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EXTENDED TO NOVEMBER 15, 2017
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

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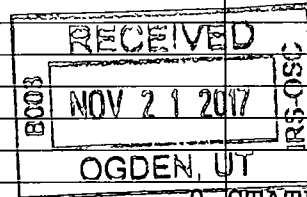
Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning MAY 31, 2016, and ending DEC 31, 2016

Name of foundation LIMESTONE FOUNDATION		A Employer identification number 47-7017224
Number and street (or P.O. box number if mail is not delivered to street address) C/O GOULSTON & STORRS, 400 ATLANTIC AVE		B Telephone number 617-482-1776
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02110		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input checked="" 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) \$ 49,005,663.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	685,206.	684,821.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	712,532.			
	b Gross sales price for all assets on line 6a	2,249,989.			
	7 Capital gain net income (from Part IV, line 2)		712,532.		
	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	69,976.	47,085.		STATEMENT 2	
12 Total Add lines 1 through 11	1,467,714.	1,444,438.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	6,874.	6,874.	0.	0.
	c Other professional fees STMT 4	358,841.	195,523.	0.	163,318.
	17 Interest				
	18 Taxes STMT 5	112,508.	27,508.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	131,023.	130,563.	0.	0.
	24 Total operating and administrative expenses Add lines 13 through 23	609,246.	360,468.	0.	163,318.
	25 Contributions, gifts, grants paid	1,246,919.			1,246,919.
26 Total expenses and disbursements. Add lines 24 and 25	1,856,165.	360,468.	0.	1,410,237.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<388,451.>				
b Net investment income (if negative, enter -0-)		1,083,970.			
c Adjusted net income (if negative, enter -0-)			0.		



625 12

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	249.	1,307.	1,307.
	2 Savings and temporary cash investments	1,929,966.	1,355,688.	1,349,876.
	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 9	3,363,374.	4,634,620.	6,112,525.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10		39,386,378.	38,724,592.	41,421,942.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 11)		19,206.	120,013.	120,013.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		44,699,173.	44,836,220.	49,005,663.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ MOTT FUNDS)	0.	50.	
23 Total liabilities (add lines 17 through 22)	0.	50.		
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	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	44,699,173.	44,836,170.		
30 Total net assets or fund balances	44,699,173.	44,836,170.		
31 Total liabilities and net assets/fund balances	44,699,173.	44,836,220.		

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	44,699,173.
2 Enter amount from Part I, line 27a	2	<388,451.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	525,448.
4 Add lines 1, 2, and 3	4	44,836,170.
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	44,836,170.

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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,249,989.		1,537,457.	712,532.

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			
b			
c			
d			
e			712,532.

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	712,532.
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	2,747,059.	50,940,598.	.053927
2014	2,141,044.	52,878,171.	.040490
2013	2,808,149.	50,247,530.	.055886
2012	2,741,239.	48,651,473.	.056344
2011	3,240,690.	50,929,139.	.063631

2 Total of line 1, column (d)	2	.270278
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	.054056
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	48,329,357.
5 Multiply line 4 by line 3	5	2,612,492.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,840.
7 Add lines 5 and 6	7	2,623,332.
8 Enter qualifying distributions from Part XII, line 4	8	1,410,237.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	21,679.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	21,679.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	21,679.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 60,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 10,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	70,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	48,321.
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax	48,321. 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. \$ 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?	X	
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) MA		
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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► GOULSTON & STORRS, PC Telephone no. ► 617-482-1776 Located at ► 400 ATLANTIC AVENUE, BOSTON, MA ZIP+4 ► 02110-3333		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

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

0

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
MOTT PHILANTHROPIC 800 BOYLSTON STREET, BOSTON, MA 02199-8129	GRANTS MANAGEMENT	139,239.
CAMBRIDGE ASSOCIATES 100 SUMMER STREET, BOSTON, MA 02115	INVESTMENT/CUSTODIAL	72,991.
GOULSTON & STORRS 400 ATLANTIC AVENUE, BOSTON, MA 02110-3333	INVESTMENT/CUSTODIAL /LEGAL	66,714.

