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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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation OCEANIC HERITAGE FOUNDATION		A Employer identification number 43-1836518
Number and street (or P.O. box number if mail is not delivered to street address) C/O BBH & CO., 140 BROADWAY (PB-TAX)	Room/suite	B Telephone number 212-493-8219
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10005		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☒ 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) \$ 9,641,877.	J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) _____	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	1,716,789.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	24,843.	24,843.		STATEMENT 1
4 Dividends and interest from securities	140,677.	140,677.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	258,519.			
b Gross sales price for all assets on line 6a	1,343,487.			
7 Capital gain net income (from Part IV, line 2)		258,519.		
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	100.	0.		STATEMENT 3
12 Total. Add lines 1 through 11	2,140,928.	424,039.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	57,500.	14,375.		43,125.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	9,880.	0.		9,880.
c Other professional fees	180,294.	75,294.		105,000.
17 Interest				
18 Taxes	31,954.	4,141.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	24,475.	1,000.		23,475.
24 Total operating and administrative expenses. Add lines 13 through 23	304,103.	94,810.		181,480.
25 Contributions, gifts, grants paid	1,546,000.			1,546,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,850,103.	94,810.		1,727,480.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	290,825.			
b Net investment income (if negative, enter -0-)		329,229.		
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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		188,809.	597,400.	597,400.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8		5,764,733.	5,650,787.	7,980,264.
	c	Investments - corporate bonds STMT 9		1,075,322.	1,071,502.	1,064,213.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶ 37,134.					
	Less: accumulated depreciation STMT 10 ▶ 37,134.					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		7,028,864.	7,319,689.	9,641,877.	
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 ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		7,028,864.	7,319,689.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		7,028,864.	7,319,689.		
31	Total liabilities and net assets/fund balances		7,028,864.	7,319,689.		

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	7,028,864.
2	Enter amount from Part I, line 27a	2	290,825.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,319,689.
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	7,319,689.

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 STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 93,649.		72,696.	20,953.
b 1,164,507.		1,012,272.	152,235.
c 85,331.			85,331.
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			20,953.
b			152,235.
c			85,331.
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	258,519.
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	1,702,396.	9,360,893.	.181863
2014	2,692,996.	9,906,046.	.271854
2013	1,775,971.	8,750,342.	.202960
2012	1,683,619.	7,995,053.	.210583
2011	1,343,235.	7,599,443.	.176754

2 Total of line 1, column (d)	2	1.044014
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	.208803
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	9,289,675.
5 Multiply line 4 by line 3	5	1,939,712.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,292.
7 Add lines 5 and 6	7	1,943,004.
8 Enter qualifying distributions from Part XII, line 4	8	1,727,480.

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	6,585.
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	6,585.
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	6,585.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	15,760.
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	15,760.
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	9,175.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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. ☐ \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 11

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address N/A		
14 The books are in care of BBH & CO. Telephone no. 212 493 8000		
Located at 140 BROADWAY (PB-TAX), NEW YORK, NY ZIP+4 10005		
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 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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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	
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	
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))?

☐ 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
CHRYSSANTHY L. MENOUDAKOS C/O BBH & CO, 140 BROADWAY (PB-TAX) NEW YORK, NY 10005	DIRECTOR, PRESIDENT 5.00	0.	0.	0.
JOHN K. MENOUDAKOS C/O BBH & CO, 140 BROADWAY (PB-TAX) NEW YORK, NY 10005	DIRECTOR, VICE-PRESIDENT 15.00	57,500.	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
BROWN BROTHERS HARRIMAN & CO 140 BROADWAY, NEW YORK, NY 10005	INVESTMENT ADVISORY & TAX SERVICES	85,056.
GEORGIA SIAMPALLOTIA - PO BOX 2130, LENOX HILL STATION, NEW YORK, NY 10021	CONSULTING	70,000.
ANNE-MARIE CLAVELLI - PO BOX 2130, LENOX HILL STATION, NEW YORK, NY 10021	CONSULTING	35,000.

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

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	8,996,645.
b	Average of monthly cash balances	1b	434,497.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,431,142.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,431,142.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	141,467.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,289,675.
6	Minimum investment return. Enter 5% of line 5	6	464,484.

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	464,484.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	6,585.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,585.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	457,899.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	457,899.
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	457,899.

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	1,727,480.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,727,480.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,727,480.

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				457,899.
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	966,673.			
b From 2012	1,285,856.			
c From 2013	1,344,920.			
d From 2014	2,205,086.			
e From 2015	1,250,100.			
f Total of lines 3a through e	7,052,635.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	1,727,480.			
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				457,899.
e Remaining amount distributed out of corpus	1,269,581.			
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:	8,322,216.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	966,673.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	7,355,543.			
10 Analysis of line 9:				
a Excess from 2012	1,285,856.			
b Excess from 2013	1,344,920.			
c Excess from 2014	2,205,086.			
d Excess from 2015	1,250,100.			
e Excess from 2016	1,269,581.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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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(1)(3) or	4942(1)(5)
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- 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).)

SEE STATEMENT 12

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:

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Name of the organization

Employer identification number

OCEANIC HERITAGE FOUNDATION

43-1836518

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules☐

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization	Employer identification number
OCEANIC HERITAGE FOUNDATION	43-1836518

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN K. & CHRYSSANTHY L. MENOUDAKOS C/O BBH & CO, 140 BROADWAY (PB-TAX) NEW YORK, NY 10005	\$ 1,716,789.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

OCEANIC HERITAGE FOUNDATION**43-1836518**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2016 Contribution Disbursements

Organization	Payment	Purpose
Achilles International 42 West 38th Street, Suite 400 New York, NY 10018	\$15,000	Achilles Freedom Team
Actors Fund of America 729 Seventh Avenue, 10th Floor New York, NY 10019	\$10,000	Education Training Courses
Alvin Ailey American Dance Theater 405 West 55th Street New York, NY 10019	\$15,000	Ailey II Fellowships
American Ballet Theatre 890 Broadway New York, NY 10003	\$25,000	ABT's Studio Company
American Farm School 1133 Broadway, Suite 1226 New York, NY 10010	\$25,000	Financial Aid
American Heart Association National Center 7272 Greenville Avenue Dallas, TX 75231	\$7,500	Go Red for Women
American Museum of Natural History Central Park West at 79th Street New York, NY 10024	\$25,000	Youth Initiatives
American School of Classical Studies at Athens Gennadius Library 6-8 Charlton Street Princeton, NJ 08540	\$15,000	Support for Gennadius Library
AmeriCares Inc. 88 Hamilton Avenue Stamford, CT 06902	\$20,000	AmeriCares FreeClinics
AmeriCares Inc. 88 Hamilton Avenue Stamford, CT 06902	\$20,000	Disaster Relief
AmeriCares Inc. 88 Hamilton Avenue Stamford, CT 06902	\$20,000	Relief Support
Anatolia College Office of Trustees 18 Tremont Street, Suite 704 Boston, MA 02108	\$15,000	Financial Aid

