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EXTENDED TO NOVEMBER 15, 2018

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. Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury Internal Revenue Service

For calendar year 2017 or tax year beginning

, and ending

Name of foundation: PEPPERCORN FOUNDATION. A Employer identification number: 04-3487843. B Telephone number: 617-227-7940. G Check all that apply: Initial return, Final return, Address change, etc. H Check type of organization: Section 4947(a)(1) nonexempt charitable trust. I Fair market value of all assets at end of year: \$1,637,306. J Accounting method: Cash.

92/00

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

SCANNED JUL 12 2018

Part II - Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		98,933.	281,882.	281,882.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 8		104,634.	104,105.	104,649.
	b	Investments - corporate stock STMT 9		688,181.	485,511.	1,130,180.
	c	Investments - corporate bonds STMT 10		171,584.	120,779.	120,595.
	11	Investments - land, buildings and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,063,332.	992,277.	1,637,306.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,063,332.	992,277.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	<b>Total net assets or fund balances</b>		1,063,332.	992,277.		
31	<b>Total liabilities and net assets/fund balances</b>		1,063,332.	992,277.		

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	1,063,332.
2	Enter amount from Part I, line 27a	2	-71,053.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	992,279.
5	Decreases not included in line 2 (itemize) ▶ <b>ROUNDING</b>	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	992,277.

PEPPERCORN FOUNDATION

**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 80. VERIZON COMMUNICATIONS INC	P	08/28/08	01/12/17
b 100. TARGET CORP	P	08/28/08	01/12/17
c 200. MICROSOFT CORP	P	06/26/96	01/12/17
d 154. GENERAL ELECTRIC CO	P	02/21/74	01/12/17
e 50. CELGENE CORP	P	03/04/09	01/12/17
f 50. AMGEN INC	P	01/12/05	01/12/17
g 50. MICROSOFT CORP	P	06/26/96	04/17/17
h 50. CELGENE CORP	P	03/04/09	04/17/17
i 450. US BANCORP	P		04/17/17
j 500. TARGET CORP	P	08/28/08	04/17/17
k 200. QUALCOMM INC	P	10/09/13	04/17/17
l 300. INTEL CORPORATION	P	02/20/03	04/17/17
m 55. APPLE INC	P	03/04/09	04/17/17
n 25. AMAZON.COM INC	P	04/29/11	04/17/17
o 50000. ANHEUSER BUSCH INBEV WOR 1.375%	P	04/16/14	07/17/17

(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 4,212.		2,657.	1,555.
b 7,113.		5,357.	1,756.
c 12,484.		1,506.	10,978.
d 4,827.		186.	4,641.
e 5,851.		1,070.	4,781.
f 7,757.		3,215.	4,542.
g 3,259.		377.	2,882.
h 6,235.		1,070.	5,165.
i 22,522.		11,059.	11,463.
j 26,633.		26,786.	-153.
k 10,556.		13,202.	-2,646.
l 10,593.		5,103.	5,490.
m 7,777.		726.	7,051.
n 22,321.		4,892.	17,429.
o 50,000.		50,000.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,555.
b			1,756.
c			10,978.
d			4,641.
e			4,781.
f			4,542.
g			2,882.
h			5,165.
i			11,463.
j			-153.
k			-2,646.
l			5,490.
m			7,051.
n			17,429.
o			0.

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

PEPPERCORN FOUNDATION

**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 50. FISERV INC	P	10/09/13	10/27/17
b 100. COLGATE PALMOLIVE CO	P	08/28/08	10/27/17
c 100. CHEVRONTEXACO CORP	P	10/09/13	10/27/17
d 275. HOLOGIC INC	P	03/04/09	10/27/17
e 50. ROCKWELL INT'L CORP (NEW)	P	07/09/14	10/27/17
f 400. QUALCOMM INC	P		10/27/17
g 200. VERIZON COMMUNICATIONS INC	P	08/28/08	10/27/17
h 50. 3M COMPANY	P	04/15/15	10/27/17
i 100. XYLEM INC.	P	10/15/15	11/02/17
j 300. HOLOGIC INC	P	03/04/09	11/02/17
k 100. DIAGEO PLC SPONSORED ADR	P	02/24/11	11/02/17
l 100. CELGENE CORP	P	03/04/09	11/02/17
m 50. AUTOMATIC DATA PROCESSING	P	01/14/15	11/02/17
n 50. APPLE INC	P	03/04/09	11/02/17
o 10. AMAZON.COM INC	P	04/29/11	11/02/17

