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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation
THE BLUESTONE FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
75 ISHAM ROAD NO 400

City or town, state or province, country, and ZIP or foreign postal code
WEST HARTFORD, CT 06107

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)

\$ 2,595,544

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

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

A Employer identification number

06-1527223

B Telephone number (see instructions)

(860) 313-4930

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

☐

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)
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	23,930	23,930	
	4 Dividends and interest from securities	70,030	70,030	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	5,998		
	b Gross sales price for all assets on line 6a	105,611		
	7 Capital gain net income (from Part IV, line 2)		5,998	
	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	99,958	99,958		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	10,296	10,296	0
	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)	18,076	18,076	0
	24 Total operating and administrative expenses. Add lines 13 through 23	28,372	28,372	0
	25 Contributions, gifts, grants paid	122,250		122,250
	26 Total expenses and disbursements. Add lines 24 and 25	150,622	28,372	122,250
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-50,664			
b Net investment income (if negative, enter -0-)		71,586		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	44,355	29,028	29,028
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,640,647	1,605,310	2,259,159
	c	Investments—corporate bonds (attach schedule)	287,650	287,650	307,357
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,972,652	1,921,988	2,595,544	
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.				
	24	Unrestricted			
	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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,972,652	1,921,988	
	30	Total net assets or fund balances (see instructions)	1,972,652	1,921,988	
31	Total liabilities and net assets/fund balances (see instructions) .	1,972,652	1,921,988		

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	1,972,652
2	Enter amount from Part I, line 27a	2	-50,664
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,921,988
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,921,988

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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
a See Additional Data Table			
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	5,998
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	124,040	2,506,888	0 049480
2014	110,750	2,466,249	0 044906
2013	99,000	2,309,008	0 042876
2012	88,500	2,123,899	0 041669
2011	90,000	1,939,884	0 046395

2 Total of line 1, column (d)	2	0 225326
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 045065
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,544,275
5 Multiply line 4 by line 3	5	114,658
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	716
7 Add lines 5 and 6	7	115,374
8 Enter qualifying distributions from Part XII, line 4	8	122,250

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	716
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	716
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	716
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,910
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	1,910
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,194
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 1,194 Refunded ☐	11	0

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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CT		
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? <i>If "No," attach explanation</i> .	8b	Yes
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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► PAUL L BOURDEAU ESQ Telephone no ► (860) 313-4930			

Located at **►** 75 ISHAM ROAD SUITE 400 WEST HARTFORD CT ZIP+4 **►** 06107

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			
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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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			
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			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 2b			
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). ☐ 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		☐	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)		☐ Yes ☐ No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No	6b	No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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	7b	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
PETER LAPHAM 75 ISHAM RD SUITE 400 WEST HARTFORD, CT 06107	TRUSTEE 0 00	0	0	0
PENELOPE LAPHAM 75 ISHAM RD SUITE 400 WEST HARTFORD, CT 06107	TRUSTEE 0 00	0	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
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
NONE		
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0

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	2,529,535
b	Average of monthly cash balances.	1b	53,485
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,583,020
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	2,583,020
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	38,745
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,544,275
6	Minimum investment return. Enter 5% of line 5.	6	127,214

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	127,214
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	716
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	716
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	126,498
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	126,498
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	126,498

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	122,250
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	122,250
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	716
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	121,534

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				126,498
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			77,561	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 122,250				
a Applied to 2015, but not more than line 2a			77,561	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				44,689
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				81,809
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

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

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c** Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	122,250
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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	
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			14	23,930	
4 Dividends and interest from securities. . . .			14	70,030	
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	5,998	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .		0		99,958	0
13 Total. Add line 12, columns (b), (d), and (e).			13		99,958

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

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

Print/Type preparer's name CAROL J DEROSIER	Preparer's Signature	Date	Check if self-employed ► ☐	PTIN P01246704
Firm's name ► CUMMINGS & LOCKWOOD LLC				Firm's EIN ► 06-0312590
Firm's address ► 75 ISHAM ROAD SUITE 400 WEST HARTFORD, CT 06107				Phone no (860) 313-4926

