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
GERRISH H. MILLIKEN FOUNDATION
C/O WILMINGTON TRUST COMPANY 009209-009

A Employer identification number
06-6037106

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1100 NORTH MARKET ST. DE3-C070

B Telephone number
(302)651-8571

City or town, state or province, country, and ZIP or foreign postal code
WILMINGTON, DE 19890-0001

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 6,943,640.

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

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))	(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			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,158.	1,158.		STATEMENT 1
4 Dividends and interest from securities	121,890.	121,890.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<103,207.>			
b Gross sales price for all assets on line 6a 4,049,035.				
7 Capital gain net income (from Part IV, line 2)		0.	POSTMARK	RECEIVED
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances			MAY 12 '17	MAY 16 '17
b Less Cost of goods sold				
c Gross profit or (loss)			25 OGDEN	
11 Other income			SERVICE CENTER	
12 **Total**. Add lines 1 through 11	19,841.	123,048.		
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				
b Accounting fees STMT 3	2,292.	1,146.		1,146.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	116.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	28,829.	28,829.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	31,237.	29,975.		1,146.
25 Contributions, gifts, grants paid	404,000.			404,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	435,237.	29,975.		405,146.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<415,396.>			
b **Net investment income** (if negative, enter -0-)		93,073.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 25 2017

823501 11-23-16 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2016)

15080504 758259 009209-009 2016.03040 GERRISH H. MILLIKEN FOUNDAT 009209-1

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	379,552.	510,516.	510,516.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 7	3,802,771.	692,765.	694,780.
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	2,495,978.	5,058,255.	5,738,344.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,678,301.	6,261,536.	6,943,640.
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			
	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	6,678,301.	6,261,536.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	6,678,301.	6,261,536.	
	31 **Total liabilities and net assets/fund balances**	6,678,301.	6,261,536.	

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	6,678,301.
2	Enter amount from Part I, line 27a	2	<415,396.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,262,905.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,369.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,261,536.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,049,035.		4,152,242.	<103,207.>

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				
b				
c				
d				
e				<103,207.>

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** <103,207.>

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). If (loss), enter -0- in Part I, line 8 **3** N/A

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	522,154.	6,536,899.	.079878
2014	250,980.	6,528,643.	.038443
2013	374,337.	3,508,552.	.106693
2012	552,325.	3,779,581.	.146134
2011	817,725.	4,348,427.	.188051

2	**Total** of line 1, column (d)	2	.559199
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	.111840
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,471,074.
5	Multiply line 4 by line 3	5	835,565.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	931.
7	Add lines 5 and 6	7	836,496.
8	Enter qualifying distributions from Part XII, line 4	8	405,146.

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	1,861.
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	1,861.
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	1,861.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 480.		
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	480.
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	1,381.
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)? *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.*	1b		X
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. ▶ $ 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? *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) ▶ DE			
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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NO WEB SITE

14 The books are in care of ▶ WILMINGTON TRUST CO ALLISON PATNI Telephone no. ▶ (302) 651-1772
Located at ▶ 1100 NORTH MARKET STREET, WILMINGTON, DE ZIP+4 ▶ 19890-0001

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 | N/A

			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)? N/A | 1b | |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No
If "Yes," list the years ▶ ____, ____, ____, ____

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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.
▶ ____, ____, ____, ____

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 | |

			Yes	No
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

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

			Yes	No
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)?	N/A	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? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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.

(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 9		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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. 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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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 ▶	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	5,560,177.
b	Average of monthly cash balances		1b	282,518.
c	Fair market value of all other assets		1c	1,742,152.
d	**Total** (add lines 1a, b, and c)		1d	7,584,847.
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	7,584,847.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	113,773.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,471,074.
6	**Minimum investment return**. Enter 5% of line 5		6	373,554.

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	373,554.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 1,861.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,861.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	371,693.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	371,693.
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	371,693.

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	405,146.
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	405,146.
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	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	405,146.

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				371,693.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 602,572.				
b From 2012 359,456.				
c From 2013 181,787.				
d From 2014				
e From 2015 195,777.				
f Total of lines 3a through e	1,339,592.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 405,146.				
a Applied to 2015, but not more than line 2a			0.	
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				371,693.
e Remaining amount distributed out of corpus	33,453.			
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	1,373,045.			
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 instr.			0.	
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	602,572.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	770,473.			
10 Analysis of line 9:				
a Excess from 2012 359,456.				
b Excess from 2013 181,787.				
c Excess from 2014				
d Excess from 2015 195,777.				
e Excess from 2016 33,453.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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
2 a 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).)

