EXTENDED TO NOVEMBER 15, 2017

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: THE GREAT ISLAND FOUNDATION

A Employer identification number: 13-4049061

Number and street (or P O box number if mail is not delivered to street address): 115 EAST 69TH STREET | Room/suite:

B Telephone number: 212-794-6060

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10021

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: [X] 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) ▶$ 32,072,720.

J Accounting method: [X] 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 ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	931.	931.		STATEMENT 1
4 Dividends and interest from securities	174,732.	174,732.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,652,443.			
b Gross sales price for all assets on line 6a 8,185,367.				
7 Capital gain net income (from Part IV, line 2)		2,652,443.		
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)				
11 Other income	-2,068.	208.		STATEMENT 3
12 **Total** Add lines 1 through 11	2,826,038.	2,828,314.		
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 4	63,004.	63,004.		0.
c Other professional fees STMT 5	99,777.	99,777.		0.
17 Interest		956.		
18 Taxes STMT 6	16,608.	4,608.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	621,378.	38,969.		0.
24 **Total operating and administrative expenses** Add lines 13 through 23	800,767.	207,314.		0.
25 Contributions, gifts, grants paid	1,169,535.			1,169,535.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,970,302.	207,314.		1,169,535.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	855,736.			
b **Net investment income** (if negative, enter -0-)		2,621,000.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	969,581.	1,024,225.	1,024,225.
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			
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			
b Investments - corporate stock STMT 9	2,959,171.	2,555,106.	11,578,010.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 10	15,537,812.	17,505,215.	19,470,485.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)	693,546.	0.	0.
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	20,160,110.	21,084,546.	32,072,720.
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	21,850,592.	21,850,592.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	-1,690,482.	-766,046.	
30 **Total net assets or fund balances**	20,160,110.	21,084,546.	
31 **Total liabilities and net assets/fund balances**	20,160,110.	21,084,546.	

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	20,160,110.
2	Enter amount from Part I, line 27a	2	855,736.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	68,700.
4	Add lines 1, 2, and 3	4	21,084,546.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,084,546.

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 STATEMENTS			
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	8,185,367.		6,021,701.	2,652,443.

	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				
b				
c				
d				
e				2,652,443.

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 — 2,652,443.

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	1,740,918.	31,937,616.	.054510
2014	1,246,622.	31,953,259.	.039014
2013	1,267,765.	30,261,427.	.041894
2012	661,702.	26,666,288.	.024814
2011	1,704,347.	26,405,640.	.064545

2	Total of line 1, column (d)	2	.224777
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	.044955
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	30,134,742.
5	Multiply line 4 by line 3	5	1,354,707.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	26,210.
7	Add lines 5 and 6	7	1,380,917.
8	Enter qualifying distributions from Part XII, line 4	8	1,169,535.

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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	52,420.
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	52,420.
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	52,420.
6 Credits/Payments				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	29,018.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	35,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	64,018.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,598.
11 Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶	11,598.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 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 ▶ N/A			
14	The books are in care of ▶ LMI SERVICES, INC. Telephone no ▶2127946060			
	Located at ▶115 EAST 69TH STREET, NEW YORK, NY ZIP+4 ▶10021			
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			
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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(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 ▶ 2015 , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b	X	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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 11		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
LMI SERVICES, INC. 115 EAST 69TH STREET, NEW YORK, NY 10021	ACCOUNTING AND TAX SERVICES	63,004.
LANDMARK MANAGEMENT INC. 115 EAST 69TH STREET, NEW YORK, NY 10021	INVESTMENT ADVISORY SERVICES	61,570.
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	29,853,983.
b	Average of monthly cash balances	1b	739,664.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	30,593,647.
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	30,593,647.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	458,905.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,134,742.
6	**Minimum investment return.** Enter 5% of line 5	6	1,506,737.

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	1,506,737.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 52,420.		
b	Income tax for 2016 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	52,420.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,454,317.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,454,317.
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	1,454,317.

