

EXTENDED TO NOVEMBER 15, 2019  
**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

OMB No 1545-0052

**2018**

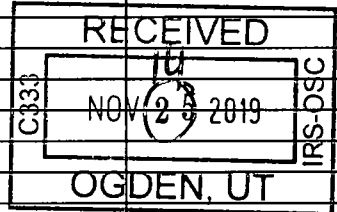
Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation <b>ESTHER AND HAROLD MERTZ FOUNDATION</b> <b>U/A/D JULY 31, 2000, AS AMENDED</b>		A Employer identification number <b>13-7231616</b>
Number and street (or P O box number if mail is not delivered to street address) <b>212 S. MAIN AVE SUITE 133</b>	Room/suite <b>133</b>	B Telephone number <b>605-271-5154</b>
City or town, state or province, country, and ZIP or foreign postal code <b>SIOUX FALLS, SD 57104</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>439,154,206.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	3,190,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	3,366,074.	2,827,639.		STATEMENT 1
5a Gross rents	1,704,744.	1,704,744.		STATEMENT 2
b Net rental income or (loss) <b>1,704,744.</b>				
6a Net gain or (loss) from sale of assets not on line 10	<94,327.>			
b Gross sales price for all assets on line 6a <b>37,283,467.</b>				
7 Capital gain net income (from Part IV, line 2)		0.		
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	5,182,051.	<19,803.>		STATEMENT 3
12 Total. Add lines 1 through 11	13,348,542.	4,512,580.		
13 Compensation of officers, directors, trustees, etc	1,567,955.	313,091.		1,176,591.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees <b>STMT 4</b>	269,122.	0.		269,122.
b Accounting fees <b>STMT 5</b>	158,318.	52,773.		52,773.
c Other professional fees <b>STMT 6</b>	48,000.	0.		48,000.
17 Interest				
18 Taxes <b>STMT 7</b>	30,200.	0.		0.
19 Depreciation and depletion	9,098,508.	3,602,178.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses <b>STMT 8</b>	4,482,013.	305,021.		412,972.
24 Total operating and administrative expenses. Add lines 13 through 23	15,654,116.	4,273,063.		1,959,458.
25 Contributions, gifts, grants paid	19,245,039.			19,245,039.
26 Total expenses and disbursements. Add lines 24 and 25	34,899,155.	4,273,063.		21,204,497.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	<21,550,613.			
b Net investment income (if negative, enter -0-)		239,517.		
c Adjusted net income (if negative, enter -0-)			N/A	



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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,228,193.	2,005,851.	2,005,851.
	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>STMT 10</b>	60,337,444.	77,067,613.	76,684,274.
	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 <b>STMT 11</b>	612,533,023.	613,498,470.	360,464,081.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ _____)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	675,098,660.	692,571,934.	439,154,206.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue		251,625.	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ _____)			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	251,625.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	675,098,660.	692,320,309.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 <b>Total net assets or fund balances</b>	675,098,660.	692,320,309.		
31 <b>Total liabilities and net assets/fund balances</b>	675,098,660.	692,571,934.		

**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	675,098,660.
2 Enter amount from Part I, line 27a	2	<21,550,613.>
3 Other increases not included in line 2 (itemize) ▶ <b>SEE FOOTNOTE</b>	3	38,772,262.
4 Add lines 1, 2, and 3	4	692,320,309.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	692,320,309.

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**Part IV Capital Gains and Losses for Tax on Investment Income** SEE ATTACHED STATEMENTS

(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			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 37,283,467.		37,377,794.	<94,327.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(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			
b			
c			
d			
e			<94,327.>

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	<94,327.>
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))
2017	13,740,171.	452,557,697.	.030361
2016	521,266.	241,944,852.	.002154
2015	9,540.	3,513,250.	.002715
2014	227,612.	3,721,206.	.061166
2013	2,304.	3,580,654.	.000643

2 Total of line 1, column (d)	2	.097039
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	.019408
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	440,041,705.
5 Multiply line 4 by line 3	5	8,540,329.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,395.
7 Add lines 5 and 6	7	8,542,724.
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	21,204,497.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,395.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	0.
3	Add lines 1 and 2	3	2,395.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,395.
6	Credits/Payments.		
6a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	97,315.
6b	Exempt foreign organizations - tax withheld at source	6b	0.
6c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
6d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	97,315.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	94,920.
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> 94,920.   Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> NONE	
8b	SEE STATEMENT 12	
9		X
10		X

