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.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: EDWARD JOHN NOBLE FOUNDATION, INC.

A Employer identification number: 06-1055586

Number and street (or P O box number if mail is not delivered to street address): 143 WEST STREET RM/STE 206 — Room/suite

B Telephone number (see instructions): 860-354-0644

City or town, state or province country and ZIP or foreign postal code: NEW MILFORD CT 06776

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

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

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

G Check all that apply: ☐ Initial return ☐ 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 foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 97,972,816

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

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	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	1,815,583	1,815,583	0	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,316,295			
	b	Gross sales price for all assets on line 6a 49,244,700				
	7	Capital gain net income (from Part IV, line 2)		4,316,295		
	8	Net short-term capital gain			0	
	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) STMT 1	227,898	227,898	0	
	12	**Total.** Add lines 1 through 11	6,359,776	6,359,776	0	
Operating and Administrative Expenses	13	Compensation of officers directors, trustees, etc	633,506	177,437		456,069
	14	Other employee salaries and wages	193,307	34,972		158,335
	15	Pension plans, employee benefits	301,479	83,247		218,232
	16a	Legal fees (attach schedule) SEE STMT 2	122,827	20,605		102,222
	b	Accounting fees (attach schedule) STMT 3	50,000	37,500		12,500
	c	Other professional fees (attach schedule) STMT 4	709,841	672,792		37,049
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	80,562	11,600		33,962
	19	Depreciation (attach schedule) and depletion STMT 6	8,080	1,313		
	20	Occupancy	235,711	6,959		228,752
	21	Travel, conferences, and meetings	24,905	787		24,118
	22	Printing and publications				
	23	Other expenses (att sch) STMT 7	210,893	137,476		73,417
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,571,111	1,184,688	0	1,344,656
	25	Contributions gifts, grants paid	3,873,283			3,873,283
	26	**Total expenses and disbursements** Add lines 24 and 25	6,444,394	1,184,688	0	5,217,939
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-84,618			
	b	**Net investment income** (if negative, enter -0-)		5,175,088		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	494,263	111,983	111,983
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	18,422	17,716	17,716
	10a	Investments – U S and state government obligations (attach schedule) STMT 8	2,842,340	2,674,405	2,652,981
	b	Investments – corporate stock (attach schedule) SEE STMT 9	79,936,982	66,331,306	70,617,388
	c	Investments – corporate bonds (attach schedule) SEE STMT 10	9,877,507	9,451,424	9,294,299
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 11	436,525	14,927,754	15,243,540
	14	Land buildings and equipment basis ▶ 358,045			
		Less accumulated depreciation (attach sch) ▶ STMT 12 324,715	26,550	33,330	33,330
	15	Other assets (describe ▶ SEE STATEMENT 13)	1,533	1,586	1,579
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	93,634,122	93,549,504	97,972,816
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ [X]			
	24	Unrestricted	93,634,122	93,549,504	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock trust principal, or current funds			
	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)	93,634,122	93,549,504	
	31	**Total liabilities and net assets/fund balances** (see instructions)	93,634,122	93,549,504	

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	93,634,122
2	Enter amount from Part I, line 27a	2	-84,618
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	93,549,504
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	93,549,504

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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	PUBLICALLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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	49,244,700		44,928,405	4,316,295
b				
c				
d				
e				

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))
a				4,316,295
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	4,316,295
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 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))
2015	5,669,097	105,262,968	0.053857
2014	5,965,928	108,664,065	0.054902
2013	6,795,275	101,500,883	0.066948
2012	6,242,691	95,941,200	0.065068
2011	8,487,221	102,152,986	0.083083

2 **Total** of line 1, column (d)	2	0.323858
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	0.064772
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	97,406,020
5 Multiply line 4 by line 3	5	6,309,183
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	51,751
7 Add lines 5 and 6	7	6,360,934
8 Enter qualifying distributions from Part XII, line 4	8	5,217,939

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V check here ▶ ☐ and enter 1% of Part I, line 27b			1	103,502
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12 col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	103,502
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	103,502
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	67,199		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	35,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	102,199
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	1,303
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ Refunded ▶			11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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*	2		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*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT, NY			
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*	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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) SEE STATEMENT 14	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ EDWARD JOHN NOBLE FOUNDATION Telephone no ▶ 860-354-0644
143 WEST STREET, SUITE 206
Located at ▶ NEW MILFORD CT ZIP+4 ▶ 06776

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2016, 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?	☐ Yes ☒ No			
	(2) Borrow money from lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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		X
	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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ▶ 20 , 20 , 20 , 20	☐ Yes ☒ No			
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)	N/A	2b		
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016)*	N/A	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 2016?		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 [X] 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 [X] No		
	(3) Provide a grant to an individual for travel study, or other similar purposes?	[ ] Yes [X] No		
	(4) Provide a grant to an organization other than a charitable etc organization described in section 4945(d)(4)(A)? (see instructions)	[X] 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 [X] 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	X
	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?	[X] Yes [ ] No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)	SEE STATEMENT 21		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] 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 [X] No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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
SEE STATEMENT 15				

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
NANCY E REYES NEW YORK 32 EAST 57TH STREET NY 10022	OFFICE MANAG 40.00	135,021	30,905	0
LESLIE A STODDART RIDGEFEILD 14 SOPHIA DR CT 06877	ADMIN 30.00	58,286	13,342	0

Total number of other employees paid over $50,000 ▶ 0

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
LAGODA INVESTMENT MANAGMENT LP 3 COLUMBUS CIRCLE, SUITE 2215	NEW YORK NY 10019	INVESTMENT CONS	267,342
BROWN BROTHERS HARRIMAN 140 BROADWAY	NEW YORK NY 10005	INVESTMENT CONS	192,606
ROCKEFELLER & CO 30 ROCKEFELLER PLAZA	NEW YORK NY 10112	INVESTMENT CONS	168,325
CRAVATH, SWAINE & MOORE 825 5TH AVENUE SUITE 4370	NEW YORK NY 10019	LEGAL	82,420
Total number of others receiving over $50,000 for professional services ▶			0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened research papers produced etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
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	98,659,458
b	Average of monthly cash balances	1b	229,902
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a b, and c)	1d	98,889,360
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	98,889,360
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	1,483,340
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	97,406,020
6	**Minimum investment return.** Enter 5% of line 5	6	4,870,301

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	4,870,301
2a	Tax on investment income for 2016 from Part VI, line 5 2a 103,502		
b	Income tax for 2016 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	103,502
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,766,799
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,766,799
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	4,766,799

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	5,217,939
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,217,939
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,217,939