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	1,169,535.
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	1,169,535.
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	1,169,535.

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				1,454,317.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,352,314.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,169,535.				
a Applied to 2015, but not more than line 2a			1,169,535.	
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				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instr			182,779.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				1,454,317.
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	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 (a) 2016	Prior 3 years (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 ▶ ☒ 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·

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
564 PARK AVE PRESERVATION FOUNDATION 564 PARK AVE NEW YORK, NY 10065	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - PHASE IV RESTORATION OF MARBLE, BRICK AND IRONWORK	20,000.
BARTOW PELL MANSION MUSEUM 895 SHORE ROAD PELHAM BAY PARK, NY 10464	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - PEACOCK FUND	1,000.
BEACON ACADEMY 477 LONGWOOD AVENUE BOSTON, MA 02215	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	5,000.
BOSTON CHILDRENS HOSPITAL TRUST 401 PARK DRIVE, SUITE 602 BOSTON, MA 02215	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE- WALTHAM ORTHOPEDIC CLINIC	1,000.
BROOKLYN BOTANICAL GARDENS 990 WASHINGTON AVE BROOKLYN, NY 11225	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,169,535.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	931.	
4 Dividends and interest from securities			14	174,732.	
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			14	208.	
8 Gain or (loss) from sales of assets other than inventory			18	2,652,443.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a UBTI FROM K-1'S	523000	-2,276.			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-2,276.		2,828,314.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,826,038.

(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

Signature of officer or trustee | Date 11/9/17 | Title PRESIDENT

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
KENNETH M. MILLER		11/06/17		P00401192

Firm's name ▶ LMI SERVICES, INC. | Firm's EIN ▶ 27-1341735

Firm's address ▶ 115 EAST 69TH STREET NEW YORK, NY 10021 | Phone no 212-794-6060

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	US TRUST -A/C XXX-4910	P		
b	US TRUST -A/C XXX-4910	P		
c	310 SH AMERIGAS PARTNERS	P		
d	145 SH TRANSMONTAIGNE	P		
e	245 SH COMPASS DIVERSIFIED	P		
f	245 SH MARTIN MIDSTREAM PTRS	P		
g	155 SH SPECTRA ENERGY	P		
h	155 SH MAGELLAN MIDSRTREAM	P		
i	US TRUST -A/C XXX-8258	P		
j	US TRUST -A/C XXX-8258	P		
k	US TRUST -A/C XXX-7891	P		
l	US TRUST -A/C XXX-7891	P		
m	US TRUST -A/C XXX-3800	P		
n	US TRUST -A/C XXX-3800	P		
o	US TRUST -A/C XXX-6398	P		

	(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	150,623.		160,706.	-10,083.
b	544,552.		475,531.	69,021.
c	11,848.		6,095.	5,753.
d	4,903.		2,400.	2,503.
e	3,526.		3,367.	159.
f	3,604.		7,224.	-3,620.
g	6,819.		6,065.	754.
h	3,889.		4,035.	-146.
i	24,370.		25,100.	-730.
j	247,547.		192,737.	54,810.
k	589,628.		596,903.	-7,275.
l	497,676.		375,787.	121,889.
m	55,558.		53,090.	2,468.
n	35,259.		50,068.	-14,809.
o	62,029.		48,631.	13,398.

	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				-10,083.
b				69,021.
c				5,753.
d				2,503.
e				159.
f				-3,620.
g				754.
h				-146.
i				-730.
j				54,810.
k				-7,275.
l				121,889.
m				2,468.
n				-14,809.
o				13,398.

