

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

- ▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation

**The Lucy & Eleanor S. Upton Charitable
Foundation c/o Mandel, Fekete & Bloom,**

A Employer identification number

22-6074947

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

30 Montgomery Street

Room/suite

685

B Telephone number

(201) 434-6875

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

Jersey City, NJ 07302C 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 ☐

Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationFair market value of all assets at end of year
(from Part II, col (c), line 16)**\$ 8,229,099.**

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

2 Check ☒ if the foundation is not required to attach Sch. B3 Interest on savings and temporary
cash investments

4 Dividends and interest from securities

251,043.**251,043.****Statement 1**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a **3,397,908.****202,930.**

7 Capital gain net income (from Part IV, line 2)

202,930.

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

12 Total Add lines 1 through 11

453,973.**453,973.**

13 Compensation of officers, directors, trustees, etc

0.**0.****0.**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

Stmt 2

3,575.**3,575.****0.**

b Accounting fees

Stmt 3

11,385.**11,385.****0.**

c Other professional fees

Stmt 4

11,838.**11,838.****0.**

17 Interest

18 Taxes

Stmt 5

4,458.**4,458.****0.**

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

Stmt 6

252.**252.****0.**

24 Total operating and administrative

expenses Add lines 13 through 23

31,508.**31,508.****0.**

25 Contributions, gifts, grants paid

365,500.**365,500.**

26 Total expenses and disbursements.

Add lines 24 and 25

397,008.**31,508.****365,500.**

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

56,965.

b Net investment income (if negative, enter -0-)

422,465.

c Adjusted net income (if negative, enter -0-)

N/A

**The Lucy & Eleanor S. Upton Charitable
Foundation c/o Mandel, Fekete & Bloom,**

22-6074947

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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	350,575.	13,865.	13,865.
	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	969,465.	0.	0.
	b Investments - corporate stock Stmt 7	999,622.	750,580.	1,080,476.
	c Investments - corporate bonds	501,968.	0.	0.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 8	3,165,200.	5,279,350.	7,134,758.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,986,830.	6,043,795.	8,229,099.	
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 FASB ASC 958, check here ▶ <input type="checkbox"/>			
	and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	6,523,893.	6,523,893.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	537,063.	-480,098.	
29 Total net assets or fund balances	5,986,830.	6,043,795.		
30 Total liabilities and net assets/fund balances	5,986,830.	6,043,795.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	5,986,830.
2 Enter amount from Part I, line 27a	2	56,965.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,043,795.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	6,043,795.

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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 Attachment "C"	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 3,397,908.		3,194,978.	202,930.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			202,930.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	202,930.
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))
2018	347,000.	6,844,624.	.050697
2017	364,000.	6,664,036.	.054622
2016	347,273.	6,411,542.	.054164
2015	366,231.	6,663,504.	.054961
2014	369,000.	6,947,781.	.053110

2 Total of line 1, column (d)	2	.267554
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	.053511
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	6,710,222.
5 Multiply line 4 by line 3	5	359,071.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,225.
7 Add lines 5 and 6	7	363,296.
8 Enter qualifying distributions from Part XII, line 4	8	365,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,225.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		3	4,225.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter 0)		5	4,225.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	6,640.	
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	6,640.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	2,415.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax <input checked="" type="checkbox"/> 2,415. Refunded <input type="checkbox"/>	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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b 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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> NJ		
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 2019 or the tax year beginning in 2019? 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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		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 ► <u>N/A</u>	X	
14 The books are in care of ► <u>Frank L. Fekete</u> Telephone no. ► <u>(201) 434-6875</u> Located at ► <u>30 Montgomery Street, Suite 685, Jersey City, NJ</u> ZIP+4 ► <u>07302</u>		
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 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?		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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	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 2019?		X

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

*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

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

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

X

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
Charles B. Cater	Trustee			
9 Summer Islands Lane				
Johns Island, SC 29455	0.00	0.	0.	0.
Frank L. Fekete	Trustee			
Mandel, Fekete & Bloom, 30 Montgomery St.				
Suite 685, Jersey City, NJ 07302	0.00	0.	0.	0.
Susan Jukosky	Trustee			
197 Razor Hill Road				
Grafton, NH 03240	0.00	0.	0.	0.
Alexandra V. Gallo, Esq.	Trustee			
c/o O'Toole, Scrivo, et al 14 Village				
Cedar Grove, NJ 07009	0.00	0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,633,027.
b	Average of monthly cash balances	1b	179,381.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,812,408.
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	6,812,408.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	102,186.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,710,222.
6	Minimum investment return. Enter 5% of line 5	6	335,511.

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	335,511.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	4,225.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,225.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	331,286.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	331,286.
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	331,286.

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	365,500.
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	365,500.
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	4,225.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	361,275.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				331,286.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				
d From 2017	36,853.			
e From 2018	11,388.			
f Total of lines 3a through e	48,241.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 365,500.				
a Applied to 2018, 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 2019 distributable amount				331,286.
e Remaining amount distributed out of corpus	34,214.			
5 Excess distributions carryover applied to 2019 (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	82,455.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	82,455.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017	36,853.			
d Excess from 2018	11,388.			
e Excess from 2019	34,214.			

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				
AFS-USA, Inc 120 Wall Street, 4th Floor New York, NY 10005	N/A	Public Charity	Donation for Faces of America scholars	5,000.
Children's Specialized Hospital Foundation 150 New Providence Road Mountainside, NJ 07092	N/A	Hospital Foundation	General Use	10,000.
Community FoodBank of New Jersey 31 Evans Terminal Road Hillside, NJ 07205	N/A	Public Charity	General Use	5,000.
Enfield Shaker Museum 447 NH Route 4A Enfield, NH 03758	N/A	Public Charity	Donation for renovation of barn and repair of roof	15,000.
House of Faith, Inc 244 Ege Avenue Jersey City, NJ 07304	N/A	Public Charity	General Use	15,000.
Total	See continuation sheet(s)			3a 365,500.
b Approved for future payment				
None				
Total				
				3b 0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Hudson Hospice Volunteers, Inc 93 Clerk Street, PO Box 15716 Jersey City, NJ 07305	N/A	Public Charity	General Use	18,000.
John Cabot University Via della Lungara, 233 Rome, ITALY 00165	N/A	Educational Institution	General Use	10,000.
Kent Place School 42 Norwood Avenue Summit, NJ 07902-0308	N/A	Educational Institution	For Scholarships	15,000.
Lebanon Opera House 51 N. Park Street Lebanon, NJ 03766	N/A	Public Charity	Donation to be used in support of the 2017 Byrne Challenge	5,000.
Mascoma Community Health Care PO Box 550 Canaan, NH 03741	N/A	Public Charity	General Use	15,000.
Meridian Health Foundation 1345 Campus Parkway, Suite A2 Neptune, NJ 07753	N/A	Public Charity	General Use	10,000.
New Jersey SEEDS 494 Broad Street, Suite 105 Newark, NJ 07102	N/A	Public Charity	General Use	10,000.
New Jersey Symphony Orchestra 60 Park Place, 9th Floor Newark, NJ 07102	N/A	Public Charity	General Use	65,000.
Newark Museum 49 Washington Street Newark, NJ 07102-3176	N/A	Public Charity	General Use	35,000.
Pennsylvania Kiwanis Foundation 2793 Old Post Road, Suite 12 Harrisburg, PA 17110	N/A	Public Charity	General Use; in memory of William Cater Jr.	5,000.
Total from continuation sheets				315,500.

The Lucy & Eleanor S. Upton Charitable
Foundation c/o Mandel, Fekete & Bloom,

22-6074947

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Saint Benedict's Preparatory School 520 Dr. Martin Luther King, Jr. Blvd Newark, NJ 07102	N/A	Educational Institution	General Use	10,000.
Saint Peter's University 2641 Kennedy Boulevard Jersey City, NJ 07306	N/A	Educational Institution	Donation to be used towards Capital Campaign	20,000.
Saint Vincent Academy 228 W. Market Street Newark, NJ 07103	N/A	Educational Institution	Donation to be used towards tuition and scholarships	12,000.
Wilderness Inquiry 808 14th Avenue SE Minneapolis, MN 55414	N/A	Public Charity	Donation to be used for Canoe Mobile Program	10,000.
Zoological Society of New Jers 560 Northfield Avenue West Orange, NJ 07052	N/A	Public Charity	Donation to be used for the Turtle Back Zoo	2,000.
Town of Enfield 23 Main Street Enfield, NH 03748	N/A	Public Charity	General Use	5,000.
Mascoma Valley Preservation PO Box 107 Grafton, NH 03240	N/A	Public Charity	General Use	10,000.
Colby Sawyer College 541 Main Street New London, NH 03257	N/A	Educational Institution	General Use	5,500.
Kiwanis Children's Fund 3636 Woodview Trace Indianapolis, IN 46268	N/A	Public Charity	General Use	10,000.
Arts, Etc. 130 Gardeners Circle, PMB 148 Johns Island, SC 29455	N/A	Public Charity	General Use	5,000.
Total from continuation sheets				

22-6074947

3 . Grants and Contributions Paid During the Year (Continuation)

923631
04-01-19

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	251,043.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					202,930.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		251,043.	202,930.
13 Total. Add line 12, columns (b), (d), and (e)				13	453,973.

