

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

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OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning JUL 1, 2016, and ending JUN 30, 2017

Name of foundation

A Employer identification number

THE COUNTESS MOIRA CHARITABLE FOUNDATION

11-3551993

Number and street (or P O box number if mail is not delivered to street address)

PO BOX 8078

Room/suite

B Telephone number

914 246-0280

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

PELHAM, NY 10803-8878

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 31,955,623.

J Accounting method:

☐

Cash

☐

Accrual

☒ Other (specify)

MODIFIED CASH

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐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))

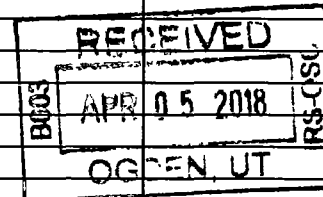
(a) Revenue and expenses per books

(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	989.	989.		STATEMENT 1
	4 Dividends and interest from securities	632,740.	632,740.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	256,024.			
	b Gross sales price for all assets on line 6a	5,841,152.			
	7 Capital gain net income (from Part IV, line 2)		256,024.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	889,753.	889,753.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3 15,558.	0.		15,558.
	c Other professional fees	STMT 4 319,262.	319,262.		0.
	17 Interest				
	18 Taxes	STMT 5 2,628.	2,628.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6 3,073.	25.		3,048.
	24 Total operating and administrative expenses. Add lines 13 through 23	340,521.	321,915.		18,606.
	25 Contributions, gifts, grants paid	1,349,225.			1,349,225.
	26 Total expenses and disbursements. Add lines 24 and 25	1,689,746.	321,915.		1,367,831.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-799,993.			
	b Net investment income (if negative, enter -0-)		567,838.		
	c Adjusted net income (if negative, enter -0-)			N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		6,518,685.	1,615,265.	1,615,265.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8		11,801,935.	16,065,173.	16,065,173.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		13,493,003.	14,275,185.	14,275,185.	
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)		31,813,623.	31,955,623.	31,955,623.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X				
	24	Unrestricted		31,813,623.	31,955,623.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		31,813,623.	31,955,623.	
31	Total liabilities and net assets/fund balances		31,813,623.	31,955,623.		

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	31,813,623.
2	Enter amount from Part I, line 27a	2	-799,993.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	941,993.
4	Add lines 1, 2, and 3	4	31,955,623.
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	31,955,623.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,799,470.		5,585,128.	214,342.
b 41,682.			41,682.
c			
d			
e			

(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			214,342.
b			41,682.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	256,024.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	1,746,609.	31,706,308.	.055087
2014	2,084,576.	34,770,971.	.059952
2013	1,731,410.	34,217,550.	.050600
2012	1,748,847.	34,070,035.	.051331
2011	2,026,665.	34,381,576.	.058946

2 Total of line 1, column (d)	2	.275916
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	.055183
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	31,607,050.
5 Multiply line 4 by line 3	5	1,744,172.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,678.
7 Add lines 5 and 6	7	1,749,850.
8 Enter qualifying distributions from Part XII, line 4	8	1,367,831.

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)			
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		1	11,357.
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	11,357.
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	11,357.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	56,119.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	56,119.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	44,762.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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?		
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) <u>NY</u>		
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

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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 ► WWW.COUNTESSMOIRAFDN.ORG	X	
14 The books are in care of ► TAYLOR T. GRAY Telephone no. ► 914 246-0280 Located at ► PO BOX 8078, PELHAM, NY ZIP+4 ► 10803-8878		
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		<input type="checkbox"/>
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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

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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

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 10		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

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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
FIELDPOINT PRIVATE ADVISORS, INC. - 400 PARK AVE, 18TH FL, NEW YORK, NY 10022-4406	INVESTMENT ADVISORY	319,262.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	28,038,063.
b	Average of monthly cash balances	1b	4,050,313.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	32,088,376.
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	32,088,376.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	481,326.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,607,050.
6	Minimum investment return. Enter 5% of line 5	6	1,580,353.