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	
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	

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	US TRUST -A/C XXX-6398	P		
b	US TRUST -A/C XXX-0482	P		
c	US TRUST -A/C XXX-0482	P		
d	258.90 SHRS IVA GLOBAL (CAYMAN) LTD	P		03/31/16
e	280.91 SHRS BROOKSIDE CAYMAN LTD	P	03/28/13	09/30/16
f	379.7225 SHRS SEMINOLE OFFSHORE FUND LTD	P	02/28/13	03/31/16
g	108.923 SHRS TIGER RATAN CAPITAL FUND LTD	P	07/30/14	03/31/16
h	CAPITAL GAINS FROM PARTNERSHIPS - SEE SCHEDULE	P		
i	CAPITAL GAINS DIVIDENDS			
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	229,496.		190,041.	39,455.
b	12,137.		12,144.	-7.
c	3,952,001.		2,283,403.	1,660,877.
d	976,337.		838,900.	137,437.
e	326,752.		283,850.	42,902.
f	284,294.		237,847.	46,447.
g	162,420.		167,777.	-5,357.
h				496,498.
i	99.			99.
j				
k				
l				
m				
n				
o				

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				39,455.
b				-7.
c				1,660,877.
d				137,437.
e				42,902.
f				46,447.
g				-5,357.
h				496,498.
i				99.
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	2,652,443.
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 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
BROOKLYN BRIDGE PARK 334 FURMAN STREET BROOKLYN, NY 11201	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	5,000.
BROOKLYN HISTORIC SOCIETY 128 PIERREPONT ST BROOKLYN, NY 11201	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - EMPIRE STORES PHOTOGRAPHY EXHIBT	15,000.
BROOKLYN KINDERGARTEN SOCIETY 57 WILLOUGHBY STREET BROOKLYN, NY 11201	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	2,000.
BROOKLYN MUSEUM 200 EASTERN PKWY BROOKLYN, NY 11238	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	13,600.
BUCKINGHAM BROWNE & NICHOLS SCHOOL 80 GERRY'S LANDING ROAD CAMBRIDGE, MA 02138	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - ANNUAL FUND	80,000.
CAMBRIDGE CENTER FOR ADULT EDUCATION 42 BRATTLE ST CAMBRIDGE, MA 02138	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - ANNUAL FUND	10,000.
CAMBRIDGE SCHOOL OF WESTON 45 GEORGIAN ROAD WESTON, MA 02493	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - ANNUAL FUND	25,000.
CAPE COD HEALTHCARE FOUNDATION PO BOX 370 HYANNIS, MA 02601	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	1,000.
CIVITAS 1457 LEXINGTON AVE NEW YORK, NY 10128	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	1,000.
COLUMBUS ACADEMY 4300 CHERRY BOTTOM RD GAHANNA, OH 43230	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	5,000.
Total from continuation sheets				1,137,535.