NONE

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

NONE

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

Check here ▶ [X] 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:

NONE

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

N/A

c Any submission deadlines:

N/A

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

GRANTS MADE AS SELECTED BY TRUSTEES

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*				
ACADIA FAMILY CENTER 1 FERLAND POINT ROAD SOUTHWEST HARBOR, ME 04679		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	7,500.
ACADIA WILDLIFE FOUNDATION PO BOX 207 MOUNT DESERT, ME 04660		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	7,500.
ARTSPACE 230 SOUTH 500 WEST SALT LAKE CITY, UT 84101		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
COLLEGE OF THE ATLANTIC 105 EDEN STREET BAR HARBOR, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
COLLEGE OF WILLIAM & MARY FOUNDATION PO BOX 1693 WILLIAMSBURG, VA 23187		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	404,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	1,158.	
4 Dividends and interest from securities			14	121,890.	
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	<103,207.>	
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.	.	19,841.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 19,841.

(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).

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.

Thomas L. [signature] 5-5-17 ▶ Secretary & Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANK SCHER	FRANK SCHER	05/04/17		P00440203

Firm's name ▶ WILMINGTON TRUST COMPANY — Firm's EIN ▶ 51-0055023

Firm's address ▶ 1100 N MARKET STREET DE3-C070
WILMINGTON, DE 19890-0001 — Phone no. (302) 651-8565

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COMMUNITY SCHOOL OF MOUNT DESERT ISLAND PO BOX 825 BAR HARBOR, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	102,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
DOWNEAST HORIZONS FOUNDATION 1200 STATE HIGHWAY 3 BAR HARBOR, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	2,500.
FRIENDS OF ACADIA 43 COTTAGE STREET BAR HARBOR, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	2,000.
GIDEON'S PROMISE, INC 101 MARIETTA STREET NW 250 ATLANTA, GA 30303		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
HURRICANE ISLANND FOUNDATION PO BOX 1280 ROCKLAND, ME 04841		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	30,000.
ISLAND HOUSING TRUST PO BOX 851 MOUNT DESERT, ME 04660		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
ISLAND INSTITUTE PO BOX 648 ROCKLAND, ME 04841		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
ISLAND READERS AND WRITERS PO BOX 227 MOUNT DESERT, ME 04660		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,500.
JACKSON LABORATORY PO BOX 254 BAR HARBOR, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
Total from continuation sheets				369,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JUSTICEAID 2120 KALORAMA ROAD NW, APT 3 WASHINGTON, DC 20008		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
MAINE AUDOBON SOCIETY 20 GILSLAND FARM ROAD FALMOUTH, ME 04105		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	500.
MAINE ORGANIC FARMERS & GARDENERS ASSOCIATION PO BOX 170 UNITY, ME 04988		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
MAINE PUBLIC BROADCASTING CORPORATION 1450 LISBON STREET LEWISTON, ME 04240		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	4,000.
MAINE WOMEN'S FUND 74 LUNT ROAD, STE 100 FALMOUTH, ME 04105		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	8,000.
MISS HALL'S SCHOOL 492 HOLMES ROAD PITTSFIELD, MA 01201		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	30,000.
MOUNT DESERT FIRE AND RESCUE ASSOCIATION - FIRE DEPARTMENT PO BOX 814 NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	2,000.
MOUNT DESERT FIRE AND RESCUE ASSOCIATION - POLICE DEPARTMENT PO BOX 248 NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
MOUNT DESERT ISLAND BIOLOGICAL LABORATORY PO BOX 35 SALSBURY COVE, ME 04672		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
MOUNT DESERT ISLAND HISTORICAL SOCIETY PO BOX 653 MOUNT DESERT, ME 04660		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MOUNT DESERT ISLAND HOSPITAL 10 WAYMAN LANE BAR HARBOR, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	20,000.
MOUNT DESERT MEDICAL CENTER PO BOX 926 NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
MOUNT DESERT NURSERY SCHOOL 15 TRACY ROAD NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	3,000.
MOUNT DESERT NURSING ASSOCIATION PO BOX 397 NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
MOUNT DESERT LAND & GARDEN PRESERVE PO BOX 208 SEAL HARBOR, ME 04675		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
NATURAL RESOURCE COUNCIL OF MAINE 3 WADE STREET AUGUSTA, ME 04330		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	2,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
NEIGHBOR 4 NEIGHBOR C/O MAINE COMMUNITY FOUNDATION, INC 245 MAIN STREET ELLSWORTH, ME 04605		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	10,000.
NEIGHBORHOOD HOUSE CLUB PO BOX 332 NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
NORTHEAST HARBOR AMBULANCE SERVICE INC PO BOX 122 NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
Total from continuation sheets				

