

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

2017

Open to Public
Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

<p>Name of foundation CARDINAL BROOK TRUST</p> <p>Number and street (or P O box number if mail is not delivered to street address) C/O KLR 800 SOUTH STREET NO 300</p> <p>City or town, state or province, country, and ZIP or foreign postal code WALTHAM, MA 02453</p> <p>G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change</p> <p>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</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 59,439,251</p>		<p>A Employer identification number 04-3050557</p> <p>B Telephone number (see instructions) (781) 547-8800</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>							
		<p>J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p> <p>(Part I, column (d) must be on cash basis)</p>							
<p>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))</p>		(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)		16,010,928					
	2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B							
	3	Interest on savings and temporary cash investments		17,952		17,952			
	4	Dividends and interest from securities		1,451,222		1,448,032			
	5a	Gross rents							
	b	Net rental income or (loss)							
	6a	Net gain or (loss) from sale of assets not on line 10		4,792,143					
	b	Gross sales price for all assets on line 6a	4,813,621						
	7	Capital gain net income (from Part IV, line 2)				4,783,988			
	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)		131		131				
12	Total. Add lines 1 through 11		22,272,376		6,250,103				
Operating and Administrative Expenses	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)		13,688		0		13,688	
	b	Accounting fees (attach schedule)							
	c	Other professional fees (attach schedule)		297,962		297,962		0	
	17	Interest		22,304		22,304		0	
	18	Taxes (attach schedule) (see instructions)		23,774		6,226		0	
	19	Depreciation (attach schedule) and depletion							
	20	Occupancy							
	21	Travel, conferences, and meetings							
	22	Printing and publications							
	23	Other expenses (attach schedule)		46,480		45,425		1,000	
	24	Total operating and administrative expenses.							
	Add lines 13 through 23		404,208		371,917		14,688		
25	Contributions, gifts, grants paid		1,607,950				1,607,950		
26	Total expenses and disbursements. Add lines 24 and 25		2,012,158		371,917		1,622,638		
27	Subtract line 26 from line 12								
a	Excess of revenue over expenses and disbursements		20,260,218						
b	Net investment income (if negative, enter -0-)			5,878,186					
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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		1,905,383	25,721,041	25,721,041
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)				
c	Investments—corporate bonds (attach schedule)		1,623,769	3,574,627	3,936,583
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)		24,924,911	18,893,613	29,781,627
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)		28,454,063	48,189,281	59,439,251
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons		525,000		
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ► _____)				
23	Total liabilities (add lines 17 through 22)		525,000	0	
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
27	Capital stock, trust principal, or current funds		1,000,000	1,000,000	
28	Paid-in or capital surplus, or land, bldg , and equipment fund		7,000,469	7,000,469	
29	Retained earnings, accumulated income, endowment, or other funds		19,928,594	40,188,812	
30	Total net assets or fund balances (see instructions)		27,929,063	48,189,281	
31	Total liabilities and net assets/fund balances (see instructions)		28,454,063	48,189,281	

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	27,929,063
2	Enter amount from Part I, line 27a	2	20,260,218
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	48,189,281
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	48,189,281

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					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a 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	4,783,988	
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?

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

 Yes No**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))
2016	1,029,321	9,734,684	0 105737
2015	888,622	6,251,236	0 142151
2014	735,031	6,876,499	0 106890
2013	78,589	6,366,001	0 012345
2012	69,770	5,925,015	0 011775
2 Total of line 1, column (d)			2 0 378898
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 075780
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 39,456,517
5 Multiply line 4 by line 3			5 2,990,015
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 58,782
7 Add lines 5 and 6			7 3,048,797
8 Enter qualifying distributions from Part XIII, line 4			8 1,622,638

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	117,564
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	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	117,564
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	117,564
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	21,658
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	0
7	Total credits and payments Add lines 6a through 6d.	7	221,658
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
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	104,094
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ► 104,094	11	Refunded ► 0

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
1c	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 ► \$ _____ 0 (2) On foundation managers ► \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►MA		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes

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	Yes
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 ►KAREN DAVIS	Telephone no ►(781) 547-8800	
Located at ►C/O KLR 800 SOUTH STREET STE 300 WALTHAM MA			ZIP+4 ►02453
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 2017, 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.		
		Yes No
1a	During the year did the foundation (either directly or indirectly)	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	► <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 2017?	► <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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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 2017 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 2017).	► <input type="checkbox"/> 3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	► <input type="checkbox"/> 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 2017?	► <input type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. ►			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	6b
	<i>If "Yes" to 6b, file Form 8870</i>			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?			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	Contributions to employee benefit plans and deferred (d) compensation	Expense account, (e) other allowances
NONE				

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

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
NONE		

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

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.

organizations and other beneficiaries served, conferences convened, research papers produced, etc	
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.