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
92 SH SHIRE PLC	P	2016-06-03	2016-06-03
705 SH SHIRE PLC	P	2016-06-03	2016-06-03
5002 SH BAXALTA INCORPORATED	P	2011-04-04	2016-05-26
25 SHS BAXALTA INCORPORATED	P	2011-04-04	2016-06-03
600 SHS BAXALTA INCORPORATED	P	2011-04-04	2016-06-03
108 SHS TALEN ENERGY CORPORATION	P	2011-09-30	2016-12-06
1,200 SHS WESTERN ASSET INVT GRADE DEFINED OPPORTUNITY TR	P	2011-05-09	2016-09-30
150 SHS WESTERN ASSET INVT GRADE DEFINED OPPORTUNITY TR	P	2011-06-03	2016-09-30
1,209 SHS BLACKROCK ENHANCED CAPITAL AND INCOME FUND, INC	P	2005-06-29	2016-09-30
1,500 SHS BLACKROCK ENHANCED CAPITAL AND INCOME FUND, INC	P	2010-04-05	2016-09-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
175		177	-2
134		135	-1
23		13	10
1,161		645	516
27,866		14,566	13,300
1,512		1,947	-435
27,149		25,190	1,959
3,394		3,235	159
16,598		23,158	-6,560
20,593		22,904	-2,311

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-2
			-1
			10
			516
			13,300
			-435
			1,959
			159
			-6,560
			-2,311

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
500 SHS BLACKROCK ENHANCED CAPITAL AND INCOME FUND, INC	P	2010-04-05	2016-09-30
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
6,864		7,643	-779
142			142

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-779
			142

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACADEMY OF NATURAL SCIENCES OF PHILADELPHIA 1900 BENJAMIN FRANKLIN PKWY PHILADELPHIA, PA 19103	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
ACLU FOUNDATION (AMERICAN CIVIL LIBERTIES UNION FOUNDATION) 125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
ADIRONDACK MUSEUM (ADIRONDACK HISTORICAL ASSOCIATION) 9097 STATE ROAD 30 PO BOX 99 BLUE MOUNTAIN LAKE, NY 12812	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500
APPLGATE HOUSE HERITAGE ARTS AND EDUCATION INC 7179 SCOTTS VALLEY ROAD YONCALLA, OR 97499	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
AUDUBON SOCIETY OF RHODE ISLAND 12 SANDERSON RD SMITHFIELD, RI 02917	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500
BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
BIODIVERSITY RESEARCH INSTITUTE 19 FLAGGY MEADOW ROAD GORHAM, ME 04038	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500
BLOCK ISLAND CONSERVANCY PO BOX 84 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
BLOCK ISLAND EARLY LEARNING CENTER PO BOX 1843 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500
BLOCK ISLAND HEALTH SERVICES INC PO BOX 919 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
BLOCK ISLAND HISTORICAL SOCIETY PO BOX 79 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	4,000
BLOCK ISLAND VOLUNTEER FIRE & RESCUE DEPARTMENT PO BOX 781 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
CALDERA 224 NW 13TH AVE STE 304 PORTLAND, OR 97209	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
CASA DE BELEN PO BOX 1021 ROSEBURG, OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
CASA OF DOUGLAS COUNTY INC 1000 SE STEPHENS ST ROSEBURG, OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	5,000
Total ►				122,250
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CASCADE FOOTHILLS LIBRARY PO BOX 12 DEXTER, OR 97431	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
CENTER FOR WOODEN BOATS 1010 VALLEY ST SEATTLE, WA 98109	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500
CHESTNUT HILL HISTORIC SOCIETY 8708 GERMANTOWN AVE PHILADELPHIA, PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500
CLOVIS BOTANICAL GARDEN COMMITTEE INC 1865 HERNDON AVE STE K CLOVIS, CA 93611	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
DIGNITY HOUSING (COMM DIGNITY & FAIRNESS FOR HOMELESS HOUSING DEVELOPMENT) 5227-R GERMANTOWN AVENUE PHILADELPHIA, PA 19144	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
DOCTORS WITHOUT BORDERS USA INC 333 SEVENTH AVE 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
DOUGLAS COUNTY CHILDREN'S CENTER INC (DOUGLAS CARES) 256 SE STEPHENS ST ROSEBURG, OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
DOUGLAS COUNTY LIBRARY FOUNDATION 1409 NE DIAMOND LAKE BLVD ROSEBURG, OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
DOUGLAS COUNTY LOW-COST VETERINARY SERVICES 545 W UMPQUA ST SUITE 2 ROSEBURG, OR 97471	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
DOUGLAS COUNTY MUSEUM FOUNDATION 123 MUSEUM DRIVE ROSEBURG, OR 97471	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
EUGENE FAMILY YMCA 2055 PATTERSON STREET EUGENE, OR 97405	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500
FAMILY DEVELOPMENT CENTER 300 JERRYS DRIVE ROSEBURG, OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
FOOD FOR LANE COUNTY 770 BAILEY HILL RD EUGENE, OR 97402	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
FRIENDS OF ISLAND FREE LIBRARY (BLOCK ISLAND FREE LIBRARY) PO BOX 1830 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
Total ► 3a				122,250