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 NONE - GRANT MAKING ORGANIZATION	
	0.
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 NONE - GRANT MAKING ORGANIZATION	
	0.
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

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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	47,472,246.
b	Average of monthly cash balances	1b	1,473,078.
c	Fair market value of all other assets	1c	120,013.
d	Total (add lines 1a, b, and c)	1d	49,065,337.
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	49,065,337.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	735,980.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,329,357.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	1,423,396.

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	1,423,396.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	21,679.
b	Income tax for 2016. (This does not include the tax from Part VI)	2b	6,964.
c	Add lines 2a and 2b	2c	28,643.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,394,753.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,394,753.
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	1,394,753.

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	1,410,237.
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	1,410,237.
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	1,410,237.

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				1,394,753.
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	276,017.			
b From 2012	376,406.			
c From 2013	337,621.			
d From 2014				
e From 2015	253,953.			
f Total of lines 3a through e	1,243,997.			
4 Qualifying distributions for 2016 from Part XII, line 4. ► \$	1,410,237.			
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				1,394,753.
e Remaining amount distributed out of corpus	15,484.			
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:	1,259,481.			
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	276,017.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	983,464.			
10 Analysis of line 9:				
a Excess from 2012	376,406.			
b Excess from 2013	337,621.			
c Excess from 2014				
d Excess from 2015	253,953.			
e Excess from 2016	15,484.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
NEW VENTURE FUND/AMERICANS FOR TAX FAIRNESS 1201 CONNECTICUT AVE. NW SUITE 300 WASHINGTON, DC 20036	NONE	509(A)(1)	AMERICANS FOR TAX FAIRNESS	35,000.
BALLOT INITIATIVE STRATEGY CENTER FOUNDATION 1815 ADAMS MILL ROAD NW NO 300 WASHINGTON, DC 20009	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	20,000.
BELLARMINE UNIVERSITY 2001 NEWBURG ROAD LOUISVILLE, KY 40205	NONE	509(A)(1)	IN MEMORY OF DR. JOSEPH MCGOWEN	5,000.
FUND FOR CONSTITUTIONAL GOVERNMENT/ FINANCIAL ACCOUNTABILITY AND CORPORATE 122 MARYLAND AVENUE NE WASHINGTON, DC 20002	NONE	509(A)(1)	THE FACT COALITION	20,000.
INSTITUTE ON TAXATION AND ECONOMIC POLICY 1616 P STREET NW WASHINGTON, DC 20036	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	35,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,246,919.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVII

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

- | | | |
|--|--|-------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <p>1a(1)</p> <p>1a(2)</p> <p>1b(1)</p> <p>1b(2)</p> <p>1b(3)</p> <p>1b(4)</p> <p>1b(5)</p> <p>1b(6)</p> <p>1c</p> | <p>Yes</p> |
|--|--|-------------------|

[illegible]

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

- b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date 11/15/17

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

LAURA K. BAROOSHIAN

Anna K. Snow

11/13/17

P00284431

Firm's name ► DICICCO, GULMAN & COMPANY, LLP

Firm's EIN ▶ 04-3296226

Firm's address ► 150 PRESIDENTIAL WAY, SUITE 510
WOBURN, MA 01801

Phone no 781-937-5300

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 PARTNERSHIP CAPITAL GAIN	P	VARIOUS	VARIOUS
b PARTNERSHIP CAPITAL GAIN	P	VARIOUS	VARIOUS
c SECTION 1231 GAIN	P	VARIOUS	VARIOUS
d SALE OF INVESTMENTS	P	VARIOUS	VARIOUS
e SALE OF INVESTMENTS	P	VARIOUS	VARIOUS
f SALE OF LUXOR CAPITAL PARTNERS OFFSHORE FUND	P	VARIOUS	VARIOUS
g CAPITAL GAINS DIVIDENDS			
h			
i			
j			
k			
l			
m			
n			
o			

(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 56,905.			56,905.
b 495,155.			495,155.
c 23,165.			23,165.
d 632,445.		610,984.	21,461.
e 628,271.		388,973.	239,298.
f 360,448.		537,500.	<177,052.>
g 53,600.			53,600.
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			56,905.
b			495,155.
c			23,165.
d			21,461.
e			239,298.
f			<177,052.>
g			53,600.
h			
i			
j			
k			
l			
m			
n			
o			

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	712,532.
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

LIMESTONE FOUNDATION
EIN 47-7017224
For tax year 1/1/16 - 12/31/16
Form 990-PF, PART IV, LINE 1

