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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No. 1545-0052

**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning

12/01, 2015, and ending

11/30, 2016

Name of foundation

ALICE A PAXTON CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address)

ONE M &amp; T PLAZA, 7TH FLOOR

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

BUFFALO, NY 14203

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at  
end of year (from Part II, col. (c), line  
16) ▶ \$ 3,289,620.J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

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

A Employer identification number

01-6180869

B Telephone number (see instructions)

410-244-4655

C If exemption application is  
pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the  
95% 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. ☐**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) .

2 Check ☐ if the foundation is not required to  
attach Sch. B. . . . .

3 Interest on savings and temporary cash investments . . . . .

4 Dividends and interest from securities . . . . .

5a Gross rents . . . . .

b Net rental income or (loss) . . . . .

6a Net gain or (loss) from sale of assets not on line 10 . . . . .

b Gross sales price for all  
assets on line 6a 2,828,019

7 Capital gain net income (from Part IV, line 2) . . . . .

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) . . . . .

12 Total. Add lines 1 through 11 . . . . .

13 Compensation of officers, directors, trustees, etc. . . . .

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) . . . . .

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) STMT. 3 . . . . .

24 Total operating and administrative expenses.  
Add lines 13 through 23. . . . .

25 Contributions, gifts, grants paid . . . . .

26 Total expenses and disbursements. Add lines 24 and 25 . . . . .

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements . . . . .

b Net investment income (if negative, enter -0-) . . . . .

c Adjusted net income (if negative, enter -0-) . . . . .

65,232.

65,762.

STMT 1

-32,361.

2,828,019

POSTMARK

RECEIVED

5 0 1 30 2017

0 2 0 3 2017

OGDEN  
SERVICE CENTER

40,608.

40,608.

NONE

NONE

NONE

NONE

14,686.

1,342.

NONE

NONE

NONE

NONE

3,183.

3,183.

58,477.

45,133.

NONE

173,000.

173,000.

231,477.

45,133.

NONE

173,000.

-198,606.

20,629.

17ve f

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 . . . . .				
	2	Savings and temporary cash investments . . . . .	85,290.	118,006.	118,006.	
	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 ▶ . . . . .	NONE			
	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) . STMT 4 . . . . .	859,286.	1,001,198.	1,042,421.	
	c	Investments - corporate bonds (attach schedule) . . . . .				
	Liabilities	11	Investments - land, buildings, and equipment: basis ▶ . . . . .			
		Less: accumulated depreciation ▶ (attach schedule) . . . . .				
12		Investments - mortgage loans . . . . .				
13		Investments - other (attach schedule) . . . . . STMT 7 . . . . .	2,475,403.	2,106,899.	2,129,193.	
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) . . . . .	3,419,979.	3,226,103.	3,289,620.	
17		Accounts payable and accrued expenses . . . . .				
18		Grants payable . . . . .				
Net Assets or Fund Balances	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) . . . . .		NONE		
		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 . . . . .	3,419,979.	3,226,103.		
	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) . . . . .	3,419,979.	3,226,103.		
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	3,419,979.	3,226,103.		

## 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	3,419,979.
2	Enter amount from Part I, line 27a . . . . .	2	-198,606.
3	Other increases not included in line 2 (itemize) ▶ RETURN OF 2013 PAYMENT . . . . .	3	5,000.
4	Add lines 1, 2, and 3 . . . . .	4	3,226,373.
5	Decreases not included in line 2 (itemize) ▶ TAX COST CHANGES . . . . .	5	270.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	3,226,103.

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**Part IV Capital Gains and Losses for Tax on Investment Income**(a) List and describe the kind(s) of property sold (e.g., real estate,  
2-story brick warehouse; or common stock, 200 shs. MLC Co.)(b) How  
acquired  
P - Purchase  
D - Donation(c) Date  
acquired  
(mo., day, yr.)(d) Date sold  
(mo., day, yr.)**1a PUBLICLY TRADED SECURITIES**

<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 2,828,019.		2,860,380.	-32,361.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			-32,361.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	-32,361.
<b>3</b> 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 . . . . .	<b>3</b>	

