

EXTENDED TO MARCH 15, 2021

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

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2019 or tax year beginning

MAY 1, 2019

, and ending

APR 30, 2020

Name of foundation

RICHARD & SUSAN SMITH FAMILY FOUNDATION

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

ONE NEWTON EXECUTIVE PARK

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

NEWTON, MA 02462

G Check all that apply:

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

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

\$ 307,323,796.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

23-7090011

B Telephone number

857-404-0700

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	149,692.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	2,043,339.	2,038,072.		STATEMENT 2
4 Dividends and interest from securities	3,222,792.	3,211,257.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	9,228,515.			STATEMENT 1
b Gross sales price for all assets on line 6a	23,533,131.			
7 Capital gain net income (from Part IV, line 2)		8,523,587.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,098,031.	983,848.		STATEMENT 4
12 Total. Add lines 1 through 11	15,742,369.	14,756,764.		
13 Compensation of officers, directors, trustees, etc.	829,318.	0.		829,318.
14 Other employee salaries and wages	84,210.	0.		84,210.
15 Pension plans, employee benefits	225,182.	0.		225,182.
16a Legal fees STMT 5	26,229.	0.		26,229.
b Accounting fees STMT 6	51,957.	25,979.		25,978.
c Other professional fees STMT 7	4,634,431.	4,311,878.		0.
17 Interest				
18 Taxes STMT 8	141,210.	90,409.		50,556.
19 Depreciation and depletion	740.	0.		
20 Occupancy	197,125.	0.		197,125.
21 Travel, conferences, and meetings	6,812.	0.		6,812.
22 Printing and publications				
23 Other expenses STMT 9	254,107.	0.		254,107.
24 Total operating and administrative expenses. Add lines 13 through 23	6,451,321.	4,428,266.		1,699,517.
25 Contributions, gifts, grants paid	14,138,470.			14,138,470.
26 Total expenses and disbursements. Add lines 24 and 25	20,589,791.	4,428,266.		15,837,987.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-4,847,422.			
b Net investment income (if negative, enter -0-)		10,328,498.		
c Adjusted net income (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	21,841,201.	8,994,182.	8,994,182.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 13	251,279,373.	265,268,455.	297,646,792.
14 Land, buildings, and equipment basis ▶	139,974.			
Less: accumulated depreciation	STMT 12 ▶	124,389.	16,325.	15,585.
15 Other assets (describe ▶)		667,237.	667,237.	667,237.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		273,804,136.	274,945,459.	307,323,796.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ LINE OF CREDIT)		0.	6,500,000.
23 Total liabilities (add lines 17 through 22)		0.	6,500,000.	
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	273,804,136.	268,445,459.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
29 Total net assets or fund balances	273,804,136.	268,445,459.		
30 Total liabilities and net assets/fund balances	273,804,136.	274,945,459.		

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	273,804,136.
2 Enter amount from Part I, line 27a	2	-4,847,422.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	2,791.
4 Add lines 1, 2, and 3	4	268,959,505.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	514,046.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	268,445,459.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a K-1S - SEE STATEMENT 1.1	P	VARIOUS	VARIOUS
b OTHER ENTITY - SEE STATEMENT 1.2	P	VARIOUS	VARIOUS
c OFFSHORE FUNDS - SEE STATEMENT 1.3	P	VARIOUS	VARIOUS
d CHESTNUT HEDGE FUND - SEE STATEMENT 1.4	P	VARIOUS	VARIOUS
e			

(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 8,363,027.		662,892.	7,700,135.
b 14,527,908.		14,304,616.	223,292.
c 15,433.			15,433.
d 626,763.		42,036.	584,727.
e			

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			7,700,135.
b			223,292.
c			15,433.
d			584,727.
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	8,523,587.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	15,582,910.	304,911,102.	.051106
2017	15,702,145.	284,442,577.	.055203
2016	13,956,973.	268,928,559.	.051898
2015	15,957,741.	268,611,904.	.059408
2014	15,355,562.	280,412,511.	.054761

2 Total of line 1, column (d)	2	.272376
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	.054475
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	322,946,347.
5 Multiply line 4 by line 3	5	17,592,502.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	103,285.
7 Add lines 5 and 6	7	17,695,787.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	15,837,987.

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		1 206,570.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)		2 0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		3 206,570.
3 Add lines 1 and 2		4 0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		5 206,570.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6 Credits/Payments:		
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a 466,110.	
b Exempt foreign organizations - tax withheld at source	6b 0.	
c Tax paid with application for extension of time to file (Form 8868)	6c 400,000.	
d Backup withholding erroneously withheld	6d 0.	
7 Total credits and payments. Add lines 6a through 6d	7 866,110.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8 0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 659,540.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax ☒ 659,540. Refunded ☐	11 0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☐ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>DAVID RUBINSTEIN - GRANT ADMINISTRATOR</u> Telephone no. ► <u>857-404-0700</u> Located at ► <u>ONE NEWTON EXECUTIVE PARK, SUITE 104, NEWTON, MA</u> ZIP+4 ► <u>02462</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

Organizations relying on a current notice regarding disaster assistance, check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**8** Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		829,318.	225,746.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID RUBINSTEIN - ONE NEWTON EXECUTIVE PARK, STE 104, NEWTON, MA	OFFICE AND GRANTS ADMINISTRATOR 40.00	84,000.	32,426.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES LLC		
100 SUMMER STREET, BOSTON, MA 02110	INVESTMENT ADVISOR	460,131.
GOULSTON & STORRS		
400 ATLANTIC AVENUE, BOSTON, MA 02116	INVESTMENT AND LEGAL ADVISOR	284,028.
JPM GREATHILL & CO		
50 ROWES WHARF, 4TH FLOOR, BOSTON, MA 02110	INVESTMENT ADVISOR	70,901.
DELOITTE TAX LLP		
200 BERKELEY STREET, BOSTON, MA 02116	ACCOUNTING	51,957.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 315,712,252.
b	Average of monthly cash balances	1b 12,152,060.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 327,864,312.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 327,864,312.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 4,917,965.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 322,946,347.
6	Minimum investment return. Enter 5% of line 5	6 16,147,317.

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 16,147,317.
2a	Tax on investment income for 2019 from Part VI, line 5	2a 206,570.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 206,570.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 15,940,747.
4	Recoveries of amounts treated as qualifying distributions	4 1,253.
5	Add lines 3 and 4	5 15,942,000.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 15,942,000.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 15,837,987.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4 15,837,987.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 15,837,987.

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				15,942,000.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	2,053,340.			
b From 2015	3,345,493.			
c From 2016	940,415.			
d From 2017	1,764,775.			
e From 2018	602,334.			
f Total of lines 3a through e	8,706,357.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 15,837,987.				
a Applied to 2018, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				15,837,987.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)	104,013.			104,013.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	8,602,344.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	1,949,327.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	6,653,017.			
10 Analysis of line 9:				
a Excess from 2015	3,345,493.			
b Excess from 2016	940,415.			
c Excess from 2017	1,764,775.			
d Excess from 2018	602,334.			
e Excess from 2019				

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT	NONE			14,138,470.
Total			3a	14,138,470.
b Approved for future payment				
NONE				
Total			3b	0.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
K-1S - SEE STATEMENT 1.1				PURCHASED	VARIOUS	VARIOUS
	8,363,027.	0.	0.	0.	8,363,027.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	DATE SOLD
OTHER ENTITY - SEE STATEMENT 1.2				PURCHASED	VARIOUS	VARIOUS
	14,527,908.	14,304,616.	0.	0.	223,292.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	DATE SOLD
OFFSHORE FUNDS - SEE STATEMENT 1.3				PURCHASED	VARIOUS	VARIOUS
	15,433.	0.	0.	0.	15,433.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	DATE SOLD
CHESTNUT HEDGE FUND - SEE STATEMENT 1.4				PURCHASED	VARIOUS	VARIOUS
	626,763.	0.	0.	0.	626,763.	