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

DAA

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1	Distributable amount for 2016 from Part XI, line 7					4,766,799
2	Undistributed income, if any, as of the end of 2016					
a	Enter amount for 2015 only					
b	Total for prior years 20____ , 20____ 20____					
3	Excess distributions carryover, if any, to 2016					
a	From 2011	3,468,714				
b	From 2012	1,576,766				
c	From 2013	1,810,275				
d	From 2014	849,917				
e	From 2015	454,058				
f	**Total** of lines 3a through e		8,159,730			
4	Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 5,217,939					
a	Applied to 2015, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required – see instructions)					
c	Treated as distributions out of corpus (Election required – see instructions)					
d	Applied to 2016 distributable amount					4,766,799
e	Remaining amount distributed out of corpus		451,140			
5	Excess distributions carryover applied to 2016 *(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		8,610,870			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount – see instructions					
e	Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions					
f	Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					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 2011 not applied on line 5 or line 7 (see instructions)		3,468,714			
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		5,142,156			
10	Analysis of line 9					
a	Excess from 2012	1,576,766				
b	Excess from 2013	1,810,275				
c	Excess from 2014	849,917				
d	Excess from 2015	454,058				
e	Excess from 2016	451,140				

DAA

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 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities 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 foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

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

N/A

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 e-mail address of the person to whom applications should be addressed

E.J. NOBLE SMITH 212-759-4212
32 EAST 57TH STREET NEW YORK NY 10022

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

SEE STATEMENT 16

c Any submission deadlines

NO DEADLINES

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

SEE STATEMENT 17

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 18				3,873,283
Total			▶ 3a	3,873,283
b *Approved for future payment* SEE STATEMENT 19				3,257,000
Total			▶ 3b	3,257,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,815,583	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,316,295	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ROYALTIES			15	227,898	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		6,359,776	0

13 Total. Add line 12, columns (b), (d), and (e) 13 6,359,776

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

DAA

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

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

d If the answer to any of the above is 'Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers transactions and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) 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
N/A		

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

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

Signature of officer or trustee: E. Noble Smith Hyma | Date: 9/7/17 | Title: TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
JEFFREY PARES, CPA	JEFFREY PARES, CPA	07/18/17	

Firm's name ▶	PARES, EPSTEIN & BUONOCORE, INC.	PTIN	P01257609
Firm's address ▶	425 BROADHOLLOW RD STE 329	Firm's EIN ▶	81-3834437
	MELVILLE, NY 11747	Phone no	516-735-3600

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ROYALTIES	$ 227,898	$ 227,898	$ 227,898
TOTAL	$ 227,898	$ 227,898	$ 227,898

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
CRAVATH SWAINE & MOORE	$ 82,420	$ 20,605	$	$ 61,815
TROUTMAN SANDERS	40,407			40,407
TOTAL	$ 122,827	$ 20,605	$ 0	$ 102,222

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PARES & COMPANY CPAS PC	$ 50,000	$ 37,500	$	$ 12,500
TOTAL	$ 50,000	$ 37,500	$ 0	$ 12,500

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
COMPUTER MANAGEMENT SERVICES	$ 109	$	$	$ 109
JORDAN ASSOCIATES	7,441			7,441
MILLIMAN USA	18,900			18,900
NETWORK SYNERGY	4,356			4,356
LINDA SHOCKLEY & ASSOCIATES LLC	4,563			4,563
GARDNER DESIGN AND VISUALIZATION	1,680			1,680
ROCKEFELLER & CO, INC.	168,325	168,325		
FIDUCIARY TRUST INTERNATIONAL	18,295	18,295		
BROWN BROTHERS HARRIMAN	192,606	192,606		
LAGODA INVESTMENT MANAGEMENT LP	267,342	267,342		
STATE STREET	26,224	26,224		
TOTAL	$ 709,841	$ 672,792	$ 0	$ 37,049

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAX	$ 35,000	$	$	$
PAYROLL TAXES	45,562	11,600		33,962
TOTAL	$ 80,562	$ 11,600	$ 0	$ 33,962

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FURNITURE & FIXTURE 1983-1996							
1/01/96	$ 61,773	$ 61,773	200DB	5	$	$	$
ARTWORK							
1/01/96	6,900			0			
FURNITURE & FIXTURE							
1/01/97	15,437	15,437	200DB	5			
FURNITURE & FIXTURE							
1/01/98	12,697	12,697	200DB	5			

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FURNITURE & FIXTURE 1/01/99 $	6,295 $	6,295	200DB	5 $	$	$	
FURNITURE & FIXTURE 1/01/00	3,571	3,571	200DB	5			
FURNITURE & FIXTURES 1/01/01	9,872	9,872	200DB	5			
FURNITURE & FIXTURE 1/01/02	8,024	8,024	200DB	5			
FURNITURE & FIXTURE 1/01/03	10,402	10,402	200DB	5			
FURNITURE & FIXTURE 1/01/04	2,880	2,880	200DB	5			
FURNITURE & FIXTURE 1/01/05	37,157	37,157	200DB	5			
FURNITURE & FIXTURE 1/01/06	11,444	11,444	S/L	5			
FURNITURE & FIXTURE 1/01/08	845	845	S/L	5			
ARTWORK 1/01/07	3,625			0			
LEASEHOLD IMPROVEMENT 1/01/94	70,138	70,138	S/L	7			
LEASEHOLD IMPROVEMENT 1/01/95	19,980	19,980	S/L	6			
LEASEHOLD IMPROVEMENT 1/01/99	400	400	S/L	5			
LEASEHOLD IMPROVEMENT 1/01/02	1,100	1,100	S/L	6			
LEASEHOLD IMPROVEMENT 1/01/05	17,356	17,356	S/L	3			
LEASEHOLD IMPROVEMENT 1/01/09	6,200	6,200	S/L	6			
FURNITURE & FIXTURE 6/30/12	19,387	13,571	S/L	5	3,878	1,313	
FURNITURE & FIXTURE 6/30/12	2,650	1,855	S/L	5	530		

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FURNITURE & FIXTURE NY 1/01/09	$ 2,752	$ 2,752	S/L	5	$	$	$
FURNITURE & FIXTURE 6/30/14	8,280	2,484	S/L	5	1,656		
FURNITURE & FIXTURE 6/30/15	4,020	402	S/L	5	804		
FURNITURE & FIXTURE 7/01/16	8,699		S/L	5	870		
LEASEHOLD IMPROVEMENTS 7/01/16	6,161		S/L	9	342		
TOTAL	$ 358,045	$ 316,635			$ 8,080	$ 1,313	$ 0

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
DUES & SUBSCRIPTIONS	3,752			3,752
ELECTRIC CT OFFICE	2,040	1,224		816
ELECTRIC NY OFFICE	5,676			5,676
FILING FEES	1,570			1,570
INSURANCE	20,981			20,981
MAINTENANCE CT OFFICE	410	246		164
MAINTENANCE NY OFFICE	8,002			8,002
PORTFOLIO INVESTMENT FEES (PA	125,214	125,214		
POSTAGE CT OFFICE	2,398	1,439		959
POSTAGE NY OFFICE	2,881			2,881
SUPPLIES & STATIONARY CT OFFI	1,353	812		541
SUPPLIES & STATIONARY NY OFFI	3,451			3,451
TELEPHONE CT OFFICE	3,001	1,801		1,200
TELEPHONE NY OFFICE	4,540			4,540
PAYROLL PROCESSING	1,068			1,068
MISC. CT OFFICE	11,233	6,740		4,493
MISC. NY OFFICE	13,323			13,323
TOTAL	$ 210,893	$ 137,476	$ 0	$ 73,417

