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Form 990-PF

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

2015

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation THE HABE FOUNDATION, % JANET L MULLIGAN, Number and street (or P O box number if mail is not delivered to street address) C/O TANTON CO LLP 37 W 57 ST 5FL, Room/suite, City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10019, A Employer identification number 20-1366114, B Telephone number (see instructions), C If exemption application is pending, check here, D 1. Foreign organizations, check here, D 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, H Check type of organization, I Fair market value of all assets at end of year, J Accounting method.

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 (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

| Part II Balance Sheets | | Beginning of year | | | End of year | | |
|------------------------------------|---|--|----------------|-----------------------|----------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | 14,006 | 372,278 | 372,278 | | |
| | 2 | Savings and temporary cash investments | | | | | |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | | |
| | 4 | Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | | |
| | 5 | Grants receivable | | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions). | | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | | |
| | 8 | Inventories for sale or use | | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | | | | | |
| | b | Investments—corporate stock (attach schedule) | 7,512,104 | 6,780,122 | 9,420,289 | | |
| | 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) | | | | | |
| | 14 | Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | | |
| 15 | Other assets (describe ▶ _____) | 3,033 | 0 | | | | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 7,529,143 | 7,152,400 | 9,792,567 | | | |
| 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 | | | |
| 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 | 7,529,143 | 7,152,400 | | | |
| 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | | | | | |
| 30 | Total net assets or fund balances (see instructions) | 7,529,143 | 7,152,400 | | | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 7,529,143 | 7,152,400 | | | | |

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 | 7,529,143 |
| 2 | Enter amount from Part I, line 27a | 2 | -376,743 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 7,152,400 |
| 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 | 7,152,400 |

Part IV Capital Gains and Losses for Tax on Investment Income

| List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co) | | How acquired (b) P—Purchase D—Donation | Date acquired (c) (mo, day, yr) | Date sold (d) (mo, day, yr) |
|--|-----------------------|---|---|---------------------------------------|
| 1 a | SEE SCHEDULE ATTACHED | P | | |
| 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 2,834,971 | | 2,375,063 | 459,908 |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--|---|---|
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | 459,908 |
| 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 | 459,908 |
| 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 |

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 does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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)) |
|---|--|--|--|
| 2014 | 460,696 | 10,804,378 | 0.04264 |
| 2013 | 455,399 | 9,849,246 | 0.046237 |
| 2012 | 460,058 | 8,902,311 | 0.051678 |
| 2011 | 357,238 | 6,540,153 | 0.054622 |
| 2010 | 425,908 | 2,547,268 | 0.167202 |

| | | | |
|----------|--|----------|------------|
| 2 | Total of line 1, column (d). | 2 | 0.362379 |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.072476 |
| 4 | Enter the net value of noncharitable-use assets for 2015 from Part X, line 5. | 4 | 10,294,876 |
| 5 | Multiply line 4 by line 3. | 5 | 746,131 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 5,961 |
| 7 | Add lines 5 and 6. | 7 | 752,092 |
| 8 | Enter qualifying distributions from Part XII, line 4. | 8 | 680,835 |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, and total tax due. Total tax due is 4,613.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, unrelated business income, and substantial contributors. Includes a 'Yes/No' column.

Part VII-A Statements Regarding Activities (continued)

| | | | | | | |
|-----------|--|-----------|------------|-----------|--|--|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | No | | |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | No | | |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____ | 13 | Yes | | | |
| 14 | The books are in care of ▶ <u>JANET L MULLIGAN</u> Telephone no ▶ <u>(212) 583-1100</u> Located at ▶ <u>37 W57TH STREET 5TH FL NEW YORK NY</u> ZIP+4 ▶ <u>10019</u> | | | | | |
| 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 ▶ <table border="1"><tr><td>15</td><td></td></tr></table> | 15 | | | | |
| 15 | | | | | | |
| 16 | At any time during calendar year 2015, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶ _____ | 16 | Yes | No | | |

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 checked="" type="checkbox"/> Yes <input 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 | No |
| 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 2015? | 1c | No |
| 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | |
| 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 | No |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ | | |
| 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 2015 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 2015.) | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | No |
| 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 2015? | 4b | No |

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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).

| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|--|---|---|---|---------------------------------------|
| NANCY K SIMPKINS C/O TANTON CO LLP 37 W 57 ST 5FL NEW YORK, NY 10019 | PRESIDENT 5 0 | 0 | | |
| THOMAS D KLINGENSTEIN C/O TANTON CO LLP 37 W 57 ST 5FL NEW YORK, NY 10019 | VP & SECRETARY 0 | 0 | | |
| ANDREW D KLINGENSTEIN C/O TANTON CO LLP 37 W 57 ST 5FL NEW YORK, NY 10019 | TREASURER 0 5 | 0 | | |

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

| (a) Name and address of each employee paid more than \$50,000 | Title, and average hours per week (b) devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|---|---|------------------|---|---------------------------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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 |
|---|---------------------|------------------|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

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 | |
| 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 | |
| | |
| 2 | |
| | |
| All other program-related investments. See instructions | |
| 3 | |
| | |

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

| | | | |
|----------|--|-----------|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities. | 1a | 10,302,749 |
| b | Average of monthly cash balances. | 1b | 148,902 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 10,451,651 |
| 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 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 10,451,651 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 156,775 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 10,294,876 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 514,744 |

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 | 514,744 |
| 2a | Tax on investment income for 2015 from Part VI, line 5. | 2a | 11,922 |
| b | Income tax for 2015 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 11,922 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 502,822 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 502,822 |
| 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 | 502,822 |

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 | 680,835 |
| 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 | 0 |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | 0 |
| b | Cash distribution test (attach the required schedule). | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 680,835 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 680,835 |

