SCANNED FEB 2 0 2020

EXTENDED TO MAY 15, 2020

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.

THE R-POWERS PAMILY FOUNDATION C/O RATCH ENDE MALTER & CO LLP 1375 BROADWAY, 15TH FLOOR Cly to from, site or provens, country, and 21P or foreign postal code NEW YORK, NY 10018 G Check all that apply. Final return Final return Agrees's travely Final return of a former public charmy Final return Agrees's travely Final return Agrees's travely Final return Agrees's travely Final return (by match to an example of the foreign postal code) The market value of a sessel at end of sessor at end of sessor and end end and end end end end end end end end end e	For	alen	dar year 2018 or tax year beginning JUL	1, 2018	, and ending	JUN 30, 2019	
C/O RAICH ENDB MALTER & CO LLP 13-363704	Nar	ne of	foundation			A Employer identification	number
B Telephone number 1375 BRODOWNAY 157H PLOOR 212-944-433 219 or foreign postal code NNW YORK NY 10018	Т	ΗE	POWERS FAMILY FOUNDATION				
21.2 - 9.4 4 - 4.433 City of town, state or province, country, and 2IP or foreign postal code NSM YORK, NY 10.016 Greated at that apply: Initial return	C	/0	RAICH ENDE MALTER & CO	13-3637704			
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NEW YORK, NY 10018 6 Check all that apply:	_1	33					
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Final return							
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H Check type of organization Section 947(a)(1) innovement changes I Section 947(a)(1) innovement changes (c)(3) exempt private foundation The immarket value of all seasest and depletion (Irom Part II, cot (c), line 16) S 13, 544, 695. (Part I, column (d) must be on cash basis.) Part III and Part II, cot (c), line 16) S 13, 544, 695. (Part I, column (d) must be on cash basis.) Part III analysis of Revinue and Expenses 11 Contributions, girts, grants, etc. received 12 Contributions, grits, grants, etc. received 13 Contributions, grits, grants, etc. received 14 Contributions, grits, grants, etc. received 15 Contributions, grits, grants, etc. received 16 Contributions, grits, grants, etc. received 17 Contributions, grits, grants, etc. received 18 Contributions, grits, grants, etc. received 19 Contributions, grits, grants, etc. received 20 Conce			• =			2 Foreign organizations med	eting the 85% test,
Section 4947(a)(1) nonexempt charable trust					- 0-	check here and attach cor	mputation
Fair market value of all seats at end of year (norm Part II, col (c), line 16) 13,544,695 (Part I, column (d) must be on cash basis.) 1 Contributions, gifts, grants, etc., received consecutive count the memorian or column (a) and consecutive count the memorian column (a) must be on cash basis.) 1 Contributions, gifts, grants, etc., received consecutive count the memorian or column (a) must be on cash basis.) 1 Contributions, gifts, grants, etc., received consecutive consecutive count the memorian column (a) must be on cash basis.) 2 Check End of the following and heropolicy state of the mark basis as a consecutive con	H (\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	- ·· F · · · · · · · · ·	
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The state of execution is calculated in colours of the state of each sta				T		(a) Adjusted not	(d) Disbursements
1 Contributions, gifts, grants, etc., received 2 Check ► X X 4th foodballs as all equests branch on B 3 Interest on awargs and dependency 4 Dividends and interest from securities 5a Gross rents 5 A research income or Occas 5 A Not gener of tools branch as a season on the 10 5 B occas seates proce for end 6 A Not gener of tools branch as a season on the 10 7 Copital grant endence of them Pen M, line 2) 8 Net short-term capital gain 9 Income modifications 0 Cocas saletie facts institute 10a and allegarchic construints 10a and allegar	[[, c	11)4,1	→ (The total of amounts in columns (b), (c), and (d) may not				for charitable purposes
2 Chook ►		1				N/A	
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Sa Gross rents b Nat rental income or (fices) T18,625. T26,000 T26,00		, ,					v v i miest – 2005
B Net rental income or (loss) 6 Road pain or (loss) from saled massels not on line 10 b Gross sales pain or (loss) 7 Capital gain or shoot from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications Gross sales less returns 10a and allownesse b Less Coat of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc 14 Other employee saleries and wages 15 Penson plans, employee benefits 16a Legal fees b Accounting fees STMT 4 4 4,500. 2,250. 2,250. 17 Tavel, conferences, and meetings 17 Deprecation and depletion 18 Deprecation and depletion 19 Deprecation and depletion 19 Deprecation and depletion 20 Coupancy 21 Travel, conferences, and meetings 22 Printing and publications STMT 6 69,657. 69,657. 0. 18 9,263. 72,393. 2,250. 2,		50		011,_11	<u> </u>		
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27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-)		- "		535,263.	72,393.		448,250.
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b Net investment income (if negative, enter -0-)				507,790.			1000
0 2000 1000 2001 1000 2001 1000 2001 1000					970,660.		14. 12. 14. 14. 14. 14. 14. 14. 14. 14. 14. 14

