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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation
HENRY UIHLEIN II AND MILDRED A. UIHLEIN FOUNDATION

A Employer identification number: 39-1322495

Number and street (or P O. box number if mail is not delivered to street address) | Room/suite
HEAVEN HILL FARM, 302 BEAR CUB LANE

B Telephone number: 518 523-3061

City or town, state or province, country, and ZIP or foreign postal code
LAKE PLACID, NY 12946-3117

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 20,473,040.

J Accounting method: [ ] Cash [ ] Accrual [X] Other (specify) MODIFIED CASH
(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 ▶ [ ]

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	146.	146.		STATEMENT 1
	4 Dividends and interest from securities	193,843.	193,843.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	61,295.			
	b Gross sales price for all assets on line 6a 4,933,199.				
	7 Capital gain net income (from Part IV, line 2)		61,295.		
	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	1,846.	1,846.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	257,130.	257,130.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	199,000.	9,950.		189,050.
	14 Other employee salaries and wages	72,000.	0.		72,000.
	15 Pension plans, employee benefits	42,147.	0.		42,147.
	16a Legal fees STMT 4	8,825.	0.		8,825.
	b Accounting fees STMT 5	76,646.	0.		76,646.
	c Other professional fees STMT 6	28,508.	28,508.		0.
	17 Interest				
	18 Taxes STMT 7	87,936.	4,190.		73,746.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	31,005.	0.		31,005.
	22 Printing and publications				
	23 Other expenses STMT 8	107,145.	231.		106,914.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	653,212.	42,879.		600,333.
	25 Contributions, gifts, grants paid	304,165.			304,165.
	26 **Total expenses and disbursements.** Add lines 24 and 25	957,377.	42,879.		904,498.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<700,247.>			
	b **Net investment income** (if negative, enter -0-)		214,251.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	545,664.	841,117.	841,117.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations STMT 9	1,305,102.	1,653,536.	1,653,536.
b Investments - corporate stock STMT 10	2,757,955.	2,639,255.	2,639,255.
c Investments - corporate bonds STMT 11	1,214,380.	1,427,848.	1,427,848.
11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 12	10,254,974.	9,190,394.	9,190,394.
14 Land, buildings, and equipment: basis ▶ 4,720,890.			
Less accumulated depreciation STMT 13 ▶	4,615,312.	4,720,890.	4,720,890.
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	20,693,387.	20,473,040.	20,473,040.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted	20,693,387.	20,473,040.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
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**	20,693,387.	20,473,040.	
31 **Total liabilities and net assets/fund balances**	20,693,387.	20,473,040.	

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	20,693,387.
2 Enter amount from Part I, line 27a	2	<700,247.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	479,900.
4 Add lines 1, 2, and 3	4	20,473,040.
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	20,473,040.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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	4,778,966.		4,871,904.	<92,938.>
b	154,233.			154,233.
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				<92,938.>
b				154,233.
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 — 61,295.

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	1,029,434.	16,803,960.	.061261
2014	853,292.	17,351,737.	.049176
2013	985,905.	16,808,333.	.058656
2012	1,118,156.	15,193,407.	.073595
2011	895,252.	14,658,808.	.061073

		Line	Amount
2	**Total** of line 1, column (d)	2	.303761
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	.060752
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	15,663,892.
5	Multiply line 4 by line 3	5	951,613.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,143.
7	Add lines 5 and 6	7	953,756.
8	Enter qualifying distributions from Part XII, line 4	8	1,010,076.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	2,143.
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	2,143.
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	2,143.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 13,269.		
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	13,269.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	11,126.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	11,126. **Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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?	13	X	
	Website address ▶ NONE			
14	The books are in care of ▶ DWAYNE JOHNSON & ASSOCIATES Telephone no. ▶ 262 522-4136			
	Located at ▶ W233 N2080 RIDGEVIEW PKWY, STE 301, WAUKESHA, WI ZIP+4 ▶ 53188			
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	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):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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		X
	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		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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN D. LEEKLEY, JR. C/O HEAVEN HILL FARM, 302 BEAR CUB LN LAKE PLACID, NY 12946	CHAIRMAN 6.00	65,000.	0.	0.
JAMES MCKENNA C/O HEAVEN HILL FARM, 302 BEAR CUB LN LAKE PLACID, NY 12946	TRUSTEE 13.75	69,000.	0.	0.
ELEONORE WOTHERSPOON C/O HEAVEN HILL FARM, 302 BEAR CUB LN LAKE PLACID, NY 12946	TRUSTEE 6.00	65,000.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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 SEE ATTACHMENT B AND ATTACHMENT C	212,300.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	15,373,939.
b	Average of monthly cash balances		1b	528,489.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	15,902,428.
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	15,902,428.
4	*Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)*		4	238,536.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	15,663,892.
6	**Minimum investment return.** Enter 5% of line 5		6	783,195.

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	783,195.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 2,143.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,143.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	781,052.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	781,052.
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	781,052.

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	904,498.
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	105,578.
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	1,010,076.
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	2,143.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,007,933.

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				781,052.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016.				
a From 2011 185,516.				
b From 2012 369,415.				
c From 2013 153,457.				
d From 2014				
e From 2015 199,238.				
f Total of lines 3a through e	907,626.			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶$ 1,010,076.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				781,052.
e Remaining amount distributed out of corpus	229,024.			
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	1,136,650.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	185,516.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	951,134.			
10 Analysis of line 9:				
a Excess from 2012 369,415.				
b Excess from 2013 153,457.				
c Excess from 2014				
d Excess from 2015 199,238.				
e Excess from 2016 229,024.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ADIRONDACK COUNCIL PO BOX D-2 ELIZABETHTOWN, NY 12932	N/A	PC	CLARENCE PETTY INTERN	7,500.
ADIRONDACK FOUNDATION PO BOX 288 LAKE PLACID, NY 12946	N/A	PC	NORTH ELBA CHRISTMAS FUND	10,000.
ADIRONDACK FOUNDATION PO BOX 288 LAKE PLACID, NY 12946	N/A	PC	UIHLEIN IRONMAN SPORTS FUND	2,500.
ADIRONDACK MOUNTAIN CLUB PO BOX 867 LAKE PLACID, NY 12946	N/A	PC	OPERATIONS	2,500.
ADIRONDACK SPEEDSKATING CLUB 122 MCKINLEY STREET LAKE PLACID, NY 12946	N/A	PC	OPERATIONS	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	304,165.
b Approved for future payment				
NORTHWOOD SCHOOL 92 NORTHWOOD ROAD LAKE PLACID, NY 12946	N/A	PC	NEW ACADEMIC BUILDING (5 YEAR GRANT, $50,000 PER YEAR, 2 YEARS REMAINING)	100,000.
Total			▶ 3b	100,000.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	146.	
4 Dividends and interest from securities			14	193,843.	
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			14	1,846.	
8 Gain or (loss) from sales of assets other than inventory			18	61,295.	
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)		0.		257,130.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 257,130.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B **Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/7/18 Title: CHAIRMAN

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS F. BLANEY	[signature]	11/7/17		P00234022
Firm's name ▶ PKF O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022-5342			Phone no. 212 286-2600	

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
ADIRONDACK WILDLIFE INC 977 SPRINGFIELD ROAD WILMINGTON, NY 12997	N/A	PC	GEODESIC DOME	7,500.
BARKEATER TRIALS ALLIANCE (BETA) PO BOX 843 LAKE PLACID, NY 12946	N/A	PC	OPERATIONS	20,000.
ESSEX COUNTY HISTORICAL SOCIETY PO BOX 428 ELIZABETHTOWN, NY 12932	N/A	PC	EDUCATIONAL PROGRAMS	15,000.
LAKE PLACID CENTER FOR THE ARTS 17 ALGONQUIN DRIVE LAKE PLACID, NY 12946	N/A	PC	$10K ENDOWMENT FUND/ $10K BUILDING FUND	20,000.
LAKE PLACID CENTER FOR THE ARTS 17 ALGONQUIN DRIVE LAKE PLACID, NY 12946	N/A	PC	OPERATIONS	20,000.
LAKE PLACID CENTRAL SCHOOL 34 SCHOOL STREET LAKE PLACID, NY 12946	N/A	PC	LAKE PLACID OUTING CLUB	2,500.
LAKE PLACID COMMUNITY BEAUTIFICATION ASSOCIATION 177 JOHN BROWN ROAD LAKE PLACID, NY 12946	N/A	PC	OPERATIONS	12,500.
LAKE PLACID NORTH ELBA HISTROICAL SOCIETY PO BOX 189, 242 STATION STREET LAKE PLACID, NY 12946	N/A	PC	EXHIBIT SHOW AND COSTS	575.
LAKE PLACID NORTH ELBA HISTROICAL SOCIETY PO BOX 189, 242 STATION STREET LAKE PLACID, NY 12946	N/A	PC	$10K OPERATIONS AND $15,440 LIGHTING EXHIBIT	25,440.
LAKE PLACID PUBLIC LIBRARY 57 MAIN STREET LAKE PLACID, NY 12946	N/A	PC	OPERATIONS	5,000.
Total from continuation sheets				276,665.