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>HTTPS://MERTZFOUNDATION.ORG</b>	X	
14 The books are in care of <b>DIANNE R. STADTFELD, SDTC LLC</b> Telephone no. <b>605-271-5154</b> Located at <b>212 S. MAIN AVE STE 133, SIOUX FALLS, SD</b> ZIP+4 <b>57104</b>		
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 <input type="checkbox"/> 15 <b>N/A</b>		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <input type="checkbox"/>		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>	1b	X
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 (linec 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> 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.) <b>N/A</b> c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here: <input type="checkbox"/>	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	X
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

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**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:			Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Organizations relying on a current notice regarding disaster assistance, check here	N/A <input type="checkbox"/>	5b		
c If the answer is "Yes" to question 5a(1), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 1960 tax on payment(c) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
NANCY L CLOSE 4951 WINDSOR PARK SARASOTA, FL 34235	DIRECTION ADVISOR 40.00	1565455.	0.	0.
LAVENDER TRUST COMPANY INC 212 S. MAIN AVE, SUITE 133 SIOUX FALLS, SD 57104	TRUSTEE 10.00	2,500.	0.	0.

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

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

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

0

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**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
QP GLOBAL FAMILY OFFICES LLC 150 EAST 52ND ST, NEW YORK, NY 10022	ADVISORY	409,691.
WHITE & CASE LLP 1221 6TH AVE, NEW YORK, NY 10020	LEGAL	201,421.
MARKS PANETH LLP 685 THIRD AVE, NEW YORK, NY 10017	ACCOUNTING	158,318.
MCDERMOTT WILL & EMERY LLP 340 MADISON AVE, NEW YORK, NY 10173	LEGAL	55,442.

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 THE FOUNDATION IS NOT INVOLVED IN ANY CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER IRS SEC 501(C)(3).	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 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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**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	77,448,741.
b	Average of monthly cash balances	1b	8,830,026.
c	Fair market value of all other assets	1c	360,464,081.
d	<b>Total</b> (add lines 1a, b, and c)	1d	446,742,848.
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	446,742,848.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,701,143.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	440,041,705.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	22,002,085.

**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	22,002,085.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	2,395.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	1,015,814.
c	Add lines 2a and 2b	2c	1,018,209.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,983,876.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	20,983,876.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	20,983,876.

**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	21,204,497.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	21,204,497.
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	2,395.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	21,202,102.

**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.



**ESTHER AND HAROLD MERTZ FOUNDATION**  
**U/A/D JULY 31, 2000, AS AMENDED**

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7				20,983,876.
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only			18,702,729.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2018:				
<b>a</b> From 2013				
<b>b</b> From 2014				
<b>c</b> From 2015				
<b>d</b> From 2016				
<b>e</b> From 2017				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 21,204,497.				
<b>a</b> Applied to 2017, but not more than line 2a			18,702,729.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2018 distributable amount				2,501,768.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				18,482,108.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2014				
<b>b</b> Excess from 2015				
<b>c</b> Excess from 2016				
<b>d</b> Excess from 2017				
<b>e</b> Excess from 2018				

ESTHER AND HAROLD MERTZ FOUNDATION

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

1 a 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)

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
3 Subtract line 2d from line 2c					
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).)  
**NONE**

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.  
**NONE**

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.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:  
**SEE MERTZFOUNDATION.ORG, 605-271-5175**  
**212 S. MAIN AVE, STE 133, SIOUX FALLS, SD 57104**

b The form in which applications should be submitted and information and materials they should include:  
**IN ACCORDANCE WITH WEBSITE**

c Any submission deadlines:  
**IN ACCORDANCE WITH WEBSITE**

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

ESTHER AND HAROLD MERTZ FOUNDATION

Form 990-PF (2018)

U/A/D JULY 31, 2000, AS AMENDED

13-7231616

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**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
AMERICA'S VETDOGS 371 EAST JERICHO TURNPIKE SMITHTOWN, NY 11787-2976	NONE	PC	TO PROVIDE ENHANCED MOBILITY AND RENEWED INDEPENDENCE TO UNITED STATES VETERANS	50,000.
BACK ON MY FEET 100 S BROAD STREET, SUITE 2136 PHILADELPHIA, PA 19110	NONE	PC	TO PROVIDE SUPPORTS FOR HOMELESS INDIVIDUALS	75,000.
FLOW THROUGH FROM PARTNERSHIP K-1 FROM 2015 LAVENDER FOUNDATION LLC 445 PARK AVENUE, 18TH FL NEW YORK, NY 10022	NONE	PC	FLOW THROUGH	422.
FLOW THROUGH FROM PARTNERSHIP K-1 FROM 2015 LAVENDER HOLDINGS LLC 445 PARK AVENUE, 18TH FL NEW YORK, NY 10022	NONE	PC	FLOW THROUGH	20,730.
FREEDOM ALLIANCE 22570 MARKEY COURT, SUITE 240 DULLES, VA 20166	NONE	PC	TO ADVANCE THE AMERICAN HERITAGE OF FREEDOM BY HONORING MILITARY SERVICE	225,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>19,245,039.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



