

EXTENDED TO NOVEMBER 15, 2020

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Form 990-PF

Return of Private Foundation

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

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 for instructions and the latest information.

OMB No 1545-0047

2019

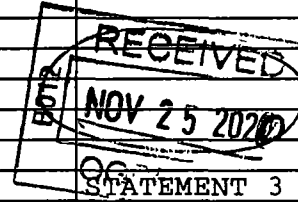
Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation: ESTHER AND HAROLD MERTZ FOUNDATION C/O DIANNE R. STADTFELD SDTC LLC. Employer identification number: 13-7231616. Telephone number: 605-271-5154. City: SIOUX FALLS, SD 57104. Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total: 7,586,486) and Operating and Administrative Expenses (Total: 33,289,355).



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ESTHER AND HAROLD MERTZ FOUNDATION

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		2,005,851.	761,066.	761,066.
	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 STMT 11		77,067,613.	36,892,568.	36,969,970.
		b Investments - corporate stock				
		c Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other STMT 12		613,498,470.	651,321,957.	391,942,826.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		692,571,934.	688,975,591.	429,673,862.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue		251,625.	312,949.	
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		251,625.	312,949.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 24, 25, 29, and 30					
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 26 through 30					
	26	Capital stock, trust principal, or current funds		692,320,309.	688,662,642.	
	27	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	28	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
29	Total net assets or fund balances		692,320,309.	688,662,642.		
30	Total liabilities and net assets/fund balances		692,571,934.	688,975,591.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	692,320,309.
2	Enter amount from Part I, line 27a	2	-25,702,869.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	22,926,606.
4	Add lines 1, 2, and 3	4	689,544,046.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	881,404.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	688,662,642.

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

(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	8,203,368.	8,456,334.	-252,966.	
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				
b				
c				
d				
e			-252,966.	
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	-252,966.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2018	21,202,102.	440,041,705.	.048182
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

2 Total of line 1, column (d)	2	.144578
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	.028916
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	440,653,948.
5 Multiply line 4 by line 3	5	12,741,950.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	12,741,950.
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	21,281,236.

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 500,000 SHS BUFFALO NY BE 5000	D	02/05/16	04/01/19
b 1,000,000 SHS CT ST GO SER-A BE 2640	D	03/28/16	04/15/19
c 1,000,000 SHS HOUSTON INDEPE BE 1375	D	06/01/16	06/03/19
d 1,000,000 SHS MA WTR RES-B BE 5000	D	05/16/16	08/01/19
e 280,000 SHS NEW YORK N Y C BE 1650	D	10/20/15	01/25/19
f 2,070,000 SHS NEW YORK N Y C BE 1650	D	10/20/15	05/01/19
g 2,300,000 SHS NORTH TEXAS TO BE 2020	D	07/18/16	08/15/19
h FLOW THROUGH FROM PCH K-1	P		
i FLOW THROUGH FROM PCH K-1	P		
j FLOW THROUGH FROM FOUNDATION K-1	P		
k FLOW THROUGH FROM FOUNDATION K-1	P		
l			
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 500,000.		500,000.	0.
b 1,000,000.		1,000,000.	0.
c 1,000,000.		1,001,496.	-1,496.
d 1,000,000.		1,000,000.	0.
e 280,000.		280,000.	0.
f 2,070,000.		2,070,000.	0.
g 2,300,000.		2,300,000.	0.
h 7,465.			7,465.
i		13,176.	-13,176.
j		291,662.	-291,662.
k 45,903.			45,903.
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			0.
c			-1,496.
d			0.
e			0.
f			0.
g			0.
h			7,465.
i			-13,176.
j			-291,662.
k			45,903.
l			
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	-252,966.
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

