

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

A Employer identification number

THE OAKLAWN FOUNDATION, INC.

13-6127896

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

C/O WILLIAM S. KIES III POB 272

B Telephone number

(203) 637-3784

City or town, state or province, country, and ZIP or foreign postal code

OLD GREENWICH, CT 06870

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE 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

J Accounting method:

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

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 16,626,669. (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))

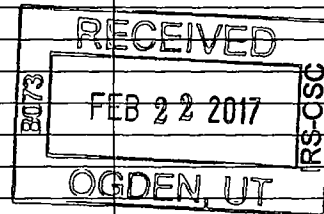
(a) Revenue and expenses per books

(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	6.	6.		STATEMENT 1
	4	Dividends and interest from securities	337,482.	337,482.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	55,918.			
	b	Gross sales price for all assets on line 6a	4,108,663.			
	7	Capital gain net income (from Part IV, line 2)		55,918.		
	8	Net short-term capital gain				
	9	Income modifications				
Operating and Administrative Expenses	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total. Add lines 1 through 11	393,406.	393,406.		
	13	Compensation of officers, directors, trustees, etc.	53,000.	5,300.		47,700.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees	STMT 3 14,195.	1,420.		12,775.
	c	Other professional fees	STMT 4 86,771.	86,771.		0.
	17	Interest				
	18	Taxes	STMT 5 4,055.	406.		3,649.
	19	Depreciation and depletion	149.	15.		
	20	Occupancy				
	21	Travel, conferences, and meetings	2,574.	257.		2,317.
	22	Printing and publications				
	23	Other expenses	STMT 6 1,401.	140.		1,261.
	24	Total operating and administrative expenses. Add lines 13 through 23	162,145.	94,309.		67,702.
	25	Contributions, gifts, grants paid	699,000.			699,000.
	26	Total expenses and disbursements. Add lines 24 and 25	861,145.	94,309.		766,702.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-467,739.			
	b	Net investment income (if negative, enter -0-)		299,097.		
	c	Adjusted net income (if negative, enter -0-)			N/A	



PK

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			814,088.	1,321,307.	1,321,307.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations STMT 7			2,691,241.	2,001,484.	1,981,617.
	b Investments - corporate stock STMT 8			7,102,991.	6,678,675.	10,900,627.
	c Investments - corporate bonds STMT 9			2,416,990.	2,556,283.	2,422,541.
	11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment: basis ▶ 18,843.						
Less: accumulated depreciation STMT 10 ▶ 18,266.			726.	577.	577.	
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			13,026,036.	12,558,326.	16,626,669.	
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 ▶ STATEMENT 11)			0.	29.	
	23 Total liabilities (add lines 17 through 22)			0.	29.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			13,026,036.	12,558,297.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
30 Total net assets or fund balances			13,026,036.	12,558,297.		
31 Total liabilities and net assets/fund balances			13,026,036.	12,558,326.		

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	13,026,036.
2 Enter amount from Part I, line 27a	2	-467,739.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,558,297.
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	12,558,297.

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 SCHEDULE ATTACHED		P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 4,108,663.		4,052,745.	55,918.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			55,918.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 55,918.
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	794,699.	16,776,323.	.047370
2014	767,869.	16,706,293.	.045963
2013	697,095.	15,065,926.	.046270
2012	726,031.	14,312,468.	.050727
2011	723,320.	14,307,628.	.050555
2 Total of line 1, column (d)			2 .240885
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 .048177
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 16,031,761.
5 Multiply line 4 by line 3			5 772,362.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,991.
7 Add lines 5 and 6			7 775,353.
8 Enter qualifying distributions from Part XII, line 4 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.			8 766,702.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	5,982.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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).			
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	5,982.
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	5,982.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	14,678.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,678.	
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	8,696.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 8,696. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		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		X
4a 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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY, CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address ► N/A	13	X
14 The books are in care of ► ELIZABETH K. RAFTERY, THE OAKLAWN F Telephone no. ► 203 249-8035 Located at ► PO BOX 7065, WILTON, CT ZIP+4 ► 06897		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , , b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,	2b	
3a 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.) 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 12		53,000.	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 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	14,830,283.
b	Average of monthly cash balances	1b	1,444,965.
c	Fair market value of all other assets	1c	651.
d	Total (add lines 1a, b, and c)	1d	16,275,899.
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	16,275,899.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	244,138.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,031,761.
6	Minimum investment return. Enter 5% of line 5	6	801,588.

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	801,588.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	5,982.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,982.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	795,606.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	795,606.
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	795,606.

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	766,702.
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	766,702.
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	766,702.

