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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation CATALYST FOR PEACE		A Employer identification number 35-2202654
Number and street (or P O box number if mail is not delivered to street address) 50 EXCHANGE STREET, FL 3	Room/suite	B Telephone number (see instructions) 207-775-2616
City or town, state or province, country, and ZIP or foreign postal code PORTLAND ME 04101		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) ► \$ 12,185,218	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) (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)	3,710			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,332	8,144	8,332	
	4 Dividends and interest from securities	275,229	275,229	275,229	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	384,229			
	b Gross sales price for all assets on line 6a 1,025,098				
	7 Capital gain net income (from Part IV, line 2)		321,992		
	8 Net short-term capital gain			17,537	
	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) STMT 1	69,453	29,111	69,453	
	12 Total. Add lines 1 through 11	740,953	634,476	370,551	
	13 Compensation of officers, directors, trustees, etc.	145,000			145,000
	14 Other employee salaries and wages	171,617			171,617
	15 Pension plans, employee benefits	1,732			1,732
	16a Legal fees (attach schedule) SEE STMT 2	1,420			1,420
	b Accounting fees (attach schedule) STMT 3	11,650	11,650	11,650	
	c Other professional fees (attach schedule) STMT 4	162,931	111,935	111,935	50,996
	17 Interest	81,609			79,585
	18 Taxes (attach schedule) (see instructions) STMT 5	22,270	5,214	5,214	
	19 Depreciation (attach schedule) and depletion STMT 6	4,781			
	20 Occupancy	20,260			20,260
	21 Travel, conferences, and meetings	72,181			72,181
	22 Printing and publications				
	23 Other expenses (att sch) STMT 7	86,470	28,949	28,949	59,401
	24 Total operating and administrative expenses. Add lines 13 through 23	781,921	157,748	157,748	602,192
	25 Contributions, gifts, grants paid	645,846			645,846
	26 Total expenses and disbursements. Add lines 24 and 25	1,427,767	157,748	157,748	1,248,038
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-686,814			
	b Net investment income (if negative, enter -0-)		476,728		
	c Adjusted net income (if negative, enter -0-)			212,803	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2016)

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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	420,866	338,537	338,537
	2 Savings and temporary cash investments	68,851	3,790	3,790
	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 (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 8	10,776,371	10,543,480	11,830,775
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
Liabilities	14 Land, buildings, and equipment basis ▶ 104,784 Less: accumulated depreciation (attach sch.) ▶ STMT 9 97,746	11,819	7,038	7,038
	15 Other assets (describe ▶ SEE STATEMENT 10)	5,358	5,078	5,078
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	11,283,265	10,897,923	12,185,218
	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 ▶ SEE STATEMENT 11)	4,190,848	4,492,320	
	23 Total liabilities (add lines 17 through 22)	4,190,848	4,492,320	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	7,092,417	6,405,603	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	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)	7,092,417	6,405,603	
	31 Total liabilities and net assets/fund balances (see instructions)	11,283,265	10,897,923	

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	7,092,417
2 Enter amount from Part I, line 27a	2	-686,814
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,405,603
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,405,603

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	SEE WORKSHEET			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) FMV 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)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	321,992
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	17,537

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,273,252	12,554,915	0.101415
2014	910,617	13,368,419	0.068117
2013	1,450,375	13,353,053	0.108617
2012	856,751	12,653,158	0.067710
2011	1,195,974	10,904,473	0.109677

2 Total of line 1, column (d)	2	0.455536
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	0.091107
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	10,803,764
5 Multiply line 4 by line 3	5	984,299
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,767
7 Add lines 5 and 6	7	989,066
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	1,248,038

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	4,767
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	4,767
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,767
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	9,550
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	9,550
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	4,783
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax 4,783 Refunded	11	

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)? <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>		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. ▶ \$ (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>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	X	
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>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ME		
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>	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)? <i>If "Yes," complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► ELISABETH HOFFMAN Telephone no. ► 207-775-2616 50 EXCHANGE STREET, FL 3		
Located at ► PORTLAND ME ZIP+4 ► 04101		
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	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input 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	1b
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?	N/A	1c
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 ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" 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.)	N/A	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.)	N/A	3b
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