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

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

[illegible]

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

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

[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.

Frank L. Gill

6/8/20

►

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

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

**Paid
Preparer
Use Only**

Mark J. Bann

Approved by: _____

07/07/2020 11:00

Firm's name ► Mandel, Fekete & Bloom, CPAs

Firm's EIN ► 22-2426449

Firm's address ► 30 Montgomery Street, Suite 685
Jersey City, NJ 07302

Phone no. (201) 434-6875

Form **990-PF** (2019)

Form 990-PF	Dividends and Interest from Securities				Statement	1
Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income	
Accrued Interest Paid on Purch	-542.	0.	-542.	-542.		
See attached schedule "A"	159,208.	0.	159,208.	159,208.		
See attached schedule "B"	92,377.	0.	92,377.	92,377.		
To Part I, line 4	251,043.	0.	251,043.	251,043.		

Form 990-PF	Legal Fees				Statement	2
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes		
O'Toole, Scrivo, Fernandez, Weiner, Van Lieu	3,575.	3,575.			0.	
To Fm 990-PF, Pg 1, ln 16a	3,575.	3,575.			0.	

Form 990-PF	Accounting Fees				Statement	3
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes		
Mandel, Fekete & Bloom CPAs	11,385.	11,385.			0.	
To Form 990-PF, Pg 1, ln 16b	11,385.	11,385.			0.	

Form 990-PF	Other Professional Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Bessemer Trust Company	11,838.	11,838.			0.
To Form 990-PF, Pg 1, ln 16c	11,838.	11,838.			0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Tax Withholding	159.	159.			0.
Excise Taxes	4,299.	4,299.			0.
To Form 990-PF, Pg 1, ln 18	4,458.	4,458.			0.

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Bank Service Charges	252.	252.			0.
To Form 990-PF, Pg 1, ln 23	252.	252.			0.

Form 990-PF	Corporate Stock		Statement	7
Description	Book Value	Fair Market Value		
See attachment "D"	750,580.	1,080,476.		
Total to Form 990-PF, Part II, line 10b	750,580.	1,080,476.		

Form 990-PF	Other Investments	Statement	8
Description	Valuation Method *	Book Value	Fair Market Value
See sttachment "D"	COST	5,279,350.	7,134,758.
Total to Form 990-PF, Part II, line 13		5,279,350.	7,134,758.

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 1

Dividends

Activision Blizzard Inc

5/9/2019 Dividend received	\$ 129.50
----------------------------	-----------

Advance Auto Parts

01/04/2019 Dividend received	2.40
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4/5/2019 Dividend received	2.52
----------------------------	------

7/5/2019 Dividend received	2.52
----------------------------	------

7.44

Allegion PLC Ord Shs

03/29/2019 Dividend received	27.54
------------------------------	-------

6/28/2019 Dividend received	27.54
-----------------------------	-------

55.08

Altria Group Inc.

01/10/2019 Dividend received	4.00
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American Water Works Co

03/01/2019 Dividend received	102.38
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6/4/2019 Dividend received	112.50
----------------------------	--------

9/3/2019 Dividend received	92.50
----------------------------	-------

12/4/2019 Dividend received	52.50
-----------------------------	-------

359.88

Ameren Corp

03/29/2019 Dividend received	130.63
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6/28/2019 Dividend received	130.63
-----------------------------	--------

9/30/2019 Dividend received	109.25
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ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 2

12/31/2019 Dividend received	\$ 113.85
	<hr/>
	484.36
American Tower Corp	
01/14/2019 Dividend received	109.20
02/04/2019 Dividend received - tax year 2018 reallocation of 1/14/19 payment	(109.20)
02/04/2019 Dividend received - tax year 2018 reallocation of 1/14/19 payment	0.33
02/04/2019 Dividend received - tax year 2018 reallocation of 1/14/19 payment	108.87
4/26/2019 Dividend received	117.00
7/12/2019 Dividend received	119.60
10/17/2019 Dividend received	85.50
	<hr/>
	431.30
Amphenol Corp	
10/9/2019 Dividend received	12.50
Apple Inc	
02/14/2019 Dividend received	105.85
5/16/2019 Dividend received	111.65
8/15/2019 Dividend received	84.70
11/14/2019 Dividend received	84.70
	<hr/>
	386.90
Aptargroup Inc	
02/20/2019 Dividend received	22.10
5/22/2019 Dividend received	24.12
	<hr/>
	46.22

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 3

Bank of America Corp

03/29/2019 Dividend received	\$	142.50
6/28/2019 Dividend received		142.50
9/27/2019 Dividend received		142.20
12/27/2019 Dividend received		178.20
		<hr/>
		605.40

Baxter International Inc

01/02/2019 Dividend received		82.65
4/1/2019 Dividend received		92.15
7/1/2019 Dividend received		106.70
10/1/2019 Dividend received		89.10
		<hr/>
		370.60

Blackrock Inc

03/21/2019 Dividend received		112.20
6/20/2019 Dividend received		112.20
9/24/2019 Dividend received		79.20
12/23/2019 Dividend received		79.20
		<hr/>
		382.80

CDW Corp/DE

6/11/2019 Dividend received		16.23
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Chubb Limited

01/11/2019 Dividend received		153.30
4/12/2019 Dividend received		153.30
7/12/2019 Dividend received		157.50

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 4

10/11/2019 Dividend received	\$ 131.25
	<hr/>
	595.35
Church & Dwight Inc.	
03/01/2019 Dividend received	89.86
6/3/2019 Dividend received	89.86
9/3/2019 Dividend received	72.80
	<hr/>
	252.52
Cintas Corp	
12/6/2019 Dividend received	140.25
Citigroup Inc	
02/22/2019 Dividend received	191.25
5/24/2019 Dividend received	191.25
8/23/2019 Dividend received	178.50
11/22/2019 Dividend received	153.00
	<hr/>
	714.00
CME Group Inc	
01/16/2019 Dividend received	157.50
03/25/2019 Dividend received	67.50
6/25/2019 Dividend received	67.50
9/25/2019 Dividend received	56.25
12/27/2019 Dividend received	56.25
	<hr/>
	405.00
Conoco Phillips	
03/01/2019 Dividend received	160.13

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 5

6/3/2019 Dividend received	\$ 160 13
9/3/2019 Dividend received	131.15
12/2/2019 Dividend received	180.60
	<hr/>
	632.01
Consumer Staples Index FD	
9/25/2019 Dividend received	150 27
Cooper Cos Inc	
02/08/2019 Dividend received	0.96
Danaher Corp	
01/25/2019 Dividend received	48.80
4/26/2019 Dividend received	36.55
7/26/2019 Dividend received	36.55
10/25/2019 Dividend received	29 75
	<hr/>
	151.65
Discover Financial Services	
03/07/2019 Dividend received	146.00
6/6/2019 Dividend received	146 00
9/5/2019 Dividend received	118 80
12/5/2019 Dividend received	118.80
	<hr/>
	529.60
Disney Holding co	
01/10/2019 Dividend received	127.60
7/25/2019 Dividend received	127.60
	<hr/>
	255.20

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 6

Dollarama Inc

8/9/2019 Dividend received	\$	3.15
----------------------------	----	------

Dover Corp

03/15/2019 Dividend received		44.16
------------------------------	--	-------

6/17/2019 Dividend received		44.16
-----------------------------	--	-------

88.32

Fidelity Natl Info Svcs

03/29/2019 Dividend received		77.00
------------------------------	--	-------

6/28/2019 Dividend received		77.00
-----------------------------	--	-------

9/27/2019 Dividend received		78.75
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12/27/2019 Dividend received		78.75
------------------------------	--	-------

311.50

Fortive Co

03/29/2019 Dividend received		21.70
------------------------------	--	-------

6/28/2019 Dividend received		21.70
-----------------------------	--	-------

9/27/2019 Dividend received		17.85
-----------------------------	--	-------

12/26/2019 Dividend received		17.85
------------------------------	--	-------

79.10

Harris Corp Del

03/22/2019 Dividend received		36.99
------------------------------	--	-------

6/4/2019 Dividend received		36.99
----------------------------	--	-------

73.98

Health Care Select SPDR

12/26/2019 Dividend received		88.60
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ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 7

Home Depot Inc

03/28/2019 Dividend received	\$ 163.20
6/20/2019 Dividend received	163.20
9/19/2019 Dividend received	136.00
12/19/2019 Dividend received	136.00
	<hr/>
	598.40

Ilex Corp

01/30/2019 Dividend received	17.20
5/31/2019 Dividend received	19.50
7/31/2019 Dividend received	19.50
	<hr/>
	56.20

Ingredion Inc

01/25/2019 Dividend received	37.50
4/25/2019 Dividend received	36.88
7/25/2019 Dividend received	36.88
	<hr/>
	111.26

Kar Auction Service

01/04/2019 Dividend received	52.50
4/4/2019 Dividend received	58.80
6/17/2019 Dividend received	65.80
	<hr/>
	177.10