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		

—
A

Total Add lines 1 through 3

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	34,810,367
b	Average of monthly cash balances.	1b	5,247,011
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	40,057,378
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	40,057,378
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	600,861
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	39,456,517
6	Minimum investment return. Enter 5% of line 5.	6	1,972,826

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign

Part XI organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	1,972,826
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	117,564
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	2,521
c	Add lines 2a and 2b.	2c	120,085
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,852,741
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,852,741
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	1,852,741

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	1,622,638
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	1,622,638
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	1,622,638
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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,852,741
2 Undistributed income, if any, as of the end of 2017			0	
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.	394,500			
d From 2015.	576,886			
e From 2016.	555,206			
f Total of lines 3a through e.	1,526,592			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 1,622,638			0	
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				1,622,638
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	230,103			230,103
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,296,489			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,296,489			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.	164,397			
c Excess from 2015.	576,886			
d Excess from 2016.	555,206			
e Excess from 2017.				

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 2017, 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.			
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 ► 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

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) 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			14	17,952	
4 Dividends and interest from securities.	900099	3,190	14	1,448,032	
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.			14	131	
8 Gain or (loss) from sales of assets other than inventory	900099	8,155	18	4,783,988	
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).		11,345		6,250,103	0
13 Total. Add line 12, columns (b), (d), and (e).			13		6,261,448
(See worksheet in line 13 instructions to verify calculations.)					

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

Part XVII

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

a Transfers from the reporting foundation to a noncharitable exempt organization of

b Other transactions

(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

* * * * *

2018-11-13

* * * * *

May the IRS discuss this
return
with the preparer shown
below
(see instr)? Yes No

Signature of officer or trustee

Date

✓ Title

**Sign
Here**

**Paid
Preparer
Use Only**

(see instr?) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ► <input type="checkbox"/>
	HEATHER HALLISEY			PTIN P01487131
	Firm's name ► KAHN LITWIN RENZA & CO LTD			Firm's EIN ► 05-0409384
Firm's address ► 800 SOUTH STREET SUITE 300 WALTHAM, MA 02453			Phone no (781) 547-8800	

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.)
US TRUST #5067 - DETAIL AVAILABLE UPON REQUEST	P		2017-12-31
FIR TREE INTERNATIONAL (MARK-TO-MARKET)	P		2017-12-31
GRACIE CREDIT OPPORTUNITIES (MARK-TO-MARKET)	P		2017-12-31
III SELECT CREDIT (MARK-TO-MARKET)	P		2017-12-31
PALOMA INTERNATIONAL (MARK-TO-MARKET)	P		2017-12-31
STEELHEAD PATHFINDER FUND (MARK-TO-MARKET)	P		2017-12-31
GENERAL ATLANTIC PARTNERS BERMUDA II	P		2017-12-31
GENERAL ATLANTIC PARTNERS BERMUDA II	P		2017-12-31
GENERAL ATLANTIC PARTNERS BERMUDA III	P		2017-12-31
GENERAL ATLANTIC PARTNERS 86	P		2017-12-31

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)
95,533			95,533
15,911			15,911
		14,017	-14,017
		7,461	-7,461
57,790			57,790
43,768			43,768
721,180			721,180
8,155		8,155	0
86,004			86,004
2,574			2,574

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) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			95,533
			15,911
			-14,017
			-7,461
			57,790
			43,768
			721,180
			0
			86,004
			2,574

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.)
GENERAL ATLANTIC PARTNERS 90	P		2017-12-31
GENERAL ATLANTIC PARTNERS 93	P		2017-12-31

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
190,736			190,736
3,591,970			3,591,970

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 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	
			190,736
			3,591,970