(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 6,499.		2,452.	4,047.
b 7,010.		3,848.	3,162.
c 11,302.		11,562.	-260.
d 10,191.		2,954.	7,237.
e 9,421.		6,228.	3,193.
f 21,828.		23,792.	-1,964.
g 9,784.		6,642.	3,142.
h 11,723.		8,340.	3,383.
i 6,675.		3,474.	3,201.
j 11,494.		3,222.	8,272.
k 13,476.		7,713.	5,763.
l 9,818.		2,141.	7,677.
m 5,719.		4,168.	1,551.
n 8,391.		660.	7,731.
o 10,953.		1,957.	8,996.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,047.
b			3,162.
c			-260.
d			7,237.
e			3,193.
f			-1,964.
g			3,142.
h			3,383.
i			3,201.
j			8,272.
k			5,763.
l			7,677.
m			1,551.
n			7,731.
o			8,996.

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

PEPPERCORN FOUNDATION

**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 300. GENERAL ELECTRIC CO	P	02/21/74	11/02/17
b 100. FISERV INC	P	10/09/13	11/02/17
c 200. XILINX INC	P	12/01/14	11/02/17
d 100. VERIZON COMMUNICATIONS INC	P	08/28/08	11/02/17
e 160. UNITED TECHNOLOGIES	P	09/11/81	11/02/17
f 100. 3M COMPANY	P		11/02/17
g 50. ROCKWELL INT'L CORP (NEW)	P	07/09/14	11/02/17
h 70. PROCTER & GAMBLE CO	P	03/10/86	11/02/17
i 100. MICROSOFT CORP	P	06/26/96	11/02/17
j 100. J P MORGAN CHASE & CO	P	08/28/08	11/02/17
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,941.		363.	5,578.
b 12,670.		4,904.	7,766.
c 14,436.		9,068.	5,368.
d 4,738.		3,321.	1,417.
e 19,385.		445.	18,940.
f 23,173.		6,334.	16,839.
g 9,975.		6,228.	3,747.
h 6,055.		299.	5,756.
i 8,394.		753.	7,641.
j 10,126.		3,826.	6,300.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			5,578.
b			7,766.
c			5,368.
d			1,417.
e			18,940.
f			16,839.
g			3,747.
h			5,756.
i			7,641.
j			6,300.
k			
l			
m			
n			
o			

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	219,417.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**Part IV Capital Gains and Losses for Tax on Investment Income** SEE ATTACHED STATEMENTS

(a) List and describe the kind(s) of property sold (for example, 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			
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			
b			
c			
d			
e			
	471,317.	251,900.	219,417.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			
			219,417.

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	219,417.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

If "Yes," the foundation doesn't 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))
2016	340,796.	1,757,168.	.193946
2015	309,745.	2,044,636.	.151492
2014	328,623.	2,274,045.	.144510
2013	309,761.	2,338,325.	.132471
2012	288,227.	2,370,766.	.121575

2 Total of line 1, column (d)	2	.743994
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.148799
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,630,698.
5 Multiply line 4 by line 3	5	242,646.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,397.
7 Add lines 5 and 6	7	245,043.
8 Enter qualifying distributions from Part XII, line 4	8	303,337.

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.

3

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,397.
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	2,397.
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	2,397.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,446.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	2,500.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	4,946.	
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	2,549.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 2,549. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. 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? 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 2017 or the tax year beginning in 2017? See the 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

2

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>HEMENWAY &amp; BARNES LLP</u> Telephone no ► <u>617-227-7940</u> Located at ► <u>75 STATE ST, BOSTON, MA</u> ZIP+4 ► <u>02109</u>		
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 <u>N/A</u>	
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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

5a During the year, did the foundation pay or incur any amount to:			<b>Yes</b>	<b>No</b>
(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	N/A	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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A			
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? If "Yes" to 6b, file Form 8870.		6b		X
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?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		23,917.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SANVIL CONSULTING 13014 N DALE MABRY HWY #366, TAMPA, FL 33618	GRANTMAKING AND PROGRAM SERVICES	157,302.