Form 990-PF (2018) C/O RAICH ENDE MALTER & CO LLP

Beginning of year End of year Attached schedules and amounts in the description Rart⊞ Balance Sheets column should be for end-of-year amounts only (b) Book Value (c) Fair Market Value (a) Book Value Cash - non-interest-bearing 183,438. 148,539 148.539 2 Savings and temporary cash investments 3 Accounts receivable ► Less: allowance for doubtful account's 4 Pledges receivable ► Less: allowance for doubtful accounts 5 Grants receivable 6 Receivables due from officers, directors, trustees, and other disqualified persons Other notes and loans receivable Less: allowance for doubtful accounts 8 Inventories for sale or use 9 Prepaid expenses and deferred charges 10a Investments - U S and state government obligations STMT 9 7,829,055. 7,819,978 **b** Investments - corporate stock c Investments - corporate bonds Investments - land buildings, and equipment basis Less accumulated depreciation 12 Investments - mortgage loans 3,646,828. STMT 10 3,095,267. 13 Investments - other 14 Land, buildings, and equipment: basis Less accumulated depreciation 15 Other assets (describe ▶ 16 Total assets (to be completed by all filers - see the 11,107,760. 11,615,345 13,544,695 instructions. Also, see page 1, item I) Accounts payable and accrued expenses 17 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons Mortgages and other notes payable 21 22 Other liabilities (describe Total liabilities (add lines 17 through 22) Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. Assets or Fund Balances 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted \triangleright XFoundations that do not follow SFAS 117, check here and complete lines 27 through 31. 11,107,760. 11,615,345 Capital stock, trust principal, or current funds 0 0. 28 Paid-in or capital surplus, or land, bldg., and equipment fund Retained earnings, accumulated income, endowment, or other funds 11,107,760. 615,345. Total net assets or fund balances 11,107,760. 11,615,345 Total liabilities and net assets/fund balances **Analysis of Changes in Net Assets or Fund Balances** Part III Total net assets or fund balances at beginning of year - Part II, column (a), line 30 11,107,760. (must agree with end-of-year figure reported on prior year's return) 790. 2 Enter amount from Part I, line 27a Other increases not included in line 2 (itemize) 550. Add lines 1, 2, and 3 SEE STATEMENT 8 205. 5 Decreases not included in line 2 (itemize) ,615,345. Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 Form 990-PF (2018)

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13-3637704 C/O RAICH ENDE MALTER & CO LLP Page 3 Form 990-PF (2018) Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS Part IV (b) How acquired (a) List and describe the kind(s) of property sold (for example, real estate, (c) Date acquired (d) Date sold P - Purchase D - Donation (mo, day, yr.) (mo, day, yr) 2-story brick warehouse; or common stock, 200 shs. MLC Co) <u>1a</u> b C d (g) Cost or other basis (h) Gain or (loss) (f) Depreciation allowed (e) Gross sales price (or allowable) plus expense of sale ((e) plus (f) minus (g)) b 718,625 534,595 253,220 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Gains (Col (h) gain minus col. (k), but not less than -0-) or (j) Adjusted basis (k) Excess of col. (1) Losses (from col. (h)) (i) FMV as of 12/31/69 as of 12/31/69 over col. (j), if any C d 718,625. If gain, also enter in Part I, line 7 718,625. 2 2 Capital gain net income or (net capital loss) If (loss), enter -0- in Part I, line 7 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) N/A If (loss), enter -0- in Part I, line 8 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 Yes X No Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? 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 (d) Distribution ratio (a) Base period years (b) (c) Net value of noncharitable-use assets Adjusted qualifying distributions (col. (b) divided by col. (c)) Calendar year (or tax year beginning in) 12.815.793 .044749 573,500 2017 ,261,237 038903 477,000. 2016 550,500. 11,848,369 .046462 2015 157,280 12,508,902 .092517 2014 877 125 054494 701,731 12, 2013 .277125 2 2 Total of line 1, column (d) 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 .055425 3 the foundation has been in existence if less than 5 years 12,913,077. Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 715,707. Multiply line 4 by line 3 9,707. Enter 1% of net investment income (1% of Part I, line 27b) 725,414. 7 Add lines 5 and 6 7 448,250. 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions Form 990-PF (2018)