Cathedral of St. John the Divine 1047 Amsterdam Avenue New York, NY 10025	\$10,000	Children's Quest Fund
Central Park Conservancy 14 East 60th Street New York, NY 10022	\$10,000	Student Education
Chapin School 100 East End Avenue New York, NY 10028	\$10,000	Financial Aid
Children's Aid Society 711 Third Avenue, Suite 700 New York, NY 10017	\$20,000	After-School and College-Prep Programs
Children's Scholarship Fund 8 West 38th Street, 9th Floor New York, NY 10018	\$15,000	Financial Aid
Churchie Foundation (Anglican Church Grammar School) Oaklands Parade East Brisbane, Queensland 4169 Australia	\$15,000	Financial Aid
City Harvest, Inc. 6 East 32nd Street, 5th Floor New York, NY 10016	\$15,000	Child Hunger Relief
Cycladic Art Foundation 29 Broadway – Suite 700 New York, NY 10006	\$50,000	Education Project Support
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001	\$15,000	Child Malnutrition Relief Programs
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001	\$20,000	Relief Programs
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001	\$15,000	Relief Programs
Feeding America 35 East Wacker Drive, Suite 2000 Chicago, IL 60601	\$15,000	Child Hunger Relief Programs
Fisher House Foundation, Inc. 111 Rockville Pike, Suite 420 Rockville, Maryland 20850	\$15,000	Veterans' Services
Foundation of the American Academy of Ophthalmology 655 Beach Street San Francisco, CA 94109	\$15,000	Academy Education Fund
Fresh Air Fund 633 Third Avenue, 14th Floor New York, NY 10017	\$7,500	Fresh Air Fund Camps

Frick Collection 1 East 70th Street New York, NY 10021	\$7,500	Education Outreach
Food Bank for New York City 39 Broadway New York, NY 10006	\$15,000	Hunger Relief
Fund for American Studies 1706 New Hampshire Ave. NW Washington, DC 20009	\$15,000	Summer School
George W. Bush Foundation Post Office Box 600610 Dallas, TX 75360	\$25,000	AREL Education Programs
Germantown Academy Post Office Box 287 Morris Road Fort Washington, PA 19034	\$25,000	Financial Aid
Give-An-Hour Post Office Box 5918 Bethesda, MD 20824	\$15,000	Veterans' Mental Health Services
Greek-United States Fulbright Fdn, Inc. 2300 North Street Washington, DC 20037	\$27,500	Fellowships and Educational Outreach
Helen Keller International 352 Park Avenue South 12th Floor New York, NY 10010	\$12,500	Program combatting blindness
Heritage Foundation 214 Massachusetts Ave NE, Washington, DC 20002	\$7,500	Internship Program Support
Hole in Wall Gang Camp 555 Long Wharf Drive New Haven, CT 06511	\$15,000	Summer Camp Educational Programs
Hole in Wall Gang Camp 555 Long Wharf Drive New Haven, CT 06511	\$10,000	Hospital Outreach Program
Hospital for Special Surgery 535 East 70th Street New York, NY 10021	\$15,000	Project Support
Iowa State University Foundation 2505 University Boulevard Ames, IA 50010	\$15,000	Financial Aid
Isabel O'Neil Foundation for the Art of the Painted Finish, Inc. 315 East 91st Street New York, NY 10128	\$5,000	General Support
Jazz at Lincoln Center (JALC) 3 Columbus Circle, 12th Floor New York, NY 10019	\$10,000	Education Outreach Programs

Johns Hopkins School of Medicine 100 North Charles Street Baltimore, MD 21201	\$12,500	Financial Aid
John Hopkins University 1101 East 33 rd Street Baltimore, MD 21218	\$12,500	Financial Aid
Juvenile Diabetes Research Foundation 26 Broadway, 14th Floor New York, NY 10004	\$15,000	Medical Research and Outreach
Lenox Hill Hospital 100 East 77th Street New York, NY 10021	\$15,000	Fast-track ER and Doctor at Your Door programs
Lincoln Center Corporate Fund 70 Lincoln Center Plaza New York, NY 10023	\$20,000	Education Outreach
Lincoln Center Theater Vivian Beaumont Theater, Inc 150 West 65th Street New York, NY 10023	\$15,000	Open Stages program
Lincoln Center Theater Vivian Beaumont Theater, Inc 150 West 65th Street New York, NY 10023	\$15,000	Directors Lab program
Make-A-Wish Foundation of Metro NY 1111 Marcus Ave. Suite LL22 Lake Success, NY 11042	\$10,000	Program Support
Mayo Clinic 200 First Street SW Rochester, MN 55905	\$15,000	Financial Aid
Memorial Sloan Kettering Cancer Center 1275 York Avenue New York, NY 10065	\$15,000	Hospital Schools Program
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	\$100,000	Teacher Programs
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	\$46,000	Exhibition Support
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028	\$50,000	Teen Programs
Metropolitan Opera 70 Lincoln Center Plaza New York, NY 10023	\$20,000	Educational Outreach Programs
Mount Vernon Ladies Association Post Office Box 110 Mount Vernon, VA 22121	\$7,500	Educational Outreach Programs
Museum of Modern Art	\$15,000	Educational Outreach

11 West 53rd Street New York, NY 10019		
National Parks Conservation Association 777 6th Street NW, Suite 700 Washington DC 20001	\$10,000	Conservation and Outreach Programming
New York City Ballet New York State Theater 20 Lincoln Center New York, NY 10025	\$20,000	Educational Outreach Support
New York City Center (City Center 55th Street Theatre Fdn.) 130 West 56th Street New York, NY 10019	\$7,500	Educational Outreach Programs
New York Philharmonic Symphony Society of New York Inc. 10 Lincoln Center Plaza New York, NY 10023	\$7,500	Educational Outreach Programs
New York Presbyterian Hospital 525 East 68th Street, Box 156 New York, NY 10021	\$20,000	Fund for Medicine
New York Presbyterian Hospital 525 East 68th Street, Box 156 New York, NY 10021	\$20,000	Patient Care
New York Public Library 188 Madison Avenue, 5th Floor New York, NY 10016	\$20,000	Summer Reading and Writing Program
New York University 726 Broadway, 2nd Floor New York, NY 10003	\$15,000	Financial Aid
New York University 726 Broadway, 2nd Floor New York, NY 10003	\$20,000	Exhibition Support
NYU Polytechnic School of Engineering 6 Metrotech Center Brooklyn, NY 11201	\$15,000	Financial Aid
Royal Oak Foundation 35 West 35th Street, Suite 1200 New York, NY 10001	\$7,500	Educational Outreach
School of American Ballet 70 Lincoln Center Plaza New York, NY 10023	\$15,000	Financial Aid
Seamen's Church Institute 50 Broadway, Floor 26 New York, NY 10004	\$15,000	Maritime Education Center
Smithsonian Institution 1000 Jefferson Drive, SW Washington DC 20560	\$10,000	Education Programs for Teachers
SOS Children's Villages	\$15,000	US and EU Program Support