ESTHER AND HAROLD MERTZ FOUNDATION

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

- 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?
- |  | Yes | No |
|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |    |
| (1) Cash   |     | X  |
| (2) Other assets   |     | X  |
| b Other transactions:  |     |    |
| (1) Sales of assets to a noncharitable exempt organization   |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
| (3) Rental of facilities, equipment, or other assets   |     | X  |
| (4) Reimbursement arrangements   |     | X  |
| (5) Loans or loan guarantees   |     | X  |
| (6) Performance of services or membership or fundraising solicitations   |     | X  |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | 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
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

<b>Sign Here</b>	Signature of officer or trustee: <i>BY X. Howard K. Warsaw</i> Date: <i>11-13-19</i>	Title: <b>TRUSTEE</b>
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May the IRS discuss this return with the preparer shown below? See instr.  
 Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>WARSHAW, HOWARD K</b>	Preparer's signature <i>Howard K. Warsaw</i>	Date <i>11/16/19</i>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00082352</b>
	Firm's name <b>MARKS PANETH LLP</b>	Firm's EIN <b>11-3518842</b>			
	Firm's address <b>685 THIRD AVENUE NEW YORK, NY 10017</b>	Phone no <b>212-503-8800</b>			

Part IV Capital Gains and Losses for Tax on Investment Income						
(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
1a	FLOW THROUGH FROM PCH K-1					
b	FLOW THROUGH FROM PCH K-1					
c	FLOW THROUGH FROM LAVENDER FOUNDATION INVESTMENTS					
d	FLOW THROUGH FROM LAVENDER FOUNDATION INVESTMENTS					
e	2,000,000 SHS US TSY NOTE			P	07/19/18	08/15/18
f	14,000,000 SHS US TSY NOTE			P	12/13/18	12/20/18
g	1,055,000 SHS CALIFORNIA ST BE 5000			D	11/23/15	05/01/18
h	3,000,000 SHS CONNECTICUT ST BE 1375			D	10/13/15	07/11/18
i	625,000 SHS ILL ST TOLL-B 5500			D	12/29/15	01/02/18
j	715,000 SHS LAKE JACKSON T BE 4000			D	11/23/15	04/16/18
k	1,100,000 SHS MASON CNTY WAS BE 4000			D	09/15/15	12/03/18
l	500,000 SHS N C MUN PWR			D	10/06/15	01/02/18
m	500,000 SHS N.TX TWY AU-F BE 5750			D	09/25/15	01/02/18
n	700,000 SHS N.TX TWY AU-F BE 5750			D	01/14/16	01/02/18
o	500,000 SHS NEW YORK CITY BE 5000			D	10/28/15	05/01/18
(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		33,235.	<33,235.>			
b		58,253.	<58,253.>			
c	59.		59.			
d	5,661.		5,661.			
e	2,000,000.	2,000,000.	0.			
f	13,982,747.	13,979,117.	3,630.			
g	1,055,000.	1,055,000.	0.			
h	3,000,000.	3,000,000.	0.			
i	625,000.	625,000.	0.			
j	715,000.	715,000.	0.			
k	1,100,000.	1,100,000.	0.			
l	500,000.	500,000.	0.			
m	500,000.	500,000.	0.			
n	700,000.	700,000.	0.			
o	500,000.	500,000.	0.			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			<33,235.>			
b			<58,253.>			
c			59.			
d			5,661.			
e			0.			
f			3,630.			
g			0.			
h			0.			
i			0.			
j			0.			
k			0.			
l			0.			
m			0.			
n			0.			
o			0.			
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			
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			