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

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

9,228,515.

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

Name of the Payee	Relationship	Address	Foundation Status of Recipient	Purpose of grant or contribution	Amount
Beth Israel Deaconess Medical Center	NONE	330 Brookline Avenue Boston, MA 02215	Public Charity	Health	25,000.00
Boston Children's Hospital	NONE	401 Park Drive, Suite 602, Boston, MA 02215	Public Charity	Health	275,000.00
Boston College	NONE	140 Commonwealth Avenue, Chestnut Hill MA 02467	Public Charity	Medical Research	100,000.00
Boston Foundation (Civic Leadership Fund)	NONE	75 Arlington St # 1000, Boston, MA 02116	Public Charity	Other	30,000.00
Boston Medical Center	NONE	One Boston Medical Center Place, Boston, MA 02118	Public Charity	Health	875,000.00
Boston Parks and Recreation Department	NONE	1010 Massachusetts Avenue, 3rd Floor, Boston, Massachusetts 02118	Public Charity	Cultural Vitality	500,000.00
Boston Symphony Orchestra	NONE	Symphony Hall, Boston, MA 02115	Public Charity	Cultural Vitality	25,000.00
Boston University	NONE	681 Commonwealth Avenue Boston, MA 02215	Public Charity	Medical Research	100,000.00
Boys & Girls Club of Greater Lowell	NONE	657 Middlesex Street, Lowell MA 01851	Public Charity	Youth Development	40,480.00
Boys & Girls Clubs of Metro South	NONE	233 Warren Avenue Brockton, MA 02301	Public Charity	Youth Development	44,184.00
Brandeis University	NONE	415 South Street, Waltham, MA 02453-2728	Public Charity	Medical Research	250,000.00
Bingham and Women's Hospital	NONE	116 Huntington Avenue, Third Fl, Boston MA 02116	Public Charity	Health	525,000.00
Broad Institute	NONE	415 Main Street, Cambridge, MA 02142	Public Charity	Medical Research	600,000.00
Brockton Neighborhood Health Center	NONE	63 Main Street, Brockton, MA 02301	Public Charity	Health	202,500.00
Brooke Charter Schools	NONE	190 Cummins Highway, Roslindale, MA 02131	Public Charity	Education	375,000.00
Budget Buddies	NONE	114 Tumble Road, Suite 2D Chelmsford, MA 01824	Public Charity	Economic Mobility	20,000.00
Bunker Hill Community College Foundation	NONE	250 Rutherford Ave Boston, MA 02129	Public Charity	Education	784,730.00
Buzzards Bay Coalition	NONE	114 Front Street, New Bedford, MA 02740-7284	Public Charity	Environment	25,000.00
Cape Cod Healthcare (Fairmouth Hospital)	NONE	PO Box 370, Hyannis MA 02601	Public Charity	Health	15,000.00
Cape's Closet	NONE	19 School Street, Duxbury, MA 01928	Public Charity	Human Services	50,000.00
Center for the Study of Social Policy	NONE	1575 Eye Street, NW Suite 500, Washington, DC 20005	Public Charity	Health	7,500.00
Codman Square Health Center	NONE	637 Washington Street, Dorchester MA 02124	Public Charity	Health	7,500.00
Combined Jewish Philanthropies	NONE	126 High Street, Boston, MA 02110-2700	Public Charity	Jewish Causes	1,500,000.00
Community Services	NONE	179 Amory Street, Jamaica Plain, MA 02130	Public Charity	Human Services	500,000.00
Community Teamwork	NONE	155 Mammack Street, Lowell MA 01852	Public Charity	Human Services	50,000.00
Dana-Farber Cancer Institute	NONE	10 Brookline Place, 6th Floor, Brookline, MA 02445	Public Charity	Health	125,000.00
Do-It-Yourself Health	NONE	1353 Dorchester Avenue, Dorchester, MA 02168	Public Charity	Health	160,000.00
Harvard SDF Fellowship	NONE	50 Church Street, 4th Floor, Cambridge, MA 02138	Public Charity	Education	57,000.00
Commonwealth of Massachusetts Early College Fellowship Expendable Trust	NONE	75 Pleasant St, Malden, MA 02148	Government	Education	122,500.00
East Boston Ecumenical Community Council	NONE	282 Meridian Street, Boston, MA 02128	Public Charity	Human Services	18,840.00
Economic Mobility Pathways (EMPath)	NONE	308 Congress Street, 5th Floor, Boston, MA 02210	Public Charity	Economic Mobility	50,000.00
Essex North Shore Agricultural and Technical School (Essex Tech)	NONE	565 Maple Street, Hethorne, MA 01937	Public Charity	Education	180,000.00
Express Yourself	NONE	100 Cummings Center, Suite 185E, Beverly MA 01915	Public Charity	Youth Development	23,720.00
Family and Community Resources	NONE	18 Newton Street, Brockton, MA 02301	Public Charity	Human Services	18,300.00
Fathers' Uplift	NONE	12 Southern Ave, Dorchester MA 02124	Public Charity	Human Services	30,530.00
Framingham State University	NONE	100 State St, Framingham, MA 01701	Public Charity	Education	200,000.00
Future Chiefs	NONE	PO Box 190478, Boston, MA 02119	Public Charity	Youth Development	27,500.00
Gail Lahav	NONE	210 Longwood Ave, Boston, MA 02115	Public Charity	Medical Research	65,000.00
Girls Inc. of Lynn	NONE	50 High Street, Lynn, MA 01902	Public Charity	Youth Development	26,500.00
Greater Lawrence Technical School	NONE	57 River Road, Andover, MA 01810	Public Charity	Education	100,000.00
Greater New Bedford Community Health Center	NONE	874 Purchase Street, New Bedford MA 02740	Public Charity	Health	165,000.00
Health Care For All	NONE	One Federal Street, Boston MA 02110	Public Charity	Health	85,000.00
HMS MEDscience	NONE	1542 Tremont Street, Roxbury Crossing MA 02120	Public Charity	Youth Development	50,000.00
JFF	NONE	88 Broad Street, 8th floor, Boston, MA 02110	Public Charity	Education	200,000.00
Joslin Diabetes Center	NONE	One Joslin Place Boston, MA 02215	Public Charity	Health	25,000.00
Little Sisters of the Poor	NONE	180 Highland Avenue, Somerville, MA 02143	Public Charity	Human Services	35,684.00
Lowell Community Health Center	NONE	161 Jackson Street, Lowell MA 01854	Public Charity	Health	7,500.00
Lowell House	NONE	101 Jackson Street, Lowell, MA 01852	Public Charity	Human Services	25,000.00
Lowell Public Schools	NONE	155 Merrimack Street, 4th Floor Lowell MA 01852	Public Charity	Education	200,000.00
Lynn Shelter Association	NONE	91 Liberty Street, Lynn, MA 01901	Public Charity	Human Services	38,670.00
MAB Community Services	NONE	200 Ivy Street, Brookline, MA 02446	Public Charity	Human Services	24,776.00
Massachusetts Children's Alliance	NONE	11 Beacon Street, Suite 321 Boston, MA 02108	Public Charity	Human Services	12,314.00
