

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052

2016

Open to Public Inspection

▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

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

Name of foundation THE CADENZA CHARITABLE TRUST		A Employer identification number 47-6552675
Number and street (or P O box number if mail is not delivered to street address) 140 BROADWAY 4TH FLOOR	Room/suite	B Telephone number (see instructions) (212) 493-8000
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 100051101		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 66,657,326	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,077,585	1,077,585		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,690,796			
	b Gross sales price for all assets on line 6a	26,488,534			
	7 Capital gain net income (from Part IV, line 2)		12,690,796		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	90,839	90,839			
12 Total. Add lines 1 through 11	13,859,220	13,859,220			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	312,419			312,419
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	0
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	500	0	0	500
	c Other professional fees (attach schedule)	395,103	395,103		0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	388,301	23,301		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	30,000	0	0	30,000
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	7,724	7,724		
	24 Total operating and administrative expenses. Add lines 13 through 23	1,134,047	426,128	0	342,919
	25 Contributions, gifts, grants paid	10,015,000			10,015,000
26 Total expenses and disbursements. Add lines 24 and 25	11,149,047	426,128	0	10,357,919	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,710,173				
b Net investment income (if negative, enter -0-)		13,433,092			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	603,235	740,675	740,675
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	11,178,082	11,628,971	12,193,350
	c Investments—corporate bonds (attach schedule)	13,895,292	14,166,814	14,091,603
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	37,097,719	39,104,241	39,631,698
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	62,774,328	65,640,701	66,657,326	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)		156,202	
	23 Total liabilities (add lines 17 through 22)		156,202	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	62,774,328	65,484,499	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	62,774,328	65,484,499		
31 Total liabilities and net assets/fund balances (see instructions) .	62,774,328	65,640,701		

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	62,774,328
2 Enter amount from Part I, line 27a	2	2,710,173
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	65,484,501
5 Decreases not included in line 2 (itemize) ▶ _____	5	2
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	65,484,499

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 Additional Data Table			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	12,690,796
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	13,298,084	79,179,684	0.167948
2014	0	0	0.0
2013			
2012			
2011			

2 Total of line 1, column (d)	2	0.167948
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.083974
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	67,379,912
5 Multiply line 4 by line 3	5	5,658,161
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	134,331
7 Add lines 5 and 6	7	5,792,492
8 Enter qualifying distributions from Part XII, line 4	8	10,357,919

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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and total tax due. Total tax due is 254,679. Refunded amount is 120,347.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No' responses. Questions cover political campaign influence, political expenditures, and foundation requirements.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13 regarding controlled entities, donor advised funds, and public inspection requirements.

14 The books are in care of BROWN BROTHERS HARRIMAN TRUST CO NA Telephone no (212) 493-8000

Located at 140 BROADWAY 5TH FLOOR 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 15

16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Includes instructions for FinCEN Form 114.

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.

Main table for Part VII-B with 3 columns: Question, Yes, No. Rows 1a-4b covering various Form 4720 exceptions and requirements.

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BROWN BROTHERS HARRIMAN TR CO N A 140 BROADWAY 4TH FLOOR NEW YORK, NY 10005	INVESTMENT MANAGEMEN	143,866
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	
2	
3	
4	

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

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

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	64,505,203
b	Average of monthly cash balances.	1b	3,900,799
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	68,406,002
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	68,406,002
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,026,090
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	67,379,912
6	Minimum investment return. Enter 5% of line 5.	6	3,368,996

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	3,368,996
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	134,331
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	134,331
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,234,665
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,234,665
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	3,234,665

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	10,357,919
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	10,357,919
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	134,331
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	10,223,588

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				3,234,665
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 2014, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	0			
b From 2012.	0			
c From 2013.	0			
d From 2014.	0			
e From 2015.	10,420,238			
f Total of lines 3a through e.	10,420,238			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>10,357,919</u>				
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.				3,234,665
e Remaining amount distributed out of corpus	7,123,254			
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	17,543,492			
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 instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	17,543,492			
10 Analysis of line 9				
a Excess from 2012.	0			
b Excess from 2013.	0			
c Excess from 2014.	0			
d Excess from 2015.	10,420,238			
e Excess from 2016.	7,123,254			