1001 Connecticut Ave., NW Suite #1250 Washington, DC 20036		
SOS Children's Villages	\$15,000	Project Support
1001 Connecticut Ave., NW Suite #1250 Washington, DC 20036		
St. Jude Children's Research Hospital	\$15,000	Support for Summer Camps
332 North Lauderdale Memphis, TN 38105		
St. Jude Children's Research Hospital	\$25,000	Proton Therapy Center
332 North Lauderdale Memphis, TN 38105		
Teachers College, Columbia University	\$25,000	Financial Aid
525 West 120th Street, Box 72 New York, NY 10027		
Teachers College, Columbia University	\$25,000	Student Computing Support Center
525 West 120th Street, Box 72 New York, NY 10027		
Theatreworks USA	\$5,000	Outreach Programs
151 West 26th Street, 7th Floor New York, NY 10001		
The Barnes Foundation	\$60,000	K-8 Education Programs
2025 Benjamin Franklin Parkway Philadelphia, PA 19130		
The ELM Project	\$10,000	Leadership-in-Training Program
88 Hamilton Avenue Stamford, CT 06902		
The National Trust for Historic Preservation	\$10,000	Outreach Programs
2600 Virginia Avenue NW Suite 1000 Washington, DC 20037		
The Preservation Society of Newport County	\$7,500	Conservation Project Support
424 Bellevue Avenue Newport, RI 02840		
The Spence School	\$15,000	Financial Aid
22 East 91st Street New York, NY 10128		
United Negro College Fund	\$10,000	Emergency Student Aid Program
8260 Willow Oaks Corporate Drive Fairfax, VA 22031		
United States Olympic Committee	\$10,000	Athlete Tuition Assistance Program
One Olympic Plaza Colorado Springs, CO 80909		
World Monument Fund	\$15,000	Conservation Project Support
350 Fifth Avenue, Suite 2412 New York, NY 10118		
World Rehabilitation Fund	\$10,000	Rehabilitation Program Support
16 East 40th Street, Suite 704 New York, NY 10016		
Yorkville Community School PS151	\$7,500	Enrichment Programs

Parent Teacher Association (PTA)
421 East 88th Street
New York, NY 10028

2016 Contributions Total	\$1,546,000	501(c)(3) Tax Exempt Nonprofit organizations
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Contribution Commitments 2017 to 2019

As of January 1, 2017

Organization Legal Name Grant Total	Grant Total	Committed Payments		Remaining Balance
		2017	2018	2019
<u>Starting in 2015</u> Metropolitan Museum of Art Teacher Programs	\$500,000.00	\$100,000.00	\$100,000.00	\$100,000.00
		\$100,000.00	\$100,000.00	\$0.00
		\$100,000.00	\$100,000.00	\$0.00
<u>Starting in 2016</u> Achilles International Achilles Freedom Team	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00
		\$15,000.00	\$15,000.00	\$0.00
<u>Starting in 2016</u> Actors Fund of America Education Training Courses	\$30,000.00	\$10,000.00	\$10,000.00	\$0.00
		\$10,000.00	\$10,000.00	\$0.00
<u>Starting in 2016</u> Alvin Ailey Dance Foundation Ailey II Fellowships	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00
		\$15,000.00	\$15,000.00	\$0.00
<u>Starting in 2016</u> Ballet Theatre Foundation, Inc. ABT Studio Company	\$75,000.00	\$25,000.00	\$25,000.00	\$0.00
		\$25,000.00	\$25,000.00	\$0.00
<u>Starting in 2016</u> American Farm School Financial Aid	\$75,000.00	\$25,000.00	\$25,000.00	\$0.00
		\$25,000.00	\$25,000.00	\$0.00
<u>Starting in 2016</u> American Heart Association Red Go for Women	\$22,500.00	\$7,500.00	\$7,500.00	\$0.00
		\$7,500.00	\$7,500.00	\$0.00
<u>Starting in 2016</u> American Museum of Natural History Youth Initiatives	\$75,000.00	\$25,000.00	\$25,000.00	\$0.00
		\$25,000.00	\$25,000.00	\$0.00
<u>Starting in 2016</u> American School of Classical Studies at Athens Support for Gennadius Library	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00
		\$15,000.00	\$15,000.00	\$0.00
<u>Starting in 2016</u> AmeriCares Foundation, Inc.	\$60,000.00	\$20,000.00	\$20,000.00	\$0.00
		\$20,000.00	\$20,000.00	\$0.00

Total 2015
(1 item)

