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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 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, 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) | Room/suite

600 Washington Avenue | 2500

B Telephone number (see instructions)

314-444-7600

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

St. Louis, MO 63101

C If exemption application is pending check here . . . . . ▶ ☐

D 1 Foreign organizations, check here . . ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 30,262,530.09

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	115,475.98			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	30,701.96	30,701.96		
	4 Dividends and interest from securities	423,701.70	423,701.70		
	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)		6,544,620.66		
	8 Net short-term capital gain			148,939.84	
	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)	1,233.18	1,233.18		
	12 **Total** Add lines 1 through 11	571,112.82	7,000,257.50	148,939.84	
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)	28,144.00	28,144.00		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	367,824.25	367,824.25		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	21,324.94	21,324.94		
	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	417,293.19	417,293.19		
	25 Contributions, gifts, grants paid	1,740,600.00			1,740,600.00
	26 Total expenses and disbursements Add lines 24 and 25	2,157,893.19	417,293.19		1,740,600.00
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,586,780.37			
	b **Net investment income** (if negative, enter -0-)		6,582,964.31		
	c **Adjusted net income** (if negative, enter -0-)			148,939.84	

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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	875,343.40	1,354,553.78	1,354,553.78
	2 Savings and temporary cash investments			
	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	29,883.91	34,439.02	34,439.02
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	23,864,705.31	29,176,540.53	28,873,537.29
	c Investments - corporate bonds (attach schedule)	812,129.74	0.00	0.00
	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)	25,582,062.36	30,565,533.33	30,262,530.09
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 SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	25,582,062.36	30,565,533.33	
	28 Paid-in or capital surplus, or land, bldg and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	25,582,062.36	30,565,533.33	
	31 **Total liabilities and net assets/fund balances** (see instructions)	25,582,062.36	30,565,533.33	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	25,582,062.36
2	Enter amount from Part I, line 27a	2	-1,586,780.37
3	Other increases not included in line 2 (itemize) ▶ increase in cost basis	3	6,570,251.34
4	Add lines 1, 2, and 3	4	30,565,533.33
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 30	6	30,565,533.33

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)
1 a	publicly traded securities			
b	capital gain distributions			
c	disallowed losses			
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	33,884,827.77		27,343,683.60	6,541,144.17
b	1,582.79			1,582.79
c	1,893.70			1,893.70
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				6,541,144.17
b				1,582.79
c				1,893.70
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	6,544,620.66
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	148,939.84

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	1,555,000.00	29,865,414.41	0.0521
2016	1,235,441.95	24,653,488.78	0.0501
2015	1,494,478.18	25,435,527.45	0.0588
2014	1,499,837.88	25,379,676.51	0.0591
2013	1,183,000.00	23,295,019.04	0.0508

2	**Total** of line 1, column (d)	2	0.2709
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	0.0542
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	33,212,343.77
5	Multiply line 4 by line 3.	5	1,800,109.03
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	65,829.64
7	Add lines 5 and 6.	7	1,865,938.67
8	Enter qualifying distributions from Part XII, line 4	8	1,740,600.00

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	131,659.29
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	
3	Add lines 1 and 2	3	131,659.29
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	131,659.29
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 34,439.02		
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	34,439.02
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	97,220.27
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2019 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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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		X
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		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ Missouri			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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	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 ▶			
14	The books are in care of ▶ Marian V. Mehan Telephone no ▶ 314-444-7600			
	Located at ▶ 600 Washington Ave., Ste. 2500, St. 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			
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018)	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 2018?	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, St. Louis, MO 63124	co-Trustee	0.00		
Marian V. Mehan 600 Washington, #2500, St. Louis, MO 63101	co-Trustee	0.00		

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 ▶

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 . . . . . ▶

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 Washington University for medical support and education	315,000.00
2 Distributions to Places for People for homeless shelters	300,000.00
3 Distributions to Access Academies for schools for socially and/or economically disadvantaged students	200,000.00
4 Distributions to St. Louis Area Food Bank to provide meals for individuals in the St. Louis area facing hunger	130,000.00

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	32,267,183.63
b	Average of monthly cash balances	1b	1,416,492.85
c	Fair market value of all other assets (see instructions)	1c	34,439.02
d	**Total** (add lines 1a, b, and c)	1d	33,718,115.50
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	33,718,115.50
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	505,771.73
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,212,343.77
6	**Minimum investment return.** Enter 5% of line 5	6	1,660,617.19