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 2014 | (c) 2014 | (d) 2015 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2015 from Part XI, line 7 | | | | 502,822 |
| 2 Undistributed income, if any, as of the end of 2015 | | | | |
| a Enter amount for 2014 only. | | | 0 | |
| b Total for prior years 2013, 2012, 2011 | | 0 | | |
| 3 Excess distributions carryover, if any, to 2015 | | | | |
| a From 2010. | 309,557 | | | |
| b From 2011. | 39,577 | | | |
| c From 2012. | 18,048 | | | |
| d From 2013. | | | | |
| e From 2014. | | | | |
| f Total of lines 3a through e. | 367,182 | | | |
| 4 Qualifying distributions for 2015 from Part XII, line 4 \blacktriangleright \$ <u>680,835</u> | | | | |
| a Applied to 2014, but not more than line 2a | | | 0 | |
| 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 2015 distributable amount. | | | | 502,822 |
| e Remaining amount distributed out of corpus | 178,013 | | | |
| 5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 545,195 | | | |
| 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. | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions. | | 0 | | |
| e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions. | | | 0 | |
| f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). | | | | |
| 8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). | 309,557 | | | |
| 9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a. | 235,638 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2011. | 39,577 | | | |
| b Excess from 2012. | 18,048 | | | |
| c Excess from 2013. | | | | |
| d Excess from 2014. | | | | |
| e Excess from 2015. | 178,013 | | | |

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| | Tax year | Prior 3 years | | | (e) Total |
|--|-----------------|-----------------|-----------------|-----------------|------------------|
| | (a) 2015 | (b) 2014 | (c) 2013 | (d) 2012 | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test—enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | | | | | |
| c "Support" alternative test—enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the organization 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))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | 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) | | | | |
| a <i>Paid during the year</i> See Additional Data Table | | | | |
| Total | | | ▶ 3a | 678,000 |
| b <i>Approved for future payment</i> | | | | |
| Total | | | ▶ 3b | |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|-------------------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| REACH INSTITUTE 224 WEST 35TH STREET SUITE 1304B NEW YORK, NY 10001 | NONE | PC | GENERAL PURPOSE | 10,000 |
| REAP 5 SAMUEL PURDY LANE KATONAH, NY 10536 | NONE | PC | GENERAL PURPOSE | 15,000 |
| NATURAL HISTORY MUSEUM OF THE ADIRONDACKS 45 MUSEUM DRIVE TUPPER LAKE, NY 12986 | NONE | PC | GENERAL PURPOSE | 100,000 |
| TEACHERS COLLEGE 525 WEST 120TH STREET NEW YORK, NY 10027 | NONE | PC | GENERAL PURPOSE | 75,000 |
| NATURAL HISTORY MUSEUM OF THE ADIRONDACKS 45 MUSEUM DRIVE TUPPER LAKE, NY 12986 | NONE | PC | ENDOWMENT PLEDGE | 100,000 |
| KLINGENSTEIN 3RD GENERATION FOUNDATION 37 WEST 57TH STREET 5TH FLOOR NEW YORK, NY 10019 | NONE | PF | GENERAL PURPOSE | 13,000 |
| NATURAL HISTORY MUSEUM OF THE ADIRONDACKS 45 MUSEUM DRIVE TUPPER LAKE, NY 12986 | NONE | PC | WILD CENTER | 150,000 |
| MISS PORTER'S SCHOOL 60 MAIN STREET FARMINGTON, CT 06032 | NONE | PC | CAPITAL CAMPAIGN PLEDGE ANNUAL FUND | 170,000 |
| HOPE'S DOOR 39 WASHINGTON AVENUE PLEASANTVILLE, NY 10570 | NONE | PC | GENERAL PURPOSE | 10,000 |
| DEERFIELD ACADEMY 7 BOYDEN ROAD DEERFIELD, MA 01342 | NONE | | GENERAL PURPOSE | 20,000 |
| LITERACY LAB PO BOX 3462 WASHINGTON, DC 20010 | none | PC | GENERAL PURPOSE - IN HONOR JULIE & ANDY KLINGENSTEIN | 5,000 |
| THE WILD CENTER 45 MUSEUM DRIVE TUPPER LAKE, NY 12986 | NONE | PC | EMP RECOG FUND | 10,000 |
| Total | | | | 3a 678,000 |

TY 2015 Accounting Fees Schedule

Name: THE HABE FOUNDATION

EIN: 20-1366114

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------|--------|--------------------------|------------------------|---|
| TANTON & CO | 3,225 | 806 | | 2,419 |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: THE HABE FOUNDATION

EIN: 20-1366114

TY 2015 Other Assets Schedule

Name: THE HABE FOUNDATION

EIN: 20-1366114

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|----------------|--------------------------------|--------------------------|---------------------------------|
| ACCRUED INCOME | 3,033 | 0 | |

TY 2015 Other Expenses Schedule

Name: THE HABE FOUNDATION

EIN: 20-1366114

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| INVESTMENT ADVISORY FEES | 45,911 | 45,911 | | |
| FILING FEES | 416 | | | 416 |

TY 2015 Other Income Schedule

Name: THE HABE FOUNDATION

EIN: 20-1366114

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|-----------------------|--------------------------------|-----------------------|---------------------|
| SECURITIES LITIGATION | 77 | 77 | |

TY 2015 Taxes Schedule

Name: THE HABE FOUNDATION

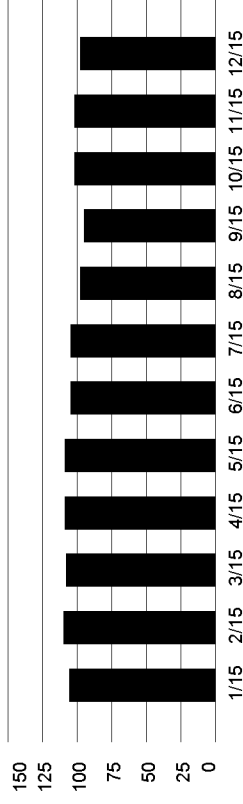
EIN: 20-1366114

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------|--------|--------------------------|------------------------|---|
| FOREIGN TAX WITHHELD | 287 | 287 | | |
| FEDERAL TAXES PAID | 3,200 | | | |

Change in Account Value

| | This Period | Year to Date |
|---|-------------------------|-------------------------|
| Starting Value | \$ 10,166,166.98 | \$ 11,019,408.18 |
| Cash Value of Purchases & Sales | 323,792.35 | 903,593.16 |
| Investments Purchased/Sold | (323,792.35) | (903,593.16) |
| Deposits & Withdrawals | (187,000.00) | (684,763.66) |
| Dividends & Interest | 24,628.60 | 185,353.72 |
| Fees & Charges | 0.00 | (45,910.99) |
| Transfers | 0.00 | 0.00 |
| Income Reinvested | 0.00 | 0.00 |
| Change in Value of Investments | (211,228.49) | (681,520.16) |
| Ending Value on 12/31/2015 | \$ 9,792,567.09 | \$ 9,792,567.09 |
| <i>Accrued Income^d</i> | 12,322.94 | |
| Ending Value with Accrued Income^d | \$ 9,804,890.03 | |