Form		37704 Page 4
Pa	irt/VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - sec	e 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)	
h	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	19,413.
	of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col (b).	
j	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	0.
3	Add lines 1 and 2	19,413.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	19,413.
6	Credits/Payments:	
,	2018 estimated tax payments and 2017 overpayment credited to 2018 6a 13,800.	
	Exempt foreign organizations - tax withheld at source	
. C	75 1 0 0 1 2 5 1 0 0 1 0 0 1 2 5 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0 0 1 0	
; d		
7	Total credits and payments. Add lines 6a through 6d	38,900.
,	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8	0.
0	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	19,487.
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax	0.
	int: VII-A Statements Regarding Activities	
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in	Yes No
14	any political campaign?	1a X
h	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b X
U	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or	1 130 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	distributed by the foundation in connection with the activities.	
	Did the foundation file Form 1120-POL for this year?	1c X
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	THE PERSON NAMED IN
ď	(1) On the foundation \blacktriangleright \$ (2) On foundation managers \blacktriangleright \$ 0.	
۵	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation	
٠	managers. > \$ 0.	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2 X
_	If "Yes," attach a detailed description of the activities.	1403 140 838
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	
J	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3 X
A a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a X
	If "Yes," has it filed a tax return on Form 990-T for this year?	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5 X
J	If "Yes," attach the statement required by General Instruction T	A COLUMN TO A STATE OF THE STAT
A	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	
J	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
•	bid this four have at least popose in about at any time during the year. If you, some or art in your (2), and y are the	· 2 . L 3 · & 3
Ra	Enter the states to which the foundation reports or with which it is registered. See instructions.	
va	NY	
h	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 G2 If "No," attach explanation	8b X
q	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar	
J	year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9 X O
40	Pod agreement became up belong a post-white design and the design and a second and	10 X

THE POWERS FAMILY FOUNDATION 13-3637704 C/O RAICH ENDE MALTER & CO LLP Page 5 Form 990-PF (2018) Rart VIEA 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 X section 512(b)(13)? If "Yes," attach schedule See instructions 11 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 13 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? N/AWebsite address Telephone no > 212 - 944 - 443314 The books are in care of ▶ RAICH ENDE MALTER & CO LLP ZIP+4 ▶10018 Located at ▶ 1375 BROADWAY, 15TH FLOOR, NEW YORK 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here N/A and enter the amount of tax-exempt interest received or accrued during the year 15 Yes At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, 16 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 Rart VII-B Statements Regarding Activities for Which Form 4720 May Be Required Yes No File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 1a During the year, did the foundation (either directly or indirectly): Yes X No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) Yes X No a disqualified person? Yes X No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available _ Yes 🗓 No for the benefit or use of a disqualified person)? (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 Yes X No termination of government service, if terminating within 90 days) 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 N/A 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 10 before the first day of the tax year beginning in 2018? Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)). a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years 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

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?

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.)

valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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?

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3b 4a

N/A

Yes X No

statement - see instructions)

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C/O RAICH ENDE MALTER & CO LLP