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HANNAH JOHNSON	TRUSTEE 1 00	0	0	0
C/O KLR 800 SOUTH STREET STE 300 WALTHAM, MA 02453				
NATHAN DAVIS	TRUSTEE 1 00	0	0	0
C/O KLR 800 SOUTH STREET STE 300 WALTHAM, MA 02453				
JACOB DAVIS	TRUSTEE 1 00	0	0	0
C/O KLR 800 SOUTH STREET STE 300 WALTHAM, MA 02453				
REBECCA KOHLBERG-DAVIS	TRUSTEE 1 00	0	0	0
C/O KLR 800 SOUTH STREET STE 300 WALTHAM, MA 02453				
KAREN DAVIS	TRUSTEE 1 00	0	0	0
C/O KLR 800 SOUTH STREET STE 300 WALTHAM, MA 02453				
DAVID DAVIS	TRUSTEE 1 00	0	0	0
C/O KLR 800 SOUTH STREET STE 300 WALTHAM, MA 02453				

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).

KAREN DAVIS

DAVID DAVIS

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
1794 MEETING HOUSEBOX 8 NEW SALEM, MA 01355	NONE	PUBLIC CHARITY	FOR PERFORMING ARTS	2,000
ABBY'S HOUSE52 HIGH ST WORCESTER, MA 01609	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	300
ACLU125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	2,500
Total			►	1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
ATHOL AREA YMCA 545 MAIN STREET ATHOL, MA 01331	NONE	PUBLIC CHARITY	FOR COMMUNITY PROGRAMS	1,000
BANK OF AMERICA CHARITABLE GIFT FUND 100 FEDERAL STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	255,450
CALCUTTA KIDS PO BOX 465 MARLBORO, VT 05344	NONE	PUBLIC CHARITY	FOR DISADVANTAGED COMMUNITIES	2,000
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
CAMP CLAIRE 15 OAKLAND AVE LYME, CT 06371	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	10,000
CENTER FOR REPRODUCTIVE RIGHTS 199 WATER ST NEW YORK, NY 10038	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	1,000
CISAONE SUGAR STREET SOUTH DEERFIELD, MA 01373	NONE	PUBLIC CHARITY	FOR SUPPORT OF FARMING	5,000
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
COMMUNITY ROWING OF SAN DIEGO 1750 FIESTA ISLAND DRIVE SAN DIEGO, CA 92109	NONE	PUBLIC CHARITY	FOR EDUCATION OF DISADVANTAGED GROUPS	2,000
EAST QUABBIN LAND TRUSTPO BOX 5 HARDWICK, MA 01037	NONE	PUBLIC CHARITY	FOR LAND CONSERVATION	100,200
ELECTRONIC FRONTIER FOUNDATION 815 EDDY STREET SAN FRANCISCO, CA 94109	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	1,000
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
FORWARD IN HEALTH 192 LAWRENCE STREET GARDNER, MA 01440	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	20,000
FRIENDS OF ACADIA 43 COTTAGE ST D BAR HARBOR, ME 04609	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	25,000
GAY HEAD LIGHTHOUSE 65 STATE ROAD AQUINNAH, MA 02535	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	10,000
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
GNU FOUNDATION PO BOX 29301 SAN FRANCISCO, CA 94129	NONE	PUBLIC CHARITY	FOR DISADVANTAGED COMMUNITIES	2,500
HARTFORD SYMPHONY ORCHESTRA 166 CAPITOL AVE HARTFORD, CT 06103	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	10,000
HARVARD COLLEGE SCHOOLYARD PROJECT 324 NORTH MAIN STREET PETERSHAM, MA 01366	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	35,000
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
HEIFER PROJECT INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE	PUBLIC CHARITY	TO PROVIDE FAMILIES IN NEED WITH A SOURCE OF FOOD	10,000
HEYWOOD HOSPITAL 242 GREEN STREET GARDNER, MA 01440	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	30,000
HOSPICE OF MARTHA'S VINEYARD 79 BEACH RD VINEYARD HAVEN, MA 02568	NONE	PUBLIC CHARITY	FOR HEALTH CARE FOR LOW-INCOME GROUPS	1,000
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
HOUSE OF BREAD MINISTRIES INC 4227 GRACE AVENUE BRONX, NY 10466	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	10,000