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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	0.
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	0.
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	0.
6	Credits/Payments:		
6a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	94,920.
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	94,920.
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 2020 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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		
8b		X
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 ▶ <u>HTTPS://MERTZFOUNDATION.ORG</u>	X	
14 The books are in care of ▶ <u>DIANNE R. STADTFELD, SDTC LLC</u> Telephone no ▶ <u>605-271-5154</u> Located at ▶ <u>212 S. MAIN AVE STE 133, SIOUX FALLS, SD</u> ZIP+4 ▶ <u>57104</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	
16 At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 2019?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____	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 2019 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	3b	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 2019?	4b	X

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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))?	<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	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<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?		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?	<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 4960 tax on payment(s) 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	1536069.	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	314,128.
BARNES & THORNBURG LLP 445 PARK AVENUE, NEW YORK, NY 10022	LEGAL	97,833.
MARKS PANETH LLP 685 THIRD AVE, NEW YORK, NY 10017	ACCOUNTING	80,156.
WHITE & CASE LLP 1221 6TH AVE, NEW YORK, NY 10020	LEGAL	58,988.
MIRTA TANJELOFF - 212 S. MAIN AVE SUITE 133, SIOUX FALLS, SD 57104	ADVISORY	50,500.
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 N/A	
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	
3 All other program-related investments See instructions	
Total. Add lines 1 through 3	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	48,603,829.
b	Average of monthly cash balances	1b	6,817,759.
c	Fair market value of all other assets	1c	391,942,826.
d	Total (add lines 1a, b, and c)	1d	447,364,414.
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	447,364,414.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,710,466.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	440,653,948.
6	Minimum investment return. Enter 5% of line 5	6	22,032,697.

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	22,032,697.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	
b	Income tax for 2019 (This does not include the tax from Part VI)	2b	205,303.
c	Add lines 2a and 2b	2c	205,303.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,827,394.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	21,827,394.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	21,827,394.

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	21,281,236.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	21,281,236.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,281,236.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				21,827,394.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			18,482,108.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2019				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ 21,281,236.				
a Applied to 2018, but not more than line 2a			18,482,108.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				2,799,128.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				19,028,266.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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 2019, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
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 (2019)

C/O DIANNE R. STADTFELD SDTC LLC

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 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				
AMERICA'S VETDOGS 371 EAST JERICHO TURNPIKE SMITHTOWN, NY 11787-2976		PC	TO PROVIDE ENHANCED MOBILITY AND RENEWED INDEPENDENCE TO UNITED STATES VETERANS	25,000.
BACK ON MY FEET 100 S BROAD STREET, SUITE 2136 PHILADELPHIA, PA 19110		PC	TO PROVIDE SUPPORTS FOR HOMELESS INDIVIDUALS	50,000.
FREEDOM ALLIANCE 22570 MARKEY COURT, SUITE 240 DULLES, VA 20166		PC	TO ADVANCE THE AMERICAN HERITAGE OF FREEDOM BY HONORING MILITARY SERVICE	200,000.
FURNITURE MISSION 209 N. NESMITH SIOUX FALLS, SD 57103		PC	TO PROVIDE THOSE IN NEED WITH GENTLY USED FURNITURE AND HOUSEHOLD ITEMS	15,000.
GUIDE DOG FOUNDATION FOR THE BLIND, INC. 371 EAST JERICHO TURNPIKE SMITHTOWN, NY 11787-2976		PC	TO IMPROVE THE QUALITY OF LIFE FOR PEOPLE WHO ARE BLIND	25,000.
Total SEE CONTINUATION SHEET(S)				▶ 3a 19,397,800.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