Microsoft Corp

03/14/2019 Dividend received	239.20
6/13/2019 Dividend received	262.20

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 8

9/12/2019 Dividend received	\$ 227.70
12/12/2019 Dividend received	252.45
	<hr/>
	981.55
Morgan Stanley Grp Inc	
02/15/2019 Dividend received	180.00
5/15/2019 Dividend received	180.00
8/15/2019 Dividend received	171.50
	<hr/>
	531.50
MSCI INC	
11/27/2019 Dividend received	27.20
Nasdaq	
03/29/2019 Dividend received	42.68
6/28/2019 Dividend received	45.59
	<hr/>
	88.27
Nike Inc Cl B	
01/02/2019 Dividend received	78.10
4/1/2019 Dividend received	78.10
7/1/2019 Dividend received	58.30
9/30/2019 Dividend received	47.30
	<hr/>
	261.80
Old Westbury Multi Asset Opportunities Fund	
02/04/2019 Dividend received - tax year 2018 reallocation of 12/24/18 payment	1,420.23
02/04/2019 Dividend received - tax year 2018 reallocation of 12/24/18 payment	(26,300.57)

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 9

02/04/2019 Dividend received - tax year 2018 reallocation of 12/24/18 payment	\$ 24,880.34
12/23/2019 Dividend received	14,137.72
12/23/2019 Dividend received	18,603.26
	<hr/>
	32,740.98
Old Westbury Small & Mid Cap Fund	
12/23/2019 Dividend received	31,918.11
12/23/2019 Dividend received	4,295.06
	<hr/>
	36,213.17
Old Westbury Large Cap Strategies Fund	
12/11/2019 Dividend received	18,313.36
OW Fixed Income Fund	
03/12/2019 Dividend received	7,088.27
6/11/2019 Dividend received	9,048.85
9/10/2019 Dividend received	9,442.15
12/10/2019 Dividend received	9,134.41
	<hr/>
	34,713.68
Pepsico Inc	
01/07/2019 Dividend received	222.60
03/29/2019 Dividend received	222.60
6/28/2019 Dividend received	229.20
9/30/2019 Dividend received	191.00
	<hr/>
	865.40
Pfizer Inc	
03/01/2019 Dividend received	257.40

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

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6/7/2019 Dividend received	\$ 257.40
9/3/2019 Dividend Received	210.60
	<hr/>
	725.40
Pioneer Natural Resources	
4/12/2019 Dividend received	28.80
10/10/2019 Dividend received	33.00
	<hr/>
	61.80
Raytheon Co New	
01/31/2019 Dividend received	134.46
5/9/2019 Dividend received	146.09
8/1/2019 Dividend received	146.09
	<hr/>
	426.64
Rio Tinto Ltd	
4/18/2019 Dividend received	1,200.31
9/19/2019 Dividend received	501.45
	<hr/>
	1,701.76
S&P Global Inc.	
9/11/2019 Dividend received	19.95
12/11/2019 Dividend received	19.95
	<hr/>
	39.90
Safran SA	
5/29/2019 Dividend received	478.42
Samsonite International SA	
7/16/2019 Dividend received	168.60

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

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Six Flags Entertainment Corp

03/04/2019 Dividend received	\$	82.00
6/10/2019 Dividend received		82.82
		<hr/>
		164.82

Smith A O Corp

02/15/2019 Dividend received		11.00
5/15/2019 Dividend received		23.76
		<hr/>
		34.76

Smucker JM Co

03/01/2019 Dividend received		21.25
6/3/2019 Dividend received		18.70
		<hr/>
		39.95

Steris PLC

03/21/2019 Dividend received		21.76
6/28/2019 Dividend received		20.06
		<hr/>
		41.82

Teleflex Inc

03/15/2019 Dividend received		9.52
6/14/2019 Dividend received		9.52
		<hr/>
		19.04

Tencent Holdings Ltd

5/31/2019 Dividend received		31.84
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Texas Instruments Inc

02/11/2019 Dividend received		77.00
------------------------------	--	-------

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 12

5/20/2019 Dividend received	\$ 207.90
8/12/2019 Dividend received	173.25
11/18/2019 Dividend received	202.50
	<hr/>
	660.65
Thermo Fisher Scientific	
01/15/2019 Dividend received	25.50
4/16/2019 Dividend received	20.90
7/16/2019 Dividend received	20.90
10/15/2019 Dividend received	16.15
	<hr/>
	83.45
UnionPacific Corp	
9/30/2019 Dividend received	126.10
12/30/2019 Dividend received	184.30
	<hr/>
	310.40
Unitedhealth Grup Inc	
03/19/2019 Dividend received	76.50
6/25/2019 Dividend received	91.80
9/24/2019 Dividend received	75.60
12/17/2019 Dividend received	97.20
	<hr/>
	341.10
Verisk Analytics Inc	
03/29/2019 Dividend received	13.25
6/28/2019 Dividend received	13.25
	<hr/>
	26.50

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 13

Visa Inc

03/05/2019 Dividend received	\$ 66.25
6/4/2019 Dividend received	66.25
9/3/2019 Dividend received	55.00
12/3/2019 Dividend received	69.00
	<hr/>
	256.50

Waste Management Inc

03/22/2019 Dividend received	56.38
6/21/2019 Dividend received	56.38
9/20/2019 Dividend received	69.19
12/20/2019 Dividend received	69.19
	<hr/>
	251.14

West Pharmaceutical SVC

02/06/2019 Dividend received	8.25
5/1/2019 Dividend received	8.10
	<hr/>
	16.35

Wyndham Hotels & Resorts

03/29/2019 Dividend received	49.59
6/28/2019 Dividend received	49.59
	<hr/>
	99.18

Zoetis Inc

03/01/2019 Dividend received	55.76
6/3/2019 Dividend received	55.76
9/3/2019 Dividend received	45.92

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

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12/2/2019 Dividend received	\$ 31.16	
	<hr/>	
	188.60	
Total Dividends		\$ 139,612.16
Interest		
\$15,000 Nextera Energy Capital 2.300% due 4/1/2019		
02/25/2019 Interest received	138.00	
\$15,000 BP Capital Markets PLC 3.279% due 09/19/2027		
02/25/2019 Interest received	213.14	
\$15,000 American Honda Finance 2% due 11/13/2019		
02/25/2019 Interest received	85.00	
\$15,000 CA Inc 5.375% due 12/01/2019		
02/25/2019 Interest received	188.13	
\$15,000 Verizon Communications 3.50% due 11/01/2024		
02/25/2019 Interest received	166.25	
\$15,000 Schlumberger Investment 3.650% 12/01/2023		
02/25/2019 Interest received	127.75	
\$15,000 National Rural UTIL COOP 2.90 % due 3/15/2021		
02/25/2019 Interest received	193.33	
\$15,000 JPMorgan Chase & Co. 4.203% due 07/23/2029		
02/25/2019 Interest received	56.04	
\$15,000 Goldman Sachs Group Inc 3.484% due 05/15/2026		
02/25/2019 Interest received	16.06	
\$20,000 Citigroup Inc 2.450% due 9/1/2023		
02/25/2019 Interest received	194.51	

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

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\$20,000 JPMorgan Chase 3.2% due 06/15/2026

02/25/2019 Interest received	\$	93.33
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\$20,000 Intl Lease Finance Corp 4.625% due 04/15/2022

02/25/2019 Interest received		334.03
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\$30,000 Comcast NBC Universal Media 5.150% due 4/30/20

02/25/2019 Interest received		493.54
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\$30,000 Capital One Financial Co 3.75% due 03/09/2027

02/25/2019 Interest received		518.75
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\$30,000 Sumitomo Mitsui Finl Grp 2.442% due 10/19/2021

02/25/2019 Interest received		256.41
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\$30,000 Goldman Sachs Group Inc 2.313% due 07/24/2023

01/24/2019 Interest received		133.68
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02/25/2019 Interest received		50.39
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184.07

\$30,000 Abbvie 2.5% due 05/14/2020

02/25/2019 Interest received		210.42
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\$30,000 Omnicom Group Inc 3.65% due 11/01/2024

02/25/2019 Interest received		346.75
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\$30,000 Proctor and Gamble 2.15% due 08/11/2022

02/11/2019 Interest received		161.25
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02/25/2019 Interest received		12 54
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173 79

\$30,000 Tyson Foods Inc 2 25% due 08/23/2021

02/25/2019 Interest received		337.50
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ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

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02/25/2019 Interest received	\$ 3.75
	<hr/> 341.25
\$30,000 Walmart Inc. 3.40% due 06/26/2023	
02/25/2019 Interest received	167.17
\$30,000 American Express Co. 3.70% due 11/05/2021	
02/25/2019 Interest received	336.08
\$300,000 US Treasury Bills 11/5/19	
11/5/2019 Interest received	403.67
\$300,000 US Treasury Bills 99.765% due 12/31/19	
11/25/2019 Interest received	244.02
\$35,000 Caterpillar Inc 1 350% due 5/18/2019	
02/25/2019 Interest received	127.31
\$37,000 US Treasury Note 1.875% due 01/31/2022	
01/31/2019 Interest received	346.88
\$50,000 US Treasury Note 1.125% due 01/31/2019	
01/31/2019 Interest received	281.25
Federal Gov't Obligation Fund #395	
01/03/2019 Interest received	374.36
01/03/2019 Interest received	7.65
02/04/2019 Interest received	580.79
02/04/2019 Interest received	13.16
03/04/2019 Interest received	761.70
03/04/2019 Interest received	177.43
4/2/2019 Interest received	285.23