Rart VII-B∥ Statements Regarding Activities for Which F	orm 4720 May Be R	equirea _{(contini}	ued)	
5a During the year, did the foundation pay or incur any amount to		· · · · · · · · · · · · · · · · · · ·	**************************************	Yes No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e)) ?	Ye	es 🗓 No 🖫	
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indire	ectly,	k.ai	
any voter registration drive?		Ye	es 🔀 No 🥻	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Ye	es 🗶 No 🕍	
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			
4945(d)(4)(A)? See instructions		Ye	es 🗶 No 🧗	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or fe			
the prevention of cruelty to children or animals?		Ye	es 🗓 No 📑	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify uni	der the exceptions described i	n Regulations	. —	
section 53 4945 or in a current notice regarding disaster assistance? See instru	ıctions			5b
Organizations relying on a current notice regarding disaster assistance, check t	nere		▶ □ "	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi			f _c	
expenditure responsibility for the grant?	N	I/A	es 📖 No 🏻 🎉	
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			i.	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on			和事物學學
a personal benefit contract?		Ye	es 🗶 No 🗓	1 1 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal 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 s		Ye	~ <u> </u>	多74 P終入6 (集) 利
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b 。 , 多· g 医经 () () () () ()
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? Part VIII Information About Officers, Directors, Truste	oo Foundation Mor		s X No	15.5.3
Paid Employees, and Contractors	es, roundation ivial	iagers, riigiliy		
List all officers, directors, trustees, and foundation managers and the	neir compensation.	. 44		
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense account, other
(a) Name and address	hòurs per week devoted to position	(If not paid, enter -0-)	and deferred compensation	account, other allowances
JOHN J. POWERS		NEEDED	Compensation.	
19 OX PASTURE ROAD				
SOUTHAMPTON, NY 11968	0.00	0.	0.	0.
LINDA E. POWERS	1	NEEDED		_
19 OX PASTURE ROAD	1			
SOUTHAMPTON, NY 11968	0.00	0.	0.	0.
CHARLES A. DAVIS	TRUSTEE - AS	NEEDED		
19 OX PASTURE ROAD	1			,
SOUTHAMPTON, NY 11968	0.00	0.	0.	0.
]			
	<u></u>			
2 Compensation of five highest-paid employees (other than those inc	T	enter "NONE."	(d) Cantributions to	() 5
(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			· ·	
	·			
	<u> </u>	<u> </u>		
Total number of other employees paid over \$50,000		•	<u> </u>	0

Form 990-PF (2018) C/O RAICH ENDE MALTER & CO LLP 13-3637704 Page 7 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 NONE 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 Expenses number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. 1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL 0. 2 REVENUE CODE SECTION 501 (C)(3). 0. 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 All other program-related investments. See instructions. Total, Add lines 1 through 3

Page 8

For	m 990-PF (2018) C/O RAICH ENDE MALTER & CO LLP	<u> 13-</u>	<u>-3637704</u>	Page 8
P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	idations,	see instructions)	
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
а	Average monthly fair market value of securities	1a	12,977	,063.
b	Average of monthly cash balances	1b	132	,660.
C	Fair market value of all other assets	1c		
ď	Total (add lines 1a, b, and c)	1d	13,109	,723.
е	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	13,109	
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4		,646.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,913	, 07 <u>7 </u>
6	Minimum investment return. Enter 5% of line 5	6	645	,654.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an	d certain		
	foreign organizations, check here and do not complete this part.)			
1	Minimum investment return from Part X, line 6	1	645	,654.
2a	Tax on investment income for 2018 from Part VI, line 5			
b	Income tax for 2018. (This does not include the tax from Part VI)			
C	Add lines 2a and 2b	2c	19	<u>,413.</u>
3	Distributable amount before adjustments Subtract line 2c from line 1	3	626	,24 <u>1.</u>
4	Recoveries of amounts treated as qualifying distributions	4		0.
5	Add lines 3 and 4	5	626	,241.
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	626	,241.
<u></u>	art XII Qualifying Distributions (see instructions)			
Ŀ	art Ari			
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
а	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	448	,250.
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)	3Ь		
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8; and Part XIII, line 4	4	448	,250.
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	448	,250.
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	ualifies fo	the section	
	4940(e) reduction of tax in those years.			