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	10,015,000
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
105820 385 AIT GLOBAL EMERGING MARKETS OPPORTUNITY		2015-04-28	2016-03-09
130649 75 AIT GLOBAL EMERGING MARKETS OPPORTUNITY		2015-03-30	2016-03-11
44136 804 ARTISAN FUNDS INC INTL FUND		2015-03-30	2016-06-28
22364 464 ARTISAN FUNDS INC INTL FUND		2015-07-02	2016-06-28
297619 047 BBH LIMITED DURATION FUND CL I		2015-05-29	2016-06-28
59523 809 BBH LIMITED DURATION FUND CL I		2015-05-29	2016-07-01
5000 BAXALTA INC COM STK		2015-03-30	2016-06-03
3000 BAXALTA INC COM STK		2015-07-17	2016-06-03
2500 BAXTER INTL INC		2015-03-30	2016-04-28
2500 BAXTER INTL INC		2015-03-30	2016-06-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
881,484		1,019,229	-137,745
1,086,379		1,233,237	-146,858
1,171,832		1,400,000	-228,168
593,777		700,000	-106,223
3,000,000		3,053,571	-53,571
600,000		610,714	-10,714
232,216		156,955	75,261
139,330		98,482	40,848
111,072		93,440	17,632
110,162		90,744	19,418

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-137,745
			-146,858
			-228,168
			-106,223
			-53,571
			-10,714
			75,261
			40,848
			17,632
			19,418

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
250000 BRANCH BANKING & TRUST NOTES 1 45% 10/03		2016-05-24	2016-09-02
25000 BERKSHIRE HATHAWAY NOTES 2 75% 03/15/202		2016-03-08	2016-07-25
25000 BERKSHIRE HATHAWAY NOTES 2 75% 03/15/202		2016-03-08	2016-07-26
300000 BOTTLING GROUP LLC NOTES MAKE WHOLE 5 12		2015-05-05	2016-11-07
155000 BURLINGTN NORTH SANTA FE MAKE WHOLE NTS		2015-04-13	2016-05-13
15000 BURLINGTN NORTH SANTA FE MAKE WHOLE NTS		2015-04-13	2016-05-26
5000 BURLINGTN NORTH SANTA FE MAKE WHOLE NTS		2015-04-13	2016-06-30
70000 BURLINGTN NORTH SANTA FE MAKE WHOLE NTS		2015-04-13	2016-07-05
55000 BURLINGTN NORTH SANTA FE MAKE WHOLE NTS		2015-04-13	2016-07-14
16344 92 BURLINGTN NO SF 99-2 TR 7 57% 01/02/202		2015-04-16	2016-01-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
250,000		250,448	-448
25,941		24,932	1,009
25,966		24,932	1,034
324,624		335,640	-11,016
166,571		162,113	4,458
15,982		15,688	294
5,446		5,229	217
76,911		73,212	3,699
59,802		57,524	2,278
16,345		18,715	-2,370

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-448
			1,009
			1,034
			-11,016
			4,458
			294
			217
			3,699
			2,278
			-2,370

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
244 87 BURLINGTN NO SF 99-2 TR 7 57% 01/02/202		2015-04-16	2016-07-05
472 CALIFORNIA RESOURCES CORP COM STK		2015-05-06	2016-04-11
4 CALIFORNIA RESOURCES CORP COM STK		2015-05-06	2016-06-17
27 639 CALIFORNIA RESOURCES CORP COM STK		2015-03-30	2016-08-08
9 361 CALIFORNIA RESOURCES CORP COM STK		2015-08-26	2016-08-08
300000 CANADIAN IMPERIAL BANK NOTES 1 35% 07/18		2015-04-13	2016-07-18
4500 CHUBB CORP		2015-04-07	2016-01-15
75000 COCA-COLA CO NOTES 1 875% 10/27/2020		2015-10-22	2016-04-04
25000 COCA-COLA CO NOTES 1 875% 10/27/2020		2015-10-22	2016-04-05
35000 COCA-COLA CO NOTES 1 875% 10/27/2020		2015-10-22	2016-04-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
245		280	-35
1		1	
5		6	-1
339		373	-34
115		110	5
300,000		302,709	-2,709
584,051		449,145	134,906
76,264		74,868	1,396
25,460		24,956	504
35,619		34,938	681

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-35
			-1
			-34
			5
			-2,709
			134,906
			1,396
			504
			681

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
15000 COCA-COLA CO NOTES 1 875% 10/27/2020		2015-10-22	2016-04-07
10000 COCA-COLA CO NOTES 1 875% 10/27/2020		2015-10-22	2016-04-13
45000 COCA-COLA CO NOTES 1 875% 10/27/2020		2015-10-22	2016-04-13
20000 COCA-COLA CO NOTES 1 875% 10/27/2020		2015-10-22	2016-04-15
75000 COCA-COLA CO NOTES 1 875% 10/27/2020		2015-10-22	2016-04-15
6800 EOG RESOURCES INC		2015-03-30	2016-11-30
1000 EOG RESOURCES INC		2016-06-07	2016-11-30
2000 EBAY INC		2015-05-06	2016-08-05
6000 EBAY INC		2015-08-26	2016-08-05
35000 EBAY INC NOTES 2 5% 03/09/2018		2016-03-02	2016-06-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15,314		14,974	340
10,178		9,982	196
45,787		44,921	866
20,327		19,965	362
76,343		74,868	1,475
664,890		593,581	71,309
97,778		84,477	13,301
62,649		46,571	16,078
187,946		147,287	40,659
35,504		34,964	540