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 300000 SHS NEW YORK N Y C BE 1650	D	10/20/15	11/12/18
b 535,000 SHS NORTH TEX TWY BE 5625	D	10/15/15	01/02/18
c 1,000,000 SHS NORTH TEX TWY BE 5750	D	01/05/16	01/02/18
d 3,000,000 SHS NORTHSIDE TEX BE 1650	D	11/13/15	08/01/18
e 550,000 SHS NYS TWY AUTH-A BE 5000	D	09/18/15	03/15/18
f 500,000 SHS OR ST GO-B BE 5000	D	10/29/15	08/01/18
g 600,000 SHS PA TPK COMMN BE 5625	D	03/09/16	06/01/18
h 760,000 SHS ROCKINGHAM CNT BE	D	01/12/16	05/15/18
i 495,000 SHS THE CITY OF NE BE 5000	D	03/31/16	08/01/18
j 815,000 SHS UNITAH CO BLDG BE 5500	D	01/05/16	06/01/18
k 2,045,000 SHS VIRGINIA ST PU BE 5250	D	09/28/15	08/01/18
l 2,000,000 SHS IL EDL FACS-B1 BE 1800	D	10/28/15	02/15/18
m			
n			
o			

(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 300,000.		300,000.	0.
b 535,000.		535,000.	0.
c 1,000,000.		1,000,000.	0.
d 3,000,000.		3,000,000.	0.
e 550,000.		550,000.	0.
f 500,000.		500,000.	0.
g 600,000.		600,000.	0.
h 760,000.		760,000.	0.
i 495,000.		495,000.	0.
j 815,000.		815,000.	0.
k 2,045,000.		2,045,000.	0.
l 2,000,000.		2,012,189.	<12,189.>
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			0.
c			0.
d			0.
e			0.
f			0.
g			0.
h			0.
i			0.
j			0.
k			0.
l			<12,189.>
m			
n			
o			

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	<94,327.>
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

ESTHER AND HAROLD MERTZ FOUNDATION  
U/A/D JULY 31, 2000, AS AMENDED

13-7231616

**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FURNITURE MISSION 209 N. NESMITH SIOUX FALLS, SD 57103	NONE	PC	TO PROVIDE THOSE IN NEED WITH GENTLY USED FURNITURE AND HOUSEHOLD ITEMS	10,000.
GUIDE DOG FOUNDATION FOR THE BLIND, INC. 371 EAST JERICHO TURNPIKE SMITHTOWN, NY 11787-2976	NONE	PC	TO IMPROVE THE QUALITY OF LIFE FOR PEOPLE WHO ARE BLIND	25,000.
HABITAT FOR HUMANITY - DACOTAH TIPIS P.O. BOX 487 FORT THOMPSON, SD 57339	NONE	PC	IMPROVE THE HOUSING CRISIS ON THE CROW CREEK RESERVATION BY CREATING MORE SAFE AND AFFORDABLE HOMES	35,000.
HELEN KELLER SERVICES FOR THE BLIND 57 WILOUGHBY STREET BROOKLYN, NY 11201	NONE	PC	TO ASSIST DEAF-BLIND YOUTHS	152,500.
HEROES TO HEROES FOUNDATION 96 LINWOOD PLAZA #305 FORT LEE, NJ 07024	NONE	PC	TO PROVIDE SPIRITUAL HEALING AND PEER SUPPORT PROGRAMS FOR VETERANS	300,000.
HOPE FOR NEW YORK 1166 AVE OF AMERICAS, SUITE 1610 NEW YORK, NY 10036	NONE	PC	TO SERVE NEW YORK'S MOST MARGINALIZED RESIDENTS INCLUDING AT RISK YOUTH AND THE HOMELESS	500,000.
I HAVE A DREAM FOUNDATION 322 8TH AVENUE, SUITE 202 NEW YORK, NY 10001	NONE	PC	TO EMPOWER CHILDREN FROM LOW-INCOME COMMUNITIES TO SUCCEED IN SCHOOL	190,000.
LONG ISLAND ALZHEIMER'S FOUNDATION 5 CHANNEL DRIVE PORT WASHINGTON, NY 11050	NONE	PC	TO IMPROVE QUALIFY OF LIFE FOR INDIVIDUALS LIVING WITH ALZHEIMER'S DISEASE	250,000.
PINES OF SARASOTA 1501 N. ORANGE AVENUE SARASOTA, FL 34236	NONE	PC	TO OFFER INDIVIDUALS A FULFILLING LIFE IN REHABILITATION	14,000,000.
RESTORE NYC P.O. BOX 1003, BOWLING GREEN STATION NEW YORK, NY 10274	NONE	PC	TO END SEX TRAFFICKING IN NEW YORK	125,000.
<b>Total from continuation sheets</b>				<b>18,873,887.</b>