Statement 8 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
U.S. GOVERNMENT OBLIGATIONS-PRIOR YE	$ 1,328,307	$	COST	$
CONTRA COSTA CA 6.504% 08/01/34		64,566	COST	64,806
TSY INFLATION INDEX NOTE 0.125% 4/15		358,557	COST	358,275
UNITED STATES INFLATION INDEX 1.125%		747,323	COST	740,736
STATE & MUNI GOVERNMENT OBLIGATIONS	1,514,033			
LAS VEGAS NV GO 10A 5.65% 03/01/35		157,389	COST	147,009
MET TRAN AUTH NY TXB 4.813% 11/15/1		198,236	COST	210,080
MET TRANSPORTATION TXBL NY 2.168% 07		350,243	COST	351,442
METRO. NY TAXABLE 7.336% 11/15/2039		273,449	COST	254,427
NEW YORK NY GO TAXABLE 15F-3 4% 06/0		264,750	COST	266,012
NEW YORK NY GO TAXABLE 3.25% 09/01/2		52,365	COST	51,532
SAN DIEGO CA 6.628% 07/01/40		207,527	COST	208,662
TOTAL	$ 2,842,340	$ 2,674,405		$ 2,652,981

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCK-PRIOR YEAR TOTALS	$ 79,936,982	$	COST	$
ACTELION LTD		185,459	COST	341,013
AIA GROUP LTD		299,335	COST	282,094
ALEXION PHARMACEUTICALS INC.		266,553	COST	322,392
ALPHABET INC.		153,356	COST	386,682
ALPHABET INC. CLASS A		41,923	COST	99,056
BAIDU INC.		127,391	COST	119,690
BOLLORE		258,239	COST	220,304
CLINUVEL PHARMACEUTICALS		224,669	COST	403,194
DIGIMARC CORP		331,566	COST	307,140
DO & CO		294,032	COST	179,302
ESI GROUP		106,284	COST	110,361
FAST RETAILING CO. LTD		244,825	COST	331,720
GENFIT		291,902	COST	242,179
GRENKE		33,381	COST	32,923
HAMAMATSU PHOTONICS KK		345,887	COST	391,060
INTREXON CORP		170,147	COST	121,500
JARDINE MATHESON HOLDINGS LTD		394,380	COST	381,225
KEYENCE CORP Y50		267,599	COST	493,296

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LEM HOLDINGS	$	$ 353,511	COST	$ 432,812
MELKER SCHOERLING		143,524	COST	119,547
MERRIMACK PHARMACEUTICALS INC		350,543	COST	153,000
MONSANTO CO COM		276,428	COST	278,806
NIDEC CORP		279,474	COST	571,565
NOVO-NORDISK AS ADR-B		309,022	COST	251,020
NOVOZYMES A/S B SHARES		391,859	COST	344,691
ONEX CORPORATION		359,498	COST	561,428
PTC INC.		293,254	COST	399,495
REGENERON		139,116	COST	433,900
RENAISSANCERE HOLDINGS LTD		270,101	COST	416,016
RIB SOFTWARE		330,823	COST	331,560
RUBIS		320,567	COST	448,276
SAMPO INSURANCE COMPANY		253,775	COST	280,351
SANTHERA PHARMACEUTICAL HOLDING		315,368	COST	182,148
SEATTLE GENETICS, INC.		255,235	COST	395,775
SENOMYX INC		377,276	COST	59,415
SOFTBANK CORP		424,962	COST	459,277
T2 BIOSYSTEMS INC.		291,235	COST	170,950
TELIT COMMUNICATIONS		266,521	COST	253,187
TEXAS PACIFIC LAND ROYALTY TRUST		68,239	COST	66,773
UBIQUITI NETWORKS INC		253,335	COST	361,250
U-BLOX		301,754	COST	281,618
VOLITIONRX LTD		240,428	COST	245,167
LAGODA - MONEY MARKET INVESTMENTS		13,957,500	COST	13,957,500
ALPHABET INC.		1,237,317	COST	1,223,335
BED BATH & BEYOND		603,100	COST	375,920
BERKSHIRE HATHAWAY		1,105,733	COST	1,307,914
CELANESE CORP SERIES A		325,095	COST	415,354
COMCAST CORP - SPECIAL		712,291	COST	700,858
DIAGEO PLC-SPONSORED		541,569	COST	470,328
DISCOVERY COMMUNICATIONS-C		483,304	COST	499,447
FLEETCOR TECHNOLOGIES INC.		141,466	COST	165,720
HENRY SCHEIN INC. COM		142,657	COST	155,503
LIBERTY GLOBAL PLC-SERIES C		276,953	COST	264,330
LIBERTY INTERACTIVE A		391,040	COST	303,696
LONGLEAF PARTNERS SMALL CAP FUND		1,759,048	COST	1,436,977
NESTLE SA-REG		707,691	COST	670,769
NIELSEN HOLDINGS		111,929	COST	109,070

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BBH INTERNATIONAL EQUITY FUND CL	$	$ 1,234,540	COST	$ 1,137,300
NOVARTIS AG SPONSORED ADR		634,245	COST	518,985
ORACLE CORP.		1,222,728	COST	1,197,141
PAYPAL HOLDINGS INC.		336,479	COST	403,581
PERRIGO CO.		343,800	COST	269,499
PRAXIER INC. - COM		504,793	COST	448,252
PROGRESSIVE CORP OHIO		195,295	COST	272,995
QUALCOMM INC.		691,400	COST	641,829
UNILEVER NV		301,933	COST	307,950
US BANCORP DEL NEW		901,771	COST	1,100,089
WAL MART STORES INC - COM		327,474	COST	314,220
WELLS FARGO & CO NEW		920,800	COST	986,469
ZOETIS INC.		531,478	COST	797,597
BBH MONEY MARKET		1,366,851	COST	1,366,851
ABBOTT LABS-COM		374,479	COST	345,383
ALPHABET INC.		445,845	COST	757,155
ALPHABET INC. CLASS A		94,290	COST	125,207
AMAZON		441,947	COST	466,419
BECTON DICKINSON & CO.		258,046	COST	314,876
BIOGEN INC.		321,425	COST	317,042
CABOT OIL & GAS CORP		319,384	COST	272,308
CAPITAL ONE FINANCIAL CORP		483,676	COST	513,058
CERNER CORPORATION		411,683	COST	333,722
CONOCO PHILLIPS		490,794	COST	536,147
CVS HEALTH CORP		888,495	COST	690,068
FACEBOOK INC.-A		694,340	COST	638,873
ILLUMINA INC.		262,270	COST	243,916
ISHARES MSCI EAFE ETF		253,844	COST	265,673
JP MORGAN CHASE & CO.		478,584	COST	901,213
KINDER MORGAN KANS		437,987	COST	586,093
MICROSOFT CORP. - COM		337,698	COST	609,718
NIKE INC		384,165	COST	336,139
ORACLE CORP.		399,667	COST	437,292
REGENERON		283,337	COST	259,166
REINSURANCE GROUP OF AMERICA INC.		374,117	COST	606,626
SOUTHWEST AIRLINES		576,220	COST	715,802
ST. JUDE MEDICAL INC.		175,257	COST	243,296
SYCHRONY FINANCIAL		330,101	COST	330,275
ULTRAGENYX PHARMACEUTICAL		172,846	COST	143,925