ESTHER AND HAROLD MERTZ FOUNDATION
C/O DIANNE R. STADTFELD SDTC LLC

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
HELEN KELLER SERVICES FOR THE BLIND 57 WILLOUGHBY STREET BROOKLYN, NY 11201		PC	TO ASSIST DEAF-BLIND YOUTHS	63,000.
HEROES TO HEROES FOUNDATION 96 LINWOOD PLAZA #305 FORT LEE, NJ 07024		PC	TO PROVIDE SPIRITUAL HEALING AND PEER SUPPORT PROGRAMS FOR VETERANS	50,000.
HOPE FOR NEW YORK 1166 AVE OF AMERICAS, SUITE 1610 NEW YORK, NY 10036		PC	TO SERVE NEW YORK'S MOST MARGINALIZED RESIDENTS INCLUDING AT RISK YOUTH AND THE HOMELESS	510,000.
LONG ISLAND ALZHEIMER'S FOUNDATION 5 CHANNEL DRIVE PORT WASHINGTON, NY 11050		PC	TO IMPROVE QUALIFY OF LIFE FOR INDIVIDUALS LIVING WITH ALZHEIMER'S DISEASE	50,000.
PINES OF SARASOTA 1501 N. ORANGE AVENUE SARASOTA, FL 34236		PC	TO OFFER INDIVIDUALS A FULFILLING LIFE IN REHABILITATION	13,500,000.
RESTORE NYC P.O. BOX 1003, BOWLING GREEN STATION NEW YORK, NY 10274		PC	TO END SEX TRAFFICKING IN NEW YORK	25,000.
STEPHEN SILLER TUNNEL TO TOWERS FOUNDATION 2361 HYLAN BLYD STATEN ISLAND, NY 10306		PC	TO HONOR THE SACRIFICE OF FIREFIGHTER STEPHEN SILLER WHO LAID DOWN HIS LIFE TO SAVE OTHERS ON 9/11	4,520,000.
TOP HONORS, INC. P.O. BOX 7473 NEW YORK, NY 10116		PC	TO HELP CHILDREN IMPROVE THEIR MATH AND CRITICAL THINKING ABILITIES	67,800.
YOU CAN THRIVE! 535 WEST 23RD STREET, S8R NEW YORK, NY 10011		PC	TO PROVIDE INNOVATIVE HOLISTIC RESOURCES AND PREVENTION SERVICES FOR CANCER SURVIVORS SINCE 2005	50,000.
EPILEPSY FOUNDATION 8301 PROFESSIONAL PLACE WEST, SUITE 230 LANDOVER, MD 20785		PC	TO RAISE AWARENESS AND FUND PROGRAMS TO HELP THOSE SUFFERING FROM EPILEPSY	10,000.
Total from continuation sheets				19,082,800.

**ESTHER AND HAROLD MERTZ FOUNDATION
C/O DIANNE R. STADTFELD SDTC LLC**

13-7231616

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
FRIENDS OF PORT ROWING 1600 FRONT STREET EAST MEADOW, NY 11554		PC	TO BUILD STRENGTH, CHARACTER AND TEACHES DISCIPLINE TO TEENS AND ADULTS	5,000.
GRACE INSTITUTE 40 RECTOR STREET, 14TH FLOOR NEW YORK, NY 10006		PC	TO EMPOWER UNEMPLOYED & UNDEREMPLOYED WOMEN IN NEW YORK TO ACHIEVE EMPLOYMENT AND SELF SUFFICIENCY	80,000.
TEACH FOR AMERICA 132 MAIN STREET MISSION, SD 57555		PC	TO RECRUIT OUTSTANDING AND DIVERSE LEADERS TO TEACH FOR TWO YEARS IN A LOW-INCOME COMMUNITY	50,000.
THE BANQUET 900 EAST 8TH STREET SIOUX FALLS, SD 57103		PC	TO PROVIDE MEALS THAT ARE PAID FOR, PREPARED BY, AND SERVED BY LOCAL COMMUNITY VOLUNTEER GROUPS	10,000.
WORLD NEWS GROUP P.O. BOX 20002 ASHVILLE, NC 28802		PC	TO PRODUCE SOUND JOURNALISM, GROUNDED IN FACTS AND BIBLICAL TRUTH	50,000.
THE COLOR BLUE AND HOPE, INC 4038 BISCAYNE DRIVE WINTER SPRINGS, FL 32708		PC	TO SUPPORT TO WOMEN GOING THROUGH PREGNANCY BEDREST OR EXPERIENCING INFANT LOSS	5,000.
HELEN KELLER NATIONAL CENTER 141 MIDDLE NECK ROAD SANDS POINT, NY 11050		PC	TO SUPPORT SUMMER YOUTH VOCATIONAL PROGRAM AND TRANSPORTATION	37,000.
Total from continuation sheets				