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FRIENDS OF THE CORNELL LAB OF ORNITHOLOGY INC 289 GREENWICH AVE GREENWICH, CT 06830	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500
FRIENDS OF THE WISSAHICKON INC 40 W EVERGREEN AVENUE SUITE 108 PHILADELPHIA, PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
FRIENDS PEACE TEAMS INC (AGLI) 1001 PARK AVE ST LOUIS, MO 63104	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	3,000
GARDEN CONSERVANCY INC PO BOX 219 COLD SPRING, NY 10516	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
GREEN TREE COMMUNITY HEALTH FOUNDATION CHESTNUT HILL HEALTH CARE FOUNDATION 6 EAST WILLOW GROVE AVENUE PHILADELPHIA, PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
GREENER PARTNERS 3215 STUMP HALL ROAD COLLEGEVILLE, PA 19426	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
HABITAT FOR HUMANITY PHILADELPHIA 1829 N 19TH ST PHILADELPHIA, PA 19121	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
HEARING HEALTH FOUNDATION 363 SEVENTH AVENUE 10TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500
HIV ALLIANCE 1966 GARDEN AVE EUGENE, OR 97403	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
INTERNATIONAL RESCUE COMMITTEE INC 122 E 42ND STREET NEW YORK, NY 10168	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
MARY D FUND (BI) PO BOX 323 BLOCK ISLAND, RI 02807	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
MCKENZIE RIVER TRUST 1245 PEARL STREET EUGENE, OR 97401	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
MERCY CORPS PO BOX 2669 DEPT W PORTLAND, OR 97208	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500
MORRIS ARBORETUM OF THE UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET SUITE 305 PHILADELPHIA, PA 19104	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,500
NATIONAL PARKS CONSERVATION ASSOC 777 6TH STREET NW SUITE 700 WASHINGTON, DC 20001	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
Total ► 3a				122,250

