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 , 2019, and ending , 20

Name of foundation
The Lesley Waldheim Charitable Foundation

A Employer identification number
43-6886268

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

Room/suite
2500

B Telephone number (see instructions)
(314)444-7600

City or town, state or province, country, and ZIP or foreign postal code
Saint Louis MO 63101

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 46,188,050.

J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d), must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	10,563,469.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	56,834.	56,834.		
	4	Dividends and interest from securities	398,893.	398,893.		
	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				
	7	Capital gain net income (from Part IV, line 2)		4,620,299.		
	8	Net short-term capital gain			0.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) See. Stmt	43,949.	43,949.		
	12	**Total.** Add lines 1 through 11	11,063,145.	5,119,975.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	34,161.	34,161.		
	b	Accounting fees (attach schedule)	404,382.	404,382.		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) See. Stmt	136,027.	136,027.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	574,570.	574,570.		
	25	Contributions, gifts, grants paid	2,326,800.			2,326,800.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,901,370.	574,570.		2,326,800.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	8,161,775.			
	b	**Net investment income** (if negative, enter -0-)		4,545,405.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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

			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	1,354,553.	4,458,637.	4,478,489.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less. allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	34,439.	35,000.	35,000.
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	29,176,541.	32,580,631.	41,674,561.
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment. basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	30,565,533.	37,074,268.	46,188,050.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here ▶ ☐ 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 ▶ ☒ and complete lines 26 through 30.			
	26	Capital stock, trust principal, or current funds	30,565,533.	37,074,268.	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds			
	29	**Total net assets or fund balances** (see instructions)	30,565,533.	37,074,268.	
	30	**Total liabilities and net assets/fund balances** (see instructions)	30,565,533.	37,074,268.	

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	30,565,533.
2	Enter amount from Part I, line 27a	2	8,161,775.
3	Other increases not included in line 2 (itemize) ▶ change in cost basis	3	-1,653,040.
4	Add lines 1, 2, and 3	4	37,074,268.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	6	37,074,268.

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	publicly traded securities			
b	capital gain distributions	P	12/31/2019	12/31/2019
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	38,110,620.		33,494,873.	4,615,747.
b	4,552.		0.	4,552.
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				4,615,747.
b				4,552.
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	4,620,299.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	3	-125,902.

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	1,740,600.	33,212,344.	0.052408
2017	1,555,000.	29,865,414.	0.052067
2016	1,235,442.	24,653,489.	0.050112
2015	1,494,478.	25,379,677.	0.058885
2014	1,499,838.	23,295,019.	0.064384

2	**Total** of line 1, column (d)	2	0.277856
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	0.055571
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	33,347,206.
5	Multiply line 4 by line 3	5	1,853,138.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	45,454.
7	Add lines 5 and 6	7	1,898,592.
8	Enter qualifying distributions from Part XII, line 4	8	2,326,800.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ *(attach copy of letter if necessary—see instructions)*		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	45,454.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	0.
3	Add lines 1 and 2	3	45,454.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	45,454.
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019 — 6a: 35,000.		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	35,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	217.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	10,671.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0.
11	Enter the amount of line 10 to be: **Credited to 2020 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		×
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		×
	If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		×
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ _____ **(2)** On foundation managers. ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		×
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	×	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		×
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		×
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	×	
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	×	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	×	
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	9		×
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		×

2

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Marian V. Mehan Telephone no. ▶ (314)444-7600
Located at ▶ 600 Washington Ave., Ste. 2500 Saint Louis MO ZIP+4 ▶ 63101-1311

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

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			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):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		☐ Yes	☒ No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		☐ Yes	☒ No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		☐ Yes	☒ No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		☐ Yes	☒ No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		☐ Yes	☒ No
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)		☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?		☐ Yes	☒ No
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 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.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b		X

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☒ No		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lesley A. Waldheim 1 McKnight, #476 Saint Louis MO 63124	co-Trustee 3.00	0.	0.	0.
Marian V. Mehan 600 Washington, #600 Saint Louis MO 63101	co-Trustee 3.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. See instructions. 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 ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Distributions to Places for People for homeless shelters	540,000.
2 Distribution to FamilyForward for shooling and therapy for disabled and abused children	500,000.
3 Distributions to Washington University for medical support and education	215,000.
4 Distributions to St. Louis Area Food Bank to provide meals for individuals in the St. Louis area facing hunger	200,000.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	31,139,019.
b	Average of monthly cash balances	1b	2,681,012.
c	Fair market value of all other assets (see instructions)	1c	35,000.
d	**Total** (add lines 1a, b, and c)	1d	33,855,031.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	33,855,031.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	507,825.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,347,206.
6	**Minimum investment return.** Enter 5% of line 5	6	1,667,360.

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	1,667,360.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	45,454.		
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	45,454.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,621,906.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,621,906.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,621,906.

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	2,326,800.
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,326,800.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	45,454.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,281,346.

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				1,621,906.
2	Undistributed income, if any, as of the end of 2019:				
a	Enter amount for 2018 only				
b	Total for prior years. 20 ___, 20 ___, 20 ___				
3	Excess distributions carryover, if any, to 2019.				
a	From 2014 271,178.				
b	From 2015 267,377.				
c	From 2016 34,807.				
d	From 2017 78,593.				
e	From 2018 212,967.				
f	**Total** of lines 3a through e	864,922.			
4	Qualifying distributions for 2019 from Part XII, line 4: ▶ $ 2,326,800.				
a	Applied to 2018, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2019 distributable amount				1,621,906.
e	Remaining amount distributed out of corpus	704,894.			
5	Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,569,816.			
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				
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 instructions			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)				
8	Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions)	271,178.			
9	**Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a	1,298,638.			
10	Analysis of line 9:				
a	Excess from 2015 267,377.				
b	Excess from 2016 34,807.				
c	Excess from 2017 78,593.				
d	Excess from 2018 212,967.				
e	Excess from 2019 704,894.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets . . . . (2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . .					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed . .					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . .					
(3) Largest amount of support from an exempt organization . .					
(4) Gross investment income . . .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

Lesley A. Waldheim

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

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

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

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

See Supplementary Information Statement

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Total ▶ **3a**				2,326,800.
b *Approved for future payment*				
NONE				
Total ▶ **3b**				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	56,834.	
4 Dividends and interest from securities			14	398,893.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	43,949.	
8 Gain or (loss) from sales of assets other than inventory			18	4,620,299.	
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)				5,119,975.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	5,119,975.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Mariann V Meham Date: 7-8-20 Title: co-Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Brian J. Figueroa	Brian Figueroa	7/8/20		P01708870

Firm's name ▶ Lewis Rice LLC — Firm's EIN ▶ 48-1072151

Firm's address ▶ 600 Washington Avenue, Suite2500 St. Louis MO 63101 — Phone no (314)444-7600

Form 990-PF: Return of Private Foundation

Part XV, Line 2: Supplementary Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Continuation Statement

Name and Address Information	Form Information	Submission Information	Restrictions
Marian V. Mehan, co-Trustee 600 Washington Ave., #2500 Saint Louis, MO 63101 314-444-7600			

Additional information from your Form 990-PF: Return of Private Foundation

Form 990-PF: Return of Private Foundation

Other Income **Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
See schedule attached	43,949.	43,949.	
Total	43,949.	43,949.	

Form 990-PF: Return of Private Foundation

Taxes **Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
	136,027.	136,027.		
Total	136,027.	136,027.		

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

Schedule of Contributors

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

OMB No. 1545-0047

2019

Name of the organization
The Lesley Waldheim Charitable Foundation

Employer identification number
43-6886268

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization	Employer identification number
The Lesley Waldheim Charitable Foundation	43-6886268

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Lesley A. Waldheim One McKnight Place, Unit 476 Saint Louis MO 63124	$ 10,563,469.	☒ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)

Name of organization: The Lesley Waldheim Charitable Foundation

Employer identification number: 43-6886268

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

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

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

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

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

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

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

Name of organization: The Lesley Waldheim Charitable Foundation

Employer identification number: 43-6886268

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	**Relationship of transferor to transferee**

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2019 Form 990-PF
Grants and Contributions Paid During the Year

Date	Recipient	Status	Purpose	Amount
01/28/19	Play Therapy for Kids	Public	Therapy for abused kids	$ 6,400.00
02/26/19	Play Therapy for Kids	Public	Therapy for abused kids	$ 6,400.00
03/27/19	Play Therapy for Kids	Public	Therapy for abused kids	$ 6,400.00
04/26/19	Play Therapy for Kids	Public	Therapy for abused kids	$ 6,400.00
05/28/19	Play Therapy for Kids	Public	Therapy for abused kids	$ 6,400.00
06/26/19	Play Therapy for Kids	Public	Therapy for abused kids	$ 6,400.00
07/22/19	Matthews Dickey	Public	Education, athletics	$ 100,000.00
07/25/19	Play Therapy for Kids	Public	Therapy for abused kids	$ 6,400.00
07/29/19	Washington University	Public	Medical support	$ 200,000.00
07/29/19	Access Academies	Public	Education	$ 100,000.00
07/29/19	Arch City Defenders	Public	Legal aid	$ 100,000.00
07/29/19	Matthews Dickey	Public	Education, athletics	$ 100,000.00
07/29/19	Places for People	Public	Homeless shelter	$ 100,000.00
07/29/19	St. Louis Area Food Bank	Public	Food for those in need	$ 100,000.00
07/29/19	St. Louis Symphony	Public	Musical events	$ 100,000.00
07/29/19	Meals on Wheels	Public	Food for shut-ins	$ 50,000.00
07/29/19	Opera Theatre of Saint Louis	Public	Theatrical events	$ 50,000.00
07/29/19	Lift for Life Academy	Public	Education	$ 20,000.00
07/29/19	Eye Care Charity of Mid-America	Public	Medical support	$ 10,000.00
07/29/19	Pianos for People	Public	Musical education	$ 10,000.00
07/29/19	Washington University	Public	Education	$ 10,000.00
08/26/19	Play Therapy for Kids	Public	Therapy for abused kids	$ 6,400.00
09/04/19	Places for People	Public	Homeless shelter	$ 440,000.00
09/04/19	Arch City Defenders	Public	Legal aid	$ 100,000.00
09/04/19	St. Louis Area Food Bank	Public	Food for those in need	$ 100,000.00
09/04/19	Meals on Wheels	Public	Food for shut-ins	$ 50,000.00
09/04/19	National Public Radio	Public	Public radio	$ 10,000.00
09/26/19	Play Therapy for Kids	Public	Therapy for abused kids	$ 6,400.00
10/26/19	Play Therapy for Kids	Public	Therapy for abused kids	$ 6,400.00
11/26/19	Play Therapy for Kids	Public	Therapy for abused kids	$ 6,400.00
12/26/19	Play Therapy for Kids	Public	Therapy for abused kids	$ 6,400.00
12/27/19	FamilyForward	Public	Therapy for abused kids	$ 500,000.00
				$ 2,326,800.00

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2019 Form 990-PF
Beginning of the year book value - Goldman Sachs

Description	Quantity	Value
Acct#020-57090-9		
ARTISAN· DYNAMIC EQUITY (NON-US EQUITY) [SERIES]	18,415 810	$ 3,500,000 00
TOTAL		**$ 3,500,000.00**
Acct#020-53028-3		
GOLDMAN SACHS BANK USA DEPOSIT (BDA)	516,087 760	$ 516,087 76
GS FINANCE CORP. LINKED TO S&P 500 INDEX BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 02/11/2021 (SPXDI163)	500,000 000	$ 500,000 00
GS FINANCE CORP LINKED TO EURO STOXX 50 PR BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NODE DUE 10/17/2019 (SX5EDI68	250,000 000	$ 250,000.00
TOTAL		**$ 1,266,087.76**
Acct#020-67180-6		
U S DOLLAR	69,499.410	$ 69,499.41
GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	14,217 420	$ 14,217 42
ALPHABET INC CMN CLASS C (GOOG)	475 000	$ 327,764.43
AMAZON COM INC CMN (AMZN)	224 000	$ 163,279 92
ANADARKO PETROLEUM CORP CMN (APC)	725 000	$ 56,722 20
BERKSHIRE HATHAWAY INC. CLASS B (BRKB)	2,190.000	$ 307,031 24
CITIGROUP INC. CMN ©	8,423.000	$ 498,203 97
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	6,834 000	$ 226,332 95
DISH NETWORK CORPORATION CMN CLASS A (DISH)	4,250 000	$ 190,890.27
ECOLAB INC CMN (ECL)	437 000	$ 28,246 06
FACEBOOK, INC. CMN CLASS A (FB)	1,106 000	$ 176,495.38
GENERAL ELECTRIC CO CMN (GE)	6,650 000	$ 59,890 13
GENERAL MOTORS COMPANY CMN (GM)	4,525.000	$ 162,197.27
HILTON WORLDWIDE HOLDINGS INC. CMN (HLT)	918 000	$ 61,319 83
LIBERTY BROADBAND CORP CMN CLASS C (LBRDK)	2,710 000	$ 193,387 45
MARRIOTT INTERNATIONAL, INC CMN CLASS A (MAR)	2,235.000	$ 204,707.73
MICROSOFT CORPORATION CMN (MSFT)	4,429 000	$ 248,837 01
MOHAWK INDUSTRIES INC COMMON STOCK (MHK)	1,131 000	$ 222,908 00
MORGAN STANLEY CMN (MS)	4,698 000	$ 214,532 87
NOBLE ENERGY INC CMN (NBL)	1,975.000	$ 88,842.57
ORACLE CORPORATION CMN (ORCL)	5,484 000	$ 223,418.01
TRIPADVISOR, INC. CMN (TRIP)	2,475.000	$ 97,978 34
TWENTY-FIRST CENTURY FOX, INC CMN CLASS B (FOX)	6,032 000	$ 193,923 90
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK (UPS)	1,150.000	$ 125,862.93
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	1,100 000	$ 111,814.26
WELLS FARGO & CO (NEW) CMN (WFC)	7,329.000	$ 385,417 92
AERCAP HOLDINGS NV ORD CMN (AER)	1,935 000	$ 103,574.67
AON PLC CMN (AON)	1,195 000	$ 101,864 30
BARCLAYS PLC,AMER DEP SHS ADR CMN (BCS)	11,224 000	$ 127,167 30
LIBERTY GLOBAL, PLC. CMN CLASS C (LBTYK)	9,500.000	$ 229,524.86
TOTAL		**$ 5,215,852.60**

Acct#051-48222-2

GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	153,607.590	$	153,607 59
SPDR S&P 500 ETF TRUST (SPY)	39,472.000	$	11,136,564.39
CALL/SPY @ 261 EXP 02/15/2019 (SPY 190215C00261000)	-79.000	$	(16,510 78)
CALL/SPY @ 264 EXP 02/01/2019 (SPY 190201C00264000)	-79.000	$	(10,689 34)
CALL/SPY @ 278 EXP 01/11/2019 (SPY 190111C00278000)	-79.000	$	(12,165 83)
CALL/SPY @ 304 EXP 01/18/2019 (SPY 190118C00304000)	-78.000	$	(9,970 60)
TOTAL		**$**	**11,240,835.43**

