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

2016

Department of the Treasury
Internal Revenue Service

▶ 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.

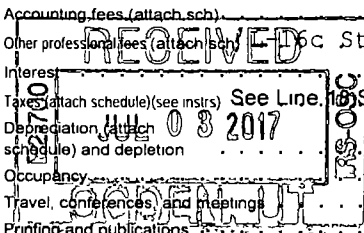
Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, **and ending** ,

| | | |
|--|---|---|
| Name of foundation <u>Grandison Foundation</u> | | A Employer identification number <u>13-3883296</u> |
| Number and street (or P O box number if mail is not delivered to street address) Room/suite <u>One North Broadway, 12th Floor</u> | | B Telephone number (see instructions) <u>(914) 285-9800</u> |
| City or town, state or province, country, and ZIP or foreign postal code <u>White Plains NY 10601</u> | | C If exemption application is pending, check here. ▶ <input type="checkbox"/> |
| G Check all that apply | | D 1 Foreign organizations, check here ▶ <input type="checkbox"/> |
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity | 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/> |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/> |
| <input checked="" type="checkbox"/> Address change | <input type="checkbox"/> Name change | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/> |
| H Check type of organization | | |
| <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust | <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation | |
| <input type="checkbox"/> Other taxable private foundation | | |
| I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ <u>2,695,231.</u> | | |
| J Accounting method | | |
| <input type="checkbox"/> Other (specify) | <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual | |
| (Part I, column (d) must be on cash basis) | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (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) | 57,500. | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 3. | 3. | | |
| | 4 Dividends and interest from securities | 61,695. | 61,695. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 336,854. | L-6a Stmt | | |
| | b Gross sales price for all assets on line 6a | 2,791,958. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 336,854. | | |
| | 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) | | | | | |
| See Line 11 Stmt | 12,300. | 12,300. | | | |
| 12 Total Add lines 1 through 11. | 468,352. | 410,852. | | | |
| ADMINISTRATIVE EXPENSES | 13 Compensation of officers, directors, trustees, etc | | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule). L-16a Stmt. | 21,164. | 18,664. | | 2,500. |
| | b Accounting fees (attach sch) | | | | |
| | c Other professional fees (attach sch) c Stmt. | 16,555. | 16,555. | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule)(see instrs) See Line 18 Stmt | 23,065. | 23,065. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | | | | |
| | See Line 23 Stmt | 555. | 555. | | |
| | 24 Total operating and administrative expenses Add lines 13 through 23 | 61,339. | 58,839. | | 2,500. |
| 25 Contributions, gifts, grants paid | 623,450. | | | 623,450. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 684,789. | 58,839. | | 625,950. | |
| 27 Subtract line 26 from line 12. | | | | | |
| a Excess of revenue over expenses and disbursements | -216,437. | | | | |
| b Net investment income (if negative, enter -0-). | | 352,013. | | | |
| c Adjusted net income (if negative, enter -0-). | | | | | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | |
|--|---|--|----------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| ASSETS | 1 Cash — non-interest-bearing | 532,094. | 111,040. | 111,040. |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach sch) ▶ | | | |
| | 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) L-10b Stmt | 2,076,659. | 2,367,647. | 2,584,191. |
| | c Investments — corporate bonds (attach schedule) | 85,015. | 0. | 0. |
| | 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). | 2,693,768. | 2,478,687. | 2,695,231. | |
| LIABILITIES | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ▶) | | | |
| | 23 Total liabilities (add lines 17 through 22) | | | |
| NET ASSETS OR FUND BALANCES | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 2,693,768. | 2,478,687. | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| 30 Total net assets or fund balances (see instructions) | 2,693,768. | 2,478,687. | | |
| 31 Total liabilities and net assets/fund balances (see instructions) | 2,693,768. | 2,478,687. | | |

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 | 2,693,768. |
| 2 Enter amount from Part I, line 27a | 2 | -216,437. |
| 3 Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt | 3 | 1,356. |
| 4 Add lines 1, 2, and 3 | 4 | 2,478,687. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 | 6 | 2,478,687. |

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 shares MLC Company) | (b) How acquired P — Purchase D — Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1 a PUBLICLY TRADED SECURITIES | | | |
| b CAPITAL GAINS DISTRIBUTIONS | | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|---|--|---|
| a 2,777,743. | | 2,455,104. | 322,639. |
| b 14,215. | | 0. | 14,215. |
| 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 0. | 0. | 0. | 322,639. |
| b | | | 14,215. |
| 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 | 336,854. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8] | 3 | |