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				795,606.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			125,387.	
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: ▶ \$ 766,702.				
a Applied to 2015, but not more than line 2a			125,387.	
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				641,315.
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.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				154,291.
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				

N/A

▶

☐ 4942(1)(3) or ☐ 4942(1)(5)

(e) Total

(4) Gross investment income

Form **990-PF** (2016)

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				
AUDUBON GREENWICH 613 RIVERSVILLE ROAD GREENWICH, CT 06831	NONE	PUBLIC CHARITIES	AFTER SCHOOL ECOLOGY ADVENTURES PROGRAM	4,000.
BERKELEY PREPATORY 4811 KELLY ROAD TAMPA, FL 33615	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	5,000.
BOYS & GIRLS CLUB GREENWICH 4 HORSENECK LANE GREENWICH, CT 06830	NONE	PUBLIC CHARITIES	ACADEMIC SUCCESS PROGRAMMING	25,000.
BRUNSWICK SCHOOL 100 MAHER AVENUE GREENWICH, CT 06830	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	5,000.
CENTER FOR EDUCATIONAL INNOVATION 28 WEST 44TH STREET, STE. 801 NEW YORK, NY 10036	NONE	PUBLIC CHARITIES	PROJECT "BOOST"	25,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				699,000.
b Approved for future payment				
COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILLE, ME 04901	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT: \$25,000 FINAL FOR 2017	25,000.
CUMBERLAND COLLEGE 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT. \$25,000 FOR 2017 AND 2018	50,000.
SOUNDWATERS COVE ISLAND PARK 1281 COVE ROAD STAMFORD, CT 06902	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT: \$15,000 FOR 2017 AND 2018	30,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				415,000.

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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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

01.26.17
Date

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 ☒ self-employed

PTIN

EDWARD M. DEDON

Preparer's signature 

01/26/17

P00009668

Firm's name ► **EDWARD M. DEDON, CPA**

Firm's EIN ► 06-1467807

Firm's address ► 30 MYANO LN., STE. 34
STAMFORD, CT 06902-4532

Phone no. 203 359-1188

The Oaklawn Foundation
EIN 13-6127896
Realized Gains and Losses
on Disposition of Investments
December 31, 2016

<u>Security Description</u>	<u>Shares/ Par Value</u>	<u>Date Sold</u>	<u>Sales Proceeds</u>	<u>Date Acquired</u>	<u>Cost</u>	<u>Gain (Loss)</u>
Accenture PLC	300	02/02/16	\$ 31,221	12/18/13	\$ 22,602	\$ 8,619
Accenture PLC	300	04/28/16	34,562	09/30/13	22,127	12,435
Accenture PLC	100	04/28/16	11,521	12/18/13	7,534	3,987
Alphabet Inc Cl A	25	08/31/16	19,708	10/12/06	5,332	14,376
Amphenol Corp	300	03/08/16	16,733	09/30/13	11,610	5,123
Amphenol Corp	200	03/08/16	11,155	10/30/14	9,820	1,335
Amphenol Corp	500	08/31/16	31,100	09/01/13	19,350	11,750
Becton Dickinson and Company	150	03/08/16	22,156	04/18/08	12,564	9,592
Becton Dickinson and Company	100	04/28/16	16,170	04/18/08	8,376	7,794
Becton Dickinson and Company	100	05/06/16	16,471	04/18/08	8,376	8,095
Becton Dickinson and Company	150	06/09/16	25,586	04/18/08	12,564	13,022
Becton Dickinson and Company	200	06/21/16	33,895	11/30/07	16,433	17,462
Becton Dickinson and Company	100	07/19/16	17,415	11/30/07	8,217	9,198
Becton Dickinson and Company	200	08/31/16	35,397	11/30/07	16,433	18,964
Becton Dickinson and Company	100	09/30/16	17,811	11/30/07	8,217	9,594
Charles Schwab Corp	1,000	08/31/16	31,361	04/22/16	29,881	1,480
Chevron Corporation	150	03/08/16	13,413	11/18/15	13,728	(315)
Chevron Corporation	150	11/18/16	16,261	06/08/16	15,581	680
CVS Health Corp	200	03/08/16	19,924	10/01/06	6,123	13,801
CVS Health Corp	200	04/28/16	20,300	10/01/06	6,123	14,177
CVS Health Corp	200	07/01/16	18,826	10/01/06	6,123	12,703
Dollar General Corp	200	04/28/16	16,394	09/22/15	14,087	2,307
Dollar General Corp	200	06/08/16	18,049	12/13/12	9,010	9,039
Dollar General Corp	300	06/08/16	27,074	09/22/15	21,130	5,944
Dollar General Corp	300	06/09/16	27,380	12/13/12	13,516	13,864
Dollar General Corp	200	06/21/16	18,380	12/13/12	9,010	9,370
Dollar General Corp	200	07/19/16	18,612	12/13/12	9,010	9,602
Dollar General Corp	200	07/27/16	19,120	12/13/12	9,010	10,110
Dollar General Corp	200	08/02/16	18,658	12/13/12	9,010	9,648
Dunkin Brands Group Inc	400	10/05/16	20,370	09/29/15	19,591	779
E I Dupont de Nemours 1.395% 1/15/2016	100,000	01/15/16	100,000	07/09/12	103,890	(3,890)
Eaton Corporation PLC	500	08/31/16	33,265	06/07/13	32,296	969
Ecolab Inc	300	03/08/16	31,571	03/25/15	34,387	(2,816)
Ecolab Inc	100	08/18/16	12,223	03/25/15	11,462	761
Facebook Inc	200	08/18/16	24,806	09/03/15	17,844	6,962
Facebook Inc	100	08/31/16	12,609	06/24/15	8,893	3,716
Facebook Inc	200	08/31/16	25,217	09/03/15	17,844	7,373
General Electric Cap Corp 3.35% 10/17/2016	100,000	10/17/16	100,000	01/31/12	105,506	(5,506)
Grainger, W. W., Inc	100	10/12/16	21,681	01/16/14	26,563	(4,882)
Subtotal			1,006,395		739,173	267,222