ATTACHMENT "A"

RECEIPTS OF INCOME

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The Lucy & Eleanor S. Upton Charitable Foundation
For Period 1/1/2019 Through 12/31/2019

4/2/2019 Interest received	\$	141.39
5/2/2019 Interest received		278.31
5/2/2019 Interest received		0.01
6/4/2019 Interest received		269.66
7/2/2019 Interest received		266.46
8/2/2019 Interest received		391.11
09/04/2019 Interest received		503.99
10/2/2019 Interest received		289.12
11/4/2019 Interest received		62.61
12/3/2019 Interest received		57.03
		<hr/>
		4,460.01
Total Interest	\$	10,696.94
U S Government Interest		
\$30,000 US Treasury Note 2 25% due 11/15/2024		
02/21/2019 Interest received		182.73
\$1,000 US Treasury Notes 1.5% due 06/15/2020		
02/21/2019 Interest received		2.81
\$103,000 US Treasury Bonds 2.375% due 8/15/2024		
02/15/2019 Interest received		1,223.13
02/21/2019 Interest received		40.55
		<hr/>
		1,263.68
\$15,000 US Treasury Notes 2.250% due 11/15/2025		
02/21/2019 Interest received		91.37

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

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\$15,000 US Treasury Notes 2.250% due 11/15/2027

02/21/2019 Interest received	\$	91.37
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\$15,000 JPMorgan Chase & Co. 4.203% due 07/23/2029

01/23/2019 Interest received		315.23
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\$15,000 Goldman Sachs Group Inc 3.484% due 05/15/2026

02/15/2019 Interest received		145.14
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\$19,000 US Treasury Notes 2.25% due 11/15/2025

02/21/2019 U.S. Government Interest		115.73
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\$20,000 US Treasury Notes 1.875% due 12/15/2020

02/21/2019 Interest received		70.06
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\$25,000 US Treasury Notes 1.75% due 01/31/2023

01/31/2019 U.S. Government Interest		218.75
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02/21/2019 Interest received		70.05
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02/21/2019 Interest received		25.38
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314.18

\$26,000 US Treasury Notes 2.250% due 11/15/2025

02/21/2019 Interest received		158.37
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\$30,000 US Treasury Notes 1.375% due 09/15/2020

02/21/2019 Interest received		181.18
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\$30,000 US Treasury Note 1.375% due 12/15/2019

02/21/2019 Interest received		77.06
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\$30,000 US Treasury Notes 1.875% due 12/15/2020

02/21/2019 Interest received		105.08
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ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

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\$30,000 US Treasury Notes 2.375% due 4/30/2020

02/21/2019 Interest received	\$ 222.41
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\$300,000 US Treasury Bills 1.941% 10/8/2019

10/8/2019 Interest received	355.92
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\$34,000 Fed Natl Mtg Assoc 1.875% due 2/19/2019

02/19/2019 Interest received	318.75
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\$35,000 US Treasury Notes 2% due 02/15/2025

02/15/2019 U.S. Government Interest	350.00
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02/21/2019 U S. Government Interest	11.60
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361.60

\$35,000 US Treasury N/B 1.75% due 1/31/2023

02/21/2019 Interest received	35.53
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\$35,000 US Treasury Notes 2.250% due 11/15/2027

02/21/2019 Interest received	213.19
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\$35,000 US Treasury Notes 1.375% due 9/15/2020

02/21/2019 Interest received	211.38
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\$37,000 US Treasury Note 1.875% due 01/31/2022

02/21/2019 Interest received	40.25
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\$40,000 US Treasury N/B 2.0% 11/15/2026

02/21/2019 Interest received	216.57
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\$45,000 TSY Inflation Index Bond 0.625% due 1/15/2024

01/15/2019 Interest received	152.18
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02/21/2019 Interest received	30.98
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183.16

ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

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\$45,000 US Treasury Note 1.625% due 02/15/2026

02/15/2019 Interest received	\$	365.63
02/21/2019 Interest received		12.12
		<hr/> 377.75

\$46,000 US Treasury Note 2.000% due 2/15/2025

02/15/2019 Interest received		460.00
02/21/2019 Interest received		15.25
		<hr/> 475.25

\$5,000 US Treasury Notes 1.250% due 6/30/2019

02/21/2019 Interest received		8.98
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\$60,000 US Treasury Notes 1.75% due 01/31/2023

01/31/2019 U.S. Government Interest		525.00
02/21/2019 Interest received		60.91
		<hr/> 585.91

\$65,000 US Treasury N/B 1.750% due 01/31/2023

01/31/2019 Interest received		568.75
02/21/2019 Interest received		65.99
		<hr/> 634.74

\$70,000 US Treasury Bonds 3.50% due 02/15/2039

02/15/2019 Interest received		1,225.00
02/21/2019 Interest received		40.61
		<hr/> 1,265.61

\$75,000 US Treasury Notes 1.875% due 11/30/2021

02/05/2019 Interest received		172.56
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ATTACHMENT "A"

RECEIPTS OF INCOME The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

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02/21/2019 Interest received	\$ 106.89	
	<hr/>	
	279.45	
Total U.S. Government Interest		\$ 8,900.44
		<hr/>
TOTAL RECEIPTS OF INCOME		<u>\$ 159,209.54</u>

ATTACHMENT "B"

OTHER RECEIPTS ALLOCABLE TO PRINCIPAL

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The Lucy & Eleanor S Upton Charitable Foundation
For Period 1/1/2019 Through 12/31/2019

Capital Gain Distributions

Amgen Inc.

8/28/2019 Long-term capital gain received \$ 259.47

Old Westbury Large Cap Strategies Fund

12/11/2019 Long-term capital gain received 92,117.45

Total Capital Gain Distributions \$ 92,376.92

TOTAL OTHER RECEIPTS \$ 92,376.92

ATTACHMENT "C"

Short-Term Capital Gains and Losses The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 1

Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
\$50,000 US Treasury Note 1 125% due 01/31/2019 50,000 units	2/20/2018	1/31/2019	50,000.00	49,576.17	423.83
\$45,000 TSY Inflation Index Bond 0 625% due 1/15/2024 1,194.3 units	12/31/2018	2/21/2019	1,187.73	1,463.98	(276.25)
\$30,000 US Treasury Note 2 25% due 11/15/2024 30,000 units	2/1/2019	2/21/2019	29,574.61	29,581.64	(7.03)
\$26,000 US Treasury Notes 2 250% due 11/15/2025 26,000 units	5/25/2018	2/21/2019	25,509.46	24,787.34	722.12
\$45,000 US Treasury Note 1 625% due 02/15/2026 45,000 units	4/5/2018	2/21/2019	42,317.58	41,496.68	820.90
\$30,000 US Treasury Note 1 375% due 12/15/2019 30,000 units	4/5/2018	2/21/2019	29,723.44	29,566.41	157.03
\$40,000 US Treasury N/B 2 0% 11/15/2026 40,000 units	9/19/2018	2/21/2019	38,365.62	37,039.06	1,326.56
\$5,000 US Treasury Notes 1 250% due 6/30/2019 5,000 units	2/5/2019	2/21/2019	4,978.71	4,975.78	2.93
\$35,000 US Treasury Notes 1 375% due 9/15/2020 35,000 units	2/19/2019	2/21/2019	34,390.24	34,377.93	12.31
\$15,000 US Treasury Notes 2 250% due 11/15/2027 15,000 units	10/2/2018	2/21/2019	14,562.31	14,022.66	539.65
\$35,000 US Treasury Notes 2 250% due 11/15/2027 35,000 units	2/5/2019	2/21/2019	33,978.71	33,773.63	205.08
\$30,000 US Treasury Notes 1 875% due 12/15/2020 30,000 units	5/4/2018	2/21/2019	29,660.15	29,439.84	220.31
\$30,000 US Treasury Notes 2.375% due 4/30/2020 30,000 units	5/7/2018	2/21/2019	29,944.92	29,928.51	16.41
\$70,000 US Treasury Bonds 3 50% due 02/15/2039 70,000 units	5/14/2018	2/21/2019	76,994.53	74,558.20	2,436.33
\$35,000 US Treasury N/B 1 75% due 1/31/2023 25,000 units	2/1/2019	2/21/2019	24,320.33	24,325.20	(4.87)
\$35,000 US Treasury N/B 1.75% due 1/31/2023 10,000 units	2/5/2019	2/21/2019	9,728.11	9,705.86	22.25
\$65,000 US Treasury N/B 1.750% due 01/31/2023 65,000 units	9/24/2018	2/21/2019	63,232.81	61,824.53	1,408.28

ATTACHMENT "C"

Short-Term Capital Gains and Losses The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