**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 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))
2014	170,545.	3,618,265.	0.047134
2013	170,000.	3,723,129.	0.045661
2012	155,000.	3,320,457.	0.046680
2011	150,000.	3,049,780.	0.049184
2010	144,000.	3,119,195.	0.046166

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.234825
<b>3</b> 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 . . . . .	<b>3</b>	0.046965
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 . . . . .	<b>4</b>	3,302,851.
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	155,118.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	206.
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	155,324.
<b>8</b> 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.	<b>8</b>	173,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	206.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	206.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	206.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . .	6a 8,556.		
b Exempt foreign organizations - tax withheld at source . . . . .	6b NONE		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c NONE		
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .		7	8,556.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10	8,350.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax <input checked="" type="checkbox"/> 104. Refunded <input type="checkbox"/> . . . . .		11	8,246.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ (2) On foundation managers. <input checked="" type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MD . . . . .		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► SEE STATEMENT 8 Telephone no. ► Located at ► ZIP+4 ►		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 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? . . . . .	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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)? . . . . .	1b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ►		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? . . . . .	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 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 ►		
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 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	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 2015?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ X  
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****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	(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
M & T BANK	TRUSTEE			
1100 WEHRLE DRIVE, 2ND FLOOR, BUFFALO, NY 14221	1	40,608.	-0-	-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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

**Total** number of other employees paid over \$50,000 ☐ **NONE**

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (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		NONE
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**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 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	3,278,855.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	74,293.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	3,353,148.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	3,353,148.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	50,297.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	3,302,851.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	165,143.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	165,143.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5 . . . . .	<b>2a</b>	206.
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	206.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	164,937.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	5,000.
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	169,937.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	169,937.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	173,000.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	173,000.
<b>5</b>	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) . . . . .	<b>5</b>	206.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	172,794.

**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
<b>1</b> Distributable amount for 2015 from Part XI, line 7 . . . . .				169,937.
<b>2</b> Undistributed income, if any, as of the end of 2015:				
<b>a</b> Enter amount for 2014 only. . . . .			172,359.	
<b>b</b> Total for prior years. 20 <u>13</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2015:				
<b>a</b> From 2010 . . . . .	NONE			
<b>b</b> From 2011 . . . . .	NONE			
<b>c</b> From 2012 . . . . .	NONE			
<b>d</b> From 2013 . . . . .	NONE			
<b>e</b> From 2014 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4: ► \$ <u>173,000.</u>				
<b>a</b> Applied to 2014, but not more than line 2a . . . . .			172,359.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2015 distributable amount . . . . .				641.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016. . . . .				169,296.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2011 . . . . .	NONE			
<b>b</b> Excess from 2012 . . . . .	NONE			
<b>c</b> Excess from 2013 . . . . .	NONE			
<b>d</b> Excess from 2014 . . . . .	NONE			
<b>e</b> Excess from 2015 . . . . .	NONE			



**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
<b>a Paid during the year</b>				
LITTLE WONDERS ANIMAL RESCUE PO BOX 137 CLEAR SPRING MD 21722	NONE	PC	GENERAL OPERATING EXPENSES	35,000.
EAST COAST EXOTIC ANIMAL RESCUE INC RESCUE IN 320 ZOO ROAD FAIRFIELD PA 17320	NONE	PC	GENERAL OPERATING EXPENSES	88,000.
LOVE ON A LEASH 7746 ROCKBURN DRIVE ELLICOT CITY MD 21043	NONE	PC	GENERAL OPERATING EXPENSES	5,000.
CHESAPEAKE WILDLIFE HERITAGE 46 PENNSYLVANIA AVE Easton MD 21601	NONE	PC	GENERAL OPERATING EXPENSES	25,000.
BALTIMORE HUMANE SOCIETY 1601 NICODEMUS ROAD REISTERSTOWN MD 21136	NONE	PC	GENERAL OPERATING EXPENSES	5,000.
IRVINE NATURAL SCIENCE CENTER INC 11201 GARRISON FOREST RD DWINGS MILLS MD	NONE	PC	GENERAL OPERATING EXPENSES	5,000.
ALLEGANY COUNTY ANIMAL SHELTER MGMT FDN INC PO BOX 566 CUMBERLAND MD 21501-0566	NONE	PC	GENERAL OPERATING EXPENSES	5,000.
HART FOR ANIMALS INC PO BOX 67 OAKLAND MD 21550	NONE	PC	GENERAL OPERATING EXPENSES	5,000.
<b>Total</b>			<b>3a</b>	173,000.
<b>b Approved for future payment</b>				
<b>Total</b>			<b>3b</b>	