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATURAL RESOURCES DEFENSE COUNCIL INC (NRDC) 40 WEST 20TH ST NEW YORK, NY 10011	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
NATURE CONSERVANCY - BLOCK ISLAND 4245 N FAIRFAX DR STE 100 ARLINGTON, VA 22203	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	3,500
OREGON WILD (OREGON NATURAL RESOURCES COUNCIL FUND) 5825 N GREELEY AVENUE PORTLAND, OR 97217	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
PHILABUNDANCE 3616 SOUTH GALLOWAY STREET PHILADELPHIA, PA 19148	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
PLEASANT HILL FOUNDATION PO BOX 636 PLEASANT HILL, OR 97455	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
POPULATION CONNECTION 2120 L STREET NW SUITE 500 WASHINGTON, DC 20037	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	500
PRESERVATION ALLIANCE FOR GREATER PHILADELPHIA 1616 WALNUT ST SUITE 1620 PHILADELPHIA, PA 19103	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,500
PRO-BONE-O PO BOX 1823 EUGENE, OR 97440	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
PROJECT HOME 1515 FAIRMOUNT AVE PHILADELPHIA, PA 19130	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
RARE 1310 N COURTHOUSE ROAD SUITE 110 ARLINGTON, VA 22201	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
RHODE ISLAND NATURAL HISTORY SURVEY (RINHS) PO BOX 1858 KINGSTON, RI 02881	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	16,750
SOUTH DOUGLAS FOOD BANK PO BOX 470 RIDDLE, OR 97469	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
STUDENT CONSERVATION ASSOCIATION INC (SCA) 4245 NORTH FAIRFAX DRIVE SUITE 825 ARLINGTON, VA 22203	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
SUNRISE ENTERPRISES OF ROSEBURG INC 3005 NE DIAMOND LAKE BLVD ROSEBURG, OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
THE SCHUYLKILL CENTER FOR ENVIRONMENTAL EDUCATION 8480 HAGYS MILL ROAD PHILADELPHIA, PA 19128	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
Total ►				122,250
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UCAN SENIOR COMPANION PROGRAM (UNITED COMMUNITY ACTION NETWORK) 280 NE KENNETH FORD DR ROSEBURG, OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
UMPQUA ACTORS COMMUNITY THEATRE INC (UACT) PO BOX 839 ROSEBURG, OR 97470	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
UMPQUA VALLEY ARTS ASSOCIATION (UVAA) 1624 W HARVARD AVENUE ROSEBURG, OR 97471	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
UNIVERSITY OF THE ARTS 320 S BROAD STREET PHILADELPHIA, PA 19102	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
WHYY INC 150 NORTH SIXTH STREET PHILADELPHIA, PA 19106	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	4,500
WILDAID INC 744 MONTGOMERY ST SUITE 300 SAN FRANCISCO, CA 94111	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	2,000
WILDLIFE CONSERVATION NETWORK INC 209 MISSISSIPPI STREET SAN FRANCISCO, CA 94107	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	3,000
WINTERTHUR MUSEUM INC ROUTE 52 WINTERTHUR, DE 19735	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
WOODMERE ART MUSEUM INC 9201 GERMANTOWN AVE PHILADELPHIA, PA 19118	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	1,000
CRADLES TO CRAYONS PHILADELPHIA 30 CLIPPER ROAD WEST CONSHOHOCKEN, PA 19428	NONE	PUBLIC	CURRENT USE FOR CHARITABLE PURPOSES	750
Total ▶ 3a				122,250

TY 2016 Investments Corporate Bonds Schedule**Name:** THE BLUESTONE FOUNDATION**EIN:** 06-1527223

Name of Bond	End of Year Book Value	End of Year Fair Market Value
\$100,000 CBS CORP DEBENTURE 7.875% 9/1/2023	107,054	121,139
\$50,000 GENERAL ELECTRIC CAP CORP 4.375% 9/16/20	49,235	53,703
\$40,000 GENERAL ELEC CAP CORP SRN NOTE 4.25% 8/15/2022	40,860	42,533
\$40,000 BANK OF AMERICA CORP 4.1% 7/24/2023	39,887	41,752
\$50,000 VERIZON CA DEB 6.75% 5/15/27	50,614	48,230

TY 2016 Investments Corporate Stock Schedule

Name: THE BLUESTONE FOUNDATION
EIN: 06-1527223

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,000 SHS ALTRIA GROUP INC	48,850	135,240
1,700 SHS ARES CAPITAL CORP	29,732	28,033
300 SHS AT&T INC	8,388	12,759
200 SHS AT&T INC	5,594	8,506
1,000 SHS AT&T INC	24,958	42,530
600 SHS EMERSON ELECTRIC CO	35,002	33,450
200 SHS EMERSON ELECTRIC CO	9,080	11,150
600 SHS GENERAL ELECTRIC	23,617	18,960
600 SHS GENERAL ELECTRIC	30,138	18,960
1,000 SHS GENERAL ELECTRIC	36,158	31,600
200 SHS IBM	21,883	33,198
200 SHS JOHNSON & JOHNSON	9,340	23,042
400 SHS JOHNSON & JOHNSON	20,179	46,084
100 SHS NEXTERA ENERGY INC	4,735	11,946
200 SHS NEXTERA ENERGY INC	9,461	23,892
300 SHS NEXTERA ENERGY INC	14,195	35,838
400 SHS NEXTERA ENERGY INC	22,881	47,784
200 SHS NEXTERA ENERGY INC	11,169	23,892
450 SHS PEPSICO INC	29,913	47,084
150 SHS PEPSICO INC	9,537	15,694
500 SHS SPECTRA ENERGY CORP	13,730	20,545
624 SHS SPECTRA ENERGY CORP	11,794	25,640
156 SHS SPECTRA ENERGY CORP	3,525	6,410
2,000 SHS TEMPLETON EMRG MKT INC FD	28,587	21,820
3,000 SHS TEMPLETON GLOBAL INCOME	28,776	19,440
100 SHS LEHMAN BROS CAP TR IV 6.375% 10/31/52	2,322	4
900 SHS LEHMAN BROS CAP TR IV 6.375% 10/31/52	18,833	36
350 SHS ABBOTT LABS	10,413	13,443
1,900 SHS. ARES CAPITAL CORP SENIOR NOTES 5.875% DUE 10/1/2022	47,903	48,640
430 SHS. DEERE CO	35,736	44,307