ESTHER AND HAROLD MERTZ FOUNDATION  
 U/A/D JULY 31, 2000, AS AMENDED

13-7231616

**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SARASOTA YMCA 1075 S EUCLID AVENUE SARASOTA, FL 34237	NONE	PC	TO PROVIDE SOFTWARE PROGRAMS AND SCHOOL HOUSE	189,735.
SIOUX FALLS AREA COMMUNITY FOUNDATION 200 N CHERAPA PLACE SIOUX FALLS, SD 57103	NONE	PC	TO PROVIDE TRUSTED LEADERSHIP THAT INSPIRES PHILANTHROPY, AND ENRICHES THE QUALITY OF LIFE IN OUR	116,532.
SOUTH DAKOTA HISTORICAL SOCIETY FOUNDATION 900 GOVERNORS DRIVE PIERRE, SD 57501	NONE	PC	TO PROVIDE RESOURCES TO HELP KEEP SOUTH DAKOTA HISTORY ALIVE	30,000.
SOUTHEAST TECHNICAL INSTITUTE FOUNDATION 200 N CAREER AVENUE SIOUX FALLS, SD 57107	NONE	PC	TO LAUNCH TWO VETERINARY PROGRAMS	25,000.
SPECIAL OLYMPICS NEW YORK - NYC REGION 211 EAST 43RD STREET #802 NEW YORK, NY 10017	NONE	PC	TO PROVIDE OPPORTUNITIES FOR PEOPLE WITH INTELLECTUAL DISABILITIES TO	5,500.
STEPHEN SILLER TUNNEL TO TOWERS FOUNDATION 2361 HYLAN BLYD STATEN ISLAND, NY 10306	NONE	PC	TO HONOR THE SACRIFICE OF FIREFIGHTER STEPHEN SILLER WHO LAID DOWN HIS LIFE TO SAVE OTHERS ON 9/11	2,701,000.
TOP HONORS, INC. P.O. BOX 7473 NEW YORK, NY 10116	NONE	PC	TO HELP CHILDREN IMPROVE THEIR MATH AND CRITICAL THINKING ABILITIES	143,620.
YOU CAN THRIVE! 535 WEST 23RD STREET, S8R NEW YORK, NY 10011	NONE	PC	TO PROVIDE INNOVATIVE HOLISTIC RESOURCES AND PREVENTION SERVICES FOR CANCER SURVIVORS SINCE 2005	75,000.
<b>Total from continuation sheets</b>				

**Part XV** | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - SIOUX FALLS AREA COMMUNITY FOUNDATION

TO PROVIDE TRUSTED LEADERSHIP THAT INSPIRES PHILANTHROPY, AND ENRICHES  
THE QUALITY OF LIFE IN OUR AREA FOR GOOD, FOR EVER.

NAME OF RECIPIENT - SPECIAL OLYMPICS NEW YORK - NYC REGION

TO PROVIDE OPPORTUNITIES FOR PEOPLE WITH INTELLECTUAL DISABILITIES TO  
COMPETE IN OLYMPIC-STYLE, COACHED SPORTS

**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](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2018**

Name of the organization

ESTHER AND HAROLD MERTZ FOUNDATION  
U/A/D JULY 31, 2000, AS AMENDED

Employer identification number

13-7231616

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 (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)

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) (2018)

Name of organization <b>ESTHER AND HAROLD MERTZ FOUNDATION</b> <b>U/A/D JULY 31, 2000, AS AMENDED</b>	Employer identification number <b>13-7231616</b>
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**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	THE LAVENDER TRUST <hr/> 212 S. MAIN AVE, STE 133 <hr/> SIOUX FALLS, SD 57104 <hr/>	\$ 1,441,625.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	ESTHER M MERTZ DESCENDANTS TRUST <hr/> 212 S. MAIN AVE, STE 133 <hr/> SIOUX FALLS, SD 57104 <hr/>	\$ 1,748,375.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

**ESTHER AND HAROLD MERTZ FOUNDATION  
U/A/D JULY 31, 2000, AS AMENDED**

Employer identification number

**13-7231616**

**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
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____

Name of organization <b>ESTHER AND HAROLD MERTZ FOUNDATION</b> <b>U/A/D JULY 31, 2000, AS AMENDED</b>	Employer identification number <b>13-7231616</b>
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**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
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