HENRY UIHLEIN II AND MILDRED A. UIHLEIN FOUNDATION 39-1322495

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
LAKE PLACID SINFONIETTA, INC. PO BOX 1303 LAKE PLACID, NY 12946	N/A	PC	$5,000 OPERATIONS, $5,000 ENDOWMENT AND $2,500 CONCERT	12,500.
LAKE PLACID VOLUNTEER AMBULANCE SERVICES, INC. PO BOX 107 LAKE PLACID, NY 12946	N/A	PC	$5,000 OPERATIONS AND $7,500 GARAGE PROJECT	12,500.
LAKE PLACID VOLUNTEER FIRE DEPARTMENT, INC. PO BOX 569 LAKE PLACID, NY 12946	N/A	PC	OPERATIONS	10,000.
LAKE PLACID WINTER OLYMPIC MUSEUM 2634 MAIN STREET LAKE PLACID, NY 12946	N/A	PC	QUEST FOR SPEED PROJECT	1,030.
NEW YORK EDUCATIONAL SKI FOUNDATION PO BOX 300 WILMINGTON, NY 12997	N/A	PC	VAN PURCHASE	10,000.
NORTHWOOD SCHOOL 92 NORTHWOOD ROAD LAKE PLACID, NY 12946	N/A	PC	NEW ACADEMIC BUILDING (5 YEAR GRANT, $50,000 PER YEAR)	50,000.
NYSEF PO BOX 300 WILMINGTON, NY 12997	N/A	PC	TRAVEL EXPENSES INTERNATIONAL CHILDREN'S GAMES	3,384.
SARANAC LAKE ROTARY FOUNDATION C/OKEVIN LAPLANTE PO BOX 310 RAY BROOK, NY 12977	N/A	PC	DEWEY MOUNTAIN FRIENDS	5,000.
SONGS AT MIRROR LAKE PO BOX 1450 LAKE PLACID, NY 12946	N/A	PC	OPERATIONS	5,000.
THOMAS SHIPMAN SR. MEMORIAL YOUTH CENTER, INC. 8 CUMMINS ROAD, PO BOX 1122 LAKE PLACID, NY 12946	N/A	PC	ANNUAL SHIPMAN YOUTH CENTER "I LOVE NY" BARBECUE	7,500.
Total from continuation sheets				

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04-01-16

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
THOMAS SHIPMAN SR. MEMORIAL YOUTH CENTER, INC. 8 CUMMINS ROAD, PO BOX 1122 LAKE PLACID, NY 12946	N/A	PC	OPERATIONS	10,000.
TRI-LAKES HUMANE SOCIETY 11 MILLS ROAD SARANAC LAKE, NY 12983	N/A	PC	OPERATIONS	5,000.
U.S. LUGE ASSOCIATION 57 CHURCH STREET LAKE PLACID, NY 12946	N/A	PC	SLED DEVELOPMENT	7,000.
U.S. LUGE ASSOCIATION 57 CHURCH STREET LAKE PLACID, NY 12946	N/A	PC	RESEARCH AND DEVELOPMENT	9,236.
Total from continuation sheets				

623631
04-01-16

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHECKING ACCOUNTS	77.	77.	
MONEY MARKET ACCOUNTS	69.	69.	
TOTAL TO PART I, LINE 3	146.	146.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PUBLICLY TRADED SECURITIES	348,076.	154,233.	193,843.	193,843.	
TO PART I, LINE 4	348,076.	154,233.	193,843.	193,843.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SECURITY LITIGATION PROCEEDS	1,846.	1,846.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,846.	1,846.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,825.	0.		8,825.
TO FM 990-PF, PG 1, LN 16A	8,825.	0.		8,825.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX SERVICES	46,646.	0.		46,646.
BOOKKEEPING SERVICES	30,000.	0.		30,000.
TO FORM 990-PF, PG 1, LN 16B	76,646.	0.		76,646.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	28,508.	28,508.		0.
TO FORM 990-PF, PG 1, LN 16C	28,508.	28,508.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	10,000.	0.		0.
FOREIGN TAXES WITHHELD	4,190.	4,190.		0.
REAL ESTATE TAXES	73,746.	0.		73,746.
TO FORM 990-PF, PG 1, LN 18	87,936.	4,190.		73,746.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	14,554.	0.		14,554.
REPAIRS AND MAINTENANCE	76,952.	0.		76,952.
UTILITIES	9,400.	0.		9,400.
OFFICE EXPENSES	6,239.	231.		6,008.
TO FORM 990-PF, PG 1, LN 23	107,145.	231.		106,914.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT SECURITIES - SEE ATTACHMENT A, PAGE 2 OF 9	X		1,653,536.	1,653,536.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,653,536.	1,653,536.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,653,536.	1,653,536.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT A, PAGE 7 OF 9	2,162,351.	2,162,351.
CORPORATE STOCK - SEE ATTACHMENT A, PAGE 9 OF 9	476,904.	476,904.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,639,255.	2,639,255.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A, PAGE 4 OF 9	1,126,093.	1,126,093.
CORPORATE BONDS - SEE ATTACHMENT A, PAGE 5 OF 9	301,755.	301,755.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,427,848.	1,427,848.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS - SEE ATTACHMENT A, PAGE 9 OF 9	FMV	5,132,028.	5,132,028.
EQUITY MUTUAL FUNDS - SEE ATTACHMENT A, PAGE 9 OF 9	FMV	1,750,874.	1,750,874.
EQUITY MUTUAL FUNDS - SEE ATTACHMENT A, PAGE 9 OF 9	FMV	2,307,492.	2,307,492.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,190,394.	9,190,394.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
MILLS PROPERTY LAND	1,971,102.	0.	1,971,102.
HEAVEN HILL FARM	1,916,141.	0.	1,916,141.
HENRY'S WOODS LAND	321,639.	0.	321,639.
OLD ORCHARD TRIAL	81,419.	0.	81,419.
HEAVEN HILL TRIAL	42,220.	0.	42,220.
PARKING LOTS AND ROAD IMPROVEMENTS	22,000.	0.	22,000.
CARETAKERS RESIDENCE	139,373.	0.	139,373.
HEAVEN HILL OFFICE	82,702.	0.	82,702.
EQUIPMENT	144,294.	0.	144,294.
TOTAL TO FM 990-PF, PART II, LN 14	4,720,890.	0.	4,720,890.