Acct#051-78253-0

U S DOLLAR	-8,331.190	$	(8,331.19)
GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	142,185 240	$	142,185 24
ACI WORLDWIDE INC CMN (ACIW)	4,132.000	$	98,097 69
B&G FOODS, INC. CMN (BGS)	1,628 000	$	49,456 59
BANCFIRST CORP CMN (BANF)	526 000	$	31,393.17
BGC PARTNERS, INC CMN CLASS A (BGCP)	10,187.000	$	72,062 58
CALAVO GROWERS INC CMN (CVGW)	476.000	$	45,306 30
CALLON PETROLEUM CO CMN (CPE)	5,701.000	$	80,719.89
CBIZ, INC. CMN (CBZ)	4,407 000	$	87,977.76
COLUMBIA BKG SYS INC CMN (COLB)	2,665 000	$	113,977.22
COMMUNITY HEALTHCARE TRUST INC CMN (CHCT)	1,754 000	$	45,348 98
CTS CORPORATION CMN (CTS)	1,093 000	$	34,708 73
DENNY'S CORPORATION CMN (DENN)	4,730 000	$	71,611 56
E Z CORP INCL CL-A NON VTG CMN CLASS A (EZPW)	1,613 000	$	20,978.57
EXTENDED STAY AMERICA INC CMN (STAY)	2,327 000	$	43,039 68
FB FINANCIAL CORP CMN (FBK)	1,560 000	$	66,411 32
FIRST MERCHANTS CORPORATION CMN (FRME)	2,136.000	$	96,181 73
GENESEE & WYOMING INC CMN CLASS A (GWR)	1,153 000	$	89,929 62
HEALTH INSURANCE INNOVATIONS I CMN (HIIQ)	928.000	$	31,648 60
HERITAGE FINANCIAL CORP CMN (HFWA)	1,410 000	$	45,080 94
HOSTESS BRANDS INC CMN (TWNK)	4,859 000	$	63,129.27
ITRON INC CMN (ITRI)	815.000	$	49,374 42
J2 GLOBAL INC. CMN (JCOM)	598.000	$	50,610.56
KAMAN CORP CMN (KAMN)	849.000	$	61,115.01
KAR AUCTION SERVICES, INC CMN (KAR)	2,077 000	$	111,969 78
LAKELAND BANCORP INC (DEL) CMN (LBAI)	3,346 000	$	67,387 77
LATTICE SEMICONDUCTOR CORP CMN (LSCC)	4,756 000	$	37,273 13
LIGAND PHARMACEUTICALS INCORPO CMN (LGND)	443 000	$	76,770.68
LITHIA MOTORS INC CL-A CMN CLASS A (LAD)	711.000	$	70,792 02
LIVENT CORPORATION CMN (LTHM)	1,838 000	$	32,602 60
MAGNOLIA OIL & GAS CORP CMN CLASS A (MGY)	1,388.000	$	17,201 97
MGP INGREDIENTS INC CMN (MGPI)	359.000	$	31,264 13
NEWMARK GROUP, INC CMN CLASS A (NMRK)	3,168.000	$	31,597 75
NEXSTAR MEDIA GROUP INC CMN (NXST)	283 000	$	19,385.50
OXFORD IND INC CMN (OXM)	779.000	$	62,614 98
PACIFIC PREMIER BANCORP CMN (PPBI)	2,262 000	$	92,970 62
PACWEST BANCORP CMN (PACW)	1,296.000	$	62,971 60
SILGAN HOLDINGS INC CMN (SLGN)	2,712 000	$	74,172 39
SILICON MOTION TECHNOLOGY CORP SPONSORED ADR CMN (SIMO)	1,538.000	$	75,883 16
SIX FLAGS ENTERTAINMENT CORPOR CMN (SIX)	1,096 000	$	63,522 69
SOUTH STATE CORP CMN (SSB)	436.000	$	38,832 69
SPECTRUM BRANDS HOLDINGS INC CMN (SPB)	809.000	$	64,448 12
TELEDYNE TECHNOLOGIES INC CMN (TDY)	213 000	$	42,125.05
UNITED BANKSHARES INC W V CMN (UBSI)	711 000	$	25,484.73
VALVOLINE INC CMN (VVV)	3,229.000	$	68,494.38

VERRA MOBILITY CORP CMN (VRRM)	4,921 000	$	50,946 53
VIPER ENERGY PARTNERS LP CMN (VNOM)	531 000	$	17,032 75
WENDY'S CO/THE CMN (WEN)	3,558.000	$	62,242.90
MEDICAL PROPERTIES TRUST INC CMN (MPW)	5,251 000	$	68,709 34
ENERPLUS CORPORATION CMN (ERF)	4,733.000	$	59,524 94
ORION ENGINEERED CARBONS S A CMN (OEC)	2,180 000	$	61,661 30
TOTAL		**$**	**2,969,897.74**

Acct#051-78254-8

GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	467,254 170	$	467,254.17
ABBVIE INC CMN (ABBV)	2,358.000	$	200,033 96
ACUITY BRANDS, INC CMN (AYI)	254 000	$	35,348.77
ARES CAPITAL CORPORATION MUTUAL FUND (ARCC)	14,370.000	$	239,862 70
AT&T INC CMN (T)	10,422 000	$	334,776 59
BERKSHIRE HATHAWAY INC. CLASS B (BRKB)	1,719 000	$	338,254 25
CITIGROUP INC. CMN (C)	2,169 000	$	150,808 49
ECOLAB INC. CMN (ECL)	1,459.000	$	220,015.51
ELECTRONIC ARTS CMN (EA)	2,210 000	$	227,542 24
ESTEE LAUDER COS INC CL-A CMN CLASS A (EL)	1,080 000	$	155,025.68
GENERAL DYNAMICS CORP. CMN (GD)	1,106.000	$	224,595.75
KNIGHT-SWIFT TRANSPORTATION HO CMN (KNX)	6,036 000	$	207,745.02
KOSMOS ENERGY LTD CMN (KOS)	45,013 000	$	327,797.72
MASTERCARD INCORPORATED CMN CLASS A (MA)	968 000	$	185,551.95
MICROSOFT CORPORATION CMN (MSFT)	2,899.000	$	280,087 46
MOODY'S CORPORATION CMN (MCO)	879 000	$	151,493 63
ROPER TECHNOLOGIES INC CMN (ROP)	1,154.000	$	328,636.46
SHERWIN-WILLIAMS CO CMN (SHW)	837 000	$	320,583 05
SNAP-ON INC CMN (SNA)	1,846.000	$	283,906.16
TEXAS INSTRUMENTS INC. CMN (TXN)	1,804 000	$	198,026 71
THERMO FISHER SCIENTIFIC INC CMN (TMO)	813.000	$	173,652 29
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	1,326 000	$	322,356.57
WALT DISNEY COMPANY (THE) CMN (DIS)	2,152 000	$	249,187.35
THE HOME DEPOT, INC CMN (HD)	1,749 000	$	326,833.47
NEW RESIDENTIAL INVESTMENT COR CMN (NRZ)	9,297 000	$	164,768 87
CAMECO CORPORATION CMN (CCJ)	19,936.000	$	224,242 58
TOTAL		**$**	**6,338,387.40**

Acct#021-91706-7

TOTAL 2019 BEGINNING OF THE YEAR BOOK VALUE	**$ 30,531,060.93**

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2019 Form 990-PF
End of the year book value - Goldman Sachs

Description	Quantity	Value
Acct#020-57090-9		
ARTISAN DYNAMIC EQUITY (NON-US EQUITY) [SERIES]	18,415 810	$ 3,500,000 00
TOTAL		**$ 3,500,000.00**
Acct#020-53028-3		
GOLDMAN SACHS BANK USA DEPOSIT (BDA)	1,493,985 710	$ 1,493,985 71
accrued income		
GS FINANCE CORP LINKED TO S&P 500 INDEX BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 02/11/2021 (SPXDI163)	500,000 000	$ 500,000 00
TOTAL		**$ 1,993,985.71**
Acct#020-67180-6		
U S DOLLAR	1,732 800	$ 1,732 80
GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	127,442 160	$ 127,442 16
ALPHABET INC CMN CLASS C (GOOG)	793 000	$ 711,028 26
AMAZON COM INC CMN (AMZN)	344 000	$ 385,170 56
BERKSHIRE HATHAWAY INC CLASS B (BRKB)	3,940 000	$ 675,483 59
CITIGROUP INC CMN ©	13,848 000	$ 862,620 75
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	13,409 000	$ 495,937 54
DISH NETWORK CORPORATION CMN CLASS A (DISH)	4,250 000	$ 190,890 27
ECOLAB INC CMN (ECL)	437 000	$ 28,246 06
FACEBOOK, INC CMN CLASS A (FB)	2,458 000	$ 431,100 84
FISERV, INC CMN (FISV)	1,423 000	$ 111,920 99
FOX CORPORATION CMN CLASS B (FOX)	2,010 000	$ 80,852 25
GENERAL ELECTRIC CO CMN (GE)	49,610 000	$ 452,426 21
GENERAL MOTORS COMPANY CMN (GM)	7,425 000	$ 277,144 28
HILTON WORLDWIDE HOLDINGS INC CMN (HLT)	2,718 000	$ 220,953 91
LIBERTY BROADBAND CORPORATION CMN CLASS C (LBRDK)	5,385 000	$ 116,593 86
MARRIOTT INTERNATIONAL, INC CMN CLASS A (MAR)	3,610 000	$ 388,933 12
MICROSOFT CORPORATION CMN (MSFT)	7,079 000	$ 569,184 38
MOHAWK INDUSTRIES INC COMMON STOCK (MHK)	1,706 000	$ 298,854 58
MORGAN STANLEY CMN (MS)	7,798 000	$ 358,712 01
NETFLIX, INC CMN (NFLX)	716 000	$ 205,477 19
ORACLE CORPORATION CMN (ORCL)	5,734 000	$ 240,801 89
TRIPADVISOR, INC CMN (TRIP)	3,750 000	$ 166,241 46
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	1,275 000	$ 152,944 69
WALT DISNEY COMPANY (THE) CMN (DIS)	35 000	$ 3,830 75
WELLS FARGO & CO (NEW) CMN (WFC)	14,487 000	$ 726,964 98
WESTINGHOUSE AIR BRAKE TECHNOL CMN (WAB)	1,675 000	$ 118,213 45
AERCAP HOLDINGS NV ORD CMN (AER)	3,354 000	$ 173,855 63
AON PLC CMN (AON)	1,295 000	$ 119,441 59
LIBERTY GLOBAL, PLC CMN CLASS C (LBTYK)	15,025 000	$ 374,621 72
TOTAL		**$ 9,397,621.77**
Acct#051-48222-2		
GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	2,569,960 290	$ 2,569,960 29
SPDR S&P 500 ETF TRUST (SPY)	1,000 000	$ 272,746 50
CALL/SPY @ 315 EXP 01/17/2020 (SPY 200117C00315000)	-10 000	$ (1,620 96)
TOTAL		**$ 2,841,085.83**
Acct#051-78253-0		
U S DOLLAR	21,461 150	$ 21,461 15
GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	127,665 740	$ 127,665 74
ACI WORLDWIDE, INC CMN (ACIW)	3,939 000	$ 93,490 51
BANCFIRST CORP CMN (BANF)	526 000	$ 31,393 17
BGC PARTNERS, INC CMN CLASS A (BGCP)	13,348 000	$ 90,052 71
CALAVO GROWERS, INC CMN (CVGW)	540 000	$ 50,617 93
CBIZ, INC CMN (CBZ)	4,297 000	$ 86,061 76
CIRCOR INTERNATIONAL INC CMN (CIR)	833 000	$ 36,442 68
CISION LTD CMN (CISN)	2,393 000	$ 23,291 47
COLFAX CORPORATION CMN (CFX)	3,114 000	$ 88,577 65
COLUMBIA BANKING SYSTEM, INC CMN (COLB)	2,252 000	$ 96,111 79
DENNY'S CORPORATION CMN (DENN)	3,047 000	$ 46,040 35

ESCO TECHNOLOGIES INC CMN (ESE)	385 000	$	31,272 38
EXTENDED STAY AMERICA INC CMN (STAY)	3,081 000	$	56,008 42
FB FINANCIAL CORP CMN (FBK)	1,188 000	$	50,395 82
FIRST MERCHANTS CORPORATION CMN (FRME)	1,821 000	$	80,913 68
HOSTESS BRANDS INC CMN (TWNK)	4,891 000	$	63,563 69
IAA, INC CMN (IAA)	1,629 000	$	53,195 73
ITRON, INC CMN (ITRI)	864 000	$	51,664 81
J2 GLOBAL INC CMN (JCOM)	819 000	$	69,613 11
KAMAN CORP CMN (KAMN)	680 000	$	48,949 60
KAR AUCTION SERVICES, INC CMN (KAR)	3,711 000	$	85,007 20
LIGAND PHARMACEUTICALS INCORPO CMN (LGND)	825 000	$	121,977 20
LITHIA MOTORS INC CL-A CMN CLASS A (LAD)	688 000	$	68,491 00
LIVENT CORPORATION CMN (LTHM)	3,125 000	$	44,730 13
MGP INGREDIENTS INC CMN (MGPI)	431 000	$	33,116 53
NEWMARK GROUP, INC CMN CLASS A (NMRK)	2,500 000	$	25,272 58
NEXSTAR MEDIA GROUP INC CMN (NXST)	850 000	$	77,902 26
OXFORD IND INC CMN (OXM)	1,009 000	$	77,783 25
PACIFIC PREMIER BANCORP CMN (PPBI)	1,859 000	$	76,438 75
PACWEST BANCORP CMN (PACW)	2,555 000	$	110,692 05
PROVIDENCE SERVICE CORPORATION CMN (PRSC)	633 000	$	40,520 38
SILGAN HOLDINGS INC CMN (SLGN)	3,279 000	$	91,138 20
SILICON MOTION TECHNOLOGY CORP SPONSORED ADR CMN (SIMO)	2,100 000	$	90,148 69
SIX FLAGS ENTERTAINMENT CORPOR CMN (SIX)	2,079 000	$	113,378 42
TELEDYNE TECHNOLOGIES INCORPOR CMN (TDY)	153 000	$	30,258 84
THE HOWARD HUGHES CORP CMN (HHC)	627 000	$	68,178 59
TRINITY INDUSTRIES INC (DEL) CMN (TRN)	1,001 000	$	21,794 05
VERINT SYSTEMS INC CMN (VRNT)	140 000	$	7,674 74
VERRA MOBILITY CORPORATION CMN (VRRM)	4,496 000	$	46,214 56
VIPER ENERGY PARTNERS LP CMN (VNOM)	1,630 000	$	53,228 56
WENDY'S CO/THE CMN (WEN)	1,680 000	$	29,295 11
COMMUNITY HEALTHCARE TRUST INC CMN (CHCT)	1,915 000	$	50,484 38
MEDICAL PROPERTIES TRUST INC CMN (MPW)	6,094 000	$	82,295 50
RATTLER MIDSTREAM LP CMN (RTLR)	2,358 000	$	43,605 11
ENERPLUS CORPORATION CMN (ERF)	5,926 000	$	68,181 82
TOTAL		**$**	**2,854,592.05**

Acct#051-78254-8

GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	91,860 740	$	91,860 74
ABBVIE INC CMN (ABBV)	5,066 000	$	404,774 30
ARES CAPITAL CORPORATION MUTUAL FUND (ARCC)	14,333 000	$	243,162 61
AT&T INC CMN (T)	5,965 000	$	190,303 81
BERKSHIRE HATHAWAY INC CLASS B (BRKB)	1,683 000	$	338,142 26
CHARLES SCHWAB CORPORATION CMN (SCHW)	9,253 000	$	408,599 71
CITIGROUP INC CMN ©	2,738 000	$	193,121 04
DOLLAR TREE STORES, INC CMN (DLTR)	4,097 000	$	415,717 00
ELECTRONIC ARTS CMN (EA)	4,841 000	$	466,705 70
FACEBOOK, INC CMN CLASS A (FB)	1,888 000	$	362,506 90
FEDEX CORPORATION CMN (FDX)	1,575 000	$	254,889 85
GENERAL DYNAMICS CORP CMN (GD)	2,082 000	$	405,554 16
JOHNSON & JOHNSON CMN (JNJ)	1,594 000	$	214,448 61
KNIGHT-SWIFT TRANSPORTATION HO CMN (KNX)	7,409 000	$	246,941 52
KOSMOS ENERGY LTD CMN (KOS)	62,804 000	$	444,303 41
MASTERCARD INCORPORATED CMN CLASS A (MA)	978 000	$	205,936 37
MICROSOFT CORPORATION CMN (MSFT)	2,894 000	$	311,836 71
MOODY'S CORPORATION CMN (MCO)	491 000	$	89,667 44
PIONEER NATURAL RESOURCES CO CMN (PXD)	1,398 000	$	181,364 58
QUALCOMM INC CMN (QCOM)	2,272 000	$	179,072 00
RAYTHEON COMPANY CMN (RTN)	1,070 000	$	193,553 80
ROPER TECHNOLOGIES INC CMN (ROP)	670 000	$	210,120 35
SHERWIN-WILLIAMS CO CMN (SHW)	724 000	$	296,807 87
TEXAS INSTRUMENTS INC CMN (TXN)	2,243 000	$	252,007 27
THERMO FISHER SCIENTIFIC INC CMN (TMO)	1,010 000	$	234,570 48
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	1,263 000	$	314,396 31
VIRTU FINANCIAL, INC CMN CLASS A (VIRT)	8,463 000	$	175,717 59
WALT DISNEY COMPANY (THE) CMN (DIS)	3,073 000	$	376,618 23
THE HOME DEPOT, INC CMN (HD)	1,696 000	$	317,064 98
CAMECO CORPORATION CMN (CCJ)	19,619 000	$	211,970 73
WHEATON PRECIOUS METALS CORP CMN (WPM)	8,402 000	$	238,053 94
TOTAL		**$**	**8,469,790.27**