The Oaklawn Foundation
EIN 13-6127896
Realized Gains and Losses
on Disposition of Investments
December 31, 2016

Security Description	Shares/ Par Value	Date Sold	Sales Proceeds	Date Acquired	Cost	Gain (Loss)
(Carried Forward)			\$ 1,006,395		\$ 739,173	\$ 267,222
Johnson & Johnson	200	07/19/16	25,034	03/07/97	6,003	19,031
Johnson & Johnson	200	07/26/16	25,065	03/07/97	6,003	19,062
Johnson & Johnson	200	10/05/16	23,817	03/07/97	6,003	17,814
Johnson & Johnson						
2.15% 5/15/2016	100,000	05/15/16	100,000	11/14/13	103,927	(3,927)
JPMorgan Chase & Co						
3.15% 7/5/2016	100,000	07/07/16	100,000	11/14/13	102,657	(2,657)
Kellogg Co.						
4.45% 5/30/16	100,000	05/30/16	100,000	01/30/12	112,170	(12,170)
Lowe's Companies Inc	200	07/19/16	16,255	02/19/14	9,428	6,827
Lowe's Companies Inc	300	08/02/16	24,494	01/29/14	13,854	10,640
Met Life Glob Funding						
3.125% 1/11/2016	100,000	01/11/16	100,000	02/10/11	99,202	798
Mettler-Toledo Intl Inc.	50	03/08/16	16,755	06/20/14	12,536	4,219
Mettler-Toledo Intl Inc.	25	03/08/16	8,377	09/30/15	7,171	1,206
Mettler-Toledo Intl Inc.	100	04/22/16	36,461	06/20/14	25,073	11,388
Mettler-Toledo Intl Inc.	50	08/02/16	20,297	06/20/14	12,536	7,761
Mettler-Toledo Intl Inc.	100	08/02/16	40,594	10/16/14	23,297	17,297
Mettler-Toledo Intl Inc.	50	08/31/16	20,153	06/06/12	7,941	12,212
Mettler-Toledo Intl Inc.	75	10/12/16	30,748	06/06/12	11,912	18,836
Nike Inc	300	02/02/16	18,816	01/14/11	6,283	12,533
Nike Inc	400	03/08/16	24,172	01/14/11	8,377	15,795
Nike Inc	500	04/22/16	29,577	01/14/11	10,472	19,105
Old Dominion Freight Line Inc	500	07/26/16	33,626	06/24/15	34,861	(1,235)
Old Dominion Freight Line Inc	600	08/02/16	41,052	06/24/15	41,833	(781)
Old Dominion Freight Line Inc	100	11/18/16	8,697	06/08/15	6,935	1,762
Old Dominion Freight Line Inc	100	11/18/16	8,697	06/24/15	6,972	1,725
Old Dominion Freight Line Inc	500	12/06/16	44,025	06/08/15	34,676	9,349
Pepsico Inc	200	06/21/16	20,850	07/08/93	3,448	17,402
Pepsico Inc	300	08/02/16	32,565	07/08/93	5,171	27,394
Prudential Financial Inc	1,800	01/26/16	124,561	12/08/15	152,769	(28,208)
Southern Company						
1.395% 9/1/2016	100,000	09/01/16	100,000	06/18/12	102,620	(2,620)
State Street Corp	100	08/02/16	6,560	12/18/13	6,952	(392)
State Street Corp	300	08/02/16	19,681	03/25/15	22,374	(2,693)
State Street Corp	200	08/18/16	13,800	12/18/13	13,904	(104)
State Street Corp	200	10/12/16	14,130	02/19/14	13,755	375
State Street Corp	100	10/12/16	7,065	04/22/16	6,192	873
Stryker Corp						
2% 9/30/2016	100,000	09/30/16	100,000	11/30/12	104,968	(4,968)
Suntrust Banks Inc	300	07/19/16	12,957	05/10/13	9,129	3,828
Suntrust Banks Inc	300	10/12/16	13,723	01/28/13	8,731	4,992
Suntrust Banks Inc	200	10/12/16	9,148	05/10/13	6,086	3,062
U.S Treasury Note						
3.25% 5/31/2016	300,000	05/30/16	300,000	06/21/13	322,875	(22,875)
Subtotal			2,678,147		2,228,269	449,878