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
▶ ☐**5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b****X**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(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
ELISABETH HOFFMAN	FALMOUTH	PRESIDENT			
40 TWIN PONDS DRIVE	ME 04105	40.00	145,000	0	0
SETH JOHNSON	FALMOUTH	SECY. & TREAS			
40 TWIN PONDS DRIVE	ME 04105	5.00	0	0	0
ALFRED HOFFMAN, JR.	N. PALM BEACH	DIRECTOR			
12530 SEMINOLE BEACH DRIVE	FL 33408	5.00	0	0	0
CYNTHIA SAMPSON	ASHEVILLE	DIRECTOR			
291 E. CHESTNUT STREET #3	NC 28801	5.00	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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000**0**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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	10,949,865
b	Average of monthly cash balances	1b	18,423
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	10,968,288
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	10,968,288
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	164,524
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,803,764
6	Minimum investment return. Enter 5% of line 5	6	540,188

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

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	1,248,038
b	Program-related investments – total from Part IX-B	1b	
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	1,248,038
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	4,767
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,243,271

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				
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only				
b Total for prior years: 20____, 20____, 20____				
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				
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,248,038				
a Applied to 2015, but not more than line 2a				
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				
e Remaining amount distributed out of corpus	1,248,038			
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:	1,248,038			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				
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				
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

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 N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	212,803	57,419	321,417	164,780	756,419
b 85% of line 2a	180,883	48,806	273,204	140,063	642,956
c Qualifying distributions from Part XII, line 4 for each year listed	1,248,038	1,282,772	910,617	1,450,375	4,891,802
d Amounts included in line 2c not used directly for active conduct of exempt activities	645,846	680,282	369,285	1,069,106	2,764,519
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	602,192	602,490	541,332	381,269	2,127,283
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	360,125	418,497	445,614	445,102	1,669,338
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).)

ELISABETH HOFFMAN - 2004 **\$14,123,879**

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.

N/A

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FAMBUL TOK INTL - SIERRA LEONE 31 REGENT ROAD, HILL STAT FREETOWN, SIERRA LEONE		EXEMPT	COMMUNITY RECONCILIATION	627,762
RESTORATIVE JUSTICE INST. OF MAINE 61 WINTHROP STREET AUGUSTA ME 04330	SPONSOR RESTORATIVE MAINE THINK TANK	EXEMPT		1,000
ALLIANCE FOR PEACEBUILDING 1726 M STREET NW, #401 WASHINGTON DC 20036		EXEMPT	GENERAL SUPPORT	10,000
FUND FOR CONSTITUTIONAL GOVERNMENT 122 MARYLAND AVENUE NE WASHINGTON DC 20002		EXEMPT	GENERAL SUPPORT	5,000
PROTEUS FUND 15 RESEARCH DRIVE STE B AMHERST MA 01002		EXEMPT	GENERAL SUPPORT	1,000
BRAIN PICKINGS 50 EXCHANGE STREET PORTLAND ME 04101		EXEMPT	GENERAL SUPPORT	84
MAINE INITIATIVES P.O. BOX 66 BRUNSWICK ME 04011		EXEMPT	GENERAL SUPPORT	1,000
Total			► 3a	645,846
b Approved for future payment N/A				
Total			► 3b	

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Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
RENTS - CORE CLASSIC	\$ 190	190	\$ 190
OTHER INCOME	1,320	1,320	1,320
OTHER INCOME - CORE CLASSIC	19,733	19,733	19,733
ROYALTIES - CORE CLASSIC	12	12	12
OTHER RENTAL INCOME	5,231	5,231	5,231
CORE CLASSIC - ADJUST UDFI	-42,994		-42,994
OTHER INCOME - CARLYLE	2,625	2,625	2,625
CORE CLASSIC FUND, LP UBTI	9,471		9,471
CALYLE REALTY PTRS UBTI	-11,696		-11,696
ALPHAKEYS CRP, LP	85,561		85,561
TOTAL	\$ 69,453	\$ 29,111	\$ 69,453