Schedule of Net Gain(Loss) from Sale of Stock Investments

DESCRIPTION	HOW ACQUIRED	DATE PURCHASED	DATE SOLD	PROCEEDS	BOOK COST	GAIN/LOSS
SHORT TERM						
Alphabet Inc Class C	P	2/3/2016	6/1/2016	4,737	4,790	(53)
Apple Computer Inc Com	P		5/3/2016	5,266	5,089	177
Lululemon Athletica Inc	P	2/4/2016	6/3/2016	5,049	4,890	359
Apple Computer Inc Com	P	2/3/2016	6/6/2016	3,183	3,052	131
Apple Computer Inc Com	P	2/3/2016	6/7/2016	2,134	2,035	99
Apple Computer Inc Com	P	2/3/2016	6/8/2016	5,333	5,086	247
Lululemon Athletica Inc	P	2/4/2016	6/8/2016	1,538	1,340	198
Lululemon Athletica Inc	P		6/9/2016	3,881	3,339	542
Lululemon Athletica Inc	P	2/3/2016	6/10/2016	2,282	1,993	289
United Parcel SVC Inc CL B	P	5/17/2016	6/10/2016	3,363	3,271	92
Wal-Mart Stores Inc	P	2/3/2016	6/10/2016	3,819	3,555	264
Lululemon Athletica Inc	P	2/3/2016	6/13/2016	2,276	1,993	283
Alphabet Inc Class C	P	2/3/2016	6/14/2016	1,550	1,597	(47)
Amazon Com Inc	P	2/3/2016	6/14/2016	1,540	1,151	389
The Cheesecake Factory	P	2/3/2016	6/15/2016	1,630	1,555	75
Lululemon Athletica Inc	P	2/3/2016	6/15/2016	1,536	1,328	208
Lululemon Athletica Inc	P	2/3/2016	6/16/2016	3,072	2,657	415
Pnceline Com Inc New	P	5/17/2016	6/16/2016	2,818	2,758	60
United Parcel SVC Inc CL B	P	5/17/2016	6/17/2016	3,372	3,271	101
The Cheesecake Factory	P	2/3/2016	6/21/2016	1,058	1,037	21
The Cheesecake Factory	P	2/3/2016	6/22/2016	2,640	2,592	48
Pnceline Com Inc New	P	5/17/2016	6/22/2016	2,941	2,758	183
The Cheesecake Factory	P	2/3/2016	6/23/2016	4,785	4,665	120
The Cheesecake Factory	P	2/3/2016	6/24/2016	8,948	8,811	137
Amazon Com Inc	P	2/3/2016	6/27/2016	1,475	1,151	324
The Cheesecake Factory	P	2/3/2016	6/27/2016	2,553	2,592	(39)
Comcast Corporation CL A	P	5/17/2016	6/27/2016	2,010	1,979	31
Lululemon Athletica Inc	P	2/3/2016	6/27/2016	6,543	5,978	565
Amazon Com Inc	P	2/3/2016	6/28/2016	3,031	2,303	728
Comcast Corporation CL A	P	5/17/2016	6/28/2016	1,347	1,320	27
Lululemon Athletica Inc	P	2/3/2016	6/28/2016	1,505	1,328	177
Lululemon Athletica Inc	P	2/3/2016	7/7/2016	2,413	1,993	420
Comcast Corporation CL A	P	5/17/2016	7/8/2016	2,154	1,979	175
Lululemon Athletica Inc	P	2/3/2016	7/8/2016	2,454	1,993	461
Amazon Com Inc	P	2/3/2016	7/11/2016	1,622	1,151	471
Diageo PLC Sponsored ADR New	P	4/20/2016	7/11/2016	2,441	2,403	38
United Parcel SVC Inc CL B	P	5/17/2016	7/14/2016	1,198	1,090	108
Alphabet Inc Class C	P	2/3/2016	7/20/2016	3,188	3,193	(5)
Amazon Com Inc	P	2/3/2016	7/20/2016	1,598	1,151	447
Facebook Inc	P	2/3/2016	7/20/2016	1,307	1,209	98
Amazon Com Inc	P	2/3/2016	7/21/2016	1,607	1,151	456
Apple Computer Inc Com	P	2/3/2016	7/21/2016	1,082	1,017	65
Apple Computer Inc Com	P	2/3/2016	7/22/2016	5,304	5,086	218
Lululemon Athletica Inc	P	2/3/2016	7/25/2016	3,334	2,657	677
Facebook Inc	P	2/3/2016	7/27/2016	3,943	3,626	317
Alphabet Inc Class C	P	2/3/2016	7/28/2016	1,600	1,597	3
Apple Computer Inc Com	P	2/3/2016	7/28/2016	3,351	3,052	299
Diageo PLC Sponsored ADR New	P		7/28/2016	3,774	3,530	244
Facebook Inc	P	2/3/2016	7/28/2016	1,367	1,209	158
Alphabet Inc Class C	P	2/3/2016	7/29/2016	3,344	3,193	151
Alphabet Inc Class C	P	2/3/2016	8/1/2016	3,340	3,193	147
Alphabet Inc Class C	P	2/3/2016	8/2/2016	4,974	4,790	184
Amazon Com Inc	P	2/3/2016	8/2/2016	6,538	4,605	1,933
Time Warner Inc	P	5/17/2016	8/3/2016	4,199	3,919	280
Time Warner Inc	P	5/17/2016	8/4/2016	1,667	1,568	99
Lululemon Athletica Inc	P	2/3/2016	8/15/2016	3,456	2,657	799
Time Warner Inc	P		8/15/2016	3,473	3,051	422
Time Warner Inc	P	2/3/2016	8/16/2016	1,748	1,511	235
Time Warner Inc	P	2/3/2016	8/18/2016	1,742	1,511	231
Alphabet Inc Class C	P	2/3/2016	8/19/2016	1,666	1,597	69
Time Warner Inc	P	2/3/2016	8/19/2016	2,808	2,267	339
Lululemon Athletica Inc	P	2/3/2016	8/25/2016	1,733	1,328	405
Williams Sonoma Inc Com	P		8/25/2016	14,937	13,988	949
Visa Inc	P		9/2/2016	7,035	6,540	495
Apple Computer Inc Com	P	2/3/2016	9/7/2016	10,417	9,156	1,261
Facebook Inc	P	2/3/2016	9/7/2016	4,231	3,826	605
Visa Inc	P	2/3/2016	9/7/2016	6,251	5,523	728
Visa Inc	P	2/3/2016	9/8/2016	1,784	1,576	208
Apple Computer Inc Com	P	2/3/2016	9/9/2016	6,739	6,104	635
Apple Computer Inc Com	P	2/3/2016	9/12/2016	6,758	6,104	654