Massachusetts General Hospital	NONE	55 Fruit Street, Boston, MA 02114	Public Charity	Medical Research	100,000.00
Massachusetts Institute of Technology	NONE	77 Massachusetts Avenue, Cambridge, MA 02138	Public Charity	Medical Research	250,000.00
MassINC	NONE	11 Beacon Street, Boston, MA 02108	Public Charity	Education	100,000.00
Metropolitan Council for Educational Opportunity (METCO)	NONE	40 Dimock Street, Roxbury MA 02119	Public Charity	Education	41,118.00
Museum of Fine Arts	NONE	465 Huntington Avenue, Boston, MA 02115-5597	Public Charity	Cultural Vitality	25,000.00
Museum of Science	NONE	One Science Park, Boston, MA 02114	Public Charity	Cultural Vitality	15,000.00
Newton Wellesley Hospital Foundation	NONE	2014 Washington Street, Newton, MA 02462	Public Charity	Health	25,000.00
North Shore Community College	NONE	1 Ferncroft Road, Danvers, MA 01923	Public Charity	Education	200,000.00
Northeastern University	NONE	360 Huntington Ave 450-177, Boston, MA 02115-5005	Public Charity	Medical Research	100,000.00
President and Fellows of Harvard College	NONE	1563 Massachusetts Ave, Cambridge, MA 02138	Public Charity	Medical Research	800,000.00
Project Citizenship	NONE	4 Federal South Market Building, 3rd Floor, Boston MA 02108	Public Charity	Human Services	25,000.00
Project Hope	NONE	550 Dudley Street, Roxbury, MA 02119	Public Charity	Human Services	50,000.00
Respond, Inc	NONE	P O Box 555, Somerville, MA 02143	Public Charity	Human Services	13,500.00
Silver Lining Mentoring	NONE	727 Atlantic Avenue 3rd Floor Boston MA 02111	Public Charity	Youth Development	25,000.00
South Boston Community Health Center	NONE	409 West Broadway, South Boston, MA 02127	Public Charity	Health	112,500.00
Southeastern Regional Vocational Technical School	NONE	250 Foundry Street, South Easton, MA 02375	Public Charity	Education	90,000.00
Temple Israel	NONE	477 Longwood Avenue Boston, MA 02215	Public Charity	Jewish Causes	75,000.00
The Dimock Center	NONE	55 Dimock Street, Roxbury, MA 02119	Public Charity	Health	165,000.00
The Medical Foundation	NONE	2 Boylston St, 4th Floor Boston, MA 02116	Public Charity	Medical Research	208,421.53
Thom Child and Family Services	NONE	251 W Central Street, Suite 22 Natick, MA 01780	Public Charity	Human Services	21,400.00
United Way of Massachusetts Bay	NONE	51 Sleeper Street, Boston MA 02210-1206	Public Charity	Human Services	25,000.00
University of Massachusetts Amherst	NONE	P O Box 555, Somerville, MA 02143	Public Charity	Medical Research	200,000.00
University of Massachusetts Medical School	NONE	55 Lake Avenue North, Worcester, MA 01655	Public Charity	Medical Research	100,000.00
Whitehead Institute for Biomedical Research	NONE	455 Main Street, Cambridge, MA 02142	Public Charity	Medical Research	250,000.00
Worcester Polytechnic Institute	NONE	100 Institute Road, Worcester, MA 01609-2280	Public Charity	Medical Research	100,000.00
Yale University	NONE	P O Box 1873, New Haven, CT 06508-1873	Public Charity	Medical Research	500,000.00
Zumax	NONE	260 Sumner Street, East Boston MA 02128	Public Charity	Youth Development	27,384.00
Center For The Study Of Social Policy	NONE	1575 Eye Street NW Suite 500, Washington, DC 20005	Public Charity	Health	50,000.00
Meadowbrook School Of Weston Incorporated	NONE	10 Farm Rd Weston, MA 02493	Public Charity	Education	5,000.00
Brown University	NONE	Brown University, Providence, RI 02912	Public Charity	Education	25,000.00
Apple Orchard School	NONE	282 Newton St, Brookline, MA 02445	Public Charity	Education	5,000.00
Brown University Athletics	NONE	235 Hope St, Box 1932, Providence, RI 02912	Public Charity	Education	12,500.00
Harvard Business School	NONE	Harvard Business School Boston, MA 02163	Public Charity	Education	2,500.00
Milton Academy	NONE	170 Centre St, Milton, MA 02185	Public Charity	Education	17,500.00
Milton Academy	NONE	170 Centre St, Milton, MA 02186	Public Charity	Education	125,000.00
New England Baptist Hospital	NONE	125 Parker Hill Ave Boston, MA 02120	Public Charity	Health	5,000.00
Pan Massachusetts Challenge	NONE	77 4th Ave Needham, MA 02464	Public Charity	Medical Research	5,000.00
Park School	NONE	171 Goddard Ave Brookline MA 02445	Public Charity	Youth Development	12,500.00
The Stoppingstone Foundation	NONE	1 Appleton St, Boston, MA 02116	Public Charity	Youth Development	25,000.00
Harvard University	NONE	Harvard University Massachusetts Hall, Cambridge, MA 02138	Public Charity	Youth Development	185,000.00
KWCC	NONE	1619 Walnut st, 5th Floor Philadelphia, PA 19103	Public Charity	Human Services	2,500.00
University Of Pennsylvania Law School	NONE	3501 Sansom St, Philadelphia, PA 19104	Public Charity	Education	12,500.00
Harvard Business School	NONE	Harvard Business School, Boston, MA 02163	Public Charity	Education	50,000.00
VIA Art Fund	NONE	8 Newbury St, Boston MA 02116	Public Charity	Cultural Vitality	5,000.00
Project Bread	NONE	145 Border St, Boston MA 02128	Public Charity	Human Services	100.00
Anxiety and Depression Association of America	NONE	8701 Georgia Ave #412, Silver Spring MD 20910	Public Charity	Human Services	100.00
Harvard University	NONE	Harvard University, Massachusetts Hall Cambridge MA 02138	Public Charity	Education	12,500.00
Park School	NONE	171 Goddard Ave, Brookline, MA 02445	Public Charity	Youth Development	5,000.00
TSNE MissionWorks	NONE	86 South St Ste 700 Boston, MA 02111	Public Charity	Human Services	250.00
Wikimedia Foundation, Inc	NONE	120 Kearny Street, 18th Floor, San Francisco, California 94104	Public Charity	Other	100.00
Institute Of Contemporary Art	NONE	25 Harbor Shore Drive (2,680 05 m) Boston, MA, MA 02210	Public Charity	Cultural Vitality	10,000.00
The Red Sox Foundation Inc	NONE	4 Yawkey Way Boston, MA 02215 USA	Public Charity	Human Services	118.00
Squash and Education Alliance	NONE	55 Broad St 14th floor New York, NY 10004	Public Charity	Youth Development	12,500.00
Philanthropy Massachusetts	NONE	133 Federal St #602 Boston MA 02110	Public Charity	Human Services	1,000.00

