EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation
THE MICHELE & AGNESE CESTONE FOUNDATION,
INC C/O KEN SPRUILL, PNC PRIVATE FOUNDATION

A Employer identification number
52-1720903

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
300 FIFTH AVENUE, 27TH FLOOR

B Telephone number
(412)762-9540

City or town, state or province, country, and ZIP or foreign postal code
PITTSBURGH, PA 15222

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 16,556,014.

J Accounting method: ☒ Cash ☐ Accrual ☐ 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 ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	481,100.	490,022.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	701,742.			
	b Gross sales price for all assets on line 6a 8,055,732.				
	7 Capital gain net income (from Part IV, line 2)		701,248.		
	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	10,483.	4,876.		STATEMENT 1
	12 **Total.** Add lines 1 through 11	1,193,325.	1,196,146.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	76,000.	0.		76,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 2	52,915.	37,184.		17,502.
	17 Interest		281.		
	18 Taxes STMT 3	8,364.	2,884.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	2,268.	7,005.		1,708.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	139,547.	47,354.		95,210.
	25 Contributions, gifts, grants paid	1,002,500.			1,002,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,142,047.	47,354.		1,097,710.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	51,278.			
	b **Net investment income** (if negative, enter -0-)		1,148,792.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

Received
OGDEN Receiving Option
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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,089.	1,089.	1,089.
	2 Savings and temporary cash investments	351,022.	262,889.	262,889.
	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 5	3,735,180.	4,473,406.	4,641,052.
	c Investments - corporate bonds STMT 6	2,309,931.	2,068,055.	1,999,769.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	10,030,348.	9,673,409.	9,651,215.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	16,427,570.	16,478,848.	16,556,014.
Liabilities	17 Accounts payable and accrued expenses	50,000.	50,000.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	50,000.	50,000.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	16,377,570.	16,428,848.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	16,377,570.	16,428,848.	
	31 **Total liabilities and net assets/fund balances**	16,427,570.	16,478,848.	

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	16,377,570.
2 Enter amount from Part I, line 27a	2	51,278.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	16,428,848.
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	16,428,848.

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	FLOWTHROUGH FROM PARTNERSHIPS	P		
b	US TRUST - SEE STMT 9	P		
c	PNC - SEE STMT 11	P		
d	PNC - CGD	P		
e	US TRUST - CGD	P		

	(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	2,221.			2,221.
b	5,021,452.		4,845,632.	175,820.
c	3,003,092.		2,508,852.	494,240.
d	28,952.			28,952.
e	15.			15.

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				2,221.
b				175,820.
c				494,240.
d				28,952.
e				15.

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	701,248.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,035,151.	16,935,475.	.061123
2014	973,386.	17,679,053.	.055059
2013	987,995.	17,651,002.	.055974
2012	977,549.	17,097,175.	.057176
2011	1,031,069.	17,167,644.	.060059

2 **Total** of line 1, column (d)	2	.289391
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	.057878
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	16,681,068.
5 Multiply line 4 by line 3	5	965,467.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,488.
7 Add lines 5 and 6	7	976,955.
8 Enter qualifying distributions from Part XII, line 4	8	1,097,710.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	11,488.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	11,488.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	11,488.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	12,222.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	13,222.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,734.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 1,734. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KEN SPRUILL Telephone no. ▶ (412)762-9540

Located at ▶ PNC PRIVATE FOUNDATION MANAGEMENT, PITTSBURGH, PA ZIP+4 ▶ 15222

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | | X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		76,000.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NOT APPLICABLE		0.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions. 3 NOT APPLICABLE	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	16,673,414.
b	Average of monthly cash balances		1b	261,680.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	16,935,094.
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	16,935,094.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	254,026.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	16,681,068.
6	**Minimum investment return.** Enter 5% of line 5		6	834,053.

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	834,053.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 11,488.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	11,488.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	822,565.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	822,565.
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	822,565.

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	1,097,710.
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	1,097,710.
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	11,488.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,086,222.

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				822,565.
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 166,769.				
b From 2012 146,538.				
c From 2013 115,647.				
d From 2014 109,331.				
e From 2015 209,253.				
f **Total** of lines 3a through e	747,538.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 1,097,710.				
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				822,565.
e Remaining amount distributed out of corpus	275,145.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,022,683.			
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	166,769.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	855,914.			
10 Analysis of line 9:				
a Excess from 2012 146,538.				
b Excess from 2013 115,647.				
c Excess from 2014 109,331.				
d Excess from 2015 209,253.				
e Excess from 2016 275,145.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

PNC WEALTH MANAGEMENT - ATTENTION: KEN SPRUILL, (412) 762-9540
300 FIFTH AVENUE, 27TH FLOOR, PITTSBURGH, PA 15222

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

LETTER WITH HISTORY AND TAX EXEMPT STATUS

c Any submission deadlines:

NONE

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

CARE & WELFARE OF ANIMALS

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*				
SEE STATEMENT 13				1,002,500.
Total			▶ 3a	1,002,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	481,100.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900004	<812.>	01	11,295.	
8 Gain or (loss) from sales of assets other than inventory	900004	<190.>	18	701,932.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<1,002.>		1,194,327.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,193,325.