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Part XIII Undistributed Income (see instructions) (a) (b) (c) (d) Corpus Years prior to 2017 2017 2018 1 Distributable amount for 2018 from Part XI, 626,241. line 7 2 Undistributed income, if any, as of the end of 2018 99,406 a Enter amount for 2017 only b Total for prior years: 0 3 Excess distributions carryover, if any, to 2018: a From 2013 **b** From 2014 c From 2015 d From 2016 e From 2017 0. f Total of lines 3a through e 4 Qualifying distributions for 2018 from 448,250. Part XII, line 4: ►\$ 99,406 a Applied to 2017, but not more than line 2a b Applied to undistributed income of prior 0. years (Election required - see instructions) c Treated as distributions out of corpus 0. (Election required - see instructions) 348,844. d Applied to 2018 distributable amount 0. e Remaining amount distributed out of corpus 0. 0. Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a)) Enter the net total of each column as indicated below. 0 a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract 0 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 0. assessed d Subtract line 6c from line 6b Taxable 0. amount - see instructions e Undistributed income for 2017 Subtract line 0. 4a from line 2a. Taxable amount - see instr f Undistributed income for 2018 Subtract lines 4d and 5 from line 1. This amount must 277,397. be distributed in 2019 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election 0. may be required - see instructions) 8 Excess distributions carryover from 2013 0. not applied on line 5 or line 7 9 Excess distributions carryover to 2019. 0. Subtract lines 7 and 8 from line 6a 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 Form 990-PF (2018)	CH ENDE MAL				3//04 Page 1
	-		-A, question 9)	N/A	
1 a If the foundation has received a ruling of					
foundation, and the ruling is effective for				4942(j)(3) or 4	942(1)(5)
b Check box to indicate whether the found		g touridation described	Prior 3 years	4942(J)(3)_Ui4	7
2 a Enter the lesser of the adjusted net	Tax year (a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
income from Part I or the minimum	(4) 2010	(8) 2017	(0) 2010	(6) 2010	(0) 10121
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	-			7	
d Amounts included in line 2c not					
used directly for active conduct of					
exempt activities	<u>.</u>		 		
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			1	İ	
` '					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter		1		·	
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 Info			f the foundation	had \$5,000 or mo	re in assets
at any time during the	ne year-see instru	uctions.)	· · · · · · · · · · · · · · · · · · ·		
1 Information Regarding Foundation	_				
a List any managers of the foundation who			ributions received by the	foundation before the clo	se of any tax
year (but only if they have contributed m	iore than \$5,000). (See se	ection 507(a)(2))			
JOHN J. POWERS	<u>.</u> .				
b List any managers of the foundation who			or an equally large porti	on of the ownership of a p	artnership or
other entity) of which the foundation has	a 10% of greater interes	.			
NONE				-	
2 Information Regarding Contribute					
Check here X If the foundation of the foundation makes gifts, grants, etc.,					iests for funds. If
					<u> </u>
a The name, address, and telephone numb	er or email address of the	e person to wnom applic	ations snould be addres:	Seu:	
The first section of the second section of the section of the second section of the sec					
b The form in which applications should be	e suomittea and informat	ion and materials they si	iouia inciuae:		
Anii auhmining desdieses					
c Any submission deadlines:					
d Any restrictions or limitations on awards	e such as hy gengraphica	l areas charitable fields	kinds of institutions or	other factors:	
u Any resultations of initiations on awards	, sacii as by yeoyiapillea	. a. vas, viiai ilavie lielus,	ando or montations, or	outer receipts.	

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Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Purpose of grant or contribution Foundation show any relationship to Amount status of recipient any foundation manager Name and address (home or business) or substantial contributor a Paid during the year EXEMPT SEE STATEMENT #7 BOSTON COLLEGE N/A 140 COMMONWEALTH AVENUE 400,000. CHESTNUT HILL, MA 02467 SEE STATEMENT #7 EXEMPT CHURCH OF SACRED HEARTS OF JESUS AND N/A MARY 168 HILL STREET 10,000. SOUTHAMPTON, NY 11968 SEE STATEMENT #7 FOLDS OF HONOR N/A EXEMPT 5800 NORTH PATRIOT DRIVE 10,000. OWASSO, OK 74055 SEE STATEMENT #7 JONAS VETERANS FOUNDATION N/A EXEMPT 107 EAST 70TH STREET 5,000. NEW YORK, NY 10021 SHINNECOCK HILLS EDUCATIONAL FUND N/A EXEMPT SEE STATEMENT #7 200 TUCKAHOE ROAD 500. SOUTHAMPTON, NY 11968 446,000. SEE CONTINUATION SHEET(S) ▶ 3a b Approved for future payment NONE **▶** 3b Total