Account Holdings

US government bonds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FED NATL MTG ASSOC Not callable 0 875% Due 12/20/2017	40,000	$99 56	$39,825	$99 950	$39,980	1 3%	$155	$350	0 88%
US TREASURY NOTE T 0 875 18 Not callable 0 875% Due 05/31/2018	195,000	100 18	195,352	99 809	194,627	6 3	(725)	1,706	0 88
US TREASURY NOTES T 0 875 19 Not callable 0 875% Due 04/15/2019	134,000	99 90	133,871	99 094	132,785	4 3	(1,086)	1,172	0 88

US government bonds - continued

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
US TREASURY NOTES T 0 875 19 Not callable 0 875% Due 05/15/2019	22,000	99 91	21,981	99 047	21,790	0 7	(191)	192	0.88
FEDERAL HOME LOAN BANK FHLB 1 125 19 Not callable 1 125% Due 06/21/2019	130,000	99 96	129,945	99 380	129,194	4 2	(751)	1,462	1 13
US TREASURY NOTE T 0 875 19 Not callable 0 875% Due 09/15/2019	93,000	98 75	91,842	98 703	91,793	2 9	(49)	813	0.89
US TREASURY NOTES Not callable 1 875% Due 11/30/2021	255,000	99 92	254,790	99 672	254,163	8 2	(627)	4,781	1 88
US TREASURY NOTE T 1 875 22 Not callable 1 875% Due 10/31/2022	15,000	99 81	14,971	98 609	14,791	0 5	(180)	281	1 90
TSY INFLATION INDEX BOND Not callable 0 625% Due 01/15/2024 *Original Face = 110,000*	113,950 1	102 41	116,694	101 703	115,890	3.7	(804)	712	0 61
US TREASURY BONDS Not callable 2 375% Due 08/15/2024	335,000	100 12	335,416	100 398	336,333	10 8	917	7,956	2 37
US TREASURY NOTE Not callable 2 000% Due 02/15/2025	238,000	102 88	244,848	97 250	231,455	7 4	(13,393)	4,760	2 06
US TREASURY NOTES T 2 25 25 Not callable 2 250% Due 11/15/2025	92,000	105 85	97,382	98 625	90,735	2 9	(6,647)	2,070	2 28
Total US government bonds			**$1,676,917**		**$1,653,536**	**53.2%**	**($23,381)**	**$26,255**	**1.59%**

Corporate bonds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
GENERAL ELEC CAP CORP Not callable 2 900% Due 01/09/2017 A1/AA-	50,000	$101 52	$50,759	$100 039	$50,019	1 6%	($740)	$1,450	2 90%

Corporate bonds - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AMERICAN EXPRESS CREDIT Not callable 2 375% Due 03/24/2017 A2/A-	113,000	99 73	112,693	100 227	113,256	3 6	563	2,683	2 37
WHIRLPOOL CORP Not callable 1 650% Due 11/01/2017 Baa1/BBB	85,000	100 04	85,035	100 198	85,168	2 7	133	1,402	1 65
ECOLAB Not callable 1 450% Due 12/08/2017 Baa1/A-	50,000	100 07	50,033	99 990	49,995	1.6	(38)	725	1 45
EXXON MOBIL CORPORATION Not callable 1 305% Due 03/06/2018 Aaa/AA+	60,000	99 92	59,954	99 970	59,982	1 9	28	783	1 31
APPLE INC FRN 3ML + 25 Not callable 1 130% Due 05/03/2018 Aa1/AA+	85,000	99 69	84,733	100 099	85,084	2 7	351	961	1 13
ROPER TECHNOLOGIES INC Not callable 2 050% Due 10/01/2018 Baa3/BBB	50,000	100 93	50,467	100 394	50,197	1 6	(270)	1,025	2 04
JPMORGAN CHASE & CO FRN 3ML+63 00 Not callable 1 520% Due 01/28/2019 A3/A-	40,000	99 61	39,843	100 339	40,135	1 3	292	608	1 52
MCKESSON CORP Not callable 2 284% Due 03/15/2019 Baa2/BBB+	65,000	101 30	65,844	100 480	65,312	2 1	(532)	1,484	2 27
NEXTERA ENERGY CAPITAL Not callable 2 300% Due 04/01/2019 Baa1/BBB+	30,000	101 81	30,542	100 568	30,170	1 0	(372)	690	2 29
CATERPILLAR INC Not callable 1 350% Due 05/18/2019 A3/A	65,000	99 94	64,963	98 494	64,021	2 1	(942)	877	1 37

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Corporate bonds - continued									
COCA-COLA CO KO 1 375 19 Not callable 1 375% Due 05/30/2019 Aa3/AA-	75,000	99 93	74,947	99 374	74,530	2 4	(417)	1,031	1 38
ORACLE CORP Not callable 2 250% Due 10/08/2019 A1/AA-	65,000	102 70	66,752	101 129	65,733	2 1	(1,019)	1,462	2 22
SOUTHERN POWER CO Not callable 1 950% Due 12/15/2019 Baa1/BBB+	40,000	99 98	39,990	99 146	39,658	1 3	(332)	780	1 97
JPMORGAN CHASE & CO FRN 3ML+95 5 Not callable 1 836% Due 01/23/2020 A3/A-	25,000	100 58	25,146	100 916	25,229	0.8	83	459	1 82
CITIGROUP INC FRN Callable 09/01/2022 @ 100 000 2 360% Due 09/01/2023 Baa1/BBB+	60,000	99 68	59,810	102 034	61,220	2 0	1,410	1,416	2 31
ANHEUSER-BUSCH INBEV FIN Callable 11/01/2025 @ 100 000 3 650% Due 02/01/2026 A3/A-	43,000	103 42	44,471	101 356	43,583	1 4	(888)	1,569	3 60
BERKSHIRE HATHAWAY INC Callable 12/15/2025 @ 100 000 3 125% Due 03/15/2026 Aa2/AA	50,000	101 09	50,547	98 774	49,387	1 6	(1,160)	1,562	3 16
TJX COS INC Callable 06/15/2026 @ 100 000 2 250% Due 09/15/2026 A2/A+	80,000	99 25	79,403	91 768	73,414	2 4	(5,989)	1,800	2.45
Total Corporate bonds			**$1,135,932**		**$1,126,093**	**36.2%**	**($9,839)**	**$22,767**	**2.02%**
International bonds									
KFW Not callable 1 250% Due 02/15/2017 Aaa/AAA	75,000	$99 63	$74,721	$100 023	$75,017	2.4%	$296	$937	1 25%
WESTPAC BANKING CORP Not callable 1 550% Due 05/25/2018 Aa2/AA-	75,000	99 88	74,908	99 627	74,720	2 4	(188)	1,162	1 56
ROYAL BANK OF CANADA Not callable 1 500% Due 06/07/2018 Aa3/AA-	80,000	99 94	79,954	99 802	79,841	2 6	(113)	1,200	1 50

International bonds - continued

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TRANSCANADA PIPELINES TRPCN 4 875 26 Callable 10/15/2025 @ 100 000 4 875% Due 01/15/2026 A3/A-	65,000	115 10	74,813	111 043	72,177	2 3	(2,636)	3,168	4 39
Total International bonds			**$304,396**		**$301,755**	**9.7%**	**($2,641)**	**$6,467**	**2.14%**
Total fixed income			**$3,148,772**		**$3,112,911**	**100.0%**	**($35,861)**	**$55,529**	**1.78%**

Large Cap Core - U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AMAZON COM INC *(AMZN)*	60	$766 75	$46,005	$749 870	$44,992	2 1%	($1,013)		
ARAMARK *(ARMK)*	1,550	36 43	56,468	35 720	55,366	2 6	(1,102)	638	1 15
CBS CORP CL B NEW *(CBS)*	825	54 47	44,939	63 620	52,486	2 4	7,547	594	1 13
COMCAST CORP CL A NEW *(CMCSA)*	1,070	55 21	59,071	69 050	73,883	3 4	14,812	1,177	1 59
DOLLAR GENERAL CORP *(DG)*	725	43 20	31,318	74 070	53,700	2 5	22,382	725	1 35
LOWES COS INC *(LOW)*	650	67 43	43,830	71 120	46,228	2.1	2,398	910	1 97
MOHAWK INDUSTRIES INC *(MHK)*	250	189 44	47,359	199 680	49,920	2 3	2,561		
NIKE INC CL B *(NKE)*	800	42 81	34,251	50 830	40,664	1 9	6,413	576	1 42
PRICELINE GROUP INC *(PCLN)*	36	1,537 14	55,337	1,466 060	52,778	2.4	(2,559)		
ROYAL CARIBBEAN CRUISES LD *(RCL)*	600	75 03	45,015	82 040	49,224	2 3	4,209	1,152	2.34
Total Consumer discretionary			**$463,593**		**$519,241**	**24.0%**	**$55,648**	**$5,772**	**1.11%**