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

Name of the Payee	Relationship	Address	Foundation Status of Recipient	Purpose of grant or contribution	Amount
Brackett Elementary School	NONE	88 Eastern Ave, Arlington, MA 02476	Public Charity	Education	150 00
Uyghur Human Rights Project	NONE	1602 L St NW #613, Washington, DC 20036	Public Charity	Human Services	100 00
Mayyim Hayyim	NONE	1938 Washington St, Auburndale, MA 02466	Public Charity	Jewish Causes	1,500 00
Milton Academy	NONE	170 Centre St, Milton, MA 02186	Public Charity	Education	25,000 00
Squash and Education Alliance	NONE	55 Broad St 14th floor, New York, NY 10004	Public Charity	Youth Development	5,000 00
SquashBusters	NONE	795 Columbus Ave, Boston, MA 02120	Public Charity	Youth Development	2,500 00
Middlebury College	NONE	14 Old Chapel Rd, Middlebury, VT 05753	Public Charity	Cultural Vitality	2,000 00
Arlington Eats	NONE	58 Medford St, Arlington, MA 02474	Public Charity	Human Services	250 00
Arlington Libraries Foundation	NONE	700 Massachusetts Ave, Arlington, MA 02476	Public Charity	Human Services	1,500 00
Boston Cares, Inc	NONE	10 City Square 6th Floor, Boston, MA 02129	Public Charity	Human Services	500 00
Samaritans, Inc	NONE	411 West St, Boston, MA 02111	Public Charity	Human Services	100 00
Arlington Boys And Girls Club	NONE	18513 59th Ave NE, Arlington, WA 98223	Public Charity	Youth Development	500 00
Foundation For Belmont Education	NONE	588 Pleasant St, Belmont, MA 02478	Public Charity	Education	100 00
Hyde Square Task Force	NONE	30 Sunnyside St, Boston, MA 02130	Public Charity	Youth Development	250 00
Buckingham Browne & Nichols	NONE	80 Gerry Landing Rd, Cambridge, MA 02138	Public Charity	Education	5,000 00
Boston Children's Chorus	NONE	20 Old Colony Ave #2, Boston, MA 02127	Public Charity	Cultural Vitality	3,500 00
Broad Institute	NONE	415 Main St, Cambridge, MA 02142	Public Charity	Education	25,000 00
Dartmouth College	NONE	Dartmouth College, Hanover, NH 03755	Public Charity	Education	10,000 00
Combined Jewish Philanthropies	NONE	126 High St, Boston, MA 02110	Public Charity	Jewish Causes	10,000 00
Hyde Square Task Force	NONE	30 Sunnyside St, Boston, MA 02130	Public Charity	Youth Development	10,000 00
Meadowbrook School Of Weston Incorporated	NONE	10 Farm Rd, Weston, MA 02483	Public Charity	Education	12,500 00
Temple Israel	NONE	477 Longwood Ave, Boston, MA 02215	Public Charity	Jewish Causes	5,000 00
Steppingstone Foundation	NONE	1 Appleton St, Boston, MA 02116	Public Charity	Youth Development	10,000 00
Park School	NONE	171 Goddard Ave, Brookline, MA 02445	Public Charity	Education	2,500 00
Williams College	NONE	880 Main St, Williamstown, MA 01267	Public Charity	Education	10,000 00
Pierce School PTO	NONE	50 School Street, Brookline, MA 02446	Public Charity	Human Services	250 00
Hyde Square Task Force	NONE	30 Sunnyside St, Boston, MA 02130	Public Charity	Youth Development	103 00
Boston Children's Hospital Trust	NONE	401 Park Dr UNIT 602, Boston, MA 02215	Public Charity	Medical Research	250,000 00
Pan Massachusetts Challenge	NONE	77 4th Ave, Needham, MA 02494	Public Charity	Medical Research	250,000 00
MSPCA-Angell	NONE	293 2nd Ave, Waltham, MA 02451	Public Charity	Medical Research	5,000 00
Tufts University	NONE	419 Boston Ave, Medford, MA 02155	Public Charity	Education	12,500 00
BeIXcel	NONE	One University Ave Suite 201A, Westwood, MA 02090	Public Charity	Education	50,000 00
Beth Israel Deaconess Medical Center	NONE	330 Brookline Ave, Boston, MA 02215	Public Charity	Medical Research	25,000 00
Beth Israel Healthcare Heroes Fund	NONE	330 Brookline Ave, Boston, MA 02215	Public Charity	Jewish Causes	10,000 00
Flying Kites	NONE	25 Dorchester Avenue P O Box #52326, Boston, MA 02205	Public Charity	Youth Development	10,000 00
Health Law Advocates	NONE	1 Federal St, Boston, MA 02110	Public Charity	Human Services	100 00
Children International	NONE	2000 E Red Bldg Rd, Kansas City, MO 64131	Public Charity	Youth Development	1,050 00
Mayyim Hayyim	NONE	1838 Washington St, Auburndale, MA 02466	Public Charity	Jewish Causes	1,536 00
Brookline High School Innovation Fund	NONE	115 Greenough St, Brookline, MA 02445	Public Charity	Human Services	1,000 00
Boston Health Care For The Homeless	NONE	780 Albany St, Boston, MA 02118	Public Charity	Health	500 00
UTEC	NONE	35 Warren St, Lowell, MA 01852	Public Charity	Youth Development	250 00
Y2Y Youth Homeless Shelter	NONE	1 Church St, Cambridge, MA 02138	Public Charity	Youth Development	150 00
Beth El Temple Center	NONE	2 Concord Ave, Belmont, MA 02478	Public Charity	Jewish Causes	2,750 00
Boston Children's Chorus	NONE	20 Old Colony Ave #2, Boston, MA 02127	Public Charity	Cultural Vitality	500 00
Buckingham Browne & Nichols	NONE	80 Gerry Landing Rd, Cambridge, MA 02138	Public Charity	Education	25,000 00
President And Fellows Of Harvard College	NONE	1503 Massachusetts Ave, Cambridge, MA 02138	Public Charity	Youth Development	25,000 00
Boys & Girls Clubs Of Boston	NONE	200 High St 3rd floor, Boston, MA 02110	Public Charity	Youth Development	10,000 00
UP Education Network	NONE	77 Summer St Floor 2, Boston, MA 02110	Public Charity	Education	5,000 00
Temple Beth Avodah	NONE	45 Puddingstone Ln, Newton, MA 02459	Public Charity	Jewish Causes	511 00
St Francis House	NONE	39 Boylston St, Boston, MA 02116	Public Charity	Human Services	15,000 00
					<u>14,138,476 00</u>