Acct#021-91706-7

U S DOLLAR	727 230	$	727 23
GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	23,801 410	$	23,801 41
3M COMPANY CMN (MMM)	265 000	$	45,440 22
ABBOTT LABORATORIES CMN (ABT)	460 000	$	11,637 57
ACTIVISION BLIZZARD, INC CMN (ATVI)	304 000	$	16,784 62
ADVANCE AUTO PARTS, INC CMN (AAP)	56 000	$	4,579 06
AES CORP CMN (AES)	394 000	$	3,326 82
AFLAC INCORPORATED CMN (AFL)	779 000	$	22,347 14
AGILENT TECHNOLOGIES, INC CMN (A)	89 000	$	7,316 91
AIR PRODUCTS & CHEMICALS INC CMN (APD)	84 000	$	9,229 73
ALLSTATE CORPORATION COMMON STOCK (ALL)	349 000	$	20,333 38
ALLY FINANCIAL INC CMN (ALLY)	572 000	$	18,110 96
ALTRIA GROUP, INC CMN (MO)	1,457 000	$	73,451 03
AMCOR PLC CMN (AMCR)	398 000	$	4,168 06
AMDOCS LIMITED ORDINARY SHARES (DOX)	106 000	$	7,399 07
AMEREN CORPORATION CMN (AEE)	122 000	$	4,790 27
AMERICAN ELECTRIC POWER INC CMN (AEP)	249 000	$	23,005 74
AMERICAN EXPRESS CO CMN (AXP)	383 000	$	23,145 62
AMERICAN INTL GROUP, INC CMN (AIG)	1,247 000	$	64,672 59
AMERICAN WATER WORKS CO, INC CMN (AWK)	60 000	$	3,213 16
AMERISOURCEBERGEN CORPORATION (ABC)	83 000	$	7,324 13
AMETEK INC (NEW) CMN (AME)	106 000	$	10,446 56
AMGEN INC CMN (AMGN)	245 000	$	57,274 27
AMPHENOL CORP CL A (NEW) CMN CLASS A (APH)	118 000	$	12,275 84
ANTHEM, INC CMN (ANTM)	163 000	$	20,288 76
APPLE INC CMN (AAPL)	2,143 000	$	88,295 74
ARAMARK CMN (ARMK)	147 000	$	6,325 79
ARCH CAPITAL GROUP LTD CMN (ACGL)	356 000	$	7,700 63
ARCHER-DANIELS-MIDLAND COMPANY CMN (ADM)	745 000	$	32,714 82
ARTHUR J GALLAGHER & CO CMN (AJG)	86 000	$	8,062 72
AT&T INC CMN (T)	7,002 000	$	267,493 94
AUTOMATIC DATA PROCESSING INC CMN (ADP)	126 000	$	9,914 91
AVANGRID, INC CMN (AGR)	54 000	$	2,639 66
BALL CORPORATION CMN (BLL)	115 000	$	3,785 68
BAXTER INTERNATIONAL INC CMN (BAX)	157 000	$	5,578 78
BECTON, DICKINSON AND COMPANY CMN (BDX)	99 000	$	25,808 56
BERKSHIRE HATHAWAY INC CLASS B (BRKB)	1,706 000	$	379,776 95
BLACK KNIGHT, INC CMN (BKI)	50 000	$	3,165 63
BOEING COMPANY CMN (BA)	4 000	$	1,416 37
BOSTON SCIENTIFIC CORP COMMON STOCK (BSX)	376 000	$	5,664 86
BRISTOL-MYERS SQUIBB COMPANY CMN (BMY)	1,006 000	$	60,312 23
BROADRIDGE FINANCIAL SOLUTIONS IN CMN (BR)	39 000	$	4,797 49
BROWN FORMAN CORP CL B CMN CLASS B (BFB)	73 000	$	4,624 73
BUNGE LIMITED ORD CMN (BG)	167 000	$	8,971 66
C H ROBINSON WORLDWIDE, INC CMN (CHRW)	68 000	$	5,169 53
CADENCE DESIGN SYSTEMS INC CMN (CDNS)	78 000	$	5,240 24
CAMPBELL SOUP CO CMN (CPB)	73 000	$	3,485 94
CARDINAL HEALTH, INC CMN (CAH)	226 000	$	12,401 18
CARMAX, INC CMN (KMX)	110 000	$	10,710 98
CARNIVAL CORPORATION CMN (CCL)	645 000	$	28,878 28
CBOE GLOBAL MARKETS, INC CMN (CBOE)	52 000	$	6,270 81
CDW CORPORATION CMN (CDW)	52 000	$	7,106 45
CELANESE CORPORATION COMMON STOCK (CE)	94 000	$	11,769 98
CENTENE CORPORATION CMN (CNC)	298 000	$	9,663 61
CENTERPOINT ENERGY, INC CMN (CNP)	326 000	$	8,157 34
CENTURYLINK INC CMN (CTL)	1,573 000	$	22,277 63
CERNER CORPORATION CMN (CERN)	105 000	$	7,485 71
CHARTER COMMUNICATIONS, INC CMN (CHTR)	72 000	$	33,685 37
CHEVRON CORPORATION CMN (CVX)	1,340 000	$	158,136 76
CHIPOTLE MEXICAN GRILL, INC CMN (CMG)	5 000	$	1,697 10
CHURCH & DWIGHT CO , INC CMN (CHD)	84 000	$	5,901 21
CIGNA CORP CMN (CI)	283 000	$	41,082 16
CINCINNATI FINANCIAL CRP CMN (CINF)	89 000	$	4,630 43
CINTAS CORPORATION CMN (CTAS)	28 000	$	2,228 01
CISCO SYSTEMS, INC CMN (CSCO)	2,440 000	$	61,809 61
CITIZENS FINANCIAL GROUP, INC CMN (CFG)	725 000	$	28,298 56
CITRIX SYSTEMS INC CMN (CTXS)	47 000	$	5,199 26
CLOROX CO (THE) (DELAWARE) CMN (CLX)	29 000	$	4,404 01
CME GROUP INC CMN CLASS A (CME)	164 000	$	16,608 18
CMS ENERGY CORPORATION CMN (CMS)	132 000	$	4,354 37
CNA FINCL CORP CMN (CNA)	30 000	$	1,314 38

COCA-COLA COMPANY (THE) CMN (KO)	1,015 000	$	55,238 85
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (CTSH)	409 000	$	25,628 97
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	2,884 000	$	127,595 39
COMERICA INCORPORATED CMN (CMA)	196 000	$	13,989 01
CONAGRA BRANDS INC CMN (CAG)	395 000	$	11,416 51
CONOCOPHILLIPS CMN (COP)	697 000	$	43,194 85
CONSOLIDATED EDISON INC CMN (ED)	205 000	$	17,792 45
CONSTELLATIONS BRANDS INC CMN CLASS A (STZ)	112 000	$	11,112 81
COOPER COMPANIES INC (NEW) CMN (COO)	15 000	$	4,607 89
COPART INC CMN (CPRT)	66 000	$	5,846 44
CORTEVA, INC CMN (CTVA)	347 000	$	8,766 11
COSTAR GROUP, INC CMN (CSGP)	8 000	$	4,727 06
COSTCO WHOLESALE CORPORATION CMN (COST)	109 000	$	10,396 65
CUMMINS INC COMMON STOCK (CMI)	122 000	$	22,010 33
CVS HEALTH CORP CMN (CVS)	1,015 000	$	76,492 96
D R HORTON, INC CMN (DHI)	329 000	$	17,832 62
DANAHER CORPORATION CMN (DHR)	205 000	$	13,133 77
DARDEN RESTAURANTS, INC CMN (DRI)	56 000	$	3,050 21
DEERE & COMPANY CMN (DE)	199 000	$	14,946 06
DELTA AIR LINES, INC CMN (DAL)	686 000	$	38,513 76
DENTSPLY SIRONA INC CMN (XRAY)	107 000	$	6,211 62
DISCOVER FINANCIAL SERVICES CMN (DFS)	302 000	$	25,462 39
DISCOVERY INC CMN (DISCK)	560 000	$	16,739 80
DISCOVERY INC - A CMN SERIES A (DISCA)	246 000	$	7,882 46
DOLLAR GENERAL CORPORATION CMN (DG)	115 000	$	8,086 73
DOLLAR TREE STORES, INC CMN (DLTR)	145 000	$	13,375 17
DOMINION ENERGY INC CMN (D)	348 000	$	28,188 90
DOVER CORPORATION CMN (DOV)	77 000	$	8,669 63
DTE ENERGY COMPANY CMN (DTE)	101 000	$	12,648 49
DUKE ENERGY CORPORATION CMN (DUK)	521 000	$	46,766 27
EBAY INC CMN (EBAY)	598 000	$	11,509 37
ECOLAB INC CMN (ECL)	67 000	$	12,489 63
EDISON INTERNATIONAL CMN (EIX)	191 000	$	13,632 14
EDWARDS LIFESCIENCES CORPORATI CMN (EW)	34 000	$	2,876 37
ELANCO ANIMAL HEALTH CINCORPORA CMN (ELAN)	204 000	$	5,526 87
ELECTRONIC ARTS CMN (EA)	126 000	$	6,951 20
ELI LILLY & CO CMN (LLY)	267 000	$	25,372 12
EMERSON ELECTRIC CO CMN (EMR)	328 000	$	24,630 34
ENTERGY CORPORATION CMN (ETR)	107 000	$	6,899 76
EQUIFAX INC CMN (EFX)	47 000	$	6,509 61
ESTEE LAUDER COS INC CL-A CMN CLASS A (EL)	82 000	$	12,622 77
EVEREST RE GROUP LTD CMN (RE)	52 000	$	13,985 52
EVERGY, INC CMN (EVRG)	158 000	$	9,965 46
EVERSOURCE ENERGY CMN (ES)	167 000	$	13,560 83
EXELON CORPORATION CMN (EXC)	777 000	$	34,858 18
EXPEDIA GROUP INC CMN (EXPE)	77 000	$	8,283 85
EXPEDITORS INTERNATIONAL OF WA CMN (EXPD)	79 000	$	5,810 65
EXXON MOBIL CORPORATION CMN (XOM)	2,936 000	$	145,600 63
F5 NETWORKS, INC CMN (FFIV)	45 000	$	6,210 11
FASTENAL COMPANY CMN (FAST)	200 000	$	3,736 81
FIDELITY NATIONAL FINANCIAL, I CMN (FNF)	187 000	$	8,813 78
FIDELITY NATIONAL INFO SVCS INC CMN (FIS)	149 000	$	20,648 80
FIFTH THIRD BANCORP CMN (FITB)	810 000	$	24,504 57
FIRST REPUBLIC BANK CMN SERIES (FRC)	124 000	$	13,954 03
FIRSTENERGY CORP CMN (FE)	215 000	$	10,402 24
FISERV, INC CMN (FISV)	138 000	$	15,799 97
FLEETCOR TECHNOLOGIES, INC CMN (FLT)	35 000	$	10,772 39
FORD MOTOR COMPANY CMN (F)	6,449 000	$	58,186 11
FORTIVE CORPORATION CMN (FTV)	179 000	$	7,144 43
FOX CORPORATION CMN (FOXA)	243 000	$	8,607 66
FOX CORPORATION CMN CLASS B (FOX)	197 000	$	3,702 47
FRANKLIN RESOURCES INC CMN (BEN)	306 000	$	8,262 77
GARTNER, INC CMN (IT)	24 000	$	3,832 38
GENERAL DYNAMICS CORP CMN (GD)	149 000	$	27,349 32
GENERAL ELECTRIC CO CMN (GE)	6,668 000	$	74,031 49
GENERAL MILLS INC CMN (GIS)	316 000	$	16,846 76
GENERAL MOTORS COMPANY CMN (GM)	1,808 000	$	64,260 85
GENUINE PARTS CO CMN (GPC)	88 000	$	9,125 82
GILEAD SCIENCES CMN (GILD)	841 000	$	56,416 40
GLOBE LIFE INC CMN (GL)	94 000	$	9,710 45
HARTFORD FINANCIAL SRVCS GROUP CMN (HIG)	358 000	$	21,781 61
HASBRO, INC CMN (HAS)	39 000	$	2,231 28

