

Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation
RICH FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
ONE ROBERT RICH WAY

City or town, state or province, country, and ZIP or foreign postal code
BUFFALO, NY 14240-0245

A Employer identification number
16-6026199

B Telephone number (see instructions)
(716) 878-8000

C If exemption application is pending, check here. **6**

D 1 Foreign organizations, check here.
2 Foreign organizations meeting the 85% test, check here and attach computation.

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

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

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

H Check type of organization: Section 501(c)(3) exempt private foundation **04**
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 7,477,944.**

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

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	500,050.			
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	223,994.	223,994.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	173,585.			
b	Gross sales price for all assets on line 6a	3,094,285.			
7	Capital gain net income (from Part IV, line 2)		173,585.		
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) (attach schedule)				
11	Other income (attach schedule) ATCH 2	3,458.			
12	Total. Add lines 1 through 11	901,087.	397,579.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) [3]	35,432.	17,716.		17,716.
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion.				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 4	160,762.	195.		19,263.
24	Total operating and administrative expenses. Add lines 13 through 23.	196,194.	17,911.		36,979.
25	Contributions, gifts, grants paid	2,598,533.			2,598,533.
26	Total expenses and disbursements. Add lines 24 and 25.	2,794,727.	17,911.		2,635,512.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,893,640.			
b	Net investment income (if negative, enter -0-)		379,668.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	108,904.	601,562.	601,562.
	2	Savings and temporary cash investments	191,385.	68,771.	68,771.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule),			
	b	Investments - corporate stock (attach schedule) ATCH 5	204,566.	190,137.	893,024.
	c	Investments - corporate bonds (attach schedule),			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 6	7,379,135.	5,129,880.	5,914,587.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	7,883,990.	5,990,350.	7,477,944.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons,			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	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	3,550,618.	1,452,135.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	4,333,372.	4,538,215.		
30	Total net assets or fund balances (see instructions),	7,883,990.	5,990,350.		
31	Total liabilities and net assets/fund balances (see instructions)	7,883,990.	5,990,350.		

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	7,883,990.
2	Enter amount from Part I, line 27a	2	-1,893,640.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,990,350.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,990,350.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a	SEE PART IV SCHEDULE			
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				
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	173,585.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions If (loss), enter -0- in Part I, line 8		3	0.

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))
2016	1,982,713.	9,458,082.	0.209632
2015	1,148,640.	9,804,930.	0.117149
2014	1,083,357.	9,398,703.	0.115267
2013	1,216,620.	7,590,410.	0.160284
2012	1,267,327.	4,726,927.	0.268108
2	Total of line 1, column (d)	2	0.870440
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.174088
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	8,287,503.
5	Multiply line 4 by line 3.	5	1,442,755.
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,797.
7	Add lines 5 and 6	7	1,446,552.
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	2,635,512.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, and tax due.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political purposes, Form 1120-POL, tax on political expenditures, reimbursement, IRS reporting, changes in governing instruments, unrelated business income, tax returns, liquidation, requirements of section 508(e), and substantial contributors.

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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 ▶ N/A	X	
14 The books are in care of ▶ ROBERT E. RICH, JR. Telephone no ▶ 716-878-8000 Located at ▶ ONE ROBERT RICH WAY, P.O. BOX 245 BUFFALO, NY ZIP+4 ▶ 14240-0245		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
16 At any time during calendar year 2017, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		

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

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 type="checkbox"/> Yes <input checked="" 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 <input type="checkbox"/> 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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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

5a During the year, did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes... 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? 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

Table with 5 columns: (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. Row 1: ATCH 7, 0., 0., 0.

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

Table with 5 columns: (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. Row 1: NONE

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

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,098,930.
b	Average of monthly cash balances	1b	314,779.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	8,413,709.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,413,709.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	126,206.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,287,503.
6	Minimum investment return. Enter 5% of line 5	6	414,375.

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	414,375.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	3,797.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,797.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	410,578.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	410,578.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	410,578.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,635,512.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,635,512.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	3,797.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,631,715.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				410,578.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012	1,035,393.			
b From 2013	843,821.			
c From 2014	621,149.			
d From 2015	665,403.			
e From 2016	1,513,419.			
f Total of lines 3a through e	4,679,185.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>2,635,512.</u>				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				410,578.
e Remaining amount distributed out of corpus.	2,224,934.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	6,904,119.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	1,035,393.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	5,868,726.			
10 Analysis of line 9				
a Excess from 2013	843,821.			
b Excess from 2014	621,149.			
c Excess from 2015	665,403.			
d Excess from 2016	1,513,419.			
e Excess from 2017	2,224,934.			