Form 990-PF (2018) Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated. 1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	ded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
a	.		4		
b	-		+		
c	i i			-	
d	·		1		
e	-		+		
Topo and analysis from accompany accompany	 		+-		
g Fees and contracts from government agencies	—		+	·	
2 Membership dues and assessments	 		+		
3 Interest on savings and temporary cash investments			14	3.102.	
4 Dividends and interest from securities			14		.,
5 Net rental income or (loss) from real estate:			1		
a Debt-financed property			1		
b Not debt-financed property				-	
6 Net rental income or (loss) from personal					
property					
7 Other investment income			14	-803.	
8 Gain or (loss) from sales of assets other					
than inventory			18	718,625.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory		-			
11 Other revenue:					
a			<u> </u>		
b			<u> </u>		
c			ļ		
d			ļ		
e			-	1 042 052	
12 Subtotal. Add columns (b), (d), and (e)		0.	J	1,043,053.	4 0 4 0 0 5 0
13 Total. Add line 12, columns (b), (d), and (e)				13	1,043,053.
(See worksheet in line 13 instructions to verify calculations.) Part XVI-B Relationship of Activities 1 Line No. Explain below how each activity for which incomplete the foundation's exempt purposes (other than	ome is reported	ın column (e) of Part XVI-			plishment of
		· <u> </u>			
					<u> </u>
	-	· · · · · · · · · · · · · · · · · · ·			
		<u>-</u>		 	
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					Form 990-PF (2018)

C/O RAICH ENDE MALTER & CO LLP

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_			v	_	,	/ L	, -

Form 990-PF (2018) Page 13 Information Regarding Transfers to and Transactions and Relationships With Noncharitable Part XVII **Exempt Organizations** Yes No 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: X 1a(1) (1) Cash X 1a(2) (2) Other assets **b** Other transactions: 1b(1) (1) Sales of assets to a noncharitable exempt organization 1b(2) (2) Purchases of assets from a noncharitable exempt organization 1b(3) (3) Rental of facilities, equipment, or other assets 1b(4) (4) Reimbursement arrangements (5) Loans or loan guarantees 1b(5) 1b(6) (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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 (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Line no (b) Amount involved N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described X No Yes in section 501(c) (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule (b) Type of organization (c) Description of relationship (a) Name of organization N/A perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief. Sign Here X Yes TRUSTEE Signature of officer of truste Date Title Check Print/Type preparer's eparer's signature self- employed Paid P00482624 .2/11/19 MICHAEL J. ROMEO Firm's EIN ► 11-2336434 Preparèr Firm's name ► RAICH ENDE MALTER &

Form 990-PF (2018)

212-944-4433

Phoпе по

Use Only

Firm's address ▶ 1375 BROADWAY

NEW YORK, NY 10018

Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired (c) Date acquired (d) Date sold (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co (mo., day, yr.) (mo, day, yr.) D - Donation 1a DYNAMIC EOUITY MANAGERS: PORTFOLIO 2 [SERIES] P VARIOUS **VARIOUS** b DYNAMIC EQUITY MANAGERS: PORTFOLIO 2 [SERIES] P VARIOUS VARIOUS SHS - GS MID CAP VALUE FUND CLASS P P 12/19/1805/13/19 c 147.805 GS MID CAP VALUE FUND CLASS d 1,557.479 SHS P 12/11/1805/13/19 e 430.791 SHS -GS MID CAP VALUE FUND CLASS P P 12/11/1805/13/19 f 119.946 SHS -P 12/20/1705/13/19 GS MID CAP VALUE FUND CLASS P g 58.776 SHS - GS MID CAP VALUE FUND CLASS P P 12/11/1705/13/19 GS MID CAP VALUE FUND CLASS P 12/11/1705/13/19 h 1,506.674 SHS _ 12/20/1605/13/19 178.771 SHS -GS MID CAP VALUE FUND CLASS P 223.114 SHS P 12/21/1505/13/19 GS MID CAP VALUE FUND CLASS 12/10/1505/13/19 P GS MID CAP VALUE FUND CLASS P k 651.454 SHS -GS MID CAP VALUE FUND CLASS P 12/10/1505/13/19 1 2,548.763 SHS GS MID CAP VALUE FUND CLASS P P 12/04/1405/13/19 m 244.348 SHS 12/04/1405/13/19 n 1,345.233 P SHS GS MID CAP VALUE FUND CLASS P 12/04/1405/13/19 0 3,834.531 SHS GS MID CAP VALUE FUND CLASS (h) Gain or (loss) (f) Depreciation allowed (g) Cost or other basis (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 3,148. -3,148.а 523,544. 523,544. b 4,629. 606. 4,023. ,629. 48,780. 45,151. d 1,003. 13,492. 12,489. -459. 3.757. 4,216. -239. 1,841. 2,080. a 53,306. -6,117. 47.189. h 5,599. 6,709. -1.110.-279. 6,988. 7,267. -1,537. 21,941. 20,404. 79,827. 85,844. -6,017. -2,419. 7,653. 10,072. m -13,316. 42,133. 55,449. n -37,956. 120,098. 158,054. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), (k) Excess of col (i) (j) Adjusted basis but not less than "-0-") (i) F M V as of 12/31/69 as of 12/31/69 over col. (1), if any -3,148. a 523,544. b 606. 3,629. d 1,003. -459.-239. -6,117. -1,110.-279. -1,537.-6,017. 1 -2,419.m -13,316. n -37,956.0 If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 2 Capital gain net income or (net capital loss) 2 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 1, line 8