Page 2

Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Verisk Analytics Inc 2 units	7/24/2018	2/22/2019	244.07	227.50	16.57
Teleflex Inc 2 units	9/21/2018	2/22/2019	569.79	530.14	39.65
West Pharmaceutical SVC 1 units	5/1/2018	2/22/2019	102.03	90.34	11.69
\$15,000 National Rural UTIL COOP 2.90 % due 3/15/2021 15,000 units	5/4/2018	2/25/2019	14,961.00	14,902.35	58.65
\$15,000 JPMorgan Chase & Co 4 203% due 07/23/2029 15,000 units	8/2/2018	2/25/2019	15,347.55	15,025.35	322.20
\$15,000 Goldman Sachs Group Inc 3 484% due 05/15/2026 15,000 units	9/27/2018	2/25/2019	14,655.00	15,036.45	(381.45)
\$30,000 Walmart Inc 3 40% due 06/26/2023 30,000 units	11/1/2018	2/25/2019	30,600.60	30,001.80	598.80
\$30,000 American Express Co 3.70% due 11/05/2021 30,000 units	11/6/2018	2/25/2019	30,468.90	29,993.40	475.50
\$15,000 Schlumberger Investment 3 650% 12/01/2023 15,000 units	4/24/2018	2/25/2019	15,403.20	15,135.30	267.90
Worldpay Inc 2 units	2/22/2019	7/10/2019	256.65	176.77	79.88
Verisk Analytics Inc 53 units	7/24/2018	7/19/2019	8,034.05	6,028.63	2,005.42
American Tower Corp 20 units	11/14/2018	7/19/2019	4,177.54	3,231.41	946.13
Facebook Inc-A 25 units	1/31/2019	7/19/2019	5,055.46	3,610.17	1,445.29
CDW Corp/DE 55 units	4/10/2019	7/19/2019	6,246.11	5,610.63	635.48
Wyndham Hotels & Resorts 6 units	2/22/2019	7/19/2019	358.25	319.20	39.05
Wyndham Hotels & Resorts 10 units	3/11/2019	7/19/2019	597.08	524.18	72.90
Wyndham Hotels & Resorts 15 units	11/1/2018	7/19/2019	895.62	710.97	184.65

ATTACHMENT "C"
Short-Term Capital Gains and Losses
The Lucy & Eleanor S. Upton Charitable Foundation
For Period 1/1/2019 Through 12/31/2019

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Wyndham Hotels & Resorts 10 units	1/8/2019	7/19/2019	597.08	465 10	131 98
Ameren Corp 45 units	9/10/2018	7/19/2019	3,452 18	2,949 18	503.00
Ansys Inc 1 units	2/22/2019	7/19/2019	209.69	174 35	35 34
Aptargroup Inc 67 units	7/31/2018	7/19/2019	8,276 29	6,692 99	1,583.30
Bank of America Corp 160 units	1/29/2019	7/19/2019	4,694 30	4,734 17	(39 87)
CME Group Inc 15 units	10/9/2018	7/19/2019	3,065 23	2,743 47	321 76
Disney Holding co 25 units	10/18/2018	7/19/2019	3,565 18	2,906 02	659 16
Equifax 35 units	6/25/2019	7/19/2019	4,847 11	4,722 45	124.66
Nasdaq 2 units	2/22/2019	7/19/2019	205 30	175.25	30 05
Pfizer Inc 130 units	8/27/2018	7/19/2019	5,555 13	5,467 70	87 43
Synopsys Inc 76 units	10/22/2018	7/19/2019	10,316 81	6,858 72	3,458.09
Smith A O Corp 50 units	1/29/2019	7/19/2019	2,226 79	2,386 45	(159 66)
Smith A O Corp 25 units	2/21/2019	7/19/2019	1,113 40	1,297 66	(184 26)
Smith A O Corp 3 units	2/22/2019	7/19/2019	133.61	156 90	(23.29)
Smith A O Corp 10 units	3/12/2019	7/19/2019	445.36	508 05	(62.69)
Smith A O Corp 20 units	4/22/2019	7/19/2019	890 72	1,119 57	(228.85)
Smith A O Corp 20 units	6/25/2019	7/19/2019	890 71	919 50	(28.79)

ATTACHMENT "C"

Short-Term Capital Gains and Losses The Lucy & Eleanor S. Upton Charitable Foundation For Period 1/1/2019 Through 12/31/2019

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Teleflex Inc 28 units	9/21/2018	7/19/2019	9,358.36	7,421.98	1,936.38
Texas Instruments Inc 45 units	1/11/2019	7/19/2019	5,282.46	4,311.90	970.56
Unitedhealth Grp Inc 15 units	10/26/2018	7/19/2019	4,001.10	3,951.17	49.93
Waste Management Inc 15 units	12/24/2018	7/19/2019	1,776.77	1,315.40	461.37
Waters Corp 1 units	2/22/2019	7/19/2019	212.86	233.91	(21.05)
Dollarama Inc 95 units	6/25/2019	7/19/2019	3,647.77	3,295.55	352.22
Tencent Holdings Ltd 35 units	1/9/2019	7/19/2019	1,606.52	1,419.23	187.29
RENTOKIL INITIAL PLC 825 units	4/25/2019	7/19/2019	4,308.02	4,178.44	129.58
Kar Auction Service 20 units	3/11/2019	7/19/2019	492.88	523.96	(31.08)
Kar Auction Service 20 units	4/22/2019	7/19/2019	492.88	680.65	(187.77)
IAA Inc 188 units	6/28/2019	7/19/2019	8,255.58	4,171.50	4,084.08
Pfizer Inc 250 units	8/27/2018	8/13/2019	9,084.56	10,514.80	(1,430.24)
Pfizer Inc 200 units	8/27/2018	8/14/2019	7,067.33	8,411.84	(1,344.51)
Pfizer Inc 130 units	8/27/2018	8/15/2019	4,609.22	5,467.70	(858.48)
Pfizer Inc 5 units	8/27/2018	8/16/2019	172.48	210.30	(37.82)
American Tower Corp 20 units	11/14/2018	9/16/2019	4,375.18	3,231.41	1,143.77
\$300,000 US Treasury Bills 1.941% 10/8/2019 300,000 units	9/26/2019	10/8/2019	299,644.08	299,644.08	0.00

ATTACHMENT "C"
Short-Term Capital Gains and Losses
The Lucy & Eleanor S. Upton Charitable Foundation
For Period 1/1/2019 Through 12/31/2019

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
\$300,000 US Treasury Bills 11/5/19 300,000 units	10/8/2019	11/5/2019	299,596 33	299,596 33	0 00
Consumer Staples Index FD 310 units	9/10/2019	11/6/2019	18,809 88	18,975 79	(165 91)
Consumer Staples Index FD 110 units	9/10/2019	11/7/2019	6,676 49	6,733 35	(56.86)
\$300,000 US Treasury Bills 99 765% due 12/31/19 300,000 units	11/6/2019	11/25/2019	299,292 75	299,293.62	(0 87)
Totals			1,725,690 55	1,699,458 45	26,232.10

ATTACHMENT "C"
Long-Term Capital Gains and Losses
The Lucy & Eleanor S. Upton Charitable Foundation
For Period 1/1/2019 Through 12/31/2019

Page 1

Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Check Point Software Tech 5 units	4/7/2017	1/8/2019	525.34	515.58	9.76
Danaher Corp 40 units	1/10/2017	1/8/2019	4,010.76	3,244.73	766.03
Smucker JM Co 5 units	4/7/2017	1/8/2019	477.19	653.69	(176.50)
Snap-On Tools Corp 5 units	4/7/2017	1/8/2019	753.36	823.15	(69.79)
Thermo Fisher Scientific 20 units	9/4/2012	1/8/2019	4,432.52	1,781.45	2,651.07
Wyndham Destinations Inc 25 units	4/7/2017	1/8/2019	906.56	911.13	(4.57)
Allegion PLC Ord Shs 10 units	4/7/2017	1/8/2019	795.97	763.82	32.15
Apple Inc 30 units	9/19/2013	1/9/2019	4,424.82	1,943.03	2,481.79
Keycorp 120 units	1/9/2014	1/29/2019	2,026.06	1,623.90	402.16
Keycorp 350 units	1/10/2014	1/29/2019	5,909.36	4,735.50	1,173.86
Keycorp 50 units	1/13/2014	1/29/2019	844.19	681.28	162.91
Keycorp 30 units	3/18/2014	1/29/2019	506.52	413.74	92.78
Snap-On Tools Corp 10 units	4/7/2017	1/29/2019	1,634.77	1,646.31	(11.54)
Keycorp 300 units	3/18/2014	1/30/2019	5,034.68	4,137.39	897.29
Church & Dwight Inc 75 units	1/25/2017	1/31/2019	4,791.97	3,405.10	1,386.87
Church & Dwight Inc 5 units	1/25/2017	1/31/2019	319.46	227.20	92.26
Danaher Corp 50 units	1/10/2017	1/31/2019	5,256.82	4,055.92	1,200.90

ATTACHMENT "C"
Long-Term Capital Gains and Losses
The Lucy & Eleanor S. Upton Charitable Foundation
For Period 1/1/2019 Through 12/31/2019