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545 0047

2019

Name of the organization

ESTHER AND HAROLD MERTZ FOUNDATION
C/O DIANNE R. STADTFELD SDTC LLC

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

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

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

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

Name of organization ESTHER AND HAROLD MERTZ FOUNDATION C/O DIANNE R. STADTFELD SDTC LLC	Employer identification number 13-7231616
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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	ESTHER M MERTZ DESCENDANTS TRUST II 212 S. MAIN AVE, STE 133 SIOUX FALLS, SD 57104	\$ 14,356.	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 212 S. MAIN AVE, STE 133 SIOUX FALLS, SD 57104	\$ 788,676.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			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 C/O DIANNE R. STADTFELD SDTC LLC	Employer identification number 13-7231616
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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
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization ESTHER AND HAROLD MERTZ FOUNDATION C/O DIANNE R. STADTFELD SDTC LLC	Employer identification number 13-7231616
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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
(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	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY - ACQUISITION PREMIUM	-505.	0.	-505.	0.	
MORGAN STANLEY - DIVIDEND	29,214.	0.	29,214.	29,214.	
MORGAN STANLEY - MUNICIPAL BOND INTEREST PAID	133,423.	0.	133,423.	0.	
MORGAN STANLEY - MUNICIPAL BOND INTEREST PAID	-53,758.	0.	-53,758.	0.	
MORGAN STANLEY - MUNICIPAL BOND PREMIUM	-426,437.	0.	-426,437.	0.	
MORGAN STANLEY - TAX EXEMPT OID	505.	0.	505.	0.	
MORGAN STANLEY - US INTEREST	965,188.	0.	965,188.	965,188.	
TO PART I, LINE 4	647,630.	0.	647,630.	994,402.	

FORM 990-PF	RENTAL INCOME		STATEMENT 2	
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME		
RENTAL INCOME FROM 2015 LAVENDER HOLDINGS LLC K-1	1	3,720,776.		
RENTAL INCOME FROM LAVENDER FOUNDATION INVESTMENTS LLC K-1	2	-19,784.		
TOTAL TO FORM 990-PF, PART I, LINE 5A		3,700,992.		

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	84,173.	-2,262,083.	
FROM K-1 - 2015 LAVENDER HOLDINGS LLC - SEC 1231 LOSS	364.	364.	
FROM K-1 - LAVENDER FOUNDATION INVESTMENTS LLC - ORDINARY INCOME	-862,087.	-862,087.	
FROM K-1 - LAVENDER FOUNDATION INVESTMENTS LLC - SEC 1231 GAIN	-39,317.	-39,317.	
FROM K-1 - LAVENDER FOUNDATION INVESTMENTS LLC - OTHER INCOME	48,578.	48,578.	
FROM K-1 - LAVENDER FOUNDATION INVESTMENTS LLC - ROYALTY INCOME	86,325.	86,325.	
FROM K-1 - 2015 LAVENDER HOLDINGS LLC - INTEREST	1,022,433.	1,022,433.	
FROM K-1 - 2015 LAVENDER HOLDINGS LLC - TE INTEREST	62,350.	0.	
FROM K-1 - LAVENDER FOUNDATION INVESTMENTS LLC - INTEREST	2,050,248.	2,050,248.	
FROM K-1 - LAVENDER FOUNDATION INVESTMENTS LLC - DIVIDENDS	234,731.	234,731.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,687,798.	279,192.	

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 - BARNES & THORNBURG LLP	97,833.	0.		97,833.
LEGAL FEES - WHITE & CASE LLP	58,988.	0.		58,988.
LEGAL FEES - MCDERMOTT WILL & EMERY	19,933.	0.		19,933.
LEGAL FEES - HILL WARD HENDERSON	13,126.	0.		13,126.
TO FM 990-PF, PG 1, LN 16A	189,880.	0.		189,880.

