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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation THE SOONER FOUNDATION		A Employer identification number 27-0187051	
% CHILTON TRUST COMPANY LLC			
Number and street (or P O box number if mail is not delivered to street address) 1290 E MAIN STREET Suite 1st FL	Room/suite	B Telephone number (see instructions) (646) 443-7770	
City or town, state or province, country, and ZIP or foreign postal code STAMFORD, CT 06902		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) \$ 1,028,424	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	8,128	8,128		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	44,270			
	b Gross sales price for all assets on line 6a _____ 728,790				
	7 Capital gain net income (from Part IV, line 2)		44,270		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	5,548			
	12 Total. Add lines 1 through 11	57,946	52,398		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,364	0	0	3,364
	c Other professional fees (attach schedule)	11,290	11,290		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	235	235		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	25			25
	24 Total operating and administrative expenses. Add lines 13 through 23	14,914	11,525	0	3,389
	25 Contributions, gifts, grants paid	61,000			61,000
	26 Total expenses and disbursements. Add lines 24 and 25	75,914	11,525	0	64,389
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-17,968			
	b Net investment income (if negative, enter -0-)		40,873		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing	200,218	141,099	141,099		
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)	19,765	18,383	17,260		
	b Investments—corporate stock (attach schedule)	736,196	770,673	849,669		
	c Investments—corporate bonds (attach schedule)	20,927	20,463	20,396		
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)					
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15 Other assets (describe ▶ _____)						
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	977,106	950,618	1,028,424			
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 (attach schedule)					
	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"/> 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	977,106	950,618			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see instructions)	977,106	950,618				
31 Total liabilities and net assets/fund balances (see instructions) .	977,106	950,618				

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	977,106
2 Enter amount from Part I, line 27a	2	-17,968
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	959,138
5 Decreases not included in line 2 (itemize) ▶ _____	5	8,520
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	950,618

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)
1 a PUBLICLY TRADED SECURITIES	P		
b PUBLICLY TRADED SECURITIES	P		
c CAPITAL GAIN DIVIDENDS	P		
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 357,068		364,169	-3,019
b 364,811		328,631	40,378
c			6,911
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))
(j) F M V as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), if any	
a			-7,101
b			36,180
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	44,270
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	63,770	1,090,753	0 058464
2014	51,928	1,046,526	0 049619
2013	48,738	971,847	0 05015
2012	39,658	838,094	0 047319
2011	36,654	831,818	0 044065

2 Total of line 1, column (d)	2	0 249617
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 049923
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,026,205
5 Multiply line 4 by line 3	5	51,231
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	409
7 Add lines 5 and 6	7	51,640
8 Enter qualifying distributions from Part XII, line 4	8	64,389

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	409
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	
3	Add lines 1 and 2.	3	409
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	409
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	500
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	500
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	91
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 0 Refunded	11	91

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) VA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► _____	13	Yes	
14	The books are in care of ► <u>CHILTON TRUST COMPANY LLC</u> Telephone no ► <u>(203) 352-4000</u>			

Located at ► 1290 E MAIN ST-3RD FLOOR STAMFORD CT ZIP+4 ► 06902

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ► _____			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 type="checkbox"/> Yes <input checked="" 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
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)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d)	5b		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
SHEILA RAUCH KENNEDY 1290 E MAIN STREET STAMFORD, CT 06902	CHAIRMAN 2 0	0	0	0
MATTHEW R KENNEDY 1290 E MAIN STREET STAMFORD, CT 06902	VICE PRESIDENT 2 0	0	0	0
JOSEPH P KENNEDY III 1290 E MAIN STREET STAMFORD, CT 06902	VICE PRESIDENT 2 0	0	0	0
G DAVID HAMAR JD CPA 1290 E MAIN STREET STAMFORD, CT 06902	TREASURER 2 0	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Total number of other employees paid over \$50,000. ▶				

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services. ►		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	

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	853,100
b	Average of monthly cash balances.	1b	188,732
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,041,832
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,041,832
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	15,627
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,026,205
6	Minimum investment return. Enter 5% of line 5.	6	51,310