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

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

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

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

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

| 1 Enter the appropriate amount in each column for each year, see the instructions before making any entries | | | |
|--|---------------------------------------|--|--|
| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
| 2015 | 717,055. | 3,445,599. | 0.208108 |
| 2014 | 230,900. | 3,703,871. | 0.062340 |
| 2013 | 377,794. | 3,282,891. | 0.115080 |
| 2012 | 463,623. | 3,237,979. | 0.143183 |
| 2011 | 283,441. | 3,564,125. | 0.079526 |

| | | |
|---|----------|------------|
| 2 Total of line 1, column (d) | 2 | 0.608237 |
| 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 | 0.121647 |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5. | 4 | 2,924,322. |
| 5 Multiply line 4 by line 3 | 5 | 355,735. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 3,520. |
| 7 Add lines 5 and 6 | 7 | 359,255. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 625,950. |

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)

| | | | |
|---|-----|---------|--------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 3,520. |
| 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 | 3,520. |
| 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 | 3,520. |
| 6 Credits/Payments | | | |
| a 2016 estimated tax pmts and 2015 overpayment credited to 2016 | 6 a | 22,005. | |
| b Exempt foreign organizations – tax withheld at source | 6 b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6 c | 0. | |
| d Backup withholding erroneously withheld | 6 d | | |
| 7 Total credits and payments Add lines 6a through 6d | 7 | 22,005. | |
| 8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 18,485. | |
| 11 Enter the amount of line 10 to be Credited to 2017 estimated tax 18,485. Refunded | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i> | | 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? <i>If 'Yes,' attach a conformed copy of the changes</i> | | X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i> | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col (c), and Part XV</i> | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NEW YORK | | |
| 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> | 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)? <i>If 'Yes,' complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> | | 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) | | 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) | | X |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | X | |
| Website address ▶ <u>N/A</u> | | |
| 14 The books are in care of ▶ <u>Grandison Foundation</u> Telephone no ▶ <u>(914) 285-9800</u> | | |
| Located at ▶ <u>One North Broadway, 12th Fl. White Plains NY</u> ZIP + 4 ▶ <u>10601-2310</u> | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | | <input type="checkbox"/> |
| and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> | | |
| 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? | | 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 |
|--|---|--|
| 1 a During the year did the foundation (either directly or indirectly) | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| (6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | | X |
| Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | | |
| 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? | | 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __ | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions) | | |
| 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 __ | | |
| 3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If 'Yes,' did it have excess business holdings in 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) | | |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 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? | | X |

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

5 a 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)?

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)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

7 a 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?

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).

Table with 5 columns: (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. Rows contain 'See Attached Statement' and '0.00'.

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

Table with 5 columns: (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. Row contains 'NONE'.

Total number of other employees paid over \$50,000 None

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 | | None |

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

| | Expenses |
|--------|----------|
| 1 NONE | 0. |
| 2 | |
| 3 | |
| 4 | |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

| | Amount |
|--|--------|
| 1 NONE | 0. |
| 2 | |
| 3 All other program-related investments See instructions | |
| Total. Add lines 1 through 3 | None |

BAA

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 | 1 a | 2,659,617. |
| b | Average of monthly cash balances | 1 b | 309,238. |
| c | Fair market value of all other assets (see instructions) | 1 c | |
| d | Total (add lines 1a, b, and c) | 1 d | 2,968,855. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1 e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 2,968,855. |
| 4 | Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 44,533. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 2,924,322. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 146,216. |

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 | 146,216. |
| 2 a | Tax on investment income for 2016 from Part VI, line 5 | 2 a | 3,520. |
| b | Income tax for 2016 (This does not include the tax from Part VI) | 2 b | |
| c | Add lines 2a and 2b | 2 c | 3,520. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 142,696. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 142,696. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 142,696. |

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 | 1 a | 625,950. |
| b | Program-related investments — total from Part IX-B | 1 b | 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) | 3 a | |
| b | Cash distribution test (attach the required schedule) | 3 b | |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 625,950. |
| 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 | 3,520. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 622,430. |