Visa Inc	P	2/3/2016	9/12/2016	7 903	7 101	802
Apple Computer Inc Com	P	2/3/2016	9/13/2016	12 789	11,190	1 599
Apple Computer Inc Com	P	2/3/2016	9/14/2016	4 768	4 069	699
Apple Computer Inc Com	P	2/3/2016	9/15/2016	4 942	4 069	873
United Parcel SVC Inc CL B	P	5/17/2016	9/20/2016	3 497	3 271	226
Visa Inc	P	2/3/2016	9/20/2016	2 664	2,367	297
Pnceline Com Inc New	P	2/3/2016	9/21/2016	3,128	2 248	880
Visa Inc	P	2/3/2016	9/26/2016	4 402	3 945	457
Alphabet Inc Class C	P	2/3/2016	9/27/2016	3 374	3,193	181
Diageo PLC Sponsored ADR New	P	2/3/2016	9/27/2016	5 008	4,689	319
Diageo PLC Sponsored ADR New	P	2/3/2016	9/28/2016	2 512	2 345	167
McDonalds Corp Com	P		9/29/2016	11 193	12 271	(1 078)
Pnceline Com Inc New	P	2/3/2016	9/29/2016	3 150	2 248	902
Pnceline Com Inc New	P	2/3/2016	9/30/2016	3,159	2,248	911
Visa Inc	P	2/3/2016	9/30/2016	3 543	3,156	387
Pnceline Com Inc New	P	2/3/2016	10/4/2016	3 201	2 248	953
Wal-Mart Stores Inc	P		10/4/2016	2 322	2,386	(64)
Pnceline Com Inc New	P	2/3/2016	10/5/2016	3 225	2 248	977
Pnceline Com Inc New	P	2/3/2016	10/6/2016	3,202	2 248	954
Visa Inc	P	2/3/2016	10/6/2016	2,686	2 367	319
AMC Networks Inc	P	2/3/2016	10/7/2016	550	753	(203)
Pnceline Com Inc New	P	2/3/2016	10/7/2016	3 192	2 248	944
Visa Inc	P	2/3/2016	10/7/2016	1,782	1 578	204
United Parcel SVC Inc CL B	P	5/17/2016	10/11/2016	3 498	3 271	227
Comcast Corporation CL A	P	5/17/2016	10/14/2016	1 402	1 320	82
United Parcel SVC Inc CL B	P	5/17/2016	10/14/2016	1,166	1 090	76
Time Warner Inc	P	2/3/2016	10/17/2016	1 703	1 511	192
Time Warner Inc	P	2/3/2016	10/18/2016	1 708	1 511	197
LVMH Moet Hennessy Louis Vuitton ADR	P	2/4/2016	10/19/2016	3 947	3 687	260
Nestle S A S/ADR	P	2/3/2016	10/20/2016	3 211	3,211	-
Nestle S A S/ADR	P	2/3/2016	10/21/2016	4,728	4,817	(89)
Visa Inc	P	2/3/2016	10/21/2016	2 652	2 367	285
Paypal Holdings Inc	P		10/24/2016	6 630	5 951	679
Visa Inc	P	2/3/2016	10/24/2016	4 460	3 945	515
Alphabet Inc Class C	P	2/3/2016	10/25/2016	1 735	1 597	138
Nestle S A S/ADR	P	2/3/2016	10/25/2016	10,934	11,239	(305)
Apple Computer Inc Com	P	9/29/2016	10/26/2016	1 238	1,206	32
LVMH Moet Hennessy Louis Vuitton ADR	P		10/26/2016	3 944	3,680	264