623631
04-01-16

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NORTHEAST HARBOR LIBRARY SCHOLARSHIP FUND PO BOX 279 NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	1,000.
NORTHEAST HARBOR LIBRARY PO BOX 279 NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
NORTHEAST HARBOR VILLAGE IMPROVEMENT SOCIETY PO BOX 86 HANCOCK, ME 04640		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	3,000.
PARISH OF ST. MARY AND ST. JUDE PO BOX 105 NORTHEAST HARBOR, ME 04662		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	50,000.
RESIST 259 ELM STREET, #201 SOMERVILLE, MA 02144		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
SEEDS OF INDEPENDENCE PO BOX 8 FREEPORT, ME 04032		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
STRIVE DC INC 128 M STREET NW, STE 318 WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	2,000.
STROUD WATER RESEARCH CENTER 970 SPENCER ROAD AVONDALE, PA 19311		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
UNITED WAY OF SALT LAKE 257 E 200 SOUTH, STE 300 SALT LAKE CITY, UT 84111		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
WILLOWIND THERAPEUTIC RIDING CENTER, INC 1140 STATE HIGHWAY 3 BAR HARBOR, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSE	5,000.
Total from continuation sheets				

623631
04-01-16

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
RESTRICTED SHORT TERM INVESTMENT CORP INTEREST	0.	0.	
RESTRICTED SHORT TERM INVESTMENT FD US INTEREST	1,158.	1,158.	
TOTAL TO PART I, LINE 3	1,158.	1,158.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ARISTOTLE FUND DIVIDEND INCOME K-1 BOX 6	9,329.	0.	9,329.	9,329.	
ARISTOTLE FUND INTEREST INCOME K-1 BOX 5	7,716.	0.	7,716.	7,716.	
SYLVAN PARTNERS LLC - SERIES I DIVIDEND INCOME	1,137.	0.	1,137.	1,137.	
SYLVAN PARTNERS LLC - SERIES IV DIVIDEND INCOME	61,530.	0.	61,530.	61,530.	
SYLVAN PARTNERS LLC - SERIES IV INTEREST INCOME	39.	0.	39.	39.	
U. S. INTEREST (DIRECT FROM SPECIFIC BONDS)	42,139.	0.	42,139.	42,139.	
TO PART I, LINE 4	121,890.	0.	121,890.	121,890.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE FEES	2,292.	1,146.		1,146.
TO FORM 990-PF, PG 1, LN 16B	2,292.	1,146.		1,146.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2016 FEDERAL EXCISE ESTIMATED TAXES PAID	116.	0.		0.
TO FORM 990-PF, PG 1, LN 18	116.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILMINGTON TRUST (CUSTODIAN) FEE	1,320.	1,320.		0.
ARISTOTLE FUND INVESTMENT INT EXPENSE BOX 13H	621.	621.		0.
ARISTOTLE FUND OTHER DEDUCTIONS BOX 13K	17,221.	17,221.		0.
SYLVAN PARTNERS I LLC OTHER DEDUCTIONS BOX 13K & 13L	115.	115.		0.
SYLVAN PARTNERS IV LLC OTHER DEDUCTIONS BOX 13K & 13L	8,240.	8,240.		0.
REDEMPTION FEE SYLVAN PARTNERS I LLC	1,312.	1,312.		0.
TO FORM 990-PF, PG 1, LN 23	28,829.	28,829.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
SHORT TERM INVESTMENT FUND & SYLVAN PARTNERS LLC DIVIDEND TIMING DIFFERENCE	1,369.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,369.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UNITED STATES TREASURY NOTES, SEE ATTACHED	X		692,765.	694,780.
TOTAL U.S. GOVERNMENT OBLIGATIONS			692,765.	694,780.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			692,765.	694,780.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SYLVAN PARTNERS LLC - SERIES I	COST	0.	0.
THE ARISTOTLE FUND OF MAINE, LP	COST	1,532,064.	1,742,152.
SYLVAN PARTNERS LLC - SERIES IV	COST	3,526,191.	3,996,192.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,058,255.	5,738,344.