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

NOT APPLICABLE

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 2017, 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)

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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 See instructions.

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

ATCH 8

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

ATCH 9

c Any submission deadlines.

ATCH 10

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

ATCH 11

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
<p>a Paid during the year SEE ATTACHED SCHEDULE</p>				<p>2,598,533.</p>
<p>Total ▶ 3a</p>				<p>2,598,533.</p>
<p>b Approved for future payment</p>				
<p>Total ▶ 3b</p>				

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?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
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...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here Signature of officer or trustee Date Title May the IRS discuss this return with the preparer shown below? See instructions Yes No

Paid Preparer Use Only Pnnt/Type preparer's name Preparer's signature Date Check if self-employed PTIN Firm's name Firm's EIN Firm's address Phone no

Schedule of Contributors

2017

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

Name of the organization RICH FAMILY FOUNDATION	Employer identification number 16-6026199
----------------------------------------------------	----------------------------------------------

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization **RICH FAMILY FOUNDATION**

Employer identification number
16-6026199

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	RICH PRODUCTS CORPORATION ONE ROBERT RICH WAY, PO BOX 245 BUFFALO, NY 14240-0245	\$ 500,000.	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)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **RICH FAMILY FOUNDATION**

Employer identification number
16-6026199

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 RICH FAMILY FOUNDATION

Employer identification number

16-6026199

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

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

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							<u>173,585.</u>	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHARLES SCHWAB-FAMILY WEALTH MANAGEMENT	75,621.	75,621.
CHARLES SCHWAB-RCL ADVISORS	148,372.	148,372.
CHARLES SCHWAB-RCL ADVISORS	1.	1.
TOTAL	<u>223,994.</u>	<u>223,994.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX REFUND	3,458.
TOTALS	<u>3,458.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT FEES	35,143.	17,572.	17,571.
BANK SERVICE FEES	289.	144.	145.
TOTALS	<u>35,432.</u>	<u>17,716.</u>	<u>17,716.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STATE FILING FEE	250.	125.	
LIFE INSURANCE PREMIUMS	141,304.		
CHARITABLE GIVING SOFTWARE	19,068.		19,068.
OFFICE SUPPLIES	140.	70.	70.
TOTALS	<u>160,762.</u>	<u>195.</u>	<u>19,263.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK
DESCRIPTION

SEE ATTACHED SCHEDULE

TOTALS

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS
DESCRIPTION

SEE ATTACHED SCHEDULE

TOTALS

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS

EXPENSE ACCT AND OTHER ALLOWANCES

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

NAME AND ADDRESS

CHAIRMAN

ROBERT E. RICH, JR.
ONE ROBERT RICH WAY
PO BOX 245
BUFFALO, NY 14240

PRESIDENT

MELINDA RICH
ONE ROBERT RICH WAY
PO BOX 245
BUFFALO, NY 14240

EXEC. DIRECTOR & SECRETARY

MARY PAT O'CONNOR
ONE ROBERT RICH WAY
PO BOX 245
BUFFALO, NY 14240

TREASURER

JOSEPH W. SEGARRA
ONE ROBERT RICH WAY
PO BOX 245
BUFFALO, NY 14240

GRAND TOTALS

0. 0. 0.

ATTACHMENT 8

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ROBERT E. RICH JR.
PO BOX 245
BUFFALO, NY 14240-0245

C/O RICH FAMILY FOUNDATION

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

ROBERT E. RICH JR.
BY FORMAL LETTER REQUEST

C/O RICH FAMILY FOUNDATION

990PF, PART XV - SUBMISSION DEADLINES

ROBERT E. RICH JR.
APPLICATION (LETTER REQUEST) ACCEPTED AT ANY TIME

C/O RICH FAMILY FOUNDATION

ATTACHMENT 11

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

ROBERT E. RICH JR.
NO RESTRICTIONS IF FROM A BONAFIDE CHARITY

C/O RICH FAMILY FOUNDATION

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
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FEDERAL EXCISE TAX REFUND

01 3,458.

TOTALS

3,458.