Consumer staples

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CVS HEALTH CORP *(CVS)*	675	$58 49	$39,479	$78 910	$53,264	2.5%	$13,785	$1,350	2 53%
PEPSICO INC *(PEP)*	530	95 59	50,664	104 630	55,453	2 6	4,789	1,595	2 88
Total Consumer staples			**$90,143**		**$108,717**	**5.1%**	**$18,574**	**$2,945**	**2.71%**

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Energy									
CONOCOPHILLIPS ***(COP)***	**1,540**	**$54.32**	**$83,656**	**$50.140**	**$77,215**	**3.6%**	**($6,441)**	**$1,540**	**1.99%**
Financials									
AMERICAN INTL GROUP INC *(AIG)*	390	$40 67	$15,861	$65 310	$25,470	1.2%	$9,609	$499	1 96%
CHUBB LIMITED *(CB)*	250	49 65	12,412	132 120	33,030	1 5	20,618	690	2 09
CITIGROUP INC *(C)*	885	34 96	30,944	59 430	52,595	2.4	21,651	566	1 08
DISCOVER FINANCIAL SVCS *(DFS)*	1,300	58 14	75,579	72 090	93,717	4 3	18,138	1,560	1 66
KEYCORP NEW *(KEY)*	3,550	13 18	46,774	18 270	64,858	3 0	18,084	1,207	1 86
MORGAN STANLEY GRP INC *(MS)*	1,500	31 46	47,189	42 250	63,375	2 9	16,186	1,200	1 89
Total Financials			**$228,759**		**$333,045**	**15.3%**	**$104,286**	**$5,722**	**1.72%**
Health care									
AETNA INC NEW *(AET)*	330	$58 57	$19,328	$124 010	$40,923	1 9%	$21,595	$330	0 81%
BRISTOL-MYERS SQUIBB CO *(BMY)*	470	56 02	26,328	58 440	27,466	1 3	1,138	733	2 67
DENTSPLY SIRONA INC *(XRAY)*	700	57 38	40,169	57 730	40,411	1 9	242	217	0 54
PFIZER INC *(PFE)*	1,300	28 68	37,280	32 480	42,224	2 0	4,944	1,664	3 94
THERMO FISHER SCIENTIFIC *(TMO)*	450	73 17	32,926	141 100	63,495	2 9	30,569	270	0 43
Total Health care			**$156,031**		**$214,519**	**10.0%**	**$58,488**	**$3,214**	**1.50%**
Industrials									
J B HUNT TRANSPORT SVCS *(JBHT)*	595	$81 48	$48,482	$97 070	$57,756	2 7%	$9,274	$523	0 91%
NIELSEN HOLDINGS PLC *(NLSN)*	610	32 51	19,831	41 950	25,589	1 2	5,758	756	2 96
RAYTHEON CO NEW *(RTN)*	555	95 33	52,906	142 000	78,810	3.6	25,904	1,626	2 06
UNION PACIFIC CORP *(UNP)*	590	89 92	53,051	103 680	61,171	2.8	8,120	1,427	2.33
XYLEM INC *(XYL)*	550	45 82	25,202	49 520	27,236	1 3	2,034	341	1 25
Total Industrials			**$199,472**		**$250,562**	**11.6%**	**$51,090**	**$4,673**	**1.87%**
Information technology									
ALPHABET INC CLASS C *(GOOG)*	115	$680 24	$78,228	$771 820	$88,759	4 1%	$10,531		
APPLE INC *(AAPL)*	980	69 06	67,677	115 820	113,503	5 2	45,826	2,234	1 97
BROADCOM LTD *(AVGO)*	250	33 91	8,478	176 770	44,192	2 0	35,714	1,020	2 31
CDW CORP/DE *(CDW)*	600	37 80	22,677	52 090	31,254	1 4	8,577	384	1 23

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Information technology - continued									
MICROSOFT CORP *(MSFT)*	825	63 72	52,567	62 140	51,265	2.4	(1,302)	1,287	2 51
NXP SEMICONDUCTORS NV *(NXPI)* [1]	440	57 20	25,166	98 010	43,124	2 0	17,958		
SABRE CORP COM *(SABR)*	1,200	28 16	33,786	24 950	29,940	1.4	(3,846)	624	2 08
VISA INC *(V)*	680	80 56	54,783	78 020	53,053	2 5	(1,730)	448	0 85
Total Information technology			**$343,362**		**$455,090**	**21.0%**	**$111,728**	**$5,997**	**1.32%**
Utilities									
AMERICAN WATER WORKS CO *(AWK)*	345	$39 73	$13,707	$72 360	$24,964	1 2%	$11,257	$517	2 07%
EDISON INTERNATIONAL *(EIX)*	670	64 09	42,941	71 990	48,233	2 2	5,292	1,453	3 01
Total Utilities			**$56,648**		**$73,197**	**3.4%**	**$16,549**	**$1,970**	**2.69%**
Miscellaneous									
S&P 500 DEP RCPTS *(SPY)*	**585**	**$221.53**	**$129,596**	**$223.530**	**$130,765**	**6.0%**	**$1,169**	**$2,655**	**2.03%**
Total large cap core - u.s.			**$1,751,260**		**$2,162,351**	**100.0%**	**$411,091**	**$34,488**	**1.59%**

[1] Restricted

Large Cap Core - Non U.S.

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer discretionary									
NISSAN MOTOR	3,090	$10 53	$32,531	$10 062	$31,092	6 5%	($1,439)	$1,269	4 08%
PANDORA A/S ADR *(PNDZY)*	615	16 07	9,886	32 768	20,152	4 2	10,266	193	0 96
Total Consumer discretionary			**$42,417**		**$51,244**	**10.7%**	**$8,827**	**$1,462**	**2.85%**
Consumer staples									
COCA-COLA EURO PRTNRS PLC	500	$38 22	$19,109	$31 684	$15,842	3.3%	($3,267)	$358	2 27%
UNILEVER NV	725	37 95	27,511	41 284	29,930	6.3	2,419	872	2 91
Total Consumer staples			**$46,620**		**$45,772**	**9.6%**	**($848)**	**$1,230**	**2.69%**

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Energy									
ENCANA CORP	830	$13 59	$11,283	$11 730	$9,736	2 0%	($1,547)	$37	0 38%
ENI S P A ADR *(E)*	1,160	33 65	39,034	32 240	37,398	7 8	(1,636)	1,489	3 98
Total Energy			**$50,317**		**$47,134**	**9.8%**	**($3,183)**	**$1,526**	**3 24%**
Financials									
BNP PARIBAS SPON ADR *(BNPQY)*	1,080	$26 12	$28,211	$31 933	$34,487	7 2%	$6,276	$1,196	3 47%
HSBC HLDGS PLC ADR *(HSBC)*	380	49 73	18,898	40 180	15,268	3 2	(3,630)	969	6 35
ING GROEP NV	1,800	15 12	27,224	14 111	25,400	5 3	(1,824)	1,234	4.86
NORDEA BANK AB	2,000	9 88	19,757	11 122	22,245	4 7	2,488	140	0 63
ORIX CORP	2,020	12 57	25,385	15 613	31,539	6 6	6,154	881	2 80
Total Financials			**$119,475**		**$128,939**	**27.0%**	**$9,464**	**$4,420**	**3.43%**
Health care									
ASTRAZENECA PLC	440	$72 25	$31,789	$54 785	$24,105	5 1%	($7,684)	$1,084	4 50%
SHIONOGI & CO LTD	505	45 81	23,135	47 927	24,203	5 1	1,068	293	1 21
SHIRE PLC GBP 05	350	52 07	18,225	57 828	20,240	4 2	2,015	81	0 40
Total Health care			**$73,149**		**$68,548**	**14.4%**	**($4,601)**	**$1,458**	**2.13%**
Industrials									
OBAYASHI	**1,425**	**$9.63**	**$13,729**	**$9.561**	**$13,625**	**2.9%**	**($104)**	**$219**	**1.61%**
Information technology									
ALIBABA GROUP HOLDINGS LTD *(BABA)*	300	$76 07	$22,822	$87 810	$26,343	5.5%	$3,521		
ATOS	275	78 33	21,542	105 809	29,097	6 1	7,555	319	1 10
Total Information technology			**$44,364**		**$55,440**	**11.6%**	**$11,076**	**$319**	**0.58%**
Materials									
RIO TINTO LTD	**835**	**$41.26**	**$34,449**	**$43.301**	**$36,156**	**7.6%**	**$1,707**	**$1,273**	**3.52%**