Oceanic Heritage Foundation
Future Commitments 2017 to 2019

Free Clinics

AmeriCares Foundation, Inc.
Disaster Relief

\$60,000.00 \$20,000.00 \$20,000.00 \$0.00 \$0.00

Anatolia College
Financial Aid

\$45,000.00 \$15,000.00 \$15,000.00 \$0.00 \$0.00

The Barnes Foundation
K-8 Education Programs

\$180,000.00 \$60,000.00 \$60,000.00 \$0.00 \$0.00

Cathedral of St. John the Divine
Children's Quest Fund

\$30,000.00 \$10,000.00 \$10,000.00 \$0.00 \$0.00

Central Park Conservancy
Student education programs

\$30,000.00 \$10,000.00 \$10,000.00 \$0.00 \$0.00

Chapin School
Financial Aid

\$30,000.00 \$10,000.00 \$10,000.00 \$0.00 \$0.00

Children's Aid Society
After-school and College prep programs

\$60,000.00 \$20,000.00 \$20,000.00 \$0.00 \$0.00

Children's Scholarship Fund
Partial Scholarship for NYC children

\$45,000.00 \$15,000.00 \$15,000.00 \$0.00 \$0.00

Churchie Foundation Limited
Financial Aid

\$45,000.00 \$15,000.00 \$15,000.00 \$0.00 \$0.00

New York City Center, Inc
Education Outreach Programs

\$22,500.00 \$7,500.00 \$7,500.00 \$0.00 \$0.00

City Harvest, Inc.
Child Hunger Relief Programs

\$45,000.00 \$15,000.00 \$15,000.00 \$0.00 \$0.00

The Cycladic Art Foundation
Project Support

\$150,000.00 \$50,000.00 \$50,000.00 \$0.00 \$0.00

Doctors without Borders
Relief Efforts

\$60,000.00 \$20,000.00 \$20,000.00 \$0.00 \$0.00

Doctors without Borders
Child malnutrition relief programs

\$45,000.00 \$15,000.00 \$15,000.00 \$0.00 \$0.00

Oceanic Heritage Foundation
Future Commitments 2017 to 2019

The ELM Project
Leadership-in-Training and Mentoring Programs

\$30,000.00 \$10,000.00 \$10,000.00 \$0.00 \$0.00

Feeding America
Child Hunger Relief Programs

\$45,000.00 \$15,000.00 \$15,000.00 \$0.00 \$0.00

Fisher House Foundation, Inc.
Support for Veterans' Services

\$45,000.00 \$15,000.00 \$15,000.00 \$0.00 \$0.00

Foundation of the American Academy of Ophthalmology
Academy Education Fund

\$45,000.00 \$15,000.00 \$15,000.00 \$0.00 \$0.00

Fresh Air Fund
Fresh Air Fund Camps

\$22,500.00 \$7,500.00 \$7,500.00 \$0.00 \$0.00

Frick Collection
Education outreach programs

\$22,500.00 \$7,500.00 \$7,500.00 \$0.00 \$0.00

Fund for American Studies
Summer School Program

\$45,000.00 \$15,000.00 \$15,000.00 \$0.00 \$0.00

George W. Bush Foundation
AREL Education Program

\$75,000.00 \$25,000.00 \$25,000.00 \$0.00 \$0.00

Germantown Academy
Financial Aid

\$75,000.00 \$25,000.00 \$25,000.00 \$0.00 \$0.00

Give An Hour
Veteran's Mental Health Services

\$45,000.00 \$15,000.00 \$15,000.00 \$0.00 \$0.00

Greek United States Fulbright Foundation, Inc.
Fellowships and Educational Outreach

\$82,500.00 \$27,500.00 \$27,500.00 \$0.00 \$0.00

Helen Keller International
Programs combatting blindness

\$37,500.00 \$12,500.00 \$12,500.00 \$0.00 \$0.00

Heritage Foundation
Internship program

\$22,500.00 \$7,500.00 \$7,500.00 \$0.00 \$0.00

Hole in the Wall Gang Camp
Summer Camp Educational Programs

\$45,000.00 \$15,000.00 \$15,000.00 \$0.00 \$0.00

Oceanic Heritage Foundation
Future Commitments 2017 to 2019

Hole in the Wall Gang Camp <i>Hospital Outreach Program</i>	\$30,000.00	\$10,000.00	\$10,000.00	\$0.00	\$0.00
Hospital for Special Surgery <i>Project Support</i>	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00	\$0.00
Iowa State University Foundation <i>Dr. Sexton Scholarship Fund</i>	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00	\$0.00
Isabel O'Neil Studio Foundation <i>General Support</i>	\$15,000.00	\$5,000.00	\$5,000.00	\$0.00	\$0.00
Jazz at Lincoln Center <i>Education Outreach Programs</i>	\$30,000.00	\$10,000.00	\$10,000.00	\$0.00	\$0.00
Johns Hopkins School of Medicine <i>Financial Aid</i>	\$37,500.00	\$12,500.00	\$12,500.00	\$0.00	\$0.00
Johns Hopkins University <i>Financial Aid</i>	\$37,500.00	\$12,500.00	\$12,500.00	\$0.00	\$0.00
Juvenile Diabetes Research Foundation International <i>Medical research and outreach</i>	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00	\$0.00
Lenox Hill Hospital <i>"Fast Track ER"; "Doctor at Your Door"</i>	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00	\$0.00
Lincoln Center Corporate Fund <i>Education Outreach Programs</i>	\$60,000.00	\$20,000.00	\$20,000.00	\$0.00	\$0.00
Lincoln Center Theater <i>Open Stages program</i>	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00	\$0.00
Lincoln Center Theater <i>Directors Lab program</i>	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00	\$0.00
Make-A-Wish Foundation <i>Program Support</i>	\$30,000.00	\$10,000.00	\$10,000.00	\$0.00	\$0.00
Mayo Clinic <i>Financial Aid</i>	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00	\$0.00

Oceanic Heritage Foundation
Future Commitments 2017 to 2019

Memorial Sloan-Kettering Cancer Center <i>Hospital School Programs</i>	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00	\$0.00
Metropolitan Museum of Art <i>Teen Programs</i>	\$150,000.00	\$50,000.00	\$50,000.00	\$0.00	\$0.00
Metropolitan Opera <i>Education outreach programs</i>	\$60,000.00	\$20,000.00	\$20,000.00	\$0.00	\$0.00
Mount Vernon Ladies' Association <i>Educational Outreach Programs</i>	\$22,500.00	\$7,500.00	\$7,500.00	\$0.00	\$0.00
Museum of Modern Art <i>Educational Outreach Programs</i>	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00	\$0.00
National Parks Conservation Association <i>Conservation and Outreach programming</i>	\$30,000.00	\$10,000.00	\$10,000.00	\$0.00	\$0.00
The National Trust for Historic Preservation <i>Outreach Programs</i>	\$30,000.00	\$10,000.00	\$10,000.00	\$0.00	\$0.00
New York City Ballet <i>Education Outreach Programs</i>	\$60,000.00	\$20,000.00	\$20,000.00	\$0.00	\$0.00
New York Philharmonic <i>Education Outreach Programs</i>	\$22,500.00	\$7,500.00	\$7,500.00	\$0.00	\$0.00
New York Presbyterian Hospital <i>Fund for Medicine</i>	\$60,000.00	\$20,000.00	\$20,000.00	\$0.00	\$0.00
New York Presbyterian Hospital <i>Patient Care</i>	\$60,000.00	\$20,000.00	\$20,000.00	\$0.00	\$0.00
New York Public Library <i>Summer Reading and Writing program</i>	\$60,000.00	\$20,000.00	\$20,000.00	\$0.00	\$0.00
New York University <i>Financial Aid</i>	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00	\$0.00
NYU Polytechnic School of Engineering <i>Financial Aid</i>	\$45,000.00	\$15,000.00	\$15,000.00	\$0.00	\$0.00