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	1,580,353.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	11,357.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,357.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,568,996.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,568,996.
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	1,568,996.

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	1,367,831.
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	1,367,831.
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	1,367,831.

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.

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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				1,568,996.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			451,343.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 1,367,831.				
a Applied to 2015, but not more than line 2a			451,343.	
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				916,488.
e Remaining amount distributed out of corpus	0.			
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				652,508.
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	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

N/A

☐ 4942(1)(3) or ☐ 4942(1)(5)

(4) Gross investment income

[illegible]

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Total	SEE CONTINUATION SHEET(S)			1,349,225.
b Approved for future payment				
NONE				
Total	SEE CONTINUATION SHEET(S)			0.

Form 990-PF (2016)

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[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 _____

TREASURER

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

THOMAS F. BLANEY,
CPA, CFE

Preparer's signature

Preparer's signature 

Date

Date 3/26/18

Check ☐ if
self-employed

PTIN

P00234022

Firm's name ▶ PKF O'CONNOR DAVIES, LLP

Firm's EIN ▶ 27-1728945

Firm's address ► 665 FIFTH AVENUE
NEW YORK, NY 10022-5342

Phone no. **212 286-2600**

Form **990-PF** (2016)

Part VII Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
ALL STARS PROJECT OF NEW YORK 543 W 42ND ST NEW YORK, NY 10036	N/A	PC	EACH YEAR, THE ALL STARS PROJECT INVOLVES MORE THAN 10,000 YOUNG PEOPLE IN DEVELOPMENT ACTIVITIES THAT GIVE THEM THE OPPORTUNITY TO PERFORM AND TO GROW.	75,000.
ASTOR SERVICES FOR CHILDREN AND FAMILIES 6339 MILL ST RHINEBECK, NY 12572	N/A	PC	PROVIDE CHILDREN'S MENTAL HEALTH SERVICES, CHILD WELFARE SERVICES, AND EARLY CHILDHOOD DEVELOPMENT PROGRAMS.	50,000.
BLYTHEDALE CHILDREN'S HOSPITAL 95 BRADHURST AVE VALHALLA, NY 10595	N/A	PC	THE DIAGNOSIS, CARE AND TREATMENT OF CHILDREN WITH COMPLEX MEDICAL AND REHABILITATIVE NEEDS.	125,000.
CAMP EXCLAMATION POINT PO BOX 91 RICHMOND, VT 05477	N/A	PC	PROVIDES CONTINUITY AND COMMUNITY TO UNDERSERVED RURAL VERMONT KIDS THROUGH A WEEKLONG RESIDENTIAL SUMMER CAMP.	7,500.
CENTER FOR CIVILIANS IN CONFLICT 1850 M ST NW, STE 350 WASHINGTON, DC 20036	N/A	PC	RECOGNITION AND HELP FOR CIVILIANS CAUGHT IN THE CROSSFIRE OF ARMED CONFLICT.	150,000.
CHILDREN'S HOSPITAL FOUNDATION AT WESTCHESTER MEDICAL 100 WOODS RD TAYLOR PAVILION, STE C3 VALHALLA, NY 10595	N/A	PC	COMBINES ADVANCED PEDIATRIC CARE WITH A SPECIAL, CALMING PHYSICAL ENVIRONMENT.	95,000.
CRISTO REY BROOKLYN HIGH SCHOOL 710 E 37TH ST BROOKLYN, NY 11203	N/A	PC	CRISTO REY BROOKLYN IS A CATHOLIC HIGH SCHOOL THAT EDUCATES YOUNG PEOPLE OF LIMITED ECONOMIC MEANS TO BECOME MEN AND WOMEN OF FAITH, PURPOSE, AND SERVICE. GRANT SUPPORTS THE SCHOLARSHIP FUND.	55,000.
Total from continuation sheets				1,349,225.