Account Value (\$) Over Last 12 Months [in Hundred Thousands]



Asset Composition

| | Market Value | % of Account Assets |
|-------------------------------------|------------------------|---------------------|
| Cash and Money Market Funds [Sweep] | \$ 372,278.01 | 4% |
| Fixed Income | 848,633.15 | 9% |
| Equities | 8,176,776.68 | 83% |
| Equity Funds | 194,189.25 | 2% |
| Other Assets | 200,690.00 | 2% |
| Total Assets Long | \$ 9,792,567.09 | |

Overview



- 83% Equities
- 2% Equity Funds
- 9% Fixed Income
- 2% Other Assets
- 4% Cash, MMFs [Sweep]

Gain or (Loss) Summary

| | Realized Gain or (Loss) This Period |
|--|-------------------------------------|
| Short Term | \$(58,483.49) |
| Long Term | \$75,592.17 |
| Unrealized Gain or (Loss) | |
| All Investments | \$3,782,005.41 |
| <i>Values may not reflect all of your gains/losses</i> | |

Account Notes

- Accrued Interest is \$2,865.15
- Accrued Dividend is \$9,457.79



KLINGENSTEIN FIELDS

WEALTH ADVISORS

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Your Independent Investment Advisor is not affiliated with or an agent of Schwab and Schwab does not supervise or endorse your Advisor.



Schwab One® Account of
THE HABE FOUNDATION

Account Number
5156-4713

Statement Period
December 1-31, 2015

| | This Period | | Year to Date | |
|------------------------|----------------------|-------------------|----------------------|-------------------|
| | Federally Tax-Exempt | Federally Taxable | Federally Tax-Exempt | Federally Taxable |
| Cash Dividends | 0 00 | 24,167 13 | 0 00 | 175,806 23 |
| Total Capital Gains | 0 00 | 461 47 | 0 00 | 461 47 |
| Treasury Bond Interest | 0 00 | 0 00 | 0 00 | 8,549 93 |
| Treasury Bill Interest | 0 00 | 0 00 | 0 00 | 70 80 |

Investment Detail - Cash and Money Market Funds [Sweep]

| Cash | Market Value | % of Account Assets |
|------|--------------|---------------------|
| Cash | 136,331 30 | 1% |

Money Market Funds [Sweep]

| | Quantity | Market Price | Market Value | Current Yield | % of Account Assets |
|--------------------------------|--------------|--------------|--------------|---------------|---------------------|
| SCHWAB US TREAS MONEY FD SWUXX | 235,946 7100 | 1 0000 | 235,946 71 | 0 00% | 2% |

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Investment Detail - Fixed Income

| U.S. Treasuries | Units Purchased | Par | Market Price Cost Per Unit | Market Value Cost Basis | Adjusted Cost Basis | % of Account Assets Acquired | Unrealized Gain or (Loss) | Estimated Annual Income Yield to Maturity |
|--|---------------------|----------------|-------------------------------|----------------------------|------------------------|---------------------------------------|------------------------------|---|
| US TREASU NT 0.875%08/17 | 500,000.0000 | 99.7813 | 498,906.50 | 499,770.00 | 5% | (863.50) | 4,375.00 | |
| UST NOTE DUE 08/15/17 CUSIP 912828D49 | 500,000 0000 | 99 9540 | 499,770 00 | 499,770 00 | 12/04/14 | (863 50) | 0 89% | |
| US TREASUR NT 0.75%01/17 | 350,000.0000 | 99.9219 | 349,726.65 | 349,863.50 | 4% | (136.85) | 2,625.00 | |
| UST NOTE DUE 01/15/17 CUSIP 912828A91 | 350,000 0000 | 99 9610 | 349,863 50 | 349,863 50 | 12/26/14 | (136 85) | 0 76% | |

Accrued Interest: 1,652.51

Total Accrued Interest for U.S. Treasuries: 2,865.15

Accrued Interest: 1,212.64

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.



Schwab One® Account of
THE HABE FOUNDATION

Account Number
5156-4713

Statement Period

December 1-31, 2015

Investment Detail - Equities

| Equities | Quantity | Market Price | Market Value | % of Account Assets Acquired | Unrealized Gain or (Loss) | Estimated Yield | Estimated Annual Income |
|----------------------------|-------------------|-----------------|------------------------|------------------------------|---------------------------|-----------------|---------------------------------|
| | Units Purchased | Cost Per Share | Cost Basis | | | Holding Days | Holding Period |
| ABB LTD | 6,000.0000 | 17.7300 | 106,380.00 | 1% | 17,002.40 | N/A | N/A |
| ADR | 2,000 0000 | 14 8996 | 29,799 20 | 04/02/09 | 5,660 80 | 2464 | Long-Term |
| 1 ADR REPS | 4,000 0000 | 14 8946 | 59,578 40 | 04/02/09 | 11,341 60 | 2464 | Long-Term |
| SYMBOL ABB | | | | | | | |
| <i>Cost Basis</i> | | | 89,377 60 | | | | |
| ABBVIE INC | 2,400.0000 | 59.2400 | 142,176.00 | 1% | 32,476.48 | 3.44% | 4,896.00 |
| SYMBOL ABBV | 2,400 0000 | 45 7081 | 109,699 52 | 10/14/13 | 32,476 48 | 808 | Long-Term |
| AIR LEASE CORP | 3,000.0000 | 33.4800 | 100,440.00 | 1% | (5,194.10) | 0.47% | 480.00 |
| CLASS A | 3,000 0000 | 35 2113 | 105,634 10 | 08/06/14 | (5,194 10) | 512 | Long-Term |
| SYMBOL AL | | | | | | | Accrued Dividend: 150.00 |
| ALPHABET INC | 280.0000 | 778.0100 | 217,842.80 | 2% | 147,762.64 | N/A | N/A |
| CLASS A | 200 0000 | 256 9210 | 51,384 21 | 02/08/08 | 104,217 79 | 2883 | Long-Term |
| SYMBOL GOOGL | 80 0000 | 233 6993 | 18,695 95 | 08/23/10 | 43,544 85 | 1956 | Long-Term |
| <i>Cost Basis</i> | | | 70,080 16 | | | | |
| ALPHABET INC | 280.0000 | 758.8800 | 212,486.40 | 2% | 142,826.47 | N/A | N/A |
| CLASS C | 199 7803 | 255 3990 | 51,023 71 | 02/08/08 | 100,585 61 | 2883 | Long-Term |
| SYMBOL GOOG | 80 2196 | 232 3149 | 18,636 22 | 08/23/10 | 42,240 86 | 1956 | Long-Term |
| <i>Cost Basis</i> | | | 69,659 93 | | | | |
| AMERICAN EXPRESS CO | 5,000.0000 | 69.5500 | 347,750.00 | 4% | 218,128.79 | 1.66% | 5,800.00 |
| SYMBOL AXP | 2,600 0000 | 8 1127 | 21,093 21 ^t | 11/09/93 | 159,736 79 | 8087 | Long-Term |
| | 2,000 0000 | 43 7696 | 87,539 20 ^t | 07/29/04 | 51,560 80 | 4172 | Long-Term |
| | 400 0000 | 52 4720 | 20,988 80 ^t | 12/27/05 | 6,831 20 | 3656 | Long-Term |
| <i>Cost Basis</i> | | | 129,621 21 | | | | |
| APPLE INC | 800.0000 | 105.2600 | 84,208.00 | <1% | (9,253.04) | 1.97% | 1,664.00 |
| SYMBOL AAPL | 800 0000 | 116 8263 | 93,461 04 | 01/28/15 | (9,253 04) | 337 | Short-Term |