Statement
Analysis of Changes in Net Assets or Fund Balances
Gerrish H Milliken Foundation
EIN. 06-6037106
12/31/2016

MUTUAL FUND ADJUSTMENT

Sylvan I & IV

	Income summary	T/C 986	plus +	$53,988.74	
	Fund Sheet	SUMMARY	minus -	$55,215.61	
				($1 226 87)	($1,226 87)
	Ending cost basis	M/V	plus +	$3,590,096.35	
	Beginning cost basis	M/V	minus -	($969,121 57)	
	Cost of purchases	T/C 946	minus -	-$3,590,096.35	
*****	Cost of sales	TAX COST BASIS	plus +	$969,121.57	
				0.00	$0.00
	Common fund loss	T/C 46	plus +	$0.00	
	Common fund gain	T/C 510	minus -	$0.00	
					$0.00

SHORT TERM INVESTMENT FUNDS

2015 income posted in 2016	plus +	$87.11	
2016 income posted in 2017	minus -	$229.32	($142.21)

NET FUND ADJUSTMENT/VARIANCE $\boxed{(\$1,369.08)}$

***** **cost of sale is before cost adjustment for 2016 k-1 attributes**

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETER MILLIKEN P.O. BOX 1926 SPARTANBURG, SC 29304	TRUSTEE 1.00	0.	0.	0.
THOMAS HAMILTON P.O. BOX 1926 SPARTANBURG, SC 29304	OFFICER / TREASURER 1.00	0.	0.	0.
STEPHEN G. MILLIKEN P.O. BOX 1926 SPARTANBURG, SC 29304	TRUSTEE 1.00	0.	0.	0.
JOHN W. MILLIKEN P.O. BOX 1926 SPARTANBURG, SC 29304	TRUSTEE 1.00	0.	0.	0.
PHOEBE WHIPPLE P.O. BOX 1926 SPARTANBURG, SC 29304	TRUSTEE 1.00	0.	0.	0.
GERRISH H. MILLIKEN III P.O. BOX 1926 SPARTANBURG, SC 29304	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FROM 01/01/2016 STATEMENT OF CAPITAL GAINS AND LOSSES
TO 12/31/2016 CUST FOR GERRISH H MILLIKEN FDTN RUN 04/18/2017 07 33 02 AM