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

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

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

	Expenses
1 SEE ATTACH STATEMENT	9,000.
2 SEE ATTACH STATEMENT	23,000.
3 SEE ATTACH STATEMENT	8,000.
4	

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

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,539,702.
b	Average of monthly cash balances	1b	115,829.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,655,531.
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	1,655,531.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,833.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,630,698.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	81,535.

**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	81,535.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	2,397.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,397.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	79,138.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	79,138.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	79,138.

**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	303,337.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	303,337.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,397.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	300,940.

**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
<b>1</b> Distributable amount for 2017 from Part XI, line 7				79,138.
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2017:				
<b>a</b> From 2012	173,235.			
<b>b</b> From 2013	195,695.			
<b>c</b> From 2014	217,745.			
<b>d</b> From 2015	209,919.			
<b>e</b> From 2016	255,916.			
<b>f</b> Total of lines 3a through e	1,052,510.			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 303,337.				
<b>a</b> Applied to 2016, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2017 distributable amount				79,138.
<b>e</b> Remaining amount distributed out of corpus	224,199.			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c and 4e Subtract line 5	1,276,709.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7	173,235.			
<b>9</b> Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	1,103,474.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2013	195,695.			
<b>b</b> Excess from 2014	217,745.			
<b>c</b> Excess from 2015	209,919.			
<b>d</b> Excess from 2016	255,916.			
<b>e</b> Excess from 2017	224,199.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include 2b, 2c, 2d, 2e, 3a, 3b, 3c, 3d, 3e, 3f, 3g, 3h, 3i, 3j.

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here [X] 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., 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)*

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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
<b>a Paid during the year</b>				
CALIFORNIA CHILD CARE RESOURCE AND REFERRAL NETWORK 111 NEW MONTGOMERY STREET 7TH FL SAN FRANCISCO, CA 94105		PUBLIC CHARITY	EARLY CHILDHOOD EDUCATIONS TUTOR/ MENTOR PROGRAM	35,000.
COMMUNITY ORGANIZING & FAMILY ISSUES 1436 W RANDOLPH ST # 4 CHICAGO, IL 60607		PUBLIC CHARITY	WORKING PARENTS ASSOCIATION	30,000.
OLE EDUCATION FUND 411 BELLAMAH AVENUE NW ALBUQUERQUE, NM 87102		PUBLIC CHARITY	WORKING PARENTS ASSOCIATION	30,000.
WASHINGTON STATE ASSOCIATION OF HEAD START & ECEAP 345 118TH AVE SE, SUITE 220 BELLEVUE, WA 98805		PUBLIC CHARITY	EARLY EDUCATIONS	30,000.
<b>Total</b>				<b>125,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





## FORM 990-PF

## DIVIDENDS AND INTEREST FROM SECURITIES

## STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CORP INTEREST DIVIDENDS	3,921.	0.	3,921.	3,921.	
FOREIGN DIVIDENDS	21,128.	0.	21,128.	21,128.	
MUNI INTEREST	4,849.	0.	4,849.	4,849.	
US GOV'T INTEREST	5,391.	0.	5,391.	5,391.	
USGI DIVIDENDS	365.	0.	365.	365.	
	23.	0.	23.	23.	
TO PART I, LINE 4	35,677.	0.	35,677.	35,677.	

## FORM 990-PF

## OTHER INCOME

## STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2016 FEDERAL EXCISE OVERPAYMENT APPLIED TO 2017	2,446.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,446.	0.	

## FORM 990-PF

## LEGAL FEES

## STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,388.	0.		0.
TO FM 990-PF, PG 1, LN 16A	5,388.	0.		0.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	250.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	250.	0.		0.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	12,223.	12,223.		0.
SANVIL CONSULTING	157,302.	0.		157,302.
TO FORM 990-PF, PG 1, LN 16C	169,525.	12,223.		157,302.