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Schwab One® Account of
THE HABE FOUNDATION

Account Number
5156-4713

Statement Period
December 1-31, 2015

Investment Detail - Equities (continued)

| Equities (continued) | Quantity Units Purchased | Market Price Cost Per Share | Market Value Cost Basis | % of Account Assets Acquired | Unrealized Gain or (Loss) | Estimated Yield Holding Days | Estimated Annual Income Holding Period |
|---------------------------------|-----------------------------|--------------------------------|----------------------------|---------------------------------------|------------------------------|------------------------------------|--|
| | | | | | | | |
| BERKSHIRE HATHAWAY | 6,298.0000 | 132.0400 | 831,587.92 | 8% | 756,278.17 | N/A | N/A |
| CLASS B | 3,050 0000 | 0 0314 | 95 83 ^a | 11/05/80 | 402,626 17 | 12839 | Long-Term |
| SYMBOL BRKB | 1,950 0000 | 10 2766 | 20,039 47 ^a | 05/02/90 | 237,438 53 | 9374 | Long-Term |
| | 1,050 0000 | 39 8419 | 41,834 08 ^a | 12/22/97 | 96,807 92 | 6583 | Long-Term |
| | 248 0000 | 53 7918 | 13,340 37 ^a | 02/13/09 | 19,405 55 | 2512 | Long-Term |
| <i>Cost Basis</i> | | | <i>75,309 75</i> | | | | |
| BIODEN INC | 300.0000 | 306.3500 | 91,905.00 | <1% | 247.86 | N/A | N/A |
| SYMBOL BIIB | 300 0000 | 305 5238 | 91,657 14 | 08/27/15 | 247 86 | 126 | Short-Term |
| BROADCOM CORPORATION | 2,400.0000 | 57.8200 | 138,768.00 | 1% | 39,413.92 | 0.96% | 1,344.00 |
| MERGER ELECTION EXP 01/25/16 | 2,400 0000 | 41 3975 | 99,354 08 | 01/07/15 | 39,413 92 | 358 | Short-Term |
| SYMBOL BRCM | | | | | | | |
| CELGENE CORP | 800.0000 | 119.7600 | 95,808.00 | <1% | (3,131.84) | N/A | N/A |
| SYMBOL CELG | 800 0000 | 123 6748 | 98,939 84 | 09/15/15 | (3,131 84) | 107 | Short-Term |
| COLGATE-PALMOLIVE CO | 3,000.0000 | 66.6200 | 199,860.00 | 2% | 108,768.50 | 2.28% | 4,560.00 |
| SYMBOL CL | 1,000 0000 | 30 3705 | 30,370 50 | 04/02/09 | 36,249 50 | 2464 | Long-Term |
| | 2,000 0000 | 30 3605 | 60,721 00 | 04/02/09 | 72,519 00 | 2464 | Long-Term |
| <i>Cost Basis</i> | | | <i>91,091 50</i> | | | | |
| CONOCOPHILLIPS | 1,800.0000 | 46.6900 | 84,042.00 | <1% | (14,887.10) | 6.33% | 5,328.00 |
| SYMBOL COP | 1,800 0000 | 54 9606 | 98,929 10 | 08/01/12 | (14,887 10) | 1247 | Long-Term |
| EMC CORP MASS | 5,000.0000 | 25.6800 | 128,400.00 | 1% | 9,124.40 | 1.79% | 2,300.00 |
| SYMBOL EMC | 4,000 0000 | 23 7989 | 95,195 60 | 03/26/13 | 7,524 40 | 1010 | Long-Term |
| | 1,000 0000 | 24 0800 | 24,080 00 | 12/05/13 | 1,600 00 | 756 | Long-Term |
| <i>Cost Basis</i> | | | <i>119,275 60</i> | | | | |

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Investment Detail - Equities (continued)