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 1,420	\$	\$	\$ 1,420
TOTAL	\$ 1,420	\$ 0	\$ 0	\$ 1,420

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 11,650	\$ 11,650	\$ 11,650	\$
TOTAL	\$ 11,650	\$ 11,650	\$ 11,650	\$ 0

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Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MGMT FEES	\$ 111,785	\$ 111,785	\$ 111,785	\$
CONTRACT SERVICES	50,996			50,996
UBS	150	150	150	
TOTAL	\$ 162,931	\$ 111,935	\$ 111,935	\$ 50,996

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAXES	\$ 17,056	\$	\$	\$
FOREIGN TAXES - FIDELITY	846	846	846	
FOREIGN TAXES - CORE CLASSIC	179	179	179	
STATE TAXES - CARLYLE REALTY	4,189	4,189	4,189	
TOTAL	\$ 22,270	\$ 5,214	\$ 5,214	\$ 0

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
10/19/04	FURNITURE & FIXTURE	1,000	\$	1,000 200DB	7	\$	\$	\$
10/19/04	FURNITURE & FIXTURE	1,000		1,000 200DB	7			
10/21/04	CARPET	379		379 200DB	7			
10/28/04	CARPET/OFFICE FURNISHINGS	944		944 200DB	7			
1/13/05	OFFICE FURNISHINGS	4,201		4,201 S/L	7			
8/15/00	FURNITURE & FIXTURE	3,081		3,081 200DB	7			
1/05/05	COMPUTER	1,607		1,607 S/L	5			

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Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Cost Basis		Prior Year Depreciation		Method		Life		Current Year Depreciation		Net Investment Income		Adjusted Net Income	
Date Acquired															
OFFICE FURNISHINGS	2/12/05	\$	365		365	S/L		7		\$		\$		\$	
OFFICE FURNISHINGS	2/09/05		317		317	S/L		7							
OFFICE FURNISHINGS	2/09/05		349		349	S/L		7							
OFFICE FURNISHINGS	2/03/05		410		410	S/L		7							
OFFICE FURNISHINGS	12/02/05		380		380	S/L		7							
APPLE COMPUTER	8/30/08		1,840		1,840	200DB		5							
TOSHIBA COMPUTER	9/11/08		854		854	200DB		5							
HP DIRECT	9/12/08		69		69	200DB		5							
CAMERA	1/01/08		6,484		6,484	200DB		7							
RUG	1/01/08		1,539		1,539	200DB		7							
LAPTOP	1/01/08		2,952		2,952	200DB		5							
FURN	1/01/08		1,950		1,950	200DB		5							
FURN	3/15/08		1,617		1,617	200DB		7							
FURNITURE	10/08/09		1,725		1,540	S/L		7		185					
OFFICE DESK	3/29/10		1,018		950	200DB		7		45					
TABLE	6/28/10		700		653	200DB		7		31					
FLOOR LAMPS	8/20/10		2,530		2,361	200DB		7		113					
APPLE IPAD	10/12/10		804		804	200DB		5							

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Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description					
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation
DESK					
8/29/11 \$	2,154 \$	2,154	200DB	7	\$
CONF ROOM CHAIRS					
9/20/11	1,700	1,700	200DB	7	
PROJECTOR & ACCESSORIES					
9/30/11	2,465	2,465	200DB	7	
FTI - FILING CABINET					
10/23/09	871	811	200DB	7	60
FTI - APPLE COMP EQUIPMENT					
10/29/09	944	944	200DB	5	
FTI - MIP FUND ACCT SOFTWARE					
12/01/09	18,020	18,020		3	
FTI - SECURITY MODULE					
8/24/10	1,664	1,664		3	
FTI - MICROSOFT OFFICE MAC					
2/02/11	4,616	3,983		3	211
FTI - MICROSOFT OFFICE PC					
9/08/11	1,176	970		3	68
LEASEHOLD IMPROVEMENTS					
8/29/11	9,346	9,346	S/L	15	
RUG					
6/26/12	902	451	S/L	7	129
COMPUTERS (2)					
6/27/12	5,644	3,951	S/L	5	1,129
COMPUTER EQUIPMENT					
1/27/12	2,029	1,420	S/L	5	406
CAMERA					
5/11/12	1,349	674	S/L	7	193
CAMERA LENS					
6/28/12	739	370	S/L	7	105
COMPUTER MONITORS					
9/28/12	1,148	804	S/L	5	229
I PAD MINI					
12/27/12	832	582	S/L	5	167
RUG					
7/31/12	911	455	S/L	7	131