Oceanic Heritage Foundation
Future Commitments 2017 to 2019

The Preservation Society of Newport County
Conservation Project Support

\$0.00

\$7,500.00

\$7,500.00

\$22,500.00

\$0.00

Royal Oak Foundation
Education Outreach Program

\$0.00

\$7,500.00

\$7,500.00

\$22,500.00

\$0.00

School of American Ballet
Financial Aid

\$0.00

\$15,000.00

\$15,000.00

\$45,000.00

\$0.00

Seamen's Church Institute
Support for the Center for Maritime Education

\$0.00

\$15,000.00

\$15,000.00

\$45,000.00

\$0.00

Smithsonian Institution
Education programs for teachers

\$0.00

\$10,000.00

\$10,000.00

\$30,000.00

\$0.00

SOS Children's Villages
US and EU program support

\$0.00

\$15,000.00

\$15,000.00

\$45,000.00

\$0.00

The Spence School
Financial Aid

\$0.00

\$15,000.00

\$15,000.00

\$45,000.00

\$0.00

St. Jude Children's Research Hospital
Proton Therapy Center

\$0.00

\$25,000.00

\$25,000.00

\$75,000.00

\$0.00

St. Jude Children's Research Hospital
Support for Summer Camps

\$0.00

\$15,000.00

\$15,000.00

\$45,000.00

\$0.00

Teachers College, Columbia University
Financial Aid

\$0.00

\$25,000.00

\$25,000.00

\$75,000.00

\$0.00

Teachers College, Columbia University
Student Computing Support Center

\$0.00

\$25,000.00

\$25,000.00

\$75,000.00

\$0.00

Theaterworks USA
Outreach programs

\$0.00

\$5,000.00

\$5,000.00

\$15,000.00

\$0.00

United Negro College Fund
Emergency Student Aid Program

\$0.00

\$10,000.00

\$10,000.00

\$30,000.00

\$0.00

United States Olympic Committee

\$0.00

\$10,000.00

\$10,000.00

\$30,000.00

\$0.00

Athlete Tuition Assistance Program

World Monuments Fund
Conservation Project Support

World Rehabilitation Fund
Rehabilitation Program support

<i>Total 2016</i>	<u>\$3,922,500.00</u>	<u>\$1,307,500.00</u>	<u>\$15,000.00</u>	<u>\$15,000.00</u>	<u>\$0.00</u>	<u>\$0.00</u>
(81 items)						
Graud Total (82 items)	<u>\$4,422,500.00</u>	<u>\$1,407,500.00</u>	<u>\$1,407,500.00</u>	<u>\$100,000.00</u>	<u>\$0.00</u>	<u>\$0.00</u>

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
BROWN BROTHERS HARRIMAN & CO	24,272.	24,272.	
CITIBANK	571.	571.	
TOTAL TO PART I, LINE 3	24,843.	24,843.	

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
BROWN BROTHERS HARRIMAN & CO	226,008.	85,331.	140,677.	140,677.	
TO PART I, LINE 4	226,008.	85,331.	140,677.	140,677.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUND - CSC	100.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	100.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	9,880.	0.		9,880.
TO FORM 990-PF, PG 1, LN 16B	9,880.	0.		9,880.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	75,176.	75,176.		0.
ADR FEES	118.	118.		0.
CONSULTING FEES	105,000.	0.		105,000.
TO FORM 990-PF, PG 1, LN 16C	180,294.	75,294.		105,000.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	4,141.	4,141.		0.
FEDERAL TAX PAYMENTS	27,813.	0.		0.
TO FORM 990-PF, PG 1, LN 18	31,954.	4,141.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CSC CORPORATE FEE	62.	0.		62.
IT CONSULTING	15,580.	0.		15,580.
TELEPHONE	1,799.	0.		1,799.
STORAGE FEES	4,140.	0.		4,140.
TRANSPORTATION	1,221.	0.		1,221.
POSTAGE	350.	0.		350.
PO BOX RENTAL	180.	0.		180.
BANK FEES	1.	0.		1.
CHRONICLE OF PHILANTHROPY	142.	0.		142.
ADR SURRENDER CANCELLATION FEE	1,000.	1,000.		0.
TO FORM 990-PF, PG 1, LN 23	24,475.	1,000.		23,475.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-SEE ATTACHED BBH STATEMENT	5,650,787.	7,980,264.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,650,787.	7,980,264.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-SEE ATTACHED BBH STATEMENT	1,071,502.	1,064,213.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,071,502.	1,064,213.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	2,497.	2,497.	0.
COMPUTER EQUIPMENT	34,637.	34,637.	0.
TOTAL TO FM 990-PF, PART II, LN 14	37,134.	37,134.	0.

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OCEANIC HERITAGE FOUNDATION

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
CASH											
	PENDING CASH		0.00		0.00		0			0.00	0.00
	PRINCIPAL CASH										
	ACCURED INCOME		13,790.71		13,790.71		0			100.00	0.14
	TOTAL PENDING CASH		13,790.71		13,790.71		0	0		100.00	0.14
TRANSACTIONAL CASH											
519,354.37	BBH U.S. GOVERNMENT MONEY MARKET FUND INSTITUTIONAL	1.00	519,354.37	1.00	519,354.37	3	0	52		100.00	5.42
	TOTAL TRANSACTIONAL CASH		519,354.37		519,354.37		0	52		100.00	5.42
	TOTAL CASH		533,145.08		533,145.08		0	52		100.00	5.56
FIXED INCOME											
STRATEGIC RESERVES											
16,336.788	BBH LIMITED DURATION FUND CL I	10.14	165,655.03	10.26	167,615.45	0	1,960.-	4,012		100.00	1.73
	TOTAL STRATEGIC RESERVES		165,655.03		167,615.45		1,960.-	4,012		100.00	1.73
U.S. INV GRADE TAXABLE											
CORPORATE BONDS											
100,000	SIMON PROP GP LP NOTES 2.15% 09/15/2017 CALLABLE 06/15/2017 @ 100 DUR. 0.46 YRS CY: 2.14%	100.429	100,429.00	99.58	99,584.00	633	845	2,150	1.54	16.42	1.05