The Oaklawn Foundation
EIN 13-6127896
Realized Gains and Losses
on Disposition of Investments
December 31, 2016

Security Description	Shares/ Par Value	Date Sold	Sales Proceeds	Date Acquired	Cost	Gain (Loss)
(Carried Forward)			\$ 2,678,147		\$ 2,228,269	\$ 449,878
U.S. Treasury Notes 3% 08/31/2016	200,000	08/31/16	200,000	08/14/13	213,906	(13,906)
U.S. Treasury Notes 3% 08/31/2016	100,000	08/31/16	100,000	09/27/13	106,844	(6,844)
U.S. Treasury Notes 4 5% 02/15/2016	100,000	02/15/16	100,000	04/19/06	96,266	3,734
U.S. Treasury Notes 4 5% 02/15/2016	150,000	02/15/16	150,000	10/18/06	147,170	2,830
U.S. Treasury Notes 4 5% 02/15/2016	100,000	02/15/16	100,000	02/16/07	98,849	1,151
U.S. Treasury Notes 7.5% 11/15/2016	150,000	11/15/16	150,000	12/17/99	161,730	(11,730)
U.S. Treasury Notes 7 5% 11/15/2016	50,000	11/15/16	50,000	11/28/05	62,641	(12,641)
Union Pacific Corp	300	03/08/16	23,861	02/19/14	26,681	(2,820)
Union Pacific Corp	1,800	04/11/16	139,362	07/11/13	142,740	(3,378)
Union Pacific Corp	600	04/11/16	46,454	09/30/13	46,822	(368)
Union Pacific Corp	400	04/11/16	30,969	10/16/13	31,485	(516)
Union Pacific Corp	400	04/11/16	30,969	01/16/14	34,093	(3,124)
Union Pacific Corp	100	04/11/16	7,742	02/19/14	8,894	(1,152)
Valeant Pharmaceuticals Intl Inc	1,500	06/28/16	29,450	01/23/15	239,382	(209,932)
Valeant Pharmaceuticals Intl Inc	300	06/28/16	5,890	04/28/15	61,087	(55,197)
Valeant Pharmaceuticals Intl Inc	200	06/28/16	3,927	09/29/15	31,879	(27,952)
Valeant Pharmaceuticals Intl Inc	750	06/28/16	14,725	11/18/15	55,511	(40,786)
Valeant Pharmaceuticals Intl Inc	1,000	06/28/16	19,633	03/11/16	69,079	(49,446)
Valeant Pharmaceuticals Intl Inc	1,000	06/28/16	19,633	04/26/16	35,018	(15,385)
Verizon Communications Inc 6.35% 04/01/219	100,000	04/08/16	113,521	01/30/15	117,397	(3,876)
Visa Inc Cl A	570	02/02/16	41,983	08/09/11	11,666	30,317
Visa Inc Cl A	280	02/02/16	20,623	08/01/13	12,182	8,441
Visa Inc Cl A	150	02/02/16	11,048	09/15/14	8,037	3,011
Visa Inc Cl A	250	10/05/16	20,726	08/09/11	5,117	15,609
Total			<u>\$ 4,108,663</u>		<u>\$ 4,052,745</u>	<u>\$ 55,918</u>