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 | | | | 142,696. |
| 2 Undistributed income, if any, as of the end of 2016 | | | | |
| a Enter amount for 2015 only | | | 169,285. | |
| b Total for prior years 20 __, 20 __, 20 __ | | | | |
| 3 Excess distributions carryover, if any, to 2016 | | | | |
| a From 2011 | 284,453. | | | |
| b From 2012 | 465,145. | | | |
| c From 2013 | 380,675. | | | |
| d From 2014 | 230,900. | | | |
| e From 2015 | 720,050. | | | |
| f Total of lines 3a through e | 2,081,223. | | | |
| 4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 625,950. | | | | |
| a Applied to 2015, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required — see instructions) | | | | |
| c Treated as distributions out of corpus (Election required — see instructions) | | | | |
| d Applied to 2016 distributable amount | | | | |
| e Remaining amount distributed out of corpus | 625,950. | | | |
| 5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5. | 2,707,173. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount — see instructions | | 0. | | |
| e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions. | | | 169,285. | |
| f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 | | | | 142,696. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions) | | | | |
| 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) | 284,453. | | | |
| 9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a | 2,422,720. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2012 | 465,145. | | | |
| b Excess from 2013 | 380,675. | | | |
| c Excess from 2014 | 230,900. | | | |
| d Excess from 2015 | 720,050. | | | |
| e Excess from 2016 | 625,950. | | | |

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | | | |
| 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 | Tax year | Prior 3 years | | | (e) Total |
| | (a) 2016 | (b) 2015 | (c) 2014 | (d) 2013 | |
| 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))
 See Attached Statement
- 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 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
 See Attached Statement
- b** The form in which applications should be submitted and information and materials they should include
 See Attached Statement
- c** Any submission deadlines
 See Attached Statement
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 See Attached Statement

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 |
|---|---|--------------------------------|----------------------------------|-----------------------|
| <p><i>a Paid during the year</i> See Attached Statement</p> | | | | <p>623,450.</p> |
| Total | | | | ▶ 3 a 623,450. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | | ▶ 3 b |

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2016

Name of the organization

Employer identification number

Grandison Foundation

13-3883296

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

Grandison Foundation

13-3883296

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---------------|--|-------------------------------|---|
| 1 | TRUDEAU CHARITABLE LEAD TRUST ONE NORTH BROADWAY, 12TH FLOOR WHITE PLAINS NY 10601 | \$ 57,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| --- | ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| --- | ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| --- | ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| --- | ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| --- | ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name Grandison Foundation Employer Identification Number 13-3883296

Asset Information:

| | |
|---|---|
| Description of Property <u>PUBLICLY TRADED SECURITIES</u> | |
| Date Acquired . . . <u>Various</u> | How Acquired . . . <u>Purchased</u> |
| Date Sold . . . <u>Various</u> | Name of Buyer . . . _____ |
| Sales Price . . . <u>2,791,958.</u> | Cost or other basis (do not reduce by depreciation) . . . <u>2,455,104.</u> |
| Sales Expense . . . _____ | Valuation Method _____ |
| Total Gain (Loss) . . . <u>336,854.</u> | Accumulation Depreciation . . . _____ |
| Description of Property _____ | |
| Date Acquired . . . _____ | How Acquired . . . _____ |
| Date Sold . . . _____ | Name of Buyer . . . _____ |
| Sales Price . . . _____ | Cost or other basis (do not reduce by depreciation) . . . _____ |
| Sales Expense . . . _____ | Valuation Method _____ |
| Total Gain (Loss) . . . _____ | Accumulation Depreciation . . . _____ |
| Description of Property _____ | |
| Date Acquired . . . _____ | How Acquired . . . _____ |
| Date Sold . . . _____ | Name of Buyer . . . _____ |
| Sales Price . . . _____ | Cost or other basis (do not reduce by depreciation) . . . _____ |
| Sales Expense . . . _____ | Valuation Method _____ |
| Total Gain (Loss) . . . _____ | Accumulation Depreciation . . . _____ |
| Description of Property _____ | |
| Date Acquired . . . _____ | How Acquired . . . _____ |
| Date Sold . . . _____ | Name of Buyer . . . _____ |
| Sales Price . . . _____ | Cost or other basis (do not reduce by depreciation) . . . _____ |
| Sales Expense . . . _____ | Valuation Method _____ |
| Total Gain (Loss) . . . _____ | Accumulation Depreciation . . . _____ |
| Description of Property _____ | |
| Date Acquired . . . _____ | How Acquired . . . _____ |
| Date Sold . . . _____ | Name of Buyer . . . _____ |
| Sales Price . . . _____ | Cost or other basis (do not reduce by depreciation) . . . _____ |
| Sales Expense . . . _____ | Valuation Method _____ |
| Total Gain (Loss) . . . _____ | Accumulation Depreciation . . . _____ |
| Description of Property _____ | |
| Date Acquired . . . _____ | How Acquired . . . _____ |
| Date Sold . . . _____ | Name of Buyer . . . _____ |
| Sales Price . . . _____ | Cost or other basis (do not reduce by depreciation) . . . _____ |
| Sales Expense . . . _____ | Valuation Method _____ |
| Total Gain (Loss) . . . _____ | Accumulation Depreciation . . . _____ |