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
UNITED CONTINENTAL HOLDINGS	$	$ 250,324	COST	$ 397,633
VISA INC - CLASS A		461,383	COST	617,996
WEC ENERGY GROUP INC.		198,348	COST	229,556
WELLS FARGO & CO NEW		536,755	COST	683,033
ABN AMRO GROUP NV-CVA-ADR		256,516	COST	275,977
AMADA CO LTD		261,297	COST	318,879
ATLAS COPCO AB		262,146	COST	293,885
BAIDU INC.		298,105	COST	273,085
BANK RAKYAT INDONESIA		184,722	COST	167,077
BP PLC-SPONSORED ADR		525,742	COST	541,076
CEMEX SAB DE CV ADR		276,163	COST	257,040
CIE DE ST GOBAIN		379,275	COST	386,727
COMPASS GROUP PLC		504,595	COST	506,373
DELPHI AUTOMOTIVE		282,544	COST	393,795
GRUPO FINANCIERO BANORTE-O		212,845	COST	196,143
HEIDELBERGER ZEMEN		447,996	COST	535,000
HYUNDAI MOTOR CO - REG S		176,303	COST	128,125
HYUNDAI MOTOR CO.		139,133	COST	107,309
ING GROEP NV-CVA		601,630	COST	697,965
KANSAI ELECTRIC POWER CO. INC.		494,252	COST	556,629
KOREA ELECTRIC POWER CORP.-SP ADR		595,147	COST	631,609
KYOCERA CORPORATION		521,338	COST	518,239
LUXOTTICA GROUP SPA		246,866	COST	275,094
NABTESCO CORP		190,827	COST	184,165
NGK SPARK PLUG CO.		256,505	COST	269,523
NIPPON TELEPHONE & TELEGRAPH CORP		473,519	COST	631,714
NOVARTIS AG SPONSORED ADR		436,250	COST	492,908
ORIX CORP		374,373	COST	386,272
PENTAIR PLC. ORDINARY SHARE		498,614	COST	437,963
PRUDENTIAL CORP.		491,910	COST	607,046
ROYAL CARIBBEAN CRUISES		422,215	COST	674,451
SAFRAN SA		305,078	COST	556,328
SHIRE PLC		578,705	COST	574,181
SWEDBANK AB-A		328,054	COST	444,863
TENCENT HOLDINGS LIMITED		319,977	COST	379,246
THE BERKELEY GROUP HOLDINGS		260,013	COST	251,380
TOKYO GAS LTD		197,135	COST	185,921
SSGA INST. GOV. MM		481,153	COST	481,153

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Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TOTAL	$ 79,936,982	$ 66,331,306		$ 70,617,388

Statement 10 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS PRIOR YEAR TOTALS	$ 9,877,507	$	COST	$
BBH LIMITED DURATION FUND CL 1		3,532,216	COST	3,463,894
DODGE & COX INCOME FUND		2,000,000	COST	1,957,949
BANK OF AMERICA NA 5.3% 3/15/17		179,321	COST	178,372
BB&T CORP. 1.6% 08/15/17		222,245	COST	222,251
BURLINGTON NORTHERN 7.95% 8/15/30		223,443	COST	219,033
CITIGROUP INC. 3.75% 06/16/2024		204,344	COST	195,544
CVS CAREMARK CORP. 2.25% 12/05/2018		126,497	COST	126,096
FIFTH THIRD BANK MTN 2.15%^ 08/20.20		195,763	COST	196,232
GOLDMAN SACHS GROUP 3.5% 01/23/2025		190,320	COST	180,566
HOME DEPOT INC. 5.875% 12/16/36		235,410	COST	243,828
JP MORGAN CHASE BK 6% 10/01/17		192,077	COST	187,820
KROGER CO. 7.5% 04/01/2031		215,905	COST	222,174
MORGAN STANLEY 6.375% 7/24/42		203,277	COST	201,772
NVR INC. 3.95% 9/15/22		139,043	COST	133,509
VANGUARD MORTGAGE-BACKED SECURITIES		1,207,529	COST	1,182,120
VERIZON COMMUNICATIONS 6% 4/01/2041		197,499	COST	197,556
WACHOVIA CORP. 5.75% 02/01/2018		186,535	COST	185,583
TOTAL	$ 9,877,507	$ 9,451,424		$ 9,294,299

Statement 11 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BBH WEALTH STRATEGIES LLC ALTAROCK	$	$ 2,160,295	COST	$ 2,160,295
BBH WEALTH STRATEGIES LLC BARES		3,450,625	COST	3,450,625
BBH WEALTH STRATEGIES LLC BURGUNDY		2,001,642	COST	2,001,642
BBH WEALTH STRATEGIES LLC CLARKSTON		1,398,693	COST	1,398,693

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Statement 11 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BBH WEALTH STRATEGIES LLC HITCHWOOD	$	$ 1,463,610	COST	$ 1,463,610
BBH WEALTH STRATEGIES LLC SELECT EQU		4,048,100	COST	4,048,100
LISTERINE ROYALTY INTERESTS	241,209	241,209	COST	557,000
LLC MEMBERSHIP INTERNATIONAL	195,316	163,580	COST	163,575
TOTAL	$ 436,525	$ 14,927,754		$ 15,243,540

Statement 12 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
EQUIPMENT, FURNITURE, LEASEHOLD IMPR	$ 16,025	$ 347,520	$ 324,715	$ 22,805
ART	10,525	10,525		10,525
TOTAL	$ 26,550	$ 358,045	$ 324,715	$ 33,330

Statement 13 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
SECURITY DEPOSIT	$ 1,533	$ 1,579	$ 1,579
ROUNDING		7	
TOTAL	$ 1,533	$ 1,586	$ 1,579

Statement 14 - Form 990-PF, Part VII-A, Line 12 - Distribution Information

Description

THE EDWARD JOHN NOBLE FOUNDATION MADE A DISTRIBUTION TO A DONOR ADVISED FUND WHICH WAS TREATED AS A QUALIFYING DISTRIBUTION. THE ADVISOR OF THE FUND IS A DISQUALIFIED PERSON. THE DISTRIBUTION WILL BE USED TO SUPPPORT THE COMMUNITY BASED PROGRAMS IN THE ARTS AND CULTURAL ORGANIZATIONS AS PER THE FOUNDATION MISSION STATEMENT.