HUDSON LINK FOR HIGHER EDUCATION PRISON 23 STATE ST OSSINING, NY 10562	NONE	PUBLIC CHARITY	FOR EDUCATIONAL PURPOSES	2,500
IMS INSIGHT MEDITATION SOCIETY 1230 PLEASANT STREET BARRE, MA 01005	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	30,000
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
ISLAND GROWN SCHOOLSPO BOX 622 VINEYARD HAVEN, MA 02568	NONE	PUBLIC CHARITY	FOR SUPPORT OF FARMING	20,000
ISLAND HOUSING TRUSTPO BOX 779 WEST TISBURY, MA 02575	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	10,000
JANE STERN DORADO COMMUNITY LIBRARY 331 CALLE MNDEZ VIGO DORADO, PR 00646	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	5,000
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
JOHN PURDUE CLUB 900 JOHN R WOODEN DRIVE WEST LAFAYETTE, IN 47907	NONE	PUBLIC CHARITY	FOR EDUCATIONAL PURPOSES	15,000
JOHN'S HOPKINS 1800 ORLEANS STREET BALITMORE, MD 21217	NONE	PUBLIC CHARITY	WURTELMAN PANCREATIC CANCER RESEARCH FUND	10,000
KW CARES 1221 SOUTH MOPAC EXPRESSWAY SUITE 400 AUSTIN, TX 78746	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	5,000
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
LISTENING BARRE INTEGRATED HEALTH CENTER 35 SOUTH STREET BARRE, MA 01005	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	30,000
MARLBORO COLLEGE 2582 SOUTH ROAD MARLBORO, VT 05344	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	250,000
MARTHA'S VINEYARD FISHERMEN PRESERVATION TRUST PO BOX 96 MENEMSHA, MA 02552	NONE	PUBLIC CHARITY	FOR GENERAL PURPOSES	89,100
Total	►			1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
MARTHA'S VINEYARD SHELLFISH GROUP INC BOX 1552 OAK BLUFFS, MA 02557	NONE	PUBLIC CHARITY	FOR EDUCATIONAL PURPOSES	2,000
MASSACHUSETTS AUDUBON 113 GOODNOW RD PRINCETON, MA 01541	NONE	PUBLIC CHARITY	FOR GENERAL MAINTENANCE AT THE MEADOW	2,000
MEXICAN AMERICAN LEGAL DEFENSE 634 S SPRING STREET 11TH FLOOR LOS ANGELES, CA 90014	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	100
Total			►	1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
MILLER'S RIVER WATERSHED COUNCIL 100 MAIN STREET ATHOL, MA 01331	NONE	PUBLIC CHARITY	FOR STORM WATER PROJECT AND OPERATING BUDGET	2,000
MOUNT WACHUSSETT CC FOUNDATION 444 GREEN STREET GARDNER, MA 01440	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	10,000
MOZILLA FOUNDATION 331 E EVELYN AVE MOUNTAIN VIEW, CA 94041	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	100
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
MT GRACE LAND TRUST 1461 OLD KEENE ROAD ATHOL, MA 01331	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	172,000
NATIONAL FALLEN FIREFIGHTERS ASSOCIATION PO DRAWER 498 EMMITSBURG, PA 21727	NONE	PUBLIC CHARITY	TO ASSIST THE FAMILIES AND COWORKERS OF FALLEN FIRE FIGHTERS	100
NEW ENGLAND PUBLIC RADIO 1525 MAIN ST SPRINGFIELD, MA 01103	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	4,000
Total	►			1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
NORTHEAST ORGANIC FARMERS ASSOCIATION 411 SHELDON RD BARRE, MA 01005	NONE	PUBLIC CHARITY	FOR SUPPORT OF FARMING IN NEW ENGLAND	5,000
PERMANENT ENDOWMENT FUND FOR MARTHA'S VINEYARD PO BOX 1182 OAK BLUFFS, MA 02557	NONE	PUBLIC CHARITY	FOR SUPPORT OF WENDY WEISMAN JENKISON CULINARY ARTS FUND	500
PETERSHAM ARTS COUNCIL PO BOX 53 PETERSHAM, MA 01366	NONE	PUBLIC CHARITY	FOR COMMUNITY ART COUNCIL	2,000
Total	►			1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
PETERSHAM CRAFT CENTER NORTH MAIN STREET PETERSHAM, MA 01366	NONE	PUBLIC CHARITY	FOR COMMUNITY ART CENTER	1,000