FORM 990-PF - PART IV (1.a)		GAIN OR (LOSS) FROM SALE OF ASSETS - K-1s			STATEMENT 1.1
(A)	(E)	(F)	(G)	(H)	
NAME OF THE K-1	GROSS SALES PRICE	DEPRECIATION	COST OR OTHER BASIS	GAIN OR LOSS	
ABRAMS CAPITAL PARTNERS II	19,575	-	-	19,575	
BARRYS CORNER HOLDINGS LLC	-	-	-	-	
BAUPOST VALUE PARTNERS, L P -I	56,319	-	-	56,319	
BENNETT RESTRUCTURING FUND, L P	(278,023)	-	-	(278,023)	
BERKSHIRE FUND IX-A (IND), L P	130,333	-	-	130,333	
BERKSHIRE FUND IX A IND VP AIV, L P	686	-	-	686	
BRAZOS EQUITY FUND III, LP	81,731	-	-	81,731	
BRIGHTSTAR CAPITAL PARTNERS QUALTEK LP	28,982	-	-	28,982	
BROOKSIDE CAPITAL PARTNERS FUND, L P	160,821	-	-	160,821	
CA RESOURCES FUND (U S TAX-EXEMPT) L P - SERIES BAIN EUROPE III	15,942	-	-	15,942	
CA RESOURCES FUND (U S TAX-EXEMPT) L P - SERIES BAIN X	253,513	-	-	253,513	
CB OP FEEDER I, LP	38	-	-	38	
CB OP AGGREGATOR II-B, LP	(1)	-	-	(1)	
CB OFFSHORE EQUITY FUND IX, LP	18,211	-	-	18,211	
CHARLESBANK EQUITY FUND VII, LP	(252,551)	-	-	(252,551)	
CHARLESBANK OFFSHORE EQUITY FUND VIII, LP	50,158	-	-	50,158	
CHESTNUT HILL VENTURES, LLC	638	-	-	638	
COLLAB+CONSUMER FUND I, LP	3,350	-	-	3,350	
ELEPHANT PARTNERS I LP	(142,750)	-	-	(142,750)	
ENCAP ENERGY CAPITAL FUND VI-B, L P	5,855	-	-	5,855	
ENERGY CAPITAL PARTNERS II-B, LP	2,178	-	-	2,178	
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	2,628	-	-	2,628	
HIGHFIELDS CAPITAL IV LP	782,703	-	-	782,703	
HILLHOUSE FUND IV LP	29,524	-	-	29,524	
HOLDCO OPPORTUNITIES FUND, LP	108,522	-	-	108,522	
HOLDCO OPPORTUNITIES FUND II, LP	199,956	-	-	199,956	
LL MORTGAGE FUND LP	(16,331)	-	-	(16,331)	
MADISON INTERNATIONAL REAL ESTATE LIQUIDITY FUND IV, LP	3,997	-	-	3,997	
MARCUS CAPITAL PARTNERS FUND II, LP	37,685	-	-	37,685	
MAVERON EQUITY PARTNERS VI, L P	25	-	-	25	
MFN PARTNERS LP	244,277	-	-	244,277	
MITHRIL	945,659	-	-	945,659	
MITHRIL II LP	39,248	-	-	39,248	
NAVITAS FUND, LP	(78,409)	-	-	(78,409)	
NEW PROVIDENCE RESERVE LP	106,652	-	-	106,652	
NV PARTNERS IV LP	2,126	-	-	2,126	
OAKTREE VALUE EQUITY FUND (DELAWARE), L P	(1,759)	-	-	(1,759)	
OCM WKI HOLDINGS, LLC	15	-	-	15	
OCM OPPORTUNITIES FUND IVB, L P	32	-	-	32	
PAR INVESTMENT PARTNERS, L P	(262,120)	-	-	(262,120)	
PERMIT CAPITAL MORTGAGE FUND, L P - SERIES J	24,424	-	-	24,424	
PERMIT CAPITAL MORTGAGE FUND, L P - SERIES K	85,516	-	-	85,516	
QJIMING VENTURE PARTNERS FUND V LP	206,220	-	-	206,220	
QJIMING US HEALTHCARE FUND LP	(57,936)	-	-	(57,936)	
RA CAPITAL HEALTHCARE FUND, LP	1,145,077	-	-	1,145,077	
REGENT OFFICE FUND II, LLC	54	-	-	54	
RIVA Capital Partners IV LP	80,687	-	-	80,687	
SANKATY CREDIT OPPORTUNITIES IV, L P	17,879	-	-	17,879	
THE SILCHESTER INTERNATIONAL INVESTORS INTERNATIONAL VALUE EQUITY TRUST	201,597	-	-	201,597	
SILVER LAKE PARTNERS II, LP	(13,278)	-	-	(13,278)	
SLP III EW FEEDER I, LP	(68,262)	-	-	(68,262)	
SILVER LAKE PARTNERS III, LP	942,441	-	-	942,441	
SL SPV-2 LP	(325)	-	-	(325)	
SLP III KINGDOM FEEDER I, LP	(212,903)	-	-	(212,903)	
SILVER LAKE PARTNERS III DE (AIV II), L P	(118,497)	-	-	(118,497)	
SILVER LAKE PARTNERS III CAYMAN (AIV III), L P	(748,586)	-	-	(748,586)	
SLP III QUICKSILVER FEEDER I, LP	(114,202)	-	-	(114,202)	
SUMMIT PARTNERS PRIVATE EQUITY FUND VII-B, L P	(8,440)	-	-	(8,440)	
TELEGRAPH HILL PARTNERS II, L P	(84,464)	-	-	(84,464)	
TELEGRAPH HILL PARTNERS III, L P	679,459	-	-	679,459	
THRIVE CAPITAL PARTNERS V, L P	226,603	-	-	226,603	
TINICUM TAX EXEMPT LP	40,033	-	-	40,033	
TOP II ALLISON AIV II, L P	(175,952)	-	-	(175,952)	
TPG OPPORTUNITIES PARTNERS II (B), L P	1,920	-	-	1,920	
TOP III DELAWARE AIV I-B, L P	(1,352)	-	-	(1,352)	
TPG OPPORTUNITIES PARTNERS III (B), L P	27,687	-	-	27,687	
UNDERSCORE VC FUND I, L P	12,112	-	-	12,112	
VENROCK ASSOCIATES V, L P	164,838	-	-	164,838	

WELLINGTON TRUST COMPANY, NA	252,580	-	-	252,580
YORKTOWN ENERGY PARTNERS XI, LP	270,165	-	-	270,165
YORKTOWN ENERGY PARTNERS XII, L P	223,200	-	-	223,200
YT XII RENEWABLE AIV LP	14	-	-	14
BAIN CAP (TRU) VIII	(27,843)	-	-	(27,843)
BAIN CAPITAL (TRU) VIII-E, L P	11,633	-	-	11,633
BC VIII PRIVATE INVESTORS, LLC	(1,816)	-	-	(1,816)
BC VIII-E PRIVATE INVESTORS, L P	1,023	-	-	1,023
BAIN CAPITAL ASIA FUND, L P	(27,395)	-	-	(27,395)
BAIN CAPITAL (SSS I) IX, L P	369	-	-	369
BAIN CAPITAL FUND IX, L P	165,596	-	-	165,596
BAIN CAPITAL (CCD) IX, L P	17,595	-	-	17,595
BAIN CAPITAL FUND XI LP - CLASS A	1,057,618	-	-	1,057,618
BERKSHIRE FUND VII, L P	113,728	-	-	113,728
BERKSHIRE FUND VII (OS), LP	43	-	-	43
BERKSHIRE FUND VIII (IND), L P	(144,846)	-	-	(144,846)
BERKSHIRE FUND IX-A (IND), L P	53,126	-	-	53,126
BERKSHIRE FUND IX-A IND VP AIV, L P	247	-	-	247
BRAZOS EQUITY FUND II, LP	1,925	-	-	1,925
CENTERBRIDGE CAPITAL PARTNERS AIV II, L P	647	-	-	647
CENTERBRIDGE CAPITAL PARTNERS DEBT ACQUISITION, L P	(20)	-	-	(20)
CENTERBRIDGE CAPITAL PARTNERS, L P	(8,308)	-	-	(8,308)
CENTERBRIDGE CAPITAL PARTNERS AIV V, L P	(958)	-	-	(958)
CERBERUS INSTITUTIONAL PARTNERS, LP (SERIES FOUR)	68,439	-	-	68,439
CHARLESBANK EQUITY COINVESTMENT FUND VI, LP	2,386	-	-	2,386
DENHAM COMMODITY PARTNERS FUND V LP	(6,155)	-	-	(6,155)
DENHAM IV CONTINUATION FUND LP	(848)	-	-	(848)
GNDI HOLDINGS I, L P	123,845	-	-	123,845
NALANDA INDIA FUND LIMITED	499,387	-	-	499,387
RESOURCE CAPITAL FUND IV L P	(151)	-	-	(151)
RHO VENTURES V, LP	(89,585)	-	-	(89,585)
RIVA CAPITAL PARTNERS III, LP	1,150,866	-	-	1,150,866
TAX, L P	(11,111)	-	-	(11,111)
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS XI L P	47,205	-	-	47,205
TOP III DELAWARE AIV I-B, L P	(609)	-	-	(609)
VENROCK ASSOCIATES VI, LP	105,614	-	-	105,614
VENROCK ASSOCIATES IV, LP	(40,085)	-	-	(40,085)
WLR RECOVERY FUND IV, L P	2,020	-	-	2,020
WLR IV LOANS AIV, L P	1,703	-	-	1,703
Total Gain From Sale of Assets From K-1s	8,363,027	-	-	8,363,027
Less. Unrelated Business Income reported on Form 990-T	-	-	662,892	(662,892)
Net Investment Income from Sale of Assets From K-1s	-	-	-	7,700,135