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	1,660,617.19
2a	Tax on investment income for 2018 from Part VI, line 5	2a	131,659.29		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	1,324.94		
c	Add lines 2a and 2b			2c	132,984.23
3	*Distributable amount before adjustments* Subtract line 2c from line 1			3	1,527,632.96
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,527,632.96
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	1,527,632.96

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	1,740,600.00
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	1,740,600.00
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,740,600.00

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,527,632.96
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013 49,244.47				
b From 2014 271,178.29				
c From 2015 267,377.16				
d From 2016 34,807.48				
e From 2017 78,592.81				
f Total of lines 3a through e	701,200.21			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 1,740,600.00				
a Applied to 2017, 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 2018 distributable amount				1,527,632.96
e Remaining amount distributed out of corpus	212,967.04			
5 Excess distributions carryover applied to 2018 (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	914,167.25			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	49,244.47			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	864,922.78			
10 Analysis of line 9				
a Excess from 2014 271,178.29				
b Excess from 2015 267,377.16				
c Excess from 2016 34,807.48				
d Excess from 2017 78,592.81				
e Excess from 2018 212,967.04				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year (a) 2018	Prior 3 years (b) 2017	(c) 2016	(d) 2015	(e) Total
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

Marian V. Mehan, co-Trustee, 600 Washington Ave., #2500, St. Louis, MO 63101

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*				
See attached list				
Total ▶ **3a**				1,740,600.00
b *Approved for future payment*				
Total ▶ **3b**				

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	30,701.96	
4 Dividends and interest from securities			14	423,701.70	
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	1,233.18	
8 Gain or (loss) from sales of assets other than inventory			18	6,544,620.66	
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)				7,000,257.50	
13 **Total.** Add line 12, columns (b), (d), and (e)					7,000,257.50

(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

▶ Marian V Mehan — Signature of officer or trustee | 05/14/2019 — Date | ▶ co-Trustee — Title

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 J. Figueroa	05/14/2019		P01708870

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

Firm's address ▶ 600 Washington Avenue, Suite 2500 St. Louis, Missouri 63101 — Phone no 314-444-7600

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

Schedule of Contributors

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

OMB No 1545-0047

2018

Name of the organization

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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000, or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

Name of organization: The Lesley Waldheim Charitable Foundation

Employer identification number: 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 St. Louis, Missouri 63124-2236	$ 115,475.98	Person [X] 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: 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
2018 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	$0.00	$0.00	$0.00	
Goldman Sachs, Acct#051-78254-8	$4,963.13	$62,273 14	$0 00	
Goldman Sachs, Acct#051-78253-0	$3,173.94	$25,497.27	$1,233.18	*
Goldman Sachs, Acct#020-53028-3	$7,599.43	$18,788.27	$0.00	
Goldman Sachs, Acct#020-66956-0	$916.91	$82,413.90	$0.00	
Goldman Sachs, Acct#020-67180-6	$3,899.19	$65,736 70	$0.00	
Goldman Sachs, Acct#051-48222-2	$10,149.36	$168,992.42	$0.00	
TOTALS	**$30,701.96**	**$423,701.70**	**$1,233.18**	

*nondividend distribution

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2018 Form 990-PF

Attorney Fees (Part 1, Line 16a)

January	Lewis Rice LLC	$	824.50
February	Lewis Rice LLC	$	-
March	Lewis Rice LLC	$	-
April	Lewis Rice LLC	$	2,585.00
May	Lewis Rice LLC	$	8,359.50
June	Lewis Rice LLC	$	10,777.50
July	Lewis Rice LLC	$	2,250.00
August	Lewis Rice LLC	$	358.50
September	Lewis Rice LLC	$	812.50
October	Lewis Rice LLC	$	491.00
November	Lewis Rice LLC	$	109.50
December	Lewis Rice LLC	$	1,576.00
		$	28,144.00

Investment Management Fees (Part 1, Line 16c)

