

For calendar year 2016, or tax year beginning 08-01-2016, and ending 07-31-2017

Name of foundation The Highstead Fund Inc c/o Dudley & Shanley LLC		A Employer identification number 20-5823379	
Number and street (or P O box number if mail is not delivered to street address) 205 Worth Ave No 311		Room/suite	B Telephone number (see instructions) (561) 855-4742
City or town, state or province, country, and ZIP or foreign postal code Palm Beach, FL 33480		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 28,022,369	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	3,497,551			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	619,419	619,419		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,359,796			
	b Gross sales price for all assets on line 6a 13,214,093				
	7 Capital gain net income (from Part IV, line 2) . . .		3,359,796		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	7,476,766	3,979,215		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	700	0		0
	b Accounting fees (attach schedule)	15,755	15,755		0
	c Other professional fees (attach schedule)	113,588	113,588		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	90,665	7,665		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	30,885	30,885		0
	24 Total operating and administrative expenses. Add lines 13 through 23	251,593	167,893		0
	25 Contributions, gifts, grants paid	1,175,000			1,175,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,426,593	167,893		1,175,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	6,050,173			
	b Net investment income (if negative, enter -0-)		3,811,322		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	652,457	2,189,396	2,189,396
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	21,479,958	25,832,973	25,832,973
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	22,132,415	28,022,369	28,022,369	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
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	22,132,415	28,022,369	
	30	Total net assets or fund balances (see instructions)	22,132,415	28,022,369	
31	Total liabilities and net assets/fund balances (see instructions) .	22,132,415	28,022,369		

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	22,132,415
2	Enter amount from Part I, line 27a	2	6,050,173
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	28,182,588
5	Decreases not included in line 2 (itemize) ▶ _____	5	160,219
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	28,022,369

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,359,796
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,084,143	20,525,819	0 052819
2014	1,050,000	21,167,678	0 049604
2013	825,000	19,109,317	0 043173
2012	587,500	14,207,437	0 041352
2011	475,307	10,759,369	0 044176
2 Total of line 1, column (d)			2 0 231124
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 046225
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 24,047,923
5 Multiply line 4 by line 3			5 1,111,615
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 38,113
7 Add lines 5 and 6			7 1,149,728
8 Enter qualifying distributions from Part XII, line 4			8 1,175,000

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	38,113
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	38,113
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	38,113
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	74,881
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	74,881
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	18
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	36,750
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 36,750 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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	No
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
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	Yes
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	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT		
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	Yes
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	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► Dudley Shanley LLC Telephone no ► (561) 855-4742			

Located at **►** 205 Worth Avenue 311 Palm Beach FL ZIP+4 **►** 33480

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	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? <input type="checkbox"/>	1c		No
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 ► 20____, 20____, 20____, 20____			
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) <input type="checkbox"/>	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 ► 20____, 20____, 20____, 20____			
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). <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b		
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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 (see instructions).**

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

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

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

Total number of other employees paid over \$50,000. ☐ Yes ☒ No

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Schafer Cullen Capital Management Inc 645 Fifth Avenue Suite 1201 New York, NY 10022	Investment management	64,743
GR Greene & Company 130 Maple Avenue Suite 6 Red Bank, NJ 07701		

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

Total. Add lines 1 through 3. **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	24,414,135
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	24,414,135
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	24,414,135
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	366,212
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	24,047,923
6	Minimum investment return. Enter 5% of line 5.	6	1,202,396

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	1,202,396
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	38,113
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	38,113
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,164,283
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,164,283
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	1,164,283

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	1,175,000
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	1,175,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	38,113
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,136,887

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				1,164,283
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			120,440	
b Total for prior years 20____, 20____, 20____		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 ▶ \$ 1,175,000				
a Applied to 2015, but not more than line 2a			120,440	
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.				1,054,560
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:				
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 instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				109,723
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	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.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) See Additional Data Table	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input checked="" type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d	
a The name, address, and telephone number or email address of the person to whom applications should be addressed	
b The form in which applications should be submitted and information and materials they should include	
c Any submission deadlines	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 <i>Paid during the year</i> Highstead Foundation Inc PO Box 1097 Redding, CT 16875		501(c)3	Research & education	1,175,000
Total			▶ 3a	1,175,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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. . . .			01	619,419	
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.					
8 Gain or (loss) from sales of assets other than inventory			01	3,359,796	
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). .		0		3,979,215	0
13 Total. Add line 12, columns (b), (d), and (e).			13		3,979,215

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

Yes	No
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	No
	No

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	No
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	No
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	No
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	No
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	No
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	No
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	No
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[illegible]

☐ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship
Highstead Foundation Inc	501(c)3 Pvt Oper Fdn	Over 25% common directors, contributions
The Quercus Fund Inc	501(c)3 PvtNonOpFdn	Over 25% common directors

* * * * *

Title

☒ Yes ☐ No

1978

-0381118

) 759-9778

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
3M Co , 265 shares		2009-01-08	2016-12-08
3M Co , 210 shares		2009-01-08	2017-04-05
3M Co , 450 shares		2010-06-22	2016-12-08
3M Co , 100 shares		2010-12-13	2016-12-08
3M Co , 100 shares		2011-02-03	2016-12-08
Adient plc, 0 shares		2016-09-06	2016-10-31
Altria Group Inc , 2570 shares		2010-07-26	2016-12-08
Altria Group Inc , 350 shares		2010-07-26	2017-04-27
Astrazeneca PLC, 200 shares		2010-07-26	2016-12-08
Astrazeneca PLC, 805 shares		2010-12-13	2016-12-08

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
46,634		15,397	31,237
40,326		12,202	28,124
79,190		36,552	42,638
17,598		8,485	9,113
17,598		8,782	8,816
14		14	0
167,736		57,076	110,660
25,044		7,773	17,271
5,219		4,831	388
21,007		19,421	1,586

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			31,237
			28,124
			42,638
			9,113
			8,816
			0
			110,660
			17,271
			388
			1,586

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Astrazeneca PLC, 1160 shares		2010-12-13	2017-04-27
AT&T Inc , 2375 shares		2010-12-13	2016-12-08
AT&T Inc , 1900 shares		2012-12-21	2016-12-08
BCE Inc , 615 shares		2013-02-14	2016-12-08
BCE Inc , 750 shares		2013-02-15	2016-12-08
BCE Inc , 1655 shares		2013-02-20	2016-12-08
Boeing Corp , 10 shares		2010-12-13	2017-04-27
Boeing Corp , 665 shares		2015-05-11	2016-12-08
Boeing Corp , 400 shares		2016-03-22	2016-12-08
Boeing Corp , 225 shares		2016-03-22	2017-04-27

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
35,859		27,985	7,874
96,405		68,845	27,560
77,124		64,524	12,600
27,108		27,245	-137
33,058		33,147	-89
72,948		73,360	-412
1,832		639	1,193
103,037		97,498	5,539
61,977		54,352	7,625
41,214		30,573	10,641

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			7,874
			27,560
			12,600
			-137
			-89
			-412
			1,193
			5,539
			7,625
			10,641

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Chevron Corp , 105 shares		2012-02-09	2016-12-08
Chevron Corp , 900 shares		2012-12-21	2016-12-08
Chevron Corp , 1190 shares		2013-12-30	2016-12-08
Chubb Ltd , 1255 shares		2015-09-21	2016-12-08
Chubb Ltd , 75 shares		2015-09-22	2016-12-08
Chubb Ltd , 150 shares		2015-12-08	2016-12-08
Cisco Systems, Inc , 1165 shares		2012-09-14	2016-12-08
Cisco Systems, Inc , 970 shares		2012-09-14	2017-04-27
Cisco Systems, Inc , 2900 shares		2012-12-21	2016-12-08
Cisco Systems, Inc , 3345 shares		2013-12-30	2016-08-01

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
12,087		11,178	909
103,603		98,964	4,639
136,987		148,195	-11,208
166,691		127,522	39,169
9,962		7,570	2,392
19,923		17,406	2,517
35,023		22,788	12,235
32,665		18,974	13,691
87,183		58,146	29,037
102,224		74,487	27,737

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			909
			4,639
			-11,208
			39,169
			2,392
			2,517
			12,235
			13,691
			29,037
			27,737

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Cisco Systems, Inc , 705 shares		2013-12-30	2016-12-08
ConocoPhillips, 1530 shares		2012-12-21	2016-12-08
ConocoPhillips, 1210 shares		2013-12-30	2016-12-08
Corning Inc , 6450 shares		2014-12-16	2016-12-08
Corning Inc , 1000 shares		2014-12-16	2017-04-27
Diageo PLC, 5 shares		2010-12-13	2016-12-08
Diageo PLC, 270 shares		2010-12-13	2017-04-27
Diageo PLC, 400 shares		2011-02-03	2016-12-08
Diageo PLC, 400 shares		2011-05-13	2016-12-08
E I du Pont, 700 shares		2010-12-13	2016-12-08

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
21,194		15,699	5,495
76,014		90,104	-14,090
60,116		85,051	-24,935
161,357		134,892	26,465
28,946		20,914	8,032
514		371	143
31,673		20,033	11,640
41,087		31,424	9,663
41,087		33,703	7,384
52,286		32,591	19,695

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			5,495
			-14,090
			-24,935
			26,465
			8,032
			143
			11,640
			9,663
			7,384
			19,695

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
E I du Pont, 100 shares		2010-12-15	2016-12-08
E I du Pont, 50 shares		2011-02-03	2016-08-01
E I du Pont, 650 shares		2011-02-03	2016-12-08
E I du Pont, 1300 shares		2011-05-13	2016-08-01
E I du Pont, 1035 shares		2012-12-21	2016-12-08
Ecolab Inc , 1000 shares		2012-12-10	2017-06-27
Eli Lilly & Co , 50 shares		2010-07-26	2016-12-08
Eli Lilly & Co , 630 shares		2011-02-03	2016-12-08
Eli Lilly & Co , 520 shares		2011-02-03	2017-04-27
Exxon Mobil Corp , 1480 shares		2015-09-23	2016-12-08

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
7,469		4,701	2,768
3,481		2,464	1,017
48,551		32,037	16,514
90,493		66,526	23,967
77,308		44,393	32,915
132,103		72,609	59,494
3,352		1,775	1,577
42,234		22,297	19,937
42,352		18,404	23,948
131,297		107,747	23,550

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,768
			1,017
			16,514
			23,967
			32,915
			59,494
			1,577
			19,937
			23,948
			23,550

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Fastenal Co , 6000 shares		2003-02-25	2017-06-27
Fastenal Co , 3000 shares		2015-11-12	2017-06-27
General Electric Co, 470 shares		2010-12-13	2016-12-08
General Electric Co, 450 shares		2011-02-03	2016-12-08
General Electric Co, 4250 shares		2011-05-13	2016-12-08
General Electric Co, 50 shares		2012-12-21	2016-12-08
Genuine Parts Co , 410 shares		2010-07-26	2016-12-08
HCP, Inc , 325 shares		2010-06-29	2016-12-08
HCP, Inc , 380 shares		2011-02-03	2016-08-01
HCP, Inc , 320 shares		2011-02-03	2016-12-08

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
253,336		48,516	204,820
126,668		120,426	6,242
14,830		8,310	6,520
14,199		9,248	4,951
134,104		85,261	48,843
1,578		1,050	528
40,517		17,779	22,738
9,818		10,056	-238
14,931		13,458	1,473
9,667		11,333	-1,666

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			204,820
			6,242
			6,520
			4,951
			48,843
			528
			22,738
			-238
			1,473
			-1,666

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
HCP, Inc , 2150 shares		2011-05-13	2016-08-01
HCP, Inc , 1800 shares		2013-12-30	2016-08-01
HSBC Holdings PLC, 450 shares		2011-02-03	2016-12-08
HSBC Holdings PLC, 1480 shares		2011-05-13	2016-12-08
HSBC Holdings PLC, 2230 shares		2013-12-30	2016-12-08
Intel Corp, 3580 shares		2012-12-21	2016-12-08
Johnson & Johnson, 515 shares		2010-05-14	2016-08-01
Johnson & Johnson, 285 shares		2010-05-14	2016-12-08
Johnson & Johnson, 480 shares		2010-12-13	2016-12-08
Johnson & Johnson, 295 shares		2010-12-13	2017-04-27

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
84,479		76,478	8,001
70,727		65,471	5,256
19,149		25,658	-6,509
62,979		78,408	-15,429
94,893		122,237	-27,344
128,358		74,741	53,617
64,670		32,897	31,773
31,616		18,205	13,411
53,247		29,642	23,605
36,562		18,218	18,344

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			8,001
			5,256
			-6,509
			-15,429
			-27,344
			53,617
			31,773
			13,411
			23,605
			18,344

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Johnson & Johnson, 150 shares		2010-12-15	2016-12-08
Johnson Controls, 3570 shares		2016-06-10	2016-09-06
Johnson Controls Int'l, 900 shares		2016-11-16	2016-12-08
Johnson Controls Int'l, 830 shares		2016-11-21	2016-12-08
JPMorgan Chase, 2820 shares		2012-03-29	2016-12-08
JPMorgan Chase, 950 shares		2014-06-06	2016-12-08
Kimberly Clark Corp , 555 shares		2010-07-26	2016-12-08
Kimberly Clark Corp , 260 shares		2010-07-26	2017-04-27
Knight Transportation, 10000 shares		2014-07-24	2017-06-27
Merck, 3370 shares		2011-09-30	2016-12-08

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
16,640		9,406	7,234
156,747		159,886	-3,139
39,514		40,113	-599
36,441		37,246	-805
239,531		128,777	110,754
80,693		54,205	26,488
63,030		34,109	28,921
33,904		15,979	17,925
369,609		256,380	113,229
201,883		111,899	89,984

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			7,234
			-3,139
			-599
			-805
			110,754
			26,488
			28,921
			17,925
			113,229
			89,984

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Merck, 100 shares		2012-12-21	2016-12-08
MetLife, Inc , 1470 shares		2013-03-22	2016-12-08
MetLife, Inc , 2690 shares		2013-06-26	2016-12-08
Microsoft Corp , 450 shares		2010-12-13	2016-12-08
Microsoft Corp , 1470 shares		2011-05-13	2016-12-08
Microsoft Corp , 395 shares		2011-05-13	2017-04-27
Microsoft Corp , 440 shares		2012-12-21	2016-11-21
Microsoft Corp , 410 shares		2012-12-21	2016-12-08
Nextera Energy Inc , 800 shares		2010-06-22	2016-12-08
Nextera Energy Inc , 290 shares		2010-06-22	2017-04-27

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
5,991		4,224	1,767
84,348		56,245	28,103
154,352		120,786	33,566
27,548		12,278	15,270
89,989		37,029	52,960
26,761		9,950	16,811
26,750		12,008	14,742
25,099		11,189	13,910
93,667		41,071	52,596
38,819		14,888	23,931

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,767
			28,103
			33,566
			15,270
			52,960
			16,811
			14,742
			13,910
			52,596
			23,931

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Nextera Energy Inc , 450 shares		2010-12-13	2016-12-08
Novartis AG, 1035 shares		2016-11-10	2016-12-08
Pfizer, Inc , 1680 shares		2014-06-13	2016-08-01
Pfizer, Inc , 4000 shares		2014-06-13	2016-12-08
Philip Morris Int'l, 705 shares		2010-07-26	2017-04-05
Philip Morris Int'l, 385 shares		2010-07-26	2017-04-27
Philip Morris Int'l, 180 shares		2011-02-03	2016-12-08
Philip Morris Int'l, 320 shares		2011-02-03	2017-04-05
Philip Morris Int'l, 1200 shares		2012-12-21	2016-12-08
Quality Care Products, 64 shares		2016-11-01	2016-11-10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
52,687		23,460	29,227
69,745		76,502	-6,757
62,728		49,557	13,171
123,561		117,992	5,569
80,263		35,941	44,322
42,624		19,627	22,997
16,101		10,379	5,722
36,432		18,452	17,980
107,340		101,799	5,541
893		1,974	-1,081

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			29,227
			-6,757
			13,171
			5,569
			44,322
			22,997
			5,722
			17,980
			5,541
			-1,081

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Quality Care Products, 836 shares		2016-11-01	2016-11-10
Quality Care Products, 64 shares		2016-11-01	2016-11-10
Quality Care Products, 206 shares		2016-11-01	2016-11-10
Quality Care Products, 64 shares		2016-11-01	2016-11-10
Raytheon Co , 475 shares		2012-04-05	2016-11-16
Raytheon Co , 450 shares		2012-04-05	2016-11-21
Raytheon Co , 780 shares		2012-04-05	2016-12-08
Robert Half Int'l, 1000 shares		2002-08-27	2017-06-27
Robert Half Int'l, 700 shares		2002-11-12	2017-06-27
Robert Half Int'l, 1500 shares		2008-10-17	2017-06-27

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
11,661		25,791	-14,130
893		1,974	-1,081
2,873		6,355	-3,482
893		1,974	-1,081
69,330		24,874	44,456
65,775		23,565	42,210
113,791		40,846	72,945
47,562		18,491	29,071
33,294		11,579	21,715
71,344		27,763	43,581

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-14,130
			-1,081
			-3,482
			-1,081
			44,456
			42,210
			72,945
			29,071
			21,715
			43,581

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Robert Half Int'l, 15000 shares		2016-06-20	2017-06-27
Royal Dutch Shell, 20 shares		2011-03-30	2016-12-08
Royal Dutch Shell, 1430 shares		2011-03-31	2016-12-08
Royal Dutch Shell, 830 shares		2013-12-30	2016-12-08
The Travelers Co , Inc , 560 shares		2010-06-22	2016-12-08
The Travelers Co , Inc , 550 shares		2010-12-13	2016-12-08
The Travelers Co , Inc , 100 shares		2010-12-15	2016-12-08
The Travelers Co , Inc , 50 shares		2011-02-03	2016-12-08
U S Bancorp, 3000 shares		2015-08-05	2017-06-27
Unilever NV, 1545 shares		2010-12-13	2017-04-27

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
713,435		592,163	121,272
1,125		1,455	-330
80,451		105,233	-24,782
46,695		62,171	-15,476
66,364		28,974	37,390
65,179		30,227	34,952
11,851		5,545	6,306
5,925		2,860	3,065
155,137		136,498	18,639
80,288		48,344	31,944

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			121,272
			-330
			-24,782
			-15,476
			37,390
			34,952
			6,306
			3,065
			18,639
			31,944

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Unilever NV, 105 shares		2010-12-13	2017-06-28
Unilever NV, 250 shares		2010-12-15	2017-06-28
Unilever NV, 95 shares		2011-02-03	2017-06-28
Unilever NV, 1330 shares		2011-05-13	2016-12-08
Unilever NV, 370 shares		2011-05-13	2017-04-27
Unilever NV, 400 shares		2012-12-21	2016-12-08
Vodafone Group PLC, 3736 shares		2010-07-26	2016-11-21
Vodafone Group PLC, 409 shares		2010-12-13	2016-11-16
Vodafone Group PLC, 218 shares		2010-12-15	2016-11-16
Vodafone Group PLC, 600 shares		2011-02-03	2016-11-16

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,909		3,286	2,623
14,070		7,800	6,270
5,347		2,846	2,501
52,224		43,650	8,574
19,228		12,143	7,085
15,706		15,440	266
95,100		161,566	-66,466
10,536		20,018	-9,482
5,619		10,588	-4,969
15,443		31,512	-16,069

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,623
			6,270
			2,501
			8,574
			7,085
			266
			-66,466
			-9,482
			-4,969
			-16,069

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
Vodaphone Group PLC, 1855 shares		2011-05-13	2016-11-16
Vodaphone Group PLC, 339 shares		2012-12-21	2016-11-16
Vodaphone Group PLC, 1870 shares		2012-12-21	2016-11-21
Vodaphone Group PLC, 409 shares		2013-06-26	2016-11-16
Wells Fargo & Co., 1975 shares		2015-03-25	2016-12-08
Wells Fargo & Co., 1270 shares		2015-06-15	2016-12-08
Welltower Inc., 350 shares		2011-02-03	2016-08-01
Welltower Inc., 1250 shares		2011-05-13	2016-08-01
Welltower Inc., 2860 shares		2016-11-16	2016-12-08
Zions Bancorp, 5000 shares		2015-07-28	2017-06-27

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
47,763		93,529	-45,766
8,742		15,757	-7,015
47,587		86,787	-39,200
10,536		21,112	-10,576
113,280		108,108	5,172
72,843		72,355	488
27,647		15,629	12,018
98,739		58,254	40,485
187,081		179,607	7,474
214,581		155,571	59,010

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-45,766
			-7,015
			-39,200
			-10,576
			5,172
			488
			12,018
			40,485
			7,474
			59,010

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
BorgWarner Inc, 8000 shares		2016-12-20	2017-06-22
BorgWarner Inc, 3600 shares		2016-08-04	2017-06-22
BorgWarner Inc, 350 shares		2016-02-09	2017-06-22
BorgWarner Inc, 1250 shares		2016-02-01	2017-06-22
BorgWarner Inc, 8000 shares		2016-02-03	2017-06-22
Chicago Bridge & Iron, 3600 shares		2016-02-03	2016-09-01
Chicago Bridge & Iron, 2500 shares		2016-02-09	2016-09-01
Dorman Products, 850 shares		2016-02-01	2016-08-04
Dorman Products, 1600 shares		2016-02-03	2016-08-04
Dorman Products, 4000 shares		2016-02-03	2017-01-19

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
324,324		322,713	1,611
145,946		118,008	27,938
14,189		10,448	3,741
50,676		37,034	13,642
324,324		228,000	96,324
105,295		134,386	-29,091
73,121		87,325	-14,204
53,316		36,623	16,693
100,359		67,159	33,200
273,781		167,898	105,883

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,611
			27,938
			3,741
			13,642
			96,324
			-29,091
			-14,204
			16,693
			33,200
			105,883

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Exxon Mobil Corp , 3000 shares		2016-12-20	2017-06-22
Exxon Mobil Corp , 500 shares		2016-02-09	2017-06-22
Exxon Mobil Corp , 2750 shares		2016-02-03	2017-06-22
Gilead Sciences Inc , 3100 shares		2016-02-03	2017-02-08
Knight Transportation, 1200 shares		2014-06-02	2016-12-08
Knight Transportation, 11300 shares		2014-05-28	2016-12-08
Knight Transportation, 2000 shares		2014-05-27	2016-12-08
Linear Technology, 4000 shares		1990-01-30	2016-09-20
Linear Technology, 2400 shares		1990-01-30	2016-12-08
Penske Auto Grp, 1150 shares		2016-02-01	2016-08-04

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
243,206		271,950	-28,744
40,534		40,052	482
222,939		214,408	8,531
208,036		269,698	-61,662
45,929		29,210	16,719
432,498		274,141	158,357
76,548		47,718	28,830
234,155		2,250	231,905
150,029		1,350	148,679
45,141		36,708	8,433

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-28,744
			482
			8,531
			-61,662
			16,719
			158,357
			28,830
			231,905
			148,679
			8,433

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
Penske Auto Grp, 700 shares		2016-02-09	2016-08-04
Penske Auto Grp, 500 shares		2016-02-03	2016-08-04
Penske Auto Grp, 3000 shares		2016-02-03	2016-09-16
Penske Auto Grp, 3000 shares		2016-02-03	2016-09-21
Zions Bancorp, 13000 shares		2015-09-02	2016-12-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
27,477		21,280	6,197
19,627		15,090	4,537
148,677		90,540	58,137
144,471		90,540	53,931
557,440		365,119	192,321

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,197
			4,537
			58,137
			53,931
			192,321

Form 990FP Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Elisabeth C Dudley	Director 1 00 c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480	0	0	0
c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480				
Henry C Dudley	President, CEO, Director 1 00 c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480	0	0	0
c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480				
Sarah Dudley Plimpton	Director 1 00 c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480	0	0	0
c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480				
Jane C Dudley	Director 1 00 c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480	0	0	0
c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480				
Anthony J Carroll	Secretary 1 00 c/o Dentons 1221 Avenue of the Americas New York, NY 10020	0	0	0
c/o Dentons 1221 Avenue of the Americas New York, NY 10020				
Christiane McNamara	Asst Treasurer/Asst Secret 1 00 c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480	0	0	0
c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480				
Frank E Shanley	Vice Pres/ Treasurer/ Dire 1 00 c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480	0	0	0
c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480				
David R Foster	Director 1 00 c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480	0	0	0
c/o Dudley Shanley LLC 205 Worth Avenue 311 Palm Beach, FL 33480				

Form 990PF Part XV Line 1a - 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).

Elisabeth C Dudley
Henry C Dudley

TY 2016 Accounting Fees Schedule

Name: The Highstead Fund Inc
c/o Dudley & Shanley LLC

EIN: 20-5823379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting & tax return preparation	15,755	15,755		0

TY 2016 Investments Corporate Stock Schedule

Name: The Highstead Fund Inc
c/o Dudley & Shanley LLC

EIN: 20-5823379

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Common stock	25,832,973	25,832,973

TY 2016 Legal Fees Schedule

Name: The Highstead Fund Inc
c/o Dudley & Shanley LLC

EIN: 20-5823379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Advice	700	0		0

TY 2016 Other Decreases Schedule

Name: The Highstead Fund Inc
c/o Dudley & Shanley LLC

EIN: 20-5823379

Description	Amount
Unrealized depreciation of investments	160,219

TY 2016 Other Expenses Schedule

Name: The Highstead Fund Inc
c/o Dudley & Shanley LLC

EIN: 20-5823379

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank custody fees	30,224	30,224		0
Miscellaneous fees	661	661		0

TY 2016 Other Professional Fees Schedule

Name: The Highstead Fund Inc
c/o Dudley & Shanley LLC

EIN: 20-5823379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment management	113,588	113,588		0

TY 2016 Taxes Schedule

Name: The Highstead Fund Inc
c/o Dudley & Shanley LLC

EIN: 20-5823379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign tax on dividends	7,665	7,665		0
Federal excise tax on net investment income	83,000	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2016
	Name of the organization The Highstead Fund Inc c/o Dudley & Shanley LLC	Employer identification number 20-5823379

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Highstead Fund Inc c/o Dudley & Shanley LLC	Employer identification number 20-5823379
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Henry C Dudley c/o Dudley Shanley LLC 205 Worth Av Palm Beach, FL33480	\$ 792,944	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	Elisabeth C Dudley c/o Dudley Shanley LLC 205 Worth Av Palm Beach, FL33480	\$ 2,704,607	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization The Highstead Fund Inc c/o Dudley & Shanley LLC	Employer identification number 20-5823379
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Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	See Additional Data Table	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
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—		\$	
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—		\$	
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—		\$	

Name of organizationThe Highstead Fund Inc
c/o Dudley & Shanley LLC**Employer identification number**

20-5823379

Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

Additional Data

Software ID:

Software Version:

EIN: 20-5823379

Name: The Highstead Fund Inc
c/o Dudley & Shanley LLC

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	Linear Technology, 4,000 shares	<u>\$ 234,620</u>	<u>2016-09-07</u>
<u>1</u>	Linear Technology, 2,400 shares	<u>\$ 149,616</u>	<u>2016-11-28</u>
<u>1</u>	Fastenal, 6,000 shares	<u>\$ 256,260</u>	<u>2017-06-26</u>
<u>1</u>	Robert Half International, 1,000 shares	<u>\$ 47,640</u>	<u>2017-06-26</u>
<u>1</u>	Robert Half International, 700 shares	<u>\$ 33,348</u>	<u>2017-06-26</u>
<u>1</u>	Robert Half International, 1,500 shares	<u>\$ 71,460</u>	<u>2017-06-26</u>
<u>2</u>	Knight Transportation, 2,000 shares	<u>\$ 69,150</u>	<u>2016-11-29</u>
<u>2</u>	Knight Transportation, 11,300 shares	<u>\$ 390,697</u>	<u>2016-11-29</u>
<u>2</u>	Knight Transportation, 1,200 shares	<u>\$ 41,490</u>	<u>2016-11-29</u>
<u>2</u>	Knight Transportation, 10,000 shares	<u>\$ 364,000</u>	<u>2017-06-26</u>

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	Ecolab, 1,000 shares	<u>\$ 132,010</u>	<u>2017-06-26</u>
<u>2</u>	Fastenal, 3,000 shares	<u>\$ 128,130</u>	<u>2017-06-26</u>
<u>2</u>	Robert Half International, 15,000 shares	<u>\$ 714,600</u>	<u>2017-06-26</u>
<u>2</u>	US Bancorp, 3,000 shares	<u>\$ 153,105</u>	<u>2017-06-02</u>
<u>2</u>	Zions Bancorp, 5,000 shares	<u>\$ 211,250</u>	<u>2017-06-26</u>
<u>2</u>	Zions Bancorp, 13,000 shares	<u>\$ 500,175</u>	<u>2016-11-26</u>