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
COMMON GOOD ONE METROTECH CENTER SUITE 1703 BROOKLYN, NY 11201	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	25,000.
FESSENDEN SCHOOL 250 WALTHAM ST, NEWTON, MA 02465	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE -ANNUAL FUND	20,000.
FRICK MUSEUM 1 E 70TH STREET NEW YOK, NY 10021	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	1,200.
GOOD SHEPHERD SERVICES 305 7TH AVE NEW YORK, NY 10001	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	50,000.
HARVARD BUSINESS SCHOOL SOLDERS FIELD BOSTON, MA 02163	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	10,000.
KINGSLEY TRUST ASSOCIATION 1934 YALE STATION NEW HAVEN, CT 06520	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - DINNER AND PENSION PAYMENTS	44,000.
LOST TREE VILLAGE CHARITABLE FOUNDATION 11555 LOST TREE WAY NORTH PALM BEACH, FL 33408	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	5,000.
MANHATTAN THEATRE CLUB 311 WEST 43RD STREET NEW YORK, NY 10036	NONE		CHARITABLE GENERAL PURPOSE	8,060.
METROPOLITAN OPERA HOUSE 30 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - PATRON PROGRAM	10,000.
METROPOLITAN MUSEUM OF ART 1000 5TH AVE NEW YORK, NY 10028	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	100,000.
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 AUBURN HOSPITAL 330 MT AUBURN ST CAMBRIDGE, MA 02138	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	1,000.
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BLVD BRONX, NY 10458	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	46,000.
NEW YORK CITY BALLET 20 LINCOLN CENTER NEW YORK, NY 10023	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	5,000.
NEW YORKERS FOR PARKS 55 BROAD STREET NEW YORK, NY 10004	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	5,000.
NOGUCHI MUSEUM 9-01 33RD RD QUEENS, NY 11106	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	62,400.
NORTON MUSEUM OF ART 1451 S. OLIVE AVENUE WEST PALM BEACH, FL 33401	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE -FRIENDS OF AMERICAN ART	4,875.
NYU LANGONE HOSPITALS ONE PARK AVE NEW YORK, NY 10016	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - DEPARTMENT OF OPTHAMOLOGY	2,500.
OLD WESTBURY GARDENS 71 OLD WESTBURY ROAD OLD WESTBURY, NY 11568	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	1,000.
PAVE ACADEMY CHARTER SCHOOL 732 HENRY ST BROOKLYN, NY 11231	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	5,000.
ROUNDABOUT THEATRE COMPANY 231 WEST 39TH STREET NEW YORK, NY 10018	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	6,500.
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
SAINT ANN'S SCHOOL 129 PIERREPONT ST BROOKLYN, NY 11201	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	55,000.
SAVE OUR SOUND 4 BARNSTABLE ROAD HYANNIS, MA 02601	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	25,000.
SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - FAMILY BENEFIT	3,900.
SKOWHEGAN SCHOOL OF PAINTING AND SCULPTURE 1 ART SCHOOL ROAD SKOWHEGAN, ME 04950	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	40,000.
SPORTSMEN'S TENNIS AND ENRICHMENT CENTER 950 BLUE HILL AVE, DORCHESTER CENTER, , MA 02124	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	25,000.
ST TIMOTHY'S SCHOOL 8400 GREENSPRING AVE STEVENSON, MD 21153	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	10,000.
STORM KING ART CENTER 1 MUSEUM RD NEW WINDSOR, NY 12553	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	5,000.
THE CENTURY ASSOCIATION ARCHIVES FOUNDATION 7 WEST 43RD STREET NEW YORK, NY 10036	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	5,000.
THE FUND FOR PARK AVENUE 445 PARK AVE, 9TH FLOOR NEW YORK, NY 10022	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - TREE LIGHTING	1,000.
THE GREATER BOSTON FOOD BANK 70 S BAY AVE BOSTON, MA 02118	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	5,000.
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
THE KASIISI PROJECT 64 LINNAEAN STREET CAMBRIDGE, MA 02138	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	45,000.
THE MOUNT 2 PLUNKETT STREET LENOX, MA 01240	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	2,000.
THE NATIONAL TRUST OF SCOTLAND USA 45 SCHOOL STREET, 3RD FLOOR BOSTON, MA 02108	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	5,000.
THE ROCKEFELLER UNIVERSITY 1230 YORK AVE NEW YORK, NY 10065	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - FOR WOMEN AND SCIENCE	7,000.
THE STOREFRONT ACADEMY 70 EAST 129TH STREET NEW YORK, NY 10035	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - MEMORY OF BERNARD AIDENOFF	5,000.
WBUR 890 COMMONWEALTH AVE, 3RD FLOOR BOSTON, MA 02215	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	1,000.
WGBH ONE GUEST STREET BOSTON, MA 02135	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	2,500.
WORLD MONUMENTS FUND 350 5TH AVE # 2412 NEW YORK, NY 10001	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - BONNIE BURNHAM FELLOWSHIP IN HISTORIC PRESERVATION	5,000.
YALE LAW SCHOOL PO BOX 2038 NEW HAVEN, CT 06520	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE /STUDY OF REPRODUCTIVE JUSTICE	51,400.
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 06520	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - LIGHTWEIGHT CREW COACH ENDOWMENT	8,600.
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
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 06520	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE	40,000.
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 06520	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - ALUMNI FUND	10,000.
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 06520	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - FAMOUS PHOTOGRAPHERS ART GALLERY	200,000.
YALE UNIVERSITY PO BOX 2038 NEW HAVEN, CT 06520	NONE	501 C (3)	CHARITABLE GENERAL PURPOSE - ANNUAL FUND	10,000.
Total from continuation sheets				