Pnceline Com Inc New	P	2/3/2016	10/26/2016	3 162	2,248	914
Carnival Corporation	P		11/3/2016	9 342	9 613	(271)
Williams Sonoma Inc Com	P	2/3/2016	11/7/2016	1 553	1,636	(83)
Pnceline Com Inc New	P	2/3/2016	11/8/2016	10,153	6,744	3 409
United Parcel SVC Inc CL B	P	2/4/2016	11/8/2016	2,400	2,065	335
Fireeye Inc Com	P	9/24/2015	9/16/2016	8,371	19 989	(11 618)
Dell Technologies Inc	P	9/7/2016	9/28/2016	17	17	-
Johnson Controls International	P	9/2/2016	10/6/2016	45	45	-
Fortive Corp	P	5/20/2016	10/21/2016	24	24	-
AMC Networks Inc	P	2/3/2016	11/22/2016	5,298	7 008	(1,710)
Time Warner Inc	P	10/24/2016	11/22/2016	4 621	4 352	269
Williams Sonoma Inc	P	2/30/16	11/22/2016	26 017	24 092	1,925
Comcast Corporation CL A	P		11/23/2016	15 637	13 328	2,309
Mamott Intl Inc New CL A	P		12/1/2016	13 935	12 113	1 822
Time Warner Inc	P		12/1/2016	6,942	5,875	1 067
United Parcel SVC Inc	P	2/4/2016	12/1/2016	11 647	9,607	2 040
United Parcel SVC Inc	P	2/4/2016	12/1/2016	2 906	2 402	504
Williams Sonoma Inc	P	2/3/2016	12/1/2016	6 849	6 340	509
AMC Networks Inc	P	2/3/2016	12/5/2016	4,040	5,256	(1,216)
Williams Sonoma Inc	P	2/3/2016	12/5/2016	4,139	3,804	335
Adient LTD	P	11/3/2016	12/6/2016	10 790	9 070	1 720
Disney Walt Co	P		12/7/2016	25,387	24,711	676
Mamott Intl Inc New CL A	P		12/7/2016	4,177	3 376	801
Williams Sonoma Inc	P	2/3/2016	12/7/2016	4,174	3 804	370
Lululemon Athletica Inc	P		12/8/2016	5,274	4 991	283
Disney Walt Co	P		12/9/2016	2,603	2 422	181
United Parcel SVC Inc	P	2/4/2016	12/12/2016	3,001	2 402	599
Mamott Intl Inc New CL A	P		12/13/2016	4 222	3,373	849
Fitbit Inc Class A	P		12/16/2016	13,537	26,663	(13,126)
Mamott Intl Inc New CL A	P		12/16/2016	4 250	3 372	878
Fitbit Inc Class A	P	10/21/2016	12/19/2016	1 501	2,846	(1,345)
AMC Networks Inc	P	2/3/2016	12/20/2016	3,888	5,256	(1,368)
Fitbit Inc Class A	P		12/21/2016	8 284	11 751	(5,467)
AMC Networks Inc	P	2/3/2016	12/22/2016	3 937	5 256	(1,319)
AMC Networks Inc	P	2/3/2016	12/28/2016	3,958	5,256	(1 298)
Time Warner Inc	P	2/3/2016	12/29/2016	4,814	3,514	1 300
Time Warner Inc	P	2/3/2016	12/30/2016	4,814	3,514	1 300
TOTAL SHORT TERM				632,445	610,984	21,461