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			340
			196
			866
			362
			1,475
			71,309
			13,301
			16,078
			40,659
			540

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
300000 JPMORGAN CHASE & CO NTS 3 15% 07/05/2016		2015-08-24	2016-07-05
74502 MONDELEZ INTERNATIONAL INC COM		2003-12-31	2016-01-04
74502 MONDELEZ INTERNATIONAL INC COM		2003-12-31	2016-02-16
74502 MONDELEZ INTERNATIONAL INC COM		2003-12-31	2016-03-11
74501 MONDELEZ INTERNATIONAL INC COM		2003-12-31	2016-04-28
4000 OCCIDENTAL PETROLEUM CORP		2015-03-30	2016-11-25
210000 ROYAL BK OF SCOTLAND PLC NOTES 4 375% 03		2015-04-17	2016-03-16
1500 HENRY SCHEIN INC COM STK		2015-05-06	2016-06-28
1000 SCHLUMBERGER LTD		2016-06-07	2016-11-30
5500 SCHLUMBERGER LTD		2015-03-30	2016-11-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
300,000		305,550	-5,550
3,260,453			3,260,453
2,878,687			2,878,687
3,153,035			3,153,035
3,255,794			3,255,794
278,026		296,993	-18,967
210,000		215,045	-5,045
253,403		205,538	47,865
82,478		79,817	2,661
453,630		478,755	-25,125

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-5,550
			3,260,453
			2,878,687
			3,153,035
			3,255,794
			-18,967
			-5,045
			47,865
			2,661
			-25,125

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
1185 SHIRE PLC ADR		2016-06-03	2016-06-07
6 SHIRE PLC ADR		2016-06-03	2016-06-23
13650 SOUTHWSTN ENERGY CO		2016-01-04	2016-03-03
2000 WAL-MART STORES INC		2015-05-29	2016-06-28
750 WAL-MART STORES INC		2015-07-15	2016-06-28
55 CHUBB LTD COM STK		2016-01-15	2016-02-03
2708 CHUBB LTD COM STK		2016-01-15	2016-02-17
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
227,618		227,431	187
107		115	-8
91,277		99,607	-8,330
142,792		148,954	-6,162
53,547		55,286	-1,739
62		61	1
315,504		300,805	14,699
			491,087

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
			187
			-8
			-8,330
			-6,162
			-1,739
			1
			14,699

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED STATES NAVAL ACADEMY FOUNDATION INC 247 KING GEORGE STREET ANNAPOLIS, MD 21401	NONE	PC	GENERAL SUPPORT	5,500,000
THE MARMALADE FOUNDATION LTD 161 QUEEN STREET WOOLLAHRA, NSW 2025 AS	NONE	PC	GENERAL SUPPORT	100,000
KIMBALL UNION ACADEMY ENDOWMENT FD ATTN GREG POLLARD PO BOX 188 MERIDEN, NH 03770	NONE	PC	GENERAL SUPPORT	3,000,000
FRIENDS OF AUSTRALIAN WILDLIFE CONSERVANCY INC 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020	NONE	PC	GENERAL SUPPORT	250,000
SEVA FOUNDATION 1786 FIFTH ST BERKELEY, CA 94710	NONE	PC	GENERAL SUPPORT	75,000
Total ▶				10,015,000
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MILLENNIUM DANCE COMPANY INC 2038 DAVIDSON AVE BRONX, NY 10453	NONE	PC	GENERAL SUPPORT	10,000
ONE ACRE FUND 1954 FIRST ST 183 HIGHLAND, IL 60035	NONE	PC	GENERAL SUPPORT	100,000
ST BENEDICTS PREPARATORY SCHOOL 520 DR MARTIN LUTHER KING JR BLVD NEWARK, NJ 07102	NONE	PC	GENERAL SUPPORT	50,000
DUKE UNIVERSITY 710 W MAIN ST SUITE 200 DURHAM, NC 27701	NONE	PC	GENERAL SUPPORT	120,000
TRUSTEES OF TUFTS UNIVERSITY 160 PACKARD AVENUE MEDFORD, MA 02155	NONE	PC	GENERAL SUPPORT	500,000
Total ▶ 3a				10,015,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE BEREAVEMENT CENTER OF WESTCHESTER 69 MAIN ST TUCKAHOE, NY 10707	NONE	PC	GENERAL SUPPORT	125,000
NATURAL HISTORY MUSEUM OF THE ADIRONDACKS 45 MUSEUM DR TUPPER LAKE, NY 12986	NONE	PC	GENERAL SUPPORT	25,000
LIVING GOODS 220 HALLECK ST SUITE 200 SAN FRANCISCO, CA 94129	NONE	PC	GENERAL SUPPORT	75,000
DUKE UNIVERSITY 710 W MAIN ST SUITE 200 DURHAM, NC 27701	NONE	PC	DUKE EYE CENTER ASRANI	60,000
FRIENDS OF THE MUSEUM NC MARITIME MUSEUM INC 315 FRONT ST BEAUFORT, NC 28516	NONE	PC	GENERAL SUPPORT	25,000
Total 3a				10,015,000