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	51,310
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	409
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	409
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	50,901
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	50,901
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	50,901

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	64,389
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	64,389
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	409
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	63,980

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				50,901
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 2014, 2013, 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013. 1,257				
d From 2014. 5,499				
e From 2015. 9,838				
f Total of lines 3a through e.	16,594			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 64,389				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				50,901
e Remaining amount distributed out of corpus	13,488			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	30,082			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	30,082			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013. 1,257				
c Excess from 2014. 5,499				
d Excess from 2015. 9,838				
e Excess from 2016. 13,488				

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

1a 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 organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))	NA
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	NA
<div> <div>◀</div> <div>▶</div> </div>	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input checked="" type="checkbox"/> 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 email 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	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	61,000
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	8,128	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	44,270	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).				52,398	
13 Total. Add line 12, columns (b), (d), and (e).			13		52,398

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
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[illegible]

Part XVII

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

[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

Print/Type preparer's name PAUL F NAPOLEON	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00369128
Firm's name ▶ CHILTON TRUST COMPANY LLC				Firm's EIN ▶
Firm's address ▶ 1290 EAST MAIN STREET STAMFORD, CT 06902				Phone no (203) 352-4124

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
TRUDEAU INSTITUTE 154 ALGONQUIN AVENUE SARANAC LAKE, NY 12983	NONE	PC	GENERAL SUPPORT	1,000
ISLAND HEALTH PROJECT INC BOX 344 FISHERS ISLAND, NY 06390	NONE	PC	GENERAL SUPPORT	1,000
FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE STREET ROOM 111 PHILADELPHIA, PA 19103	NONE	PC	GENERAL SUPPORT	1,000
MOUNT AUBURN HOSPITAL 330 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PC	GENERAL SUPPORT	1,500
THE HENRY L FERGUSON MUSEUM PO BOX 554 FISHERS ISLAND, NY 06390	NONE	PC	GENERAL SUPPORT	1,500
FISHERS ISLAND LIBRARY ASSOCIATION PO BOX 366 FISHERS ISLAND, NY 06390	NONE	PC	GENERAL SUPPORT	10,000
COMMONWEALTH ZOOLOGICAL CORP ZOO NEW ENGLAND ONE FRANKLIN PARK ROAD BOSTON, MA 02121	NONE	PC	GENERAL SUPPORT	1,000
SAVE OUR SACRAMENT INC 41 WETHERSFIELD ROAD NATICK, MA 01760	NONE	PC	GENERAL SUPPORT	1,000
PERKINS SCHOOL FOR THE BLIND 175 NORTH BEACON STREET WATERTOWN, MA 02472	NONE	PC	GENERAL SUPPORT	1,000