LONG TERM

F5 Networks inc	P		6/14/2016	39,704	31,223	8,481
Ionis Pharmaceuticals	P		8/9/2016	29,052	22,752	6,300
Marketaxess Holdings	P		8/10/2016	66,094	23,647	42,447
Johnson Controls Inc	P		9/2/2016	104,775	69,653	35,122
EMC Corp	P		9/7/2016	31,509	28,315	3,194
XILINX Inc	P		9/21/2016	79,692	57,282	22,410
Automatic Data Processing	P		9/22/2016	52,779	28,001	24,778
Xylem Inc	P		9/27/2016	82,637	55,743	26,894
F5 Networks inc	P	1/4/2010	6/14/2016	36,632	16,739	19,893
EMC Corp	P		9/7/2016	72,457	39,301	33,156
Emerson Elec Co	P		9/16/2016	32,940	16,317	16,623

TOTAL LONG TERM				628,271	388,973	239,298
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GRAND TOTAL				1,260,716	999,957	260,759
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Part XV . Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KENTUCKY PUBLIC RADIO 619 SOUTH 4TH STREET LOUISVILLE, KY 40202	NONE	509(A)(1)	THE CENTER FOR INVESTIGATIVE REPORTING	5,000.
MOUNTAIN ASSOCIATION FOR COMMUNITY ECONOMIC DEVELOPMENT 433 CHESTNUT STREET BEREA, KY 40403	NONE	509(A)(1)	KENTUCKY CENTER FOR ECONOMIC POLICY	75,000.
OKLAHOMA POLICY INSTITUTE 907 S DETROIT AVE STE 1005 TULSA, OK 74120	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	50,000.
PICO NATIONAL NETWORK 171 SANTA ROSA AVE OAKLAND, CA 94610	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	50,000.
STATE VOICES 1625 MASSACHUSETTS AVENUE NW SUITE 308 WASHINGTON, DC 20036	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	100,000.
THE AMERICAN PROSPECT 1225 EYE ST NW SUITE 600 WASHINGTON, DC 20005	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	50,000.
THE COMMONWEALTH INSTITUTE FOR FISCAL ANALYSIS 1329 E CARY STREET SUITE 202 RICHMOND, VA 23219	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	75,000.
THE URBAN INSTITUTE 2100 M ST NW WASHINGTON, DC 20037	NONE	509(A)(2)	TAX POLICY CENTER	50,000.
WEST VIRGINIA CENTER ON BUDGET AND POLICY INC 723 KANAWHA BLVD E STE 300 CHARLESTON, WV 25301	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	50,000.
WESTERN ORGANIZING RESOURCE COUNCIL/MONTANA VOICES 220 S 27TH STREET BILLINGS, MT 59101	NONE	509(A)(3)	GENERAL OPERATING SUPPORT	25,000.
Total from continuation sheets				1,131,919.