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
AEA INVESTORS SMALL BUSINESS PTRS III LP	1.	1.	
NORTH CASTLE PARTNERS VI LP	634.	634.	
REVOLUTION GROWTH III LP	131.	131.	
US TRUST ACCOUNT XXX-0482	118.	118.	
US TRUST ACCOUNT XXX-3800	14.	14.	
US TRUST ACCOUNT XXX-4910	1.	1.	
US TRUST ACCOUNT XXX-6398	10.	10.	
US TRUST ACCOUNT XXX-7891	19.	19.	
US TRUST ACCOUNT XXX-8258	3.	3.	
TOTAL TO PART I, LINE 3	931.	931.	

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
US TRUST ACCOUNT XXX-0482	140,191.	0.	140,191.	140,191.	
US TRUST ACCOUNT XXX-1635	186.	0.	186.	186.	
US TRUST ACCOUNT XXX-3800	9,268.	0.	9,268.	9,268.	
US TRUST ACCOUNT XXX-4910	3,238.	0.	3,238.	3,238.	
US TRUST ACCOUNT XXX-6398	716.	0.	716.	716.	
US TRUST ACCOUNT XXX-7891	14,614.	99.	14,515.	14,515.	
US TRUST ACCOUNT XXX-8258	6,618.	0.	6,618.	6,618.	
TO PART I, LINE 4	174,831.	99.	174,732.	174,732.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN TAXES REFUNDED US TRUST ACCOUNT XXX-1635	1.	1.	
CLASS ACTION PROCEEDS	207.	207.	
UBTI FROM K-1'S	-2,276.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-2,068.	208.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LMI SERVICES INC.	63,004.	63,004.		0.
TO FORM 990-PF, PG 1, LN 16B	63,004.	63,004.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LANDMARK MANAGEMENT INC.	61,570.	61,570.		0.
VARIOUS INVESTMENT MANAGER FEES	35,233.	35,233.		0.
CTC CONSULTING	2,974.	2,974.		0.
TO FORM 990-PF, PG 1, LN 16C	99,777.	99,777.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID US TRUST ACCOUNT XXX-4910	12.	12.		0.
FOREIGN TAXES PAID US TRUST ACCOUNT XXX-7891	177.	177.		0.
FOREIGN TAXES PAID US TRUST ACCOUNT XXX-0482	4,419.	4,419.		0.
FEDERAL EXCISE TAX ON INVESTMENT INCOME	12,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	16,608.	4,608.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US TRUST ACCOUNT XXX-8258 INVESTMENT EXPENSES	16.	16.		0.
US TRUST ACCOUNT XXX-4910 INVESTMENT EXPENSES	1.	1.		0.
US TRUST ACCOUNT XXX-1635 INVESTMENT EXPENSES	8.	8.		0.
US TRUST ACCOUNT XXX-7891 INVESTMENT EXPENSES	15.	15.		0.
INTEREST EXPENSE	956.	956.		0.
CUSTODY FEES	16,532.	16,532.		0.
FILING FEES	380.	0.		0.
TAX OVER BOOK INCOME	582,029.	0.		0.
ORDINARY PARTNERSHIP LOSS - SEE SCHEDULE	21,441.	21,441.		0.
TO FORM 990-PF, PG 1, LN 23	621,378.	38,969.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCES ON INVESTMENTS	68,700.
TOTAL TO FORM 990-PF, PART III, LINE 3	68,700.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BARES CAPITAL MANAGEMENT	534,589.	646,936.
BERKSHIRE HATHAWAY, INC.	567.	8,055,993.
EAGLE CAPITAL MANAGEMENT	650,848.	1,017,641.
EDGEWOOD CAPITAL MANAGEMENT	633,176.	1,008,697.
OSTERWEIS CAPITAL MANAGEMENT	0.	0.
PARAMETRIC PORTFOLIO ASSOCIATES	0.	0.
RIVER ROAD ASSET MANAGEMENT	0.	0.
VAUGHAN NELSON ASSET MANAGEMENT	735,926.	848,743.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,555,106.	11,578,010.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABERDEEN EMERGING MARKETS FUND	FMV	1,494,552.	1,250,824.
AEA INVESTORS FUND V LP	FMV	61,836.	79,955.
AEA INVESTORS SMALL BUSINESS FUND II LP	FMV	110,350.	240,817.
AEA INVESTORS SMALL BUSINESS FUND III LP	FMV	39,383.	38,974.
AMPERSAND 2011 LIMITED PARTNERSHIP	FMV	123,159.	245,497.
AMPERSAND 2014 LIMITED PARTNERSHIP	FMV	32,460.	39,675.
ANCHORAGE CAPITAL PARTNERS OFFSHORE LTD	FMV	1,000,000.	1,046,365.
ARLINGTON CAPITAL PARTNERS IV LP	FMV	5,238.	4,250.
ARSENAL CAPITAL PARTNERS AIV III-B LP	FMV	516.	516.
ARSENAL CAPITAL PARTNERS III-B LP	FMV	52,598.	93,434.
AUDAX PRIVATE EQUITY FUND IV LP	FMV	64,007.	83,608.
AUDAX PRIVATE EQUITY FUND V-B LP	FMV	15,365.	25,195.
BLACKROCK STRATEGIC INCOME OPPORTUNITIES FUND	FMV	1,311,222.	1,295,176.