RICHARD & SUSAN SMITH FAMILY FOUNDATION
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FORM 990-PF - PART IV (1.b)		GAIN OR (LOSS) FROM SALE OF ASSETS - OTHER			STATEMENT 1.2
(A)	(E)	(F)	(G)	(H)	
ENTITY NAME	GROSS SALES PRICE	DEPRECIATION	COST OR OTHER BASIS	GAIN OR LOSS	
GOLDMAN ACCOUNT 716-4	14,284,021	-	14,234,304	49,717	
ADAPTIVE BIOTECHNOLOGIES CORP COMMON	243,887	-	70,312	173,575	
Total Gain From Sale of Assets From Other Entities	14,527,908	-	14,304,616	223,292	

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FORM 990-PF - PART IV (1.c)		GAIN OR (LOSS) FROM SALE OF ASSETS - OFFSHORE FUNDS			STATEMENT 1.3
(A)	(E)	(F)	(G)	(H)	
ENTITY NAME	GROSS SALES PRICE	DEPRECIATION	COST OR OTHER BASIS	GAIN OR LOSS	
PERRY PARTNERS INTERNATIONAL INC	138	-	-	138	
NEW VERNON INDIA (CAYMAN) FUND II LP	15,295	-	-	15,295	
				-	
Total Gain From Sale of Assets From Offshore Funds	15,433	-	-	15,433	

RICHARD & SUSAN SMITH FAMILY FOUNDATION
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FORM 990-PF - PART IV (1.d)		GAIN OR (LOSS) FROM SALE OF ASSETS - CHESTNUT HEDGE FUNDS			STATEMENT 1.4
(A)	(E)	(F)	(G)	(H)	
ENTITY NAME	GROSS SALES PRICE	DEPRECIATION	COST OR OTHER BASIS	GAIN OR LOSS	
CHESTNUT HEDGE FUND LLC	626,763	-	-	626,763	-
Total Gain From Sale of Assets From Hedge Fund	626,763	-	-	626,763	
Less: Unrelated Business Income reported on Form 990-T	-	-	42,036	(42,036)	
Net Investment Income from Sale of Assets From K-1s	-	-	-	584,727	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHESTNUT HEDGE FUND	63,297.	60,145.	
INTEREST ON OTHER ENTITIES	377,965.	377,965.	
TOTAL INTEREST FROM K-1S	1,602,077.	1,599,962.	
TOTAL TO PART I, LINE 3	2,043,339.	2,038,072.	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHESTNUT HEDGE FUND	29,272.	0.	29,272.	27,814.	
TOTAL DIVIDENDS FROM K-1S	2,693,511.	0.	2,693,511.	2,683,434.	
TOTAL DIVIDENDS FROM OTHER ENTITIES	500,009.	0.	500,009.	500,009.	
TO PART I, LINE 4	3,222,792.	0.	3,222,792.	3,211,257.	

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHESTNUT HEDGE FUND	-13,515.	-12,859.	
OTHER INCOME FROM K-1S	624,637.	509,798.	
OTHER INCOME FROM OFFSHORE FUNDS	486,909.	486,909.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,098,031.	983,848.	

FORM 990-PF

LEGAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	26,229.	0.		26,229.
TO FM 990-PF, PG 1, LN 16A	26,229.	0.		26,229.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX	51,957.	25,979.		25,978.
TO FORM 990-PF, PG 1, LN 16B	51,957.	25,979.		25,978.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHESTNUT HEDGE FUND	150,113.	142,665.		0.
FROM K-1S	3,648,069.	3,332,964.		0.
OTHER ENTITY	836,249.	836,249.		0.
TO FORM 990-PF, PG 1, LN 16C	4,634,431.	4,311,878.		0.

FORM 990-PF

TAXES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	90,469.	90,409.		0.
PAYROLL TAXES PAID	50,056.	0.		50,056.
MA FILING FEE	500.	0.		500.
FEDERAL TAX PAID	185.	0.		0.
TO FORM 990-PF, PG 1, LN 18	141,210.	90,409.		50,556.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUBSCRIPTION, DUES, AND MEMBERSHIP	45,902.	0.		45,902.
INSURANCE	8,739.	0.		8,739.
OFFICE EXPENSES	83,815.	0.		83,815.
POSTAGE AND DELIVERY	4,972.	0.		4,972.
MEALS & ENTERTAINMENT	2,232.	0.		2,232.
PROFESSIONAL DEVELOPMENT	17,239.	0.		17,239.
EVENTS	90,074.	0.		90,074.
WORKERS COMPENSATION	1,134.	0.		1,134.
TO FORM 990-PF, PG 1, LN 23	254,107.	0.		254,107.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10
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DESCRIPTION	AMOUNT
RETURNED CONTRIBUTIONS	1,253.
ADJUSTMENT FOR REDUCTION	1,538.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,791.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 11
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<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADJUSTMENT TO CORRECT PRIOR BOOK BALANCES	514,046.
TOTAL TO FORM 990-PF, PART III, LINE 5	<u>514,046.</u>

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LEASEHOLD IMPROVE	19,445.	9,024.	10,421.	10,421.
PHONE EQUIPMENT	9,939.	9,939.	0.	0.
FURNITURE & FIXTURE	101,209.	101,209.	0.	0.
LEASEHOLD IMPROVE	9,381.	4,217.	5,164.	5,164.
TO 990-PF, PART II, LN 14	139,974.	124,389.	15,585.	15,585.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
K-1S - SEE STATEMENT 13.1	COST	169,377,850.	193,793,419.
OTHER ENTITY - SEE STATEMENT 13.2	COST	38,084,134.	51,156,200.
OFFSHORE - SEE STATEMENT 13.3	COST	42,303,173.	42,992,802.
CHESTNUT HEDGE FUND - SEE STATEMENT 13.4	COST	15,503,298.	9,704,371.
TOTAL TO FORM 990-PF, PART II, LINE 13		265,268,455.	297,646,792.