**Part XVI-A      Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities . . . . .				14	65,232.	
<b>5</b> Net rental income or (loss) from real estate:						
<b>a</b> Debt-financed property . . . . .						
<b>b</b> Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	-32,361.	
<b>9</b> Net income or (loss) from special events . . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue: <b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .					32,871.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .						32,871.

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
------------	---

[illegible]

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

- |          |  | Yes          | No |
|----------|--|--------------|----|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |    |
|          | (1) Cash . . . . .   | <b>1a(1)</b> | X  |
|          | (2) Other assets . . . . .   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions:  |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets . . . . .   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements . . . . .   | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees . . . . .   | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .   | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . . ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Diane M. Bimer  
Signature of officer notated

01/19/2017  
Date

▶ Vice President  
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

M &amp; T TRUST COMPANY

**Paid  
Preparer  
Use Only**

Print/Type preparer's name  
ERIC W COURSEY

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's address ▶ 2100 E CARY ST. SUITE 201  
RICHMOND, VA

Preparer's signature CS

Date  
01/19/2017

7	Check <input type="checkbox"/> if self-employed	PTIN
---	---	------

Firm's EIN 

Phone no. 804-344-4548

ALICE A PAXTON CHARITABLE TRUST

01-6180869

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	65,232.	65,762.
	-----	-----
TOTAL	65,232.	65,762.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		18.
FEDERAL TAXES PY BALANCE	6,130.	
FOREIGN TAXES ON QUALIFIED FOR		1,065.
FOREIGN TAXES ON NONQUALIFIED		259.
FEDERAL ESTIMATES - PRINCIPAL	8,556.	
	-----	-----
TOTALS	14,686.	1,342.
	=====	=====

ALICE A PAXTON CHARITABLE TRUST

01-6180869

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSES - 2%	3,183.	3,183.
TOTALS	----- 3,183. =====	----- 3,183. =====

ALICE A PAXTON CHARITABLE TRUST

01-6180869

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
CHEVRON CORP	9,595.	18,742.
VERIZON COMMUNICATIONS		
WELLS FARGO		
PFIZER		
MICROSOFT		
GENERAL DYNAMICS		
GILEAD SCIENCES	25,064.	25,279.
LOWES CO INC	24,417.	33,511.
APPLE INC		
CISCO SYSTEMS		
SKYWORKS SOLUTIONS INC		
ABBVIE INC		
AETNA INC NEW COM		
ALASKA AIR		
ALPHABET INC CL A		
AMDOCS LIMITED		
AMERIPRISE FINANCIAL INC		
AMGEN INC	39,268.	35,297.
AT&T		
BOEING CO		
BROADBRIDGE FINANCIAL SOLUTION		
CDW CORP		
CITIGROUP INC		
CMS ENERGY CORP		
COMCAST		
CVS HEALTH CORP		
D R HORTON INC	39,169.	34,601.
DR PEPPER SNAPPLE GROUP		
EXXON MOBIL		

ALICE A PAXTON CHARITABLE TRUST

01-6180869

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
GOLDMAN SACHS		
HARTFORD FINANCIAL		
HCA HOLDINGS INC	15,540.	17,474.
JOHNSON & JOHNSON		
KIMBERLY CLARK		
KROGER	26,284.	27,584.
LAM RESEARCH CORP		
LYONDELLBASELL INDUSTRIES		
MACY'S INC		
MAGNA INTERNATIONAL		
MCKESSON CORP		
OMEGA HEALTHCARE		
PACCA INC		
PNC FINANCIAL SERVICES GROUP		
PRINCIPAL FINANCIAL GROUP		
QORVO INC	31,884.	36,463.
REYNOLDS AMERICAN		
ROYAL CARIBBEAN CRUISES		
SCHLUMBERGER LTD		
SEALED AIR CORP		
STANLEY BLACK & DECKER		
SUNTRUST BANKS INC		
TARGET CORP		
TESORO CORP		
XCEL ENERGY	24,074.	22,499.
ABBOTT LABORATORIES	24,301.	24,483.
AFLAC INC	24,905.	24,333.
AMERISOURCE BERGEN CORP	35,279.	38,792.
AUTOMATIC DATA PROCESSING		