PETERSHAM MEMORIAL LIBRARY ON THE COMMON PETERSHAM, MA 01366	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000
PETERSHAM UNITARIAN CHURCH ON THE COMMON PETERSHAM, MA 01366	NONE	PUBLIC CHARITY	FOR BUILDING MAINTENANCE	6,000
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
PLANNED PARENTHOOD 26 BLEECKER ST NEW YORK, MA 10012	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	2,000
POLLY HILL ARBORETUM 809 STATE RD WEST TISBURY, MA 02575	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	1,000
PROPLUBICA 155 AVENUE OF THE AMERICAS 13TH FLOOR NEW YORK, NY 10013	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	200
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
PURDUE UNIVERSITY 610 PURDUE MALL WEST LAFAYETTE, IN 47907	NONE	PUBLIC CHARITY	FOR EDUCATIONAL PURPOSES	5,000
ROOM TO READ 465 CALIFORNIA STREET SUITE 1000 SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	FOR EDUCATIONAL PURPOSES	300
SAVANNAH CHRISTIAN PREP SCHOOL 1599 CHATHAM PKWY SAVANNAH, GA 31408	NONE	PUBLIC CHARITY	FOR EDUCATIONAL PURPOSES	10,000
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEEDS OF SOLIDARITY 165 CHESTNUT HILL RD ORANGE, MA 01364	NONE	PUBLIC CHARITY	FOR SUPPORT OF FARMING	2,000
SHERIFF'S MEADOW FOUNDATION 57 DAVID AVENUE VINEYARD HAVEN, MA 02568	NONE	PUBLIC CHARITY	FOR LAND CONSERVATION	2,000
ST ANDREWS SCHOOL 350 NOXONTOWN RD MIDDLETOWN, DE 19709	NONE	PUBLIC CHARITY	FOR EDUCATIONAL PURPOSES	1,500
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SWARTHMORE COLLEGE 500 COLLEGE AVE SWARTHMORE, PA 19081	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	5,000
TAPESTRY HEALTH SYS 296 NONOTUCK STREET FLORENCE, MA 01062	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	10,000
THE FARM SCHOOL INC 488 MOORE HILL ROAD ATHOL, MA 01331	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT	20,300
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
THE MARTHA'S VINEYARD FILM FESTIVAL PO BOX 592 CHILMARK, MA 02535	NONE	PUBLIC CHARITY	FOR SUPPORT OF THE ARTS	1,000
THE TRUSTEES OF RESERVATIONS 572 ESSEX ST BEVERLY, MA 01915	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT IN PETERSHAM AND THE SURROUNDING TOWNS	4,000
THE VILLAGE SCHOOL ON THE COMMON ON THE COMMON ROYALSTON, MA 01368	NONE	PUBLIC CHARITY	FOR EDUCATIONAL PURPOSES	250,000
Total			►	1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
UC SAN DIEGO 9500 GILMAN DRIVE 0059 LA JOLLA, CA 92093	NONE	PUBLIC CHARITY	FOR GENERAL SUPPORT AS WELL AS A NEWBORN HALO SLEEP SACK PROGRAM	10,000
UC SAN DIEGO FOUNDATION 200 WEST ARBOR DRIVE SAN DIEGO, CA 92103	NONE	PUBLIC CHARITY	FOR THE GENERAL SUPPORT OF THE MILK BANK	2,500
UMASS MEDICAL BARRE FAMILY HEALTH CARE (UMMFBARRE) 333 SOUTH STREET SHREWSBURY, MA 01545	NONE	PUBLIC CHARITY	FOR HEALTH CARE FOR LOW-INCOME GROUPS	1,000
Total				1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
VCS VINEYARD CONSERVATION SOCIETY LAMBERTS COVE ROAD VINEYARD HAVEN, MA 02568	NONE	PUBLIC CHARITY	FOR RESEARCH	55,000
VIPASSANA HAWAIIPO BOX 551681 KAPAAU, HI 96755	NONE	PUBLIC CHARITY	FOR METTA DANA PROJECT	10,000
WBUR630 COMMONWEALTH AVE BOSTON, MA 02225	NONE	PUBLIC CHARITY	FOR BOSTON PUBLIC RADIO PROGRAMS	1,700
Total			►	1,607,950
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
WENDY WEISMAN JENKINSON CULINARY ARTS FUND PO BOX 1182 OAK BLUFFS, MA 02557	NONE	PUBLIC CHARITY	FOR EDUCATIONAL PURPOSES	500
WGBH PO BOX 55875 BOSTON, MA 02205	NONE	PUBLIC CHARITY	FOR PUBLIC BROADCASTING	500
WIKIMEDIA 1 MONTGOMERY STREET SUITE 1600 SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	FOR EDUCATIONAL PURPOSES	100
Total				1,607,950
3a				