## FORM 990-PF

## DIVIDENDS AND INTEREST FROM SECURITIES

## STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2015 LAVENDER HOLDINGS LLC	1,405,156.	0.	1,405,156.	1,405,156.	
2015 LAVENDER HOLDINGS LLC	259,436.	0.	259,436.	259,436.	
2015 LAVENDER HOLDINGS LLC - TE INTEREST	241,084.	0.	241,084.	0.	
LAVENDER FOUNDATION INVESTMENTS - INTEREST	109,224.	0.	109,224.	109,224.	
MORGAN STANLEY - ACCRUED INTEREST	<8,564.>	0.	<8,564.>	<8,564.>	
MORGAN STANLEY - ACQUISITION PREMIUM	<686.>	0.	<686.>	0.	
MORGAN STANLEY - DIVIDEND	57,142.	0.	57,142.	57,142.	
MORGAN STANLEY - INTEREST	5,282.	0.	5,282.	5,282.	
MORGAN STANLEY - MUNICIPAL BOND INTEREST PAID	740,910.	0.	740,910.	0.	
MORGAN STANLEY - MUNICIPAL BOND INTEREST PAID	<443,559.>	0.	<443,559.>	0.	
MORGAN STANLEY - TAX EXEMPT OID	686.	0.	686.	0.	
MORGAN STANLEY - US INTEREST	999,963.	0.	999,963.	999,963.	
TO PART I, LINE 4	3,366,074.	0.	3,366,074.	2,827,639.	

## FORM 990-PF

## RENTAL INCOME

## STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME FROM 2015 LAVENDER HOLDINGS LLC	1	1,704,744.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,704,744.

FORM 990-PF	OTHER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - 2015 LAVENDER HOLDINGS LLC - ORDINARY INCOME	5,098,805.	0.	
FROM K-1 - 2015 LAVENDER HOLDINGS LLC - SEC 1231 LOSS	<27,266.>	<27,266.>	
FROM K-1 - LAVENDER FOUNDATION INVESTMENTS LLC - ORDINARY INCOME	102,922.	0.	
FROM K-1 - LAVENDER FOUNDATION INVESTMENTS LLC - SEC 1231 GAIN	54.	54.	
FROM K-1 - LAVENDER FOUNDATION INVESTMENTS LLC - OTHER INCOME	127.	0.	
FROM K-1 - LAVENDER FOUNDATION INVESTMENTS LLC - ROYALTY INCOME	7,409.	7,409.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,182,051.	<19,803.>	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	269,122.	0.		269,122.
TO FM 990-PF, PG 1, LN 16A	269,122.	0.		269,122.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	158,318.	52,773.		52,773.
TO FORM 990-PF, PG 1, LN 16B	158,318.	52,773.		52,773.



FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	48,000.	0.		48,000.
TO FORM 990-PF, PG 1, LN 16C	48,000.	0.		48,000.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	30,200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	30,200.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	17,994.	4,499.		11,696.
ADMINISTRATIVE EXPENSES	4,462.	1,116.		2,900.
LAVENDER HOLDINGS K-1 EXPENSES ON BOOK NOT ON RETURN	3,723,190.	0.		0.
INSURANCE EXPENSES	15,062.	0.		15,062.
ADVISORY FEES (QP GLOBAL FAMILY OFFICE)	409,691.	254,127.		136,564.
EXPENSE REIMBURSEMENT TO LAVENDER TRUST CO	246,750.	0.		246,750.
LAVENDER FOUNDATION K-1 -ROYALTY DEDUCTION	45,279.	45,279.		0.
LAVENDER FOUNDATION K-1 -EXPENSE ON BOOK NOT ON RETURN	19,585.	0.		0.
TO FORM 990-PF, PG 1, LN 23	4,482,013.	305,021.		412,972.

## FOOTNOTES

STATEMENT 9

FOOTNOTE TO 990 PF PART I LINE 19

DEPRECIATION EXPENSE REPORTED IS ALLOCATED FROM PARTNERSHIP INVESTMENT.

FOOTNOTE TO 990 PF PART III LINE 3

OTHER INCREASES NOT INCLUDED IN LINE 2, AS REPORTED ON LINE 3 IS THE EXCESS OF BOOK INCOME RECORDED FOR PARTNERSHIP CASH DISTRIBUTIONS RECEIVED OVER K-1 TAXABLE INCOME ALLOCATION

FOOTNOTE TO 990 PF PART VII-A QUESTION 11 AND PART VII-B QUESTION 3

NAME AND ADDRESS OF CONTROLLED ENTITY #1

2015 LAVENDER HOLDINGS LLC  
445 PARK AVE, 18TH FL  
NEW YORK, NY 10022

EIN 81-2443775

2015 LAVENDER HOLDINGS LLC IS NOT AN EXCESS BUSINESS HOLDING. IT IS A HOLDING COMPANY THAT EFFECTIVELY OWNS 100% OF THE INTEREST IN COMMERCIAL OFFICE BUILDINGS WHOSE GROSS INCOME IS DERIVED FROM PASSIVE INVESTMENT SOURCES FOR PURPOSES OF DETERMINING EXCESS BUSINESS HOLDINGS. THE HOLDING COMPANY ALSO OWNS A 15% NON CONTROLLING INTEREST IN AN OPERATING COMPANY TAXED AS A PARTNERSHIP, RAW LAND, AND CONDUCTS MANAGEMENT ACTIVITIES SOLELY FOR THE COMMERCIAL OFFICE BUILDINGS THAT IT OWNS.