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

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

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

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10181113 798870 4603-00 2016.04030 THE MICHELE & AGNESE CESTON 4603-001

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] 11/14/17 PRESIDENT

Signature of officer or trustee | Date | 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 ☐ if self-employed	PTIN
MICHAEL M. COMSTOCK	M M. Comstock, CPA	11/13/17		P00474378
Firm's name ▶ SISTERSON & CO. LLP			Firm's EIN ▶ 25-1467156	
Firm's address ▶ 310 GRANT STREET SUITE 2100 PITTSBURGH, PA 15219			Phone no. 412-281-2025	

FORM 990-PF	OTHER INCOME		STATEMENT 1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
US TRUST	9,794.	4,876.	
EJ CESTONE UNITRUST DISTRIBUTION	689.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10,483.	4,876.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	35,413.	37,184.		0.
US TRUST MANAGEMENT FEES	14,502.	0.		14,502.
TAX PREP FEES	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16C	52,915.	37,184.		17,502.

FORM 990-PF	TAXES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	8,000.	0.		0.
FOREIGN TAXES	364.	2,884.		0.
TO FORM 990-PF, PG 1, LN 18	8,364.	2,884.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSE	221.	177.		50.
OTHER EXPENSES FROM PARTNERHIPS	389.	6,597.		0.
TELEPHONE & INTERNET	908.	0.		908.
US TRUST INVESTMENT EXPENSE	0.	231.		0.
CHARITABLE DUES	750.	0.		750.
TO FORM 990-PF, PG 1, LN 23	2,268.	7,005.		1,708.

FORM 990-PF — CORPORATE STOCK — STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PNC - (SEE STMT 12 - PG 43)	4,473,406.	4,641,052.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,473,406.	4,641,052.

FORM 990-PF — CORPORATE BONDS — STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PNC - (SEE STMT 12 - PG 21)	2,068,055.	1,999,769.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,068,055.	1,999,769.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MACVEST	COST	7,764,039.	7,764,039.
FOUNDVEST/EXFUSE	COST	476,241.	476,241.
US TRUST PRIVATE EQUITY (SEE STMT 10)	COST	137,980.	132,426.
WORLDVIEW, LLC	COST	1,363.	1,363.

PNC OTHER ASSETS- (SEE STMT 12 - PG 44)	COST	1,293,786.	1,277,146.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,673,409.	9,651,215.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MICHELE J. CESTONE WEST ORANGE, NJ 07052	TRUSTEE & PRESIDENT 35.00	75,000.	0.	0.
MARIA A. CESTONE, ESQUIRE WEST ORANGE, NJ 07052	TRUSTEE & SECRETARY 1.00	0.	0.	0.
PANDORA THOMPSON, ESQUIRE WESTFIELD, NJ 07090	TRUSTEE & VICE-PRESIDENT 1.00	0.	0.	0.
ALBERT ALVARADO HILLSIDE, NJ 07205	TRUSTEE & TREASURER 1.00	0.	0.	0.
DENNIS BAILEY PARAMUS, NJ 07652	TRUSTEE 1.00	1,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		76,000.	0.	0.