TY 2017 Investments Corporate Bonds Schedule

Name: CARDINAL BROOK TRUST

EIN: 04-3050557

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
US TRUST	3,574,627	3,936,583

TY 2017 Investments - Other Schedule

Name: CARDINAL BROOK TRUST

EIN: 04-3050557

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIR TREE INTERNATIONAL FUND	FMV	724,214	724,214
GRACIE CREDIT OPPORTUNITIES FUND	FMV	539,126	539,126
III SELECT CREDIT FUND	FMV	793,364	793,364
PALOMA INTERNATIONAL FUND	FMV	1,540,680	1,540,680
STEELHEAD PATHFINDER FUND	FMV	732,036	732,036
GENERAL ATLANTIC PARTNERS (BERMUDA) II	AT COST	5,672,408	8,450,589
GENERAL ATLANTIC PARTNERS (BERMUDA) III	AT COST	4,106,692	5,717,021
GENERAL ATLANTIC PARTNERS #86	AT COST	0	1,056
GENERAL ATLANTIC PARTNERS #87	AT COST	190,565	161,238
GENERAL ATLANTIC PARTNERS #88	AT COST	92,611	895,014
GENERAL ATLANTIC PARTNERS #90	AT COST	2,429,355	3,402,402
GENERAL ATLANTIC PARTNERS #91B	AT COST	3,779	0
GENERAL ATLANTIC PARTNERS #92C	AT COST	1,200,027	4,370,142
GENERAL ATLANTIC PARTNERS #93	AT COST	868,612	2,454,687
GENERAL ATLANTIC PARTNERS #96	AT COST	144	58

TY 2017 Legal Fees Schedule

Name: CARDINAL BROOK TRUST**EIN:** 04-3050557

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	13,688	0		13,688

TY 2017 Other Expenses Schedule

Name: CARDINAL BROOK TRUST**EIN:** 04-3050557**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MA PC ANNUAL FILING FEE	1,000	0		1,000
PARTNERSHIP EXPENSES	45,425	45,425		0
PENALTIES	55	0		0

TY 2017 Other Income Schedule

Name: CARDINAL BROOK TRUST

EIN: 04-3050557

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION PROCEEDS	23	23	23
PARTNERSHIP INCOME	108	108	108

TY 2017 Other Professional Fees Schedule

Name: CARDINAL BROOK TRUST**EIN:** 04-3050557

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES	297,962	297,962		0

TY 2017 Substantial Contributors

Schedule

Name: CARDINAL BROOK TRUST

EIN: 04-3050557

Name	Address
THE KOHLBERG FOUNDATION INC	111 RADIO CIRCLE MOUNT KISCO, NY 10549

TY 2017 Taxes Schedule

Name: CARDINAL BROOK TRUST**EIN:** 04-3050557

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	5,901	5,901		0
FEDERAL TAXES PAID	17,548	0		0
MA TAXES PAID	325	325		0

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

► 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

2017**Name of the organization**
CARDINAL BROOK TRUST**Employer identification number**
04-3050557**Organization type** (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization CARDINAL BROOK TRUST		Employer identification number 04-3050557	
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	KAREN K DAVIS	\$ 10,928	Person <input checked="" type="checkbox"/>
	C/O KLR 800 SOUTH STREET STE 300		Payroll <input type="checkbox"/>
	WALTHAM, MA02543		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	THE KOHLBERG FOUNDATION INC	\$ 16,000,000	Person <input checked="" type="checkbox"/>
	111 RADIO CIRCLE		Payroll <input type="checkbox"/>
	MOUNT KISCO, NY10549		Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)

Name of organization
CARDINAL BROOK TRUST

Employer identification number

04-3050557

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
		\$	
(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
		\$	
(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
		\$	

Name of organization
 CARDINAL BROOK TRUST

Employer identification number

04-3050557

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

(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