Federal Statements

Statement 15 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JUNE NOBLE LARKIN 32 EAST 57TH STREET NEW YORK NY 10022	CHAIRMAN EME	3.00	0	0	0
E.J. NOBLE SMITH 32 EAST 57TH STREET NEW YORK NY 10022	CHAIRMAN, PR	30.00	252,302	19,909	0
JEREMY T SMITH 32 EAST 57TH STREET NEW YORK NY 10022	VICE CHAIRMA	3.00	0	0	0
E. MARY HEFFERNAN 32 EAST 57TH STREET NEW YORK NY 10022	TREASURER	30.00	190,602	43,626	0
DEBORAH MENTON-NIGHTLINGER 32 EAST 57TH STREET NEW YORK NY 10022	EXEC DIR & C	30.00	190,602	43,626	0
DANIEL L MOSLEY, ESQ. 32 EAST 57TH STREET NEW YORK NY 10012	DIRECTOR	1.00	0	0	0
EDWARD N SMITH 32 EAST 57TH STREET NEW YORK NY 10022	DIRECTOR	1.00	0	0	0
MARIBETH SMITH 32 EAST 57TH STREET NEW YORK NY 10022	DIRECTOR	1.00	0	0	0
SARAH N SMITH 32 EAST 57TH STREET NEW YORK NY 10022	DIRECTOR	1.00	0	0	0

Statement 16 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
APPLICATIONS SHOULD BE INITIATED BY LETTER, DESCRIBING THE PROJECT FOR WHICH SUPPORT IS REQUESTED. INCLUDED OR ATTACHED SHOULD BE:

1. A BRIEF DESCRIPTION OF THE NATURE AND PURPOSE OF THE ORGANIZATION.

2. A CONCISE STATEMENT OF THE NEED FOR AND OBJECTIVES OF THE PROJECT, THE METHODS BY WHICH IT WILL BE CARRIED OUT, AND ITS ANTICIPATED DURATION.

3. THE QUALIFICATIONS OF THE KEY PERSONNEL INVOLVED.

4. A PROGRAM BUDGET.

5. A LIST OF OTHER SOURCES OF SUPPORT ASSURED AND BEING SOUGHT.

6. A COPY OF THE ORGANIZATION'S MOST RECENT 501 (C)(3) AND 509 (A) RULINGS FROM THE IRS.

7. A COPY OF THE ORGANIZATION'S MOST RECENT ANNUAL AUDIT OR FINANCIAL STATEMENT.

8. A LIST OF OFFICERS AND DIRECTORS OR TRUSTEES.

ALL REQUESTS WILL BE REVIEWED AND ANSWERED AS SOON AS POSSIBLE. IF THE FOUNDATION IS ABLE TO GIVE FURTHER CONSIDERATION TO A PROPOSAL, ADDITIONAL INFORMATION WILL BE REQUESTED AS NEEDED AND A MEETING ARRANGED BY THE FOUNDATION, IF APPROPRIATE. EXPERIENCE HAS SHOWN THAT MEETINGS ARE LIKELY TO BE PRODUCTIVE ONLY AFTER REVIEW OF PRELIMINARY WRITTEN APPLICATIONS. WHEN A PROPOSAL IS CONSIDERED FOR A GRANT, THE APPLICANT WILL BE NOTIFIED PROMPTLY OF THE DIRECTORS' ACTION.

REQUESTS SHOULD BE ADDRESSED:

EDWARD JOHN NOBLE FOUNDATION, INC.
32 EAST 57TH STREET
NEW YORK, NEW YORK 10022

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NO DEADLINES

Statement 17 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
THE FOUNDATION'S PRINCIPAL INTERESTS LIE IN THE ARTS, EDUCATION, AND CONSERVATION AND HEALTH. IN EACH OF THESE FIELDS OUR PRIORITIES CAN BE DESCRIBED BRIEFLY AS FOLLOWS:
ARTS: TO ASSIST MAJOR CULTURAL ORGANIZATIONS AND SMALLER COMMUNITY ORGANIZATIONS LOCATED PRIMARILY IN NEW YORK CITY, WITH AN EMPHASIS ON EDUCATION PROGRAMS AND INTERNSHIPS.
EDUCATION: LIMITED SUPPORT TO HIGHER EDUCATION AND EARLY DEVELOPMENTAL PROGRAMS PRIMARILY IN THE NEW YORK AND CONNECTICUT REGION.
CONSERVATION: TO SUPPORT THE SEVERAL CONSERVATION PROJECTS ON ST. CATHERINE'S ISLAND AND SELECTED OTHER ORGANIZATIONS WHICH HELP PRESERVE THE NATURAL ENVIRONMENT AND TO DEFRAY THE DEGRADATION OF THE PLANET. CONSIDERATION IS GENERALLY LIMITED TO ORGANIZATIONS PRIMARILY IN THE UNITED STATES.
HEALTH: GENERAL SUPPORT PRIMARILY TO A SELECT FEW HEALTH ORGANIZATIONS IN NORTHERN NEW YORK STATE.
APPLICANTS SHOULD NOTE THAT THE FOUNDATION GENERALLY DOES NOT CONSIDER SUPPORT FOR BUILDINGS OR EQUIPMENT, PUBLICATIONS, PERFORMANCES, FILMS OR TELEVISION PROJECTS, AND IT DOES NOT MAKE GRANTS TO INDIVIDUALS.

Federal Statements

Statement 18 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
AMERICAN MUSEUM OF NATURAL HISTORY NEW YORK NY		509(A)(1)	COLLECTIONS MANAGEMENT AND RESEARCH	341,733
ANTIQUE BOAT MUSEUM CLAYTON NY		509(A)(1)	ENDOWMENT OF THE BOAT BUILDING POSIT	100,000
BOYS CLUB OF NY NEW YORK NY		509(A)(1)	GENERAL SUPPORT	10,000
BRAIN AND BEHAVIOR RESEARCH FOUNDAT NEW YORK NY		509 (A)(1)	GENERAL SUPPORT	2,500
CALM AIR VISIBILITY UNLIMITED UNIVERSAL CITY TX		509 (A)(1)	GENERAL SUPPORT	150,000
CHARLESTON WATERKEEPER CHARLESTON SC		509 (A)(1)	GENERAL SUPPORT	5,000
COMMUNITY FUNDS, INC. NEW YORK NY		509 (A)(1)	JTS FUND	375,000
COMMUNITY PERFORMANCE SERIES SUNY POTSDAM NY		509(A)(1)	RESIDENCY IN THE ARTS AND OUTREACH	82,000
COOPERATIVE FOR ASSISTANCE AND RELI ATLANTA GA		509(A)(1)	GENERAL SUPPORT	25,000
DORSET THEATRE FESTIVAL DORSET VT		509 (A) (1)	GENERAL SUPPORT	5,000
EAGLEBROOK SCHOOL DEERFIELD MA		509 (A)(1)	CAPITAL CAMPAIGN	50,000
EDWARD JOHN NOBLE GUILD OF CANTON-P CANTON NY		509 (A)(1)	GENERAL SUPPORT	10,000
FAIRFIELD UNIVERSITY FAIRFIELD CT		509 (A) (1)	GENERAL SUPPORT	2,500
FAMILY CENTERS, INC. GREENWICH CT		509 (A)(1)	GENERAL SUPPORT	37,050
FOUNDATION FOR CONTEMPORARY ARTS NEW YORK NY		509(A)(1)	INTERNSHIPS	10,000
FRIENDS OF THE NATURE CENTER FINEVIEW NY		509 (A)(1)	GENERAL SUPPORT	5,000
GEORGIA SOUTHERN UNIVERSITY FOUNDAT STATESBORO GA		509(A)(1)	SEA TURTLE PROGRAM	12,500
GREENWICH HOSPITAL GREENWICH CT		509 (A)(1)	SUPPORT OF THE PEDIATRICS DEPARTMENT	10,000
JUNIOR ACHIEVEMENT OF SOUTWEST CONN NORWALK CT		509(A)(1)	GENERAL SUPPORT	5,000