RICH FAMILY FOUNDATION
2017
FORM 990PF

BEG OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	END OF YEAR FAIR MKT VAL
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PART II-LINE 10B-CORPORATE STOCK (ATTACHMENT 5)

AMGEN, INC - 1,000 SH.	13,176	13,176	173,900
COLGATE PALMOLIVE - 2,000 SH	51,170	51,170	150,900
EASTMAN CHEMICAL - 1,000 SH.	35,933	27,641	92,640
IBM CORP - 600 SH	51,212	51,212	92,052
INTEL CORP - 1,000 SH	8,063	8,063	46,160
JOHNSON & JOHNSON - 600 SH	17,394	17,394	83,832
PFIZER, INC - 7,000 SH	27,618	21,481	253,540
TOTALS	204,566	190,137	893,024

PART II-LINE 13-OTHER INVESTMENTS (ATTACHMENT 6)

ARIEL GLOBAL FUND - 7,500,482 SH	103,378	108,401	116,407
GUGGENHEIM MULTI HEDGE FUND - 26.958 SH	544	544	672
MFS INTL VALUE CL A FUND - 5,498,386 SH	104,482	200,224	237,420
SCHARF ALPHA OPPORTUNITY FUND - 0 SH.	150,597	0	0
SCHARF INVESTOR FUND - 12,445,416 SH	364,114	379,015	548,843
THORNBURG LONG SHORT EQUITY FUND- 13,943,780 SH.	0	154,641	157,844
WASATCH SMALL CAP VALUE FUND - 7,165,376 SH.	0	53,542	56,965
DIREXION DAILY S&P 500 BEAR ETF - 0 SH	154,011	0	0
INDEXIQ REAL ESTATE ETF - 0 SH	54,041	0	0
IQ HEDGE MULTI STRATEGY ETF - 3,500 SH.	192,193	96,996	106,540
ISHARES MSCI ACWI ETF -2,700 SH	149,497	149,497	194,643
ISHARES MSCI ACWI EMERGING MARKETS ETF - 500 SH.	0	18,712	23,560
ISHARES RUSSELL MID CAP ETF - 300 SH	0	55,841	62,439
ISHARES RUSSELL 2000 ETF - 200 SH	0	27,249	30,492
POWERSHARES QQQ TRUST ETF - 400 SH	0	57,564	62,304
POWERSHARES VARIABLE RATE ETF - 2,000 SH	0	52,092	51,320
VANGUARD DIV APPRECIATION ETF - 1,500 SH	83,678	83,678	153,045
VANGUARD SMALL CAP ETF - 300 SH	0	40,220	44,340
VANGUARD FTSE ALL WORLD ETF - 0 SH	64,887	0	0
VANGUARD TOTAL STOCK MARKET ETF - 2,000 SH	142,206	142,206	274,500
LOOMIS SAYLES HIGH INCOME FUND - 52,348,229 SH	374,168	223,463	226,144
PIMCO EMERGING LOCAL BOND FUND - 30,683,563 SH.	455,681	261,597	231,968
PIMCO LOW DURATION FUND - 84,455,726 SH.	1,187,066	865,224	832,733
VANGUARD INFLATION FUND - 6,562,653 SH	196,762	166,291	168,004
VANGUARD TOTAL BOND FUND - 77,574,619 SH	1,202,867	840,331	833,927
AMERICAN FUNDS EUROPACIFIC F2 - 0 SH	631,201	0	0
AMERICAN FUNDS EUROPACIFIC F3 - 5,318,151 SH.	0	202,881	298,827
COHEN & STEERS GLOBAL REALTY FUND - 3,172,109 SH	228,411	126,334	170,882
GOLDMAN SACHS ABSOLUTE RETURN FUND - 20,089,547 SH	342,139	182,455	192,458
LAZARD GLOBAL LISTED INFRASTRUCTURE FUND - 10,654,556 SH.	236,378	137,236	170,473
PIMCO COMMODITY REAL RETURN FUND - 8,199,439 SH.	132,769	50,036	55,510
VICTORY GLOBAL NATURAL RESOURCES FUND - 4,513,850 SH	119,462	83,242	111,086
T ROWE PRICE VALUE FUND - 0 SH	10,345	0	0
TOUCHSTONE SANDS CAPITAL FUND - 0 SH.	10,905	0	0
VANGUARD INTERNATIONAL EXPLORER FUND - 8,306,275 SH	185,000	128,732	176,841
VANGUARD FTSE EMERGING MARKETS FUND - 7,066 SH.	502,353	241,636	324,400
TOTALS	7,379,135	5,129,880	5,914,587