Goldman Sachs, Acct#020-57090-9	$	-
Goldman Sachs, Acct#020-53028-3	$	158,547.15
Goldman Sachs, Acct#051-78253-0	$	15,109.37
Goldman Sachs, Acct#051-78254-8	$	37,938.87
Goldman Sachs, Acct#020-66956-0	$	40,840.37
Goldman Sachs, Acct#020-67180-6	$	77,004.73
Goldman Sachs, Acct#051-48222-2	$	38,212.17
	$	367,652.66

ADR Fees (Part 1, Line 16c)

Goldman Sachs, Acct#020-57090-9	$	-
Goldman Sachs, Acct#020-53028-3	$	-
Goldman Sachs, Acct#051-78253-0	$	39.86
Goldman Sachs, Acct#051-78254-8	$	88.39
Goldman Sachs, Acct#020-66956-0	$	43.34
Goldman Sachs, Acct#020-67180-6	$	-
Goldman Sachs, Acct#051-48222-2	$	-
	$	171.59

Taxes (Part 1, Line 18)

Goldman Sachs, Acct#020-57090-9	$	-
Goldman Sachs, Acct#020-53028-3	$	-
Goldman Sachs, Acct#051-78253-0	$	221.35
Goldman Sachs, Acct#051-78254-8	$	843.69
Goldman Sachs, Acct#020-66956-0	$	259.90
Goldman Sachs, Acct#020-67180-6	$	-
Goldman Sachs, Acct#051-48222-2	$	-
Taxes paid with 2017 Form 990-PF	$	20,000.00
	$	21,324.94

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2018 Form 990-PF

BEGINNING 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	$ -	$ -	$ -	$ -	$ -
Goldman Sachs, Acct#051-78253-0	$ -	$ -	$ -	$ -	$ -
Goldman Sachs, Acct#020-53028-3	$ 420,671.12	$ 1,774,650.01	$ 812,129.74	$ -	$ 3,007,450.87
Goldman Sachs, Acct#020-66956-0	$ 365,800.13	$ 4,551,799 68	$ -	$ -	$ 4,917,599.81
Goldman Sachs, Acct#020-67180-6	$ 88,823.56	$ 2,365,277 92	$ -	$ -	$ 2,454,101.48
Goldman Sachs, Acct#051-48222-2	$ 48.59	$ 11,672,977.70		$ -	$ 11,673,026.29
	$ 875,343.40	**$ 23,864,705.31**	**$ 812,129.74**	**$ -**	**$ 25,552,178.45**

BEGINNING OF YEAR FAIR MARKET VALUE

	Savings	Stock	Bonds	Other Assets	Account Total
Goldman Sachs, Acct#020-57090-9	$ -	$ 5,595,054 84			$ 5,595,054.84
Goldman Sachs, Acct#051-78254-8	$ -	$ -	$ -	$ -	$ -
Goldman Sachs, Acct#051-78253-0	$ -	$ -	$ -	$ -	$ -
Goldman Sachs, Acct#020-53028-3	$ 420,671.12	$ 1,857,244.91	$ 807,799.01		$ 3,085,715.04
Goldman Sachs, Acct#020-66956-0	$ 365,800 13	$ 6,295,453 00	$ -	$ -	$ 6,661,253.13
Goldman Sachs, Acct#020-67180-6	$ 88,823 56	$ 4,116,312 18	$ -	$ -	$ 4,205,135 74
Goldman Sachs, Acct#051-48222-2	$ 48 59	$ 15,383,650 13		$ -	$ 15,383,698.72
	$ 875,343.40	**$ 33,247,715.06**	**$ 807,799.01**	**$ -**	**$ 34,930,857.47**

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2017 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	$ 467,254 17	$ 5,871,133.23	$ -	$ -	$ 6,338,387.40
Goldman Sachs, Acct#051-78253-0	$ 133,854.05	$ 2,836,043.69	$ -	$ -	$ 2,969,897.74
Goldman Sachs, Acct#020-53028-3	$ 516,121.14	$ 750,000.00	$ -	$ -	$ 1,266,121.14
Goldman Sachs, Acct#020-66956-0	$ -	$ -	$ -	$ -	$ -
Goldman Sachs, Acct#020-67180-6	$ 83,716.83	$ 5,132,135.77	$ -	$ -	$ 5,215,852.60
Goldman Sachs, Acct#051-48222-2	$ 153,607.59	$ 11,087,227.84	$ -	$ -	$ 11,240,835.43
	$ 1,354,553.78	**$ 29,176,540.53**	**$ -**	**$ -**	**$ 30,531,094.31**