Capital Gains and Los	sses for tax on investment income				
(a) List and	d describe the kind(s) of property solutions to the kind(s) of property solutions to the kind(s) of property solutions are the kind (s) of property solutions are the kind(s) of property solutions are the kind(s) of property solutions are the kind (s) of property solu		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
	· · · · · · · · · · · · · · · · · · ·			1	
	GS MID CAP VALUE		P	12/05/13	
	GS MID CAP VALUE		P	12/05/13	
	GS MID CAP VALUE	FUND CLASS P	P	12/05/13	05/13/19
d CAPITAL GAINS	DIVIDENDS				
e					
f					
9					
h					
1					
1					
k					
1					
m					
n					
0			-		
	(f) Depreciation allowed	(g) Cost or other basis	(h) Gain or (loss)	
(e) Gross sales price	(or allowable)	plus expense of sale		olus (f) minus (g)	
a 6,511.		8,889.			-2,378.
b 19,198.		26,209.			-7,011.
c 21,790.		29,748.		*	-7,958.
d 279,787.		23 7 . 101			279,787.
		*	• • • • •		273770
e f					
g h					
					
<u></u>					
<u>K</u>					
			-		
<u>m</u>			<u> </u>		
<u>n</u>					
Complete only for assets showing	ng gain in column (h) and owned by t	he foundation on 12/31/69	(1) 1 or	sses (from col (h))	
Complete only for assets shown				of col (h) gain ovei	col (k).
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	but r	ot less than "-0-")	(.,,,
	20011201100	5 to: 50 ii (j), ii aliy			-2,378.
<u>a</u>					$\frac{-2,376.}{-7,011.}$
D	· ·				-7,958.
<u>c</u>					279,787.
<u>d</u>				.,	213,101.
<u>e</u>			***		
<u>f</u>					
9					
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<u>'l</u>					
m					
<u>n</u>	<u>.</u>				
0		<u> </u>			
	r If nam alen antar	in Part Lline 7			540 66-
2 Capital gain net income or (net ca	pital loss) { If gain, also enter If (loss), enter "-C	-" in Part I, line 7	2	-	<u>718,625.</u>
3 Net short-term capital gain or (los		` `			
If gain, also enter in Part I, line 8,	column (c))			
If (loss), enter "-0-" in Part I, line		J	3	N/A	

THE POWERS FAMILY FOUNDATION C/O RAICH ENDE MALTER & CO LLP

13-3637704

3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or contribution	
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
GODS LOVE WE DELIVER	V/A	EXEMPT	SEE STATEMENT #7	
166 AVENUE OF THE AMERICAS				
NEW YORK, NY 10013				10,00
MEMORIAL SLOAN KETTERING	N/A	EXEMPT	SEE STATEMENT #7	
1275 YORK AVE				
NEW YORK, NY 10065			· ·	50
RONALD MCDONALD HOUSE	N/A	EXEMPT	SEE STATEMENT #7	
405 E 73RD ST				5 00
NEW YORK, NY 10021				5,00
SOUTH AFRICAN GOLF DEVELOPMENT BOARD	N/A	NC	SEE STATEMENT #7	
MOMENTUM GOLF VILLAGE, DE BEERS AVE				5,00
SOMERSET WEST, SOUTH AFRICA 7130		 	-	5,00
	,			
.0				
•			,	_
•				
Total from continuation sheets				20,50