TRUST YEAR ENDING 12/31/2016

TAX PREPARER 133
TRUST ADMINISTRATOR 712
INVESTMENT OFFICER 1

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	8949
135000 0000 U S TREASURY BONDS 6 625% 2/15/27 - 912810EZ7 - MINOR = 010									
SOLD		01/28/2016	195633 44						
ACQ	133000 0000	09/24/1997	192735 17	137571 88	55163 29	0 00	LT	Y	F
	2000 0000	01/02/1998	2898 27	2194 06	704 21	0 00	LT	Y	F
270000.0000 U S TREASURY NOTES 1.500% 2/28/19 - 912828C24 - MINOR = 18									
SOLD		01/28/2016	273258 08						
ACQ	270000 0000	03/16/2015	273258 08	270982 82	2275 26	0 00	ST		C
30000 0000 U S TREASURY NOTES 2 125% 2/29/16 - 912828QJ2 - MINOR = 18									
SOLD		01/28/2016	30046 77						
ACQ	30000 0000	03/16/2015	30046 77	30041 65	5 12	0 00	ST		C
10 2659 SYLVAN PARTNERS LLC - SERIES I - 999484108 - MINOR = 69									
SOLD		02/01/2016	874851 79						
ACQ	10 2659	08/03/2015	874851 79	970705.05	-95853 26	0 00	ST		C
CHANGED 04/18/17 FS1									
50000 0000 U S TREASURY NOTES 0 625% 8/31/17 - 912828TM2 - MINOR = 18									
SOLD		02/18/2016	49939 29						
ACQ	50000 0000	01/07/2014	49939 29	49626 17	313 12	0 00	LT		F
240000 0000 U S TREASURY NOTES 2 125% 2/29/16 - 912828QJ2 - MINOR = 18									
SOLD		02/29/2016	240000 00						
ACQ	130000 0000	05/31/2012	130000 00	137861 37	-7861 37	0 00	LT	Y	F
	110000.0000	01/07/2014	110000.00	110000 00	0.00	0 00	LT		F
125000 0000 U S TREASURY NOTES 1 750% 5/31/16 - 912828QP8 - MINOR = 18									
SOLD		04/29/2016	125146 07						
ACQ	100000.0000	01/07/2014	100116 86	100095 61	21 25	0 00	LT		F
	25000 0000	03/16/2015	25029 21	25026 53	2 68	0 00	LT		F
13000 0000 U S TREASURY NOTES 1 000% 8/31/16 - 912828RF9 - MINOR = 18									
SOLD		04/29/2016	13029 41						
ACQ	13000 0000	03/16/2015	13029 41	13021 98	7 43	0 00	LT		F
13000 0000 U S TREASURY NOTES 0 875% 11/30/16 - 912828RU6 - MINOR = 18									
SOLD		04/29/2016	13031 44						
ACQ	13000 0000	03/16/2015	13031 44	13022 93	8 51	0 00	LT		F
195000 0000 U S TREASURY NOTES 0.625% 8/31/17 - 912828TM2 - MINOR = 18									
SOLD		04/29/2016	194900 32						
ACQ	195000 0000	01/07/2014	194900 32	193542 04	1358 28	0 00	LT		F
245000.0000 U S TREASURY NOTES 0.750% 12/31/17 - 912828UE8 - MINOR = 18									
SOLD		04/29/2016	245027 89						
ACQ	245000 0000	01/07/2014	245027 89	242882 65	2145.24	0 00	LT		F
243000 0000 U S. TREASURY NOTES 0.750% 2/28/18 - 912828UR9 - MINOR = 18									
SOLD		04/29/2016	242961 22						
ACQ	243000 0000	03/12/2014	242961 22	240937 49	2023.73	0 00	LT		F
140000 0000 U S TREASURY NOTES 1 750% 5/31/16 - 912828QP8 - MINOR = 18									
SOLD		05/31/2016	140000 00						
ACQ	140000 0000	05/31/2012	140000 00	146721 56	-6721 56	0 00	LT	Y	F
270000 0000 U S TREASURY NOTES 0 875% 2/28/17 - 912828SJ0 - MINOR = 18									
SOLD		08/01/2016	270652 99						
ACQ	179000 0000	06/19/2013	179432 91	179979 51	-546 60	0 00	LT	Y	F
	80000.0000	01/07/2014	80193 48	80002 89	190 59	0 00	LT		F
	11000 0000	03/16/2015	11026 60	11013 81	12 79	0.00	LT		F
270000 0000 U S TREASURY NOTES 0 625% 5/31/17 - 912828SY7 - MINOR = 18									
SOLD		08/01/2016	270167 84						
ACQ	179000 0000	06/19/2013	179111 27	177783 96	1327 31	0 00	LT	Y	F
	80000 0000	01/07/2014	80049 73	79757 66	292 07	0 00	LT		F
	11000.0000	03/16/2015	11006 84	10966 09	40 75	0 00	LT		F
25000 0000 U S TREASURY NOTES 0 625% 8/31/17 - 912828TM2 - MINOR = 18									
SOLD		08/01/2016	25003 82						
ACQ	25000.0000	03/16/2015	25003 82	24906 66	97 16	0 00	LT		F
25000.0000 U S TREASURY NOTES 0.750% 12/31/17 - 912828UE8 - MINOR = 18									
SOLD		08/01/2016	25040 93						
ACQ	25000 0000	03/16/2015	25040 93	24900 06	140 87	0 00	LT		F
27000 0000 U S TREASURY NOTES 0 750% 2/28/18 - 912828UR9 - MINOR = 18									
SOLD		08/01/2016	27046 32						
ACQ	27000.0000	03/16/2015	27046 32	26863 09	183.23	0 00	LT		F
270000.0000 U S TREASURY NOTES 1.000% 5/31/18 - 912828VE7 - MINOR = 18									
SOLD		08/01/2016	271623 32						
ACQ	182000 0000	09/22/2014	183094 24	180564 52	2529 72	0.00	LT		F
	88000 0000	03/16/2015	88529 08	87587 79	941 29	0 00	LT		F
257000.0000 U S TREASURY NOTES 1.000% 8/31/16 - 912828RF9 - MINOR = 18									
SOLD		08/31/2016	257000 00						
ACQ	177000 0000	11/15/2012	177000 00	180692 70	-3692 70	0 00	LT	Y	F
	80000 0000	01/07/2014	80000 00	80000 00	0 00	0 00	LT		F
257000 0000 U S TREASURY NOTES 0 875% 11/30/16 - 912828RU6 - MINOR = 18									
SOLD		11/30/2016	257000 00						
ACQ	177000 0000	11/15/2012	177000 00	179863.01	-2863 01	0 00	LT	Y	F
	80000.0000	01/07/2014	80000 00	80000 00	0 00	0 00	LT		F
		TOTALS	4041360 94	4089115.54					