HEICO CORP CL-A CMN CLASS A (HEIA)	13 000	$	1,300 68
HEICO CORPORATION (NEW) CMN (HEI)	8 000	$	1,022 74
HENRY SCHEIN INC COMMON STOCK (HSIC)	70 000	$	4,859 58
HILTON WORLDWIDE HOLDINGS INC CMN (HLT)	30 000	$	3,164 18
HOLOGIC INCORPORATED CMN (HOLX)	94 000	$	4,957 79
HONEYWELL INTL INC CMN (HON)	338 000	$	19,066 17
HORMEL FOOD CORPORATION CMN (HRL)	136 000	$	6,166 58
HUMANA INC CMN (HUM)	61 000	$	9,236 69
HUNTINGTON BANCSHARES INCORPOR CMN (HBAN)	1,131 000	$	17,205 36
HYATT HOTELS CORPORATION CMN CLASS A (H)	62 000	$	5,017 20
IAC/INTERACTIVECORP CMN (IAC)	20 000	$	4,319 85
IHS MARKIT LTD CMN (INFO)	230 000	$	13,362 03
ILLINOIS TOOL WORKS CMN (ITW)	107 000	$	10,213 64
INTEL CORPORATION CMN (INTC)	3,615 000	$	92,291 31
INTERCONTINENTAL EXCHANGE INC CMN (ICE)	306 000	$	12,247 26
INTERNATIONAL PAPER CO CMN (IP)	344 000	$	16,258 30
INTERPUBLIC GROUP COS CMN (IPG)	266 000	$	5,983 01
INTL BUSINESS MACHINES CORP CMN (IBM)	656 000	$	87,393 98
INTL FLAVORS & FRAGRANCE CMN (IFF)	76 000	$	10,795 22
IQVIA HOLDINGS INC CMN (IQV)	56 000	$	8,315 58
J B HUNT TRANS SVCS INC CMN (JBHT)	50 000	$	5,722 63
J M SMUCKER COMPANY (THE) CMN (SJM)	132 000	$	14,163 93
JACK HENRY & ASSOC INC CMN (JKHY)	20 000	$	3,013 05
JOHNSON & JOHNSON CMN (JNJ)	1,165 000	$	163,545 62
JPMORGAN CHASE & CO CMN (JPM)	2,957 000	$	399,320 70
JUNIPER NETWORKS, INC CMN (JNPR)	328 000	$	7,862 98
KANSAS CITY SOUTHERN CMN (KSU)	71 000	$	10,837 62
KELLOGG COMPANY CMN (K)	117 000	$	7,748 03
KEURIG DR PEPPER INC CMN (KDP)	242 000	$	7,088 80
KEYCORP CMN (KEY)	1,194 000	$	23,477 03
KINDER MORGAN INC CMN CLASS P (KMI)	1,279 000	$	25,263 45
KOHL'S CORP (WISCONSIN) CMN (KSS)	208 000	$	9,807 72
KROGER COMPANY CMN (KSS)	820 000	$	22,543 88
L3HARRIS TECHNOLOGIES INC CMN (LHX)	52 000	$	4,696 19
LABORATORY CORPORATION OF AMER CMN (LH)	58 000	$	9,957 59
LENNAR CORPORATION CMN CLASS A (LEN)	420 000	$	24,676 06
LIBERTY BROADBAND CORPORATION CMN CLASS A (LBRDA)	11 000	$	1,308 15
LIBERTY BROADBAND CORPORATION CMN CLASS C (LBRDK)	77 000	$	9,250 20
LIBERTY MEDIA CORPORATION SERIES A LIBERTY SIRIUSXM CMN (LSXMA)	78 000	$	3,724 69
LIBERTY MEDIA CORPORATION SERIES C LIBERTY SIRIUSXM CMN (LSXMK)	136 000	$	6,478 02
LKQ CORPORATION CMN (LKQ)	320 000	$	11,440 80
LOCKHEED MARTIN CORPORATION CMN (LMT)	17 000	$	6,576 66
LOEWS CORPORATION CMN (L)	382 000	$	19,162 08
LOWES COMPANIES INC CMN (LOW)	156 000	$	18,140 08
LULULEMON ATHLETICA INC CMN (LULU)	30 000	$	6,881 47
M&T BANK CORPORATION CMN (MTB)	148 000	$	24,602 41
MARKEL CORPORATION CMN (MKL)	9 000	$	10,207 10
MARKETAXESS HOLDINGS INC CMN (MKTX)	5 000	$	1,879 51
MARRIOTT INTERNATIONAL, INC CMN CLASS A (MAR)	78 000	$	11,098 82
MARSH & MCLENNAN CO INC CMN (MMC)	201 000	$	11,509 14
MARTIN MARIETTA MATERIALS,INC CMN (MLM)	30 000	$	8,199 68
MAXIM INTEGRATED PRODUCTS INC CMN (MXIM)	77 000	$	4,423 84
MCCORMICK & CO NON VTG SHRS CMN (MKC)	47 000	$	3,561 42
MCKESSON CORPORATION CMN (MCK)	133 000	$	18,922 24
MERCK & CO , INC CMN (MRK)	951 000	$	84,498 73
METLIFE, INC CMN (MET)	1,288 000	$	63,759 24
MICROSOFT CORPORATION CMN (MSFT)	2,307 000	$	73,572 79
MOHAWK INDUSTRIES INC COMMON STOCK (MHK)	81 000	$	11,236 52
MOLSON COORS BEVERAGE CO CMN CLASS B (TAP)	302 000	$	15,420 88
MONDELEZ INTERNATIONAL, INC CMN (MDLZ)	824 000	$	44,366 24
MONSTER BEVERAGE CORPORATION CMN (MNST)	136 000	$	8,165 78
NASDAQ INC CMN (NDAQ)	69 000	$	3,352 64
NEWMONT CORP CMN (NEM)	367 000	$	6,208 90
NEWS CORPORATION CMN CLASS B (NWS)	88 000	$	1,186 46
NEXTERA ENERGY, INC CMN (NEE)	205 000	$	20,170 90
NICE CLASS-B CMN CLASS B (NKE)	492 000	$	11,706 19
NISOURCE INC CMN (NI)	189 000	$	5,065 68
NORFOLK SOUTHERN CORP CMN (NSC)	184 000	$	13,847 23
NORTHERN TRUST CORP CMN (NTRS)	160 000	$	17,430 80
NORTHROP GRUMMAN CORP CMN (NOC)	84 000	$	28,960 05
NUCOR CORPORATION CMN (NUE)	291 000	$	16,765 25
O'REILLY AUTOMOTIVE, INC CMN (ORLY)	7 000	$	1,502 33

OCCIDENTAL PETROLEUM CORP CMN (OXY)	546 000	$	21,300 83
OGE ENERGY CORP (HOLDING CO) CMN (OGE)	121 000	$	5,204 51
OLD DOMINION FREIGHT LINE, INC CMN (ODFL)	31 000	$	5,713 69
OMNICOM GROUP CMN (OMC)	126 000	$	10,074 02
ONEOK INC CMN (OKE)	129 000	$	9,235 43
ORACLE CORPORATION CMN (ORCL)	1,488 000	$	81,590 78
PACCAR INC CMN (PCAR)	280 000	$	22,714 30
PACKAGING CORP OF AMERICA COMMON STOCK (PKG)	53 000	$	6,004 50
PALO ALTO NETWORKS INC CMN (PANW)	25 000	$	5,659 81
PAYCHEX, INC CMN (PAYX)	100 000	$	4,725 64
PEPSICO, INC CMN (PEP)	461 000	$	63,324 12
PFIZER INC CMN (PFE)	2,957 000	$	113,230 94
PHILLIPS 66 CMN (PSX)	349 000	$	39,633 30
PINNACLE WEST CAPITAL CORP CMN (PNW)	70 000	$	6,034 18
PNC FINANCIAL SERVICES GROUP, CMN (PNC)	491 000	$	40,551 50
PPG INDUSTRIES, INC CMN (PPG)	114 000	$	15,109 85
PPL CORPORATION CMN (PPL)	564 000	$	19,386 10
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	890 000	$	62,758 19
PUBLIC-SVC ENTERPRISE GROUP HOLDING CO (PEG)	304 000	$	17,818 20
QORVO, INC CMN (QRVO)	113 000	$	12,048 35
QUALCOMM INC CMN (QCOM)	45 000	$	2,115 70
QUEST DIAGNOSTICS INCORPORATED CMN (DGX)	69 000	$	7,377 66
RAYTHEON COMPANY CMN (RTN)	175 000	$	17,517 36
REGENERON PHARMACEUTICAL INC CMN (REGN)	44 000	$	16,379 55
REGIONS FINANCIAL CORPORATION CMN (RF)	1,286 000	$	21,916 68
REPUBLIC SERVICES INC CMN (RSG)	121 000	$	4,860 08
RESMED INC CMN (RMD)	28 000	$	4,216 59
ROLLINS INC CMN (ROL)	32 000	$	1,096 08
ROPER TECHNOLOGIES INC CMN (ROP)	42 000	$	14,541 35
ROSS STORES,INC CMN (ROST)	139 000	$	6,545 61
S&P GLOBAL INC CMN (SPGI)	11 000	$	3,018 21
SEI INVESTMENTS COMPANY CMN (SEIC)	52 000	$	3,348 41
SEMPRA ENERGY CMN (SRE)	131 000	$	19,105 37
SHERWIN-WILLIAMS CO CMN (SHW)	29 000	$	7,105 66
SNAP INC CMN CLASS A (SNAP)	66 000	$	973 01
SNAP-ON INC CMN (SNA)	46 000	$	7,588 74
SOUTHWEST AIRLINES CO CMN (LUV)	460 000	$	25,733 55
SPRINT CORPORATION CMN (S)	420 000	$	2,323 65
STARBUCKS CORP CMN (SBUX)	60 000	$	2,661 50
STRYKER CORPORATION CMN (SYK)	80 000	$	12,049 11
SYNCHRONY FINANCIAL CMN (SYF)	846 000	$	31,947 10
SYNOPSYS INC CMN (SNPS)	50 000	$	6,710 63
SYSCO CORPORATION CMN (SYY)	156 000	$	5,814 74
T-MOBILE US, INC CMN (TMUS)	175 000	$	6,944 36
TAKE TWO INTERACTIVE SOFTWARE INC (TTWO)	32 000	$	3,959 44
TARGET CORPORATION CMN (TGT)	259 000	$	13,353 16
TD AMERITRADE HOLDING CORP CMN (AMTD)	182 000	$	9,303 39
TELEFLEX INC CMN (TFX)	11 000	$	4,048 14
TESLA, INC CMN (TSLA)	28 000	$	9,404 99
TEXAS INSTRUMENTS INC CMN (TXN)	314 000	$	38,424 98
THE BANK OF NY MELLON CORP CMN (BK)	1,075 000	$	53,365 71
THE HERSHEY COMPANY CMN (HSY)	42 000	$	6,268 61
THE KRAFT HEINZ CO CMN (KHC)	1,023 000	$	31,807 63
THE PROGRESSIVE CORPORATION CMN (PGR)	332 000	$	8,662 35
THE SOUTHERN CO CMN (SO)	533 000	$	33,121 98
THE TRAVELERS COMPANIES, INC CMN (TRV)	241 000	$	32,709 13
THERMO FISHER SCIENTIFIC INC CMN (TMO)	128 000	$	16,225 50
TIFFANY & CO CMN (TIF)	60 000	$	8,013 15
TJX COMPANIES INC (NEW) CMN (TJX)	513 000	$	30,699 22
TRACTOR SUPPLY COMPANY CMN (TSCO)	54 000	$	2,774 13
TRADEWEB MARKETS INC CMN (TW)	78 000	$	3,542 18
TRANSUNION CMN (TRU)	62 000	$	5,319 76
TRUIST FINANCIAL CORPORATION CMN (TFC)	794 000	$	43,068 55
TYSON FOODS INC CL-A CMN CLASS A (TSN)	310 000	$	13,046 70
U S BANCORP CMN (USB)	1,263 000	$	75,959 99
ULTA BEAUTY INC CMN (ULTA)	34 000	$	8,914 89
UNION PACIFIC CORP CMN (UNP)	384 000	$	29,895 83
UNITED AIRLINES HOLDINGS INC CMN (UAL)	317 000	$	28,080 66
UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK (UPS)	117 000	$	13,751 31
UNITED TECHNOLOGIES CORPORATIO CMN (UTX)	540 000	$	79,375 97
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	430 000	$	30,093 12
UNIVERSAL HEALTH SVC CL B CMN CLASS B (UHS)	52 000	$	7,525 05

VAIL RESORTS, INC CMN (MTN)	11 000	$	2,560 94
VALERO ENERGY CORPORATION CMN (VLO)	385 000	$	36,040 81
VARIAN MEDICAL SYSTEMS INC CMN (VAR)	33 000	$	2,281 61
VERISK ANALYTICS, INC CMN (VRSK)	48 000	$	7,047 48
VERIZON COMMUNICATIONS, INC CMN (VZ)	2,471 000	$	151,206 68
VF CORP CMN (VFC)	113 000	$	10,217 74
VIACOMCBS INC CMN CLASS B (VIAC)	566 000	$	22,482 94
VISA INC CMN CLASS A (V)	641 000	$	42,373 57
VISTRA ENERGY CORP CMN (VST)	353 000	$	8,504 66
VULCAN MATERIALS CO CMN (VMC)	56 000	$	8,036 14
W R BERKLEY CORPORATION CMN (WRB)	82 000	$	5,747 59
W W GRAINGER INC CMN (GWW)	25 000	$	4,280 28
WALGREENS BOOTS ALLIANCE, INC CMN (WBA)	861 000	$	50,482 60
WALMART INC CMN (WMT)	667 000	$	38,934 89
WALT DISNEY COMPANY (THE) CMN (DIS)	579 000	$	54,000 05
WASTE MANAGEMENT INC CMN (WM)	148 000	$	6,973 38
WATERS CORPORATION COMMON STOCK (WAT)	26 000	$	3,171 28
WEC ENERGY GROUP, INC CMN (WEC)	136 000	$	6,371 44
WELLCARE HEALTH PLANS INC CMN (WCG)	22 000	$	7,119 69
WELLS FARGO & CO (NEW) CMN (WFC)	4,897 000	$	266,262 14
WESTINGHOUSE AIR BRAKE TECHNOL CMN (WAB)	69 000	$	5,329 04
XCEL ENERGY INC CMN (XEL)	246 000	$	8,122 07
XILINX INCORPORATED CMN (XLNX)	75 000	$	6,889 69
XYLEM INC CMN (XYL)	81 000	$	2,635 38
ZAYO GROUP HOLDINGS, INC CMN (ZAYO)	64 000	$	2,194 08
ZIMMER BIOMET HOLDINGS INC (ZBH)	93 000	$	13,813 52
ZOETIS INC CMN CLASS A (ZTS)	85 000	$	3,553 43
AMERICAN TOWER CORPORATION CMN (AMT)	47 000	$	3,295 71
AVALONBAY COMMUNITIES INC CMN (AVB)	48 000	$	10,365 25
BOSTON PROPERTIES, INC COMMON STOCK (BXP)	46 000	$	6,407 00
CROWN CASTLE INTL CORP CMN (CCI)	83 000	$	6,299 07
DUKE REALTY CORPORATION CMN (DRE)	145 000	$	5,100 02
EQUINIX, INC REIT (EQIX)	12 000	$	6,710 31
EQUITY RESIDENTIAL CMN (EQR)	108 000	$	9,119 80
ESSEX PROPERTY TRUST INC CMN (ESS)	19 000	$	5,926 72
EXTRA SPACE STORAGE INC CMN (EXR)	29 000	$	3,117 57
FEDERAL REALTY INVT TR SBI CMN (FRT)	27 000	$	3,557 86
HEALTHPEAK PROPERTIES INC CMN (PEAK)	158 000	$	5,426 12
INVITATION HOMESE INC CMN (INVH)	193 000	$	5,796 28
IRON MOUNTAIN INCORPORATED CMN (IRM)	96 000	$	3,144 24
MID-AMERICA APT CMNTYS INC CMN (MAA)	47 000	$	6,335 24
PROLOGIS INC CMN (PLD)	219 000	$	20,023 72
REALTY INCOME CORPORATION CMN (O)	113 000	$	8,581 50
REGENCY CENTERS CORPORATION CMN (REG)	91 000	$	5,856 99
SUN COMMUNITIES INC CMN (SUI)	23 000	$	3,657 06
UDR INC CMN (UDR)	61 000	$	2,921 44
VEREIT, INC CMN (VER)	612 000	$	5,901 22
WELLTOWER INC CMN (WELL)	141 000	$	11,811 92
WEYERHAEUSER COMPANY CMN (WY)	285 000	$	8,411 08
ALEXANDRIA REAL ESTATE EQUITIES, INC (ARE)	48 000	$	7,773 25
DIGITAL REALTY TRUST, INC CMN (DLR)	63 000	$	7,457 47
HOST HOTELS & RESORTS INC CMN (HST)	418 000	$	7,479 08
KIMCO REALTY CORPORATION CMN (KIM)	287 000	$	6,079 38
PUBLIC STORAGE CMN (PSA)	26 000	$	5,560 17
SIMON PROPERTY GROUP INC CMN (SPG)	57 000	$	8,449 82
VENTAS, INC CMN (VTR)	128 000	$	7,356 47
ACCENTURE PLC CMN CLASS A (ACN)	196 000	$	17,285 53
ALLERGAN PUBLIC LIMITED COMPAN CMN (AGN)	380 000	$	70,821 55
AON PLC CMN (AON)	96 000	$	8,294 44
CHUBB LIMITED CMN (CB)	448 000	$	68,186 72
EATON CORP PLC CMN (ETN)	342 000	$	31,834 22
GARMIN LTD CMN (GRMN)	71 000	$	2,360 79
INGERSOLL-RAND PLC CMN (IR)	135 000	$	17,778 49
JOHNSON CONTROLS INTERNATIONAL CMN (JCI)	751 000	$	31,611 50
LIBERTY GLOBAL, PLC CMN CLASS A (LBTYA)	37 000	$	818 54
LIBERTY GLOBAL, PLC CMN CLASS C (LBTYK)	91 000	$	1,911 23
LINDE PLC CMN (LIN)	316 000	$	64,948 28
MEDTRONIC PUBLIC LIMITED COMPA CMN (MDT)	593 000	$	67,063 87

TE CONNECTIVITY LTD CMN (TEL)	215 000	$	19,812 78
WILLIS TOWERS WATSON PLC CMN (WLTW)	76 000	$	14,849 83
TOTAL		**$**	**7,982,192.81**

TOTAL 2019 END OF THE YEAR BOOK VALUE	**$ 37,039,268.44**

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2019 Form 990-PF
Beginning of the year fair market value - Goldman Sachs