Page 2

Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Keycorp 170 units	3/18/2014	1/31/2019	2,854.67	2,344.52	510.15
Keycorp 55 units	3/19/2014	1/31/2019	923.57	761.55	162.02
Thermo Fisher Scientific 20 units	9/4/2012	1/31/2019	4,760.31	1,781.45	2,978.86
Keycorp 95 units	3/19/2014	2/1/2019	1,593.41	1,315.40	278.01
Keycorp 105 units	2/8/2017	2/1/2019	1,761.13	1,934.77	(173.64)
Keycorp 45 units	2/8/2017	2/4/2019	738.00	829.18	(91.18)
Keycorp 35 units	2/9/2017	2/4/2019	574.00	642.43	(68.43)
Keycorp 65 units	2/9/2017	2/5/2019	1,079.46	1,193.09	(113.63)
Keycorp 75 units	12/6/2017	2/5/2019	1,245.53	1,481.54	(236.01)
\$75,000 US Treasury Notes 1.875% due 11/30/2021 50,000 units	12/16/2014	2/5/2019	49,121.09	49,958.99	(837.90)
Keycorp 110 units	12/6/2017	2/6/2019	1,820.32	2,172.93	(352.61)
Keycorp 65 units	12/6/2017	2/7/2019	1,062.63	1,284.00	(221.37)
Discover Financial Services 75 units	3/2/2015	2/8/2019	5,169.64	4,569.95	599.69
Discover Financial Services 5 units	3/3/2015	2/8/2019	344.64	306.15	38.49
\$34,000 Fed Natl Mtg Assoc 1.875% due 2/19/2019 34,000 units	8/24/2016	2/19/2019	34,000.00	34,794.72	(794.72)
Logmein Inc 70 units	12/15/2017	2/20/2019	5,790.28	7,692.88	(1,902.60)
Old Westbury Large Cap Strategies Fund 4,860.851 units	9/1/2008	2/21/2019	67,420.00	55,681.30	11,738.70

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
\$45,000 TSY Inflation Index Bond 0.625% due 1/15/2024 45,000 units	5/19/2014	2/21/2019	44,753.13	46,881.81	(2,128.68)
\$45,000 TSY Inflation Index Bond 0.625% due 1/15/2024 794.7 units	12/31/2014	2/21/2019	790.34	342.14	448.20
\$45,000 TSY Inflation Index Bond 0.625% due 1/15/2024 75.15 units	12/31/2015	2/21/2019	74.74	78.11	(3.37)
\$45,000 TSY Inflation Index Bond 0.625% due 1/15/2024 746.1 units	12/31/2016	2/21/2019	742.01	436.00	306.01
\$45,000 TSY Inflation Index Bond 0.625% due 1/15/2024 958.05 units	12/31/2017	2/21/2019	952.79	937.29	15.50
\$103,000 US Treasury Bonds 2.375% due 8/15/2024 23,000 units	10/8/2014	2/21/2019	22,847.26	23,034.14	(186.88)
\$103,000 US Treasury Bonds 2.375% due 8/15/2024 40,000 units	12/29/2014	2/21/2019	39,734.36	40,593.75	(859.39)
\$103,000 US Treasury Bonds 2.375% due 8/15/2024 40,000 units	12/13/2017	2/21/2019	39,734.40	40,165.63	(431.23)
\$75,000 US Treasury Notes 1.875% due 11/30/2021 25,000 units	12/16/2014	2/21/2019	24,602.54	24,979.49	(376.95)
\$35,000 US Treasury Notes 2% due 02/15/2025 35,000 units	10/26/2017	2/21/2019	33,975.98	34,228.91	(252.93)
\$46,000 US Treasury Note 2.000% due 2/15/2025 46,000 units	6/27/2016	2/21/2019	44,654.14	47,947.81	(3,293.67)
\$15,000 US Treasury Notes 2.250% due 11/15/2025 15,000 units	7/26/2016	2/21/2019	14,716.99	15,905.27	(1,188.28)
\$19,000 US Treasury Notes 2.25% due 11/15/2025 19,000 units	8/28/2017	2/21/2019	18,641.52	19,209.29	(567.77)
\$1,000 US Treasury Notes 1.5% due 06/15/2020 1,000 units	7/10/2017	2/21/2019	986.64	997.46	(10.82)
\$25,000 US Treasury Note 1.5% due 06/15/2020 25,000 units	6/29/2017	2/21/2019	24,666.02	25,000.98	(334.96)
\$30,000 US Treasury Notes 1.375% due 09/15/2020 30,000 units	10/2/2017	2/21/2019	29,477.34	29,782.58	(305.24)
\$20,000 US Treasury Notes 1.875% due 12/15/2020 20,000 units	1/16/2018	2/21/2019	19,773.44	19,865.62	(92.18)

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
\$37,000 US Treasury Note 1 875% due 01/31/2022 37,000 units	2/6/2018	2/21/2019	36,372.73	36,212.30	160.43
\$25,000 US Treasury Notes 1.75% due 01/31/2023 25,000 units	8/15/2017	2/21/2019	24,320.31	24,859.38	(539.07)
\$60,000 US Treasury Notes 1 75% due 01/31/2023 60,000 units	7/24/2017	2/21/2019	58,368.75	59,550.00	(1,181.25)
Kar Auction Service 2 units	4/7/2017	2/22/2019	93.54	84.48	9.06
Check Point Software Tech 3 units	4/7/2017	2/22/2019	359.24	309.35	49.89
Ingredion Inc 1 units	11/8/2017	2/22/2019	93.63	126.47	(32.84)
Dover Corp 3 units	4/7/2017	2/22/2019	275.54	193.15	82.39
Harris Corp Del 1 units	11/7/2017	2/22/2019	164.66	143.59	21.07
Idex Corp 1 units	4/7/2017	2/22/2019	142.92	92.93	49.99
Labcorp of America 1 units	4/7/2017	2/22/2019	149.48	144.00	5.48
Smucker JM Co 3 units	4/7/2017	2/22/2019	320.75	392.21	(71.46)
Wyndham Destinations Inc 1 units	4/7/2017	2/22/2019	46.70	36.45	10.25
Allegion PLC Ord Shs 3 units	4/7/2017	2/22/2019	263.36	229.15	34.21
Steris PLC 1 units	4/7/2017	2/22/2019	122.43	69.42	53.01
\$35,000 Caterpillar Inc 1.350% due 5/18/2019 35,000 units	5/18/2016	2/25/2019	34,887.65	34,980.40	(92.75)
\$15,000 Nextera Energy Capital 2 300% due 4/1/2019 15,000 units	8/15/2016	2/25/2019	14,991.60	15,285.75	(294.15)
\$20,000 Citigroup Inc 2 450% due 9/1/2023 20,000 units	8/26/2016	2/25/2019	20,246.52	19,936.80	309.72

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
\$30,000 Comcast NBC Universal Media 5 150% due 4/30/20 30,000 units	9/28/2016	2/25/2019	30,786 30	33,717 60	(2,931 30)
\$30,000 Capital One Financial Co 3 75% due 03/09/2027 30,000 units	4/7/2017	2/25/2019	28,807 20	29,866 50	(1,059 30)
\$30,000 Abbvie 2 5% due 05/14/2020 30,000 units	10/24/2017	2/25/2019	29,793 30	30,266 40	(473 10)
\$20,000 JPMorgan Chase 3 2% due 06/15/2026 15,000 units	9/26/2017	2/25/2019	14,565 30	14,952 00	(386 70)
\$30,000 Goldman Sachs Group Inc 2 313% due 07/24/2023 15,000 units	9/22/2017	2/25/2019	14,953 50	15,021 75	(68 25)
\$30,000 Proctor and Gamble 2 15% due 08/11/2022 15,000 units	8/11/2017	2/25/2019	14,722 65	14,978 10	(255 45)
\$30,000 Tyson Foods Inc 2 25% due 08/23/2021 30,000 units	11/3/2017	2/25/2019	29,314 20	29,795 70	(481 50)
\$30,000 Omnicom Group Inc 3 65% due 11/01/2024 30,000 units	11/6/2017	2/25/2019	29,621.40	30,965 40	(1,344 00)
\$15,000 American Honda Finance 2% due 11/13/2019 15,000 units	11/6/2017	2/25/2019	14,908 50	14,991 60	(83 10)
\$20,000 Intl Lease Finance Corp 4 625% due 04/15/2022 20,000 units	12/8/2017	2/25/2019	20,321.80	21,127 40	(805 60)
\$15,000 CA Inc 5 375% due 12/01/2019 15,000 units	12/13/2017	2/25/2019	15,210 00	15,754 35	(544 35)
\$15,000 Verizon Communications 3 50% due 11/01/2024 15,000 units	1/17/2018	2/25/2019	15,149 55	15,197 10	(47 55)
\$30,000 Sumitomo Mitsui Finl Grp 2.442% due 10/19/2021 30,000 units	8/23/2017	2/25/2019	29,364 90	30,048 00	(683.10)
\$15,000 BP Capital Markets PLC 3 279% due 09/19/2027 15,000 units	9/29/2017	2/25/2019	14,699 55	14,988.45	(288 90)
Fidelity Natl Info Svcs 20 units	1/23/2017	3/6/2019	2,145 63	1,639 39	506.24
Nike Inc Cl B 35 units	1/23/2017	3/6/2019	2,997 19	1,863.15	1,134 04
Nike Inc Cl B 55 units	1/24/2017	3/6/2019	4,709 87	2,927 06	1,782 81

