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Extended to November 15, 2017
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE CHARLES SPEAR CHARITABLE FOUNDATION		A Employer identification number 27-1612539
Number and street (or P.O. box number if mail is not delivered to street address) C/O C BARRETT 99 JOHN ST	Room/suite 1206	B Telephone number 212-228-1994
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10038		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) \$ 8,206,384. (Part I, column (d) must be on cash basis.)	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					
4 Dividends and interest from securities		131,064.	131,064.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		64,141.			
b Gross sales price for all assets on line 6a 249,701.					
7 Capital gain net income (from Part IV, line 2)			64,141.		
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		-5,091.	-5,091.		Statement 2
12 Total Add lines 1 through 11		190,114.	190,114.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		365.	365.		0.
b Accounting fees Stmt 4		16,500.	16,500.		0.
c Other professional fees Stmt 5		35,196.	35,196.		0.
17 Interest					
18 Taxes Stmt 6		5,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		295.	295.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		57,356.	52,356.		0.
25 Contributions, gifts, grants paid		375,000.			375,000.
26 Total expenses and disbursements Add lines 24 and 25		432,356.	52,356.		375,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-242,242.			
b Net investment income (if negative, enter -0-)			137,758.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	15,000.	33,362. 33,362.
	2 Savings and temporary cash investments	303,616.	63,732. 63,732.
	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		
	c Investments - corporate bonds		
Liabilities	11 Investments - land, buildings, and equipment basis ▶		
	Less accumulated depreciation ▶		
	12 Investments - mortgage loans		
	13 Investments - other Stmt 9	6,168,571.	6,163,370. 6,944,490.
	14 Land, buildings, and equipment: basis ▶		
	Less accumulated depreciation ▶		
	15 Other assets (describe ▶ Statement 10)	3,661,408.	3,661,408. 1,164,800.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,148,595.	9,921,872. 8,206,384.
	17 Accounts payable and accrued expenses		
	18 Grants payable		
Net Assets or Fund Balances	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.
	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	10,148,595.	9,921,872.
	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	10,148,595.	9,921,872.
	31 Total liabilities and net assets/fund balances	10,148,595.	9,921,872.

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 10,148,595.
2 Enter amount from Part I, line 27a	2 -242,242.
3 Other increases not included in line 2 (itemize) ▶ See Statement 8	3 15,519.
4 Add lines 1, 2, and 3	4 9,921,872.
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 9,921,872.

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 21569.292 SH DFA GLOBAL REAL ESTATE SEC PORT	P		11/10/16
b Capital Gains Dividends			
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 223,790.		185,560.	38,230.
b 25,911.			25,911.
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			38,230.
b			25,911.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	64,141.
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	0.	8,031,210.	.000000
2014			
2013			
2012			
2011			

2 Total of line 1, column (d)	2	.000000
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	.000000
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	9,234,178.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,378.
7 Add lines 5 and 6	7	1,378.
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	375,000.

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	1,378.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,378.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,378.
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	6a	1,996.	
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	1,996.	
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	618.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 618. 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
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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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 checked="" type="checkbox"/> NY		
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

Form 990-PF (2016)

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 ► CAROLINE BARRETT Telephone no. ► 212-228-1994 Located at ► 99 JOHN STREET SUITE 1206, NEW YORK, NY ZIP+4 ► 10038		
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 ►		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 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)? Organizations relying on a current notice regarding disaster assistance check here ► N/A		
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? If "Yes," list the years ► 2015	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
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.)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input 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)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

Form 990-PF (2016)

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

If "Yes" to 6b, file Form 8870

X

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
CAROLINE M BARRETT	PRESIDENT, DIRECTOR, TREASUR			
99 JOHN STREET STE 1206				
NEW YORK, NY 10038	10.00	0.	0.	0.
BARBARA SOLOMON	DIRECTOR			
120 RIVERSIDE BLVD				
NEW YORK, NY 10069	1.00	0.	0.	0.
JAMES GALVIN	DIRECTOR, VP, SECRETARY			
423 BB SAMS DRIVE				
ST HELENA ISLAND, SC 29910	1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2016)

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	6,753,842.
b Average of monthly cash balances	1b	207,854.
c Fair market value of all other assets	1c	2,413,104.
d Total (add lines 1a, b, and c)	1d	9,374,800.
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	9,374,800.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	140,622.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,234,178.
6 Minimum investment return. Enter 5% of line 5	6	461,709.

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	461,709.
2a Tax on investment income for 2016 from Part VI, line 5	2a	1,378.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,378.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	460,331.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	460,331.
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	460,331.

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	375,000.
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	375,000.
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	1,378.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	373,622.

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				460,331.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			398,626.	
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: ► \$ 375,000.				
a Applied to 2015, but not more than line 2a			375,000.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			23,626.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				460,331.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part 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 Paid during the year				
BRONX LEBANON WOMEN HEALTH FUND 1276 FULTON AVENUE BRONX , NY 10456			CHARITABLE	10,000.
AFRICAN WILD LIFE FOUNDATION 1400 SIXTEENTH STREET NW SUITE 120 WASHINGTON, DC 20036			CHARITABLE	5,000.
ACLU FOUNDATION 125 BROAD STREET 18th FLOOR NEW YORK, NY 10004			CHARITABLE	5,000.
ANIMAL MEDICAL CENTER 510 EAST 62nd STREET NEW YORK, NY 10065			CHARITABLE	10,000.
AMNESTY INTERNATIONAL 1 EASTON STREET LONDON, UNITED KINGDOM			CHARITABLE	5,000.
Total	See continuation sheet(s)			375,000.
b Approved for future payment				
None				
Total				0.

