL	147,500.00
Massachusetts Adoption Resource Exchange	NONE	55 Fruit Street Boston, MA 02114	Public Charity	GENERAL WELFARE	250.00
Massachusetts General Hospital - Research	NONE	77 Massachusetts Avenue Cambridge, MA 02139	Public Charity	MEDICAL	100,000.00
Massachusetts Institute Of Technology	NONE	2343 Massachusetts Avenue Cambridge, MA 02140	Public Charity	EDUCATION	350,000.00
Massachusetts Rivers Alliance	NONE	3815 Washington Street Boston, MA 02130	Public Charity	GENERAL WELFARE	100.00
Massachusetts Society for the Prevention of Cruelty to Children	NONE	11 Beacon Street Boston, MA 02108	Public Charity	GENERAL WELFARE	50,000.00
MassINC	NONE	1838 Washington Street Newton, MA 02468	Public Charity	GENERAL WELFARE	30,000.00
Mayyim Hayyim	NONE	10 Farm Road Weston, MA 02493	Public Charity	GENERAL WELFARE	1,400.00
Meadowbrook School Of Weston Incorporated	NONE	735 Broadway Street Lowell, MA 01854-3129	Public Charity	GENERAL WELFARE	12,500.00
Merrimack Valley Food Bank	NONE	700 Exchange Street Middlebury, VT 05753	Public Charity	GENERAL WELFARE	37,770.00
Middlebury College	NONE	170 Centre Street Milton, MA 02188	Public Charity	GENERAL WELFARE	200.00
Milton Academy	NONE	242 East Berkeley Street Boston MA 02118	Public Charity	GENERAL WELFARE	115,000.00
More Than Words	NONE	350 South Huntington Avenue Boston MA 02130	Public Charity	GENERAL WELFARE	375,000.00
MSPCA Angell	NONE	485 Huntington Avenue Boston, MA 02115-5597	Public Charity	MEDICAL	25,000.00
Museum Of Fine Arts	NONE	One Science Park Boston, MA 02114	Public Charity	GENERAL WELFARE	30,000.00
Museum of Science	NONE	P O Box 4527 New York, NY 10183	Public Charity	GENERAL WELFARE	15,000.00
National MS Society	NONE	3221 20th Street San Francisco, CA 94110	Public Charity	GENERAL WELFARE	100.00
New Door Ventures	NONE	2014 Washington Street Newton, MA 02462	Public Charity	GENERAL WELFARE	250.00
Newton Wellesley Hospital Foundation	NONE	10 Campus Drive Dedham, MA 02028	Public Charity	MEDICAL	25,000.00
Noble And Greenough School	NONE	1 Ferncroft Road Danvers, MA 01923	Public Charity	GENERAL WELFARE	75,000.00
North Shore Community College Foundation	NONE	360 Huntington Ave., 450-177 Boston, MA 02115-5005	Public Charity	EDUCATION	200,000.00
Northeastern University	NONE	P O Box 52557 Boston MA 02205	Public Charity	EDUCATION	100,000.00
Now and There Inc	NONE	PO BOX 121 Chelmsford, MA 01824-0121	Public Charity	GENERAL WELFARE	17,500.00
Operation Delta Dog	NONE	484 Common Street P O Box 308 Belmont, MA 02478	Public Charity	GENERAL WELFARE	50,000.00
Our Space, Inc	NONE	77 4th Avenue Needham, MA 02494	Public Charity	GENERAL WELFARE	100.00
Pan Massachusetts Challenge	NONE	171 Goddard Avenue Brookline, MA 02445	Public Charity	GENERAL WELFARE	62,500.00
Park School Corporation	NONE	133 Federal Street, Suite 802 Boston, MA 02110	Public Charity	GENERAL WELFARE	2,500.00
Philanthropy Massachusetts	NONE	50 School Street Brookline, MA 02446	Public Charity	GENERAL WELFARE	250.00
Pierce School PTO	NONE	1145 Washington Street Boston, MA 02118	Public Charity	GENERAL WELFARE	250.00
Project Place	NONE	37 Central Square Lynn, MA 01901	Public Charity	GENERAL WELFARE	10,900.00
Raw Art Works	NONE		Public Charity	GENERAL WELFARE	33,500.00