PART IV-CAPITAL GAINS AND LOSSES

(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD	(E) SALES PRICE	(F) DEPRECIATION ALLOWED	(G) COST OR BASIS	(H) GAIN/ (LOSS)
SHORT TERM							
1,197 678 SH PIMCO EMRG LOCAL BD FD INSTL CL	P	Various	1/13/2017	8,392		8,815	(423)
2,543 191 SH PIMCO LOW DURATION FUND INSTL CL	P	08/22/16	1/13/2017	25,000		25,106	(106)
360 673 SH T ROWE PRICE VALUE FD	P	Various	1/13/2017	12,288		10,345	1,943
763 073 SH TOUCHSTONE SANDS CAPITAL SLCT GWTH CL Y	P	Various	1/13/2017	10,902		10,905	(3)
6,182 116 SH VANGUARD TOTAL BOND MKT INDEX ADMIRAL SHR	P	08/22/16	1/13/2017	66,000		68,675	(2,675)
8,000 SH DIREXION DAILY S&P 500 BEAR ETF	P	Various	1/25/2017	144,562		154,011	(9,449)
1,945 973 SH PIMCO LOW DURATION FUND	P	08/22/16	4/5/2017	19,174		19,210	(36)
2,802 988 SH VANGUARD TOTAL BOND MKT INDEX ADMIRAL SHR	P	8/22/116	4/5/2017	30,000		31,147	(1,147)
2,000 SH INDEXIQ REAL RETURN ETF	P	08/22/16	8/15/2017	54,856		54,041	815
6,018 932 SH SCHARF ALPHA OPTTY FD RETAIL	P	Various	8/15/2017	144,826		150,597	(5,771)
				516,000		532,852	(16,852)
LONG TERM							
3,220 112 SH AMERICAN FD EUROPACIFIC GWTH FD CL F2	P	Various	1/13/2017	150,000		140,198	9,802
365 100 SH COHEN & STEERS GLOBAL REALTY SHARES I	P	Various	1/13/2017	18,000		18,596	(596)
5,271 505 SH GOLDMAN SACHS ABSOLUTE RETURN TRACKER INST	P	Various	1/13/2017	49,000		49,037	(37)
1,543 448 SH LAZARD GLOBAL LISTED INFRASTRUCTURE PORT INST	P	Various	1/13/2017	22,000		20,533	1,467
18,594 118 SH LOOMIS SAYLES HIGH INCOME FUND	P	Various	1/13/2017	79,000		83,916	(4,916)
6,794 476 SH PIMCO EMRG LOCAL BD FD INSTL CL	P	Various	1/13/2017	47,608		70,961	(23,353)
1,917 SH VANGUARD FTSE EMERGING MARKETS FUND	P	1/19/2012	1/13/2017	71,449		79,770	(8,321)
312 622 SH VANGUARD INFLATION PROTECTED FUND	P	5/5/2015	1/13/2017	8,000		8,170	(170)
704 377 SH VICTORY GLOBAL NATURAL RESOURCES FUND	P	Various	1/13/2017	18,000		26,009	(8,009)
300 SH EASTMAN CHEMICAL CO	P	1/19/2006	2/14/2017	24,109		8,292	15,817
1,000 SH PFIZER INCORPORATED	P	1/19/2006	2/14/2017	32,656		3,069	29,587
1,300 SH VANGUARD FTSE ALL WORLD EX US ETF	P	3/23/2015	2/14/2017	60,666		64,887	(4,221)
1,098 652 SH PIMCO LOW DURATION FUND	P	3/12/2014	4/5/2017	10,826		11,364	(538)
1,766 922 SH LAZARD GLOBAL LISTED INFRASTRUCTURE PORT INST	P	5/9/2013	6/26/2017	30,000		22,478	7,522
1,749 264 SH AMERICAN FD EUROPACIFIC GWTH FD CL F2	P	1/27/2016	8/3/2017	95,000		72,899	22,101
2,083 247 SH GOLDMAN SACHS ABSOLUTE RETURN TRACKER INST	P	6/28/2011	8/3/2017	20,000		19,377	623
6,800 604 SH PIMCO COMMODITY REAL RETURN STRAT INST	P	Various	8/3/2017	45,000		63,300	(18,300)
695 000 SH VANGUARD FTSE EMERGING MARKETS FUND	P	1/19/2012	8/3/2017	29,994		28,920	1,074
