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EXTENDED TO NOVEMBER 15, 2017

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning

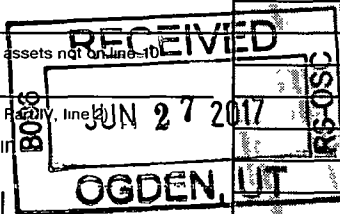
, and ending

Name of foundation <b>VESPER FOUNDATION</b>		A Employer identification number <b>23-6251198</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>8223 BRECKSVILLE RD #100</b>		B Telephone number <b>440-838-4700</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BRECKSVILLE, OH 44141</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>5,093,142.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
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		40,653.	40,653.		STATEMENT 1
4 Dividends and interest from securities		16,401.	16,401.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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					
12 Total. Add lines 1 through 11		57,054.	57,054.		
13 Compensation of officers, directors, trustees, etc		4,800.	1,200.		3,600.
14 Other employee salaries and wages		8,820.	882.		0.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 3		200.	0.		100.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		31,508.	27,908.		0.
24 Total operating and administrative expenses—Add lines 13 through 23		45,328.	29,990.		3,700.
25 Contributions, gifts, grants paid		1,284,781.			1,284,781.
26 Total expenses and disbursements. Add lines 24 and 25		1,330,109.	29,990.		1,288,481.
27 Subtract line 26 from line 12.		-1,273,055.			
a Excess of revenue over expenses and disbursements			27,064.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

938 15

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,615,261.	104,012.	104,012.
	2 Savings and temporary cash investments	2,144,040.	3,382,734.	3,382,734.
	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 5	1,039,776.	1,039,776.	1,606,396.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		5,799,077.	4,526,522.	5,093,142.
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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	5,799,077.	4,526,522.	
	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	5,799,077.	4,526,522.		
31 Total liabilities and net assets/fund balances	5,799,077.	4,526,522.		

## 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	5,799,077.
2 Enter amount from Part I, line 27a	2	-1,273,055.
3 Other increases not included in line 2 (itemize) ▶	3	500.
4 Add lines 1, 2, and 3	4	4,526,522.
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	4,526,522.

**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	NONE			
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			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

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 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	2,272,352.	6,642,176.	.342110
2014	1,385,300.	8,598,919.	.161102
2013	1,007,754.	11,101,411.	.090777
2012	1,271,260.	10,128,774.	.125510
2011	894,700.	10,017,819.	.089311

2 Total of line 1, column (d) 2 .808810

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 .161762

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 4 4,880,573.

5 Multiply line 4 by line 3 5 789,491.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 271.

7 Add lines 5 and 6 7 789,762.

8 Enter qualifying distributions from Part XII, line 4 8 1,288,481.

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).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2017 estimated tax

6a 3,340.

6b

6c

6d

7 3,340.

8

9

10 3,069.

11 0.

**Part VII-A Statements Regarding Activities**

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

OH

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b X

5 X

6 X

7 X

8b X

9 X

10 X

N/A

**Part VII-A** Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► NANCY S. LENHART Telephone no. ► 440-838-4700 Located at ► 8223 BRECKSVILLE ROAD, SUITE 100, BRECKSVILLE, OH ZIP+4 ► 44141-1361		
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		
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 ►		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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		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?		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. ► _____		
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		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ 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

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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 6		4,800.	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	4,806,344.
b	Average of monthly cash balances	1b	148,552.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,954,896.
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	4,954,896.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,323.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,880,573.
6	Minimum investment return. Enter 5% of line 5	6	244,029.

**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	244,029.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	271.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	271.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	243,758.
4	Recoveries of amounts treated as qualifying distributions	4	500.
5	Add lines 3 and 4	5	244,258.
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	244,258.

**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	1,288,481.
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	1,288,481.
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	271.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,288,210.

**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				244,258.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	394,180.			
b From 2012	765,701.			
c From 2013	452,870.			
d From 2014	955,517.			
e From 2015	1,940,295.			
f Total of lines 3a through e	4,508,563.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 1,288,481.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				244,258.
e Remaining amount distributed out of corpus	1,044,223.			
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:	5,552,786.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	394,180.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	5,158,606.			
10 Analysis of line 9:				
a Excess from 2012	765,701.			
b Excess from 2013	452,870.			
c Excess from 2014	955,517.			
d Excess from 2015	1,940,295.			
e Excess from 2016	1,044,223.			