**BROWN =
BROTHERS
HARRIMAN**

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OCEANIC HERITAGE FOUNDATION

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
250,000	PFIZER INC NOTES 3% 06/15/2023 DUR: 5.84 YRS CY: 2.95%	101.764	254,410.00	103.19	257,968.40	333	3,558.-	7,500	2.70	41.59	2.66
250,000	INTL BUSINESS MACHINES CORP NOTES 3.375% 08/01/2023 DUR: 5.80 YRS CY: 3.29%	102.719	256,797.50	104.29	260,729.92	3,516	3,932.-	8,438	2.92	41.98	2.68
TOTAL CORPORATE BONDS											
			611,636.50		618,282.32		6,645.-	18,088		99.99	6.39
PREFERRED STOCK											
1,200	* LEHMAN BRO HLD CP TR V PFD SER M 04/22/2053-2011	0.07	84.00	23.59	28,307.25	0	28,223.-	7,200		0.01	0.00
TOTAL PREFERRED STOCK											
			84.00		28,307.25		28,223.-	7,200		0.01	0.00
TOTAL U.S. INV GRADE TAXABLE											
			611,720.50		646,589.57		34,868.-	25,288		100.00	6.39
GLOBAL BONDS											
100,000	TOTAL CAPITAL INTL SA NOTES MAKE WHOLE 1.5% 02/17/2017 CY: 1.5%	100.033	100,033.00	99.71	99,713.00	558	320	1,500	1.24	22.10	1.04
100,000	SVENSKA HANDELSBANKEN AB NOTES 2.875% 04/04/2017 CY: 2.86%	100.468	100,468.00	99.91	99,908.00	695	560	2,875	1.07	22.20	1.05
250,000	STATOIL ASA MAKE WHOLE 2.25% 11/08/2019 DUR: 4.70 YRS CY: 2.23%	100.83	252,075.00	101.44	253,599.15	828	1,524.-	5,625	1.95	55.70	2.63
TOTAL GLOBAL BONDS											
			452,576.00		453,220.15		644.-	10,000		100.00	4.72
TOTAL FIXED INCOME											
			1,229,951.53		1,267,425.17		37,472.-	39,300		100.00	12.84

* Client Directed or Held for Sale

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Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
EQUITY											
U.S. LARGE CAP EQUITY											
CONSUMER DISCRETIONARY											
2,900	BED BATH & BEYOND INC	40.64	117,856.00	69.56	201,715.41	363	83,859-	1,450		1.72	1.23
5,425	COMCAST CORP CL A	69.05	374,596.25	19.21	104,205.77	1,492	270,390	5,968		5.47	3.91
1,500	WALT DISNEY COMPANY	104.22	156,330.00	18.44	27,661.12	1,170	128,669	2,340		2.28	1.63
8,150	DISCOVERY COMMUNICATIONS -C	26.78	218,257.00	26.49	215,906.47	0	2,351	0		3.19	2.28
6,483	LIBERTY INTERACTIVE CORP Q-A	19.98	129,530.34	12.97	84,083.42	0	45,447	0		1.89	1.35
4,875	LIBERTY GLOBAL PLC-SERIES C	29.70	144,787.50	31.11	151,673.22	0	6,886-	0		2.12	1.51
TOTAL CONSUMER DISCRETIONARY			1,141,357.09		785,245.41		356,112	9,758		16.67	11.91
CONSUMER STAPLES											
1,750	DIAGEO PLC- SPONSORED ADR	103.94	181,895.00	74.53	130,429.49	0	51,466	5,453		2.66	1.90
1,000	KIMBERLY-CLARK CORP	114.12	114,120.00	49.10	49,103.25	920	65,017	3,680		1.67	1.19
2,950	NESTLE S A SPONS ADR	71.74	211,633.00	50.50	148,976.75	0	62,656	5,744		3.09	2.21
2,850	UNILEVER N V-NY SHARES	41.06	117,021.00	38.38	109,374.66	0	7,646	3,397		1.71	1.22
2,177	WAL-MART STORES INC	69.12	150,474.24	55.28	120,343.73	1,089	30,131	4,354		2.20	1.57
TOTAL CONSUMER STAPLES			775,143.24		558,227.88		216,916	22,628		11.33	8.09
FINANCIALS											
3,600	AMERICAN EXPRESS CO	74.08	266,688.00	37.73	135,810.86	0	130,877	4,608		3.90	2.78
3,025	BERKSHIRE HATHAWAY INC-CL B	162.98	493,014.50	75.97	229,819.05	0	263,195	0		7.20	5.15
5,000	PROGRESSIVE CORP OHIO	35.50	177,500.00	19.79	98,969.60	0	78,530	4,440		2.59	1.85

**BROWN =
BROTHERS
HARRIMAN**

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UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
7,615	U S BANCORP	51.37	391,182.55	25.33	192,864.79	2,132	198,318	8,529		5.71	4.08
6,500	WELLS FARGO & CO	55.11	358,215.00	33.12	215,308.21	0	142,907	9,880		5.23	3.74
	TOTAL FINANCIALS		1,686,600.05		872,772.51		813,827	27,457		24.63	17.60
	HEALTHCARE										
760	DENTSPLY SIRONA INC COM STK	57.73	43,874.80	29.22	22,207.96	59	21,667	236		0.64	0.46
3,925	NOVARTIS AG - ADR	72.84	285,897.00	58.87	231,053.99	0	54,843	9,039		4.18	2.99
575	HENRY SCHEIN INC COM STK	151.71	87,233.25	78.22	44,977.79	0	42,255	0		1.27	0.91
5,351	ZOETIS INC COM STK	53.53	286,439.03	30.11	161,121.93	0	125,317	2,247		4.18	2.99
1,795	PERRIGO CO PLC COM STK	83.23	149,397.85	105.58	189,509.76	0	40,112-	1,041		2.18	1.56
	TOTAL HEALTHCARE		852,841.93		648,871.43		203,970	12,563		12.45	8.91
	INDUSTRIALS										
1,000	BOEING CO	155.68	155,680.00	40.06	40,059.60	0	115,620	5,680		2.27	1.63
1,473	WASTE MANAGEMENT INC	70.91	104,450.43	31.85	46,918.09	0	57,532	2,416		1.53	1.09
1,475	NIelsen HOLDINGS PLC FOREIGN STK	41.95	61,876.25	43.05	63,498.46	0	1,622-	1,829		0.90	0.65
	TOTAL INDUSTRIALS		322,006.68		150,476.15		171,530	9,925		4.70	3.37
	INFORMATION TECHNOLOGY										
340	ALPHABET INC CL C	771.82	262,418.80	296.51	100,812.10	0	161,607	0		3.83	2.74
203	ALPHABET INC CL A	792.45	160,867.35	291.41	59,155.49	0	101,712	0		2.35	1.68
601	FLEETCOR TECHNOLOGIES INC COM STK	141.52	85,053.52	116.09	69,770.74	0	15,283	0		1.24	0.89
500	INTL BUSINESS MACHINES CORP	165.99	82,995.00	96.69	48,345.00	0	34,650	2,800		1.21	0.87