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
CHOATE-ROSEMARY HALL 333 CHRISTIAN STREET WALLINGFORD, CT 06492	NONE	PUBLIC CHARITIES	SCHOLARSHIP FUND AND DIRECTOR'S GRANT TO 501C ORGANIZATION	22,000.
CHRIST. CHURCH 254 EAST PUTNAM AVENUE GREENWICH, CT 06830	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	4,200.
COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILLE, ME 04901	NONE	PUBLIC CHARITIES	PART OF MULTI PLEDGE AND DIRECTOR'S GRANT TO 501C ORGANIZATION	32,500.
CUMBERLAND COLLEGE 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	NONE	PUBLIC CHARITIES	PART OF MULTI YEAR PLEDGE	25,000.
DARDEN SCHOOL FOUNDATION UNIV OF VA PO BOX 400807 CHARLOTTESVILLE, VA 22907-3015	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	3,000.
DOMUS TRAILBLAZERS ACADEMY 83 LOCKWOOD AVENUE STAMFORD, CT 06902	NONE	PUBLIC CHARITIES	LITERARY SPECIALISTS	20,000.
FRIENDS OF THE NORWALK RIVER VALLEY TRAIL PO BOX 174 GEORGETOWN, CT 06829	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	5,000.
GREENWICH COMMUNITY GARDENS PO BOX 4743 GREENWICH, CT 06831	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	2,500.
GREENWICH FAMILY CENTERS 40 ARCH STREET POB 7550 GREENWICH, CT 06836	NONE	PUBLIC CHARITIES	GREENWICH HEAD START	20,000.
HILSDALE COLLEGE 33 E COLLEGE STREET HILLSDALE, MI 49242	NONE	PUBLIC CHARITIES	TRADITION AWARD SCHOLARSHIPS	20,000.
Total from continuation sheets				635,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INNER CITY SCHOLARSHIP FUND 1011 FIRST AVENUE, 14TH FL NEW YORK, NY 10022	NONE	PUBLIC CHARITIES	HIGH SCHOOL AWARD PROGRAM (FORMERLY CARDINAL SCHOLARSHIP PROGRAM	25,000.
KIDS IN CRISIS ONE SALEM STREET COS COB, CT 06807	NONE	PUBLIC CHARITIES	PART OF MULTI YEAR PLEDGE AND DIRECTOR'S GRANT TO 501C ORGANIZATION	35,000.
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	PUBLIC CHARITIES	EDUCATION REFORM AGENDA	20,000.
MERCY HOUSING & SHELTER CORP. 211 WETHERSFIELD AVENUE HARTFORD, CT 06114	NONE	PUBLIC CHARITIES	ST ELIZABETH TRANSITION HOUSING PROGRAM	25,000.
MORNING STAR CATHOLIC SCHOOL 210 E. LINEBAUGH AVENUE TAMPA, FL 33612	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	5,000.
MOUNT DORA CHRISTIAN ACADEMY & CHILDREN'S HOME 301 WEST 13TH AVENUE MOUNT DORA, FL 32757	NONE	PUBLIC CHARITIES	SCHOLARSHIP FUND AND DIRECTOR'S GRANT TO 501C ORGANIZATION	30,000.
NATIONAL MS SOCIETY 659 TOWER AVENUE, FIRST FLOOR HARTFORD, CT 06112	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	1,500.
PATHWAYS, INC 175 MILBANK AVENUE GREENWICH, CT 06830	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	500.
SACRED HEART UNIVERSITY 5151 PARK AVENUE FAIRFIELD, CT 06825	NONE	PUBLIC CHARITIES	COMMUNITY SCHOLARS ENDOWMENT FUND	25,000.
SCSU FOUNDATION, INC 501 CRESCENT STREET NEW HAVEN, CT 06515-1355	NONE	PUBLIC CHARITIES	PART OF MULTI YEAR PLEDGE AND DIRECTOR'S GRANT TO 501C ORGANIZATION	44,000.
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
SHRINERS HOSPITAL FOR CHILDREN 2900 ROCKY POINT DR TAMPA, FL 33607	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	500.
SOUNDWATERS COVE ISLAND PARK 1281 COVE ROAD STAMFORD, CT 06902	NONE	PUBLIC CHARITIES	EXPLORERS PROGRAM - CHALLENGE GRANT AND DIRECTOR'S GRANT TO 501C ORGANIZATION	23,500.
ST. LAWRENCE UNIVERSITY 23 ROMODA DRIVE CANTON, NY 13617	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	4,000.
STAMFORD MUSEUM AND NATURE CENTER 39 SCOFIELDTOWN ROAD STAMFORD, CT 06903	NONE	PUBLIC CHARITIES	PART OF MULTU TYEAR PLEDGE FOR EDUCATION PROGRAMS AND DIRECTOR'S GRANT TO 501C ORGANIZATION	28,000.
SUMMER ON THE HILL 231 WEST 246TH STREET BRONX, NY 10471	NONE	PUBLIC CHARITIES	EDUCATION PROGRAMS	25,000.
THE HILL SCHOOL 717 EAST HIGH STREET POTTSTOWN, PA 19464	NONE	PUBLIC CHARITIES	PART OF MULTI YEAR PLEDGE AND DIRECTOR'S GRANT TO 501C ORGANIZATION	36,000.
TISDALE SCHOOL 250 HOLLISTER AVENUE BRIDGEPORT, CT 06607	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	300.
TRINITY COLLEGE 300 SUMMIT STREET HARTFORD, CT 06106	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	5,000.
UNC WILMINGTON DIVISION OF OF UNIVERSITY ADVANCEMENT 601 SOUTH COLLEGE ROAD WILMINGTON, NC 28403-5990	NONE	PUBLIC CHARITIES	PART OF MULTI YEAR PLEDGE AND DIRECTOR'S GRANT TO 501C ORGANIZATION	35,000.
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY UNIV OF RICHMOND, VA 23173	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UVM FOUNDATION 411 MAIN STREET BURLINGTON, VT 05401	NONE	PUBLIC CHARITIES	PART OF MULTI YEAR PLEDGE AND DIRECTOR'S GRANT TO 501C ORGANIZATION	32,500.
VERMONT INSTITUTE OF NATURAL SCIENCES 6565 WOODSTOCK ROAD ROUTE 4, PO BOX 1281 QUECHEE, VT 05059	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	1,500.
WATERSIDE SCHOOL 770 PACIFIC STREET STAMFORD, CT 06902	NONE	PUBLIC CHARITIES	PART OF MULTI YEAR PLEDGE AND DIRECTOR'S GRANT TO 501C ORGANIZATION	37,500.
WILTON LIBRARY ASSOCIATION 137 OLD RIDGEFIELD ROAD WILTON, CT 06897	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	500.
WORKPLACE, INC 350 FAIRFIELD AVENUE BRIDGEPORT, CT 06604	NONE	PUBLIC CHARITIES	SCHOLARSHIP FUND	15,000.
WOUNDED WARRIOR PROJECT PO BOX 758517 TOPEKA, KS 66675	NONE	PUBLIC CHARITIES	DIRECTOR'S GRANT TO 501C ORGANIZATION	500.
YMCA OF GREENWICH 50 EAST PUTNAM AVENUE GREENWICH, CT 06830	NONE	PUBLIC CHARITIES	SCHOLARSHIPS FOR CHILDCARE PROGRAMS	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (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
SOUTHERN CONNECTICUT STATE UNIVERSITY 501 CRESCENT STREET NEW HAVEN, CT 06515-1355	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT: \$25,000 FOR 2017, 2018 & 2019	75,000.
STAMFORD MUSEUM AND NATURE CENTER 39 SCOFIELDTOWN ROAD STAMFORD, CT 06903	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT: \$25,000 PER YEAR FOR 2017 AND 2018	50,000.
THE HILL SCHOOL 717 EAST HIGH STREET POTTSTOWN, PA 19464-5791	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT: \$25,000 FOR 2017, 2018 & 2019	75,000.
UNC WILMINGTON 601 SOUTH COLLEGE ROAD WILMINGTON, NC 28403-5990	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT: \$30,000 FOR 2017 & \$20,000 FOR 2018	50,000.
UVM FOUNDATION 411 MAIN STREET BURLINGTON, VT 05401	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT: \$20,000 FINAL FOR 2017	20,000.
WATERSIDE SCHOOL 700 PACIFIC STREET STAMFORD, CT 06902	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT: \$40,000 FINAL FOR 2017	40,000.
Total from continuation sheets				310,000.