| Equities (continued) | Quantity Units Purchased | Market Price Cost Per Share | Market Value Cost Basis | % of Account Assets Acquired | Unrealized Gain or (Loss) | Estimated Yield | Estimated Annual Income |
|-----------------------------|-----------------------------|--------------------------------|----------------------------|---------------------------------------|------------------------------|-----------------------------------|----------------------------|
| | | | | | | | |
| EMERSON ELECTRIC CO | 4,000.0000 | 47.8300 | 191,320.00 | 2% | 19,671.35 | 3.97% | 7,600.00 |
| SYMBOL EMR | 1,000 0000 | 42 6722 | 42,672 25 ^t | 10/26/06 | 5,157 75 | 3353 | Long-Term |
| | 2,400 0000 | 42 6576 | 102,378 40 ^t | 10/26/06 | 12,413 60 | 3353 | Long-Term |
| | 600 0000 | 44 3300 | 26,598 00 ^t | 12/28/06 | 2,100 00 | 3290 | Long-Term |
| <i>Cost Basis</i> | | | <i>171,648 65</i> | | | | |
| FACEBOOK INC | 1,000.0000 | 104.6600 | 104,660.00 | 1% | 16,094.50 | N/A | N/A |
| CLASS A | 1,000 0000 | 88 5655 | 88,565 50 | 09/02/15 | 16,094 50 | 120 | Short-Term |
| SYMBOL FB | | | | | | | |
| FEDEX CORPORATION | 1,500.0000 | 148.9900 | 223,485.00 | 2% | 88,888.16 | 0.67% | 1,500.00 |
| SYMBOL FDX | 1,200 0000 | 85 0565 | 102,067 84 ^t | 07/22/05 | 76,720 16 | 3814 | Long-Term |
| | 300 0000 | 108 4300 | 32,529 00 ^t | 12/29/06 | 12,168 00 | 3289 | Long-Term |
| <i>Cost Basis</i> | | | <i>134,596 84</i> | | | Accrued Dividend: 375.00 | |
| GENERAL ELECTRIC CO | 12,123.0000 | 31.1500 | 377,631.45 | 4% | 343,784.93 | 2.95% | 11,153.16 |
| SYMBOL GE | 8,659 2857 | 2 5043 | 21,686 03 ^t | 03/28/85 | 248,050 72 | 11235 | Long-Term |
| | 3,463 7142 | 3 5108 | 12,160 49 ^t | 05/02/90 | 95,734 21 | 9374 | Long-Term |
| <i>Cost Basis</i> | | | <i>33,846 52</i> | | | Accrued Dividend: 2,788.29 | |
| GILEAD SCIENCES INC | 1,200.0000 | 101.1900 | 121,428.00 | 1% | 8,231.20 | 1.69% | 2,064.00 |
| SYMBOL GILD | 1,200 0000 | 94 3306 | 113,196 80 | 01/05/15 | 8,231 20 | 360 | Short-Term |
| HARTFORD FINL SVC GP | 4,000.0000 | 43.4600 | 173,840.00 | 2% | 131,767.51 | 1.93% | 3,360.00 |
| SYMBOL HIG | 2,500 0000 | 6 1199 | 15,299 99 ^t | 12/26/95 | 93,350 01 | 7310 | Long-Term |
| | 1,500 0000 | 17 8483 | 26,772 50 | 11/08/11 | 38,417 50 | 1514 | Long-Term |
| <i>Cost Basis</i> | | | <i>42,072 49</i> | | | Accrued Dividend: 840.00 | |

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Schwab One® Account of
THE HABE FOUNDATION

Account Number
5156-4713

Statement Period

December 1-31, 2015

Investment Detail - Equities (continued)

| Equities (continued) | Quantity Units Purchased | Market Price Cost Per Share | Market Value Cost Basis | % of Account Assets Acquired | Unrealized Gain or (Loss) | Estimated Yield | Estimated Annual Income |
|------------------------------|-----------------------------|--------------------------------|----------------------------|---------------------------------------|------------------------------|--------------------|----------------------------|
| | | | | | | Holding Days | Holding Period |
| HONEYWELL INTL INC | 4,000,000 | 103.5700 | 414,280.00 | 4% | 272,831.30 | 2.29% | 9,520.00 |
| SYMBOL HON | 1,000,000 | 29.0314 | 29,031.40 ^t | 10/27/03 | 74,538.60 | 4448 | Long-Term |
| | 2,000,000 | 36.9325 | 73,865.00 ^t | 11/30/05 | 133,275.00 | 3683 | Long-Term |
| | 1,000,000 | 38.5523 | 38,552.30 ^t | 12/27/05 | 65,017.70 | 3656 | Long-Term |
| <i>Cost Basis</i> | | | <i>141,448.70</i> | | | | |
| ILLINOIS TOOL WORKS | 2,000,000 | 92.6800 | 185,360.00 | 2% | 87,959.82 | 2.37% | 4,400.00 |
| SYMBOL ITW | 600,000 | 48.6614 | 29,196.86 | 11/09/10 | 26,411.14 | 1878 | Long-Term |
| | 1,200,000 | 48.6447 | 58,373.72 | 11/09/10 | 52,842.28 | 1878 | Long-Term |
| | 200,000 | 49.1480 | 9,829.60 | 11/08/11 | 8,706.40 | 1514 | Long-Term |
| <i>Cost Basis</i> | | | <i>97,400.18</i> | | | | |
| JOHNSON & JOHNSON | 3,700,000 | 102.7200 | 380,064.00 | 4% | 200,193.00 | 2.92% | 11,100.00 |
| SYMBOL JNJ | 1,200,000 | 28.9258 | 34,711.00 ^t | 09/25/97 | 88,553.00 | 6671 | Long-Term |
| | 1,500,000 | 55.7166 | 83,575.00 ^t | 07/29/04 | 70,505.00 | 4172 | Long-Term |
| | 500,000 | 62.3300 | 31,165.00 ^t | 11/30/05 | 20,195.00 | 3683 | Long-Term |
| | 500,000 | 60.8400 | 30,420.00 ^t | 12/27/05 | 20,940.00 | 3656 | Long-Term |
| <i>Cost Basis</i> | | | <i>179,871.00</i> | | | | |
| LAB CO OF AMER HLDG | 1,000,000 | 123.6400 | 123,640.00 | 1% | 23,311.50 | N/A | N/A |
| SYMBOL LH | 1,000,000 | 100.3285 | 100,328.50 | 11/12/14 | 23,311.50 | 414 | Long-Term |
| MEDTRONIC PLC F | 3,300,000 | 76.9200 | 253,836.00 | 3% | (99.00) | 1.97% | 5,016.00 |
| SYMBOL MDT | 3,300,000 | 76.9500 | 253,935.00 | 01/27/15 | (99.00) | 338 | Short-Term |
| METLIFE INC | 4,000,000 | 48.2100 | 192,840.00 | 2% | 38,257.81 | 3.11% | 6,000.00 |
| SYMBOL MET | 1,500,000 | 40.4490 | 60,673.55 | 10/20/10 | 11,641.45 | 1898 | Long-Term |
| | 800,000 | 40.9766 | 32,781.28 | 11/03/10 | 5,786.72 | 1884 | Long-Term |
| | 300,000 | 45.8580 | 13,757.40 | 03/08/11 | 705.60 | 1759 | Long-Term |
| | 1,400,000 | 33.8356 | 47,369.96 | 11/08/11 | 20,124.04 | 1514 | Long-Term |
| <i>Cost Basis</i> | | | <i>154,582.19</i> | | | | |