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Utilities									
ENAGAS SA	**1,180**	**$29.45**	**$34,747**	**$25.462**	**$30,046**	**6.3%**	**($4,701)**	**$1,359**	**4.53%**
Total large cap core - non u.s.			**$459,267**		**$476,904**	**100.0%**	**$17,637**	**$13,266**	**2.78%**
Large Cap Strategies									
Large cap strategies funds									
OW LARGE CAP STRATEGIES FD *(OWLSX)* BOOK COST 4,210,074	400,002 201	$9 88	$3,953,384	$12 830	$5,132,028	100 0%	$1,178,644	$38,880	0 76%
Total large cap strategies			**$3,953,384**		**$5,132,028**	**100.0%**	**$1,178,644**	**$38,880**	**0.76%**
Small & Mid Cap									
Small & mid cap funds									
OW SMALL & MID CAP FUND *(OWSMX)* BOOK COST 1,358,049	114,886 754	$10 31	$1,184,482	$15 240	$1,750,874	100 0%	$566,392	$10,293	0 59%
Total small & mid cap			**$1,184,482**		**$1,750,874**	**100.0%**	**$566,392**	**$10,293**	**0.59%**
Strategic Opportunities									
Strategic Opportunities funds									
OW STRATEGIC OPPTYS FUND *(OWSOX)* BOOK COST 2,346,084	310,146 897	$6 90	$2,139,098	$7 440	$2,307,492	100 0%	$168,394	$43,730	1.90%
Total strategic opportunities			**$2,139,098**		**$2,307,492**	**100.0%**	**$168,394**	**$43,730**	**1.90%**

FORM 990-PF
Part IX-A Summary of Direct Charitable Activities

Line 1 - Heaven Hill Farm: Free Venue for Local Charities

When Henry Uihlein left his farm of approximately 600 acres, which is located just outside of the Village of Lake Placid, New York, to the Henry Uihlein II and Mildred A, Uihlein Foundation ("HU Foundation"), he did so with the admonition to prevent, if possible, the commercial or residential development of the property. The property is extremely beautiful, and the view of the Adirondack Mountains from the farmhouse, particularly in the fall, is spectacular.

With the help of a consultant, after considerable deliberation, and having in mind the Quaker adage "Proceed as the way opens.", the HU Foundation has determined that it can make a significant contribution to the community by making the farmhouse available to local not-for-profit organizations for meetings, fund-raisers, seminars, and the like.

In recent years, the HU Foundation has devoted considerable time and resources to refurbishing the farmhouse and the surrounding landscape (which had become quite worn and outdated over the years prior to the grantor's death) with an eye to making the facility suitable for a wide range of gatherings by not-for profit organizations at no charge. With the major projects (a new roof, gutters, shutters and paint) completed in 2013, the pace slowed considerably in 2014 the electrical wiring update continued, nine new windows were installed (in an ongoing program to improve energy efficiency in the frigid Lake Placid winters) and fiber optic internet access was installed to properly service the needs of the Adirondack Foundation and participants in conferences and meetings held at the farmhouse This Foundation and the Adirondack Foundation split the cost of installing fiber- optic cable on Bear Cub Lane and a distribution system for the farmhouse and the Adirondack Foundation office. Fortunately, when the electrical update project was initiated several years ago, sufficient capacity was provided in the half-mile of underground conduit from Bear Cub lane to the farmhouse so that there was no trenching cost to lay the cable. The project was completed in 2014 and the facility now enjoys state-of-the-art Internet access

In 2016, without any form of advertising or solicitation (only word-of-mouth referrals), 109 events were held at Heaven Hill Farm (Mr Uihlein's name for his farm) Over three thousand people attended these events and the facility was in use for 238 days (this number reflects preparation/set-up and knockdown/clean-up time in addition to the time actually devoted to an event) during the year. Usage was down about one percent from 2015 which was the best year yet over the ten years that records have been kept (Please see schedules attached)

Reported here are the operating expenses of the farm and the farmhouse where these events are held.

$152,800

FORM 990-PF
Part IX-A Summary of Direct Charitable Activities

Line 2 - Heaven Hill Farm: Rent-Free Office Space for Adirondack Foundation

The year 2016 saw the seventh full year of occupancy by the Adirondack Foundation (which changed its name from Adirondack Community Trust -"ACT" - in 2013 to avoid confusion with another entity which had a similar name) of the separate building at Heaven Hill Farm that the Grantor, Henry Uihlein once used as his office when he operated a prize-winning Jersey dairy operation. It had been unused for over two decades (three small rooms and an unheated garage behind) and was in disrepair. In the spring of 2009, leadership of the Adirondack Foundation (a 501(c)(3) community trust which then had with about $28 million in assets) asked if they could use the building rent-free to house their staff of three. At the time, they were located in rented office space in the Village of Lake Placid The HU Foundation agreed to allow them to use the facility if they would refurbish the inside and the HU Foundation refurbished the outside. Those repairs were completed in 2009. It is estimated that the Adirondack Foundation is saving about $25,000 annually in rent, the funds saved are used for grants in the Lake Placid area The staff, which administers assets of over $40,000,000 and makes $2,000,000 in grants, has grown to six in the intervening years. In addition to its other funds, it administers the Uihlein-Ironman Sports Fund, a donor-advised fund totaling about three-quarters of a million dollars in assets donated by Ironman USA and the HU Foundation. The Sports Fund makes grants to local athletes (mostly high school, some college students) who specialize in winter sports (and to not-for- profit sports groups that sponsor programs for youth) to support potential Olympic level athletes in their quest through grants for training, travel, and equipment This is in the tradition established by Henry Uihlein who, as a young man, was active in promoting winter sports -especially speed skating - in Lake Placid and the siting of major competitions in Lake Placid He personally sponsored Charles Jewtraw, a Lake Placid speed skater, who went to the first Winter Olympics in Chamonix, France in 1924 and came back with a gold medal

The Uihlein-Ironman awards are usually presented to the recipients in late fall just prior to the Trustees' Fall Meeting at Heaven Hill Farm

Late in 2015, the Adirondack Foundation and the HU Foundation agreed that was imperative that the space occupied by AF be expanded to accommodate the doubling of their staff, and that the costs of the expansion would be shared Demolition of the garage part of the building began in the spring of 2016 and construction of a 1,200 sq ft addition began shortly thereafter with completion scheduled for spring of 2017

The following number represents routine overhead, repairs and maintenance, grounds-keeping and snow plowing expense allocable to the Adirondack Foundation

$14,000

FORM 990-PF
Part IX-A Summary of Direct Charitable Activities

Line 3 - A Community Preserve - Henry's Woods - A Public Trail System

The HU Foundation also owns approximately 212 acres of undeveloped land adjacent to, but not directly adjoining, the Heaven Hill Farm property. The Foundation reviewed a range of possible uses including outright sale, residential development, and doing nothing. It was determined in 2006 that the use to which it was currently being put on an informal basis by local residents - as a place to run, hike and bike (and ski and snowshoe in the winter) - should be confirmed and improved. This would not only preserve green space but would also protect adjacent property owned by Cornell University (donated to Cornell over thirty years ago by Henry Uihlein) which is used for maple sugar research by the Uihlein-Cornell Maple Sugar Research Field Station and would also offer training opportunities to Olympic athletes at the adjacent Olympic Training Center This community preserve has been named "Henry's Woods" to honor the HU Foundation's grantor The main trail of 2 5 miles and the trailhead access, entrance kiosk, and signage on the access trail to Bear Cub Lane have been open since 2009 In 2010, funds were expended to prepare an additional 2 1 miles of trails that are more 'technical' (difficult) in nature This project approximately doubled the total improved trail mileage at Henry's Woods and included three new trails

1 The Plateau Trail (appx 9/10 of a mile) offers beautiful and never before seen views of the Wilmington Notch and the Sentinel Mountain range
2 The Switchback trail is 1/4 of a mile and connects the main loop with the Plateau trail
3 The Rocky Knob trail is one mile in length and leads to the highest point in Henry's Woods. It offers exceptional views of Lake Placid Village and the Great Range of the Adirondacks.