END OF YEAR FAIR MARKET VALUE

	Savings	Stock	Bonds	Other Assets	Account Total
Goldman Sachs, Acct#020-57090-9	$ -	$ 4,753,433 87	$ -	$ -	$ 4,753,433.87
Goldman Sachs, Acct#051-78254-8	$ 467,254 17	$ 5,360,062 32	$ -	$ -	$ 5,827,316.49
Goldman Sachs, Acct#051-78253-0	$ 133,854 05	$ 2,385,767.39	$ -	$ -	$ 2,519,621.44
Goldman Sachs, Acct#020-53028-3	$ 516,121 14	$ 757,872 50	$ -	$ -	$ 1,273,993.64
Goldman Sachs, Acct#020-66956-0	$ -	$ -	$ -	$ -	$ -
Goldman Sachs, Acct#020-67180-6	$ 83,716.83	$ 5,730,952.78	$ -	$ -	$ 5,814,669.61

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2018 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)	420,671 120	$	420,671 12
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	83,450 311	$	812,129 74
GS FINANCE CORP LINKED TO S&P 500 INDEX BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 02/11/2021	500,000 000	$	500,000 00
GS ENHANCED DIVIDEND GLOBAL EQUITY PORTFOLIO INSTITUTIONAL CLASS SHARES (GIDGX)	86,422 959	$	1,024,650 01
GS FINANCE CORP LINKED TO EURO STOXX 50 PR BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NODE DUE 10/17/2019 (SX5ED168	250,000 000	$	250,000 00
TOTAL			**$3,007,450.87**
Acct#020-66956-0			
U S DOLLAR	689 850	$	689 85
GOLDMAN SACHS BANK USA DEPOSIT (*BDANOW)	365,110 280	$	365,110 28
ABBOTT LABORATORIES CMN (ABT)	4,438 000	$	180,631 04
ALTRIA GROUP, INC CMN (MO)	1,954 000	$	140,282 74
APPLE INC CMN (AAPL)	1,823 000	$	147,454 67
AT&T INC CMN (T)	7,552 000	$	271,353 05
BANK OF AMERICA COPR CMN (BAC)	3,612 000	$	54,244 66
CISCO SYSTEMS, INC CMN (CSCO)	6,968 000	$	200,236 19
COCA-COLA COMPANY (THE) (CMN) (KO)	5,982 000	$	242,195 50
COLGATE-PALMOLIVE CO CMN (CL)	2,132 000	$	152,725 82
DISCOVER FINANCIAL SERVICES CMN (DFS)	723 000	$	47,746 34
DOWDUPONT INC CMN (DWDP)	2,022 000	$	14 98
DUNKIN BRANDS GROUP INC CMN (DNKN)	2,306 000	$	123,113 17
ELI LILLY & CO CMN (LLY)	2,117 000	$	161,847 83
EMERSON ELECTRIC CO CMN (EMR)	1,611 000	$	101,033 46
EXXON MOBIL CORPORATION CMN (XOM)	3,683 000	$	222,575 59
FIRSTENERGY CORP CMN (FE)	2,959 000	$	95,856 81
GENERAL MOTORS COMPANY CMN (GM)	2,206 000	$	76,476 08
HONEYWELL INTL INC CMN (HON)	733 000	$	71,445 43
JPMORGAN CHASE & CO CMN (JPM)	2,272 000	$	88,906 11
LAS VEGAS SANDS CORP CMN (LVS)	945 000	$	64,082 72
MC DONALDS CORP CMN (MCD)	1,388 000	$	168,629 51
MERCK & CO , INC CMN (MRK)	1,399 000	$	59,245 85
METLIFE, INC CMN (MET)	3,850 000	$	144,742 58
MICROSOFT CORPORATION CMN (MSFT)	2,927 000	$	97,656 31
ORACLE CORPORATION CMN (ORCL)	3,310 000	$	130,709 79
PFIZER INC CMN (PFE)	6,132 000	$	164,784 19
PHILIP MORRIS INTL INC CMN (PM)	2,350 000	$	134,763 52
PINNACLE WEST CAPITAL CORP CMN (PNW)	1,100 000	$	95,859 28
PROCTOR & GAMBLE COMPANY (THE) CMN (PG)	1,419 000	$	28,153 67
TEXAS INSTRUMENTS INC CMN (TXN)	2,267 000	$	183,228 91
UNION PACIFIC CORP CMN (UNP)	1,399 000	$	112,241 86
UNITED TECHNOLOGIES CORP CMN (UTX)	1,051 000	$	128,342 66
VERIZON COMMUNICATIONS INC CMN (VZ)	3,489 000	$	166,110 65
WELLS FARGO & CO (NEW) CMN (WFC)	4,941 000	$	246,241 65
BP P L C SPONSORED ADR CMN (BP)	4,333 000	$	150,247 14
MEDTRONIC PUBLIC LIMITED COMPA CMN (MDT)	1,222 000	$	98,619 92
TOTAL		**$**	**4,917,599.81**
Acct#020-67180-6			
GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	88,823 560	$	88,823 56
ALPHABET INC CMN CLASS C (GOOG)	300 000	$	141,032 55
AMAZON COM INC CMN (AMZN)	200 000	$	60,024 72
ANADARKO PETROLEUM CORP CMN (APC)	700 000	$	54,940 20
BANK OF AMERICA CORP CMN (BAC)	5,950 000	$	101,477 03
BERKSHIRE HATHAWAY INC CLASS B (BRKB)	1,800 000	$	195,708 53