Additional Information

Part VIII, Line 1, Page 6 of Form 990-PF

| (a) Name and Address | (b) Title, Average Hours, Per Week Devoted to Position |
|---|---|
| Jane P. Trudeau One N. Broadway, 12th Floor White Plains, NY 10601 | Director, Chairman of the Board, Secretary; Part-time |
| Garry B. Trudeau One N. Broadway, 12th Floor White Plains, NY 10601 | Director, President and Treasurer; Part-time |
| Lee Harrison Corbin 45 Avon Road Larchmont, NY 10538 | Assistant Treasurer, Assistant Secretary, Part-time |
| Ann Pauley 717 Ivy Street Pittsburgh, PA 15232 | Director; Part-time |

(c) Lee Harrison Corbin is a partner in the law firm of Kurzman & Eisenberg, LLP, One North Broadway, White Plains, NY 10601, which firm was reimbursed for its actual expenditures and compensated to the extent of the reasonable value of legal and accounting services rendered to the Foundation in connection with its operation and maintenance of its tax-exempt status.

Additional Information

Part XV, Lines 1 and 2, Page 10 of Form 990-PF

Information regarding Foundation Managers

Garry B. Trudeau

Jane P. Trudeau

Information regarding Contribution, Grant, Gift, Loan,
Scholarship, etc. Programs:

The Foundation makes grants to a relatively small number of pre-selected charitable organizations. On rare occasions, the Foundation may make grants to other worthwhile charitable organizations that come to the attention of the officers and directors of the Foundation.

The Foundation has no paid staff. The directors meet only once a year, for the annual meeting of directors, usually in December, at which time unsolicited requests for grants are brought to their attention.

The Foundation does not make grants to individuals and does not accept unsolicited applications for funds from individuals.

There is no particular form that the application for a grant must take. Grant applications should be addressed as follows:

Grandison Foundation
One North Broadway, 12th Floor
White Plains, NY 10601

The Foundation's telephone number is (914) 285-9800. Since the Foundation has no paid staff, it discourages telephone contact.

Additional Information

Part XV, Line 3, Page 11 of Form 990-PF

| Name | Relationship | Status | Contribution | Amount |
|--|--------------|--------|-----------------|-----------|
| The Children's Health Foundation | None | Public | General Purpose | \$130,000 |
| Kingsley Trust Association | " | " | " " | \$250 |
| High Peaks Hospice | " | " | " " | \$250 |
| Adirondack Nature Conservancy | " | " | " " | \$500 |
| Brady Center to Prevent Handgun Violence | " | " | " " | \$2,500 |
| Coalition for the Homeless | " | " | " " | \$5,000 |
| Freedom from Hunger | " | " | " " | \$25,000 |
| Friends of Willoughby Wallace Memorial Library | " | " | " " | \$100 |
| Saranac Lake Free Library | " | " | " " | \$100 |
| The Adirondack Council | " | " | " " | \$500 |
| Trees for the Future | " | " | " " | \$2,500 |
| Trudeau Institute | " | " | " " | \$10,000 |
| Yale School of Art | " | " | " " | \$10,000 |
| Yale University | " | " | " " | \$1,000 |
| McGovern Institute | " | " | " " | \$10,000 |
| Mind Trust | " | " | " " | \$10,000 |
| Historic Saranac Lake | " | " | " " | \$1,000 |
| The Urban Assembly | " | " | " " | \$5,000 |
| SWAN | " | " | " " | \$2,500 |
| The Drawing Center | " | " | " " | \$250 |
| MGH Cancer Center | " | " | " " | \$300,000 |
| Encore.org | " | " | " " | \$5,000 |
| IAVA | " | " | " " | \$500 |
| Planned Parenthood | " | " | " " | \$1,250 |
| Wild Center | " | " | " " | \$250 |
| Comic Relief, Inc. | " | " | " " | \$100,000 |