Part XV . Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BETH ISRAEL DEACONESS MEDICAL CENTER 330 BROOKLINE AVE. BOSTON, MA 02215	NONE	509(A)(1)	GENERAL SUPPORT IN MEMORY OF SIDNEY & MIRIAM STONEMAN	10,000.
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVE. BOSTON, MA 02115	NONE	509(A)(1)	GENERAL SUPPORT IN MEMORY OF SIDNEY & MIRIAM STONEMAN	5,000.
DOCTORS WITHOUT BORDERS USA, INC. 333 SEVENTH AVE, 2ND FLOOR NEW YORK, NY 10001	NONE	509(A)(1)	GENERAL OPERATIONS	5,000.
ENDEAVOR GLOBAL INC. 900 BROADWAY STE 301 NEW YORK, NY 10003	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
JEWISH ARTS COLLABORATIVE 1320 CENTRE STREET SUITE 201 NEWTON, MA 02459	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
PLANNED PARENTHOOD OF INDIANA AND KENTUCKY PO BOX 397 INDIANAPOLIS, IN 46206	NONE	509(A)(1)	GENERAL OPERATIONS	10,000.
CUMBERLAND CHAPTER SIERRA CLUB FOUNDATION 2101 WEBSTER STREET, SUITE 1250 OAKLAND, CA 94612	NONE	509(A)(1)	GENERAL OPERATIONS	5,000.
NEW YORK WOMEN'S FOUNDATION 39 BROADWAY 23RD FLOOR NEW YORK, NY 10006	NONE	509(A)(1)	GENERAL OPERATIONS	10,000.
SAFE PASSAGE PROJECT CORPORATION 185 W BROADWAY NEW YORK, NY 10013	NONE	509(A)(1)	GENERAL OPERATIONS	5,000.
THE BREARLEY SCHOOL 610 EAST 83RD STREET NEW YORK, NY 10028	NONE	509(A)(1)	GENERAL OPERATIONS	6,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE CHAPIN SCHOOL 4101 PRINCETON PIKE PRINCETON, NJ 08540	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	4,000.
THE SIERRA CLUB FOUNDATION 2101 WEBSTER STREET, SUITE 1250 OAKLAND, CA 94612	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	20,000.
MONTANA BUDGET AND POLICY CENTER 101 N LAST CHANCE GULCH STE 220 HELENA, MT 59601	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	145,000.
MONTANA HUMAN RIGHTS NETWORK PO BOX 1509 HELENA, MT 59624	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	125,000.
NORTHERN PLAINS RESOURCE COUNCIL 220 S 27TH STREET, STE A BILLINGS, MT 59101	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
BROOKLINE COMMUNITY FOUNDATION 40 WEBSTER PL BROOKLINE, MA 02445	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	25,000.
STONEMAN FAMILY FOUNDATION C/O G&S, 400 ATLANTIC AVE. BOSTON, MA 2110	PREDECESSOR FOUNDATION	501(C)(3)	2016 EXCESS ALLOCATION - SEE NOTES	211,919.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	579,257.	53,600.	525,657.	525,657.	525,657.
INTEREST INCOME	159,549.	0.	159,549.	159,164.	159,549.
TO PART I, LINE 4	738,806.	53,600.	685,206.	684,821.	685,206.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PASSTHROUGHS	64,918.	42,027.	0.
MISCELLANEOUS INCOME	5,058.	5,058.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	69,976.	47,085.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - TAX PREP	6,874.	6,874.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	6,874.	6,874.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	152,888.	152,888.	0.	0.
MOTT PHILANTHROPIC	139,239.	0.	0.	139,239.
GOULSTON & STORRS FEES	66,714.	42,635.	0.	24,079.
TO FORM 990-PF, PG 1, LN 16C	358,841.	195,523.	0.	163,318.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	22,078.	22,078.	0.	0.
FEDERAL EXCISE TAX	85,000.	0.	0.	0.
STATE TAXES	5,430.	5,430.	0.	0.
TO FORM 990-PF, PG 1, LN 18	112,508.	27,508.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEDUCTIONS FROM PASSTHROUGHS	131,023.	130,563.	0.	0.
TO FORM 990-PF, PG 1, LN 23	131,023.	130,563.	0.	0.