THE LIGHTHOUSE WORKS PO BOX 385 FISHERS ISLAND, NY 06390	NONE	PC	GENERAL SUPPORT	2,500
WHEATON COLLEGE 26 E MAIN STREET NORTON, MA 02766	NONE	PC	GENERAL SUPPORT	1,000
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 943056105	NONE	PC	GENERAL SUPPORT	1,500
ON THE RISE INC 341 BROADWAY CAMBRIDGE, MA 02139	NONE	PC	GENERAL SUPPORT	1,000
BUCKINGHAM BROWNE & NICHOLS SCHOOL 80 GERRYS LANDING ROAD CAMBRIDGE, MA 02138	NONE	PC	GENERAL SUPPORT	1,000
FISHERS ISLAND COMMUNITY CENTER PO BOX 464 FISHERS ISLAND, NY 06390	NONE	PC	GENERAL SUPPORT	1,000
Total ►				61,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
PLANNED PARENTHOOD 1055 COMMONWEALTH AVENUE BOSTON, MA 022151001	NONE	PC	GENERAL SUPPORT	3,000
HARVARD BUSINESS SCHOOL 124 MOUNT AUBURN STREET CAMBRIDGE, MA 021385795	NONE	PC	GENERAL SUPPORT	1,000
THE FISHERS ISLAND CONSERVANCY INC 25 THE WATERWAY WELLESLEY, MA 02481	NONE	PC	GENERAL SUPPORT	1,000
VNA CARE NETWORK INC VNA CARE NETWORK & HOSPICE 120 THOMAS STREET WORCESTER, MA 01608	NONE	PC	GENERAL SUPPORT	1,000
EMERALD NECKLACE CONSERVANCY 125 THE FENWAY BOSTON, MA 02115	NONE	PC	GENERAL SUPPORT	1,000
NATIONAL PARTNERSHIP FOR WOMEN AND FAMILIES INC 1875 CONNECTICUT AVENUE NW - SUITE WASHINGTON, DC 20009	NONE	PC	GENERAL SUPPORT	2,500
ROBERT F KENNEDY CHILDREN'S ACTION CORPS 11 BEACON STREET SUITE 820 BOSTON, MA 02108	NONE	PC	GENERAL SUPPORT	10,000
HARVARD LAW SCHOOL 124 MOUNT AUBURN STREET CAMBRIDGE, MA 021385795	NONE	PC	GENERAL SUPPORT	1,000
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	NONE	PC	GENERAL SUPPORT	500
EPISCOPAL DIOCESE OF MASSACHUSETTS 138 TREMONT STREET BOSTON, MA 02111	NONE	PC	GENERAL SUPPORT	1,000
THE ANDREW K DWYER FOUNDATION 756 GUARD HILL ROAD BEDFORD, NY 10506	NONE	PC	GENERAL SUPPORT	1,000
CRYSTAL SPRINGS 38 NARROWS ROAD PO BOX 372 ASSONET, MA 02702	NONE	PC	GENERAL SUPPORT	500
WALSH PARK BENEVOLENT CORP PO BOX 684 FISHERS ISLAND, NY 06390	NONE	PC	GENERAL SUPPORT	1,000
FORD THEATER SOCIETY 514 TENTH STREET NW WASHINGTON, DC 20004	NONE	PC	GENERAL SUPPORT	1,000
JOHN F KENNEDY LIBRARY FOUNDATION COLUMBIA POINT BOSTON, MA 02125	NONE	PC	GENERAL SUPPORT	1,000
Total ► 3a				61,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MASSACHUSETTS GENERAL HOSPITAL 125 NASHUA STREET SUITE 540 BOSTON, MA 02114	NONE	PC	GENERAL SUPPORT	1,500
FISHERS ISLAND FIRE DEPARTMENT PO BOX 222 FISHERS ISLAND, NY 06390	NONE	PC	GENERAL SUPPORT	1,000
JOHN WINTHROP SCHOOL 85 ECKART ST BRIDGEPORT, CT 06606	NONE	PC	GENERAL SUPPORT	1,500
FISHERS ISLAND THEATER PO BOX 742 FISHERS ISLAND, NY 06390	NONE	PC	GENERAL SUPPORT	1,000
PEAR HEALTH EXCHANGE 70 GOLD STREET SAN FRANCISCO, CA 04133	NONE	PC	GENERAL SUPPORT	1,500
HARVARD LEGAL AID BUREAU 23 EVERETT STREET CAMBRIDGE, MA 02138	NONE	PC	GENERAL SUPPORT	1,000
Total ► 3a				61,000

TY 2016 Accounting Fees Schedule**Name:** THE SOONER FOUNDATION**EIN:** 27-0187051

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,364			3,364

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: THE SOONER FOUNDATION

EIN: 27-0187051

TY 2016 Investments Corporate Bonds Schedule**Name:** THE SOONER FOUNDATION**EIN:** 27-0187051

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	20,463	20,396

TY 2016 Investments Corporate Stock Schedule**Name:** THE SOONER FOUNDATION**EIN:** 27-0187051

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK & MUTUAL FUNDS	770,673	849,669

TY 2016 Investments Government Obligations Schedule**Name:** THE SOONER FOUNDATION**EIN:** 27-0187051**US Government Securities - End
of Year Book Value:**

18,383

**US Government Securities - End
of Year Fair Market Value:**

17,260

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2016 Other Decreases Schedule