Statement 18 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address Relationship	Status	Purpose	Amount
KLEIN MEMORIAL AUDITORIUM FOUNDATIO BRIDGEPORT CT		509(A)(1)	EDUCATION PROGRAM	5,000
MUSEUM OF MODERN ART NEW YORK NY		509 (A)(1)	EDUCATION DEPARTMENT	25,000
NEIGHBOR TO NEIGHBOR GREENWICH CT		509 (A)(1)	GENERAL SUPPORT	2,500
OGDENSBURG COMMAND PERFORMANCES OGDENSBURG NY		509(A)(1)	THEATRE ARTS EDUCATION	7,500
SANTA FE COMMUNITY FOUNDATION SANTA FE NM		509(A)(1)	JORDAN AND DAVID SMITH CHARITABLE FU	175,000
SAVANNAH TECHNICAL COLLEGE FOUNDATI SAVANNAH GA		509 (A)(1)	CAPITAL CAMPAIGN SUPPORT	10,000
SAVE THE RIVER CLAYTON NY		509 (A)(1)	GENERAL SUPPORT	12,500
SEA TURTLE CONSERVANCY GAINESVILLE FL		509 (A)(1)	GENERAL SUPPORT	10,000
ST. BARNABAS CHURCH GREENWICH CT		509 (A)(1)	GENERAL SUPPORT	15,000
ST. CATHERINE'S ISLAND FOUNDATION, MIDWAY GA		4942 (J)(3)	GENERAL SUPPORT	2,300,000
THE JULIARD SCHOOL NEW YORK NY		509 (A)(1)	BUILDING MAINTENANCE	37,500
THOUSAND ISLAND ARTS CENTER CLAYTON NY		510 (A)(1)	GENERAL SUPPORT	10,000
THOUSAND ISLAND EMERGENCY RESCUE SE CLAYTON NY		511 (A)(1)	GENERAL SUPPORT	5,000
THOUSAND ISLAND LAND TRUST CLAYTON NY		512 (A)(1)	GENERAL SUPPORT	5,000
THOUSAND ISLANDS PERFORMING ARTS FU CLAYTON NY		513 (A)(1)	GENERAL SUPPORT	5,000
TRADITIONAL ARTS IN UPSTATE NEW YOR CANTON NY		514 (A)(1)	GENERAL SUPPORT	5,000
WELLESLEY VOLUNTEER FIRE DEPARTMENT WELLESLEY ISLAND NY		515 (A)(1)	GENERAL SUPPORT	5,000

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Statement 18 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
TOTAL				3,873,283

Statement 19 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for Future Pmt

Name / Address	Address / Relationship	Status	Purpose	Amount
ALEXANDRIA TOWNSHIP HISTORICAL SOCI ALEXANDRIA BAY NY		509(A)(1)	BUILDING RENOVATION	10,000
ANTIQUE BOAT MUSEUM CLAYTON NY		509(A)(1)	ENDOWMENT OF THE BOAT BUILDER POSITI	200,000
CHARLESTON WATERKEEPER CHARLESTON SC		509(A)(1)	GENERAL SUPPORT	7,000
DEERFIELD ACADEMY DEERFIELD MA		509 (A)(1)	SCHOLARSHIP SUPPORT	10,000
EAGLEBROOK SCHOOL DEERFIELD MA		509(A)(1)	CAPITAL CAMPAIGN	200,000
EDWARD JOHN NOBLE GUILD OF THE CANT CANTON NY		509(A)(1)	GENERAL SUPPORT	10,000
FAMILY CENTERS GREENWICH CT		509 (A)(1)	GENERAL SUPPORT	25,000
GEORGIA SOUTHERN UNIVERSITY STATESBORO GA		509 (A)(1)	SEA TURTLE PROGRAM	7,500
LONG ISLAND UNIVERSITY, CW POST BROOKVILLE NY		509(A)(1)	BOOK AND SCHOLARSHIP FUND	25,000
NATIONAL MUSEUM OF WOMEN IN THE ART WASHINGTON DC		509 (A)(1)	GENERAL SUPPORT	5,000
OGDENSBURG COMMAND PERFORMANCES OGDENSBURG NY		509(A)(1)	ARTS EDUCATION OUTREACH PROGRAM	5,000
RIVER HOSPITAL ALEXANDRIA BAY NY		509 (A)(1)	GENERAL SUPPORT	5,000
SAVANNAH TECHNICAL COLLEGE FOUNDATI SAVANNAH GA		509 (A)(1)	CAPITAL CAMPAIGN SUPPORT	30,000

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Statement 19 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for Future Pmt (continued)

Name / Address	Address Relationship	Status	Purpose	Amount
SAVE THE RIVER CLAYTON NY		509 (A)(1)	GENERAL SUPPORT	12,500
ST. BARNABAS CHURCH GREENWICH CT		509 (A)(1)	GENERAL SUPPORT	15,000
ST. CATHERINES ISLAND FOUNDATION MIDWAY GA		4942 (J)(3)	GENERAL SUPPORT	2,500,000
ST. LAWRENCE UNIVERSITY CANTON NY		509 (A)(1)	GENERAL SUPPORT	5,000
THE JUILLIARD SCHOOL NEW YORK NY		509 (A)(1)	BUILDING MAINTENANCE	37,500
THOUSAND ISLANDS ARTS CENTER CLAYTON NY		509(A)(1)	GENERAL SUPPORT	10,000
THOUSAND ISLANDS EMERGENCY RESCUE S CLAYTON NY		509(A)(1)	GENERAL SUPPORT	2,500
THOUSAND ISLANDS LAND TRUST CLAYTON NY		509 (A)(1)	GENERAL SUPPORT	2,500
THOUSAND ISLANDS PERFORMING ARTS FU CLAYTON NY		509 (A)(1)	GENERAL SUPPORT	5,000
TRADITIONAL ARTS IN UPSTATE NEW YOR CANTON NY		509 (A)(1)	GENERAL SUPPORT	15,000
UNIVERSITY OF GEORGIA FOUNDATION ATHENS GA		509(A)(1)	CURATION OF THE ARCHAEOLOGICAL COLLE	50,000
UNIVERSITY OF GEORGIA FOUNDATION ATHENS GA		509(A)(1)	CURATION OF THE PALEOENVIRONMENTAL C	62,500
TOTAL				3,257,000