NAME AND ADDRESS OF CONTROLLED ENTITY #2

LAVENDER FOUNDATION INVESTMENTS LLC  
4951 WINDSOR PARK  
SARASOTA, FL 34235

EIN 83-1192629

LAVENDER FOUNDATION INVESTMENTS LLC IS NOT AN EXCESS BUSINESS HOLDING. IT IS A LLC, TAXED AS A PARTNERSHIP, THAT IS EFFECTIVELY 100% OWNED BY THE FOUNDATION. ITS GROSS INCOME IS DERIVED FROM PASSIVE INVESTMENT SOURCES FOR PURPOSES OF DETERMINING EXCESS BUSINESS HOLDINGS.

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**FORM 990-PF                      U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS                      STATEMENT 10**


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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS (INCLUDING ACCRUED INTEREST)		X	8,625,392.	8,209,619.
68,500,000.000 UNITED STATES TREASURY BILL	X		68,442,221.	68,474,655.
<b>TOTAL U.S. GOVERNMENT OBLIGATIONS</b>			<b>68,442,221.</b>	<b>68,474,655.</b>
<b>TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS</b>			<b>8,625,392.</b>	<b>8,209,619.</b>
<b>TOTAL TO FORM 990-PF, PART II, LINE 10A</b>			<b>77,067,613.</b>	<b>76,684,274.</b>

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**FORM 990-PF    OTHER INVESTMENTS    STATEMENT 11**


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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN 2015 LAVENDER HOLDINGS LLC	COST	573,483,480.	320,605,008.
INVESTMENT IN LAVENDER FOUNDATION HOLDINGS LLC	COST	39,969,990.	39,814,620.
INVESTMENT IN LAVENDER FOUNDATION CORPORATION	COST	45,000.	44,453.
<b>TOTAL TO FORM 990-PF, PART II, LINE 13</b>		<b>613,498,470.</b>	<b>360,464,081.</b>

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**FORM 990-PF                      EXPLANATION CONCERNING PART VII-A, LINE 8B                      STATEMENT 12**


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**EXPLANATION**

EXPLANATION FOR 990 PF - PART VII-A - QUESTION 8 A AND 8 B  
 THE CHARITABLE TRUST IS ORGANIZED UNDER THE LAWS OF SOUTH DAKOTA, WHICH DOES NOT REQUIRE SUCH FILINGS.  
 COPIES OF 990 PF ARE AVAILABLE AT CHARITABLE TRUST'S OFFICE IN SIOUX FALLS, SOUTH DAKOTA.

ESTHER AND HAROLD MERTZ FOUNDATION  
 C/O DIANNE R. STADTFELD SDTC LLC  
 EIN: 13-7231616  
 FYE: 12/31/18  
 ATTACHMENT TO FORM 990-PF, PART II LINE 10A

MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig Unit Cost		Unit Price	Orig Total Cost		Market Value	Unrealized Gain/(Loss)	Est Ann Income Accrued Interest	Current Yield %
			Adj Unit Cost	Orig Unit Cost		Adj Total Cost	Market Value				
BUFFALO NY Coupon Rate 5.000%; Matures 04/01/2019, CUSIP 119677LP5 Int. Semi-Annually Apr/Oct 01; Yield to Maturity 1.772%; Federal Tax Exempt; Moody A1 S&P A+ Issued 04/29/14 Asset Class: FI & Pref	2/5/16	500,000.000	\$113.054	\$100.798	\$565,276.00	\$503,990.00	2.48	\$(1,149.77) LT	\$12,500.00	2.48	
CONNECTICUT ST GENL OBLIG SER-A SIFMA INDEX BONDS Coupon Rate 2.810%; Matures 04/15/2019, CUSIP 207721EU2 Interest Paid Monthly Jan 01; Yield to Maturity 2.108%; Floater, Federal Tax Exempt; Moody A1 S&P A, Issued 04/26/12; Asset Class FI & Pref	3/28/16	1,000,000.000	101.000	100.198	1,010,006.00	1,001,980.00	0.93	1,035.53 LT	9,367.00	0.93	
NEW YORK NY CITY HSG DEV CORP MULTIFAMILY HSG REV-D-1 Coupon Rate 1.650%; Matures 05/01/2019, CUSIP 64972CLU5 Int. Semi-Annually May/Nov 01; Callable \$100.00 on 01/31/19; Yield to Maturity 2.103%; Federal Tax Exempt; Moody A2 S&P AA+; Issued 06/25/15; 280,000 called; Asset Class: FI & Pref	10/20/15	2,350,000.000	100.942	99.848	2,372,142.32	2,346,428.00	0.82	(3,572.00) LT	19,388.00	0.82	