Name: THE SOONER FOUNDATION
EIN: 27-0187051

Description	Amount
BOOK ADJUSTMENT	8,520

TY 2016 Other Expenses Schedule**Name:** THE SOONER FOUNDATION**EIN:** 27-0187051**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VA SSC - FILING FEES	25			25

TY 2016 Other Income Schedule

Name: THE SOONER FOUNDATION

EIN: 27-0187051

Other Income Schedule

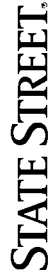
Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PRIOR YEAR REFUND	5,548		

TY 2016 Other Professional Fees Schedule**Name:** THE SOONER FOUNDATION**EIN:** 27-0187051

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	9,898	9,898		
CUSTODIAN AND MANAGEMENT FEES	1,367	1,367		
OTHER EXPENSES	25	25		

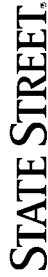
TY 2016 Taxes Schedule**Name:** THE SOONER FOUNDATION**EIN:** 27-0187051

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	235	235		



As of December 31, 2015
Page 4 of 14

Shares/Units/ Original Face Description		Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
Cash and Equivalents								
Income								
Principal								
Custody Holdings								
Total Cash and Equivalents								
Government and Agency Issues								
Custody Holdings								
Total Government and Agency Issues								
Corporate Bonds								
Custody Holdings								
Total Corporate Bonds								
Equities								
Custody Holdings								
42 000 AUTOZONE INC								
190 000 BROWN FORMAN CORP - B								
196 000 COSTCO WHOLESALE CORP								



As of December 31, 2015

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THE SOONER FOUNDATION
Account Number XX1195A

Shares/Units/ Original Face			Description		Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income		Current Yield
Equities (Continued)												
Custody Holdings (Continued)												
250 000	DISNEY (THE WALT)	COMPANY DEL	254687106	24,490 32	105 080	26,270 00	1,779 68	355 00	1 35	177 50		
172 000	FEDEX	CORP	31428X106	28,389 97	148 990	25,626 28	2,763 69-	172 00	0 67	43 00		
698 000	HILTON WORLDWIDE	HOLDINGS IN	43300A104	15,250 64	21 400	14,937 20	313 44-	195 44	1 31	0 00		
316 000	IDEXX	LABORATORIES INC	45168D104	21,579 15	72 920	23,042 72	1,463 57	0 00	0 00			
163 000	MASTERCARD	INC-A	57636Q104	12,150 95	97 360	15,869 68	3,718 73	123 88	0 78	0 00		
316 000	MOODYS	CORP	615369105	30,080 59	100 340	31,707 44	1,626 85	467 68	1 47	0 00		
2,491 015	PRIMECAP ODYSSEY	AGGRESSIVE GRWTH FD	74160Q202	48,223 36	32 400	80,708 89	32,485 53	6 40	0 01	0 00		
129 000	SHERWIN WILLIAMS	CO	824348106	30,183 67	259 600	33,488 40	3,304 73	345 72	1 03	0 00		
177 000	THERMO FISHER	SCIENTIFIC INC	883556102	22,431 78	141 850	25,107 45	2,675 67	106 20	0 42	26 55		
331 000	UNION PACIFIC	CORP	907818108	35,070 94	78 200	25,884 20	9,186 74-	728 20	2 81	0 00		



STATE STREET.

Consolidated Holdings
As of December 31, 2015
Page 6 of 14

THE SOONER FOUNDATION
Account Number XX1195A

Shares/Units/ Original Face Description		Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Current Yield	
Equities (Continued)								
Custody Holdings (Continued)								
156 000	WELLS FARGO & CO	949746101	8,157 09	54 360	8,480 16	323 07	234 00	2 76
Total Equities			\$676,705 97		\$781,024 56	\$104,318 59	\$6,306 44	\$446.96
Foreign Assets								
Custody Holdings								
5 000	LINDT & SPRUENGLI AG-PC	596228908	29,763 75	6,248 751 Price as of 12/30/15	31,243 76	1,480 01	362 14	1 16
Total Foreign Assets			\$59,489 82		\$69,056 26	\$9,566 44	\$362 14	\$0 00
Total Account Holdings			\$953,104 95		\$1,065,462 25	\$112,357 30	\$8,828 75	\$780 58