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
BANK OF AMERICA-CHECKING (62090)	1.	1.	
BANK OF NEW YORK-CHECKING(79360)	5.	5.	
TOTAL TO PART I, LINE 3	6.	6.	

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
THE BANK OF NEW YORK-NOMINEE (275269)	343,954.	0.	343,954.	343,954.	
THE BANK OF NEW YORK-NOMINEE PURCH INT(275269)	-6,472.	0.	-6,472.	-6,472.	
TO PART I, LINE 4	337,482.	0.	337,482.	337,482.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EDWARD M. DEDON, CPA (ACCTG & TAX PREP)	14,195.	1,420.		12,775.
TO FORM 990-PF, PG 1, LN 16B	14,195.	1,420.		12,775.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GILLESPIE, ROBINSON & GRIMM, INC. (INVESTMENT MANAGEMENT FEES)	78,216.	78,216.		0.
BANK OF NEW YORK (CUSTODY FEES)	8,555.	8,555.		0.
TO FORM 990-PF, PG 1, LN 16C	86,771.	86,771.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,055.	406.		3,649.
TO FORM 990-PF, PG 1, LN 18	4,055.	406.		3,649.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE MAINTENANCE & EXPENSES	531.	53.		478.
FILING FEES	870.	87.		783.
TO FORM 990-PF, PG 1, LN 23	1,401.	140.		1,261.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT/AGENCY OBLIGATIONS	X		2,001,484.	1,981,617.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,001,484.	1,981,617.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,001,484.	1,981,617.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK & EQUITY ETF	6,678,675.	10,900,627.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,678,675.	10,900,627.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS & BOND ETF	2,556,283.	2,422,541.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,556,283.	2,422,541.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER/FAX MACHINE	3,385.	3,385.	0.
FURNITURE & FIXTURES	5,148.	5,148.	0.
COPIER	1,100.	1,100.	0.
COMPUTER	2,403.	2,403.	0.
FURNITURE	353.	353.	0.
PRINTER	236.	236.	0.
COMPUTER	1,605.	1,605.	0.

The Oaklawn Foundation
 EIN 13-6127896
 Schedule of Investments
 December 31, 2016

<u>U.S. Government and Agency Bonds</u>	<u>Par Value</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
U.S. Treasury Notes 4.625% 2/15/2017	250,000	248,828	251,225	2,397
U.S. Treasury Notes 4.5% 5/15/2017	250,000	242,430	253,495	11,065
U.S. Treasury Notes 4.75% 8/15/2017	200,000	201,625	204,906	3,281
U.S. Treasury Notes 2.25% 11/30/2017	300,000	314,061	303,681	(10,380)
U.S. Treasury Notes 2.625% 01/31/2018	250,000	266,016	254,443	(11,573)
U.S. Treasury Notes 2.25% 07/31/2018	200,000	208,000	203,602	(4,398)
U.S. Treasury Notes 2.75% 02/15/2019	250,000	262,258	257,853	(4,405)
U.S. Treasury Notes 1.875% 06/30/2020	250,000	<u>258,266</u>	252,412	<u>(5,854)</u>
Total U.S. Government and Agency Bonds		<u>\$ 2,001,484</u>	<u>\$ 1,981,617</u>	<u>\$ (19,867)</u>