CITIGROUP INC CMN ©	3,475 000	$	165,303 95
DISH NETWORK CORPORATION CMN CLASS A (DISH)	2,025 000	$	107,773 29
ECOLAB INC CMN (ECL)	1,100 000	$	71,099 93
FIDELITY NAT L INFO SVCS INC CMN (FIS)	600 000	$	35,306 89
GENERAL MOTORS COMPANY CMN (GM)	3,175 000	$	110,579 48
ILG, INC CMN (ILG)	387 000	$	4,627 01
JPMORGAN CHASE & CO CMN (JPM)	1,300 000	$	72,415 65
MARRIOTT INTERNATIONAL, INC CMN CLASS A (MAR)	1,840 000	$	115,556 04
MICROSOFT CORPORATION CMN (MSFT)	3,200 000	$	94,418 87
MORGAN STANLEY CMN (MS)	875 000	$	33,752 48
NOBLE ENERGY INC CMN (NBL)	1,675 000	$	77,967 57
ORACLE CORPORATION CMN (ORCL)	5,300 000	$	187,678 08
PEPSICO, INC CMN (PEP)	1,026 000	$	49,607 10
THERMO FISHER SCIENTIFIC INC CMN (TMO)	525 000	$	31,008 23
TRIPADVISOR, INC CMN (TRIP)	1,300 000	$	40,626 82
TWENTY-FIRST CENTURY FOX, INC CMN CLASS B (FOX)	5575	$	173,416 34
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	825	$	45,043 27
W R BERKLEY CORPORATION CMN (WRB)	875	$	32,846 28
WELLS FARGO & CO (NEW) CMN (WFC)	2100	$	111,171 68
AON PLC CMN (AON)	1700	$	88,350 53
LIBERTY GLOBAL PLC-LILAC GROUP CMN SERIES 2 (LILAK_180102)	1083	$	27,949 10
LIBERTY GLOBAL, PLC CMN CLASS C (LBTYK)	6,200 000	$	135,596 30
TOTAL			**$2,454,101.48**

Acct#051-48222-2

U S DOLLAR	48 590	$	48 59
SPDR S&P 500 ETF TRUST (SPY)	57,895 000	$	11,746,388 14
CALL/SPY @ 263 EXP 01/19/2018 (SPY 180119C00263000)	-114 000	$	(12,995 69)
CALL/SPY @ 265 EXP 02/16/2018 (SPY 180216C00265000)	-116 000	$	(23,541 65)
CALL/SPY @ 269 EXP 01/19/2018 (SPY 180119C00269000)	-116 000	$	(10,207 74)
CALL/SPY @ 272 EXP 02/16/2018 (SPY 180216C00272000)	-116 000	$	(11,715 72)
CALL/SPY @ 275 EXP 03/16/2018 (SPY 180316C00275000)	-115 000	$	(14,949 64)
TOTAL			**$ 11,673,026.29**