Description	Quantity	Value
Acct#020-57090-9		
ARTISAN. DYNAMIC EQUITY (NON-US EQUITY) [SERIES]	18,415 810	$ 4,753,433 87
TOTAL		**$ 4,753,433.87**
Acct#020-53028-3		
GOLDMAN SACHS BANK USA DEPOSIT (BDA)	516,087 760	$ 516,087.76
accrued income		$ 33.38
GS FINANCE CORP LINKED TO S&P 500 INDEX BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 02/11/2021 (SPXDI163)	500,000 000	$ 543,740 00
GS FINANCE CORP LINKED TO EURO STOXX 50 PR BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NODE DUE 10/17/2019 (SX5EDI68	250,000.000	$ 214,132 50
TOTAL		**$ 1,273,993.64**
Acct#020-67180-6		
U S DOLLAR	69,499.410	$ 69,499.41
GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	14,217 420	$ 14,217.42
accrued income		$ 0 92
ALPHABET INC. CMN CLASS C (GOOG)	475 000	$ 491,914 75
AMAZON COM INC CMN (AMZN)	224.000	$ 336,441 28
ANADARKO PETROLEUM CORP CMN (APC)	725.000	$ 31,784 00
BERKSHIRE HATHAWAY INC CLASS B (BRKB)	2,190 000	$ 447,154.20
CITIGROUP INC. CMN ©	8,423 000	$ 438,501 38
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	6,834 000	$ 232,697.70
accrued income		$ 1,298 46
DISH NETWORK CORPORATION CMN CLASS A (DISH)	4,250.000	$ 106,122 50
ECOLAB INC CMN (ECL)	437 000	$ 64,391 95
accrued income		$ 419.52
FACEBOOK, INC CMN CLASS A (FB)	1,106 000	$ 144,985.54
GENERAL ELECTRIC CO CMN (GE)	6,650 000	$ 50,340 50
accrued income		$ 66 50
GENERAL MOTORS COMPANY CMN (GM)	4,525 000	$ 151,361.25
HILTON WORLDWIDE HOLDINGS INC. CMN (HLT)	918 000	$ 65,912 40
LIBERTY BROADBAND CORP CMN CLASS C (LBRDK)	2,710 000	$ 195,201 30
MARRIOTT INTERNATIONAL, INC CMN CLASS A (MAR)	2,235.000	$ 242,631.60
MICROSOFT CORPORATION CMN (MSFT)	4,429.000	$ 449,853.53
MOHAWK INDUSTRIES INC COMMON STOCK (MHK)	1,131.000	$ 132,281.76
MORGAN STANLEY CMN (MS)	4,698 000	$ 186,275 70
NOBLE ENERGY INC CMN (NBL)	1,975 000	$ 37,051.00
ORACLE CORPORATION CMN (ORCL)	5,484.000	$ 247,602 60
TRIPADVISOR, INC CMN (TRIP)	2,475 000	$ 133,501.50
TWENTY-FIRST CENTURY FOX, INC. CMN CLASS B (FOX)	6,032 000	$ 288,208 96
UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK (UPS)	1,150.000	$ 112,159 50
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	1,100.000	$ 274,032.00
WELLS FARGO & CO (NEW) CMN (WFC)	7,329 000	$ 337,720 32
AERCAP HOLDINGS NV ORD CMN (AER)	1,935 000	$ 76,626 00
AON PLC CMN (AON)	1,195 000	$ 173,705 20

BARCLAYS PLC,AMER DEP SHS ADR CMN (BCS)	11,224 000	$	84,628 96
LIBERTY GLOBAL, PLC CMN CLASS C (LBTYK)	9,500.000	$	196,080.00
TOTAL		**$**	**5,814,669.61**

Acct#051-48222-2

GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	153,607 590	$	153,607.59
accrued income		$	9 94
SPDR S&P 500 ETF TRUST (SPY)	39,472.000	$	9,864,842 24
accrued income		$	56,659 25
CALL/SPY @ 261 EXP 02/15/2019 (SPY 190215C00261000)	-79.000	$	(25,003 50)
CALL/SPY @ 264 EXP 02/01/2019 (SPY 190201C00264000)	-79.000	$	(10,902.00)
CALL/SPY @ 278 EXP 01/11/2019 (SPY 190111C00278000)	-79 000	$	(118 50)
CALL/SPY @ 304 EXP 01/18/2019 (SPY 190118C00304000)	-78 000	$	(39.00)
TOTAL		**$**	**10,039,056.02**

Acct#051-78253-0

U S DOLLAR	-8,331 190	$	(8,331.19)
GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	142,185.240	$	142,185 24
accrued income		$	9.20
ACI WORLDWIDE INC CMN (ACIW)	4,132 000	$	114,332 44
B&G FOODS, INC. CMN (BGS)	1,628 000	$	47,065 48
accrued income		$	708.70
BANCFIRST CORP CMN (BANF)	526.000	$	26,247.40
accrued income		$	157.80
BGC PARTNERS, INC CMN CLASS A (BGCP)	10,187 000	$	52,666 79
CALAVO GROWERS INC CMN (CVGW)	476 000	$	34,728 96
CALLON PETROLEUM CO CMN (CPE)	5,701 000	$	36,999.49
CBIZ, INC CMN (CBZ)	4,407.000	$	86,817 90
COLUMBIA BKG SYS INC CMN (COLB)	2,665 000	$	96,712 85
COMMUNITY HEALTHCARE TRUST INC CMN (CHCT)	1,754.000	$	50,567 82
CTS CORPORATION CMN (CTS)	1,093 000	$	28,297 77
accrued income		$	46.16
DENNY'S CORPORATION CMN (DENN)	4,730 000	$	76,673 30
E Z CORP INCL CL-A NON VTG CMN CLASS A (EZPW)	1,613 000	$	12,468 49
EXTENDED STAY AMERICA INC CMN (STAY)	2,327 000	$	36,068 50
FB FINANCIAL CORP CMN (FBK)	1,560 000	$	54,631 20
FIRST MERCHANTS CORPORATION CMN (FRME)	2,136.000	$	73,200.72
GENESEE & WYOMING INC CMN CLASS A (GWR)	1,153 000	$	85,345 06
HEALTH INSURANCE INNOVATIONS I CMN (HIIQ)	928 000	$	24,805 44
HERITAGE FINANCIAL CORP CMN (HFWA)	1,410 000	$	41,905 20
HOSTESS BRANDS INC CMN (TWNK)	4,859 000	$	53,157 46
ITRON INC CMN (ITRI)	815 000	$	38,541.35
J2 GLOBAL INC. CMN (JCOM)	598 000	$	41,489 24
KAMAN CORP CMN (KAMN)	849 000	$	47,620 41
accrued income		$	169.80
KAR AUCTION SERVICES, INC CMN (KAR)	2,077 000	$	99,114 44
accrued income		$	707.70
LAKELAND BANCORP INC (DEL) CMN (LBAI)	3,346 000	$	49,554 26
LATTICE SEMICONDUCTOR CORP CMN (LSCC)	4,756 000	$	32,911.52
LIGAND PHARMACEUTICALS INCORPO CMN (LGND)	443 000	$	60,115 10
LITHIA MOTORS INC CL-A CMN CLASS A (LAD)	711 000	$	54,270 63
LIVENT CORPORATION CMN (LTHM)	1,838 000	$	25,364 40
MAGNOLIA OIL & GAS CORP CMN CLASS A (MGY)	1,388.000	$	15,559 48
MGP INGREDIENTS INC CMN (MGPI)	359 000	$	20,480 95
NEWMARK GROUP, INC. CMN CLASS A (NMRK)	3,168 000	$	25,407 36

NEXSTAR MEDIA GROUP INC CMN (NXST)	283.000	$	22,255 12
OXFORD IND INC CMN (OXM)	779.000	$	55,340 16
PACIFIC PREMIER BANCORP CMN (PPBI)	2,262 000	$	57,726 24
PACWEST BANCORP CMN (PACW)	1,296 000	$	43,130 88
SILGAN HOLDINGS INC CMN (SLGN)	2,712 000	$	64,057 44
SILICON MOTION TECHNOLOGY CORP SPONSORED ADR CMN (SIMO)	1,538 000	$	53,061 00
SIX FLAGS ENTERTAINMENT CORPOR CMN (SIX)	1,096.000	$	60,970.48
SOUTH STATE CORP CMN (SSB)	436 000	$	26,138 20
SPECTRUM BRANDS HOLDINGS INC CMN (SPB)	809 000	$	34,180.25
TELEDYNE TECHNOLOGIES INC CMN (TDY)	213 000	$	44,105 91
UNITED BANKSHARES INC W V CMN (UBSI)	711 000	$	22,119.21
accrued income		$	270 64
VALVOLINE INC CMN (VVV)	3,229.000	$	62,481 15
VERRA MOBILITY CORP CMN (VRRM)	4,921.000	$	48,028.96
VIPER ENERGY PARTNERS LP CMN (VNOM)	531.000	$	13,827 24
WENDY'S CO/THE CMN (WEN)	3,558 000	$	55,540 38
MEDICAL PROPERTIES TRUST INC CMN (MPW)	5,251.000	$	84,436 08
accrued income		$	1,312.75
ENERPLUS CORPORATION CMN (ERF)	4,733.000	$	36,728 08
accrued income		$	26 05
ORION ENGINEERED CARBONS S.A CMN (OEC)	2,180 000	$	55,110 40
TOTAL		**$**	**2,519,621.44**

Acct#051-78254-8

GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	467,254.170	$	467,254 17
accrued income		$	30 22
ABBVIE INC CMN (ABBV)	2,358 000	$	217,384 02
ACUITY BRANDS, INC CMN (AYI)	254 000	$	29,197 30
ARES CAPITAL CORPORATION MUTUAL FUND (ARCC)	14,370 000	$	223,884 60
AT&T INC CMN (T)	10,422 000	$	297,443 88
BERKSHIRE HATHAWAY INC. CLASS B (BRKB)	1,719.000	$	350,985.42
CITIGROUP INC. CMN (C)	2,169.000	$	112,918.14
ECOLAB INC CMN (ECL)	1,459 000	$	214,983 65
accrued income		$	671 14
ELECTRONIC ARTS CMN (EA)	2,210.000	$	174,391.10
ESTEE LAUDER COS INC CL-A CMN CLASS A (EL)	1,080 000	$	140,508 00
GENERAL DYNAMICS CORP CMN (GD)	1,106 000	$	173,874.26
KNIGHT-SWIFT TRANSPORTATION HO CMN (KNX)	6,036 000	$	151,322 52
KOSMOS ENERGY LTD CMN (KOS)	45,013 000	$	183,202 91
MASTERCARD INCORPORATED CMN CLASS A (MA)	968 000	$	182,613 20
MICROSOFT CORPORATION CMN (MSFT)	2,899 000	$	294,451.43
MOODY'S CORPORATION CMN (MCO)	879 000	$	123,095 16
ROPER TECHNOLOGIES INC CMN (ROP)	1,154 000	$	307,564 08
SHERWIN-WILLIAMS CO CMN (SHW)	837 000	$	329,326 02
SNAP-ON INC CMN (SNA)	1,846 000	$	268,205.34
TEXAS INSTRUMENTS INC CMN (TXN)	1,804 000	$	170,478 00
THERMO FISHER SCIENTIFIC INC CMN (TMO)	813 000	$	181,941.27
accrued income		$	138 21
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	1,326.000	$	330,333.12
WALT DISNEY COMPANY (THE) CMN (DIS)	2,152 000	$	235,966 80
accrued income		$	1,606 88
THE HOME DEPOT, INC. CMN (HD)	1,749 000	$	300,513 18

NEW RESIDENTIAL INVESTMENT COR CMN (NRZ)	9,297 000	$	132,110 37
accrued income		$	4,648 50
CAMECO CORPORATION CMN (CCJ)	19,936 000	$	226,273.60
TOTAL		**$**	**5,827,316.49**

Acct#021-91706-7

TOTAL 2019 BEGINNING OF THE YEAR FAIR MARKET VALUE **$30,228,091.07**

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2019 Form 990-PF
End of the year fair market value - Goldman Sachs

Description	Quantity	Value
Acct#020-57090-9		
ARTISAN DYNAMIC EQUITY (NON-US EQUITY) [SERIES]	18,415 810	$ 6,007,532 18
TOTAL		**$ 6,007,532.18**
Acct#020-53028-3		
GOLDMAN SACHS BANK USA DEPOSIT (BDA)	1,493,985 710	$ 1,493,985 71
accrued income		$ 64.83
GS FINANCE CORP. LINKED TO S&P 500 INDEX BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 02/11/2021 (SPXDI163)	500,000 000	$ 698,960 00
TOTAL		**$ 2,193,010.54**
Acct#020-67180-6		
U S DOLLAR	1,732 800	$ 1,732 80
GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	127,442 160	$ 127,442 16
accrued income		$ 5.53
ALPHABET INC. CMN CLASS C (GOOG)	793.000	$ 1,060,256 86
AMAZON COM INC CMN (AMZN)	344 000	$ 635,656.96
BERKSHIRE HATHAWAY INC CLASS B (BRKB)	3,940 000	$ 892,410 00
CITIGROUP INC CMN ©	13,848 000	$ 1,106,316.72
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	13,409 000	$ 603,002 73
DISH NETWORK CORPORATION CMN CLASS A (DISH)	4,250 000	$ 150,747 50
ECOLAB INC CMN (ECL)	437 000	$ 84,336 63
accrued income		$ 205 39
FACEBOOK, INC CMN CLASS A (FB)	2,458 000	$ 504,504 50
FISERV, INC CMN (FISV)	1,423.000	$ 164,541.49
FOX CORPORATION CMN CLASS B (FOX)	2,010 000	$ 73,164 00
GENERAL ELECTRIC CO CMN (GE)	49,610 000	$ 553,647 60
accrued income		$ 496 10
GENERAL MOTORS COMPANY CMN (GM)	7,425.000	$ 271,755 00
HILTON WORLDWIDE HOLDINGS INC CMN (HLT)	2,718 000	$ 301,453 38
LIBERTY BROADBAND CORPORATION CMN CLASS C (LBRDK)	5,385 000	$ 677,163 75
MARRIOTT INTERNATIONAL, INC. CMN CLASS A (MAR)	3,610 000	$ 546,662.30
MICROSOFT CORPORATION CMN (MSFT)	7,079 000	$ 1,116,358.30
MOHAWK INDUSTRIES INC COMMON STOCK (MHK)	1,706.000	$ 232,664 28
MORGAN STANLEY CMN (MS)	7,798.000	$ 398,633.76
NETFLIX, INC. CMN (NFLX)	716 000	$ 231,676.12
ORACLE CORPORATION CMN (ORCL)	5,734 000	$ 303,787.32
TRIPADVISOR, INC CMN (TRIP)	3,750 000	$ 113,925 00
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	1,275.000	$ 374,824.50
WALT DISNEY COMPANY (THE) CMN (DIS)	35.000	$ 5,062.05
accrued income		$ 30.80
WELLS FARGO & CO (NEW) CMN (WFC)	14,487 000	$ 779,400 60
WESTINGHOUSE AIR BRAKE TECHNOL CMN (WAB)	1,675.000	$ 130,315.00
AERCAP HOLDINGS NV ORD CMN (AER)	3,354 000	$ 206,170.38
AON PLC CMN (AON)	1,295.000	$ 269,735 55
LIBERTY GLOBAL, PLC. CMN CLASS C (LBTYK)	15,025.000	$ 327,469 88
TOTAL		**$ 12,245,554.94**

Acct#051-48222-2

GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	2,569,960 290	$	2,569,960 29
accrued income		$	111 51
SPDR S&P 500 ETF TRUST (SPY)	1,000 000	$	321,860 00
accrued income		$	1,569 99
CALL/SPY @ 315 EXP 01/17/2020 (SPY 200117C00315000)	-10 000	$	(8,880 00)
TOTAL		**$**	**2,884,621.79**