TY 2016 Accounting Fees Schedule**Name:** THE CADENZA CHARITABLE TRUST**EIN:** 47-6552675

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	500			500

TY 2016 Compensation Explanation**Name:** THE CADENZA CHARITABLE TRUST**EIN:** 47-6552675

Person Name	Explanation
BROWN BROTHERS HARRIMAN TR CO N A	TRUSTEE FEES

TY 2016 Contractor Compensation Explanation**Name:** THE CADENZA CHARITABLE TRUST**EIN:** 47-6552675

Contractor	Explanation
BROWN BROTHERS HARRIMAN TR CO N A	INVESTMENT MANAGEMENT FEE

TY 2016 Investments Corporate Bonds Schedule

Name: THE CADENZA CHARITABLE TRUST

EIN: 47-6552675

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BBH LIMITED DURATION FD	3,491,975	3,489,815
NEXTERA ENERGY NTS 1.586% 6/1/	301,095	300,177
CITIGROUP NTS 1.85% 11/24/17	300,774	300,567
MORGAN STANLEY NTS 1.875% 1/5/	302,271	300,447
KEY BANK NA NTS 1.7% 6/1/18	249,730	249,860
PNC BANK NA NTS 1.6% 6/1/18	249,833	249,705
JOHN DEERE CAP BDS 1.6% 7/13/1	300,337	299,901
ARES CAP CORP NTS 3.875% 1/15/	305,598	304,191
AT&T INC NTS 2.45% 6/30/20	299,847	297,909
CATERPILLAR FINL NTS 2.5% 11/1	299,733	300,174
BURLINGTN NO SF 99-2 TR 7.57%	65,814	61,945
NBCUNIVERSAL NTS 4.375% 4/1/21	325,057	324,096
MARSH & MCLENNAN NTS 4.8% 7/15	330,159	326,097
CELGENE CORP NTS 3.55% 8/15/22	299,806	307,677
ABBVIE INC NTS 3.2% 11/6/22	298,895	300,198
ANHEUSER-BUSCH NTS 2.625% 1/17	300,007	294,063
PFIZER INC NTS 3% 6/15/23	309,645	305,292
IBM CORP NTS 3.375% 8/1/23	307,611	308,157
GILEAD SCIENCES BDS 3.7% 4/1/2	304,877	307,929
APPLE COMPUTER NTS 3.45% 5/6/2	308,850	309,012

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MERCK & CO NTS 2.75% 2/10/25	301,257	294,558
RENAISSANCERE FIN NTS 3.7% 4/1	296,394	288,555
WESTPAC BKING NTS 1.5% 12/1/17	301,581	300,090
ACTAVIS FUNDING NTS 2.35% 3/12	304,170	301,734
BANK OF NOVA SCOTIA NTS 2.05%	300,591	300,246
STATOIL ASA NTS 2.25% 11/8/19	301,764	302,490
TORONTO-DOM BK NTS 2.5% 12/14/	302,451	301,089
TOTAL CAP INTL NTS 2.875% 2/17	308,928	302,370
CREDIT SUISSE 1.375% 5/26/17	300,060	300,069
CHEVRON TEXACO 1.79% 7/13/18	243,257	240,912
CHEVRON TEXACO 1.561% 5/16/19	60,000	59,753
WELLS FARGO 1.75% 5/24/19	249,893	248,793
MICROSOFT CORP 1.85% 2/12/20	303,153	299,808
SPECTRA ENERGY 5.65% 3/1/20	116,680	117,895
DIEGO INVESTMENTS 2.875% 5/11/	314,116	301,800
COCA COLA CO 2.55% 6/1/26	204,963	194,307
TRANS-CANADA PIPE 3.125% 1/15/	34,901	35,730
BANK OF MONTREAL 2.1% 12/12/19	54,976	55,000
ROYAL BANK CA 2.5% 1/19/21	301,934	300,735
SKANDINAVISKA ENSKILD 2.625% 3	256,583	250,253