TAX PREPARER. 133
TRUST ADMINISTRATOR 712
INVESTMENT OFFICER 1

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM NC

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0 00	0.00	35509 57	0 00	0 00	0 00*
COVERED FROM ABOVE	-93572 88	0 00	10308 71	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	0 00	0 00			0 00
	-93572 88	0 00	45818 28	0 00	0 00	0 00
STATE						
NONCOVERED FROM ABOVE	0 00	0 00	35509 57	0 00	0 00	0 00*
COVERED FROM ABOVE	-93572 88	0 00	10308.71	0.00	0 00	
COMMON TRUST FUND	0 00	0.00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	0.00	0 00			0 00
	-93572 88	0 00	45818 28	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
CONNECTICUT	N/A	N/A

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 ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b	ARISTOTLE FUND S/T GAIN K-1 BOX 8	P	VARIOUS	12/31/16
c	SYLVAN PARTNERS I S/T LOSS K-1 BOX 8	P	VARIOUS	12/31/16
d	SYLVAN PARTNERS IV S/T LOSS K-1 BOX 8	P	VARIOUS	12/31/16
e	SYLVAN PARTNERS I LLC L/T GAIN K-1 BOX 9A	P	VARIOUS	12/31/16
f	SYLVAN PARTNERS IV LLC L/T LOSS K-1 BOX 9A	P	VARIOUS	12/31/16
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	4,041,361.		4,089,116.	<47,755.>
b	6,005.			6,005.
c			36.	<36.>
d			34,710.	<34,710.>
e	1,669.			1,669.
f			28,380.	<28,380.>
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<47,755.>
b				6,005.
c				<36.>
d				<34,710.>
e				1,669.
f				<28,380.>
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	<103,207.>
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

623591
04-01-16

Supporting Detail for 990PF Part II Page Two Balance Sheet

Account: 009209-009 CUST FOR GERRISH H MILLIKEN FDTN

As of Date 12/31/2016

Description		CUSIP	Quantity	Market Value	Federal Tax Cost
RESTRICTED SHORT TERM INVESTMENT FND		821400009	510,515 8300	510,515 83	510,515 83
SYLVAN PARTNERS LLC - SERIES IV		99Y800DD6	41 7888	3,996,192 32	3,526,191 00
THE ARISTOTLE FUND OF MAINE, LP, showing ending partner capital as per schedule K-1 as market value here and also for Part X purposes, and ending tax basis P Y $1,526,856 add $5,208 net 2016 effect		LP0055444	1 0000	1,742,152 00	1,532,064 00
UNITED STATES TREASURY NOTES DTD 11/30/2013 1.250% 11/30/2018		912828A34	270,000 0000	270,391 50	270,028 12
UNITED STATES TREASURY NOTES DTD 05/31/2014 1.500% 05/31/2019		912828WL0	152,000 0000	152,700 72	152,036 30
UNITED STATES TREASURY NOTES DTD 08/31/2011 1.500% 08/31/2018		912828RE2	270,000 0000	271,687 50	270,700 36
TOTAL Principal Portfolio -	**USD**		**1,202,558.6188**	**6,943,639.87**	**6,261,535.61**
RESTRICTED SHORT TERM INVESTMENT FND		821400009		0 00	0 00
TOTAL Income Portfolio -	**USD**		**0.0000**	**0.00**	**0.00**
TOTAL 009209-009				**$6,943,640**	**$6,261,536**

I:\WTX\TaxApps_A TAX FILE ROOM\9 - 990s & 990PFs & 990Ts (Account Specific)\009209-009\year 2016\balance sheet attachment 009209 009 annotated for Aristotle