THE MICHELE AND AGNESE CESTONE FOUNDATION, INC
FORM 990-PF (2016)
PAGE 11, PART XV

Organization	Address1	City	State	Zip Code	Amount	Purpose
A Purrfect World	P.O. Box 1907	Bloomfield	NJ	07003	$5,500	For foster network and care of companion animals
Brother Wolf Animal Rescue	P.O. Box 8195	Asheville	NC	28814	$20,000	Rescue efforts of animals affected by flooding
Canine Companions for Independence	4989 State Route 37 East	Delaware	OH	43015	$35,000	Canine Companions Programs
Center for Orangutan and Chimpanzee Conservation	d/b/a Center for Great Apes, PO Box 488	Wauchula	FL	33873	$10,000	General Operating Food Expenses
Chimpanzee Sanctuary Northwest	P O Box 952	Cle Elum	WA	98922	$10,000	Veterinary care and feeding for chimpanzees
City Critters, Inc.	P O. Box 1345, Canal Street Station	New York	NY	10013	$15,000	Routine and emergency veterinary care
Cornell University College of Veterinary Medicine	P.O. Box 39	Ithaca	NY	14853	$20,000	Patient Assistance Fund.
Cornell University College of Veterinary Medicine	P O. Box 39	Ithaca	NY	14853	$160,000	Scholarships Program
Defenders of Animal Rights, Inc.	14412 Old York Road	Phoenix	MD	21131	$15,000	Rescue, veterinary treatment and adoptions
Defenders of Wildlife	1130 17th Street NW	Washington	DC	20002	$20,000	Iconic Wildlife Program in the Northern Rockies
Equine Advocates, Inc	P.O. Box 354	Chatham	NY	12037	$25,000	Rescued horses, ponies, donkeys and mules
F.R.I.E.N.D.S.	1840 N.E. 65 Court	Fort Lauderdale	FL	33308	$15,000	Immediate needs for horses
Farm Sanctuary, Inc	P.O. Box 150	Watkins Glen	NY	14891	$70,000	Veterinary care and emergency rescue
For Our Friends, Inc.	P O Box 203	Oakland Gardens	NY	11364	$10,000	Rescue Homeless Pets Project
Friends of Animals, Inc.	777 Post Road, Suite 205	Darien	CT	06820	$10,000	Spay/Neuter Program
Front Range Equine Rescue	2185 NW 114th Loop	Ocala	FL	34475	$25,000	Hay/feed, veterinary services and farrier care
Gloucester – Mathews Humane Society	P.O. Box 385	Gloucester	VA	23061	$5,000	Heal -A- Heart Program
Greyhound Friends of New Jersey, Inc.	P.O. Box 4416	Cherry Hill	NJ	08034	$10,000	General Operating Support
Greyhound Rescue of N.E., Inc.	P O Box 507	Mendon	MA	01756	$5,000	Veterinary care and housing for Greyhounds
Guardian Angels Medical Service Dogs, Inc	3251 NE 180th AV	Williston	FL	32696	$50,000	Veterinary care, feeding and rescue initiatives
H O.R.S.E. of Connecticut, Inc.	43 Wilbur Road	Washington	CT	06777	$12,000	Veterinary Care of horses and ponies
Happy Homes Animal Rescue, Inc.	P.O Box 614	Old Bridge	NJ	08857	$5,000	Happy Homes TNR Program
Hawk Creek Wildlife Center, Inc	P.O. Box 662	East Aurora	NY	14052	$10,000	Wildlife care services
Helping Hands. Monkey Helpers for the Disabled, Inc.	541 Cambridge St	Boston	MA	02134	$50,000	Veterinary care and feeding of service monkeys
Humane Society of New York	306 East 59th Street	New York	NY	10022	$20,000	Animal Emergency Program
Humane Society of Washington County, Inc	13011 Maugansville Road	Hagerstown	MD	21740	$10,000	Medical supplies for animals
Lambertville Animal Welfare	P.O. Box 722	Lambertville	NJ	08530	$10,000	Seniors for Seniors Program
Longhopes Donkey Shelter	66 N Dutch Valley Rd	Bennett	CO	80102	$10,000	2016 Feed Expenses
Mighty Mutts, Inc.	P.O. Box 140139	Brooklyn	NY	11214	$23,500	Spay/neutering program and veterinary care
Mt. Pleasant Animal Shelter	194 Route 10 West	East Hanover	NJ	07936	$8,000	Veterinary care and feeding for dogs and cats
National Aviary in Pittsburgh, Inc.	700 Arch Street	Pittsburgh	PA	15212	$20,000	Vet Hosp Preventative Medicine and Wound Mgt
Quack's Corner	P O. Box 12	Shiloh	NJ	08353	$25,000	General Operating Support
Roxie's Fund, Inc.	11006 Veirs Mill Road, Suite L15, #272	Silver Spring	MD	20902	$10,000	Spay/Neutering Program
Rude Ranch Animal Rescue	3200 Ivy Way	Harwood	MD	20776	$7,500	Summer Fix Program
Sage Brook Horse Foundation and Youth Program, Inc	24 County Rt , Suite 58A	Mexico	NY	13114	$12,500	Rehabilitation of horses and farm animals
Sea Turtle Conservancy	4424 NW 13th Street, Suite B-11	Gainesville	FL	32609	$15,000	Protection for FL SeaTurtles Project
Southeastern Guide Dogs, Inc	4210 77th Street East	Palmetto	FL	34221	$8,000	Puppy Heartworm Prevention Program
The Animal Medical Center	510 East 62nd Street	New York	NY	10065	$50,000	Frank V.D. Lloyd Fund for Guide Dogs
The Humane Society of the USA	2100 L St., NW	Washington	DC	20037	$25,000	Support animals impacted by the Canadian wildfires
The Humane Society of Yates County	P O Box 12	Penn Yan	NY	14527	$5,000	Trap Neuter Release Program
The Raptor Trust	1390 White Bridge Rd.	Millington	NJ	07946	$40,000	General Operating Support
The Seeing Eye, Inc	P.O. Box 375	Morristown	NJ	07963	$38,000	Clinic supplies for your Canine Health Center
The Turtle Survival Alliance Foundation	PO Box 396	Cross	SC	29436	$15,000	Turtle Survival Center Project
Tourniquet, Inc	148-11 Second Ave.	Whitestone	NY	11357	$10,000	General Operating Support
Warrior Canine Connection	23222 Georgia Ave	Brookeville	MD	20833	$2,500	Surgery for two service dogs in training
Woodlands Wildlife Refuge, Inc.	P O. Box 5046	Clinton	NJ	08809	$25,000	Direct care budget
				TOTAL	$1,002,500	

STATEMENT 13