**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)

**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).)

**JAMES BENENSON JR.**

**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
<b>a Paid during the year</b>				
ADVENT SCHOOL 15 BRIMMER STREET BOSTON, MA 02108		EXEMPT	GENERAL	5,000.
ALZHEIMERS ASSOCIATION P.O. BOX 74924 CLEVELAND, OH 44194		EXEMPT	GENERAL	1,250.
AMERICAN INDEPENDENCE MUSEUM ONE GOVENOR'S LANE EXETER, NH 03833		EXEMPT	GENERAL	38,000.
AT HOME DOWNEAST P.O. BOX 1107 BLUE HILL, ME 04614		EXEMPT	GENERAL	2,000.
BATTERY PARK CONSERVANCY 2 SOUTH END AVENUE NEW YORK, NY 10280		EXEMPT	GENERAL	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>1,284,781.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



## Part XVII

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | 1  |       | Yes |
|--|-------|-----|
| 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) |     |
| (2) Other assets   | 1a(2) |     |
| b Other transactions:  |       |     |
| (1) Sales of assets to a noncharitable exempt organization   | 1b(1) |     |
| (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) |     |
| (3) Rental of facilities, equipment, or other assets   | 1b(3) |     |
| (4) Reimbursement arrangements   | 1b(4) |     |
| (5) Loans or loan guarantees   | 1b(5) |     |
| (6) Performance of services or membership or fundraising solicitations   | 1b(6) |     |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    |     |
| 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. |       |     |

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


[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

Date \_\_\_\_\_

**SECRETARY**

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid** \_\_\_\_\_  
**Preparer**  
**Use Only**

---

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ self-employed

PTIN

ALANE BOFFA

Alan F. CPA

06/15/17

P00012337

Firm's name ► COHEN & COMPANY, LTD.

Firm's EIN ▶ 34-1912961

Firm's address ► OFFICES LISTED AT  
WWW.COHENCPA.COM, OH 44115

Phone no 800-229-1099

**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
BEACON HILL NURSERY SCHOOL 74 JOY STREET BOSTON, MA 02114		EXEMPT	GENERAL	68,210.
BEVERLY BOOTSTRAPS COMMUNITY SERVICES INC 371 CABOT STREET BEVERLY, MA 01915		EXEMPT	GENERAL	5,500.
BIG BROTHERS/BIG SISTERS OF MASSACUSETTES BAY 75 FEDERAL STREET, 8TH FLOOR BOSTON, MA 02110		EXEMPT	GENERAL	9,000.
BOSTON PUBLIC LIBRARY 700 BOYLSTON STREET BOSTON, MA 02116		EXEMPT	GENERAL	500.
BROOKSVILLE EDUCATION CENTER P.O. BOX 277 BROOKSVILLE, ME 04617		EXEMPT	GENERAL	500.
BROOKSVILLE HISTORICAL SOCIETY ROUTE 176, BROOKSVILLE CORNER BROOKSVILLE, ME 04617		EXEMPT	GENERAL	500.
CAPE ANNE MUSEUM 27 PLEASANT STREET GLOUCESTER, MA 01930		EXEMPT	GENERAL	4,140.
CITY GARDENS CLUB 755 PARK AVENUE NEW YORK, NY 10021		EXEMPT	GENERAL	3,000.
CLOUD ARTSCIENCE FOUNDATION 650 E KENDALL STREET CAMBRIDGE, MA 02142		EXEMPT	GENERAL	1,000.
COURAGEOUS SAILING 1 FIRST AVENUE BOSTON, MA 02129		EXEMPT	GENERAL	34,000.
<b>Total from continuation sheets</b>				<b>1,233,531.</b>