FORM 990PF, PART XV, LINE 3a
CONTRIBUTIONS PAID

Name of the Payee	Relationship	Address	Foundation Status of Recipient	Purpose of grant or contribution	Amount
REACH Beyond Domestic Violence	NONE	P O Box 540024 Waltham, MA 02454	Public Charity	GENERAL WELFARE	34,000 00
Resilient Coders Inc	NONE	50 Milk Street, 17th floor Boston, MA 02109	Public Charity	GENERAL WELFARE	17,500 00
Room To Grow	NONE	142 Berkeley Street #22 Boston, MA 02116	Public Charity	GENERAL WELFARE	250 00
Semantans, Inc	NONE	41 West Street, 4th Floor Boston, MA 02111	Public Charity	GENERAL WELFARE	100 00
Seaport World Trade Center	NONE	Seaport Ln Boston, MA 02210	Public Charity	GENERAL WELFARE	25,099 00
Sigma Chi Foundation	NONE	1124 Massachusetts Ave Cambridge, MA 02138	Public Charity	GENERAL WELFARE	12,500 00
Silver Lining Mentoring	NONE	727 Atlantic Avenue, 3rd Floor Boston, MA 02111	Public Charity	GENERAL WELFARE	300 00
Southeastern Mass Veterans Housing Program Inc	NONE	20 Willis Street New Bedford, MA 02740	Public Charity	GENERAL WELFARE	33,535 00
Squash and Education Alliance	NONE	555 Eighth Avenue Suite 1102 New York, NY 10018	Public Charity	GENERAL WELFARE	12,500 00
St Francis House	NONE	39 Boylston St Boston, MA 02118	Public Charity	GENERAL WELFARE	250,000 00
Steppingstone Foundation	NONE	One Appleton Street Boston, MA 02118	Public Charity	GENERAL WELFARE	160,000 00
Teach For America	NONE	PO Box 398305 San Francisco, CA 94139-8305	Public Charity	GENERAL WELFARE	10,000 00
Temple Beth Avodah	NONE	45 Puddingstone Ln Newton, MA 02459	Public Charity	RELIGIOUS	800 00
Temple Israel	NONE	477 Longwood Avenue Boston MA 02215	Public Charity	RELIGIOUS	50,000 00
The Boston Foundation	NONE	75 Arlington St # 1000 Boston MA 02118	Public Charity	GENERAL WELFARE	15,000 00
The Bunker Hill Community College Foundation, Inc	NONE	250 Rutherford Ave Boston, MA 02129	Public Charity	EDUCATION	790 148 00
The Fund for Lawrence Public Schools Receivership & Turnover	NONE	237 Essex Street Lawrence MA 01841	Public Charity	EDUCATION	535,284 00
The Greater Boston Food Bank	NONE	70 South Bay Avenue Boston, MA 02118	Public Charity	GENERAL WELFARE	500 00
The Malden Young Men's Christian Association	NONE	99 Dartmouth Street Malden, MA 02148	Public Charity	GENERAL WELFARE	100 00
Trustees Of Boston College	NONE	140 Commonwealth Avenue Chesnut Hill, MA 02487	Public Charity	EDUCATION	100,000 00
Trustees Of Dartmouth College	NONE	Gift Recording Office, A18WF 8088 Development Office Hanover, NH 03755-4400	Public Charity	EDUCATION	10 000 00
Trustees Of Tufts College	NONE	80 George Street Medford, MA 02155	Public Charity	EDUCATION	37 500 00
United Way Of Massachusetts Bay	NONE	51 Sleeper Street Boston, MA 02210-1208	Public Charity	GENERAL WELFARE	50 000 00
University Of Massachusetts	NONE	100 Venture Way, Suite 201 Hadley, MA 01035	GOV	EDUCATION	200,000 00
UP Education Network	NONE	90 Canal St #600 Boston MA 02114	Public Charity	GENERAL WELFARE	2,500 00
VIA Art Fund	NONE	83 Newbury Street 4th Floor Boston, MA 02118	Public Charity	GENERAL WELFARE	5,000 00
Washington University	NONE	1 Brookings Dnve St Louis, MO 63130	Public Charity	EDUCATION	1,300 00
Whitehead Institute For Biomedical Research	NONE	455 Main Street Cambridge, MA 02142	Public Charity	MEDICAL	350 000 00
Williams College	NONE	75 Park Street Williamstown, MA 01267	Public Charity	EDUCATION	10 000 00
Worcester Polytechnic Institute	NONE	100 Institute Road Worcester, MA 01609-2280	Public Charity	MEDICAL	100,000 00
Yale University	NONE	P O Box 1873 New Haven, CT 06508-1873	Public Charity	EDUCATION	350,000 00
Youth Development Organization	NONE	15 Union Street #583 Lawrence MA 01840	Public Charity	GENERAL WELFARE	46,150 00

13 858,080 00