## FORM 990-PF

## TAXES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2016 FEDERAL EXCISE APPLY TO 2017	2,446.	0.		0.
FOREIGN TAX WITHHELD	205.	205.		0.
2016 FEDERAL EXCISE TAX - EXTENSION PAYMENT	1,800.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,451.	205.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMM OF MA PC ANNUAL REPORT FILING	35.	0.		35.
ADR FEE	27.	27.		0.
TO FORM 990-PF, PG 1, LN 23	62.	27.		35.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
100000 FLORIDA ST BRD OF EDU 5.391% 07/01/2020		X	104,105.	104,649.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			104,105.	104,649.
TOTAL TO FORM 990-PF, PART II, LINE 10A			104,105.	104,649.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100 3M COMPANY	763.	23,537.
1000 ABBOTT LABORATORIES	36,054.	57,070.
20 ALPHABET INC CL A	13,860.	21,068.
40 AMAZON.COM INC	7,827.	46,779.
350 AMGEN INC	22,502.	60,865.
350 APPLE INC	4,620.	59,231.
450 AUTOMATIC DATA PROCESSING INC	29,805.	52,736.
200 CELGENE CORP	4,282.	20,872.
300 CHEVRON CORP	19,833.	37,557.
390 CHUBB LIMITED	19,573.	56,991.
600 COLGATE-PALMOLIVE CO	22,004.	45,270.
200 DANAHER CORP	15,430.	18,564.
350 FISERV INC	17,164.	45,896.
1200 GENERAL ELECTRIC CO (USD)	1,453.	20,940.
1000 HOLOGIC INC	10,740.	42,750.
700 INTEL CORP	11,907.	32,312.
220 JOHNSON & JOHNSON	538.	30,738.
100 JPMORGAN CHASE & CO	3,826.	10,694.
300 MASTERCARD INC CL A	28,266.	45,408.
650 MICROSOFT CORP	4,895.	55,601.
300 NESTLE NAM SPON ADR	21,838.	25,791.
250 NOVARTIS AG NAMEN SPON ADR	20,744.	20,990.
300 PROCTER & GAMBLE CO	1,280.	27,564.
200 ROCKWELL AUTOMATION INC	20,998.	39,270.
450 SCHLUMBERGER LTD	42,662.	30,326.
750 UNILEVER PLC ADR AMER SHS SPON	32,917.	41,505.
300 UNITED TECHNOLOGIES CORP	834.	38,271.
400 VERIZON COMMUNICATIONS	13,285.	21,172.
400 WALMART INC	19,552.	39,500.
600 XILINX INC	25,638.	40,452.
300 XYLEM INC	10,421.	20,460.
TOTAL TO FORM 990-PF, PART II, LINE 10B	485,511.	1,130,180.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50000 COMCAST CORP 5.875% 02/15/18	50,492.	50,258.
20000 GENERAL ELEC CAP CORP 3.15% 09/07/2022	19,948.	20,316.
50000 HOME DEPOT INC 2.00% 06/15/2019	50,339.	50,021.
TOTAL TO FORM 990-PF, PART II, LINE 10C	120,779.	120,595.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANDREA W. RABINOWITZ 3400 E LAURELHURST DR NE SEATTLE, WA 98105	TRUSTEE 0.50	0.	0.	0.
HUBERT SAPP 7305 HUNTERS RIDGE DR DOUGLASVILLE, GA 30134	TRUSTEE 0.50	5,000.	0.	0.
MARGOT GIBNEY 2844 SCHOOL ST OAKLAND, CA 94602	TRUSTEE 0.50	5,000.	0.	0.
MARTHA RABINOWITZ 1428 STAGE ROAD GUILFORD, VT 05301	TRUSTEE 0.50	5,000.	0.	0.
RONALD WHITE 1166 I STREET ARCATA, CA 95521	TRUSTEE 0.50	6,000.	0.	0.
H CALVIN PLACE 43 ELM STREET WELLESLEY, MA 02481	ADVISER 0.50	2,917.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		23,917.	0.	0.