Additional Information

Part VII-A, Line 10, Page 4 of Form 990-PF

Substantial Contributors

Jane P. Trudeau

One N. Broadway, 12th Floor

White Plains, NY 10601

Garry B. Trudeau

One N. Broadway, 12th Floor

White Plains, NY 10601

Trudeau Charitable Lead Trust

45 Avon Road

Larchmont, NY 10538

Form 990-PF, Page 1, Part I

Continued

Line 16a - Legal Fees

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------|--------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| | its exempt status | | | | |
| Total | | <u>21,164.</u> | <u>18,664.</u> | | <u>2,500.</u> |

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

| Name of Provider | Type of Service Provided | Amount Paid Per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------|--------------------------|-----------------------|-----------------------|---------------------|---------------------------------------|
| Fidelity | Investment fees | 16,555. | | | |
| Total | | <u>16,555.</u> | | | |

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

| Line 10b - Investments - Corporate Stock: | End of Year | |
|--|-------------|-------------------|
| | Book Value | Fair Market Value |
| 1,750SHS INVIVO THERAPEUTICS HLDGS | 9,800. | 7,350. |
| 21,883.289SHS MAINGATE MLP FUND | 154,660. | 229,118. |
| 3,004.326SHS OPPENHEIMER INTL GROWTH FD | 100,885. | 104,190. |
| 8,699.634SHS PAX WORLD GLB ENVIR MARKETS INSTL | 95,000. | 115,183. |
| 26,021.088SHS STONERIDGE US VARNC RISK | 257,349. | 278,165. |
| 10,697.674SHS BARROW LONG/SHORT OPPTY FD | 115,000. | 109,116. |
| 19,628.099SHS BLACKROCK STRATEGIC INCOME | 189,094. | 192,944. |
| 21,436.848SHS BLACKROCK DYNAMIC HIGH INCOME | 185,000. | 199,577. |
| 25,558.248SHS DOUBLELINE TOTAL RETURN BOND | 278,585. | 271,429. |
| 10,422.817SHS PRUDENTIAL SHORT TERM CORP | 114,964. | 115,068. |
| 10,377.914SHS STONERIDGE REINSURAC RISK | 106,106. | 105,232. |
| 1,707SHS ISHARES RUSSELL 1000 GROWTH | 158,568. | 179,064. |
| 11,530SHS WISDOMTREE US QUALITY DIV | 330,112. | 383,603. |
| 39SHS GENPACK LIMITED COM | 1,061. | 949. |
| 39SHS HORIZON PHARMA PLC | 675. | 631. |
| 24SHS ICON PLC SHS | 1,575. | 1,805. |
| 7SHS CORE LABORATORIES | 687. | 840. |
| 57SHS ACI WORLDWIDE INC | 1,016. | 1,035. |
| 30SHS ADVANCED ENERGY INDUSTRIES | 1,032. | 1,643. |
| 6SHS AFFILIATED MANAGERS GROUP | 1,034. | 872. |
| 50SHS AKORN INC | 1,296. | 1,092. |
| 27SHS ALIGN TECHNOLOGY | 1,777. | 2,596. |
| 19SHS ARISTA NETWORKS INC | 1,471. | 1,839. |
| 13SHS AUTOLIV INC | 1,328. | 1,471. |
| 25SHS BANK OF THE OZARKS | 1,021. | 1,315. |
| 18SHS B/E AEROSPACE | 725. | 1,083. |
| 39SHS BED BATH & BEYOND | 1,660. | 1,585. |