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Priceline Group Inc (Booking Hldings) 5 units	12/13/2016	3/6/2019	8,529.82	7,727.33	802.49
Fidelity Natl Info Svcs 30 units	1/23/2017	3/7/2019	3,209.02	2,459.08	749.94
Fidelity Natl Info Svcs 20 units	1/23/2017	3/8/2019	2,135.61	1,639.39	496.22
Wyndham Destinations Inc 64 units	4/7/2017	3/8/2019	2,943.00	2,332.50	610.50
Fidelity Natl Info Svcs 30 units	1/23/2017	3/11/2019	3,173.97	2,459.08	714.89
Fidelity Natl Info Svcs 30 units	1/23/2017	3/12/2019	3,158.87	2,459.08	699.79
Vantiv Inc (Worldpay) 30 units	4/7/2017	4/10/2019	3,408.08	1,879.04	1,529.04
Labcorp of America 10 units	4/7/2017	4/22/2019	1,429.25	1,440.00	(10.75)
Waters Corp 5 units	4/7/2017	4/22/2019	1,189.26	775.66	413.60
Steris PLC 5 units	4/7/2017	4/22/2019	601.45	347.09	254.36
Check Point Software Tech 27 units	4/7/2017	4/24/2019	3,202.92	2,784.15	418.77
Vantiv Inc (Worldpay) 40 units	4/7/2017	6/25/2019	4,935.07	2,505.39	2,429.68
Harris Corp Del 10 units	11/7/2017	6/25/2019	1,982.41	1,435.94	546.47
Smucker JM Co 22 units	4/7/2017	6/25/2019	2,678.08	2,876.24	(198.16)
Vantiv Inc (Worldpay) 35 units	4/7/2017	7/10/2019	4,491.31	2,192.22	2,299.09
American Water Works Co 40 units	6/17/2013	7/19/2019	4,645.59	2,590.43	2,055.16
Six Flags Entertainment Corp 101 units	4/7/2017	7/19/2019	5,426.26	5,992.14	(565.88)

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Zoetis Inc 2 units	10/12/2017	7/19/2019	227 23	139 35	87 88
Zoetis Inc 58 units	10/12/2017	7/19/2019	6,588 63	4,041 17	2,547 46
SERVICENOW INC 20 units	3/8/2018	7/19/2019	5,930 29	3,456 92	2,473 37
Alphabet Inc Class C 5 units	11/6/2015	7/19/2019	5,738 71	3,608 92	2,129 79
Fortive Co 55 units	4/13/2017	7/19/2019	4,386 91	3,423 00	963 91
Apergy Corp 150 units	5/9/2018	7/19/2019	4,525 16	5,714 00	(1,188 84)
Wyndham Hotels & Resorts 30 units	6/19/2018	7/19/2019	1,791 25	1,844 95	(53.70)
Wyndham Hotels & Resorts 100 units	6/1/2018	7/19/2019	5,970 82	4,766 00	1,204 82
Advance Auto Parts 42 units	4/7/2017	7/19/2019	6,620 69	5,912 53	708.16
Activision Blizzard Inc 55 units	7/17/2018	7/19/2019	2,569 77	3,466 48	(896 71)
Amazon Com Inc 5 units	9/14/2016	7/19/2019	9,965 30	3,852 48	6,112 82
Ansys Inc 40 units	4/7/2017	7/19/2019	8,387 61	4,228 48	4,159.13
Apple Inc 35 units	9/19/2013	7/19/2019	7,135 79	2,266 86	4,868 93
Baxter International Inc 80 units	4/11/2017	7/19/2019	6,600.44	4,342 28	2,258 16
Blackrock Inc 10 units	5/29/2018	7/19/2019	4,718.58	5,272 82	(554 24)
Church & Dwight Inc 70 units	1/25/2017	7/19/2019	5,279 87	3,180 84	2,099.03
Church & Dwight Inc. 5 units	1/30/2017	7/19/2019	377 13	231 22	145 91

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Cintas Corp 25 units	1/22/2018	7/19/2019	6,519.79	4,147.66	2,372.13
Citigroup Inc 75 units	8/23/2012	7/19/2019	5,306.79	3,610.01	1,696.78
Conoco Phillips 95 units	11/25/2011	7/19/2019	5,688.49	5,148.85	539.64
Cooper Cos Inc 32 units	4/7/2017	7/19/2019	10,609.23	6,606.98	4,002.25
Ingredion Inc 59 units	11/8/2017	7/19/2019	4,752.77	7,461.83	(2,709.06)
Danaher Corp 40 units	1/10/2017	7/19/2019	5,586.46	3,244.73	2,341.73
Discover Financial Services 65 units	3/3/2015	7/19/2019	5,207.68	3,980.01	1,227.67
Dover Corp 92 units	4/7/2017	7/19/2019	8,791.70	5,923.17	2,868.53
Fidelity Natl Info Svcs 45 units	1/23/2017	7/19/2019	5,882.06	3,688.62	2,193.44
Corelogic Inc 130 units	4/7/2017	7/19/2019	5,754.31	5,199.02	555.29
Harris Corp Del 44 units	11/7/2017	7/19/2019	8,529.36	6,318.15	2,211.21
Home Depot Inc 20 units	1/24/2017	7/19/2019	4,321.03	2,714.94	1,606.09
Ilex Corp 39 units	4/7/2017	7/19/2019	6,461.87	3,624.15	2,837.72
Labcorp of America 39 units	4/7/2017	7/19/2019	6,764.40	5,616.00	1,148.40
Microsoft Corp 75 units	12/22/2016	7/19/2019	10,267.01	4,769.37	5,497.64
Morgan Stanley Grp Inc 25 units	5/19/2014	7/19/2019	1,090.98	756.78	334.20
Morgan Stanley Grp Inc 85 units	5/20/2014	7/19/2019	3,709.32	2,517.54	1,191.78

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Nasdaq 95 units	4/7/2017	7/19/2019	9,751.68	6,490.30	3,261.38
Nike Inc Cl B 50 units	1/24/2017	7/19/2019	4,377.27	2,660.96	1,716.31
Pepsico Inc 40 units	6/26/2015	7/19/2019	5,323.83	3,818.08	1,505.75
Pioneer Natural Resources 15 units	6/26/2018	7/19/2019	2,050.75	2,767.05	(716.30)
Priceline Group Inc (Booking Hldings) 1 units	12/13/2016	7/19/2019	1,870.02	1,545.47	324.55
Priceline Group Inc (Booking Hldings) 3 units	12/20/2016	7/19/2019	5,610.07	4,536.63	1,073.44
Priceline Group Inc (Booking Hldings) 1 units	1/27/2017	7/19/2019	1,870.03	1,560.73	309.30
Raytheon Co New 25 units	10/16/2014	7/19/2019	4,452.96	2,362.13	2,090.83
Salesforce com 30 units	3/8/2018	7/19/2019	4,748.87	3,732.69	1,016.18
Thermo Fisher Scientific 25 units	9/4/2012	7/19/2019	7,174.48	2,226.81	4,947.67
Visa Inc 45 units	12/20/2016	7/19/2019	8,075.74	3,597.21	4,478.53
Waters Corp 20 units	4/7/2017	7/19/2019	4,257.11	3,102.66	1,154.45
West Pharmaceutical SVC 54 units	5/1/2018	7/19/2019	6,591.51	4,878.33	1,713.18
Safran SA 40 units	7/13/2018	7/19/2019	5,817.12	5,011.66	805.46
Samsonite International SA 2,283 units	4/7/2017	7/19/2019	4,884.21	7,504.35	(2,620.14)
Allegion PLC Ord Shs 102 units	4/7/2017	7/19/2019	11,099.87	7,790.93	3,308.94
Alibaba Group Holdings Ltd 20 units	6/30/2016	7/19/2019	3,510.73	1,488.09	2,022.64

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Axalta Coating 274 units	4/7/2017	7/19/2019	8,275.63	8,452.05	(176.42)
Steris PLC 39 units	4/7/2017	7/19/2019	5,764.55	2,707.31	3,057.24
Steris PLC 20 units	4/27/2017	7/19/2019	2,956.18	1,434.78	1,521.40
Old Westbury Large Cap Strategies Fund 1,971,114 units	9/1/2008	7/19/2019	29,547.00	22,579.21	6,967.79
Rio Tinto Ltd 10 units	6/10/2015	7/19/2019	716.33	438.03	278.30
Rio Tinto Ltd 35 units	6/11/2015	7/19/2019	2,507.16	1,525.31	981.85
Chubb Limited 35 units	4/30/2010	7/19/2019	5,272.47	3,547.71	1,724.76
Kar Auction Service 148 units	4/7/2017	7/19/2019	3,647.30	2,967.46	679.84
SERVICENOW INC 15 units	3/8/2018	7/23/2019	4,406.66	2,592.69	1,813.97
Cintas Corp 20 units	1/22/2018	7/23/2019	5,190.67	3,318.12	1,872.55
Raytheon Co New 60 units	10/16/2014	7/23/2019	10,644.64	5,669.12	4,975.52
Raytheon Co New 15 units	10/16/2014	8/14/2019	2,760.30	1,417.28	1,343.02
Rio Tinto Ltd 15 units	6/11/2015	8/14/2019	864.39	653.71	210.68
Rio Tinto Ltd 25 units	6/12/2015	8/14/2019	1,440.66	1,085.19	355.47
Raytheon Co New 30 units	10/16/2014	8/15/2019	5,508.57	2,834.56	2,674.01
Rio Tinto Ltd 50 units	6/12/2015	8/15/2019	2,913.58	2,170.37	743.21
Rio Tinto Ltd 10 units	10/14/2015	8/15/2019	582.71	402.85	179.86