**ESTHER AND HAROLD MERTZ FOUNDATION  
C/O DIANNE R. STADTFELD SDTC LLC  
EIN: 13-7231616  
FYE: 12/31/18  
ATTACHMENT TO FORM 990-PF, PART II LINE 10A**

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income Accrued Interest	Current Yield %
MASSACHUSETTS WTR RESOURCES AUTH GENL REV SER-B 5/16/16		1,000,000.00	113.356	101.888	1,133,506.00			50,000.00	4.90
Coupon Rate 5.000%, Matures 08/01/2034, CUSIP 5760497X2			102.438		1,024,380.33	1,018,880.00	(5,500.33) LT	20,833.33	
<i>Int. Semi-Annually Feb/Aug 01; Prerolund at 100.00 08/01/2019, Yield to Call 1.730%, Federal Tax Exempt, Moody AA1 S&amp;P AA+, Issued 02/19/09, Asset Class: Fl &amp; Pref</i>									
HOUSTON INDEPT SCH DIST VAR RATE LD TAX SER-8 ID 02-01-13	6/1/16	1,000,000.00	100.674	99.720	1,006,736.00	997,200.00	(4,327.17) LT	13,750.00	1.37
Coupon Rate 1.375%, Matures 06/01/2037, CUSIP 442403JN2			100.153		1,001,527.17			1,145.83	
<i>Int. Semi-Annually Jun/Dec 01; Yield to Maturity 1.392%, Floater: Federal Tax Exempt, Moody AAA S&amp;P AAA, Issued 06/01/16, Asset Class: Fl &amp; Pref</i>									
NORTH TEXAS TOLLWAY AUTH SYS FIRST TIER VAR REV REF-C SIFMA	7/18/16	2,300,000.00	100.000	99.990	2,300,006.00	2,299,770.00	(231.02) LT	54,740.00	2.38
Coupon Rate 2.380%, Matures 01/01/2038, CUSIP 66285WLV6			100.000		2,300,001.02			4,413.77	
<i>Interest Paid Monthly Jan 01; Callable \$100.00 on 07/01/19; Yield to Maturity 2.381%, Floater: Federal Tax Exempt; Moody A1 S&amp;P A+, Issued 12/18/14; Asset Class: Fl &amp; Pref</i>									

Percentage of Holdings	Face Value	Orig Total Cost Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income Accrued Interest	Current Yield %
10.57%	8,150,000.000	\$8,387,732.32 \$8,181,992.76	\$8,168,248.00	\$(13,744.76) LT	\$159,745.00 \$41,370.91	1.96%

**TOTAL MUNICIPAL BONDS**  
(includes accrued interest) **\$8,209,618.91**

**GOVERNMENT SECURITIES  
TREASURY SECURITIES**

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income Accrued Interest	Current Yield %
UNITED STATES TREASURY BILL Zero Coupon, Matures 01/08/2019; CUSIP 912796UHD	12/13/18	9,000,000.000	\$99.851	\$99.963	\$8,986,574.97	\$8,996,670.00	\$10,095.03 ST		
	12/13/18	36,000,000.000	\$99.851	\$99.963	35,946,299.88	35,986,680.00	40,380.12 ST		
	12/28/18	23,500,000.000	\$99.851	\$99.963	23,489,346.51	23,491,305.00	1,958.49 ST		
			\$99.955		23,489,346.51				
<b>Total</b>		<b>68,500,000.000</b>			<b>68,422,221.36</b>	<b>68,474,655.00</b>	<b>52,433.64 ST</b>		

*Issued 11/15/18, Asset Class: Fl & Pref*

ESTHER AND HAROLD MERTZ FOUNDATION  
 C/O DIANNE R. STADTFELD SDTC LLC  
 EIN: 13-7231616

FYE: 12/31/18

ATTACHMENT TO FORM 990-PF, PART II LINE 10A

	Percentage of Holdings	Face Value	Org. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Est. Ann Income Accrued Interest	Current Yield %
GOVERNMENT SECURITIES	88.20%	68,500,000.000	\$68,422,221.36 \$68,422,221.36	\$68,474,655.00	\$52,433.64 ST	—	—