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

| Line 10b - Investments - Corporate Stock: | End of Year | |
|---|-------------|-------------------|
| | Book Value | Fair Market Value |
| 27SHS BERRY PLASTICS GROUP | 1,199. | 1,316. |
| 6SHS BOSTON BEER COMPANY | 989. | 1,019. |
| 26SHS BROADSOFT INC | 884. | 1,073. |
| 27SHS BROADRIDGE FINANCIAL SOLUTIONS | 1,486. | 1,790. |
| 22SHS BURLINGTON STORE INC | 1,179. | 1,865. |
| 54SHS CBRE GROUP | 1,510. | 1,700. |
| 52SHS CSRA INC | 1,639. | 1,656. |
| 17SHS CARTER INC | 1,679. | 1,469. |
| 30SHS CENTENE CORP | 1,845. | 1,695. |
| 30SHS CHENIERE ENERGY | 1,098. | 1,243. |
| 11SHS CHINA LODGING GROUP | 409. | 570. |
| 21SHS CINEMARK HLDGS | 840. | 806. |
| 27SHS DAVE & BUSTERS ENTMT | 1,077. | 1,520. |
| 26SHS DEXCOM INC | 1,828. | 1,552. |
| 16SHS DIAMONDBACK ENERGY INC | 1,204. | 1,617. |
| 28SHS DOLBY LABORATORIES | 1,004. | 1,265. |
| 43SHS DUNKIN BRANDS GROUP | 1,895. | 2,255. |
| 13SHS EAGLE MATERIALS | 1,070. | 1,281. |
| 22SHS EMCOR GROUP | 1,239. | 1,557. |
| 88SHS ENTEGRIS INC | 1,012. | 1,575. |
| 35SHS FIRST REP BK SAN FRANCISCO | 2,351. | 3,225. |
| 42SHS FOOT LOCKER INC | 2,830. | 2,977. |
| 53SHS FORTINET INC | 1,491. | 1,596. |
| 15SHS GARTNER INC | 1,308. | 1,516. |
| 15SHS GLOBAL PMTS INC | 1,099. | 1,041. |
| 13SHS GUIDEWIRE SOFTWARE INC | 707. | 641. |
| 55SHS HD SUPPLY HLDGS | 1,441. | 2,338. |
| 21SHS HAWAIIAN HLDGS INC | 1,016. | 1,197. |
| 24SHS IAC INTERACTIVE CORP | 1,235. | 1,555. |
| 17SHS IDEXX LABS | 1,192. | 1,994. |
| 35SHS IMAX CORP | 1,081. | 1,099. |
| 21SHS INTERACTIVE BROKERS GROUP | 674. | 767. |
| 34SHS IONIS PHARMACEUTICALS | 1,301. | 1,626. |
| 54SHS KAPSTONE PAPER & PACKAGING | 789. | 1,191. |
| 20SHS MANHATTAN ASSOCS INC | 1,145. | 1,061. |
| 8SHS MARKETAXESS HLDGS INC | 926. | 1,175. |
| 28SHS MEDIDATA SOLUTIONS INC | 1,189. | 1,391. |
| 18SHS MERCADOLIBRE INC | 1,773. | 2,811. |
| 72SHS MICHAELS COS INC | 1,928. | 1,472. |
| 16SHS MIDDLEBY CORP | 431. | 2,061. |
| 48SHS MOMENTA PHARMACEUTICALS INC | 582. | 722. |
| 107SHS NAVIENT CORP | 1,512. | 1,758. |
| 20SHS NORDSON CORP | 1,204. | 2,241. |
| 32SHS NORDSTROM INC | 1,736. | 1,534. |
| 24SHS OLD DOMINION FGHT LINES | 1,314. | 2,059. |
| 17SHS OPHTHOTTECH CORP | 919. | 82. |
| 16SHS OWENS CORNING | 849. | 825. |
| 22SHS POWER INTEGRATIONS INC | 1,030. | 1,493. |
| 19SHS PRESTIGE BRANDS HLDGS | 1,056. | 990. |
| 22SHS PROTO LABS INC | 1,261. | 1,130. |
| 30SHS RSP PERMIAN INC | 1,116. | 1,339. |