Statement 20 – Form 990-PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

ALL GRANTEES ARE PUBLIC CHARITIES DESCRIBED IN SECTION 509(A)(1), (2) OR (3) OF THE INTERNAL REVENUE CODE, EXCEPT THAT THE ST. CATHERINE'S ISLAND FOUNDATION, INC (ST CATHERINE'S), IS A PRIVATE OPERATING FOUNDATION UNDER SECTION 4942(J)(3) OF THE CODE PAYMENTS OF $2,300,000 WERE MADE TO ST CATHERINE'S IN 2016 FOR WHICH THE FOLLOWING INFORMATION IS SUBMITTED:

(I) ST. CATHERINE'S ISLAND FOUNDATION, INC., MIDWAY, GEORGIA 31320

(II) A TOTAL OF $2,300,000 WAS PAID TO ST. CATHERINE'S ON VARIOUS DATES IN 2016

(III) THE GRANT TO ST. CATHERINE'S IS FOR USE DIRECTLY IN THE ACTIVE CONDUCT OF ITS EXEMPT ACTIVITIES ON ST CATHERINE'S ISLAND, LOCATED OFF THE COAST OF GEORGIA THE ISLAND HAS NO COMMERCIAL DEVELOPMENT AND IS USED TO CONDUCT ZOOLOGICAL, BOTANICAL, AND ECOLOGICAL RESEARCH IN A CONTROLLED NATURAL ENVIRONMENT, TO PROTECT ENDANGERED SPECIES, AND TO STUDY HISTORICAL AND ARCHAEOLOGICAL SITES

(IV) ST. CATHERINE'S SPENT $2,300,000 AS OF DECEMBER 31, 2016, ALL APPLIED TO 2016.

(V) TO THE KNOWLEDGE OF THE DIRECTORS, ST. CATHERINE'S HAS NOT DIVERTED ANY PART OF THE FUNDS OR INCOME FROM THE FUNDS FROM THE PURPOSE OF THE PAYMENT.

(VI) DATE OF LAST REPORT RECEIVED FROM ST. CATHERINE'S: JUNE 30, 2017

(VII) VERIFICATION OF THE ST CATHERINE'S REPORTS WAS PERFORMED BY THE TREASURER OF THE EDWARD JOHN NOBLE FOUNDATION, INC. AND BY ITS INDEPENDENT AUDITOR AND ACCOUNTANT, EVEN THOUGH UNDER SECTION 53.4945-5(C)(1) OF THE TREASURY REGUALTIONS, THE DIRECTORS OF THE EDWARD JOHN NOBLE FOUNDATION, INC HAVE NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF ST. CATHERINE'S REPORTS

Statement 21 – Form 990-PF, PART XV, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME

ST CATHERINE'S ISLAND FOUNDATION, INC

GRANTEE'S ADDRESS

ST CATHERINE'S ISLAND
MIDWAY, GA 31320

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED IN 2016
2,300,000	VARIOUS	2,300,000

PURPOSE OF GRANT

SEE STATEMENT 20 WITH RESPECT TO THE GRANT PAID DURING 2016 OF $2,300,000 MADE TO THE ST. CATHERINE'S ISLAND FOUNDATION, INC., MIDWAY, GEORGIA 31320, FOR USE DIRECTLY IN THE ACTIVE CONDUCT OF ITS EXEMPT ACTIVITIES IN CONNECTION WITH CONSERVATION, PROTECTION OF ENDANGERED SPECIES AND SCIENTIFIC ACTIVITIES ON ST CATHERINE'S ISLAND.

DATES OF REPORTS BY GRANTEE

ST CATHERINE SUBMITS REPORTS MONTHLY

ANY DIVERSION BY GRANTEE

NONE

**JOINT RESOLUTION OF THE FOUNDING MEMBERS
AND DIRECTORS OF
THE EDWARD JOHN NOBLE FOUNDATION, INC.**

WHEREAS by Certificate of Incorporation filed with the office of the Secretary of State of Connecticut on February 23, 1981 (the "Certificate"), the Edward John Noble Foundation, Inc. (the "Foundation") was duly formed and organized; and

WHEREAS Article FIFTEENTH of the Certificate provides as follows:

"Provisions of this Certificate of Incorporation may be changed, amended, added to or repealed, and provisions of the By-laws of the Corporation may be adopted and may be changed, amended, added to or repealed, only upon both (A) the affirmative vote of two-thirds (2/3) or more of the Directors then in office at a duly held and constituted meeting, or without a meeting upon the unanimous written consent of all such Directors, and (B) the affirmative vote of two-thirds (2/3) or more of the Founding Members then in office at a duly held and constituted meeting, or without a meeting upon the unanimous written consent of all such Founding Members."

NOW, THEREFORE, it is hereby

RESOLVED that Articles II and III of the By-Laws of the Foundation are hereby deleted and the following provisions are substituted therefore:

"Article II
Membership

The Corporation shall not have members

Article III
Board of Directors

Section 1 As of the date hereof, the Board of Directors shall consist of June Noble Larkin, E J. Noble Smith, Jeremy T. Smith, Maribeth S Smith, Sarah Noble Smith, Edward Noble Smith and Daniel L Mosley. The members of the Board of Directors may elect an individual to serve as an additional member of the Board of Directors at any time by the affirmative vote of a majority or more of all of the Directors then in office at a duly held and constituted meeting, or without a meeting upon the unanimous written consent of all such Directors.

Section 2 Any other provision of these By-laws to the contrary notwithstanding, (a) the total number of Directors shall not be fewer than five (5) nor more than twenty-five (25), (b) membership in the Board of Directors shall be restricted to natural persons over the age of eighteen (18) years and (c) any member of the Board of Directors may be removed, with or without cause, only by the affirmative vote of two-thirds (2/3) or more of the Directors then in office.

Section 3. Each member of the Board of Directors shall serve until the earlier of his or her death, resignation or removal. Any Director who shall be declared incompetent by a court of competent jurisdiction shall be deemed to have resigned as a Director

RESOLVED that Article EIGHTH of the Certificate of the Foundation is hereby deleted and the following provisions are substituted therefore:

"EIGHTH.

A The Corporation shall not have members.

B. Directors shall be elected at the time or times and in the manner provided in the By-laws of the Corporation "

RESOLVED that Subdivision B of Article NINTH of the Certificate of the Foundation is hereby deleted.

RESOLVED that Article TENTH of the Certificate of the Foundation is hereby deleted and the following provisions are substituted therefore:

"TENTH:

A. No member of the Board of Directors or officer shall ever be personally liable in any manner whatsoever for debts of the Corporation, nor shall the individual property of any such Director or officer ever be subject to the payment of the Corporation's debts

B. The Corporation shall indemnify each current or former Director, officer, employee or agent of the Corporation or any person who may have

> served at its request as a Director, officer, employee or agent of the Corporation or any person who may have served at its request as a Director or officer of another corporation, whether for profit or not-for-profit, to the fullest extent permitted by law; provided, however, that no such indemnification shall be permitted if it shall constitute an act of self-dealing within the meaning of section 4941 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws (the "Code"), and the Treasury Regulations thereunder "

RESOLVED that Subdivision A of Article ELEVENTH of the Certificate of the Foundation is hereby deleted and the following provisions are substituted therefore.