BLUE SEA CAPITAL FUND I LP	FMV	60,060.	62,194.
BROOKSIDE CAYMAN LTD	FMV	24,150.	60,466.
CANYON VALUE REALIZATION FUND (CAYMAN) LTD	FMV	561,753.	681,829.
CATALYST INVESTORS III AIV LP	FMV	1,770.	1,770.
CATALYST INVESTORS III LP	FMV	39,559.	87,167.
CATALYST INVESTORS QP IV LP	FMV	50,058.	63,106.
COMVEST INVESTMENT PARTNERS IV-A AIV LP	FMV	9,340.	9,340.
COMVEST INVESTMENT PARTNERS IV-A LP	FMV	46,534.	53,780.
COMVEST INVESTMENT PARTNERS V-A LP	FMV	36,539.	26,589.
CORSAIR CAPITAL PARTNERS LP	FMV	326,907.	344,577.
DOUBLE BLACK DIAMOND LTD	FMV	581,180.	682,292.
EAST SIDE CAPITAL OFFSHORE LTD	FMV	299,100.	403,450.
EXCELSIOR CAPITAL ASIA IV LP	FMV	64,730.	94,025.
GLENHILL CAPITAL OVERSEAS PARTNERS LTD	FMV	389,000.	379,416.
HARTFORD TOTAL RETURN BOND FUND	FMV	2,939,544.	2,911,408.
HGGC FUND II-A LP	FMV	106,417.	128,842.
IVA GLOBAL FUND (CAYMAN)	FMV	0.	0.
IVA GLOBAL FUND (DELAWARE) LP	FMV	706,071.	771,598.
KABOUTER FUND I (QP) LLC	FMV	398,797.	972,415.
LOGAN CIRCLE PARTNERS EMERGING MKTS DEBT LP	FMV	343,928.	340,166.
LS POWER FUND III FEEDER 2 LP	FMV	65,233.	67,901.
MAIN POST GROWTH CAPITAL LP/MTS HEALTH INVESTORS IV LP	FMV	20,102.	22,985.
NORTH CASTLE PARTNERS VI LP	FMV	28,197.	30,640.
OAK HC/FT PARTNERS LP	FMV	115,344.	145,545.
PAMLICO CAPITAL III AIV LP	FMV	23,773.	23,773.
PAMLICO CAPITAL III LP	FMV	73,804.	95,764.
PASSPORT OFFSHORE LTD	FMV	296,500.	311,552.
POINT 406 VENTURES II LP	FMV	134,906.	229,580.
POINT 406 VENTURES III LP	FMV	20,140.	20,981.
PRAIRIE CAPITAL V QP LP	FMV	72,326.	174,938.
QUANTUM PARALLEL PARTNERS VI-A LP	FMV	63,270.	84,480.
REVOLUTION GROWTH III LP	FMV	55,348.	60,504.
REVOLUTION VENTURES II LP	FMV	52,337.	70,058.
RFE INVESTMENT PARTNERS VIII LP	FMV	93,946.	123,362.
RIVER CITIES CAPITAL FUND V LP	FMV	85,205.	108,598.
SANDERSON INTERNATIONAL VALUE FUND	FMV	1,238,312.	1,236,786.
SAYBROOK COF FUND II FEEDER LP	FMV	104,723.	75,171.
SCOF II SIDE POCKET FUND LP	FMV	22,489.	18,072.
SCOPIA PX INTERNATIONAL LTD	FMV	304,900.	356,122.
SEMINOLE OFFSHORE FUND LTD	FMV	0.	28,429.
SRI TEN REIT	FMV	75,617.	123,397.
STARWOOD INTERNATIONAL OPPORTUNITY FUND IX INVESTOR LP	FMV	33,228.	55,216.
STARWOOD OPPORTUNITY FUND X GLOBAL LP	FMV	96,018.	125,515.
SUVRETTA OFFSHORE FUND LTD	FMV	389,000.	408,512.
TCP AIV LP	FMV	6,013.	0.
TEMPLETON GLOBAL BOND FUND	FMV	0.	0.
TENEX CAPITAL PARTNERS FEEDER FUND LP	FMV	137,326.	130,492.