FORM 990-PF	INTEREST	ON	SAVINGS	AND TEMPORARY	CASH	INVESTMENTS	STATEMENT 1
SOURCE				(A) REVENUE PER BOOKS	NET	(B) INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACH			-	2,848. 254.		2,848.	
TOTAL TO PAR	r I, LINE	3	, -	3,102.		3,102.	

FORM 990-PF	DIVIDENDS	AND INTEREST	FROM SECUR	ITIES ST	FATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DYNAMIC EQUITY MANAGERS:					
PORTFOLIO 2 GOLDMAN SACHS	67,665.	0.	67,665.	67,665.	
#251-5	263,004.	82,567.	180,437.	180,437.	
GOLDMAN SACHS #764-4	271,247.	197,220.	74,027.	74,027.	
TO PART I, LINE 4	601,916.	279,787.	322,129.	322,129.	

FORM 990-PF OTHER	STATEMENT 3				
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
SECTION 988 GAIN/LOSS THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO 2	-803.	-803.			
TOTAL TO FORM 990-PF, PART I, LINE 11	-803.	-803.			

FORM 990-PF	ACCOUNTI	NG FEES	STATEMENT 4		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	4,500.	2,250.		2,250.	
TO FORM 990-PF, PG 1, LN 16B	4,500.	2,250.		2,250.	

FORM 990-PF	TAX	ES	STATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAXES FOREIGN TAXES THRU DYNAMIC EQUITY MANAGERS: PORTFOLIO	14,620.	0.	,	0.	
2	486.	486.	-	0.	
TO FORM 990-PF, PG 1, LN 18	15,106.	486.		0.	

FORM 990-PF	OTHER E	XPENSES	STATEMENT 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES PORTFOLIO DEDUCTIONS THRU DYNAMIC EQUITY MANAGERS:	34,651.	34,651.		0.	
PORTFOLIO 2	35,006.	35,006.		0.	
TO FORM 990-PF, PG 1, LN 23	69,657.	69,657.		0.	

FOOTNOTES

STATEMENT 7

SUPPLEMENTARY STATEMENT

PART: XV LINE: 2 SUPPLEMENTARY INFORMATION THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFING FOR EXEMPTION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES. NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS ETC. ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

SUPPLEMENTARY STATEMENT

FORM CHAR 500: SUPPLEMENTARY INFORMATION

PUBLIC INSPECTION

DATE THE NOTICE OF AVAILABILITY OF THE ANNUAL RETURN APPEARED IN A NEWSPAPER: JUNE 7, 2019
NAME OF NEWSPAPER: NEW YORK LAW JOURNAL
A COPY OF THE NEWSPAPER NOTICE IS ATTACHED.

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FORM 990-PF	OTHER	DECREASES	IN NET	ASSETS	OR	FUND	BALANCES	STATEMENT	8
DESCRIPTION								AMOUNT	
NON-DEDUCTIBLE PORTFOLIO 2	EXPEN	SES THRU DY	NAMIC 1	EQUITY M	IANA	GERS:	:	:	205.
TOTAL TO FORM	990-PF	, PART III,	LINE	5					205.

FORM 990-PF CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GS CORE FIXED INCOME FUND	2,119,635.	2,319,803.
GS INVESTMENT GRADE CREDIT FUND	1,553,450.	1,592,608.
GS HIGH YIELD FLOATING RATE FUND	2,173,362.	2,065,706.
GS SMALL CAP VALUE FUND	704,480.	856,288.
WISDOMTREE EUROPE HEDGED EQUITY INDEX FUND	519,806.	604,794.
GS GROWTH OPPORTUNITIES FUND	749,245.	775,760.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,819,978.	8,214,959.

FORM 990-PF OTHER	INVESTMENTS		STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DYNAMIC EQUITY II PORTFOLIO - HEDGE	COST	3,646,828.	5,181,197.
TOTAL TO FORM 990-PF, PART II, LINE	13	3,646,828.	5,181,197.