> "A. No member of the Board of Directors, member of any committee of the Board of Directors or officer shall ever be personally liable as a fiduciary or in any other manner whatsoever (1) for failing to diversify investment assets of the Corporation, irrespective of any law or regulation limiting the kind, amount or proportion of assets held in trust or by fiduciaries, or (2) as a result of his or her vote or failure to vote any shares of stock held by the Corporation, and"

RESOLVED that Subdivision B of Article TWELFTH of the Certificate of the Foundation is hereby deleted and the following provisions are substituted therefore·

> "B No part of the earnings or net earnings of the Corporation shall inure to the benefit of any individual, and no member of the Board of Directors, officer, or employee of the Corporation shall receive any pecuniary profit from the operations thereof except reasonable compensation for actual services rendered to the Corporation "

RESOLVED that Article THIRTEENTH of the Certificate of the Foundation is hereby deleted and the following provisions are substituted therefore

> "THIRTEENTH. In the event of the dissolution of the Corporation, no dividend or other distribution of any of the assets of the Corporation shall be made to any member of the Board of Directors, officer, or employee of the Corporation, or to any person having a personal or private interest in the activities of the Corporation, or to any corporation organized for profit,

be made to any member of the Board of Directors, officer, or employee of the Corporation, or to any person having a personal or private interest in the activities of the Corporation, or to any corporation organized for profit, but all of such assets shall be applied to accomplish the purposes set forth in Article THIRD for which the Corporation is organized, by distributing such assets to one or more institutions with similar purposes which are qualified under the provisions of section 501(c)(3) of the Code."

RESOLVED that Article FOURTEENTH of the Certificate of the Foundation is hereby deleted and the following provisions are substituted therefore:

"FOURTEENTH: All resolutions adopted by, and all meetings of, the Board of Directors may be taken or held within or without the State of Connecticut, as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the Connecticut statutes) outside of the State of Connecticut at such place or places as may be designated from time to time by the Board of Directors."

RESOLVED that Article FIFTEENTH of the Certificate of the Foundation is hereby deleted and the following provisions are substituted therefore:

"FIFTEENTH: Provisions of this Certificate of Incorporation may be changed, amended, added to or repealed, and provisions of the By-laws of the Corporation may be adopted and may be changed, amended, added to or repealed, only upon the affirmative vote of two-thirds (2/3) or more of the Directors then in office at a duly held and constituted meeting, or without a meeting upon the unanimous written consent of all such Directors."

IN WITNESS WHEREOF, the undersigned hereby certifies that this resolution has been duly adopted by two-thirds (⅔) or more of the Directors of the Foundation and by two-thirds (⅔) or more of the Founding Members of the Foundation on this 29 day of September 2016.

June Noble Larkin

June Noble Larkin, Founding Member and Director

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E.J. Noble Smith, Founding Member and Director

Jeremy T. Smith, Founding Member and Director

Maribeth Smith

Maribeth Smith, Founding Member and Director

Sarah N. Smith, Director

Edward N. Smith, Director

Daniel L. Mosley, Director

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Jeremy T Smith, Founding Member and Director

Maribeth Smith, Founding Member and Director

Sarah N. Smith. Director

Edward N. Smith, Director

Daniel L. Mosley, Director

Maribeth Smith, Founding Member and Director

Sarah N. Smith, Director

Edward N. Smith

Edward N. Smith, Director

Daniel L. Mosley, Director

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Federal Asset Report
Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179Bonus	Basis for Depr	Per	Conv	Meth	Prior	Current
Other Depreciation:											
11	FURNITURE & FIXTURE 1983-1996	1/01/96	61.773			61.773	5	MO	200DB	61,773	0
12	ARTWORK	1/01/96	6.900			6,900	0	--	Land	0	0
13	FURNITURE & FIXTURE	1/01/97	15.437			15.437	5	MO	200DB	15,437	0
14	FURNITURE & FIXTURE	1/01/98	12.697			12.697	5	MO	200DB	12,697	0
15	FURNITURE & FIXTURE	1/01/99	6.295			6.295	5	MO	200DB	6,295	0
16	FURNITURE & FIXTURE	1/01/00	3.571			3.571	5	MO	200DB	3,571	0
17	FURNITURE & FIXTURES	1/01 01	9.872			9,872	5	MO	200DB	9,872	0
18	FURNITURE & FIXTURE	1/01/02	8.024			8.024	5	MO	200DB	8,024	0
19	FURNITURE & FIXTURE	1/01/03	10,402			10.402	5	MO	200DB	10,402	0
20	FURNITURE & FIXTURE	1/01/04	2.880			2.880	5	MO	200DB	2,880	0
21	FURNITURE & FIXTURE	1/01/05	37.157			37.157	5	MO	200DB	37,157	0
22	FURNITURE & FIXTURE	1/01/06	11.444			11.444	5	MO	S/L	11,444	0
24	FURNITURE & FIXTURE	1/01/08	845			845	5	MO	S/L	845	0
26	ARTWORK	1/01/07	3.625			3.625	0	--	Land	0	0
27	LEASEHOLD IMPROVEMENT	1/01/94	70.138			70.138	7	MO	S/L	70,138	0
28	LEASEHOLD IMPROVEMENT	1/01/95	19.980			19.980	6	MO	S/L	19,980	0
29	LEASEHOLD IMPROVEMENT	1/01/99	400			400	5	MO	S/L	400	0
30	LEASEHOLD IMPROVEMENT	1/01/02	1.100			1.100	6	MO	S/L	1,100	0
31	LEASEHOLD IMPROVEMENT	1/01/05	17.356			17,356	3	MO	S/L	17,356	0
32	LEASEHOLD IMPROVEMENT	1/01/09	6.200			6.200	6	MO	S/L	6,200	0
65	FURNITURE & FIXTURE	6/30/12	19,387			19,387	5	MO	S/L	13,571	3,878
66	FURNITURE & FIXTURE	6/30/12	2,650			2,650	5	MO	S/L	1,855	530
67	FURNITURE & FIXTURE NY	1/01/09	2,752			2,752	5	MO	S/L	2,752	0
68	FURNITURE & FIXTURE	6/30/14	8,280			8,280	5	MO	S/L	2,484	1,656
69	FURNITURE & FIXTURE	6 30/15	4,020			4,020	5	MO	S/L	402	804
70	FURNITURE & FIXTURE	7/01/16	8,699			8,699	5	MO	S/L	0	870
71	LEASEHOLD IMPROVEMENTS	7 01/16	6,161			6,161	9	MO	S/L	0	342
	Total Other Depreciation		358 045			358,045				316,635	8,080
	Total ACRS and Other Depreciation		358,045			358,045				316,635	8,080
	Grand Totals		358,045			358,045				316,635	8,080
	Less: Dispositions and Transfers		0			0				0	0
	Less: Start-up/Org Expense		0			0				0	0
	Net Grand Totals		358,045			358,045				316,635	8,080