TENEX CAPITAL PARTNERS II LP	FMV	21,196.	21,308.
TIGER RATAN CAPITAL FUND (CAYMAN) LTD	FMV	0.	8,150.
TRIAN PARTNERS II LTD	FMV	264,349.	425,899.
TRINITY VENTURES XI LP	FMV	48,286.	55,615.
TRINITY VENTURES XII LP	FMV	17,297.	17,136.
VALUEACT CAPITAL INTERNATIONAL I LP	FMV	332,446.	343,102.
VANGUARD DEVELOPED MARKETS INDEX FUND	FMV	1,136,247.	1,112,739.
VISTA EQUITY PARTNERS FUND V-A LP	FMV	173,014.	182,981.
YORK EUROPEAN OPPORTUNITIES UNIT TRUST	FMV	608,200.	656,466.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,505,215.	19,470,485.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIOT C. NOLEN C/O LMI SERVICES, INC. 115 EAST 69TH STREET NEW YORK, NY 10021	VICE PRESIDENT 1.00	0.	0.	0.
WILSON NOLEN C/O LMI SERVICES, INC. 115 EAST 69TH STREET NEW YORK, NY 10021	PRESIDENT 1.00	0.	0.	0.
ELIOT NOLEN C/O LMI SERVICES, INC. 115 EAST 69TH STREET NEW YORK, NY 10021	TREASURER 1.00	0.	0.	0.
MALCOLM C. NOLEN C/O LMI SERVICES, INC. 115 EAST 69TH STREET NEW YORK, NY 10021	SECRETARY 1.00	0.	0.	0.
CHRISTIAN NOLEN C/O LMI SERVICES, INC. 115 EAST 69TH STREET NEW YORK, NY 10021	ASSISTANT TREASURER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.