Acct#051-78253-0

TOTAL	**$0.00**

Acct#051-78254-8

TOTAL	**$0.00**

TOTAL 2018 BEGINNING OF THE YEAR BOOK VALUE	**$ 25,552,178.45**

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2018 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)	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#020-66956-0		
TOTAL		**$0.00**
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**

TOTAL 2017 END OF THE YEAR BOOK VALUE **$30,531,060.93**

The Lesley Waldheim Charitable Foundation
EIN: 43-6886268
2018 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	$ 5,595,054.84
TOTAL		**$5,595,054.84**
Acct#020-53028-3		
GOLDMAN SACHS BANK USA DEPOSIT (BDA)	420,671 120	$ 420,671.12
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	83,450 311	$ 807,799 01
GS FINANCE CORP LINKED TO S&P 500 INDEX BETTER OF CNTNGNT CPN W BUFFER STRUCTURED NOTE DUE 02/11/2021	500,000.000	$ 568,760 00
GS ENHANCED DIVIDEND GLOBAL EQUITY PORTFOLIO INSTITUTIONAL CLASS SHARES (GIDGX)	86,422 959	$ 1,051,767 41
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	$ 236,717.50
TOTAL		**$3,085,715.04**
Acct#020-66956-0		
U S DOLLAR	689 850	$ 689 85
GOLDMAN SACHS BANK USA DEPOSIT (*BDANOW)	365,110.280	$ 365,110 28
ABBOTT LABORATORIES CMN (ABT)	4,438 000	$ 253,276 66
ALTRIA GROUP, INC CMN (MO)	1,954 000	$ 140,824 78
APPLE INC CMN (AAPL)	1,823 000	$ 308,506.29
AT&T INC CMN (T)	7,552 000	$ 293,621 76
BANK OF AMERICA COPR CMN (BAC)	3,612 000	$ 106,626 24
CISCO SYSTEMS, INC CMN (CSCO)	6,968 000	$ 266,874.40
COCA-COLA COMPANY (THE) (CMN) (KO)	5,982 000	$ 274,454 16
COLGATE-PALMOLIVE CO CMN (CL)	2,132 000	$ 160,859 40
DISCOVER FINANCIAL SERVICES CMN (DFS)	723 000	$ 55,613 16
DOWDUPONT INC CMN (DWDP)	2,022 000	$ 144,006 84
DUNKIN BRANDS GROUP INC CMN (DNKN)	2,306.000	$ 148,667.82
ELI LILLY & CO CMN (LLY)	2,117 000	$ 178,801 82
EMERSON ELECTRIC CO. CMN (EMR)	1,611 000	$ 112,270.59
EXXON MOBIL CORPORATION CMN (XOM)	3,683 000	$ 308,046.12
FIRSTENERGY CORP CMN (FE)	2,959 000	$ 90,604.58
GENERAL MOTORS COMPANY CMN (GM)	2,206 000	$ 90,423 94
HONEYWELL INTL INC CMN (HON)	733.000	$ 112,412.88
JPMORGAN CHASE & CO CMN (JPM)	2,272 000	$ 242,967 68
LAS VEGAS SANDS CORP. CMN (LVS)	945 000	$ 65,668 05
MC DONALDS CORP CMN (MCD)	1,388.000	$ 238,902.56
MERCK & CO., INC CMN (MRK)	1,399 000	$ 79,393 25
METLIFE, INC CMN (MET)	3,850 000	$ 194,656.00
MICROSOFT CORPORATION CMN (MSFT)	2,927.000	$ 250,375 58
ORACLE CORPORATION CMN (ORCL)	3,310 000	$ 156,496.80
PFIZER INC CMN (PFE)	6,132 000	$ 222,101 04
PHILIP MORRIS INTL INC CMN (PM)	2,350 000	$ 250,792 00
PINNACLE WEST CAPITAL CORP CMN (PNW)	1,100 000	$ 93,698 00
PROCTOR & GAMBLE COMPANY (THE) CMN (PG)	1,419 000	$ 130,377 72