**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
CUVILLY ARTS AND EARTH CENTER 10 JEFFREY'S NECK ROAD IPSWICH, MA 01938		EXEMPT	GENERAL	8,000.
EASTERN MAINE HOME CARE FOUNDATION 14 ACCESS HIGHWAY CARIBOU, ME 04736		EXEMPT	GENERAL	1,500.
EMERALD NECKLACE CONSERVANCY 125 THE FENWAY BOSTON, MA 02115		EXEMPT	GENERAL	2,125.
ESPLANADE ASSOCIATION 376 BOYLSTON STREET, SUITE 503 BOSTON, MA 02116		EXEMPT	GENERAL	5,000.
ESSEX COUNTY GREENBELT 82 EASTERN AVENUE ESSEX, MA 01929		EXEMPT	GENERAL	5,000.
FRACTURED ATLAS 248 WEST 35TH STREET, 10TH FLOOR NEW YORK, NY 10001		EXEMPT	GENERAL	500.
FRIENDS OF THE PUBLIC GARDEN 69 BESOOON STREET BOSTON, MA 02108		EXEMPT	GENERAL	15,000.
FRIENDSHIP COTTAGE 118 ELLSWORTH ROAD BLUE HILL, ME 04614		EXEMPT	GENERAL	500.
GRACE CHURCH SCHOOL 86 FOURTH AVENUE NEW YORK, NY 10003		EXEMPT	GENERAL	5,000.
HEALTHY PENNISULA P.O. BOX 945 BLUE HILL, ME 04614		EXEMPT	GENERAL	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
HOLY APOSTLES SOUP KITCHEN 296 NINTH AVENUE NEW YORK, NY 10001		EXEMPT	GENERAL	5,000.
INSTITUTE OF CONTEMPORARY ART 100 NORTHERN AVENUE BOSTON, MA 02210		EXEMPT	GENERAL	2,000.
ISLAND NURSING HOME 587 NORTH DEER ISLE ROAD DEER ISLE, ME 04627		EXEMPT	GENERAL	1,000.
KINDERVISION FOUNDATION 19 EAST THIRD STREET, SUITE 204 PERU, IN 46970		EXEMPT	GENERAL	5,000.
LAHEY HEALTH 41 MALL ROAD BURLINGTON, MA 01805		EXEMPT	GENERAL	2,000.
MERCANTILE LIBRARY / CENTER FOR FICTION 17 EAST 47TH STREET NEW YORK, NY 10017		EXEMPT	GENERAL	25,000.
MERCHANTS HOUSE MUSEUM 29 EAST FOURTH STREET NEW YORK, NY 10003		EXEMPT	GENERAL	1,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE, 82ND STREET NEW YORK, NY 10028		EXEMPT	GENERAL	2,500.
METROPOLITAN OPERA ASSOCIATION 30 LINCOLN CENTER NEW YORK, NY 10023		EXEMPT	GENERAL	5,000.
MORGAN LIBRARY AND MUSEUM 225 MADISON AVENUE, 36TH STREET NEW YORK, NY 10016		EXEMPT	GENERAL	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
MUSEUMS OF FINE ARTS 465 HUNTINGTON AVENUE BOSTON, MA 02115		EXEMPT	GENERAL	15,000.
NATIONAL ACADEMY MUSEUM & SCHOOL 1083 FIFTH AVENUE NEW YORK, NY 10128		EXEMPT	GENERAL	115,000.
NEW YORK BOTANICAL GARDEN 200TH STREET & SOUTHERN BOULEVARD BRONX, NY 10458		EXEMPT	GENERAL	10,000.
NORTH SHORE NURSERY SCHOOL 284 GREENWOOD AVENUE BEVERLY, MA 01915		EXEMPT	GENERAL	9,800.
PAN MASS, THE JIMMY FUND 77 FOURTH AVENUE NEEDHAM, MA 02494		EXEMPT	GENERAL	100.
PAPER BAG PLAYERS 185 E BROADWAY NEW YORK, NY 10002		EXEMPT	GENERAL	500.
PARK SCHOOL 171 GODDARD AVENUE BROOKLINE, MA 02445		EXEMPT	GENERAL	10,000.
PATHWAYS FOR CHILDREN 29 EMERSON AVENUE GLOUCESTER, MA 01930		EXEMPT	GENERAL	12,500.
PEABODY ESSEX MUSEUM EAST INDIA SQUARE SALEM, MA 01970		EXEMPT	GENERAL	25,500.
PLAYERS PRESERVATION FUND 16 GRAMENCY PARK SOUTH NEW YORK, NY 10003		EXEMPT	GENERAL	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
POLICE ATHLETIC LEAGUE 34 1/2 EAST 12TH STREET NEW YORK, NY 10003		EXEMPT	GENERAL	1,000.
RAW ART WORKS 37 CENTRAL SQUARE LYNN, MA 01901		EXEMPT	GENERAL	106.
RED SEA FOUNDATION 10683 BIG CANOE BIG CANOE, GA 30143		EXEMPT	GENERAL	10,000.
ROOM TO GROW 142 BERKELEY STREET BOSTON, MA 02116		EXEMPT	GENERAL	7,800.
SEAL LEGACY FOUNDATION 2525 WALLINGWOOD DR BUILDING I SUITE 214 AUSTIN, TX 78746		EXEMPT	GENERAL	1,000.
SMITH COVE PRESERVATION TRUST 8233 BRECKSVILLE ROAD #100 BRECKSVILLE, OH 44141	SIMILAR BOARD OF TRUSTEES	EXEMPT	GENERAL	30,000.
TABOR ACADEMY 66 SPRING STREET MARION, MA 02738		EXEMPT	GENERAL	77,500.
THE MACDOWELL COLONY 163 EAST 81ST STREET NEW YORK, NY 10028		EXEMPT	GENERAL	250.
TRUSTEES OF RESERVATIONS 572 ESSEX STREET BEVERLY, MA 01915		EXEMPT	GENERAL	165,450.
TULANE UNIVERSITY 218 GIBSON HALL 6823 ST. CHARLES AVENUE NEW ORLEANS, LA 70118		EXEMPT	GENERAL	330,000.
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
URBAN IMPROV 8 ST. JOHN STREET JAMAICA PLAIN, MA 02130		EXEMPT	GENERAL	45,000.
VIA ART FUND, INC. 83 NEWBURY STREET, 4TH FLOOR BOSTON, MA 02116		EXEMPT	GENERAL	10,000.
WASHINGTON SQUARE PARK CONSERVANCY PO BOX 1624 COOPER STATION NEW YORK, NY 10276		EXEMPT	GENERAL	1,000.
WASSAIC PROJECT 37 FURNACE BANK ROAD WASSAIC, NY 12592		EXEMPT	GENERAL	20,000.
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481		EXEMPT	GENERAL	500.
WELLSPRING HOUSE 302 ESSEX AVENUE GLOUCESTER, MA 01930		EXEMPT	GENERAL	250.
WETLANDS FOUNDATION 8223 BRECKSVILLE ROAD #100 BRECKSVILLE, OH 44141	SIMILAR BOARD OF TRUSTEES	EXEMPT	GENERAL	100,000.
WIKIMEDIA FOUNDATION, INC. P.O. BOX 98204 WASHINGTON, DC 20090		EXEMPT	GENERAL	500.
WOMEN'S COMMITTEE OF THE CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022		EXEMPT	GENERAL	1,000.
YOUNG CONCERT ARTISTS 250 WEST 57 STREET, SUITE 1222 NEW YORK, NY 10107		EXEMPT	GENERAL	300.
Total from continuation sheets				