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MANULIFE FINL CORP 4.15% 3/4/2	54,866	57,421
UNITED TECHNOLOGIES 1.8% 6/1/1	302,382	300,783

TY 2016 Investments Corporate Stock Schedule**Name:** THE CADENZA CHARITABLE TRUST**EIN:** 47-6552675

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BED BATH & BEYOND INC	527,149	314,960
COMCAST CORP CL A	735,613	897,650
LIBERTY INTERACTIVE	346,050	251,748
DIAGEO PLC SPONSORED ADR	711,397	665,216
NESTLE SA SPONS ADR	330,660	322,830
UNILEVER NV	135,871	139,604
WAL-MART STORES	198,707	190,080
BERKSHIRE HATHAWAY CL B	855,470	1,010,476
PROGRESSIVE CORP OHIO	264,915	319,500
U S BANCORP	489,597	590,755
WELLS FARGO & CO	699,829	716,430
NOVARTIS AG ADR	528,344	422,472
ZOETIS INC	397,687	481,770
ALPHABET INC CL C	785,494	1,080,548
MICROSOFT CORP	426,862	621,400
ORACLE CORP	755,173	692,100
PAYPAL HOLDINGS	360,961	394,700
QUALCOMM INC	466,684	456,400
CELANESE CORP	293,960	401,574
PRAXAIR INC	711,564	703,140
DISCOVERY COMMUNICATIONS	542,003	562,380
PERRIGO CO PLC	611,792	483,982
NIELSON HOLDINGS PLC	156,202	155,215
FLEETCOR TECHNOLOGIES	296,987	318,420

TY 2016 Investments - Other Schedule**Name:** THE CADENZA CHARITABLE TRUST**EIN:** 47-6552675

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OAKTREE OPP - BBH WLTH STRAT	AT COST	216,551	255,720
ALTAROCK PTNRS - BBH WLTH STRA	AT COST	4,931,742	5,393,176
BARES MID/LGE CAP-BBH WLTH STR	AT COST	7,716,978	8,090,552
LONGLEAF PRTNRS SMALL CAP FD	AT COST	3,400,000	3,051,024
CLARKSTON SM/MID CAP-BBH WLTH	AT COST	4,083,395	4,671,312
SELECT EQUITY-BBH WLTH STRAT	AT COST	7,172,245	7,347,162
BURGUNDY EMERG MKTS-BBH WLTH S	AT COST	3,817,616	3,614,803
HITCHWOOD CAP-BBH WLTH STRAT	AT COST	4,000,000	3,437,520
REMS GROUP-BBH WLTH STRAT	AT COST	3,153,416	3,237,720
SANDTON CREDIT SOLUTIONS IV	AT COST	163,645	136,448
BBH CAPITAL PARTNERS V1	AT COST	448,653	396,261

TY 2016 Other Decreases Schedule**Name:** THE CADENZA CHARITABLE TRUST**EIN:** 47-6552675

Description	Amount
ROUNDING	2

TY 2016 Other Expenses Schedule**Name:** THE CADENZA CHARITABLE TRUST**EIN:** 47-6552675**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	7,724	7,724		0

TY 2016 Other Income Schedule**Name:** THE CADENZA CHARITABLE TRUST**EIN:** 47-6552675**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BURGUNDY EMERGING MARKETS SERIES - BBH	2,239	2,239	
SELECT EQUITY SERIES - BBH WEALTH STRA	88,600	88,600	

TY 2016 Other Liabilities Schedule**Name:** THE CADENZA CHARITABLE TRUST**EIN:** 47-6552675

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO BROKER		156,202

TY 2016 Other Professional Fees Schedule**Name:** THE CADENZA CHARITABLE TRUST**EIN:** 47-6552675

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES-SUBJECT T	394,948	394,948		
OTHER NONALLOCABLE EXPENSES -	155	155		

TY 2016 Taxes Schedule**Name:** THE CADENZA CHARITABLE TRUST**EIN:** 47-6552675

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	125,000	0		0
FEDERAL ESTIMATES - PRINCIPAL	240,000	0		0
FOREIGN TAXES ON QUALIFIED FOR	23,301	23,301		0