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Raytheon Co New 5 units	10/16/2014	8/16/2019	898 98	472 43	426.55
Raytheon Co New 20 units	7/17/2018	8/16/2019	3,595 93	3,990 61	(394 68)
Rio Tinto Ltd 70 units	10/14/2015	8/16/2019	4,152.50	2,819.93	1,332 57
Rio Tinto Ltd 20 units	10/14/2015	8/19/2019	1,162 10	805 70	356 40
Rio Tinto Ltd 50 units	6/29/2016	8/19/2019	2,905.25	1,617 41	1,287 84
Citigroup Inc 50 units	8/23/2012	8/21/2019	3,221 34	2,406 67	814.67
Discover Financial Services 5 units	3/3/2015	8/21/2019	405 53	306 15	99 38
Discover Financial Services 25 units	3/4/2015	8/21/2019	2,027 64	1,529 93	497 71
Morgan Stanley Grp Inc 15 units	5/20/2014	8/21/2019	605 83	444 27	161.56
Morgan Stanley Grp Inc 85 units	9/10/2015	8/21/2019	3,433 03	2,828 48	604 55
Morgan Stanley Grp Inc 65 units	9/10/2015	8/22/2019	2,600 72	2,162 96	437 76
Morgan Stanley Grp Inc 55 units	5/13/2016	8/22/2019	2,200 60	1,467 25	733.35
Morgan Stanley Grp Inc 20 units	5/13/2016	8/23/2019	799 86	533 54	266 32
Morgan Stanley Grp Inc 25 units	9/13/2016	8/23/2019	999 82	798 54	201 28
Morgan Stanley Grp Inc 45 units	9/14/2016	8/23/2019	1,799 68	1,436 69	362 99
Morgan Stanley Grp Inc 5 units	9/14/2016	8/26/2019	201 22	159 63	41 59
Morgan Stanley Grp Inc 100 units	9/15/2016	8/26/2019	4,024 39	3,177 85	846 54

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Morgan Stanley Grp Inc 5 units	12/6/2017	8/26/2019	201 22	265 61	(64 39)
Morgan Stanley Grp Inc 70 units	12/6/2017	8/27/2019	2,776.79	3,718 59	(941.80)
Church & Dwight Inc 40 units	1/30/2017	9/10/2019	3,066 98	1,849 74	1,217.24
Church & Dwight Inc 30 units	1/30/2017	9/11/2019	2,217 55	1,387 30	830 25
Church & Dwight Inc 10 units	1/31/2017	9/11/2019	739 19	460 81	278 38
Church & Dwight Inc 20 units	1/31/2017	9/13/2019	1,441 22	921 62	519.60
American Water Works Co 10 units	6/17/2013	9/16/2019	1,220 02	647 61	572.41
Church & Dwight Inc. 20 units	1/31/2017	9/16/2019	1,459 75	921.61	538 14
Church & Dwight Inc 40 units	2/1/2017	9/16/2019	2,919 51	1,812 46	1,107.05
Cintas Corp 50 units	1/22/2018	9/16/2019	12,350 82	8,295 31	4,055 51
American Water Works Co 20 units	6/17/2013	9/17/2019	2,432.32	1,295 21	1,137.11
Zoetis Inc 50 units	10/12/2017	9/17/2019	6,068 51	3,483 76	2,584.75
American Water Works Co 50 units	6/17/2013	9/18/2019	6,047 60	3,238.04	2,809 56
Zoetis Inc 40 units	10/12/2017	9/18/2019	4,796 00	2,787 01	2,008 99
Church & Dwight Inc 10 units	2/1/2017	9/19/2019	732 45	453 12	279 33
Church & Dwight Inc 10 units	2/2/2017	9/19/2019	732 45	452 71	279 74
Church & Dwight Inc 20 units	2/2/2017	9/23/2019	1,460 49	905 41	555.08

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Description of property	Date acquired	Date sold	Sales price	Cost or other basis	Gain or (loss)
Church & Dwight Inc. 40 units	2/2/2017	9/24/2019	2,920.47	1,810.82	1,109.65
Church & Dwight Inc 30 units	2/2/2017	9/25/2019	2,203.67	1,358.11	845.56
Church & Dwight Inc 50 units	2/14/2017	9/25/2019	3,672.79	2,405.69	1,267.10
Baxter International Inc 40 units	4/11/2017	11/1/2019	3,078.07	2,171.14	906.93
Baxter International Inc 90 units	4/11/2017	11/4/2019	6,899.63	4,885.06	2,014.57
Baxter International Inc 130 units	4/11/2017	11/13/2019	10,195.10	7,056.21	3,138.89
Baxter International Inc 50 units	4/11/2017	11/13/2019	3,948.33	2,713.92	1,234.41
Baxter International Inc 95 units	4/11/2017	11/14/2019	7,615.88	5,156.46	2,459.42
Old Westbury Large Cap Strategies Fund 1,643.656 units	9/1/2008	11/25/2019	25,000.00	18,828.17	6,171.83
Totals			1,672,217.00	1,495,520.07	176,696.93

ATTACHMENT "D"
STATEMENT OF INVESTMENTS
The Lucy & Eleanor S. Upton Charitable Foundation
As of 12/31/2019

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Asset	Fiduciary Acquisition Cost	Fair Market Value	Portfolio Percent
Money Market Accounts			
Federal Gov't Obligation Fund #395	13,865.33	13,865.33	0.19%
	<u>13,865.33</u>	<u>13,865.33</u>	<u>0.19%</u>
Common Stocks			
Chubb Limited	17,738.52	27,240.50	0.38%
Citigroup Inc	14,440.02	23,967.00	0.34%
Conoco Phillips	23,305.31	27,962.90	0.39%
Thermo Fisher Scientific	7,571.17	27,613.95	0.39%
American Water Works Co	6,799.87	12,899.25	0.18%
Apple Inc	7,833.75	32,301.50	0.45%
Nike Inc Cl B	13,307.32	21,781.65	0.31%
Discover Financial Services	15,253.75	22,901.40	0.32%
Pepsico Inc	19,889.57	27,334.00	0.38%
Alphabet Inc Class C	33,730.74	50,806.76	0.71%
Alibaba Group Holdings Ltd	8,165.31	19,089.00	0.27%
Amazon Com Inc	20,452.08	42,500.32	0.60%
Visa Inc	20,055.66	43,217.00	0.61%
Priceline Group Inc (Booking Hldings)	9,364.38	12,322.38	0.17%
Microsoft Corp	34,307.34	78,061.50	1.09%
Danaher Corp	14,195.71	26,859.00	0.38%
Fidelity Natl Info Svcs	21,068.38	31,295.25	0.44%
Home Depot Inc	13,584.66	21,838.00	0.31%
Fortive Co	15,870.26	19,479.45	0.27%
Zoetis Inc	13,238.31	25,146.50	0.35%
Cintas Corp	9,124.85	14,799.40	0.21%
SERVICENOW INC	11,234.98	18,350.80	0.26%
Salesforce com	14,930.75	19,516.80	0.27%
Blackrock Inc	12,654.76	12,064.80	0.17%
Pioneer Natural Resources	13,835.22	11,352.75	0.16%
Safran SA	24,431.82	30,154.02	0.42%
Activision Blizzard Inc	18,592.93	17,528.90	0.25%
Ameren Corp	15,073.56	17,664.00	0.25%
CME Group Inc	13,717.37	15,054.00	0.21%
Disney Holding co.	13,948.88	17,355.60	0.24%
Unitedhealth Grp Inc	22,796.67	26,458.20	0.37%
American Tower Corp	14,541.36	20,683.80	0.29%
Waste Management Inc	13,055.27	15,384.60	0.22%
Tencent Holdings Ltd	13,858.09	16,148.34	0.23%
Texas Instruments Inc	23,376.63	28,865.25	0.40%
Bank of America Corp	29,854.37	34,867.80	0.49%
Facebook Inc-A	31,640.68	37,971.25	0.53%
UnionPacific Corp	32,725.10	34,350.10	0.48%
S&P Global Inc.	9,121.49	9,556.75	0.13%
MSCI INC	9,221.03	10,327.20	0.14%
Iqvia Holdings	19,887.40	20,858.85	0.29%
Amphenol Corp	12,349.10	14,069.90	0.20%
Booking Holdings INC	3,943.86	4,107.46	0.06%

ATTACHMENT "D"

STATEMENT OF INVESTMENTS

The Lucy & Eleanor S. Upton Charitable Foundation
As of 12/31/2019

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Asset	Fiduciary Acquisition Cost	Fair Market Value	Portfolio Percent
Charter Communications Inc	16,575.98	16,977.80	0.24%
Health Care Select SPDR	19,915.69	21,390.60	0.30%
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	750,579.95	1,080,476.28	15.14%
Mutual Funds			
Old Westbury Multi Asset Opportunities Fund	867,177.00	880,374.87	12.34%
Old Westbury Small & Mid Cap Fund	666,049.19	815,801.41	11.43%
Old Westbury Large Cap Strategies Fund	1,810,572.86	2,350,497.03	32.94%
OW Fixed Income Fund	1,935,551.41	1,993,742.93	27.94%
	<hr/>	<hr/>	
	5,279,350.46	6,040,416.24	84.66%
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TOTAL	6,043,795.74	7,134,757.85	100.00%