THE CHARLES SPEAR CHARITABLE FOUNDATION

27-1612539

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
CENTER FOR INTERNATIONAL POLICY 1717 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036			CHARITABLE	5,000.
CITY HARVEST 575 8TH AVENUE #4 NEW YORK, NY 10018			CHARITABLE	10,000.
CITY MEALS ON WHEELS 355 LEXINGTON AVENUE NEW YORK, NY 10017			CHARITABLE	5,000.
DOCTORS WITHOUT BORDERS PO BOX 5030 HAGERSTOWN, MD 21741			CHARITABLE	30,000.
HEALING THE CHILDREN NORTHEAST 219 KENT ROAD SUITE 11 NEW MILFORD, CT 06776			CHARITABLE	10,000.
JANE GOODALL INSTITUTE 1595 SPRINGHILL RD SUITE 550 VIENNA, VA 22182			CHARITABLE	25,000.
NATIONAL RESOURCES DEFENSE FUND 40 W 20th STREET NEW YORK, NY 10011			CHARITABLE	20,000.
NEW FAIRFIELD ANIMAL WELFARE SOCIETY PO BOX 8232 NEW FAIRFIELD, CT 06812			CHARITABLE	5,000.
NURSES HOUSE INC 2113 WESTERN AVE SUITE 2 GUILDERLAND, NY 12084			CHARITABLE	10,000.
OXFAM AMERICA 226 CAUSEWAY STREET BOSTON, MA 02114			CHARITABLE	10,000.
Total from continuation sheets				340,000.

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
PATH 1601 W PEACHTREE ST ATLANTA, GA 30309			CHARITABLE	10,000.
RIVERKEEPER 828 S BROADWAY TARRYTOWN, NY 10591			CHARITABLE	10,000.
SALK INSTITUTE FOR BIOLOGICAL STUDIES 10010 NORTH TORREY PINES ROAD LA JOLLA, CA 92037			CHARITABLE	25,000.
SAWYER RESEARCH INSTITUTE 717 LIBERTY AVENUE 700 CLARK BLDG PITTSBURGH, PA 15222			CHARITABLE	20,000.
ST JUDES CHILDRENS HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105			CHARITABLE	25,000.
UNION OF CONCERNED SCIENTISTS TWO BRATTLE SQUARE CAMBRIDGE, MA 02238			CHARITABLE	10,000.
SEATTLE BIOMEDICAL RESEARCH INSTIUTE 307 WESTLAKE AVENUE N SEATTLE, WA 98109			CHARITABLE	10,000.
WATER MISSION INTERNATIONAL KINZER STREET N CHARLESTON, SC 29405			CHARITABLE	10,000.
FRIENDS OF THE CIVIC CENTER PO BOX 261 SHERMAN, CT 06784			CHARITABLE	5,000.
350.ORG 20 JAY STREET BROOKLYN, NY 11201			CHARITABLE	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
CLIFFORD BEERS CLINIC 93 EDWARDS STREET NEW HAVEN, CT 06511			CHARITABLE	20,000.
ACADIA CENTER PO BOX 583 ROCKPORT, ME 04856			CHARITABLE	10,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010			CHARITABLE	10,000.
FOOD BANK NYC HUNTS PT COOPERATIVE MARKET BRONX, NY 10474			CHARITABLE	10,000.
LAST CHANCE FOR ANIMALS 8033 W SUNSET BLVD # 835 LOS ANGELES, CA 90046			CHARITABLE	5,000.
LONG ISLAND ACTION COMMITTEE 80 HAUPPAGE ROAD COMMACK, NY 11725			CHARITABLE	15,000.
PLANNED PARENTHOOD 434 W 33rd ST # 12 NEW YORK, NY 10001			CHARITABLE	5,000.
Total from continuation sheets				

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
PERSHING LLC	156,975.	25,911.	131,064.	131,064.	
To Part I, line 4	156,975.	25,911.	131,064.	131,064.	

Form 990-PF	Other Income	Statement	2
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
CST CAPITAL LLC	-20.	-20.	
NET 30	-5,071.	-5,071.	
Total to Form 990-PF, Part I, line 11	-5,091.	-5,091.	

Form 990-PF	Legal Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL	365.	365.		0.
To Fm 990-PF, Pg 1, ln 16a	365.	365.		0.

Form 990-PF	Accounting Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING	16,500.	16,500.		0.
To Form 990-PF, Pg 1, ln 16b	16,500.	16,500.		0.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
INVESTMENT & FIDUCIARY FEES	35,196.	35,196.			0.
To Form 990-PF, Pg 1, ln 16c	35,196.	35,196.			0.

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FEDERAL TAXES	5,000.	0.			0.
To Form 990-PF, Pg 1, ln 18	5,000.	0.			0.

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
POSTAGE	120.	120.			0.
BANK CHARGES	175.	175.			0.
To Form 990-PF, Pg 1, ln 23	295.	295.			0.

Form 990-PF	Other Increases in Net Assets or Fund Balances			Statement	8
Description	Amount				
TRANSFER OF ASSETS FROM CHARLES SPEAR CHARITABLE TRUST 11-2113021	15,519.				
Total to Form 990-PF, Part III, line 3	15,519.				

Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
CJM	COST	5,832,209.	6,944,490.
CST CAPITAL LLC	COST	306,742.	0.
NET 30	COST	24,339.	0.
GOTHAM C CORP	COST	80.	0.
Total to Form 990-PF, Part II, line 13		6,163,370.	6,944,490.

Form 990-PF	Other Assets	Statement	10
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
NOTE REC GOTHAM PER DIEM ESOP	3,661,408.	3,661,408.	1,164,800.
To Form 990-PF, Part II, line 15	3,661,408.	3,661,408.	1,164,800.