Part XXV Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

3a Grants and Contributions Paid During the Year		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
Recipient	Name and address (home or business)				
CODE NOW 217 CENTRE ST #106 NEW YORK, NY 10013	N/A	PC	TEACHING UNDERREPRESENTED YOUTH TO CODE. BY COLLABORATING WITH COMPANIES AND PROFESSIONAL DEVELOPERS, WE INTRODUCE STUDENTS TO A WORLD OF CREATION, TECHNOLOGY, AND FUTURE POSSIBILITIES.	50,000.	
CONCORDIA CONSERVATORY 171 WHITE PLAINS RD BRONXVILLE, NY 10708	N/A	PC	INSPIRE, INSTRUCT AND ENRICH LIVES THROUGH MUSIC THE TUITION-FREE MUSIC OUTREACH PROGRAM.	29,000.	
DOCTORS WITHOUT BORDERS USA 333 SEVENTH AVE, 2ND FL NEW YORK, NY 10001	N/A	PC	TO ASSIST PEOPLE WHOSE SURVIVAL IS THREATENED BY VIOLENCE, NEGLECT, OR CATASTROPHE.	60,000.	
ENACT/FUND FOR THE CITY OF NEW YORK 630 NINTH AVE, STE 305 NEW YORK, NY 10036	N/A	PC	HELP NEW YORK CITY PUBLIC SCHOOL STUDENTS LEARN SOCIAL AND EMOTIONAL SKILLS THROUGH CREATIVE DRAMA AND DRAMA THERAPY TECHNIQUES.	75,000.	
FIVER CHILDRENS FOUNDATION 240 W 35TH ST, STE 305 NEW YORK, NY 10001	N/A	PC	EMPOWER CHILDREN FROM UNDERSERVED COMMUNITIES TO DEVELOP LIFE SKILLS AND TO REACH THEIR FULL POTENTIAL.	50,000.	
GIRL'S EDUCATIONAL AND MENTORING SERVICES 201 W 148TH ST NEW YORK, NY 10039	N/A	PC	GIRLS EDUCATIONAL & MENTORING SERVICES (GEMS) IS THE ONLY ORGANIZATION IN NEW YORK STATE SPECIFICALLY DESIGNED TO SERVE GIRLS AND YOUNG WOMEN WHO HAVE EXPERIENCED COMMERCIAL SEXUAL EXPLOITATION AND DOMESTIC TRAFFICKING.	75,000.	
I, TOO ARTS COLLECTIVE / DREAMYARD PO BOX 1710 NEW YORK, NY 10037	N/A	PC	I, TOO ARTS COLLECTIVE IS A NON-PROFIT ORGANIZATION COMMITTED TO NURTURING VOICES FROM UNDERREPRESENTED COMMUNITIES IN THE CREATIVE ARTS.	50,000.	