ALICE A PAXTON CHARITABLE TRUST

01-6180869

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
BECTION DICKINSON & CO COM	30,867.	30,438.
BLACKSTONE ALT MULTI-STRAT CLI	196,091.	192,794.
CULLEN FROST BANKERS INC COM	18,922.	21,730.
DOLLAR GENERAL CORP	30,630.	34,330.
ILLINOIS TOOL WKS INC COM	36,258.	39,056.
JM SMUCKER CO	22,405.	21,160.
MARSH & MCLENNAN COS INC	34,690.	36,596.
MERCK & CO	22,258.	22,763.
MICROCHIP TECHNOLOGY INC COM	33,315.	37,392.
OCCIDENTAL PETROLEUM CORP	27,436.	27,188.
OMNICOM GROUP INC COM	41,716.	43,731.
PHILIP MORRIS INTL INC	33,589.	31,075.
PROCTER & GAMBLE CO	22,456.	21,027.
STATE STREET CORP	32,682.	37,272.
UNITED HEALTH GROUP	33,810.	39,738.
W W GRAINGER INC	36,173.	38,736.
3M CO	28,120.	28,337.
	-----	-----
TOTALS	1,001,198.	1,042,421.
	=====	=====

ALICE A PAXTON CHARITABLE TRUST

01-6180869

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
HARBOR INTL	C		
ISHARES RUSSELL 2000 VALUE ETF	C		
LITMAN GREGORY MSTRS INTL FD	C		
MFS INTL NEW DISCOVERY	C		
MSIF GROWTH PORTFOLIO	C	190,817.	191,019.
WILMINGTON MULTI-MGR RE ASSET	C		
RIDGEWORTH SEIX	C		
WILMINGTON BROAD MARKET BOND	C	230,788.	226,993.
BLACKSTONE ALT MULTI-STRAT CL	C		
ISHARES RUSSELL 2000 GROWTH	C		
ISHARES RUSSELL MID-CAP	C	373,313.	393,205.
VANGUARD FTSE EMERGING MARKETS	C		
FEDERATED TOTAL RETURN BOND	C	115,030.	112,732.
ISHARES COHEN & STEERS REIT	C	67,226.	65,702.
ISHARES RUSSELL 2000 ETF	C	277,740.	297,175.
CAMBIAR INTL EQUITY FUND-INS	C	209,700.	205,968.
MSCI EAFE ETF	C	139,004.	134,819.
ISHARES MSCI EMERGING MKTS	C	203,968.	213,036.
ROYAL DUTCH SHELL PLC-ADR A	C	22,892.	23,353.
WCM FOCUSED INTL GROWTH	C	209,700.	196,094.
ISHARES TIPS BD ETF	C	66,721.	69,097.
		-----	-----
TOTALS		2,106,899.	2,129,193.
		=====	=====

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01-6180869

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: M & T  
ATTN: DIANE RIMER  
ADDRESS: 1100 WEHRLE DRIVE 2ND FL  
BUFFALO, NY 14221  
  
TELEPHONE NUMBER: (410)244-4655

STATEMENT 8

## AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	3,105,014.	77,961.	
FEBRUARY	3,104,223.	61,204.	
MARCH	3,294,829.	63,316.	
APRIL	3,303,376.	65,115.	
MAY	3,327,652.	62,111.	
JUNE	3,315,315.	66,841.	
JULY	3,426,484.	68,370.	
AUGUST	3,427,772.	55,044.	
SEPTEMBER	3,443,655.	63,137.	
OCTOBER	3,130,677.	117,512.	
NOVEMBER	3,171,614.	118,006.	
DECEMBER	3,295,652.	72,904.	
	-----	-----	-----
TOTAL	39,346,263.	891,521.	
	=====	=====	=====
AVERAGE FMV	3,278,855.	74,293.	
	=====	=====	=====