TEXAS INSTRUMENTS INC. CMN (TXN)	2,267.000	$	236,765 48
UNION PACIFIC CORP CMN (UNP)	1,399 000	$	187,605 90
UNITED TECHNOLOGIES CORP CMN (UTX)	1,051 000	$	134,076.07
VERIZON COMMUNICATIONS INC CMN (VZ)	3,489 000	$	184,672 77
WELLS FARGO & CO (NEW) CMN (WFC)	4,941 000	$	299,770.47
BP P.L C SPONSORED ADR CMN (BP)	4,333 000	$	182,115 99
MEDTRONIC PUBLIC LIMITED COMPA CMN (MDT)	1,222 000	$	99,126.20
TOTAL		**$**	**6,661,253.13**

Acct#020-67180-6

GOLDMAN SACHS BANK USA DEPOSIT (BDA) (*BDANOW)	88,823 560	$	88,823 56
ALPHABET INC CMN CLASS C (GOOG)	300.000	$	313,920.00
AMAZON.COM INC CMN (AMZN)	200 000	$	233,894 00
ANADARKO PETROLEUM CORP CMN (APC)	700.000	$	37,548.00
BANK OF AMERICA CORP CMN (BAC)	5,950 000	$	175,644 00
BERKSHIRE HATHAWAY INC CLASS B (BRKB)	1,800 000	$	356,796 00
CITIGROUP INC. CMN ©	3,475 000	$	258,574 75
DISH NETWORK CORPORATION CMN CLASS A (DISH)	2,025.000	$	96,693 75
ECOLAB INC CMN (ECL)	1,100 000	$	148,049.00
FIDELITY NATL INFO SVCS INC CMN (FIS)	600 000	$	56,454 00
GENERAL MOTORS COMPANY CMN (GM)	3,175 000	$	130,143 25
ILG, INC CMN (ILG)	387 000	$	11,021 76
JPMORGAN CHASE & CO CMN (JPM)	1,300.000	$	139,022 00
MARRIOTT INTERNATIONAL, INC CMN CLASS A (MAR)	1,840 000	$	249,743.20
MICROSOFT CORPORATION CMN (MSFT)	3,200 000	$	273,728 00
MORGAN STANLEY CMN (MS)	875.000	$	45,911 25
NOBLE ENERGY INC CMN (NBL)	1,675 000	$	48,809.50
ORACLE CORPORATION CMN (ORCL)	5,300 000	$	250,584 00
PEPSICO, INC CMN (PEP)	1,026 000	$	123,863 85
THERMO FISHER SCIENTIFIC INC CMN (TMO)	525 000	$	99,765 75
TRIPADVISOR, INC CMN (TRIP)	1,300.000	$	44,798.00
TWENTY-FIRST CENTURY FOX, INC CMN CLASS B (FOX)	5575	$	190,219.00
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	825	$	181,879 50
W R. BERKLEY CORPORATION CMN (WRB)	875	$	62,693 75
WELLS FARGO & CO (NEW) CMN (WFC)	2100	$	127,407.00
AON PLC CMN (AON)	1700	$	227,800 00
LIBERTY GLOBAL PLC-LILAC GROUP CMN SERIES 2 (LILAK_180102)	1083	$	21,540 87
LIBERTY GLOBAL, PLC CMN CLASS C (LBTYK)	6,200.000	$	209,808 00
TOTAL			**$4,205,135.74**

Acct#051-48222-2

U S DOLLAR	48 590	$	48 59
SPDR S&P 500 ETF TRUST (SPY)	57,895 000	$	15,528,095 13
CALL/SPY @ 263 EXP 01/19/2018 (SPY 180119C00263000)	-114.000	$	(55,518 00)
CALL/SPY @ 265 EXP 02/16/2018 (SPY 180216C00265000)	-116 000	$	(55,854.00)
CALL/SPY @ 269 EXP 01/19/2018 (SPY 180119C00269000)	-116.000	$	(9,976 00)
CALL/SPY @ 272 EXP 02/16/2018 (SPY 180216C00272000)	-116 000	$	(11,252 00)
CALL/SPY @ 275 EXP 03/16/2018 (SPY 180316C00275000)	-115.000	$	(11,845.00)
TOTAL			**$ 15,383,698.72**

Acct#051-78253-0

TOTAL	**$0.00**

Acct#051-78254-8

TOTAL	**$0.00**
TOTAL 2018 BEGINNING OF THE YEAR FAIR MARKET VALUE	**$ 34,930,857.47**