Name of Stock	End of Year Book Value	End of Year Fair Market Value
700 SHS. DIGITAL RLTY TR INC	48,996	68,782
250 SHS. EXXON MOBIL	21,807	22,565
300 SHS. KIMBERLY CLARK	24,169	34,236
250 SHS. PHILLIPS 66	7,406	21,603
250 SHS. PHILLIPS 66	7,237	21,602
2,000 SHS. QWEST CORPORATION	50,953	49,400
300 SHS. ROCKWELL AUTOMATION INC	23,932	40,320
1,000 SHS. SECTOR SPDR UTILITIES	37,542	62,220
400 SHS. STRYKER CORP	22,167	47,924
1,500 SHS. TEMPLETON EMERG MKT	25,223	16,365
1,150 SHS. WESTERN ASSET INV GRADE	25,187	23,460
350 SHS. ABBVIE INC	11,292	21,917
350 SHS. AUTOMATIC DATA PROC	23,090	35,973
750 SHS. EXXON MOBIL	32,423	67,695
1,657 SHS. HARTFORD FINL SVCS GROUP	47,607	78,956
200 SHS. KIMBERLY CLARK	17,489	22,824
928 SHS. PFIZER INC.	20,970	30,141
870 SHS. PPL CORPORATION	26,604	29,623
1,400 SHS. PUB SVC ENTERPRISE GRP	42,770	61,432
71 SHS. ZOETIS INC.	1,621	3,801
1,400 SHS APPLE INC.	97,885	162,148
116 SHS CDK GLOBAL INC	3,261	6,924
175 SHS. CELGENE CORP	19,354	20,256
62 SHS. HALYARD HEALTH INC.	1,777	2,293
400 SHS. NIKE INC CLASS B	19,322	20,332
800 SHS. ZOETIS INC.	33,004	42,824
700 SHS. FIRST TR EXCH TRADED FD	20,379	24,136
2,500 SHS. NEXTERA ENERGY C 5.7% PFD DUE 3/1/72	54,749	60,650
1,400 SHS. SECTOR SPDR TECH SELECT	36,989	67,704
1,000 SHS. NEW YORK MTG 7.875% PFD	25,015	22,914

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,300 SHS. WELLTOWER INC	59,378	87,009
578 SHS. BAXTER INTERNATIONAL	17,289	25,629
2,366.007 SHS. BLACKROCK GLOBAL OPPTY PORT INV CL A	24,309	32,958
300 SHS. BROADCOM LTD	45,907	53,031
91 SHS. SHIRE PLC	17,465	15,505
200 SHS WESTERN ASSET INV GRADE DEFINED OPPORTUNITY TR	4,313	4,080

TY 2016 Legal Fees Schedule**Name:** THE BLUESTONE FOUNDATION**EIN:** 06-1527223

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUMMINGS & LOCKWOOD LLC, LEGAL FEES	10,296	10,296		0

TY 2016 Other Expenses Schedule**Name:** THE BLUESTONE FOUNDATION**EIN:** 06-1527223**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHARLES SCHWAB - MANAGEMENT ADVISOR FEE	18,076	18,076		0