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Investment Detail - Equities (continued)

| Equities (continued) | Quantity Units Purchased | Market Price Cost Per Share | Market Value Cost Basis | % of Account Assets Acquired | Unrealized Gain or (Loss) | Estimated Yield | Estimated Annual Income |
|-----------------------------|-----------------------------|--------------------------------|----------------------------|---------------------------------------|------------------------------|--------------------|-----------------------------------|
| | | | | | | Holding Days | Holding Period |
| NEWMONT MINING CORP | 4,500,000 | 17.9900 | 80,955.00 | <1% | (73,768.80) | 0.55% | 450.00 |
| SYMBOL NEM | 1,000,000 | 22.7952 | 22,795.20 ^t | 10/15/02 | (4,805.20) | 4825 | Long-Term |
| | 500,000 | 23.7096 | 11,854.80 ^t | 10/16/02 | (2,859.80) | 4824 | Long-Term |
| | 2,000,000 | 39.2275 | 78,455.00 ^t | 07/29/04 | (42,475.00) | 4172 | Long-Term |
| | 500,000 | 40.9300 | 20,465.00 | 03/14/07 | (11,470.00) | 3214 | Long-Term |
| | 500,000 | 42.3076 | 21,153.80 | 07/31/07 | (12,158.80) | 3075 | Long-Term |
| <i>Cost Basis</i> | | | 154,723.80 | | | | |
| PAYPAL HOLDINGS INCO | 2,500,000 | 36.2000 | 90,500.00 | <1% | (4,493.50) | N/A | N/A |
| SYMBOL PYPL | 2,500,000 | 37.9974 | 94,993.50 | 07/29/15 | (4,493.50) | 155 | Short-Term |
| PEPSICO INCORPORATED | 1,800,000 | 99.9200 | 179,856.00 | 2% | 91,311.08 | 2.81% | 5,058.00 |
| SYMBOL PEP | 600,000 | 49.2027 | 29,521.64 | 05/04/09 | 30,430.36 | 2432 | Long-Term |
| | 1,200,000 | 49.1860 | 59,023.28 | 05/04/09 | 60,880.72 | 2432 | Long-Term |
| <i>Cost Basis</i> | | | 88,544.92 | | | | Accrued Dividend: 1,264.50 |
| PROCTER & GAMBLE | 1,800,000 | 79.4100 | 142,938.00 | 1% | 31,475.09 | 3.33% | 4,772.88 |
| SYMBOL PG | 1,200,000 | 61.7148 | 74,057.84 | 07/29/11 | 21,234.16 | 1616 | Long-Term |
| | 300,000 | 60.9665 | 18,289.97 | 08/04/11 | 5,533.03 | 1610 | Long-Term |
| | 300,000 | 63.7170 | 19,115.10 | 11/08/11 | 4,707.90 | 1514 | Long-Term |
| <i>Cost Basis</i> | | | 111,462.91 | | | | |
| ROCKWELL COLLINS INC | 2,000,000 | 92.3000 | 184,600.00 | 2% | 50,579.80 | 1.43% | 2,640.00 |
| SYMBOL COL | 2,000,000 | 67.0101 | 134,020.20 | 01/09/08 | 50,579.80 | 2913 | Long-Term |
| ROYAL DUTCH SHELL F | 1,800,000 | 45.7900 | 82,422.00 | <1% | (30,280.00) | 8.21% | 6,768.00 |
| ADR | 600,000 | 62.6233 | 37,574.00 | 11/23/10 | (10,100.00) | 1864 | Long-Term |
| 1 ADR REPS 2 ORD SHS | 1,200,000 | 62.6066 | 75,128.00 | 11/23/10 | (20,180.00) | 1864 | Long-Term |
| SYMBOL RDSA | | | | | | | |
| <i>Cost Basis</i> | | | 112,702.00 | | | | |

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.



Schwab One® Account of
THE HABE FOUNDATION

Account Number
5156-4713

Statement Period

December 1-31, 2015

Investment Detail - Equities (continued)

| Equities (continued) | Quantity | Market Price | Market Value | % of Account Assets Acquired | Unrealized Gain or (Loss) | Estimated Yield | Estimated Annual Income |
|----------------------|-----------------|----------------|------------------------|------------------------------|---------------------------|-----------------|-------------------------|
| | Units Purchased | Cost Per Share | Cost Basis | | | Holding Days | Holding Period |
| SAP SPONSORED F | 1,200,000 | 79.1000 | 94,920.00 | <1% | 1,512.04 | 1.54% | 1,465.59 |
| ADR | 1,200,000 | 77.8399 | 93,407.96 | 02/11/14 | 1,512.04 | 688 | Long-Term |
| 1 ADR REPS 1 ORD SHS | | | | | | | |
| SYMBOL SAP | | | | | | | |
| SCHLUMBERGER LTD F | 2,400,000 | 69.7500 | 167,400.00 | 2% | 25,792.36 | 2.86% | 4,800.00 |
| SYMBOL SLB | 600,000 | 58.2552 | 34,953.16 ^t | 01/11/07 | 6,896.84 | 3276 | Long-Term |
| | 1,500,000 | 58.2302 | 87,345.40 ^t | 01/11/07 | 17,279.60 | 3276 | Long-Term |
| | 300,000 | 64.3636 | 19,309.08 | 03/14/07 | 1,615.92 | 3214 | Long-Term |
| Cost Basis | | | 141,607.64 | | | | |
| SYNCHRONY FINANCIAL | 1,971,000 | 30.4100 | 59,938.11 | <1% | 54,699.54 | N/A | N/A |
| SYMBOL SYF | 1,407,638 | 2.3839 | 3,355.76 ^t | 03/28/85 | 39,450.32 | 11235 | Long-Term |
| | 563,368 | 3.3420 | 1,882.81 ^t | 05/02/90 | 15,249.22 | 9374 | Long-Term |
| Cost Basis | | | 5,238.57 | | | | |
| TIME WARNER INC | 1,200,000 | 64.6700 | 77,604.00 | <1% | (2,275.60) | 2.16% | 1,680.00 |
| SYMBOL TWX | 1,200,000 | 66.5663 | 79,879.60 | 05/14/14 | (2,275.60) | 596 | Long-Term |
| UNION PACIFIC CORP | 4,200,000 | 78.2000 | 328,440.00 | 3% | 228,891.37 | 2.81% | 9,240.00 |
| SYMBOL UNP | 1,000,000 | 23.6879 | 23,687.90 | 12/17/08 | 54,512.10 | 2570 | Long-Term |
| | 3,000,000 | 23.7272 | 71,181.65 | 12/18/08 | 163,418.35 | 2569 | Long-Term |
| | 200,000 | 23.3954 | 4,679.08 | 12/26/08 | 10,960.92 | 2561 | Long-Term |
| Cost Basis | | | 99,548.63 | | | | |
| UNITED PARCEL SRVC | 1,500,000 | 96.2300 | 144,345.00 | 1% | 37,057.64 | 3.03% | 4,380.00 |
| CLASS B | 1,200,000 | 72.0495 | 86,459.44 ^t | 01/31/07 | 29,016.56 | 3256 | Long-Term |
| SYMBOL UPS | 300,000 | 69.4264 | 20,827.92 | 03/14/07 | 8,041.08 | 3214 | Long-Term |
| Cost Basis | | | 107,287.36 | | | | |