Acct#051-78253-0

U S DOLLAR	21,461.150	$	21,461 15
GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	127,665 740	$	127,665 74
accrued income		$	5.54
ACI WORLDWIDE, INC CMN (ACIW)	3,939.000	$	149,229 01
BANCFIRST CORP CMN (BANF)	526 000	$	32,843.44
accrued income		$	168 32
BGC PARTNERS, INC CMN CLASS A (BGCP)	13,348 000	$	79,287.12
CALAVO GROWERS, INC CMN (CVGW)	540 000	$	48,918 60
CBIZ, INC. CMN (CBZ)	4,297 000	$	115,847 12
CIRCOR INTERNATIONAL INC CMN (CIR)	833.000	$	38,517 92
CISION LTD CMN (CISN)	2,393 000	$	23,858 21
COLFAX CORPORATION CMN (CFX)	3,114 000	$	113,287 32
COLUMBIA BANKING SYSTEM, INC CMN (COLB)	2,252.000	$	91,622 62
DENNY'S CORPORATION CMN (DENN)	3,047 000	$	60,574 36
ESCO TECHNOLOGIES INC CMN (ESE)	385 000	$	35,612 50
accrued income		$	30 80
EXTENDED STAY AMERICA INC CMN (STAY)	3,081 000	$	45,783 66
FB FINANCIAL CORP CMN (FBK)	1,188 000	$	47,032 92
FIRST MERCHANTS CORPORATION CMN (FRME)	1,821 000	$	75,735 39
HOSTESS BRANDS INC CMN (TWNK)	4,891 000	$	71,115 14
IAA, INC CMN (IAA)	1,629.000	$	76,660 74
ITRON, INC CMN (ITRI)	864 000	$	72,532 80
J2 GLOBAL INC. CMN (JCOM)	819 000	$	76,748.49
KAMAN CORP CMN (KAMN)	680 000	$	44,825 60
accrued income		$	136 00
KAR AUCTION SERVICES, INC CMN (KAR)	3,711 000	$	80,862.69
accrued income		$	705 09
LIGAND PHARMACEUTICALS INCORPO CMN (LGND)	825 000	$	86,039 25
LITHIA MOTORS INC CL-A CMN CLASS A (LAD)	688.000	$	101,136 00
LIVENT CORPORATION CMN (LTHM)	3,125 000	$	26,718 75
MGP INGREDIENTS INC CMN (MGPI)	431 000	$	20,881 95
NEWMARK GROUP, INC. CMN CLASS A (NMRK)	2,500 000	$	33,637 50
NEXSTAR MEDIA GROUP INC CMN (NXST)	850 000	$	99,662 50
OXFORD IND INC CMN (OXM)	1,009.000	$	76,098 78
PACIFIC PREMIER BANCORP CMN (PPBI)	1,859 000	$	60,612 69
PACWEST BANCORP CMN (PACW)	2,555 000	$	97,779 85
PROVIDENCE SERVICE CORPORATION CMN (PRSC)	633 000	$	37,460.94
SILGAN HOLDINGS INC CMN (SLGN)	3,279 000	$	101,911 32
SILICON MOTION TECHNOLOGY CORP SPONSORED ADR CMN (SIMO)	2,108 000	$	106,896.68
SIX FLAGS ENTERTAINMENT CORPOR CMN (SIX)	2,079 000	$	93,783 69
TELEDYNE TECHNOLOGIES INCORPOR CMN (TDY)	153.000	$	53,020 62
THE HOWARD HUGHES CORP CMN (HHC)	627 000	$	79,503.60
TRINITY INDUSTRIES INC (DEL) CMN (TRN)	1,001 000	$	22,172 15
VERINT SYSTEMS INC CMN (VRNT)	140 000	$	7,750 40
VERRA MOBILITY CORPORATION CMN (VRRM)	4,496.000	$	62,899 04

VIPER ENERGY PARTNERS LP CMN (VNOM)	1,630.000	$	40,195 80
WENDY'S CO/THE CMN (WEN)	1,680 000	$	37,312 80
COMMUNITY HEALTHCARE TRUST INC CMN (CHCT)	1,915 000	$	82,076 90
MEDICAL PROPERTIES TRUST INC CMN (MPW)	6,094 000	$	128,644 34
accrued income		$	1,584.44
RATTLER MIDSTREAM LP CMN (RTLR)	2,358 000	$	41,948 82
ENERPLUS CORPORATION CMN (ERF)	5,926.000	$	42,252 38
accrued income		$	34 25
TOTAL		**$**	**3,073,083.73**

Acct#051-78254-8

GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	91,860 740	$	91,860 74
accrued income		$	3.99
ABBVIE INC CMN (ABBV)	5,066.000	$	448,543 64
ARES CAPITAL CORPORATION MUTUAL FUND (ARCC)	14,333 000	$	267,310 45
AT&T INC CMN (T)	5,965 000	$	233,112 20
BERKSHIRE HATHAWAY INC CLASS B (BRKB)	1,683 000	$	381,199 50
CHARLES SCHWAB CORPORATION CMN (SCHW)	9,253 000	$	440,072.68
CITIGROUP INC CMN ©	2,738 000	$	218,738 82
DOLLAR TREE STORES, INC. CMN (DLTR)	4,097 000	$	385,322 85
ELECTRONIC ARTS CMN (EA)	4,841.000	$	520,455 91
FACEBOOK, INC CMN CLASS A (FB)	1,888 000	$	387,512.00
FEDEX CORPORATION CMN (FDX)	1,575 000	$	238,155 75
accrued income		$	791.05
GENERAL DYNAMICS CORP. CMN (GD)	2,082 000	$	367,160 70
JOHNSON & JOHNSON CMN (JNJ)	1,594 000	$	232,516 78
KNIGHT-SWIFT TRANSPORTATION HO CMN (KNX)	7,409.000	$	265,538 56
KOSMOS ENERGY LTD CMN (KOS)	62,804 000	$	357,982 80
MASTERCARD INCORPORATED CMN CLASS A (MA)	978 000	$	292,021 02
MICROSOFT CORPORATION CMN (MSFT)	2,894 000	$	456,383 80
MOODY'S CORPORATION CMN (MCO)	491 000	$	116,568 31
PIONEER NATURAL RESOURCES CO CMN (PXD)	1,398 000	$	211,615 26
accrued income		$	615 12
QUALCOMM INC CMN (QCOM)	2,272 000	$	200,458 56
RAYTHEON COMPANY CMN (RTN)	1,070.000	$	235,121 80
ROPER TECHNOLOGIES INC CMN (ROP)	670 000	$	237,334.10
SHERWIN-WILLIAMS CO CMN (SHW)	724 000	$	422,482 96
TEXAS INSTRUMENTS INC CMN (TXN)	2,243 000	$	287,754 47
THERMO FISHER SCIENTIFIC INC CMN (TMO)	1,010 000	$	328,118 70
accrued income		$	191 90
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	1,263.000	$	371,296.74
VIRTU FINANCIAL, INC CMN CLASS A (VIRT)	8,463 000	$	135,323 37
WALT DISNEY COMPANY (THE) CMN (DIS)	3,073 000	$	444,447 99
accrued income		$	2,704 24
THE HOME DEPOT, INC CMN (HD)	1,696 000	$	370,372 48
CAMECO CORPORATION CMN (CCJ)	19,619 000	$	174,609.10
WHEATON PRECIOUS METALS CORP CMN (WPM)	8,402 000	$	249,959 50
TOTAL		**$**	**9,373,657.84**

Acct#021-91706-7

U S DOLLAR	727.230	$	727 23
GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	23,801 410	$	23,801 41
accrued income		$	1 03
3M COMPANY CMN (MMM)	265.000	$	46,751.30
ABBOTT LABORATORIES CMN (ABT)	460 000	$	39,955.60

ACTIVISION BLIZZARD, INC CMN (ATVI)	304 000	$	18,063 68
ADVANCE AUTO PARTS, INC. CMN (AAP)	56 000	$	8,968.96
accrued income		$	3 36
AES CORP CMN (AES)	394.000	$	7,840 60
AFLAC INCORPORATED CMN (AFL)	779 000	$	41,209 10
AGILENT TECHNOLOGIES, INC. CMN (A)	89.000	$	7,592 59
accrued income		$	16.02
AIR PRODUCTS & CHEMICALS INC CMN (APD)	84.000	$	19,739 16
accrued income		$	97.44
ALLSTATE CORPORATION COMMON STOCK (ALL)	349 000	$	39,245 05
ALLY FINANCIAL INC. CMN (ALLY)	572 000	$	17,480.32
ALTRIA GROUP, INC CMN (MO)	1,457 000	$	72,718 87
accrued income		$	1,223 88
AMCOR PLC CMN (AMCR)	398 000	$	4,314 32
AMDOCS LIMITED ORDINARY SHARES (DOX)	106.000	$	7,652 14
accrued income		$	30 21
AMEREN CORPORATION CMN (AEE)	122 000	$	9,369 60
AMERICAN ELECTRIC POWER INC CMN (AEP)	249 000	$	23,532.99
AMERICAN EXPRESS CO CMN (AXP)	383.000	$	47,679 67
AMERICAN INTL GROUP, INC. CMN (AIG)	1,247 000	$	64,008 51
AMERICAN WATER WORKS CO, INC CMN (AWK)	60.000	$	7,371.00
AMERISOURCEBERGEN CORPORATION (ABC)	83.000	$	7,056 66
AMETEK INC (NEW) CMN (AME)	106 000	$	10,572 44
AMGEN INC CMN (AMGN)	245 000	$	59,062 15
AMPHENOL CORP CL-A (NEW) CMN CLASS A (APH)	118.000	$	12,771 14
accrued income		$	29 50
ANTHEM, INC CMN (ANTM)	163 000	$	49,230 89
APPLE INC CMN (AAPL)	2,143 000	$	629,291.95
ARAMARK CMN (ARMK)	147 000	$	6,379 80
ARCH CAPITAL GROUP LTD. CMN (ACGL)	356.000	$	15,268.84
ARCHER-DANIELS-MIDLAND COMPANY CMN (ADM)	745 000	$	34,530 75
ARTHUR J GALLAGHER & CO CMN (AJG)	86.000	$	8,189 78
AT&T INC. CMN (T)	7,002 000	$	273,638 16
AUTOMATIC DATA PROCESSING INC CMN (ADP)	126 000	$	21,483 00
accrued income		$	114 66
AVANGRID, INC CMN (AGR)	54.000	$	2,762 64
accrued income		$	23 76
BALL CORPORATION CMN (BLL)	115.000	$	7,437.05
BAXTER INTERNATIONAL INC CMN (BAX)	157 000	$	13,128 34
accrued income		$	83 60
BECTON, DICKINSON AND COMPANY CMN (BDX)	99 000	$	26,925 03
BERKSHIRE HATHAWAY INC CLASS B (BRKB)	1,706 000	$	386,409.00
BLACK KNIGHT, INC CMN (BKI)	50.000	$	3,224.00
BOEING COMPANY CMN (BA)	4 000	$	1,303 04
BOSTON SCIENTIFIC CORP COMMON STOCK (BSX)	376 000	$	17,002 72
BRISTOL-MYERS SQUIBB COMPANY CMN (BMY)	1,006.000	$	64,575.14
BROADRIDGE FINANCIAL SOLUTIONS IN CMN (BR)	39 000	$	4,818 06
accrued income		$	21 06
BROWN FORMAN CORP CL B CMN CLASS B (BFB)	73.000	$	4,934.80
BUNGE LIMITED. ORD CMN (BG)	167.000	$	9,610.85
C.H ROBINSON WORLDWIDE, INC CMN (CHRW)	68 000	$	5,317 60
CADENCE DESIGN SYSTEMS INC CMN (CDNS)	78 000	$	5,410 08
CAMPBELL SOUP CO CMN (CPB)	73.000	$	3,607 66
CARDINAL HEALTH, INC CMN (CAH)	226 000	$	11,431.08
accrued income		$	108 73

CARMAX, INC CMN (KMX)	110.000	$	9,643 70
CARNIVAL CORPORATION CMN (CCL)	645 000	$	32,785 35
CBOE GLOBAL MARKETS, INC CMN (CBOE)	52 000	$	6,240 00
CDW CORPORATION CMN (CDW)	52.000	$	7,427.68
CELANESE CORPORATION COMMON STOCK (CE)	94 000	$	11,573 28
CENTENE CORPORATION CMN (CNC)	298 000	$	18,735 26
CENTERPOINT ENERGY, INC CMN (CNP)	326 000	$	8,890 02
CENTURYLINK INC CMN (CTL)	1,573 000	$	20,779.33
CERNER CORPORATION CMN (CERN)	105 000	$	7,705 95
accrued income		$	18.90
CHARTER COMMUNICATIONS, INC CMN (CHTR)	72 000	$	34,925 76
CHEVRON CORPORATION CMN (CVX)	1,340 000	$	161,483 40
CHIPOTLE MEXICAN GRILL, INC CMN (CMG)	5 000	$	4,185 55
CHURCH & DWIGHT CO., INC CMN (CHD)	84 000	$	5,908.56
CIGNA CORP CMN (CI)	283 000	$	57,870 67
CINCINNATI FINANCIAL CRP CMN (CINF)	89 000	$	9,358.35
accrued income		$	49.84
CINTAS CORPORATION CMN (CTAS)	28 000	$	7,534 24
CISCO SYSTEMS, INC CMN (CSCO)	2,440 000	$	117,022 40
CITIZENS FINANCIAL GROUP, INC CMN (CFG)	725.000	$	29,442.25
CITRIX SYSTEMS INC CMN (CTXS)	47.000	$	5,212 30
CLOROX CO (THE) (DELAWARE) CMN (CLX)	29 000	$	4,452 66
CME GROUP INC CMN CLASS A (CME)	164 000	$	32,918 08
accrued income		$	410 00
CMS ENERGY CORPORATION CMN (CMS)	132 000	$	8,294.88
CNA FINCL CORP CMN (CNA)	30 000	$	1,344 30
COCA-COLA COMPANY (THE) CMN (KO)	1,015.000	$	56,180 25
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (CTSH)	409 000	$	25,366.18
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	2,884 000	$	129,693 48
COMERICA INCORPORATED CMN (CMA)	196 000	$	14,063.00
accrued income		$	131 32
CONAGRA BRANDS INC CMN (CAG)	395.000	$	13,524.80
CONOCOPHILLIPS CMN (COP)	697 000	$	45,325 91
CONSOLIDATED EDISON INC CMN (ED)	205 000	$	18,546 35
CONSTELLATIONS BRANDS INC CMN CLASS A (STZ)	112 000	$	21,252.00
COOPER COMPANIES INC (NEW) CMN (COO)	15 000	$	4,819 35
COPART INC CMN (CPRT)	66 000	$	6,002.04
CORTEVA, INC CMN (CTVA)	347.000	$	10,257.32
COSTAR GROUP, INC. CMN (CSGP)	8.000	$	4,786.40
COSTCO WHOLESALE CORPORATION CMN (COST)	109.000	$	32,037.28
CUMMINS INC COMMON STOCK (CMI)	122.000	$	21,833 12
CVS HEALTH CORP CMN (CVS)	1,015 000	$	75,404 35
D R HORTON, INC CMN (DHI)	329 000	$	17,354 75
DANAHER CORPORATION CMN (DHR)	205.000	$	31,463 40
accrued income		$	34 85
DARDEN RESTAURANTS, INC CMN (DRI)	56 000	$	6,104.56
DEERE & COMPANY CMN (DE)	199.000	$	34,478 74
accrued income		$	151.24
DELTA AIR LINES, INC CMN (DAL)	686 000	$	40,117.28
DENTSPLY SIRONA INC CMN (XRAY)	107.000	$	6,055 13
accrued income		$	10 70
DISCOVER FINANCIAL SERVICES CMN (DFS)	302 000	$	25,615 64
DISCOVERY INC CMN (DISCK)	560 000	$	17,074 40
DISCOVERY INC - A CMN SERIES A (DISCA)	246 000	$	8,054.04
DOLLAR GENERAL CORPORATION CMN (DG)	115 000	$	17,937.70