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Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description								
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income	
BLINDS								
2/27/12	\$ 1,380	\$ 690	S/L	7	\$ 197	\$		
BLINDS								
3/28/12	1,390	695	S/L	7	199			
ELECTRICAL WIRING								
12/06/12	2,220	1,554	S/L	5	444			
IPHONE								
4/30/13	658	247	S/L	7	94			
ARTWORK								
10/11/13	4,000	1,214	S/L	7	572			
SCANNER								
11/22/13	511	155	S/L	7	73			
TOTAL	\$ 104,784	\$ 92,965			\$ 4,781	\$ 0	\$ 0	

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Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
BANK SERVICE FEE	374			374
DUES/MEMBERSHIPS	549			549
INSURANCE	23,361			23,361
JANITORIAL SERVICES	1,973			1,973
MEALS	68			68
N/D PARTNERSHIP EXPENSES	144			
OTHER DEDUCTIONS CARLYLE REAL	11,499	11,499	11,499	
PORTFOLIO DED FROM CORE CLASS	16,443	16,443	16,443	
POSTAGE	457			457
SERVICE SUBSCRIPTIONS	3,967			3,967
SUPPLIES	8,578			8,578
TELEPHONE	8,348			8,348
WEBSITE DESIGN	7,230			7,230
PARKING	1,620			1,620
UTILITIES	716			716
COMPUTER	2,160			2,160
CORE CLASSIC - UDFI INTEREST	-2,024			
	1,007	1,007	1,007	
TOTAL	\$ 86,470	\$ 28,949	\$ 28,949	\$ 59,401

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALPHAKEYS CARLYLE RE PARTNERS, LP	\$ 407,088	\$ 328,910	COST	\$ 639,287
CORE CLASSIC FUND, LP	1,178,720	1,197,648	COST	1,148,259
FIDELITY #8309	9,190,563	9,016,922	COST	10,043,229
TOTAL	\$ 10,776,371	\$ 10,543,480		\$ 11,830,775

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Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FURNITURE & EQUIPMENT	\$ 11,819	\$ 104,784	\$ 97,746	\$ 7,038
TOTAL	\$ 11,819	\$ 104,784	\$ 97,746	\$ 7,038

Federal Statements**Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
DIVIDENDS RECEIVABLE	\$ 3,870	\$ 3,590	\$ 3,590
SECURITY DEPOSIT	1,488	1,488	1,488
TOTAL	<u>\$ 5,358</u>	<u>\$ 5,078</u>	<u>\$ 5,078</u>

Statement 11 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
MISCELLANEOUS PAYABLES	\$ 11,261	\$ 2,677
CREDIT LINE	4,179,587	4,489,643
TOTAL	<u>\$ 4,190,848</u>	<u>\$ 4,492,320</u>

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
ELISABETH HOFFMAN - 2004	\$ 14,123,879
TOTAL	<u>\$ 14,123,879</u>

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Statement 12 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
RENTS - CORE CLASSIC		\$	16	\$ 190	\$
OTHER INCOME			18	1,320	
OTHER INCOME - CORE CLASSIC			18	19,733	
ROYALTIES - CORE CLASSIC			15	12	
OTHER RENTAL INCOME			16	5,231	
CORE CLASSIC - ADJUST UDFI					-42,994
OTHER INCOME - CARLYLE			18	2,625	
CORE CLASSIC FUND, LP UBTI	900099	9,471			
CALYLE REALTY PTRS UBTI	900099	-11,696			
ALPHAKEYS CRP, LP	900099	85,561			
TOTAL		\$ 83,336		\$ 29,111	\$ -42,994