The year 2011 saw the preparation of professional maps and trailside signage There was also some repair work required due to heavy spring rains, and doggie waste stations were installed and provisioned.

In line with the HU Foundation's interest in sustainable use, several large, older maple trees that were felled for other reasons were recycled into nine new benches which were installed at various rest points and lookouts along the trails.

The winter of 2015/16 saw the continuation of a program in cooperation with the Thomas Shipman Youth Center wherein the HU Foundation purchased several bird feeders and seed and the youth from the Center undertook to install the feeders and refill them on a weekly schedule until the snow melted It is hoped that this program will result in an educational program that promotes nature awareness and conservation among the Center's youth and others. The out-of-pocket expenditure for this project was not recorded separately but did not amount to over two hundred dollars.

In 2013, after discussions with representatives of the Adirondack Ski Council, approval was given for the clearing of brush on one of the steeper slopes in Henry's Woods to make way for a "Glade" - Telemark type ski run down a steep slope occupied by rock outcrops and trees. The run first became available in the Winter of 2013-2014 and has been a great success No funding was needed from the Foundation

Using a hidden counter for baseline data in 2013, the HU Foundation estimates that the Henry's Woods trails have 60,000 visits a year

Beginning in 2014, during the months of July and August, the Adirondack Mountain Club has been offering nine free weekly walks on the Henry's Woods trail with a naturalist This program was continued in 2015 and expanded to the Heaven Hill trails system (see below) A winter walk program was instituted in 2016 on the Heaven Hill Trails system The club places literature at the major tourist hotels in the area advertising the availability of the free Community Hike Services

$24,000

FORM 990-PF
Part IX-A Summary of Direct Charitable Activities

Line 4 - Heaven Hill Farm: Maple Sugar Education Program

About one hundred and fifty yards up the hill behind the Heaven Hill farmhouse is a log cabin building that archival pictures show was used by the Grantor and his wife (Henry and Mildred Uihlein) to boil maple sap from the farm's extensive stand of maple trees (called a "sugarbush"). Much of the sugarbush on the other side of Heaven Hill Farm was deeded several decades ago to Cornell University for use by its College of Agriculture and Life Sciences to develop a Sugar Maple Research Station. (It should be noted that in 2012, the Foundation completed a six- year program to fund an endowment for the position of Director of the Research Station, thus insuring the viability of the Cornell maple research program well into the future) Significant stands of sugar maple remain on the Heaven Hill Farm property, however. In 2007 the Director of the Research Station suggested setting up a cooperative effort with local schools to develop a curriculum involving maple trees and maple sugar production utilizing the maple trees and the "sugar shack" at Heaven Hill Farm. In support of this effort, the Foundation installed water and electrical service and purchased a modern (but wood-fired) boiler to replace the ancient and dangerous boiler that had remained unused for several decades. The winter/spring of 2008 saw the collection of the first harvest of sap and the production of syrup The winter/spring 2009 season saw a very successful program and also some preliminary discussions with other schools to expand the program The spring of 2010 harvest was poor due to poor weather but there was increased interest in both youth and adults Later in 2010, the Foundation engaged the services of a local resident who does his own maple production to oversee and coordinate the project Also during the year, a new main sap line and 125 new taps were installed The spring of 2011 was a very good year with a total of 339 taps producing sap. The total syrup produced was 86 gallons, and about 200 members of the public, including 91 students from local schools visited the sugaring operation - including students from Northwood school who actually participated in the tapping and boiling process, and students from St Agnes School and Ausable forks Head Start program and board members from a school in Africa Later in the year, in order to attempt to satisfy the needs of the "now" generation, the Foundation purchased a 'reverse osmosis machine' to expedite the reduction of sap to syrup. It cuts the boiling time by two thirds from eight hours to three.

The 2013 maple season was late due to cold weather but the sap run was good Three-hundred twenty-five taps produced 1,880 gallons of sap which boiled down to 47 gallons of syrup The open house usually held during the Maple Producers Association's Maple Weekend was not held due to extreme cold but 49 Northwood School students participated, helping with splitting wood (for the boiler) and bottling syrup Thirty-seven students from Mountain Lake Academy held a science class in the sugar house and approximately 30 members of the Lake Placid Rotary Club held their monthly social in the sugar house In addition, there were 21 individual or family visits to the sugar house during the 'season'.

The 2014 maple season was late and very cold. The season ran from the first of April to the twenty-first. Two hundred eighty-five taps produced 709 gallons of sap and 21 gallons of syrup over seven days of boiling. The Open House was cancelled due to the cold. Nevertheless ninety-one people visited the sugar house - mostly in groups

The 2015 season started late again which is unusual for the Lake Placid area Nine Northwood School students helped out with the tree tapping in early March, but the sap collection and boiling did not occur until the first week of April, when students were on spring break New this year was the use of smaller diameter (3/16") tubing on some lines. Running sap in the smaller tube creates a vacuum which speeds the flow from the tree to the boiler The replacement program will be on-going This year 1,117 gallons of sap was collected and because of higher sugar content, boiled down to 36.5 gallons of maple syrup. As noted, spring break precluded the participation of area students, nevertheless, 151 adults visited the site during the boil season

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Part IX-A Summary of Direct Charitable Activities

The 2016 season was much more 'normal' than recent years. It started on March 9TH and ran until April 16 with warm days and cold nights. Fewer taps (230) produced more sap (1490 gallons) for a rate of 1.35 pints per tap. Thirty-nine gallons of syrup were produced. During the previous fall, Northwood School students helped with replacing the older sap lines with 3/16" diameter lines and cutting and stacking wood for the boiler. The new sap lines help create a vacuum which, in turn, helps produce more sap. The higher sap volume allowed the use of the 'reverse osmosis' machine - which helps speed up the process of extracting water from the sap and reduces time required to boil down to syrup It appeared that with the RO machine a significant increase in taps could be accommodated
Sixty-three school children (in four groups) visited the sugarhouse, there were fourteen visits by other groups and thirty-one visits by individuals during the season

$ 6,900

Line 5. - Heaven Hill Farm: Beekeeping Demonstration/Experiment

At the behest of the Senior Apiary Inspector of the NYS Department of Agriculture and Markets, in the fall of 2010, the HU Foundation purchased a few hives, honey bees, and electric fence materials (to keep out the bears!), for the purpose of establishing an experimental beehive on the farm. The Inspector was unsure if the circumstances on the farm would support a flourishing bee colony. If a colony can be established, his hope is to develop it and use it to educate the public and to promote beekeeping in the Adirondacks Sadly, the 2010/2011 winter was extremely long and cold and the colony failed to survive The 2011/2012 winter was milder and the two hives did well in the summer of 2012 The winter of 2012/2013 was rough (even though the hives were relocated into the farm's "bull barn") In the summer of 2013, the two hives were combined into one, but there was no production. The combined hives finished the 2013 summer in a weakened state and did not survive the long, lingering 2013/2014 winter It was decided to let the matter rest, so there was no bee-keeping activity for the year 2014 or 2015
The Apiary Inspector has retired and consequently, until a new expert agrees to take on the project, the bee-keeping experiment is closed

None

Line 6 - Monarch Butterfly Waystation

In 2014, Monarch Watch, an organization devoted to the creation, conservation and protection of habitats for the Monarch Butterfly awarded Heaven Hill Farm a Certificate of Appreciation for its efforts to provide milkweeds, nectar plants and shelter to the butterflies on their annual migrations and awarded the Farm Monarch Waystation Number 8789.