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Investment Detail - Equities (continued)

| Equities (continued) | Quantity Units Purchased | Market Price Cost Per Share | Market Value Cost Basis | % of Account Assets Acquired | Unrealized Gain or (Loss) | Estimated Yield | Estimated Annual Income |
|----------------------------|-----------------------------|--------------------------------|----------------------------|---------------------------------------|------------------------------|--------------------|-----------------------------------|
| | | | | | | | |
| UNITED TECHNOLOGIES | 2,000.0000 | 96.0700 | 192,140.00 | 2% | 80,695.66 | 2.66% | 5,120.00 |
| SYMBOL UTX | 600 0000 | 39 3925 | 23,635 54 ^t | 10/01/03 | 34,006 46 | 4474 | Long-Term |
| | 1,000 0000 | 62 6488 | 62,648 80 ^t | 09/21/06 | 33,421 20 | 3388 | Long-Term |
| | 400 0000 | 62 9000 | 25,160 00 ^t | 12/29/06 | 13,268 00 | 3289 | Long-Term |
| <i>Cost Basis</i> | | | 111,444 34 | | | | |
| WALT DISNEY CO | 5,000.0000 | 105.0800 | 525,400.00 | 5% | 410,746.64 | 1.25% | 6,600.00 |
| SYMBOL DIS | 4,000 0000 | 22 6566 | 90,626 66 ^t | 07/29/04 | 329,693 34 | 4172 | Long-Term |
| | 1,000 0000 | 24 0267 | 24,026 70 ^t | 12/27/05 | 81,053 30 | 3656 | Long-Term |
| <i>Cost Basis</i> | | | 114,653 36 | | | | Accrued Dividend: 3,550.00 |
| 3M COMPANY | 2,000.0000 | 150.6400 | 301,280.00 | 3% | 145,833.46 | 2.72% | 8,200.00 |
| SYMBOL MMM | 1,200 0000 | 77 0452 | 92,454 28 ^t | 04/19/05 | 88,313 72 | 3908 | Long-Term |
| | 300 0000 | 78 9560 | 23,686 81 ^t | 12/27/05 | 21,505 19 | 3656 | Long-Term |
| | 500 0000 | 78 6109 | 39,305 45 ^t | 12/28/06 | 36,014 55 | 3290 | Long-Term |
| <i>Cost Basis</i> | | | 155,446 54 | | | | |

Total Accrued Dividend for Equities: 8,967.79

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments. In which case EAI and EY will continue to display at a prior rate.

Investment Detail - Mutual Funds

| Equity Funds | Quantity | Market Price | Market Value | % of Account Assets | Average Cost Basis | Cost Basis | Unrealized Gain or (Loss) |
|--|------------|--------------|--------------|---------------------|--------------------|------------|---------------------------|
| FRANKLIN K2 ALTERNATIVE STRAT FD CL ADV SYMBOL FABZX | 9,132.4200 | 10.6500 | 97,260.27 | <1% | 10.95 | 100,030.00 | (2,769.73) |
| GOLDMAN SACHS MULTI MGR ALTERN FD INSTL SYMBOL GSMMX | 9,596.9290 | 10.1000 | 96,928.98 | <1% | 10.42 | 100,030.00 | (3,101.02) |

Investment Detail - Other Assets

| Other Assets | Quantity Purchased | Market Price | Market Value | % of Account Assets Acquired | Unrealized Gain or (Loss) | Estimated Annual Income |
|--|--------------------------|--------------------|--------------------------|------------------------------|---------------------------|--|
| AMERICAN TOWER CORP REIT SYMBOL AMT | 1,000.0000 1,000.0000 | 96.9500 29.7287 | 96,950.00 29,728.70 | <1% 06/18/09 | 67,221.30 67,221.30 | 1,840.00 Long-Term Accrued Dividend: 490.00 |
| CROWN CASTLE INTL CO REIT SYMBOL CCI | 1,200.0000 1,200.0000 | 86.4500 83.5976 | 103,740.00 100,317.20 | 1% 08/31/15 | 3,422.80 3,422.80 | 4,248.00 Short-Term 122 |

Total Accrued Dividend for Other Assets 490.00

Investment Detail - Other Assets (continued)

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments. In which case EAI and EY will continue to display at a prior rate.

[REDACTED]

[REDACTED]

Realized Gain or (Loss)

| Short Term | Quantity/Par | Acquired/ Opened | Sold/ Closed | Total Proceeds | Cost Basis | Realized Gain or (Loss) |
|---|--------------|---------------------|-----------------|----------------|------------|----------------------------|
| US TREASUR NT 0 75%01/17JUST NOTE DUE 01/15/17 912828A91 | 150,000 0000 | 12/26/14 | 11/30/15 | 149,959 50 | 149,941 50 | 18 00 |
| US TREASURY BILL16U S T BILL DUE 02/18/16 912796HC6 | 50,000 0000 | 08/19/15 | 11/30/15 | 49,983 54 | 49,939 33 | 44 21 |
| BED BATH & BEYOND BBBY | 1,500 0000 | 05/28/15 | 12/18/15 | 75,322 56 | 107,887 40 | (32,564 84) |
| KIRBY CORPORATION KEX | 1,200 0000 | 03/17/15 | 12/28/15 | 63,989 70 | 89,970 56 | (25,980 86) |

| Long Term | Quantity/Par | Acquired/ Opened | Sold/ Closed | Total Proceeds | Cost Basis | Realized Gain or (Loss) |
|----------------------|--------------|---------------------|-----------------|----------------|------------------------|----------------------------|
| HESS CORPORATION HES | 2,250 0000 | 05/02/90 | 12/24/15 | 113,730 02 | 18,933 95 ^t | 94,796 07 |