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 - MARKS PANETH LLP	80,156.	26,719.		26,719.
TO FORM 990-PF, PG 1, LN 16B	80,156.	26,719.		26,719.

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 - MIRTA TANJELOFF	50,500.	0.		50,500.
APPRAISAL FEES - CBRE, INC.	30,000.	0.		30,000.
ADVISORY FEES - QP GLOBAL FAMILY OFFICE	314,128.	216,596.		78,532.
TO FORM 990-PF, PG 1, LN 16C	394,628.	216,596.		159,032.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES FROM K-1 LAVENDER HOLDINGS LLC - FOREIGN TAXES	1,294,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,298,057.	4,057.		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	21,490.	4,752.		14,591.
ADMINISTRATIVE EXPENSES	15,807.	3,952.		10,275.
EXPENSE REIMBURSEMENT TO LAVENDER TRUST CO	300,000.	0.		300,000.
LAVENDER FOUNDATION K-1 -ROYALTY DEDUCTION	45,341.	45,341.		0.
LAVENDER FOUNDATION K-1 - 2% PORTFOLIO DEDUCTION	761,890.	761,890.		0.
LAVENDER FOUNDATION K-1 - INVESTMENT INTEREST EXPENSE	157,532.	157,532.		0.
LAVENDER HOLDINGS K-1 - CHARITABLE CONTRIBUTION	27,404.	0.		27,404.
LAVENDER FOUNDATION K-1 - CHARITABLE CONTRIBUTION	983.	0.		983.
TO FORM 990-PF, PG 1, LN 23	1,330,447.	973,467.		353,253.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
DESCRIPTION		AMOUNT
SEE FOOTNOTE FROM K-1 - LAVENDER FOUNDATION INVESTMENTS LLC - BOOK TO TAX DIFFERENCE		21,477,565. 1,449,041.
TOTAL TO FORM 990-PF, PART III, LINE 3		22,926,606.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10
DESCRIPTION		AMOUNT
LAVENDER HOLDINGS K-1 EXPENSES ON BOOK NOT ON RETURN		881,404.
TOTAL TO FORM 990-PF, PART III, LINE 5		881,404.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT 11	
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
37,000,000.000 UNITED STATES TREASURY BILL	X		36,892,568.	36,969,970.
TOTAL U.S. GOVERNMENT OBLIGATIONS			36,892,568.	36,969,970.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			36,892,568.	36,969,970.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN 2015 LAVENDER HOLDINGS LLC	COST	561,706,967.	298,831,717.
INVESTMENT IN LAVENDER FOUNDATION HOLDINGS LLC	COST	89,520,390.	93,015,446.
INVESTMENT IN LAVENDER FOUNDATION CORPORATION	COST	94,600.	95,663.
TOTAL TO FORM 990-PF, PART II, LINE 13		651,321,957.	391,942,826.

GENERAL EXPLANATION

STATEMENT 13

FORM/LINE IDENTIFIER

FOOTNOTE TO 990 PF PART I LINE 19

EXPLANATION:

DEPRECIATION EXPENSE REPORTED IS ALLOCATED FROM PARTNERSHIP INVESTMENT.

FOOTNOTE TO 990 PF PART I LINE 25

DESCRIPTION OF THE CONTRIBUTED PROPERTY - APPROXIMATELY 75 ACRES OF RAW LAND KNOWN AS SECTION 6, TOWNSHIP 26 SOUTH, RANGE 19 EAST, PASCO COUNTY, FLORIDA.

BOOK VALUE OF THE CONTRIBUTED PROPERTY - \$4,000,000

THE METHOD USED TO DETERMINE THE BOOK VALUE - QUALIFIED APPRAISAL REPORT DATED DECEMBER 17, 2019

THE METHOD USED TO DETERMINE THE FAIR MARKET VALUE - QUALIFIED APPRAISAL REPORT DATED DECEMBER 17, 2019

DATE OF THE GIFT - DECEMBER 23, 2019

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 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.

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.