None

FORM 990-PF
Part IX-A Summary of Direct Charitable Activities

Line 7 - Heaven Hill Trails Old Orchard Trail

In 2013, discussions with consultants led to the proposal for a walking trail in the meadows on the western side of Heaven Hill Farm The area was once a cow pasture and an apple orchard. It provides stunning view of the mountains, is home to several species of birds and offers a walking trail experience completely different from Henry's Woods: the flat, grassy, roughly circular trail which will appeal to a much wider demographic in the exercise-oriented community. In 2014, planning and permitting activities were completed and, in the late fall, an initial cut was made through the wooded area that would ultimately be the parking area and access trail In 2015 remainder of the work (trail grooming, construction of a gravel access road and small parking lot, and signage) was completed and a grand opening was held at the conclusion of the Trustees' Fall Meeting in October at the trailhead. In attendance (in a pouring rain storm) were more than one hundred guests and dignitaries from the Lake Placid area including the Mayor and the Town Supervisor as well as local media The trail 'system' was expanded to include various unimproved trails in the area (that locals were using anyhow) The name "Heaven Hill Trails" was given the entire layout with "Old Orchard Trail" continuing to apply to the orchard/cow pasture trail.

In 2016, the trails 'settled in' as continued usage and grooming resulted in the trails becoming more mature Professionally produced signs were installed to provide directions and guidance to walkers. The Foundation hired a professional arborist to trim the surviving apple trees at the west end of the Old orchard trail with an eye towards improved apple production

Allocated general overhead **$14,600**

Line 8 - Property Survey

In 2013, the HU Foundation also engaged the services of a professional surveyor to produce a complete survey of the property boundaries - the only surveys extant are from the 1940s and earlier, and none encompass the entire parcel Progress was made on the project in 2014 and 2015 but, because of the nature of the terrain, the time available to accomplish the task is limited to late fall or very early spring. During the 2015/16 winter and the 2016/17 winter, Foundation staff and friends walked the boundary lines to place flags and blazes demarcating the property It was discovered that a long-time hiking trail encroaches on the property and there is an abandoned camp within the property line

None

Note that the Heaven Hill Farmhouse major repair/renovation/construction projects are capitalized and are not reflected in the figures shown here.

HENRY UIHLEIN II AND MILDRED A. UIHLEIN FOUNDATION

DECEMBER 31, 2016

EIN # 39-1322495

Henry II & Mildred A Uihlein Foundation Trust
Charitable Events Held at Heaven Hill Farm
Year 2016

	Date	Charitable Sponsor(s)	Description of Event	Approx. Number Attending	Use Days*
1	1/11/2016 0 00	North Country School Camp Treetops	Staff meeting / retreat	5	2
1	1/12/2016 0 00	North Country School Camp Treetops	Staff meeting / retreat	11	1
1	1/13/2016 0 00	Adirondack North Country Association (ANCA)	Planning meeting for multi-county clean energy project	13	3
1	1/14/2016 0 00	Adirondack Foundation (AF)	Adirondack Foundation Grants Committee lunch meeting	6	1
1	1/18/2016 0 00	Mountain Lake Academy	In-staff training and team building	15	2
1	1/19/2016 0 00	Mountain Lake Academy	In-staff training and team building	20	2
1	2/11/2016 0 00	Franklin Essex Housing Coalition	Coalition meeting	15	3
1	2/19/2016 0 00	Adirondack Foundation (AF)	Adirondack Foundation Board meeting	22	3
1	2/22/2016 0 00	Mountain Lake Academy	Team training	23	3
1	3/3/2016 0 00	Adirondack Foundation (AF)	AF staff grant evaluation meeting	7	1
1	3/4/2016 0 00	John Brown Lives!	Educator workshop	25	3
1	3/5/2016 0 00	John Brown Lives!	Board meeting	12	2
1	3/8/2016 0 00	Reason2Smile	Board meeting	12	3
1	3/15/2016 0 00	Adirondack Foundation (AF) BT3	Steering committee meeting	15	3
1	3/28/2016 0 00	Quality Stars NY	QSNY orientation session -- covering QSNY standards	9	3
1	3/30/2016 0 00	Adirondack Foundation (AF)	AF Grants Committee meeting	9	1
1	3/31/2016 0 00	Creative Healing Connections	Mad Hatter's Ball to raise scholarship funds for CHC's Arts & Healing Retreats	132	3
n/a	Spring 2016	Henry II & Mildred A Uihlein Foundation	Visitors to maple sugar house sugaring season (incl 63 students)	140	n/a
1	4/3/2016 0 00	Essex County Historical Society	Board social gathering	6	1
1	4/7/2016 0 00	Adirondack Foundation (AF)	AF Train the Trainer meeting	7	1
1	4/11/2016 0 00	Adirondack Foundation (AF)	Meeting to discuss state funding to support Lake Placid's Olympic venues	6	1
1	4/18/2016 0 00	Adirondack Foundation (AF)	AF BT3 meeting	4	1
1	4/19/2016 0 00	Adirondack Foundation (AF)	BT3 Alliance executive director evaluation	5	1
1	4/20/2016 0 00	Quality Stars NY	Training for QUALITYstarsNY child care providers	10	3
1	4/23/2016 0 00	Adirondack Foundation (AF)	Reception for Education Opportunity Fund for Lake Placid School	35	3
1	4/25/2016 0 00	Cornell University	Reception for International University Student Association	18	3
1	4/26/2016 0 00	Adirondack Foundation (AF)	Staff meeting	2	1
1	5/2/2016 0 00	Adirondack Foundation (AF)	Staff meeting	2	1
1	5/3/2016 0 00	Adirondack Foundation (AF)	True North	8	1
1	5/5/2016 0 00	LPEC Quality Destination, Inc , 501(c)(3) and ROOST	Board of directors' meeting and retreat	15	2
1	5/6/2016 0 00	LPEC Quality Destination, Inc , 501(c)(3) and ROOST	Board of directors' meeting and retreat	16	2
1	5/6/2016 0 00	Adirondack Community Housing Trust	Annual meeting of board of directors	6	1
1	5/10/2016 0 00	Adirondack Foundation (AF)	AF staff packet stuffing	5	1
1	5/12/2016 0 00	Franklin Essex Housing Coalition	CoC meeting	14	3
1	5/12/2016 0 00	Adirondack Foundation (AF)	Tri-Lakes Young Professionals Ask-a-Millenial Philanthropist meeting	30	3
1	5/12/2016 0 00	Adirondack Foundation (AF)	Tri-Lakes Young Professionals Mixer	50	1
1	5/19/2016 0 00	Ausable Valley Garden Club	Luncheon meeting	32	3
1	5/20/2016 0 00	Adirondack Foundation (AF)	Board meeting	28	3
1	5/20/2016 0 00	Wildlife Conservation Society	Science advisory group meeting	8	1
1	5/23/2016 0 00	Adirondack Foundation (AF)	AF / Essex Community Fund meeting	6	1
1	5/25/2016 0 00	Lake Placid Garden Club	Annual meeting	30	1
1	6/7/2016 0 00	Cornell Univ / USDA Natural Resources Conservation Svc	Soil pit dig	3	1
1	6/7/2016 0 00	Adirondack Community Action Programs	Directors training for child care centers	5	1
1	6/8/2017 0 00	Lake Placid Center for the Arts	Development meeting	6	1
1	6/11/2016 0 00	Adirondack Center for Writing	Publishing conference	25	1
1	6/15/2016 0 00	Plein Air Magazine	Publishers invitational	100	1
1	6/21/2016 0 00	Adirondack Foundation (AF)	Adirondack Planned Giving Society meeting	20	1
1	6/21/2016 0 00	Adirondack Foundation (AF)	LPEF Grant Committee meeting	8	1
1	6/22/2016 0 00	Cornell Univ / USDA Natural Resources Conservation Svc	Northeast National Cooperative Soil Survey Workshop Field Tour	52	2
1	6/23/2016 0 00	Northern Lights School	End of school year picnic	30	1
1	June 28-29, 2016	Adirondack Foundation	AF auditors	4	2
1	7/5/2016 0 00	Adirondack Foundation	PR and Advocacy Work Group of BT3 Alliance	9	1
1	7/6/2016 0 00	Rotary Club of America / Lake Placid	Outgoing president annual meeting	38	3
1	7/8/2016 0 00	Lake Placid Center for the Arts	Meeting	6	1
1	7/10/2016 0 00	John Brown Lives!	Board meeting	10	3
1	7/13/2016 0 00	Behavioral Health Sciences Network	Stop Domestic Violence DV Awareness meeting	14	1
1	7/15/2016 0 00	Adirondack Foundation	LPEF Board Meeting	15	3
1	7/21/2016 0 00	AdkAction org	Annual meeting and party with silent auction	100	3
	July 16-17, 2016	Adirondack Garden Club	A GCA Flower Show "Mountains & Valleys" set-up and show preparations	33	2
1	7/18/2016 0 00	Adirondack Garden Club	A GCA Flower Show "Mountains & Valleys" dinner for Judges & Show Chairmen	50	1
1	7/19/2016 0 00	Adirondack Garden Club	A GCA Flower Show "Mountains & Valleys" judging / open to the public 3 - 5 pm	175	1
	7/20/2016 0 00	Adirondack Garden Club	A GCA Flower Show "Mountains & Valleys" open to the public 9 am - 2 pm	200	1
1	7/26/2016 0 00	Creative Healing Connections	CHC board meeting	5	1
1	7/26/2016 0 00	Adirondack Community Action Programs	Training	9	3
1	7/27/2016 0 00	Lake Placid Land Conservancy	Symposium on conservation of private lands in the Adirondacks	40	3
1	8/1/2016 0 00	Adirondack BT3	PR and Advocacy Committee meetings	6	1
1	8/3/2016 0 00	Adirondack Foundation	Adirondack Foreign Language Enhancement Fund meeting	7	1
1	August 10-12, 2016	Adirondack Foundation	Adirondack Foundation auditors	6	4
1	8/13/2016 0 00	Lake Placid Center for the Arts	COLOR RUN Fundraiser	85	1
1	8/17/2016 0 00	Adirondack Foundation	AF Grants Committee GAF strategy meeting	20	3
1	8/18/2016 0 00	Lake Placid Center for the Arts	Board meeting	20	3
1	8/18/2016 0 00	Northern Forest Atlas Foundation	Northern Forest Atlas meeting	12	3
1	8/21/2016 0 00	New York Ski Education Foundation (NYSEF)	Summer Benefit	319	8
1	8/22/2016 0 00	Mountain Lake Academy	Staff development training	16	16
1	8/23/2016 0 00	Creative Healing Connections	Creative Healing Connections	4	1
1	8/24/2016 0 00	Adirondack Foundation	Auditor	1	1
1	8/26/2016 0 00	Adirondack Foundation	Adirondack Foundation Annual Summer Party	115	3
1	9/2/2016 0 00	Adirondack Foundation	AF Grants Committee meeting	6	1
1	9/6/2016 0 00	Adirondack Foundation	Uihlein-Ironman Sports Fund	6	1
1	9/7/2016 0 00	Adirondack Foundation	AF / AFLEF lunch meeting	4	1