**BROWN &
BROTHERS
HARRIMAN**

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Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
4,584	MICROSOFT CORP	62.14	284,849.76	28.63	131,217.56	0	153,632	7,151		4.16	2.97
10,100	ORACLE CORP	38.45	388,345.00	38.79	391,748.61	0	3,404-	6,060		5.67	4.05
5,600	PAYPAL HOLDINGS INC- COM STK	39.47	221,032.00	29.09	162,900.10	0	58,132	0		3.23	2.31
3,094	QUALCOMM INC	65.20	201,728.80	68.93	213,279.36	0	11,551-	6,559		2.95	2.11
TOTAL INFORMATION TECHNOLOGY			1,687,290.23		1,177,228.96		510,061	22,570		24.64	17.62
MATERIALS											
2,103	CELANESE CORP SERIES A	78.74	165,590.22	45.25	95,167.67	0	70,423	3,028		2.42	1.73
1,000	E I DU PONT DE NEMOURS	73.40	73,400.00	37.64	37,635.98	0	35,764	1,520		1.07	0.77
1,200	PRAXAIR INC	117.19	140,628.00	125.18	150,216.00	0	9,588-	3,600		2.05	1.47
TOTAL MATERIALS			379,618.22		283,019.65		96,599	8,148		5.54	3.97
TOTAL U.S. LARGE CAP EQUITY			6,844,857.44		4,475,841.99		2,369,015	113,049		100.00	71.47
U.S. SMALL/MID CAP EQUITY											
200	* CHEMOURS CO/THE COM STK	22.09	4,418.00	9.55	1,910.82	0	2,507	24		0.88	0.05
125	* HALYARD HEALTH INC COM	36.98	4,622.50	16.89	2,111.75	0	2,511	0		0.92	0.05
17,956.76	LONGLEAF PARTNERS SMALL CAP FD	27.49	493,631.33	29.24	525,000.00	0	31,369-	1,724		98.20	5.15
TOTAL U.S. SMALL/MID CAP EQUITY			502,671.83		529,022.57		26,351-	1,748		100.00	5.25
NON-U.S. DEVELOPED EQUITY											
33,356.854	BBH INTERNATIONAL EQUITY FUND CL	14.00	466,995.96	13.49	450,000.00	0	16,996	9,270		100.00	4.88
TOTAL NON-U.S. DEVELOPED EQUITY			466,995.96		450,000.00		16,996	9,270		100.00	4.88

* Client Directed or Held for Sale

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 OCEANIC HERITAGE FOUNDATION

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANNU INCOME	YTM	% GRP	% MKT
	TOTAL EQUITY		7,814,525.23		5,454,864.56		2,359,660	124,067		100.00	81.60
	Total Principal		9,577,621.84		7,255,434.81		2,322,188	163,419		100.00	100.00
	Less Accrued Income		(13,790.71)		(13,790.71)						
	Total		9,563,831.13		7,241,644.10						

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 11

NAME OF CONTRIBUTORADDRESS

JOHN K. & CHRYSSANTHY L. MENOUDAKOS C/O BBH & CO 140 BROADWAY (PB-TAX)
NEW YORK, NY 10005

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

CHRYSSANTHY L. MENOUDAKOS
JOHN K. MENOUDAKOS

2016 DEPRECIATION AND AMORTIZATION REPORT

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990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COMPUTER EQUIPMENT	12/01/08	150DB	5.00		HY17	2,497.				2,497.	2,497.		0.	2,497.
2	COMPUTER EQUIPMENT	12/30/09	150DB	5.00		HY17	34,637.				34,637.	34,637.		0.	34,637.
	* TOTAL 990-PF PG 1 DEPR						37,134.				37,134.	37,134.		0.	37,134.

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140 BROADWAY, COOP # 7900
NEW YORK, NY 10005

Account Number: XXXXXX8938
Recipient's Tax ID Number: XX-XXX6518

☐ Corrected ☐ FATCA ☐ 2nd TIN notice

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

2016 Proceeds from Broker and Barter Exchange Transactions

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Description of property										
Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales										
375.0	BAXALTA INC COM STK									
07177M103	02/04/2016	07/16/2015	14,734.27	11,774.10			2,960.17		0.00	0.00
550.0	BAXALTA INC COM STK									
07177M103	02/17/2016	07/16/2015	21,839.54	17,268.68			4,570.86		0.00	0.00
401.0	BAXALTA INC COM STK									
07177M103	03/02/2016	Various	15,929.11	12,148.03			3,781.08		0.00	0.00
174.0	BAXALTA INC COM STK									
07177M103	03/07/2016	07/14/2015	6,911.17	5,258.99			1,652.18		0.00	0.00
247.0	U S BANCORP									
902973304	12/08/2016	01/08/2016	12,815.56	9,920.21			2,895.35		0.00	0.00
413.0	U S BANCORP									
902973304	12/09/2016	Various	21,419.44	16,325.84			5,093.60		0.00	0.00
Total Short Term Sales			93,649.09	72,695.85	0.00	0.00	20,953.24		0.00	0.00
Long Term Sales										
228.0	CHUBB CORP									
171232101	01/13/2016	04/30/2010	29,496.54	12,102.93			17,393.61		0.00	0.00

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140 BROADWAY
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Description of property				Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax Withheld	State Tax Withheld
Cusip Number	Date Sold or Disposed	Date Acquired	CHUBB CORP								
297.0											
171232101	01/14/2016	04/30/2010		38,565.34	15,765.65			22,799.69		0.00	0.00
6175 299			BBH LIMITED DURATION FUND CL I								
05528X851	02/03/2016	01/27/2015		62,000.00	63,358.57			-1,358.57		0.00	0.00
20000 0			ALCATEL ALSTHOM SPONS ADR 1/5 SH								
013904305	02/25/2016	Various		54,530.26	70,012.37			-15,482.11		0.00	0.00
694.0			SOUTHWSTN ENERGY CO								
845467109	03/01/2016	Various		3,903.32	25,896.77			-21,993.45		0.00	0.00
700 0			SOUTHWSTN ENERGY CO								
845467109	03/01/2016	Various		3,937.06	27,846.14			-23,909.08		0.00	0.00
2031.0			SOUTHWSTN ENERGY CO								
845467109	03/02/2016	Various		11,701.56	70,947.03			-59,245.47		0.00	0.00
1875 0			SOUTHWSTN ENERGY CO								
845467109	03/02/2016	Various		10,802.76	54,833.40			-44,030.64		0.00	0.00
11.0			BAXALTA INC COM STK								
07177M103	03/07/2016	11/05/2010		436.91	260.25			176.66		0.00	0.00
164.0			BAXALTA INC COM STK								
07177M103	03/10/2016	11/05/2010		6,525.42	3,880.13			2,645.29		0.00	0.00