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

| Line 10b - Investments - Corporate Stock: | End of Year | |
|---|-------------|-------------------|
| | Book Value | Fair Market Value |
| 12SHS RADIUS HEALTH INC | 375. | 456. |
| 81SHS SABRE CORP | 2,148. | 2,021. |
| 29SHS SPLUNK INC | 1,330. | 1,483. |
| 55SHS SUPERIOR ENERGY SERVICES | 809. | 928. |
| 47SHS SUPERNUS PHARMACEUTICALS INC | 531. | 1,187. |
| 26SHS TABLEAU SOFTWARE INC | 2,065. | 1,096. |
| 46SHS TERADATA CORP | 1,453. | 1,250. |
| 38SHS TOTAL SYS SVCS INC | 1,521. | 1,863. |
| 54SHS TRIMBLE INC | 1,528. | 1,628. |
| 19SHS UNITED RENTALS INC | 1,460. | 2,006. |
| 22SHS VEEVA SYS INC | 526. | 895. |
| 21SHS WABTEC CORP | 1,346. | 1,743. |
| 35SHS WILLIAMS SONOMA INC | 1,802. | 1,694. |
| 22SHS WYNDHAM WORLDWIDE CORP | 1,424. | 1,680. |
| 26SHS XYLEM INC | 1,076. | 1,288. |
| 96SHS AERCAP HOLDINGS | 3,545. | 3,995. |
| 127SHS ADECCO GROUP | 3,414. | 4,164. |
| 852SHS AEGON N V NY | 4,546. | 4,712. |
| 367SHS AIRBUS GROUP | 5,399. | 6,081. |
| 763SHS AMBEV SA SPONS | 4,445. | 3,746. |
| 165SHS ASTELLAS HPARMA | 2,829. | 2,297. |
| 204SHS AXA ADS | 4,586. | 5,161. |
| 139SHS BHP BILLITON | 3,671. | 4,373. |
| 574SHS BANCO BILBAO VIZCAYA ARGENT | 3,709. | 3,886. |
| 257SHS CK HUTCHISON HOLDINGS | 3,339. | 2,917. |
| 159SHS CARLSBERG AS SPON | 2,914. | 2,749. |
| 641SHS CARREFOUR SA SPON | 3,117. | 3,088. |
| 91SHS CHINA MOBILE LTD | 5,118. | 4,771. |
| 95SHS DBS GROUP HOLDINGS | 4,477. | 4,561. |
| 25SHS DNB ASA SPONS | 3,640. | 3,729. |
| 124SHS DEUTSCHE POST AG SPONS | 3,010. | 4,085. |
| 494SHS E ON SE SPONS | 4,464. | 3,491. |
| 274SHS ENGIE SPON ADR | 4,249. | 3,503. |
| 62SHS FRESENIUS MEDICAL CARE | 2,584. | 2,617. |
| 119SHS GEMALTO NV SPONS | 3,567. | 3,447. |
| 143SHS SHBC HLDGS | 5,038. | 5,746. |
| 481SHS INTESA SANPAOLO | 7,440. | 7,385. |
| 445SHS JULIUS BAER GROUP | 3,771. | 3,961. |
| 203SHS KOMATSU LTD | 4,720. | 4,608. |
| 120SHS KONINKLIJKE PHILIPS NV NY | 3,202. | 3,668. |
| 478SHS MAZDA MOTOR CORP | 3,888. | 3,918. |
| 238SHS MITSUBISHI ESTATE LTD | 4,640. | 4,749. |
| 126SHS MURATA MFG CO | 3,749. | 4,227. |
| 215SHS ORANGE SPONSORED | 3,662. | 3,255. |
| 193SHS OTSUKA HOLDINGS | 3,246. | 4,214. |
| 320SHS PANASONIC CORP | 3,585. | 3,264. |
| 163SHS ROCHE HLDG LTD | 5,245. | 4,663. |
| 229SHS ROYAL DSM N V | 2,788. | 3,440. |
| 115SHS ROYAL DUTCH SHELL ADR | 5,039. | 6,254. |
| 1,055SHS ROYAL KPN NV SPONS | 4,141. | 3,131. |
| 73SHS SCHLUMBERGER LTD | 5,555. | 6,128. |

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

| Line 10b - Investments - Corporate Stock: | End of Year | |
|---|-------------------|-------------------|
| | Book Value | Fair Market Value |
| 196SHS SECOM LTD | 3,416. | 3,591. |
| 356SHS SEIKO EPSON CORP | 2,649. | 3,777. |
| 116SHS SMITH & NEPHEW ADR | 3,886. | 3,489. |
| 377SHS SOCIETE GENERALE FRACE SPONS | 2,886. | 3,718. |
| 181SHS SUNTORY BEVERAGE & FOOD LTD | 4,185. | 3,767. |
| 113SHS TOTAL SA SPONSORED | 5,174. | 5,760. |
| 229SHS VIVENDI SA ADR | 4,672. | 4,361. |
| Total | <u>2,367,647.</u> | <u>2,584,191.</u> |