RICHARD & SUSAN SMITH FAMILY FOUNDATION
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FORM 990-PF - PART II	OTHER INVESTMENTS - K-1s	STATEMENT 13.1
(A)	(B)	(C)
NAME OF THE K-1	BOOK VALUE	FAIR MARKET VALUE
ABRAMS CAPITAL PARTNERS II	1,143,817	1,322,379
BARRYS CORNER HOLDINGS LLC	174,376	1,260,525
BAUPOST VALUE PARTNERS, L.P. -I	11,858,964	12,371,947
BERKSHIRE FUND IX-A (IND), L.P.	1,392,548	1,323,626
BLACK STONE MINERALS, L.P. (Subordinated Units and Common Shares)	236,996	1,278,777
BRAZOS EQUITY FUND III, LP	-	888,343
BRIGHTSTAR CAPITAL PARTNERS FUND I, L.P.	2,513,143	4,220,883
BROOKSIDE CAPITAL PARTNERS FUND, L.P.	132,004	443,530
CA RESOURCES FUND (U.S. TAX-EXEMPT) L.P. - SERIES BAIN EUROPE III	-	219,103
CA RESOURCES FUND (U.S. TAX-EXEMPT) L.P. - SERIES BAIN X	-	830,941
CB OFFSHORE EQUITY FUND IX, LP	818,696	512,622
CEH FEEDER FUND	2,252,516	2,546,872
CHARLESBANK EQUITY FUND VII, LP	88,978	682,011
CHARLESBANK OFFSHORE EQUITY FUND VIII, LP	2,641,212	3,073,139
CHESTNUT HILL VENTURES, LLC	30,068	13,588
CHARLES RIVER INSTITUTIONAL FUND II LP	1,655,547	2,513,071
CHARLES RIVER INSTITUTIONAL FUND III, L.P.	1,142,937	1,059,146
COLLAB+CONSUMER FUND I, LP	441,705	488,754
COLLABORATIVE IV, L.P.	314,736	191,620
ELEPHANT PARTNERS I LP	1,055,379	3,031,520
ELEPHANT PARTNERS II-B LP	1,101,231	944,239
ENCAP ENERGY CAPITAL FUND VI-B, L.P.	1,114,076	22,778
ENERGY CAPITAL PARTNERS II-B, LP	524,174	200,830
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	2,028,711	130,190
HIGHFIELDS CAPITAL IV LP	-	654,089
HILLHOUSE FUND IV LP	1,675,135	1,107,304
HOLDCO OPPORTUNITIES FUND, LP	1,490,207	239,180
HOLDCO OPPORTUNITIES FUND II, LP	314,565	1,288,467
HOLDCO OPPORTUNITIES FUND III, L.P.	4,059,442	1,172,195
JMC PLATFORM FUND II-B LP	1,364,446	573,890
LEERINK REVELATION HEALTHCARE FUND II LP	577,017	707,275
LL MORTGAGE FUND LP	6,082,507	6,250,988
MARCUS CAPITAL PARTNERS FUND II, LP	1,662,982	2,335,825
MAVERON EQUITY PARTNERS VI, L.P	1,005,423	1,315,788
MAVERON EQUITY PARTNERS VII, L.P	198,424	70,733
MFN PARTNERS LP	5,278,979	4,318,626
MITHRIL	1,663,110	2,444,893
MITHRIL II LP	483,598	449,001
NAVITAS FUND, LP	6,170,652	3,318,940
NEW PROVIDENCE RESERVE LP	6,154,514	6,511,072
NV PARTNERS IV LP	238,297	114,795
OAKTREE VALUE EQUITY FUND (DELAWARE), L.P.	8,312,745	10,866,093
PAR INVESTMENT PARTNERS, L.P	2,371,100	6,126,740
PERMIT CAPITAL MORTGAGE FUND, L.P. - SERIES J	418,987	23,897
PERMIT CAPITAL MORTGAGE FUND, L.P. - SERIES K	653,101	63,918
QIMING VENTURE PARTNERS FUND V LP	1,793,316	2,490,292
QIMING VENTURE PARTNERS VI, LP	1,751,230	1,564,714
QIMING US HEALTHCARE FUND LP	809,372	780,659

QIMING US HEALTHCARE FUND II LP	697,840	453,997
RA CAPITAL HEALTHCARE FUND, LP	6,724,734	18,462,939
RA CAPITAL NEXUS INTL FUND LP	1,702,125	822,044
REGENT OFFICE FUND II, LLC	641,298	876,238
REGENT OPPORTUNITY FUND IV, LLC	2,086,703	1,855,695
REGIMENT CAPITAL SPECIAL SITUATIONS FUND V, L P.	219,619	138,348
RIVA Capital Partners IV LP	3,774,103	4,154,215
SANKATY CREDIT OPPORTUNITIES IV, L.P	578,848	79,007
THE SILCHESTER INTERNATIONAL INVESTORS INTERNATIONAL VALUE EQUITY TRUST	17,889,028	16,466,616
SILVER LAKE PARTNERS II, LP	317,901	9,837
SL SPV-1 FEEDER I, L P	10,068	459,004
SUMMIT PARTNERS PRIVATE EQUITY FUND VII-B, L P	421,248	410,268
TCG 2.0-B, LP	781,943	434,561
TELEGRAPH HILL PARTNERS II, L.P	2,199,639	285,527
TENFORE HOLDINGS FUND II, LP	2,073,881	2,425,309
TF 88 ACRES FUND I , LP	955,954	1,000,000
THRIVE CAPITAL PARTNERS V, L.P.	1,216,920	2,037,534
THRIVE CAPITAL PARTNERS VI, LP	98,118	29,272
THRIVE CAPITAL PARTNERS VI GROWTH, LP	244,943	34,727
TINICUM TAX EXEMPT LP	2,610,359	3,554,830
TPG OPPORTUNITIES PARTNERS II (B), L.P.	364,425	414,218
TPG OPPORTUNITIES PARTNERS III (B), L P.	1,336,019	1,549,637
ULTRA CAPITAL SUSTAINABLE INFRASTRUCTURE TE FEEDER FUND II	1,197,503	1,202,405
UNDERScore.VC FUND I, L.P.	1,073,854	1,204,169
UNDERScore.VC FUND II, L P.	399,452	178,243
VENROCK ASSOCIATES V, L P.	81,312	2,557,058
WESTCAP STRATEGIC OPERATOR US FEEDER FUND, L P.	303,197	316,196
WESTCAP STUB LLC	6,536,113	3,551,380
WELLINGTON TRUST COMPANY, NA	2,498,563	8,366,250
XFUND 2, L.P.	710,053	918,852
YORKTOWN ENERGY PARTNERS XI, LP	1,309,057	2,533,318
YORKTOWN ENERGY PARTNERS XII, L.P	1,140,077	844,700
BAIN CAP (TRU) VIII	506,559	3,150
BC VIII PRIVATE INVESTORS, LLC	2,877,274	-
BC VIII-E PRIVATE INVESTORS, L P.	814,923	-
BAIN CAPITAL ASIA FUND, L P.	32,206	-
BAIN CAPITAL FUND IX, L P.	244,586	79,827
BERKSHIRE FUND VII, L P.	646,074	282,703
BERKSHIRE FUND VIII (IND), L P.	807,116	1,382,030
BERKSHIRE FUND IX-A (IND), L.P	40,376	-
BRAZOS EQUITY FUND II, LP	344,121	16,707
CENTERBRIDGE CAPITAL PARTNERS, L P	(49,757)	-
CERBERUS INSTITUTIONAL PARTNERS, LP (SERIES FOUR)	117,329	-
CHARLESBANK EQUITY COINVESTMENT FUND VI, LP	354,491	60,813
CIP4 AIV, LP	4,742	-
DENHAM COMMODITY PARTNERS FUND IV LP	(2,579)	87,006
DENHAM COMMODITY PARTNERS FUND V LP	132,065	58,573
DENHAM IV CONTINUATION FUND LP	263,471	-
ETON PARK	8,039	1,386
GLENDON OPPORTUNITIES FUND LP	2,654,227	3,356,357
NALANDA INDIA FUND LIMITED	897,925	4,286,827
RESOURCE CAPITAL FUND IV L.P	257,827	125,141
RHO VENTURES V, LP	405,225	574,180
RIVA CAPITAL PARTNERS III, LP	1,823,934	2,330,115
TA X, L.P.	66,941	411
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS XI L.P.	3,986,072	3,753,883
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS XII LP	685,385	171,346