Henry II & Mildred A Uihlein Foundation Trust
Charitable Events Held at Heaven Hill Farm
Year 2016

	Date	Charitable Sponsor(s)	Description of Event	Approx. Number Attending	Use Days*
1	9/8/2016 0 00	Adirondack Foundation	Adirondack Foundation meeting	3	1
1	9/16/2016 0 00	Northeastern New York (NENY) Maple Producers	Dinner meeting	30	3
1	9/20/2016 0 00	Adirondack Council	Staff retreat	15	3
1	Sept 19-22, 2016	Adirondack Foundation	Adirondack Foundation auditors	4	4
1	9/22/2016 0 00	Mercy Care	Board meeting	20	3
1	9/25/2016 0 00	NOLS Northeast	Alumni & Community Gathering	60	3
1	9/26/2016 0 00	AdkAction org	Strategic Planning Meeting	12	3
1	10/2/2016 0 00	Adirondack Foundation	Uihlein-Ironman Sports Fund Grant Awards Ceremony	85	3
1	10/9/2017 0 00	Lake Placid Center for the Arts	Zombie 5K Run	50	1
1	10/11/2016 0 00	Adirondack Foundation	Adirondack Foundation Audit Committee	8	1
1	10/14/2016 0 00	Adirondack Foundation	AF / Adirondack Diversity Advisory Council	15	3
1	10/15/2016 0 00	ADK Mountain Club & Adirondack Foundation	Book release party	30	3
1	10/18/2016 0 00	Northern Forest Atlas Foundation	Northern Forest Atlas Foundation meeting	9	1
1	10/18/2016 0 00	Adirondack BT3	Adirondack BT3 Alliance meeting	25	3
1	10/19/2016 0 00	Make-A-Wish Northestern New York	"Wine 4 Wishes" cocktail party	33	3
1	10/21/2016 0 00	Adirondack Foundation	Adirondack Foundation Board meeting	25	3
1	10/23/2016 0 00	Tri-Lakes Humane Society	TLHS Fall "Paytay"	80	3
1	10/23/2016 0 00	ORDA	Birthday Party	35	3
1	10/25/2016 0 00	Creative Healing Connections	CHC board meeting	4	1
1	10/25/2016 0 00	North Country Healthy Heart Network	Networking meeting for tobacco treatment specialists in tri-county region	10	3
1	10/27/2016 0 00	Adirondack Foundation	Adirondack Foundation Governance meeting	4	1
1	11/5/2016 0 00	John Brown Lives!	Board of directors' meeting	10	3
1	11/8/2016 0 00	Adirondack Mountain Club	Department planning retreat	6	1
1	11/15/2016 0 00	Adirondack BT3	Adirondack BT3 Alliance meeting	25	3
1	11/18/2016 0 00	Adirondack Health Foundation	Meeting	7	1
1	11/18/2016 0 00	Adirondack Foundation	Staff meeting	6	1
1	11/30/2016 0 00	Lake Placid Economic Quality Destination	Team building session	6	1
1	12/6/2016 0 00	Adirondack Foundation	Strategic Planning & Operations meeting	3	1
1	12/6/2016 0 00	Adirondack Foundation	NY State Health Foundation lunch meeting	12	3
1	12/11/2016 0 00	Reason2Smile	Board meeting	12	3
1	12/20/2016 0 00	North Country School	Administrative Group retreat	8	1
1	12/21/2016 0 00	Adirondack Foundation	AF / Adirondack Diversity Advisory Council	15	3
109			Total Use Days		238
			Total Attendance	3083	

Heaven Hill Charitable Events 2016 xls
Compiled by Eleonore Wotherspoon
Last updated 4/6/2017 0 00

Key to acronyms

AF	Adirondack Foundation
ACHT	Adirondack Community Housing Trust
ANCA	Adirondack North Country Association
ASCI	Adirondack Sustainable Communities, Inc
A W I S H	A World Institute for Sustainable Humanity
BT3	Birth-to-Three Early Education
BHSN	Behavioral Health Services Network
ESF	State University of New York (SUNY) Environmental Science and Forestry
LPEC	Lake Placid Essex County
LPEF	Lake Placid Education Foundation
NCBHN	North Country Behavioral Health Network
NCREDC	North Country Regional Economic Development Council
NOLS	National Outdoor Leadership School
NYSEF	New York Ski Education Foundation
NYSERDA	New York State Energy Research & Development Agency
ORDA	Olympic Regional Development Association
ROOST	Regional Office of Sustainable Tourism, 501(c)(6)