23-6251198

**3 Grants and Contributions Paid During the Year (Continuation)**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
INTEREST INCOME	40,653.	40,653.	
TOTAL TO PART I, LINE 3	40,653.	40,653.	

## 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
DIVIDEND INCOME	16,401.	0.	16,401.	16,401.	
TO PART I, LINE 4	16,401.	0.	16,401.	16,401.	

## FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO FEE	200.	0.		100.
TO FORM 990-PF, PG 1, LN 18	200.	0.		100.

## FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	3,600.	0.		0.
INVESTMENT MANAGEMENT FEES	27,908.	27,908.		0.
TO FORM 990-PF, PG 1, LN 23	31,508.	27,908.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,039,776.	1,606,396.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,039,776.	1,606,396.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES BENENSON JR. 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	PRESIDENT 1.00	2,400.	0.	0.
JAMES BENENSON III 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	VICE PRESIDENT 1.00	1,200.	0.	0.
CLEMENT C BENENSON 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	VICE PRESIDENT 1.00	1,200.	0.	0.
JOHN V CURCI 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	TREASURER 1.00	0.	0.	0.
NANCY S LENHART 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		4,800.	0.	0.

**VESPER FOUNDATION**  
**E.I.N. 23-6251198**  
**ATTACHMENT – 2016 FORM 990-PF**

**The following information is furnished with respect to grants subject to expenditure responsibility pursuant to Treasury Regulations §53.4945-5(d) (2).**

- (i)           Grantee – Smith Cove Preservation Trust**  
**8223 Brecksville Road, #100**  
**Brecksville, Ohio 44141-1361**
- (ii)           Grant paid September 30, 2016       \$20,000**
- (iii)          Purposes of grant – to provide funds in order to**  
**enable Grantee to meet operating expenses**  
**incurred in carrying out activities in furtherance**  
**of its exempt purpose.**
- (iv)          Expended by Grantee for above purposes**  
**through December 31, 2016:   \$3,595**
- (v)           Grantee used funds solely for designated**  
**purposes in 2016.**
- (vi) & (vii)   Financial reports (unaudited) received from**  
**Grantee on the date(s): March 30, 2017**



**VESPER FOUNDATION**  
**E.I.N. 23-6251198**  
**ATTACHMENT – 2016 FORM 990-PF**

The following information is furnished with respect to grants subject to expenditure responsibility pursuant to Treasury Regulations §53.4945-5(d) (2).

- (i)        **Grantee – Smith Cove Preservation Trust  
8223 Brecksville Road, #100  
Brecksville, Ohio 44141-1361**
  
- (ii)       **Grant paid January 7, 2016     \$10,000**
  
- (iii)      **Purposes of grant – to provide funds in order to  
enable Grantee to meet operating expenses  
incurred in carrying out activities in furtherance  
of its exempt purpose.**
  
- (iv)       **Expended by Grantee for above purposes  
through December 31, 2016:   \$10,000**
  
- (v)        **Grantee used funds solely for designated  
purposes in 2016.**
  
- (vi) & (vii)   **Financial reports (unaudited) received from  
Grantee on the date(s):   March 30, 2017**