FOOTNOTES	STATEMENT	7
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FORM 990-PF, PART VIII, LINE 1

INFORMATION ABOUT DIRECTORS & OFFICERS

THE DIRECTORS & OFFICERS OF THE FOUNDATION RECEIVE NO COMPENSATION, BENEFITS OR ANY AMOUNTS FOR SERVING AS DIRECTORS. THE HOURS DEVOTED WERE ON A PART-TIME BASIS, AS NEEDED.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN	13,713.
CHANGE IN NET ASSETS - STONEMAN FAMILY FOUNDATION ALLOCATION	299,816.
EXCESS CHARITABLE CONTRIBUTION - STONEMAN FAMILY FOUNDATION ALLOCATION	211,919.
TOTAL TO FORM 990-PF, PART III, LINE 3	525,448.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOMESTIC EQUITY	4,634,620.	6,112,525.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,634,620.	6,112,525.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GLOBAL EQUITY	COST	8,492,062.	8,901,205.
HEDGE FUNDS	COST	11,499,551.	13,780,615.
PRIVATE INVESTMENTS	COST	8,661,203.	9,116,809.
INFLATION HEDGING	COST	3,631,646.	3,312,662.
DOMESTIC BONDS	COST	6,440,130.	6,310,651.
TOTAL TO FORM 990-PF, PART II, LINE 13		38,724,592.	41,421,942.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DISTRIBUTIONS RECEIVABLE	19,206.	120,013.	120,013.
TO FORM 990-PF, PART II, LINE 15	19,206.	120,013.	120,013.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH DEKNATEL 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 2.00	0.	0.	0.
MARIA DEKNATEL 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 2.00	0.	0.	0.
GABRIEL DEKNATEL 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 2.00	0.	0.	0.
ALAN ROTTENBERG 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 2.00	0.	0.	0.
DAVID WOOD 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

GENERAL EXPLANATION

STATEMENT 13

FORM/LINE IDENTIFIER

GENERAL INFORMATION

EXPLANATION:

THE STONEMAN FAMILY FOUNDATION, INC. (EIN: 04-6047379) FILED A MOTION WITH THE SUPREME JUDICIAL COURT FOR SUFFOLK COUNTY, MASSACHUSETTS, TO DISSOLVE AND TRANSFER ITS ASSETS TO TWO SUCCESSOR FOUNDATIONS, THE CHESTNUT FUND (EIN: 47-7017184) AND THE LIMESTONE FOUNDATION (EIN: 47-7017224). EACH OF THE SUCCESSOR FOUNDATIONS IS TO RECEIVE THEIR PRO-RATA SHARE (57% AND 43%, RESPECTIVELY) OF ALL NET FUNDS, PROPERTY, AND ASSETS. THE SUPREME JUDICIAL COURT ISSUED THEIR INTERLOCUTORY ORDER (NO. SJ-2016-0189) ON MAY 13, 2016. IT IS DEEMED THAT ON THAT DATE ALL ASSETS, AND INCOME GENERATED BY THOSE ASSETS, WERE TRANSFERRED TO THE SUCCESSOR FOUNDATIONS PROPORTIONATELY. THE STONEMAN FAMILY FOUNDATION STILL HELD TITLE TO SOME ASSETS AS OF DECEMBER 31, 2016, DUE TO RESTRICTIONS PLACED ON TRANSFERS BY THE VARIOUS INVESTMENTS IT HELD. AS SUCH, THE STONEMAN FAMILY FOUNDATION IS NOT FILING A FINAL 2016 TAX RETURN BUT, SINCE ALL ASSETS WERE DEEMED TO HAVE TRANSFERRED, IT WILL SHOW A ZERO END OF YEAR BALANCE SHEET. FURTHER, THE SUCCESSOR FOUNDATIONS ARE CONSIDERED TO BE A CONTINUATION OF THE STONEMAN FAMILY FOUNDATION, AND AS SUCH ALL TAX ATTRIBUTES OF THE STONEMAN FAMILY FOUNDATION WILL BE ALLOCATED TO THE SUCCESSOR FOUNDATIONS IN THE SAME PROPORTION AS THE ASSET TRANSFERS. PRIOR TO SEPTEMBER 7, 2017, THE TRANSFER OF TITLE TO THE REMAINING ASSETS HELD IN THE STONEMAN FAMILY FOUNDATION WAS COMPLETED. ON SEPTEMBER 7, 2017, THE SUPREME JUDICIAL COURT ISSUED ITS FINAL JUDGEMENT AND, EFFECTIVE AS OF THAT DATE, THE STONEMAN FAMILY FOUNDATION WAS DISSOLVED.