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THE HABE FOUNDATION
 EIN: 20-1366114
 REALIZED GAINS/LOSSES
 FYE DECEMBER 31, 2015

| <u>Description</u> | <u>Purchased (P)</u> | | <u>Purchase</u> | | <u>Sale</u> | | <u>Cost</u> | <u>Gain/Loss</u> |
|-----------------------------------|----------------------|---------------|-----------------|---------------|-------------|-----------------|-------------|------------------|
| | <u>Donated (D)</u> | <u>Shares</u> | <u>Date</u> | <u>Shares</u> | <u>Date</u> | <u>Proceeds</u> | | |
| US T-Bill due 4/2/2015 | P | 100,000 | 10/1/14 | | 1/5/15 | 99,997.61 | 99,982.30 | 15.31 |
| US T-Bill due 4/2/15 | P | 100,000 | 10/1/14 | | 1/7/15 | 99,995.30 | 99,982.30 | 13.00 |
| US T-Bill due 4/2/15 | P | 100,000 | 10/1/14 | | 1/28/15 | 99,996.85 | 99,982.30 | 14.55 |
| Medtronic Inc | D | 800 | 11/12/09 | | 1/27/15 | 61,560.00 | 31,843.76 | 29,716.24 |
| Medtronic Inc | P | 2,500 | 11/22/10 | | 1/27/15 | 192,375.00 | 86,956.06 | 105,418.94 |
| American Express Company: AXP | D | 1,000 | 11/9/93 | | 2/12/15 | 80,676.11 | 8,112.77 | 72,563.34 |
| US T-Bill due 4/2/2015 | D | 75,000 | 10/1/14 | | 3/17/15 | 74,998.75 | 74,986.73 | 12.02 |
| US T-Bill due 4/2/15 | P | 25,000 | 10/1/14 | | 3/25/15 | 24,999.95 | 24,995.57 | 4.38 |
| US T-Bill due 4/2/2015 | P | 400,000 | 10/1/14 | | 4/2/15 | 399,929.20 | 399,929.20 | - |
| Google | P | 1 | 2/8/08 | | 5/4/15 | 427.97 | 196.34 | 231.63 |
| US T-Bill Due 10/15/2015 | P | 150,000 | 4/1/15 | | 6/19/15 | 149,997.60 | 149,918.33 | 79.27 |
| ISHARES MSCI EMERGING MARKETS ETF | D | 800 | 7/31/09 | | 6/24/15 | 32,779.51 | 28,781.04 | 3,998.47 |
| ISHARES MSCI EMERGING MARKETS ETF | P | 1,500 | 11/6/09 | | 6/24/15 | 61,461.57 | 59,504.60 | 1,956.97 |
| ISHARES MSCI EMERGING MARKETS ETF | P | 1,000 | 3/12/10 | | 6/24/15 | 40,974.38 | 41,379.50 | (405.12) |
| Freeport MCMORAN INC: FCX | D | 6,790 | 12/17/86 | | 7/24/15 | 88,072.51 | 19,660.00 | 68,412.51 |

| | | | | | | | |
|-----------------------------|---|---------|---------|----------|------------|------------|-------------|
| ISHARES CHINA LARGE CAP ETF | P | 1,500 | 8/26/05 | 7/5/15 | 63,427.16 | 31,125.35 | 32,301.81 |
| ISHARES CHINA LARGE CAP ETF | P | 1,500 | 12/5/05 | 7/5/15 | 63,427.16 | 30,570.00 | 32,857.16 |
| ISHARES CHINA LARGE CAP ETF | D | 1,500 | 11/7/11 | 7/15/15 | 63,427.17 | 31,190.78 | 32,236.39 |
| US T-Bill Due 10/15/2015 | P | 25,000 | 4/1/15 | 8/27/15 | 24,999.67 | 24,986.39 | 13.28 |
| American INTL. Group: AIG | D | 2,000 | 1/7/14 | 8/4/15 | 121,880.75 | 102,162.60 | 19,718.15 |
| US T-Bill due 02/18/2016 | P | 75,000 | 8/19/15 | 9/2/15 | 74,927.33 | 74,909.00 | 18.33 |
| US T-Bill Due 10/15/2015 | P | 75,000 | 4/1/15 | 8/31/15 | 74,999.54 | 74,959.17 | 40.37 |
| US T-Bill Due 02/18/2016 | P | 25,000 | 8/20/15 | 8/31/15 | 24,975.21 | 24,969.67 | 5.54 |
| US T-Bill Due 2/18/16 | P | 100,000 | 8/19/15 | 9/15/15 | 99,920.35 | 99,878.67 | 41.68 |
| Chevron Corporation | D | 400 | 11/7/11 | 11/5/15 | 38,263.41 | 29,527.52 | 8,735.89 |
| Chevron Corporation | P | 1,500 | 3/12/10 | 11/5/15 | 143,487.80 | 110,980.10 | 32,507.70 |
| Chevron Corporation | P | 100 | 7/15/10 | 11/5/15 | 9,565.86 | 7,276.63 | 2,289.23 |
| US Treasury Notes 1/15/17 | P | 150,000 | | 11/30/15 | 149,959.50 | 149,941.50 | 18.00 |
| US T-Bill 2-18-16 | P | 50,000 | | 11/30/15 | 49,983.54 | 49,939.33 | 44.21 |
| BED BATH AND BEYOND | P | 1,500 | 5/28/15 | 12/18/15 | 75,322.56 | 107,887.40 | (32,564.84) |
| HES CORPORATION: HES | P | 2,250 | 5/2/90 | 12/24/15 | 113,730.02 | 18,933.00 | 94,797.02 |
| DICKS SPORTING GOODS: DKS | P | 2,000 | 8/21/14 | 12/28/15 | 70,442.10 | 89,646.00 | (19,203.90) |
| KIRBY CORPORATION: KEX | P | 1,200 | 3/17/15 | 12/28/15 | 63,989.70 | 89,970.56 | (25,980.86) |

2,834,971.14 2,375,064.47 459,906.67