DOLLAR TREE STORES, INC. CMN (DLTR)	145.000	$	13,637.25
DOMINION ENERGY INC CMN (D)	348 000	$	28,821 36
DOVER CORPORATION CMN (DOV)	77 000	$	8,875.02
DTE ENERGY COMPANY CMN (DTE)	101.000	$	13,116 87
accrued income		$	102 26
DUKE ENERGY CORPORATION CMN (DUK)	521.000	$	47,520 41
EBAY INC CMN (EBAY)	598 000	$	21,593 78
ECOLAB INC CMN (ECL)	67.000	$	12,930 33
accrued income		$	31 49
EDISON INTERNATIONAL CMN (EIX)	191 000	$	14,403 31
accrued income		$	121.76
EDWARDS LIFESCIENCES CORPORATI CMN (EW)	34.000	$	7,931 86
ELANCO ANIMAL HEALTH CINCORPORA CMN (ELAN)	204 000	$	6,007.80
ELECTRONIC ARTS CMN (EA)	126 000	$	13,546 26
ELI LILLY & CO CMN (LLY)	267.000	$	35,091.81
EMERSON ELECTRIC CO CMN (EMR)	328.000	$	25,013 28
ENTERGY CORPORATION CMN (ETR)	107 000	$	12,818 60
EQUIFAX INC CMN (EFX)	47 000	$	6,585 64
ESTEE LAUDER COS INC CL-A CMN CLASS A (EL)	82.000	$	16,936 28
EVEREST RE GROUP LTD CMN (RE)	52 000	$	14,395.68
EVERGY, INC. CMN (EVRG)	158 000	$	10,284 22
EVERSOURCE ENERGY CMN (ES)	167 000	$	14,206 69
EXELON CORPORATION CMN (EXC)	777.000	$	35,423 43
EXPEDIA GROUP INC CMN (EXPE)	77.000	$	8,326.78
EXPEDITORS INTERNATIONAL OF WA CMN (EXPD)	79 000	$	6,163 58
EXXON MOBIL CORPORATION CMN (XOM)	2,936 000	$	204,874 08
F5 NETWORKS, INC CMN (FFIV)	45 000	$	6,284.25
FASTENAL COMPANY CMN (FAST)	200 000	$	7,390 00
FIDELITY NATIONAL FINANCIAL, I CMN (FNF)	187.000	$	8,480.45
FIDELITY NATIONAL INFO SVCS INC CMN (FIS)	149 000	$	20,724 41
FIFTH THIRD BANCORP CMN (FITB)	810.000	$	24,899 40
accrued income		$	194 40
FIRST REPUBLIC BANK CMN SERIES (FRC)	124 000	$	14,563.80
FIRSTENERGY CORP CMN (FE)	215 000	$	10,449.00
FISERV, INC CMN (FISV)	138.000	$	15,956 94
FLEETCOR TECHNOLOGIES, INC CMN (FLT)	35 000	$	10,070 20
FORD MOTOR COMPANY CMN (F)	6,449.000	$	59,975 70
FORTIVE CORPORATION CMN (FTV)	179 000	$	13,673 81
FOX CORPORATION CMN (FOXA)	243 000	$	9,008.01
FOX CORPORATION CMN CLASS B (FOX)	197.000	$	3,894 80
FRANKLIN RESOURCES INC CMN (BEN)	306 000	$	7,949.88
accrued income		$	82.62
GARTNER, INC. CMN (IT)	24 000	$	3,698.40
GENERAL DYNAMICS CORP CMN (GD)	149 000	$	26,276 15
GENERAL ELECTRIC CO CMN (GE)	6,668 000	$	74,414.88
accrued income		$	66 68
GENERAL MILLS INC CMN (GIS)	316 000	$	16,924 96
GENERAL MOTORS COMPANY CMN (GM)	1,808 000	$	66,172 80
GENUINE PARTS CO. CMN (GPC)	88.000	$	9,348 24
GILEAD SCIENCES CMN (GILD)	841.000	$	54,648.18
GLOBE LIFE INC CMN (GL)	94 000	$	9,893 50
HARTFORD FINANCIAL SRVCS GROUP CMN (HIG)	358.000	$	21,755 66
HASBRO, INC CMN (HAS)	39 000	$	4,118 79
HEICO CORP CL-A CMN CLASS A (HEIA)	13.000	$	1,163.89
HEICO CORPORATION (NEW) CMN (HEI)	8.000	$	913 20

HENRY SCHEIN INC COMMON STOCK (HSIC)	70 000	$	4,670 40
HILTON WORLDWIDE HOLDINGS INC CMN (HLT)	30 000	$	3,327 30
HOLOGIC INCORPORATED CMN (HOLX)	94 000	$	4,907 74
HONEYWELL INTL INC CMN (HON)	338 000	$	59,826 00
HORMEL FOOD CORPORATION CMN (HRL)	136 000	$	6,134.96
HUMANA INC. CMN (HUM)	61 000	$	22,357 72
accrued income		$	33.55
HUNTINGTON BANCSHARES INCORPOR CMN (HBAN)	1,131.000	$	17,055 48
accrued income		$	169 65
HYATT HOTELS CORPORATION CMN CLASS A (H)	62 000	$	5,562 02
IAC/INTERACTIVECORP CMN (IAC)	20 000	$	4,982.20
IHS MARKIT LTD CMN (INFO)	230.000	$	17,330 50
ILLINOIS TOOL WORKS CMN (ITW)	107 000	$	19,220 41
accrued income		$	114 49
INTEL CORPORATION CMN (INTC)	3,615.000	$	216,357.75
INTERCONTINENTAL EXCHANGE INC CMN (ICE)	306 000	$	28,320 30
INTERNATIONAL PAPER CO CMN (IP)	344.000	$	15,841.20
INTERPUBLIC GROUP COS CMN (IPG)	266 000	$	6,144 60
INTL BUSINESS MACHINES CORP CMN (IBM)	656 000	$	87,930.24
INTL FLAVORS & FRAGRANCE CMN (IFF)	76.000	$	9,805.52
accrued income		$	57 00
IQVIA HOLDINGS INC CMN (IQV)	56 000	$	8,652 56
J B HUNT TRANS SVCS INC CMN (JBHT)	50 000	$	5,839 00
J M SMUCKER COMPANY (THE) CMN (SJM)	132 000	$	13,745 16
JACK HENRY & ASSOC INC CMN (JKHY)	20.000	$	2,913 40
JOHNSON & JOHNSON CMN (JNJ)	1,165 000	$	169,938 55
JPMORGAN CHASE & CO CMN (JPM)	2,957 000	$	412,205 80
JUNIPER NETWORKS, INC. CMN (JNPR)	328 000	$	8,078 64
KANSAS CITY SOUTHERN CMN (KSU)	71 000	$	10,874 36
accrued income		$	28 40
KELLOGG COMPANY CMN (K)	117 000	$	8,091 72
KEURIG DR PEPPER INC CMN (KDP)	242 000	$	7,005.90
KEYCORP CMN (KEY)	1,194.000	$	24,166 56
KINDER MORGAN INC CMN CLASS P (KMI)	1,279.000	$	27,076.43
KOHL'S CORP (WISCONSIN) CMN (KSS)	208 000	$	10,597 60
KROGER COMPANY CMN (KSS)	820 000	$	23,771 80
L3HARRIS TECHNOLOGIES INC CMN (LHX)	52 000	$	10,289 24
LABORATORY CORPORATION OF AMER CMN (LH)	58 000	$	9,811 86
LENNAR CORPORATION CMN CLASS A (LEN)	420.000	$	23,431 80
LIBERTY BROADBAND CORPORATION CMN CLASS A (LBRDA)	11 000	$	1,370 16
LIBERTY BROADBAND CORPORATION CMN CLASS C (LBRDK)	77 000	$	9,682 75
LIBERTY MEDIA CORPORATION SERIES A LIBERTY SIRIUSXM CMN (LSXMA)	78 000	$	3,770.52
LIBERTY MEDIA CORPORATION SERIES C LIBERTY SIRIUSXM CMN (LSXMK)	136 000	$	6,547 04
LKQ CORPORATION CMN (LKQ)	320 000	$	11,424 00
LOCKHEED MARTIN CORPORATION CMN (LMT)	17.000	$	6,619.46
LOEWS CORPORATION CMN (L)	382 000	$	20,051 18
LOWES COMPANIES INC CMN (LOW)	156 000	$	18,682 56
LULULEMON ATHLETICA INC. CMN (LULU)	30.000	$	6,950 10
M&T BANK CORPORATION CMN (MTB)	148 000	$	25,123 00
MARKEL CORPORATION CMN (MKL)	9 000	$	10,288.53
MARKETAXESS HOLDINGS INC CMN (MKTX)	5 000	$	1,895 55
MARRIOTT INTERNATIONAL, INC CMN CLASS A (MAR)	78 000	$	11,811 54
MARSH & MCLENNAN CO INC CMN (MMC)	201.000	$	22,393 41
MARTIN MARIETTA MATERIALS,INC CMN (MLM)	30 000	$	8,389 20
MAXIM INTEGRATED PRODUCTS INC CMN (MXIM)	77 000	$	4,736 27

MCCORMICK & CO NON VTG SHRS CMN (MKC)	47 000	$	7,977 31
accrued income		$	29 14
MCKESSON CORPORATION CMN (MCK)	133 000	$	18,396 56
MERCK & CO , INC. CMN (MRK)	951.000	$	86,493.45
accrued income		$	580 11
METLIFE, INC CMN (MET)	1,288 000	$	65,649.36
MICROSOFT CORPORATION CMN (MSFT)	2,307 000	$	363,813 90
MOHAWK INDUSTRIES INC COMMON STOCK (MHK)	81 000	$	11,046.78
MOLSON COORS BEVERAGE CO CMN CLASS B (TAP)	302 000	$	16,277 80
MONDELEZ INTERNATIONAL, INC CMN (MDLZ)	824 000	$	45,385 92
accrued income		$	234 84
MONSTER BEVERAGE CORPORATION CMN (MNST)	136 000	$	8,642 80
NASDAQ INC CMN (NDAQ)	69 000	$	7,389 90
NEWMONT CORP CMN (NEM)	367 000	$	15,946 15
NEWS CORPORATION CMN CLASS B (NWS)	88.000	$	1,276 88
NEXTERA ENERGY, INC CMN (NEE)	205 000	$	49,642 80
NICE CLASS-B CMN CLASS B (NKE)	492 000	$	49,844 52
NISOURCE INC. CMN (NI)	189 000	$	5,261.76
NORFOLK SOUTHERN CORP CMN (NSC)	184 000	$	35,719 92
NORTHERN TRUST CORP CMN (NTRS)	160 000	$	16,998 40
accrued income		$	112.00
NORTHROP GRUMMAN CORP CMN (NOC)	84.000	$	28,893 48
NUCOR CORPORATION CMN (NUE)	291 000	$	16,377 48
accrued income		$	117 13
O'REILLY AUTOMOTIVE, INC CMN (ORLY)	7 000	$	3,067 82
OCCIDENTAL PETROLEUM CORP CMN (OXY)	546 000	$	22,500 66
accrued income		$	431 34
OGE ENERGY CORP (HOLDING CO) CMN (OGE)	121 000	$	5,380.87
OLD DOMINION FREIGHT LINE, INC CMN (ODFL)	31 000	$	5,883 18
OMNICOM GROUP CMN (OMC)	126 000	$	10,208 52
accrued income		$	81.90
ONEOK INC CMN (OKE)	129 000	$	9,761 43
ORACLE CORPORATION CMN (ORCL)	1,488 000	$	78,834 24
PACCAR INC CMN (PCAR)	280.000	$	22,148.00
accrued income		$	644 00
PACKAGING CORP OF AMERICA COMMON STOCK (PKG)	53 000	$	5,935 47
accrued income		$	41 87
PALO ALTO NETWORKS INC CMN (PANW)	25.000	$	5,781 25
PAYCHEX, INC CMN (PAYX)	100 000	$	8,506 00
PEPSICO, INC. CMN (PEP)	461.000	$	63,004 87
PFIZER INC CMN (PFE)	2,957 000	$	115,855.26
PHILLIPS 66 CMN (PSX)	349.000	$	38,882 09
PINNACLE WEST CAPITAL CORP CMN (PNW)	70.000	$	6,295 10
PNC FINANCIAL SERVICES GROUP, CMN (PNC)	491.000	$	78,378.33
PPG INDUSTRIES, INC CMN (PPG)	114 000	$	15,217 86
PPL CORPORATION CMN (PPL)	564 000	$	20,236 32
accrued income		$	232 65
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	890 000	$	111,161 00
PUBLIC-SVC ENTERPRISE GROUP HOLDING CO (PEG)	304 000	$	17,951.20
QORVO, INC. CMN (QRVO)	113 000	$	13,133 99
QUALCOMM INC CMN (QCOM)	45 000	$	3,970.35
QUEST DIAGNOSTICS INCORPORATED CMN (DGX)	69 000	$	7,368 51
RAYTHEON COMPANY CMN (RTN)	175.000	$	38,454 50
REGENERON PHARMACEUTICAL INC CMN (REGN)	44 000	$	16,521.12
REGIONS FINANCIAL CORPORATION CMN (RF)	1,286 000	$	22,067 76

REPUBLIC SERVICES INC CMN (RSG)	121 000	$	10,845 23
accrued income		$	49 01
RESMED INC CMN (RMD)	28.000	$	4,339.16
ROLLINS INC CMN (ROL)	32 000	$	1,061 12
ROPER TECHNOLOGIES INC CMN (ROP)	42 000	$	14,877 66
ROSS STORES,INC CMN (ROST)	139 000	$	16,182 38
S&P GLOBAL INC CMN (SPGI)	11 000	$	3,003 55
SEI INVESTMENTS COMPANY CMN (SEIC)	52 000	$	3,404 96
accrued income		$	18 20
SEMPRA ENERGY CMN (SRE)	131 000	$	19,843.88
accrued income		$	126 74
SHERWIN-WILLIAMS CO CMN (SHW)	29 000	$	16,922.66
SNAP INC. CMN CLASS A (SNAP)	66.000	$	1,077 78
SNAP-ON INC CMN (SNA)	46 000	$	7,792 40
SOUTHWEST AIRLINES CO CMN (LUV)	460 000	$	24,830.80
accrued income		$	82.80
SPRINT CORPORATION CMN (S)	420 000	$	2,188 20
STARBUCKS CORP CMN (SBUX)	60 000	$	5,275.20
STRYKER CORPORATION CMN (SYK)	80 000	$	16,795.20
accrued income		$	46 00
SYNCHRONY FINANCIAL CMN (SYF)	846 000	$	30,464.46
SYNOPSYS INC. CMN (SNPS)	50 000	$	6,960 00
SYSCO CORPORATION CMN (SYY)	156 000	$	13,344.24
T-MOBILE US, INC CMN (TMUS)	175 000	$	13,723 50
TAKE TWO INTERACTIVE SOFTWARE INC (TTWO)	32 000	$	3,917 76
TARGET CORPORATION CMN (TGT)	259 000	$	33,206 39
TD AMERITRADE HOLDING CORP CMN (AMTD)	182.000	$	9,045 40
TELEFLEX INC CMN (TFX)	11 000	$	4,140.84
TESLA, INC CMN (TSLA)	28 000	$	11,713 24
TEXAS INSTRUMENTS INC CMN (TXN)	314 000	$	40,283.06
THE BANK OF NY MELLON CORP CMN (BK)	1,075 000	$	54,104 75
THE HERSHEY COMPANY CMN (HSY)	42 000	$	6,173 16
THE KRAFT HEINZ CO CMN (KHC)	1,023 000	$	32,868 99
THE PROGRESSIVE CORPORATION CMN (PGR)	332 000	$	24,033.48
THE SOUTHERN CO. CMN (SO)	533 000	$	33,952 10
THE TRAVELERS COMPANIES, INC CMN (TRV)	241 000	$	33,004 95
THERMO FISHER SCIENTIFIC INC CMN (TMO)	128 000	$	41,583 36
accrued income		$	24 32
TIFFANY & CO CMN (TIF)	60.000	$	8,019.00
accrued income		$	34.80
TJX COMPANIES INC (NEW) CMN (TJX)	513 000	$	31,323 78
TRACTOR SUPPLY COMPANY CMN (TSCO)	54 000	$	5,045 76
TRADEWEB MARKETS INC CMN (TW)	78 000	$	3,615.30
TRANSUNION CMN (TRU)	62 000	$	5,307 82
TRUIST FINANCIAL CORPORATION CMN (TFC)	794 000	$	44,718 08
TYSON FOODS INC CL-A CMN CLASS A (TSN)	310 000	$	28,222 40
U.S. BANCORP CMN (USB)	1,263 000	$	74,883.27
accrued income		$	530 46
ULTA BEAUTY INC CMN (ULTA)	34 000	$	8,606 76
UNION PACIFIC CORP CMN (UNP)	384 000	$	69,423 36
UNITED AIRLINES HOLDINGS INC CMN (UAL)	317.000	$	27,924 53
UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK (UPS)	117 000	$	13,696 02
UNITED TECHNOLOGIES CORPORATIO CMN (UTX)	540 000	$	80,870 40
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	430 000	$	126,411 40
UNIVERSAL HEALTH SVC CL B CMN CLASS B (UHS)	52 000	$	7,459 92