574 106 SH COHEN & STEERS GLOBAL REALTY SHARES I	P	5/9/2013	8/15/2017	30,000		28,543	1,457
2,089 77 SH GOLDMAN SACHS ABSOLUTE RETURN TRACKER INST	P	6/28/2011	8/15/2017	20,000		19,438	562
1,776 331 SH LAZARD GLOBAL LISTED INFRASTRUCTURE PORT INST	P	5/9/2013	8/15/2017	30,000		22,598	7,402
586 000 SH VANGUARD FTSE EMERGING MARKETS FUND	P	1/19/2012	8/15/2017	24,984		24,384	600
3,500 SH IQ HEDGE MULTI STRATEGY ETF	P	Various	8/15/2017	103,592		95,197	8,395
1,000 SH PFIZER INCORPORATED	P	1/19/2006	8/15/2017	33,419		3,069	30,350
1,344 685 SH AMERICAN FUND EUROPACIFIC GWTH FD CL F2	P	Various	10/4/2017	75,000		49,940	25,060
477 208 SH COHEN & STEERS GLOBAL REALTY SHARES I	P	5/9/2013	10/4/2017	25,000		23,725	1,275
1,507 229 SH LAZARD GLOBAL LISTED INFRASTRUCTURE PORT INST	P	5/9/2013	10/4/2017	25,000		19,174	5,826
3,274 869 SH PIMCO EMRG LOCAL BD FD INSTL CL	P	8/15/2012	10/4/2017	25,000		34,018	(9,018)
5,052 525 SH PIMCO LOW DURATION FUND	P	3/12/2014	10/4/2017	50,000		52,261	(2,261)
928 571 SH VANGUARD INTL EXPLORER INVESTOR SHARE	P	5/5/2015	10/4/2017	20,000		16,877	3,123
5,562 558 SH VANGUARD TOTAL BOND MKT INDEX ADMIRAL SHR	P	Various	10/4/2017	60,000		61,210	(1,210)
992 857 SH VICTORY GLOBAL NATURAL RESOURCES FD Y	P	5/5/2015	10/4/2017	25,000		28,209	(3,209)
4,962 047 SH AMERICAN FUND EUROPACIFIC GWTH FD CL F3	P	1/19/2012	11/17/2017	285,000		183,986	101,014
657 159 SH COHEN & STEERS GLOBAL REALTY SHARES I	P	Various	11/17/2017	35,000		31,214	3,786
10,716 327 SH GOLDMAN SACHS ABSOLUTE RETURN TRACKER INST	P	Various	11/17/2017	105,000		98,310	6,690
1,817 191 SH LAZARD GLOBAL LISTED INFRASTRUCTURE PORT INST	P	5/9/2013	11/17/2017	30,000		23,118	6,882
15,050 926 SH LOOMIS SAYLES HIGH INCOME FUND	P	Various	11/17/2017	65,000		66,789	(1,789)
2,944 118 SH PIMCO COMMODITY REAL RETURN STRAT INST	P	Various	11/17/2017	20,000		19,433	567
7,445 196 SH PIMCO EMRG LOCAL BD FD INSTL CL	P	Various	11/17/2017	55,000		76,670	(21,670)
20,286 004 SH PIMCO LOW DURATION FUND	P	3/12/2014	11/17/2017	200,000		209,829	(9,829)
2,149 000 SH VANGUARD FTSE EMERGING MARKETS FUND	P	1/19/2012	11/17/2017	96,572		89,423	7,149
966 000 SH VANGUARD FTSE EMERGING MARKETS FUND	P	7/29/2013	11/17/2017	43,410		38,219	5,191
744 468 SH VANGUARD INFLATION PROTECTED SECS ADM SHR	P	5/5/2015	11/17/2017	20,000		19,997	3
2,561 453 SH VANGUARD INTL EXPLORER INVESTOR SHARE	P	5/5/2015	11/17/2017	55,000		46,554	8,446
18,589 219 SH VANGUARD TOTAL BOND MKT INDEX ADMIRAL SHR	P	10/29/2014	11/17/2017	200,000		201,885	(1,885)
422 428 SH VICTORY GLOBAL NATURAL RESOURCES FD Y	P	5/5/2015	11/17/2017	10,000		12,002	(2,002)
				2,578,285	0	2,387,848	190,437
				3,094,285	0	2,920,700	173,585