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

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
Recipient				
NATURAL HERITAGE TRUST/STAATSBURGH HISTORICAL SITE STAATSBURGH STATE HISTORIC SITE, PO BOX 308 STAATSBURGH, NY 12580	N/A	PC	SPONSOR EDUCATIONAL PROGRAMS AND SECURE FUNDS FOR THE PRESERVATION AND INTERPRETATION OF THE MANSION.	5,000.
NEW YORK COMMON PANTRY 8 E 109TH ST NEW YORK, NY 10029	N/A	PC	DEDICATED TO REDUCING HUNGER THROUGHOUT NEW YORK CITY WHILE PROMOTING DIGNITY AND SELF-SUFFICIENCY.	75,000.
SOUTHEAST CONSORTIUM FOR SPECIAL SERVICES 740 W. BOSTON POST RD, STE 316 MAMARONECK, NY 10543	N/A	PC	TO EFFECTIVELY DEVELOP AND IMPLEMENT A BALANCED AND COMPREHENSIVE SCHEDULE OF THERAPEUTIC RECREATION AND LEISURE-RELATED SERVICES THAT STRIVE TO MEET THE INTERESTS AND NEEDS OF CHILDREN AND ADULTS WITH DISABILITIES AND SPECIAL NEEDS.	47,800.
SPECIAL OLYMPICS NEW YORK 1207 RTE 9, STE 1C WAPPINGERS FALLS, NY 12590	N/A	PC	TO PROVIDE YEAR-ROUND SPORTS TRAINING AND ATHLETIC COMPETITION IN A VARIETY OF OLYMPIC-STYLE SPORTS FOR ALL CHILDREN AND ADULTS WITH INTELLECTUAL DISABILITIES.	50,000.
STORYTELLING ARTS PO BOX 995 PRINCETON JUNCTION, NJ 08550	N/A	PC	STORYTELLING ARTS PROGRAMS SERVE TO BOOST LITERACY AND BUILD COMMUNITY THROUGH CLASSROOM RESIDENCIES, TEACHER DEVELOPMENT, AND SERVICES IN JUVENILE DETENTION CENTERS.	59,925.
THE COMMUNITY WORD PROJECT 42 BROADWAY, STE 1827 NEW YORK, NY 10004	N/A	PC	MULTI-DISCIPLINARY ARTS RESIDENCY PROGRAMS IN 13 PUBLIC SCHOOLS AND SEVEN BRANCHES OF THE NEW YORK AND QUEENS PUBLIC LIBRARY.	40,000.
THE ELM PROJECT - CAMP AMERI-KIDS 88 HAMILTON AVE STAMFORD, CT 06902	N/A	PC	ENHANCE THE LIVES OF YOUTH LIVING WITH THE CHALLENGES OF HIV/AIDS AND SICKLE CELL DISEASE BY PROVIDING AN ENRICHING SUMMER CAMP EXPERIENCE, YEAR-ROUND SKILL BUILDING AND A SUPPORTED TRANSITION TO ADULTHOOD.	75,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY MARKET ACCOUNTS	989.	989.	
TOTAL TO PART I, LINE 3	989.	989.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EQUITIES, MUTUAL FUNDS, AND ETF'S	674,422.	41,682.	632,740.	632,740.	
TO PART I, LINE 4	674,422.	41,682.	632,740.	632,740.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX PREPARATION	15,558.	0.		15,558.
TO FORM 990-PF, PG 1, LN 16B	15,558.	0.		15,558.

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 ADVISORY FEES	319,262.	319,262.		0.
TO FORM 990-PF, PG 1, LN 16C	319,262.	319,262.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	2,628.	2,628.		0.
TO FORM 990-PF, PG 1, LN 18	2,628.	2,628.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	750.	0.		750.
DUES	750.	0.		750.
MISCELLANEOUS EXPENSES	1,573.	25.		1,548.
TO FORM 990-PF, PG 1, LN 23	3,073.	25.		3,048.