TOP III DELAWARE AIV I-B, L.P	(638)	-
TRG FORESTRY FUND 8-B LP	240,676	183,544
VENROCK ASSOCIATES VI, LP	11,084	4,708,422
VENROCK ASSOCIATES IV, LP	1,659,783	261,431
WLR RECOVERY FUND IV, L.P.	162,514	83,365
Total From K-1s	169,377,850	193,793,419

RICHARD & SUSAN SMITH FAMILY FOUNDATION
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FORM 990-PF - PART II

OTHER INVESTMENTS - OTHER ENTITY

STATEMENT 13.2

(A)	(B)	(C)
NAME OF OFFSHORE ENTITY	BOOK VALUE	FAIR MARKET VALUE
STOCKBRIDGE FUND (OS) LTD	5,588,470	9,087,656
TUKMAN - TORTOISE - SALIENT	104	342,575
THS KINGSWAY - FRONTIER CONSUMER FUND	3,000,000	3,137,770
MICROSOFT CORP COM	140,781	1,050,350
TRANSDIGM GROUP INC	27,018	295,184
CASH AND OTHER TRADEABLE SECURITIES	29,327,761	37,242,666
Total from Other entities	38,084,134	51,156,200

RICHARD & SUSAN SMITH FAMILY FOUNDATION
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FORM 990-PF - PART II	OTHER INVESTMENTS - OFFSHORE FUNDS	STATEMENT 13.3
(A)	(B)	(C)
NAME OF OFFSHORE ENTITY	BOOK VALUE	FAIR MARKET VALUE
PERRY PARTNERS INTERNATIONAL INC	-	352
SANKATY CREDIT OPPORTUNITIES FUND (OFFSHORE) I, LP	3,142,529	5,549
SANKATY CREDIT OPPORTUNITIES II LP (OFFSHORE)	1,218,046	67,614
SANKATY CREDIT OPPORTUNITIES III LP	1,430,548	93,266
SANKATY CREDIT OPPORTUNITIES IV LP (OFFSHORE)	1,758,975	76,446
SANKATY PROSPECT HARBOR LTD	314,152	6,934
DOVER STREET VI CAYMAN FUND LP	844,945	318,700
DOVER STREET VII CAYMAN FUND LP	138,763	136,339
THE RAPTOR PRIVATE HOLDINGS LTD	-	7,388
MOON CAPITAL GLOBAL EQUITY OFFSHORE FUND LTD	33,070	23,923
NEW VERNON INDIA (CAYMAN) FUND II LP	-	51,196
LUXOR CAPITAL PARTNERS OFFSHORE FD	792,106	66,175
HILDENE OPPORTUNITIES OFFSHORE FUND LTD	486,319	7,063,904
PATRON CAPITAL III	604,970	62,305
COATUE OFFSHORE FUND LTD	10,000,000	3,012,616
COATUE LONG ONLY OFFSHORE FUND LTD.	3,000,000	12,081,442
HIMALAYA CAPITAL INVESTORS OFFSHORE LP	7,700,000	9,395,524
YIHENG CAPITAL OFFSHORE FUND	9,500,000	10,192,769
GOF II FEEDER A	1,338,750	330,360
Total from Offshore entities	42,303,173	42,992,802

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FOR YEAR ENDED 4/30/2020

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FORM 990-PF - PART II

**OTHER INVESTMENTS -
CHESTNUT HEDGE FUNDS**

STATEMENT 13.4

(A)	(B)	(C)
NAME OF HEDGE FUND	BOOK VALUE	FAIR MARKET VALUE
CHESTNUT HEDGE FUND LC	15,503,298	9,704,371
Total from Hedge Funds	15,503,298	9,704,371

FORM 990-PF

OTHER ASSETS

STATEMENT 14

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

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
AMY S. BERYLSON ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
JOHN G. BERYLSON ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
DEBRA S. KNEZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
ROBERT A. SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
DANA A. WEISS SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
JENNIFER BLOCK ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
JONATHAN BLOCK ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
JESSICA KNEZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
ANDREW KNEZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
LYNNE DOBLIN ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	EXECUTIVE DIRECTOR 40.00	344,223.	63,367.	0.

RICHARD & SUSAN SMITH FAMILY FOUNDATION

23-7090011

MARJORIE RINGROSE ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	SENIOR PROGRAM OFFICER 40.00	183,135.	50,559.	0.
SHANNA SHULMAN ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	SENIOR PROGRAM OFFICER 40.00	197,500.	56,372.	0.
AMY HAMPE ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	PROGRAM OFFICER 40.00	104,460.	55,448.	0.
JAMES BERYLSON ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
ELIZABETH BERYLSON KATZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
ROBERT KATZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
MADELEINE SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
RYAN SMITH ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.
KRISTA KNEZ ONE NEWTON EXECUTIVE PARK, STE 104 NEWTON, MA 02462	TRUSTEE 1.00	0.	0.	0.

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

829,318.	225,746.	0.
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FORM 990-PF

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

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

857-404-0700

FORM AND CONTENT OF APPLICATIONS

LETTER DESCRIBING REQUEST, INCLUDING AMOUNT AND USAGE

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

2019 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	LEASEHOLD IMPROVE	04/05/02	SL	39.00		MM16	19,445.				19,445.	8,525.		499.	9,024.
2	PHONE EQUIPMENT	03/15/02	200DB	5.00		MM17	9,939.				9,939.	9,939.		0.	9,939.
3	FURNITURE & FIXTURE	11/01/02	SL	7.00		16	101,209.				101,209.	101,209.		0.	101,209.
4	LEASEHOLD IMPROVE	11/01/02	SL	39.00		MM16	9,381.				9,381.	3,976.		241.	4,217.
* TOTAL 990-PF PG 1 DEPR							139,974.				139,974.	123,649.		740.	124,389.

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

Employer identification number

RICHARD & SUSAN SMITH FAMILY FOUNDATION

23-7090011

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, 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).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2019)

Name of organization

Employer identification number

RICHARD & SUSAN SMITH FAMILY FOUNDATION**23-7090011****Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ADR CHARITABLE FOUNDATION & TRUST C/O GOULSTON & STORRS, 400 ATLANTIC AVENUE BOSTON, MA 02110	\$ 149,692.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

RICHARD & SUSAN SMITH FAMILY FOUNDATION**23-7090011**

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee