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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
LAWRENCE & LILLIAN SOLOMON FOUNDATION, INC.

A Employer identification number

20-2631943

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

Room/suite

B Telephone number

781-431-1440

10 LAUREL AVENUE

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

WELLESLEY, MA 02481

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

- G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

- H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

- I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **04**
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

▶ \$ **9,220,102.** (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

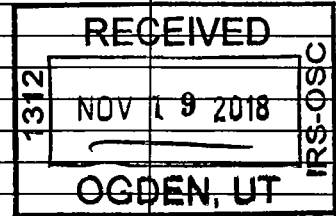
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,379.	1,379.		STATEMENT 1
4	Dividends and interest from securities	432,305.	432,305.		STATEMENT 2
5a	Gross rents	4,600.	4,600.		STATEMENT 3
b	Net rental income or (loss)	<19,604.>			STATEMENT 4
6a	Net gain or (loss) from sale of assets not on line 10	42,679.			
b	Gross sales price for all assets on line 6a	3,158,393.			
7	Capital gain net income (from Part IV, line 2)		42,679.		
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)				
11	Other income	<62,399.>	<62,399.>		STATEMENT 5
12	Total. Add lines 1 through 11	418,564.	418,564.		
13	Compensation of officers, directors, trustees, etc	172,070.	0.		172,070.
14	Other employee salaries and wages	20,769.	0.		20,769.
15	Pension plans, employee benefits	58,416.	0.		58,416.
16a	Legal fees STMT 6	11,136.	0.		11,136.
b	Accounting fees STMT 7	14,537.	0.		14,537.
c	Other professional fees				
17	Interest				
18	Taxes STMT 8	34,095.	0.		14,048.
19	Depreciation and depletion	1,430.	0.		
20	Occupancy	44,969.	0.		44,969.
21	Travel, conferences, and meetings	3,915.	0.		3,915.
22	Printing and publications				
23	Other expenses STMT 9	75,268.	25,732.		30,182.
24	Total operating and administrative expenses. Add lines 13 through 23	436,605.	25,732.		370,042.
25	Contributions, gifts, grants paid	55,930.			55,930.
26	Total expenses and disbursements. Add lines 24 and 25	492,535.	25,732.		425,972.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<73,971.>			
b	Net investment income (if negative, enter -0-)		392,832.		
c	Adjusted net income (if negative, enter -0-)			N/A	



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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	606,317.	440,808.	440,808.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	7,145,076.	7,569,949.	8,771,262.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 26,903.			
	Less accumulated depreciation STMT 11 ▶ 24,947.	3,386.	1,956.	1,956.
	15 Other assets (describe ▶ STATEMENT 12)	337,981.	6,076.	6,076.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,092,760.	8,018,789.	9,220,102.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26, and lines 30 and 31			
	24 Unrestricted	8,092,760.	8,018,789.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	8,092,760.	8,018,789.	
	31 Total liabilities and net assets/fund balances	8,092,760.	8,018,789.	

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	8,092,760.
2 Enter amount from Part I, line 27a	2	<73,971.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,018,789.
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	8,018,789.

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Part IV Capital Gains and Losses for Tax on Investment Income

(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 SEE ATTACHED STATEMENTS			
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 3,158,393.		3,115,714.	42,679.

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			42,679.

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	42,679.
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	585,626.	8,702,424.	.067295
2015	566,518.	9,788,954.	.057873
2014	690,300.	12,214,531.	.056515
2013	738,214.	12,380,085.	.059629
2012	847,931.	12,494,657.	.067863

2 Total of line 1, column (d)	2	.309175
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	.061835
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	8,868,891.
5 Multiply line 4 by line 3	5	548,408.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,928.
7 Add lines 5 and 6	7	552,336.
8 Enter qualifying distributions from Part XII, line 4	8	425,972.

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.

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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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	7,857.
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	7,857.
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	7,857.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	29,982.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	29,982.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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	22,125.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ☐ 22,125. Refunded ☐	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.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(c) (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	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	7	X
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <u>MA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>DAVID SOLOMON</u> Telephone no. ► <u>781-431-2577</u> Located at ► <u>10 LAUREL AVENUE, WELLESLEY, MA</u> ZIP+4 ► <u>02481</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	N/A
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 ►	16	X

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here ► ☐	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? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ 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.)	N/A	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?	☐ Yes ☒ 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 4043(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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, 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
DAVID SOLOMON	DIRECTOR			
10 LAUREL AVENUE				
WELLESLEY, MA 02481	20.00	15,000.	58,416.	0.
HERBERT NOLAN	ASST. DIRECTOR			
10 LAUREL AVENUE				
WELLESLEY, MA 02481	30.00	157,070.	0.	0.
BETTY JANE KRINTZMAN	ASST. DIRECTOR			
10 LAUREL AVENUE				
WELLESLEY, MA 02481	3.00	10,171.	0.	0.

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 NONE. ALL OF THE FOUNDATION'S ACTIVITIES WERE INDIRECT (NOT DIRECT) CHARITABLE ACTIVITIES ACCORDING TO REGULATION SECTION 53.4942(B)-(1)(B)(1).	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0

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	8,498,108.
b	Average of monthly cash balances	1b	505,842.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,003,950.
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	9,003,950.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	135,059.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,868,891.
6	Minimum investment return. Enter 5% of line 5	6	443,445.

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	443,445.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	7,857.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,857.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	435,588.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	435,588.
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	435,588.

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	425,972.
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	425,972.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	425,972.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				435,588.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	847,931.			
b From 2013	119,210.			
c From 2014	81,590.			
d From 2015	93,458.			
e From 2016	157,117.			
f Total of lines 3a through e	1,299,306.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$	425,972.			
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				425,972.
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).)	9,616.			9,616.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,289,690.			
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 instr.			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	838,315.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	451,375.			
10 Analysis of line 9:				
a Excess from 2013	119,210.			
b Excess from 2014	81,590.			
c Excess from 2015	93,458.			
d Excess from 2016	157,117.			
e Excess from 2017				

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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

Tax year	Prior 3 years			(e) Total
(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 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 ☒ 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:

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Part XV **Supplementary Information** (continued)

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				
SEE ATTACHED LIST		SEE ATTACHED LIST	SEE ATTACHED LIST	55,930.
Total			▶ 3a	55,930.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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Part XVI-A

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,379.	
4 Dividends and interest from securities			14	432,305.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					<19,604.>
6 Net rental income or (loss) from personal property					
7 Other investment income					<62,399.>
8 Gain or (loss) from sales of assets other than inventory					42,679.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		433,684.	<39,324.>
13 Total. Add line 12, columns (b), (d), and (e)				13 394,360.	

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B[illegible]

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	23651.84 BTD TACTICAL FIXED INC	P	11/07/16	10/25/17
b	10087.68 FRONTIER MFG CORE INFR	P	VARIOUS	02/22/17
c	4000 GUGNHM TXBL MUN	P	02/23/17	10/26/17
d	7272.72 MERIDAN SM CAP GWTH	P	02/01/17	02/21/17
e	4335.26 PARNASSUS ENDEAVOR FD	P	02/22/17	02/23/17
f	9259.25 SYMONS VALUE INST	P	02/23/16	02/21/17
g	2350 VANGUARD REAL ESTATE	P	02/24/17	10/25/17
h	4000 AG MTG INVT TR	P	01/17/13	10/25/17
i	25000 COHEN & STEERS PREF	P	09/18/15	10/25/17
j	10000 DYNEX CAPITAL REIT	P	VARIOUS	10/25/17
k	24834.43 FIDELITY REAL ESTATE	P	VARIOUS	02/23/17
l	5000 GENERAL ELECTRIC	P	02/15/15	02/23/17
m	5000 GUGNHM TXBL MUN	P	VARIOUS	10/26/17
n	5000 POWERSHARES PREF ETF	P	06/07/16	10/25/17
o	10244.36 RIVERPARK ST HIGH YLD	P	04/12/16	07/26/17

(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	249,275.		249,743.	<468.>
b	145,651.		150,000.	<4,349.>
c	88,742.		89,807.	<1,065.>
d	102,312.		100,015.	2,297.
e	149,863.		150,000.	<137.>
f	106,019.		100,000.	6,019.
g	193,915.		198,361.	<4,446.>
h	76,707.		99,353.	<22,646.>
i	357,485.		338,824.	18,661.
j	71,753.		90,056.	<18,303.>
k	299,985.		282,886.	17,099.
l	149,745.		152,178.	<2,433.>
m	110,929.		118,026.	<7,097.>
n	74,748.		75,945.	<1,197.>
o	100,277.		100,000.	277.

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			<468.>
b			<4,349.>
c			<1,065.>
d			2,297.
e			<137.>
f			6,019.
g			<4,446.>
h			<22,646.>
i			18,661.
j			<18,303.>
k			17,099.
l			<2,433.>
m			<7,097.>
n			<1,197.>
o			277.

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

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	10000 VANECK VECTORS PFD SEC	P	VARIOUS	10/25/17
b	20507.38 VANGUARD MKT NEUTRAL INV	P	02/15/15	01/23/17
c	PARTNERSHIP SALE ADJUSTMENT	P	VARIOUS	12/31/17
d	ST CAP GAINS (LOSSES) FROM K-1	P	VARIOUS	12/31/17
e	LT CAP GAINS (LOSSES) FROM K-1	P	VARIOUS	12/31/17
f	1231 GAINS (LOSSES) FROM K-1	P	VARIOUS	12/31/17
g	REAL ESTATE SALE PAYSON	P	VARIOUS	04/16/17
h				
i				
j				
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	199,300.		204,645.	<5,345.>
b	251,200.		250,000.	1,200.
c	200,000.			200,000.
d	531.			531.
e	4,420.			4,420.
f	536.			536.
g	225,000.		365,875.	<140,875.>
h				
i				
j				
k				
l				
m				
n				
o				

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			<5,345.>
b			1,200.
c			200,000.
d			531.
e			4,420.
f			536.
g			<140,875.>
h			
i			
j			
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	42,679.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1S	1,379.	1,379.	
TOTAL TO PART I, LINE 3	1,379.	1,379.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BROADSTONE	54,517.	0.	54,517.	54,517.	
CHARLES SCHWAB	350,377.	0.	350,377.	350,377.	
FROM K-1S	27,411.	0.	27,411.	27,411.	
TO PART I, LINE 4	432,305.	0.	432,305.	432,305.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
VARIOUS PROPERTIES	1	4,600.
TOTAL TO FORM 990-PF, PART I, LINE 5A		4,600.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
MANAGEMENT FEE		6,198.	
REAL ESTATE TAXES		10,696.	
UTILITIES		3,761.	
INSURANCE		3,549.	
- SUBTOTAL -	1		24,204.
TOTAL RENTAL EXPENSES			24,204.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<19,604.>

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME K-1'S	<55,682.>	<55,682.>	
OTHER DEDUCTIONS K-1'S	<6,724.>	<6,724.>	
ROYALTIES	7.	7.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<62,399.>	<62,399.>	

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,136.	0.		11,136.
TO FM 990-PF, PG 1, LN 16A	11,136.	0.		11,136.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICE	1,451.	0.		1,451.
ACCOUNTING	13,086.	0.		13,086.
TO FORM 990-PF, PG 1, LN 16B	14,537.	0.		14,537.

FORM 990-PF	TAXES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	14,048.	0.		14,048.
FEDERAL TAXES	20,000.	0.		0.
FOREIGN TAXES	47.	0.		0.
TO FORM 990-PF, PG 1, LN 18	34,095.	0.		14,048.

FORM 990-PF	OTHER EXPENSES		STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER	7,547.	0.		7,547.
DUES AND SUBSCRIPTIONS	1,523.	0.		1,523.
GRANT RELATED EXPENSES	11,069.	0.		11,069.
INVESTMENT EXPENSES	20,995.	20,995.		0.
MEALS & ENTERTAINMENT	1,223.	0.		1,223.
BANK CHARGE	15.	0.		15.
POSTAGE	408.	0.		408.
STORAGE	2,112.	0.		2,112.
SUPPLIES	2,877.	0.		2,877.
TELEPHONE	3,192.	0.		3,192.
STATE FEES	<250.>	0.		0.
OUTSIDE SERVICES	50.	0.		50.
INSURANCE	3,549.	3,549.		0.
REAL ESTATE TAXES	10,696.	10,696.		0.
UTILITIES	3,761.	3,761.		0.
NONDEDUCTIBLE K-1 EXPENSES	137.	137.		0.
ADJUSTMENT FOR RENTAL PROFIT	0.	<19,604.>		0.
MANAGEMENT FEE	6,198.	6,198.		0.
FEE	96.	0.		96.
MISCELLANEOUS	70.	0.		70.
TO FORM 990-PF, PG 1, LN 23	75,268.	25,732.		30,182.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BROADSTONE	750,000.	750,000.
EQUITIES-SCHWAB	6,819,949.	8,021,262.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,569,949.	8,771,262.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	4,819.	4,819.	0.
COMPUTER	1,069.	1,069.	0.
COMPUTER	2,344.	2,344.	0.
APPLE WEB STORE	881.	881.	0.
DELL	806.	806.	0.
ZEFF PHOTO SUPPLY-CAMARA	1,440.	1,440.	0.
ZEFF PHOTO SUPPLY-CAMARA	398.	398.	0.
BEST BUY - NETBOOK	227.	227.	0.
APPLE WEB STORE	874.	874.	0.
COMPUTER	4,147.	4,028.	119.
CAMERA HUNT'S PHOTO	1,110.	1,078.	32.
APPLE STORE	1,030.	1,000.	30.
STAPLES	1,230.	977.	253.
OFFICE EQUIPMENT	2,000.	1,563.	437.
OFFICE EQUIPMENT	1,236.	940.	296.
APPLE STORE	1,054.	801.	253.
APPLE STORE	2,239.	1,702.	537.
TOTAL TO FM 990-PF, PART II, LN 14	26,904.	24,947.	1,957.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCHANGE	<1,764.>	<1,764.>	<1,764.>
INVESTMENT REAL ESTATE	324,145.	40.	40.
SECURITY DEPOSIT	15,600.	7,800.	7,800.
TO FORM 990-PF, PART II, LINE 15	337,981.	6,076.	6,076.

2017 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE EQUIPMENT	07/01/06	200DB	7.00		HY17	4,819.				4,819.	4,819.		0.	4,819.
2	COMPUTER	12/22/09	200DB	5.00		MC17	1,069.			535.	534.	534.		0.	534.
3	COMPUTER	03/30/10	200DB	5.00		HY17	2,344.				2,344.	2,344.		0.	2,344.
4	APPLE WEB STORE	05/25/10	200DB	5.00		HY17	881.				881.	881.		0.	881.
5	DELL	05/25/10	200DB	5.00		HY17	806.				806.	806.		0.	806.
6	ZEFF PHOTO SUPPLY-CAMARA	08/03/10	200DB	5.00		HY17	1,440.				1,440.	1,440.		0.	1,440.
7	ZEFF PHOTO SUPPLY-CAMARA	08/03/10	200DB	5.00		HY17	398.				398.	398.		0.	398.
8	BEST BUY - NETBOOK	08/03/10	200DB	5.00		HY17	227.				227.	227.		0.	227.
9	APPLE WEB STORE	08/24/10	200DB	5.00		HY17	874.				874.	874.		0.	874.
10	COMPUTER	04/01/13	200DB	5.00		HY17	4,147.			2,074.	2,073.	1,715.		239.	1,954.
11	CAMERA HUNT'S PHOTO	06/24/13	200DB	5.00		HY17	1,110.			555.	555.	459.		64.	523.
12	APPLE STORE	06/24/13	200DB	5.00		HY17	1,030.			515.	515.	426.		59.	485.
13	STAPLES	10/27/14	200DB	5.00		MC17	1,230.				1,230.	809.		168.	977.
14	OFFICE EQUIPMENT	02/05/15	200DB	7.00		HY17	2,000.			1,000.	1,000.	388.		175.	563.
15	OFFICE EQUIPMENT	06/23/16	200DB	5.00		HY17	1,236.			618.	618.	124.		198.	322.
16	APPLE STORE	08/04/16	200DB	5.00		HY17	1,054.			527.	527.	105.		169.	274.
17	APPLE STORE	09/26/16	200DB	5.00		HY17	2,239.			1,120.	1,119.	224.		358.	582.
* TOTAL 990-PF PG 1 DEPR							26,904.			6,944.	19,960.	16,573.		1,430.	18,003.

728111 04-01-17

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone