

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning Dec 1, 2016, and ending Nov 30, 2017

Name of foundation

Union Foundation

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

P.O. Box 4470

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

Warren

NJ 07059

G Check all that apply.

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 15,611,245.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number

22-6046454

B Telephone number (see instructions)

(908) 753-2440

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) (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) . . .

2 Check ☒ If the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11.

332,878.

332,878.

48,256.

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ADMINISTRATIVE AND OPERATING EXPENSES

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits.

16a Legal fees (attach schedule).

b Accounting fees (attach sch).

c Other professional fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see Instrs) See Line 18 Stmt

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Line 23 Stmt

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

4,675.

83,580.

500.

20,517.

5,414.

114,186.

764,600.

878,786.

855,607.

500.

3,491.

297.

4,288.

4,288.

851,319.

48,256.

48,256.

4,675.

83,080.

92,872.

764,600.

857,472.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-).

c Adjusted net income (if negative, enter -0-).

-545,908.

-545,908.

-545,908.

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	4,603.	2,485.	2,485.
	2 Savings and temporary cash investments	2,667,965.	3,294,731.	3,292,392.
	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 sch)			
	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)	649,225.		
	b Investments — corporate stock (attach schedule) L-10b Stmt	2,914,655.	2,839,377.	6,463,233.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	304,904.	304,904.	301,065.
LIABILITIES	11 Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	3,826,982.	3,906,681.	5,533,757.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe L-15 Stmt)	4,314.	18,313.	18,313.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	10,372,648.	10,366,491.	15,611,245.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe L-22 Stmt)		17,026.	
	23 Total liabilities (add lines 17 through 22)		17,026.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	1,113,334.	1,113,334.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	14,568,047.	15,090,773.	
	29 Retained earnings, accumulated income, endowment, or other funds	-5,308,733.	-5,854,642.	
	30 Total net assets or fund balances (see instructions)	10,372,648.	10,349,465.	
	31 Total liabilities and net assets/fund balances (see instructions)	10,372,648.	10,366,491.	

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	10,372,648.
2 Enter amount from Part I, line 27a	2	-545,908.
3 Other increases not included in line 2 (itemize) See Other Increases Stmt	3	522,726.
4 Add lines 1, 2, and 3	4	10,349,466.
5 Decreases not included in line 2 (itemize) Rounding	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	10,349,465.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a LTCG-Blackrock Global Allocation	P	12/16/16	12/16/16
b STCG-Select Treasury Inst. Fd.	P	12/12/16	12/12/16
c LTCG-Am. Fd. Cap. World Gwth & Inc.	P	12/22/16	12/22/16
d LTCG-Am. Fd. Cap. Euro Pacific Growth	P	06/15/17	06/15/17
e See Columns (a) thru (d)			

(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 8,328.		0.	8,328.
b 0.		0.	0.
c 32,492.		0.	32,492.
d 7,436.		0.	7,436.
e See Columns (e) thru (h)		302,071.	474,473.

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	
a			8,328.
b			0.
c			32,492.
d			7,436.
e See Columns (i) thru (l)			474,473.

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	522,729.
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	48,256.

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	818,842.	14,596,777.	0.056097
2014	856,510.	15,154,917.	0.056517
2013	847,076.	15,464,678.	0.054775
2012	791,599.	14,382,580.	0.055039
2011	749,438.	13,537,245.	0.055361

2 Total of line 1, column (d)	2	0.277789
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	0.055558
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5.	4	15,291,997.
5 Multiply line 4 by line 3	5	849,593.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,513.
7 Add lines 5 and 6	7	858,106.
8 Enter qualifying distributions from Part XII, line 4	8	857,472.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	17,026.
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	17,026.
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	17,026.
6 Credits/Payments.			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	18,313.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	18,313.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,287.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax	11	1,287.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NEW JERSEY		
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)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address N/A		
14 The books are in care of Thomas H. Campbell Telephone no (703) 273-4230 Located at 12798 Fair Briar Lane Fairfax, VA ZIP + 4 22033		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country		

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?**5 b**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? ☐ Yes ☐ No

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

6 a 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?**6 b**

If 'Yes' to 6b, file Form 8870

7 a 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?**7 b****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	(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
William V. Engel P.O. Box 4470 Warren NJ 07059	President 2.50	425.	0.	0.
Suzanne B. Engel P.O. Box 4470 Warren, NJ 07059	Vice President 0.50	850.	0.	0.
R. Sean Devlin P.O. Box 4470, Warren, NJ 07059	Asst. Treasurer 0.50	850.	0.	0.
See Information about Officers, Directors, Trustees, Etc -----		2,550.	0.	0.

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	(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 None

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	1 a	15,520,778.
b Average of monthly cash balances	1 b	4,092.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	15,524,870.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	15,524,870.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	232,873.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	15,291,997.
6 Minimum investment return. Enter 5% of line 5	6	764,600.

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	764,600.
2a Tax on investment income for 2016 from Part VI, line 5	2 a	17,026.
b Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	17,026.
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	747,574.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4.	5	747,574.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	747,574.

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	1 a	857,472.
b Program-related investments — total from Part IX-B.	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	857,472.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	857,472.

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				747,574.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years 20 . . . 20 . . . 20 . . .				
3 Excess distributions carryover, if any, to 2016				
a From 2011	77,461.			
b From 2012	79,982.			
c From 2013	95,559.			
d From 2014	110,682.			
e From 2015	105,075.			
f Total of lines 3a through e	468,759.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 857,472.				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2016 distributable amount				747,574.
e Remaining amount distributed out of corpus	109,898.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	578,657.			
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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	77,461.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	501,196.			
10 Analysis of line 9				
a Excess from 2012	79,982.			
b Excess from 2013	95,559.			
c Excess from 2014	110,682.			
d Excess from 2015	105,075.			
e Excess from 2016	109,898.			

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
<i>a Paid during the year</i> See Attached Schedule See Attached Schedule Warren NJ 07059	No Individuals	All are 509(a) (1) or 509(a) (2)	See Attached Schedule	764,600.
Total			3 a	764,600.
<i>b Approved for future payment</i>				
Total			3 b	

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

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) Exclu- sion 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			14	332,878.	
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 . . .	523000		18	522,729.	
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)				855,607.	
13	Total. Add line 12, columns (b), (d), and (e)					855,607.

(See worksheet in line 13 instructions to verify calculations)

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

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Tax	17,026.			
Foreign Tax	3,491.	3,491.		
Total	20,517.	3,491.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Advisory Services	3,115.	146.		2,969.
Miscellaneous	2,148.			2,148.
Foreign Fees	151.	151.		
Total	5,414.	297.		5,117.

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Capital Surplus Current Year	522,726.
Total	522,726.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (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 Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
500 sh ADP	P	07/20/10	11/17/17
0.272 sh Brighthouse Financial	P	07/09/13	08/07/17
500 sh Colgate Palmolive	P	07/07/99	11/17/17
2500 sh CSX	P	11/16/11	06/20/17
1500 sh CSX	P	11/16/11	11/17/17
1000 sh CSX	P	06/28/12	11/17/17
334 sh Dell Technologies	P	11/20/13	06/20/17
100 sh J&J	P	02/11/88	11/17/17
400 sh J&J	P	06/22/88	11/17/17
1000 sh Microsoft	P	11/18/93	06/20/17
500 sh Novartis	P	11/16/16	11/17/17
500 sh Pepsico	P	11/16/95	06/20/17
500 sh Travelers	P	11/16/11	06/20/17
1000 sh UPS	P	06/20/10	11/17/17

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (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)
54,801.		18,101.	36,700.
17.		15.	2.
35,515.		11,953.	23,562.
129,151.		56,210.	72,941.
74,122.		33,726.	40,396.
49,415.		22,205.	27,210.
20,469.		15,765.	4,704.
13,648.		501.	13,147.
54,592.		2,040.	52,552.
69,258.		2,539.	66,719.
41,579.		36,646.	4,933.
58,327.		12,618.	45,709.
63,714.		28,706.	35,008.
111,936.		61,046.	50,890.
Total		<u>302,071.</u>	<u>474,473.</u>

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

Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			36,700.
			2.
			23,562.
			72,941.
			40,396.
			27,210.
			4,704.
			13,147.
			52,552.
			66,719.
			4,933.
			45,709.
			35,008.
			50,890.
Total			<u>474,473.</u>

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person.. ☒ Business . ☐ Thomas H. Campbell P.O. Box 4470, Warren, NJ 07059	Treasurer 2.00	425.	0.	0.
Person.. ☒ Business . ☐ Edward S. Atwater, IV P.O. Box 4470, Warren, NJ 07059	Vice President 2.00	850.	0.	0.
Person.. ☒ Business . ☐ Abby O'Neill P.O. Box 4470 Warren NJ 07059	Trustee 0.50	850.	0.	0.
Person.. ☒ Business . ☐ Michael O'Neill P.O. Box 4470 Warren NJ 07059	Trustee 0.50	425.	0.	0.

Total

2,550. 0. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Thomas H. Campbell	Tax and Accounting	14,430.	500.		13,930.
Engel & Devlin, PC	Legal & Managerial	69,150.			69,150.
Total		83,580.	500.		83,080.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attached-Common Stock	2,839,377.	6,463,233.
Total	2,839,377.	6,463,233.

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See Attached	304,904.	301,065.
Total	<u>304,904.</u>	<u>301,065.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
See Attached-Mutual Funds	3,178,849.	4,454,734.
See Attached-Other Equity	727,832.	1,079,023.
Total	<u>3,906,681.</u>	<u>5,533,757.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Rounding	1.	0.	0.
Prepaid Federal Tax	4,313.	18,313.	18,313.
Total	<u>4,314.</u>	<u>18,313.</u>	<u>18,313.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Federal Excise Tax		17,026.
Total		<u>17,026.</u>

Supporting Statement of:

Form 990-PF, p1/Line 13(a)

Description	Amount
Annual Meeting	2,975.
Grants Committee	1,700.
Total	<u>4,675.</u>

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-1

Description	Amount
Producing Income	146.
Administrative	2,969.
Total	<u>3,115.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
Cash UBS	0.
UBS Bank USA Business Account	250,000.
UBS AG Deposit Account	256,244.
UBS Select Treasury FD	1,721.
CDs	2,160,000.
Total	<u>2,667,965.</u>

Supporting Statement of:

Form 990-PF, p2/Line 28(a)

Description	Amount
Prior Year	14,080,314.
Current Year	487,733.
Total	<u>14,568,047.</u>

Supporting Statement of:

Form 990-PF, p2/Line 29(a)

Description	Amount
Prior Year	-4,789,696.
Current Year	-519,037.
Total	-5,308,733.

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
UBS Bank USA Business Account	250,000.
UBS Select Treasury Capital Fd	857,130.
UBS Select Treasury Institutional Fd	67,601.
Certificates of Deposit	2,120,000.
Total	3,294,731.

Supporting Statement of:

Form 990-PF, p2/Line 2(c)

Description	Amount
UBS Bank USA Business Account	250,000.
UBS Select Treasury Capital Fd	857,130.
UBS Select Treasury Institutional Fd	67,600.
Certificates of Deposit	2,117,662.
Total	3,292,392.

Supporting Statement of:

Form 990-PF, p2/Line 28(b)

Description	Amount
Previous Balance	14,568,047.
Current Year	522,726.
Total	15,090,773.

Supporting Statement of:

Form 990-PF, p2/Line 29(b)

Description	Amount
Previous Balance	-5,308,733.
Current Year	-545,909.
Total	<u>-5,854,642.</u>

Supporting Statement of:

Form 990-PF, p6/Line 1c, Compensation-1

Description	Amount
Grants Meeting	0.
Annual Meeting	425.
Total	<u>425.</u>

Supporting Statement of:

Form 990-PF, p6/Line 1c, Compensation-2

Description	Amount
Grants Meeting	425.
Annual Meeting	425.
Total	<u>850.</u>

Supporting Statement of:

Form 990-PF, p6/Line 1c, Compensation-3

Description	Amount
Grants Meeting	425.
Annual Meeting	425.
Total	<u>850.</u>

Supporting Statement of:

Form 990-PF, p6/Line 1c, Compensation-4

Description	Amount
Annual Meeting	425.
Total	<u>425.</u>

Supporting Statement of:

Form 990-PF, p6/Line 1c, Compensation-5

Description	Amount
Grants Meeting	425.
Annual Meeting	425.
Total	<u>850.</u>

Supporting Statement of:

Form 990-PF, p6/Line 1c, Compensation-6

Description	Amount
Grants Meeting	425.
Annual Meeting	425.
Total	<u>850.</u>

Supporting Statement of:

Form 990-PF, p6/Line 1c, Compensation-7

Description	Amount
Annual Meeting	425.
Total	<u>425.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Dividends	286,854.

Continued

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Interest	46,024.
Total	<u>332,878.</u>

Union Foundation
Investments
As of November 30, 2017

EIN: 22-6046454

	Book Value	Fair Market Value
Certificates of Deposit		
\$240K Discover Bk 1.65% 7/23/18	240,000.00	240,098.40
\$240K Capital One 1.55% 7/23/18	240,000.00	240,348.00
\$240K Ally Bk 1.65% 11/27/18	240,000.00	240,139.20
\$240K Private Bk 1.10% 5/06/19	240,000.00	238,958.40
\$240K 1.65% Wells Fargo 6/28/19	240,000.00	239,738.40
\$200K Comenity Bk 1.65% 6/28/19	200,000.00	198,826.00
\$240K 1st Nat Bk 1.65% 7/12/19	240,000.00	239,697.60
240K Capital One 2.05% 11/23/20	240,000.00	239,928.00
240K Goldman S. 2.05% 11/23/20	240,000.00	239,928.00
Total Certificates of Deposit	2,120,000.00	2,117,662.00
Corporate Bonds		
300K AT&T 2.375% 11/27/18	304,904.25	301,065.00
Total Corporate Bonds	304,904.25	301,065.00
Corporate Stocks		
1,500 sh American Water Works	44,715.95	137,340.00
3,750 sh Aqua America	41,122.65	142,462.50
1,500 sh AT&T, Inc.	6,060.05	54,570.00
1,000 sh Auto Data Processing	36,202.85	114,460.00
227 sh Brighthouse Financial	12,964.96	13,345.33
1,750 sh Chevron	178,806.52	208,232.50
3,000 sh Cisco Systems	65,738.94	111,900.00
1,500 sh Colgate Palmolive	35,858.35	108,675.00
1,500 sh Costco Wholesale Corp.	46,956.01	276,645.00
2,200 sh CVS Corp.	134,128.77	168,520.00
1,000 sh Diageo PLC	68,461.92	138,470.00
3,500 sh Exxon Mobil Corp.	79,804.85	291,515.00
4,000 sh FANUC ADR	78,532.04	100,012.00
7,000 sh General Electric	16,333.34	128,030.00
1,500 sh Genuine Parts	48,529.41	139,455.00
5,000 sh Intel	19,440.04	224,200.00
2,500 sh Johnson & Johnson	12,751.87	348,325.00
2,000 sh JP Morgan Chase	80,602.07	209,040.00
2,000 sh Lowes Companies	21,489.95	166,740.00
3,000 sh Medtronic PLC	230,850.00	246,390.00
3,500 sh Merck & Co.	35,715.41	193,445.00
2,500 sh MetLife	112,268.46	134,200.00
5,000 sh Microsoft	12,697.30	420,850.00

Union Foundation
Investments
As of November 30, 2017

EIN: 22-6046454

	Book Value	Fair Market Value
1,500 sh Middlesex Water	28,679.74	69,180.00
1,500 sh Monsanto Co	126,810.21	177,510.00
2,000 sh Nestle SA ADR	101,020.72	170,820.00
3,000 sh Novartis	162,335.90	257,400.00
1,500 sh Pepsico	37,853.99	174,780.00
2,000 sh Potash Corp.	58,960.99	39,300.00
3,000 sh Roche Holding	67,161.76	94,740.00
1,500 sh Royal Dutch Shell	110,284.39	98,910.00
2,500 sh Schlumberger	60,636.66	157,125.00
1,500sh Transocean	61,537.90	15,210.00
1,500 sh Travelers Companies	57,063.34	203,355.00
1,000 sh Union Pacific	116,744.54	126,500.00
1,500 sh United Technologies	163,645.84	182,175.00
2,000 sh Verizon Communications	35,182.33	101,780.00
2,500 sh Walt Disney Co.	53,233.68	262,050.00
3,200 sh Weyerhaeuser Co	50,656.08	113,216.00
2,000 sh WP Carey, Inc. REIT	127,537.22	142,360.00
Total Corporate Stocks	2,839,377.00	6,463,233.33
Mutual Funds		
27,034.643 Am Fd Cap World	827,764.95	1,433,376.77
7,865.178 sh Am Fd Euro Pacific	311,939.76	449,494.92
55,984.693 sh Blkrk Global Fd	1,039,138.07	1,146,566.51
60,240.743 Income Fd America	1,000,006.45	1,425,295.97
Total Mutual Funds	3,178,849.23	4,454,734.17
Other Equity Investments		
1,000 Vanguard SmCap 600 Index	103,573.32	141,760.00
2,000 Vanguard Sector Financial	109,496.52	138,760.00
4,300 Vanguard Sector Index IT	421,533.90	709,543.00
2,000 sh Vanguard Intl Emerg Mk	93,228.51	88,960.00
Total Other Equity Investments	727,832.25	1,079,023.00