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Description of property				Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax	
Cusip Number	Date Sold or Disposed	Date Acquired								Withheld	State Tax Withheld
104.468	CALIFORNIA RESOURCES CORP COM STK										
13057Q107	03/29/2016	Various		101.43	155.56			-54.13		0.00	0.00
65 532	CALIFORNIA RESOURCES CORP COM STK										
13057Q107	03/29/2016	Various		63.63	102.22			-38.59		0.00	0.00
75.0	BAXALTA INC COM STK										
07177M103	04/06/2016	09/30/2010		3,061.91	1,651.23			1,410.67		0.00	0.00
675.0	BAXALTA INC COM STK										
07177M103	04/06/2016	02/08/2011		27,557.15	15,218.38			12,338.76		0.00	0.00
0 853	CALIFORNIA RESOURCES CORP COM STK										
13057Q107	04/11/2016	11/05/2010		0.97	1.21			-0.24		0.00	0.00
1000.0	BAXALTA INC COM STK										
07177M103	05/02/2016	Various		42,058.18	21,964.51			20,093.67		0.00	0.00
700.0	BAXALTA INC COM STK										
07177M103	05/25/2016	04/30/2010		31,811.79	15,357.64			16,454.15		0.00	0.00
175 0	COMCAST CORP CL A										
20030N101	07/06/2016	11/05/2010		11,383.45	3,675.70			7,707.75		0.00	0.00
825 0	COMCAST CORP CL A										
20030N101	07/06/2016	Various		53,664.83	18,528.81			35,136.02		0.00	0.00

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Description of property				Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax		State Tax Withheld
Cusip Number	Date Sold or Disposed	Date Acquired								Withheld		
500 0	COMCAST CORP CL A											
20030N101	07/07/2016	11/05/2010		32,636.94	10,502.00			22,134.94		0.00		0.00
500 0	NESTLE S A SPONS ADR											
641069406	07/15/2016	11/05/2010		39,578.53	29,082.50			10,496.03		0.00		0.00
25 0	NESTLE S A SPONS ADR											
641069406	07/15/2016	02/25/2011		1,978.93	1,405.88			573.05		0.00		0.00
250 0	PROGRESSIVE CORP OHIO											
743315103	07/28/2016	11/05/2010		8,160.73	5,473.55			2,687.18		0.00		0.00
174.0	PROGRESSIVE CORP OHIO											
743315103	07/28/2016	04/15/2011		5,679.86	3,733.15			1,946.71		0.00		0.00
140 0	WASTE MANAGEMENT INC											
94106L109	07/28/2016	04/30/2010		9,286.55	4,882.21			4,404.34		0.00		0.00
303 0	PROGRESSIVE CORP OHIO											
743315103	07/29/2016	Various		9,867.19	6,483.90			3,383.29		0.00		0.00
110 0	WASTE MANAGEMENT INC											
94106L109	07/29/2016	04/30/2010		7,271.41	3,836.02			3,435.39		0.00		0.00
1375 0	EBAY INC											
278642103	08/01/2016	04/30/2010		42,929.04	13,342.80			29,586.24		0.00		0.00

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Description of property				Proceeds	Cost or Other Basis	Market Discount	Wash Loss- Disallowed	Net Gain or Loss	Ordinary	Federal Income Tax		State Tax Withheld
Cusip Number	Date Sold or Disposed	Date Acquired								Withheld		
276 0	PROGRESSIVE CORP OHIO											
743315103	08/01/2016	04/23/2012		8,968.70	5,860.83			3,107.87		0.00	0.00	0.00
372.0	PROGRESSIVE CORP OHIO											
743315103	08/02/2016	Various		12,084.31	7,613.38			4,470.93		0.00	0.00	0.00
206.0	QUALCOMM INC											
747525103	09/30/2016	11/06/2013		14,122.27	14,304.64			-182.37		0.00	0.00	0.00
203 0	EOG RESOURCES INC											
26875P101	11/09/2016	09/30/2010		18,993.16	9,409.55			9,583.61		0.00	0.00	0.00
200.0	EOG RESOURCES INC											
26875P101	11/09/2016	08/17/2011		18,712.47	9,424.49			9,287.98		0.00	0.00	0.00
304.0	OCCIDENTAL PETROLEUM CORP											
674599105	11/09/2016	04/30/2010		20,296.76	26,297.48			-6,000.72		0.00	0.00	0.00
300 0	OCCIDENTAL PETROLEUM CORP											
674599105	11/09/2016	11/06/2013		20,029.69	28,105.80			-8,076.11		0.00	0.00	0.00
443.0	SCHLUMBERGER LTD											
806857108	11/09/2016	11/06/2013		35,320.99	41,274.31			-5,953.32		0.00	0.00	0.00
358 0	EOG RESOURCES INC											
26875P101	11/10/2016	09/30/2010		33,335.51	16,594.17			16,741.34		0.00	0.00	0.00

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Description of property							Federal Income Tax Withheld		State Tax Withheld	
Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Market Discount	Wash Loss Disallowed	Net Gain or Loss	Ordinary		
446 0	OCCIDENTAL PETROLEUM CORP									
674599105	11/10/2016	04/30/2010	29,518.36	38,581.17			-9,062.81		0.00	0.00
276 0	OCCIDENTAL PETROLEUM CORP									
674599105	11/10/2016	Various	18,266.96	23,495.17			-5,228.21		0.00	0.00
803.0	SCHLUMBERGER LTD									
806857108	11/10/2016	11/06/2013	64,226.39	74,815.51			-10,589.12		0.00	0.00
58.0	SCHLUMBERGER LTD									
806857108	11/11/2016	11/06/2013	4,579.50	5,403.86			-824.36		0.00	0.00
375 0	OCCIDENTAL PETROLEUM CORP									
674599105	11/14/2016	11/05/2010	24,659.61	30,382.55			-5,722.94		0.00	0.00
124.0	OCCIDENTAL PETROLEUM CORP									
674599105	11/14/2016	08/05/2011	8,154.11	10,513.67			-2,359.56		0.00	0.00
596 0	SCHLUMBERGER LTD									
806857108	11/14/2016	11/06/2013	46,931.89	55,529.32			-8,597.43		0.00	0.00
1889.0	EOG RESOURCES INC									
26875P101	11/15/2016	Various	177,327.88	84,871.49			92,456.39		0.00	0.00
650.0	MICROSOFT CORP									
594918104	12/22/2016	12/17/2007	41,304.65	18,824.00			22,480.65		0.00	0.00

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Description of property

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262.0	PROGRESSIVE CORP OHIO									
743315103	12/22/2016	02/25/2011	9,333.63	5,332.99			4,000.64		0.00	0.00
150.0	PROGRESSIVE CORP OHIO									
743315103	12/23/2016	04/30/2010	5,331.71	3,037.29			2,294.42		0.00	0.00
113.0	PROGRESSIVE CORP OHIO									
743315103	12/23/2016	02/25/2011	4,016.56	2,300.10			1,716.46		0.00	0.00
Total Long Term Sales			1,164,506.80	1,012,272.28	0.00	0.00	152,234.50		0.00	0.00