The Oaklawn Foundation
Schedule 1
Schedule of Investments
December 31, 2016

<u>Corporate Stocks and Equity ETF</u>	<u>Shares</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
Accenture PLC Cl A	3,300	\$ 165,718	\$ 386,529	\$ 220,811
Allergan PLC	1,828	520,566	383,898	(136,668)
Alphabet Inc Cl A	310	55,088	245,659	190,571
Alphabet Inc Cl C	486	122,000	375,105	253,105
Amphenol Corp	6,000	127,909	403,200	275,291
Apple Inc.	3,100	332,178	359,042	26,864
Beckton Dickinson and Company	2,200	149,315	364,210	214,895
Charles Schwab Corp	12,500	323,094	493,375	170,281
Chevron Corporation	3,450	328,694	406,065	77,371
CVS Caremark Corp	4,300	125,536	339,313	213,777
Dollar General Corp	4,100	189,542	303,687	114,145
Dunkin' BrandsGroup Inc	7,550	346,253	395,922	49,669
Eaton Corporation PLC	5,200	303,936	348,868	44,932
Ecolab, Inc	3,200	364,022	375,104	11,082
Exxon Mobil Corp	3,784	142,198	341,544	199,346
Facebook Inc	4,500	370,883	517,725	146,842
Grainger W W Inc	1,375	340,398	319,344	(21,054)
Johnson & Johnson	3,250	94,091	374,432	280,341
Lowe's Companies Inc	5,100	224,145	362,712	138,567
Mettler-Toledo Intl Inc	725	115,147	303,456	188,309
Nike Inc	7,000	179,030	355,810	176,780
Old Dominion Fght Line	4,700	309,932	403,213	93,281
Oracle Corporation	7,900	170,499	303,755	133,256
Pepsico Inc	3,500	60,330	366,205	305,875
State Street Corp	5,200	207,898	404,144	196,246
Suntrust Banks Inc	8,000	231,089	438,800	207,711
Visa Inc Cl A	4,780	97,832	372,936	275,104
Vmware Inc	5,000	440,950	393,650	(47,300)
Wells Fargo & Co	8,400	240,402	462,924	222,522
Total Corporate Stocks		<u>\$ 6,678,675</u>	<u>\$10,900,627</u>	<u>\$ 4,221,952</u>

The Oaklawn Foundation
Schedule 2
Schedule of Investments
December 31, 2016

<u>Corporate Bonds, Notes and Bond ETF</u>	<u>Par Value</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
Abbott Laboratories 4.125% 05/27/2020	\$100,000	\$110,544	\$105,262	\$ (5,282)
American Express BK 6% 09/13/2017	100,000	115,738	103,091	(12,647)
Apple Inc Sr Fxd Rt Nt 2.1% 05/06/2019	100,000	102,300	100,949	(1,351)
AT&T Inc Fxd Rt Global Nt 5% 03/01/2021	100,000	112,790	107,551	(5,239)
Becton Dickinson & Co Fxd Rt Nt 3.125% 11/08/2021	100,000	106,200	102,523	(3,677)
Berkshire Hathaway Inc. 5.4% 05/15/2018	100,000	115,574	105,244	(10,330)
Boston Properties LP 5.625% 11/15/2020	100,000	112,300	110,291	(2,009)
BP Cap Mkts PLC Gtd Nt 3.561% 11/01/2021	100,000	107,870	104,387	(3,483)
Centerpoint Energy Resources 6.125% 11/01/2017	100,000	116,320	103,334	(12,986)
Chevron Corp Nts 4.95% 03/03/19	100,000	108,150	106,857	(1,293)
Comcast Corp 6.5% 01/15/2017	100,000	116,507	100,141	(16,366)
CVS Health Corp Sr Nt 4.125% 05/15/2021	100,000	109,850	105,812	(4,038)
Ecolab Inc fixed Rt Nt 4.35% 12/08/2021	100,000	111,500	108,066	(3,434)
Enbridge Inc 5.6% 04/01/2017	100,000	112,563	101,027	(11,536)
General Electric Cap Corp 4.65% 10/17/2021	100,000	111,530	109,694	(1,836)
Oracle Corp 5.75% 4/15/2018	100,000	113,371	105,646	(7,725)
Pacific Gas & Electric 5.625% 11/30/2017	100,000	115,333	103,710	(11,623)
Pfizer Inc Fxd Rt Nt 5.32% 08/12/2020	100,000	113,940	111,103	(2,837)
Philip Morris Intl Inc Fixed Rt 4.5% 03/26/2020	100,000	109,550	107,088	(2,462)
Subtotal		2,121,930	2,001,776	(120,154)