FOOTNOTES

STATEMENT 7

TAYLOR T. GRAY, TREASURER AND VICE PRESIDENT, IS AN EMPLOYEE OF FIELDPOINT PRIVATE ADVISORS, INC. TO WHICH THE FOUNDATION INCURRED INVESTMENT ADVISORY FEES OF \$319,262 IN THE FISCAL YEAR ENDED JUNE 30, 2017.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M CO (MMM) 3,680 SHARES	766,139.	766,139.
ADOBE SYSTEMS INC (ADBE) 5,800 SHARES	820,352.	820,352.
CHUBB LTD COM (CB) 5,778 SHARES	840,006.	840,006.
CISCO SYSTEMS INC (CSCO) 30,000 SHARES	939,000.	939,000.
COMCAST CORP CL A (CMCSA) 25,200 SHARES	980,784.	980,784.
DOMINION ENERGY INC (D) 9,800 SHARES	750,974.	750,974.
FACEBOOK INC CL A (FB) 5,800 SHARES	875,684.	875,684.
GENERAL ELECTRIC CO (GE) 17,100 SHARES	461,871.	461,871.
ILLINOIS TOOL WORKS INC (ITW) 7,620 SHARES	1,091,565.	1,091,565.
LITTELFUSE INC (LFUS) 5,900 SHARES	973,500.	973,500.
MERCK & CO INC. (MRK) 5,000 SHARES	320,450.	320,450.
MICROSOFT CORP (MSFT) 11,500 SHARES	792,695.	792,695.
MOLSON COORS BREWING CL B (TAP) 3,950 SHARES	341,043.	341,043.
NEWELL BRANDS INC (NWL) 15,180 SHARES	813,952.	813,952.
NORTHERN TR CORP (NTRS) 3,400 SHARES	330,514.	330,514.
RAYTHEON CO COM NEW (RTN) 4,900 SHARES	791,252.	791,252.
TJX COMPANIES INC (TJX) 4,250 SHARES	306,723.	306,723.
TORONTO DOMINION BK ONT (TD) 12,300 SHARES	619,674.	619,674.
ULTIMATE SOFTWARE GROUP INC (ULTI) 3,800 SHARES	798,228.	798,228.
UNITEDHEALTH GROUP INC (UNH) 5,000 SHARES	927,100.	927,100.
VISA INC (V) 7,600 SHARES	712,728.	712,728.
ZOETIS INC (ZTS) 13,000 SHARES	810,939.	810,939.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,065,173.	16,065,173.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUZINICH CREDIT OPPORTUNITIES FUND (MZCSX) 302,585 SHARES	FMV	3,213,453.	3,213,453.
ALPS ETF TRUST ALERIAN MLP ETF (AMLP) 82,000 SHARES	FMV	980,720.	980,720.
ISHARES MSCI CANADA ETF (ECW) 26,000 SHARES	FMV	695,760.	695,760.
ISHARES CORE US AGGREGATE BOND ETF (AGG) 31,130 SHARES	FMV	3,409,046.	3,409,046.
ISHARES US REAL ESTATE ETF (IYR) 12,170 SHARES	FMV	970,801.	970,801.
SPDR BLOOMBERG BRCLYS CONV SEC ETF (CWB) 30,200 SHARES	FMV	1,498,524.	1,498,524.
SPDR S&P HI YLD DIV ARISTOCRATS IDX (SDY) 14,600 SHARES	FMV	1,297,794.	1,297,794.
SPDR GOLD TR GOLD SHS (GLD) 5,300 SHARES	FMV	1,251,012.	1,251,012.
VANGUARD INTL EQUITY INDEX (VEU) 19,150 SHARES	FMV	958,075.	958,075.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,275,185.	14,275,185.

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROLYN B. GRAY PO BOX 8078 PELHAM, NY 10803-8878	PRESIDENT 3.00	0.	0.	0.
MICHELE J. LE MOAL-GRAY PO BOX 8078 PELHAM, NY 10803-8878	CHAIRPERSON 3.00	0.	0.	0.
PETER G. GRAY PO BOX 8078 PELHAM, NY 10803-8878	SECRETARY AND VICE-PRESIDENT 3.00	0.	0.	0.
TAYLOR T. GRAY (SEE STATEMENT 7) PO BOX 8078 PELHAM, NY 10803-8878	TREASURER AND VICE-PRESIDENT 3.00	0.	0.	0.
BRENDAN T. GRAY PO BOX 8078 PELHAM, NY 10803-8878	TRUSTEE 3.00	0.	0.	0.
DONNA M. FITZGERALD PO BOX 8078 PELHAM, NY 10803-8878	TRUSTEE 3.00	0.	0.	0.
KATHLEEN M. GRAY PO BOX 8078 PELHAM, NY 10803-8878	TRUSTEE 3.00	0.	0.	0.
MARC E. GARLASCO PO BOX 8078 PELHAM, NY 10803-8878	TRUSTEE 3.00	0.	0.	0.
MATTHEW M. GRAY PO BOX 8078 PELHAM, NY 10803-8878	TRUSTEE 3.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.