VAIL RESORTS, INC CMN (MTN)	11 000	$	2,638.13
accrued income		$	19 36
VALERO ENERGY CORPORATION CMN (VLO)	385 000	$	36,055 25
VARIAN MEDICAL SYSTEMS INC CMN (VAR)	33 000	$	4,686 33
VERISK ANALYTICS, INC. CMN (VRSK)	48.000	$	7,168 32
VERIZON COMMUNICATIONS, INC CMN (VZ)	2,471 000	$	151,719.40
VF CORP CMN (VFC)	113.000	$	11,261 58
VIACOMCBS INC CMN CLASS B (VIAC)	566 000	$	23,755.02
accrued income		$	135 84
VISA INC CMN CLASS A (V)	641 000	$	120,443 90
VISTRA ENERGY CORP CMN (VST)	353 000	$	8,115.47
VULCAN MATERIALS CO CMN (VMC)	56.000	$	8,063 44
W R. BERKLEY CORPORATION CMN (WRB)	82 000	$	5,666 20
W.W GRAINGER INC CMN (GWW)	25 000	$	8,463 00
WALGREENS BOOTS ALLIANCE, INC CMN (WBA)	861 000	$	50,764 56
WALMART INC CMN (WMT)	667 000	$	79,266.28
accrued income		$	959 83
WALT DISNEY COMPANY (THE) CMN (DIS)	579 000	$	83,740.77
accrued income		$	509 52
WASTE MANAGEMENT INC CMN (WM)	148 000	$	16,866.08
WATERS CORPORATION COMMON STOCK (WAT)	26 000	$	6,074 90
WEC ENERGY GROUP, INC. CMN (WEC)	136 000	$	12,543.28
WELLCARE HEALTH PLANS INC CMN (WCG)	22 000	$	7,264.62
WELLS FARGO & CO (NEW) CMN (WFC)	4,897 000	$	263,458 60
WESTINGHOUSE AIR BRAKE TECHNOL CMN (WAB)	69.000	$	5,368.20
XCEL ENERGY INC CMN (XEL)	246 000	$	15,618 54
accrued income		$	99 63
XILINX INCORPORATED CMN (XLNX)	75 000	$	7,332 75
XYLEM INC CMN (XYL)	81 000	$	6,381.99
ZAYO GROUP HOLDINGS, INC CMN (ZAYO)	64 000	$	2,217 60
ZIMMER BIOMET HOLDINGS INC (ZBH)	93.000	$	13,920 24
accrued income		$	22 32
ZOETIS INC. CMN CLASS A (ZTS)	85 000	$	11,249 75
AMERICAN TOWER CORPORATION CMN (AMT)	47.000	$	10,801.54
accrued income		$	47 47
AVALONBAY COMMUNITIES INC CMN (AVB)	48 000	$	10,065 60
accrued income		$	72 96
BOSTON PROPERTIES, INC COMMON STOCK (BXP)	46.000	$	6,341.56
accrued income		$	45 08
CROWN CASTLE INTL CORP CMN (CCI)	83.000	$	11,798 45
DUKE REALTY CORPORATION CMN (DRE)	145 000	$	5,027.15
EQUINIX, INC REIT (EQIX)	12.000	$	7,004 40
EQUITY RESIDENTIAL CMN (EQR)	108 000	$	8,739.36
accrued income		$	61 29
ESSEX PROPERTY TRUST INC CMN (ESS)	19.000	$	5,716 34
accrued income		$	37 05
EXTRA SPACE STORAGE INC CMN (EXR)	29 000	$	3,062 98
FEDERAL REALTY INVT TR SBI CMN (FRT)	27.000	$	3,475 71
accrued income		$	28.35
HEALTHPEAK PROPERTIES INC CMN (PEAK)	158.000	$	5,446.26
INVITATION HOMESE INC CMN (INVH)	193 000	$	5,784 21
IRON MOUNTAIN INCORPORATED CMN (IRM)	96 000	$	3,059.52
accrued income		$	59 38
MID-AMERICA APT CMNTYS INC CMN (MAA)	47 000	$	6,197.42
PROLOGIS INC CMN (PLD)	219 000	$	19,521 66

REALTY INCOME CORPORATION CMN (O)	113 000	$	8,320 19
accrued income		$	25 71
REGENCY CENTERS CORPORATION CMN (REG)	91.000	$	5,741 19
SUN COMMUNITIES INC CMN (SUI)	23 000	$	3,452 30
accrued income		$	17.25
UDR INC CMN (UDR)	61.000	$	2,848 70
VEREIT, INC CMN (VER)	612 000	$	5,654.88
accrued income		$	84 15
WELLTOWER INC CMN (WELL)	141 000	$	11,530.98
WEYERHAEUSER COMPANY CMN (WY)	285 000	$	8,607 00
ALEXANDRIA REAL ESTATE EQUITIES, INC. (ARE)	48 000	$	7,755 84
accrued income		$	49 44
DIGITAL REALTY TRUST, INC CMN (DLR)	63 000	$	7,543 62
accrued income		$	68.04
HOST HOTELS & RESORTS INC CMN (HST)	418 000	$	7,753 90
accrued income		$	104 50
KIMCO REALTY CORPORATION CMN (KIM)	287 000	$	5,943.77
accrued income		$	80 36
PUBLIC STORAGE CMN (PSA)	26.000	$	5,536 96
SIMON PROPERTY GROUP INC CMN (SPG)	57 000	$	8,490.72
VENTAS, INC CMN (VTR)	128 000	$	7,390 72
accrued income		$	101 44
ACCENTURE PLC CMN CLASS A (ACN)	196 000	$	41,271 72
ALLERGAN PUBLIC LIMITED COMPAN CMN (AGN)	380 000	$	72,644 60
AON PLC CMN (AON)	96.000	$	19,995 84
CHUBB LIMITED CMN (CB)	448 000	$	69,735 68
accrued income		$	336.00
EATON CORP PLC CMN (ETN)	342.000	$	32,394 24
GARMIN LTD CMN (GRMN)	71 000	$	6,926 76
INGERSOLL-RAND PLC CMN (IR)	135 000	$	17,944.20
JOHNSON CONTROLS INTERNATIONAL CMN (JCI)	751.000	$	30,573 21
accrued income		$	156 21
LIBERTY GLOBAL, PLC CMN CLASS A (LBTYA)	37 000	$	841 38
LIBERTY GLOBAL, PLC CMN CLASS C (LBTYK)	91 000	$	1,983 35
LINDE PLC CMN (LIN)	316 000	$	67,276 40
MEDTRONIC PUBLIC LIMITED COMPA CMN (MDT)	593 000	$	67,275 85
accrued income		$	256 18
TE CONNECTIVITY LTD CMN (TEL)	215.000	$	20,605 60
WILLIS TOWERS WATSON PLC CMN (WLTW)	76 000	$	15,347 44
accrued income		$	39 52
TOTAL			**$ 10,375,588.32**

TOTAL 2019 END OF THE YEAR FAIR MARKET VALUE **$ 46,153,049.34**

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2019 Form 990-PF

END OF YEAR BOOK VALUE

	Savings	Stock	Bonds	Other Assets	Account Total
Goldman Sachs, Acct#020-57090-9	$ -	$ 3,500,000 00	$ -	$ -	$ 3,500,000 00
Goldman Sachs, Acct#051-78254-8	$ 91,860 74	$ 8,377,929 53	$ -	$ -	$ 8,469,790 27
Goldman Sachs, Acct#051-78253-0	$ 149,126 89	$ 2,705,465.16	$ -	$ -	$ 2,854,592 05
Goldman Sachs, Acct#020-53028-3	$ 1,493,985 71	$ 500,000 00	$ -	$ -	$ 1,993,985 71
Goldman Sachs, Acct#021-91706-7	$ 24,528.64	$ 7,957,664 17	$ -	$ -	$ 7,982,192 81
Goldman Sachs, Acct#020-67180-6	$ 129,174 96	$ 9,268,446 81	$ -	$ -	$ 9,397,621 77
Goldman Sachs, Acct#051-48222-2	$ 2,569,960 29	$ 271,125 54	$ -	$ -	$ 2,841,085 83
	$ 4,458,637.23	**$ 32,580,631.21**	**$ -**	**$ -**	**$ 37,039,268.44**

END OF YEAR FAIR MARKET VALUE

	Savings	Stock	Bonds	Other Assets	Account Total
Goldman Sachs, Acct#020-57090-9	$ -	$ 6,007,532 18	$ -	$ -	$ 6,007,532 18
Goldman Sachs, Acct#051-78254-8	$ 96,167 04	$ 9,277,490 80	$ -	$ -	$ 9,373,657 84
Goldman Sachs, Acct#051-78253-0	$ 151,791 33	$ 2,921,292 40	$ -	$ -	$ 3,073,083 73
Goldman Sachs, Acct#020-53028-3	$ 1,494,050 54	$ 698,960.00	$ -	$ -	$ 2,193,010 54
Goldman Sachs, Acct#021-91706-7	$ 34,925 23	$ 10,340,663 09	$ -	$ -	$ 10,375,588 32
Goldman Sachs, Acct#020-67180-6	$ 129,912 78	$ 12,115,642 16	$ -	$ -	$ 12,245,554 94
Goldman Sachs, Acct#051-48222-2	$ 2,571,641 79	$ 312,980 00			$ 2,884,621 79
	$ 4,478,488.71	**$ 41,674,560.63**	**$ -**	**$ -**	**$ 46,153,049.34**

The Lesley Waldheim Charitable Foundation
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2019 Form 990-PF
Interest and Dividends

	Pt 1, Ln 3 (Int)	Pt 1, Ln 4 (Div)	Pt 1, Ln 11 (Other)	
Goldman Sachs, Acct#020-57090-9	$16 09	$0 00	$0.00	
Goldman Sachs, Acct#051-78254-8	$6,992 64	$144,335 66	$15,466.39	*
Goldman Sachs, Acct#051-78253-0	$3,140 87	$46,487 84	$21,386 04	**
Goldman Sachs, Acct#020-53028-3	$31,020 61	$0 00	$0.00	
Goldman Sachs, Acct#021-91706-7	$19 19	$5,705 78	$511.23	***
Goldman Sachs, Acct#020-67180-6	$8,024 51	$128,727 03	$0 00	
Goldman Sachs, Acct#051-48222-2	$7,619 79	$73,636 20	$6,585 54	****
TOTALS	**$56,833.70**	**$398,892.51**	**$43,949.20**	

* Nondividend distribution ($1,228 61)
Section 199A dividends ($14,237.78)

** Nondividend distribution ($12,512 09)
Section 199A dividends ($8,873 95)

*** Nondividend distribution ($26 61)
Section 199A dividends ($484.62)

****Substitute payments in lieu of dividends or interest

The Lesley Waldheim Charitable Foundation
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2019 Form 990-PF
Gain and Loss

	Gross Sale	Cost Basis	Gain/Loss	
Long Term Capital Gain/Loss				
Goldman Sachs, Acct#020-57090-9	$0 00	$0.00	$0 00	
Goldman Sachs, Acct#020-53028-3	$250,000 00	$250,000 00	$0 00	
Goldman Sachs, Acct#051-78253-0	$415,719 00	$459,318 73	($43,599 73)	*
Goldman Sachs, Acct#051-78254-8	$913,565 10	$742,900 07	$170,665 03	
Goldman Sachs, Acct#021-91706-7	$6,755,561 55	$2,481,117 88	$4,274,443 67	**
Goldman Sachs, Acct#020-67180-6	$373,186 82	$304,603 71	$68,583 11	***
Goldman Sachs, Acct#051-48222-2	$4,582,606 44	$4,311,050 25	$271,556 19	
TOTALS	$13,290,638.91	$8,548,990.64	$4,741,648 27	
Disallowed Loss			$0 00	
			$4,741,648 27	
Short Term Capital Gain/Loss				
Goldman Sachs, Acct#020-57090-9	$0 00	$0 00	$0 00	
Goldman Sachs, Acct#020-53028-3	$0 00	$0 00	$0 00	
Goldman Sachs, Acct#051-78253-0	$621,086 93	$715,939 64	($94,852 71)	
Goldman Sachs, Acct#051-78254-8	$1,525,690 42	$1,546,174 25	($20,483 83)	
Goldman Sachs, Acct#021-91706-7	$0 00	$0 00	$0 00	
Goldman Sachs, Acct#020-67180-6	$4,587,912 62	$4,460,974 45	$126,938 17	
Goldman Sachs, Acct#051-48222-2	$18,085,291 26	$18,222,794 40	($137,503 14)	
TOTALS	$24,819,981.23	$24,945,882 74	($125,901 51)	
Disallowed Loss			$0 00	
			($125,901 51)	
TOTAL GROSS SALES	$38,110,620.14			
TOTAL COST BASIS		$33,494,873 38		
GAIN/LOSS			$4,615,746.76	
Capital Gain Distributions			$4,552 29	
TOTAL GAIN/LOSS			$4,620,299 05	

** Includes noncovered securities, proceeds totaling $6 85

** Includes noncovered securities, proceeds totaling $370,903 45, basis $96,935 04.

*** Includes noncovered securities, proceeds totaling $91 81

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Attorney Fees (Part 1, Line 16a)

January	Lewis Rice LLC	$	-
February	Lewis Rice LLC	$	-
March	Lewis Rice LLC	$	-
April	Lewis Rice LLC	$	-
May	Lewis Rice LLC	$	2,291 00
June	Lewis Rice LLC	$	8,084 50
July	Lewis Rice LLC	$	-
August	Lewis Rice LLC	$	1,325 00
September	Lewis Rice LLC	$	6,813 00
October	Lewis Rice LLC	$	1,908 50
November	Lewis Rice LLC	$	2,593.50
December	Lewis Rice LLC	$	11,145 50
		$	34,161 00

Investment Management Fees (Part 1, Line 16c)

Goldman Sachs, Acct#020-57090-9	$	-
Goldman Sachs, Acct#020-53028-3	$	141,327 71
Goldman Sachs, Acct#051-78253-0	$	35,979 03
Goldman Sachs, Acct#051-78254-8	$	98,249 80
Goldman Sachs, Acct#021-91706-7	$	-
Goldman Sachs, Acct#020-67180-6	$	128,787 03
Goldman Sachs, Acct#051-48222-2	$	-
	$	404,343 57

ADR Fees (Part 1, Line 16c)

Goldman Sachs, Acct#020-57090-9	$	-
Goldman Sachs, Acct#020-53028-3	$	-
Goldman Sachs, Acct#051-78253-0	$	38 52
Goldman Sachs, Acct#051-78254-8	$	-
Goldman Sachs, Acct#021-91706-7	$	-
Goldman Sachs, Acct#020-67180-6	$	-
Goldman Sachs, Acct#051-48222-2	$	-
	$	38 52

Taxes (Part 1, Line 18)

Goldman Sachs, Acct#020-57090-9	$	-
Goldman Sachs, Acct#020-53028-3	$	-
Goldman Sachs, Acct#051-78253-0	$	44 70
Goldman Sachs, Acct#051-78254-8	$	151 45
Goldman Sachs, Acct#021-91706-7	$	-
Goldman Sachs, Acct#020-67180-6	$	-
Goldman Sachs, Acct#051-48222-2	$	-
Taxes paid with 2018 Form 990-PF		
	$	196 15