The Oaklawn Foundation
Schedule 2
Schedule of Investments
December 31, 2016

<u>Corporate Bonds, Notes and Bond ETF</u>	<u>Par Value</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
(Carried Forward)		\$ 2,121,930	\$ 2,001,776	\$ (120,154)
Verizon Communications Inc Fxd Rt 4.5% 09/15/2020	100,000	109,480	107,011	(2,469)
Vodafone Group PLC 5.45% 06/10/2019	100,000	112,893	107,762	(5,131)
Wal-Mart Stores, Inc. 3.625% 07/08/2020	100,000	109,760	105,709	(4,051)
Wells Fargo & Company 2.1% 05/08/2017	100,000	102,220	100,283	(1,937)
 Total Corporate Bonds, Notes and ETF		<u>\$ 2,556,283</u>	<u>\$ 2,422,541</u>	<u>\$ (133,742)</u>

COMPUTER	779.	779.	0.
FURNITURE	1,646.	1,646.	0.
COMPUTER & PRINTER	1,443.	1,443.	0.
DELL LAPTOP MODEL 7537	744.	168.	576.
TOTAL TO FM 990-PF, PART II, LN 14	18,842.	18,266.	576.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL AND CREDIT CARD LIABILITIES	0.	29.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	29.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN K. GRIMM 80 FIELD POINT ROAD P.O. BOX 2220 GREENWICH, CT 06836	DIRECTOR 0.00	0.	0.	0.
CAMERON F. HOPPER, ESQ 51 AMOGERONE CROSSWAY GREENWICH, CT 06830	DIRECTOR 0.00	0.	0.	0.
WILLIAM S. KIES III 15 GRANT AVENUE OLD GREENWICH, CT 06870	PRESIDENT/DIRECTOR 25.00	30,000.	0.	0.
AUDREY S. PAIGHT 2991 EAGLE ESTATES CIRCLE WEST CLEARWATER, FL 34681	DIRECTOR 0.00	0.	0.	0.
BETSY K. RAFTERY 34 WICKS END LANE WILTON, CT 06897	TREASURER/DIRECTOR 25.00	23,000.	0.	0.
JOSEPH PAIGHT 4880 BAY HERON PLACE, UNIT #220 TAMPA, FL 33616	DIRECTOR 0.00	0.	0.	0.

THE OAKLAWN FOUNDATION, INC.

13-6127896

WILLIAM S. KIES IV
19 MEADOW DRIVE
COC COB., CT 06807

DIRECTOR
0.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

53,000. 0. 0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 13
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WILLIAM S. KIES III, PRESIDENT, OAKLAWN FOUNDATION
PO BOX 272
OLD GREENWICH, CT 06870

TELEPHONE NUMBER

203 637-3784

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD INCLUDE DATA AS TO THE PURPOSE AND PROPOSED USE OF THE GRANT; PERTINENT FINANCIAL DATA SHOULD BE SUBMITTED.

ANY SUBMISSION DEADLINES

NO DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTEE MUST BE AN EXEMPT ORGANIZATION UNDER SECTION 501(C) OF THE INTERNAL REVENUE CODE. NO OTHER SPECIAL FACTORS.

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	FURNITURE & FIXTURES														
2	FURNITURE & FIXTURES	06/15/92	SL	7.00		16	5,148.				5,148.	5,148.		0.	5,148.
5	FURNITURE	12/01/96	SL	7.00		16	353.				353.	353.		0.	353.
9	FURNITURE	04/15/04	SL	7.00		16	1,646.				1,646.	1,646.		0.	1,646.
	* 990-PF PG 1 TOTAL FURNITURE & FIXTURES						7,147.				7,147.	7,147.		0.	7,147.
	MACHINERY & EQUIPMENT														
1	COMPUTER/FAX MACHINE	06/15/92	SL	5.00		16	3,385.				3,385.	3,385.		0.	3,385.
3	COPIER	06/15/94	SL	5.00		16	1,100.				1,100.	1,100.		0.	1,100.
4	COMPUTER	08/15/96	SL	5.00		16	2,403.				2,403.	2,403.		0.	2,403.
6	PRINTER	03/08/98	SL	5.00		16	236.				236.	236.		0.	236.
7	COMPUTER	01/15/00	SL	5.00		16	1,605.				1,605.	1,605.		0.	1,605.
8	COMPUTER	12/08/04	SL	5.00		16	779.				779.	779.		0.	779.
11	DELL LAPTOP MODEL 7537	10/26/15	SL	5.00		MQ17	744.				744.	19.		149.	168.
	* 990-PF PG 1 TOTAL MACHINERY & EQUIPMENT						10,252.				10,252.	9,527.		149.	9,676.
	OTHER														
10	COMPUTER & PRINTER	10/06/10	SL	5.00		MQ17	1,443.				1,443.	1,443.		0.	1,443.
	* 990-PF PG 1 TOTAL OTHER						1,443.				1,443.	1,443.		0.	1,443.
	* GRAND TOTAL 990-PF PG 1						18,842.				18,842.	18,117.		149.	18,266.
	DEPR														