

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

Name of foundation LEAVES OF GRASS FUND		A Employer identification number 22-2824793	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 233		Room/suite	B Telephone number (see instructions) (508) 358-2566
City or town, state or province, country, and ZIP or foreign postal code LINCOLN, MA 017730233		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 37,068,995	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	110,227			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	817,919	817,919		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,442,973			
	b Gross sales price for all assets on line 6a 5,803,588				
	7 Capital gain net income (from Part IV, line 2)		1,497,621		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	171,919	171,919		
	12 Total. Add lines 1 through 11	2,543,038	2,487,459		
	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)	1,547	0		1,547
	b Accounting fees (attach schedule)	26,731	0		26,731
	c Other professional fees (attach schedule)	80,142	80,142		0
	17 Interest	42,049	42,049		0
	18 Taxes (attach schedule) (see instructions)	20,982	0		250
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	378,941	378,890		51
	24 Total operating and administrative expenses. Add lines 13 through 23	550,392	501,081		28,579
	25 Contributions, gifts, grants paid	1,614,750			1,614,750
	26 Total expenses and disbursements. Add lines 24 and 25	2,165,142	501,081		1,643,329
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	377,896			
	b Net investment income (if negative, enter -0-)		1,986,378		
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	1,351,658	1,341,875	1,341,875
	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)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	31,580,179	32,503,554	35,727,120
	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)	32,931,837	33,845,429	37,068,995	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	32,931,837	33,845,429	
30 Total net assets or fund balances (see instructions)	32,931,837	33,845,429		
31 Total liabilities and net assets/fund balances (see instructions) .	32,931,837	33,845,429		

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	32,931,837
2 Enter amount from Part I, line 27a	2	377,896
3 Other increases not included in line 2 (itemize) ▶ _____	3	535,696
4 Add lines 1, 2, and 3	4	33,845,429
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	33,845,429

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,497,621
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,402,363	33,177,984	0 042268
2015	970,054	28,039,224	0 034596
2014	871,219	19,834,023	0 043925
2013	768,208	18,966,845	0 040503
2012	907,260	17,646,478	0 051413
2 Total of line 1, column (d)			2 0 212705
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 042541
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 35,670,871
5 Multiply line 4 by line 3			5 1,517,475
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 19,864
7 Add lines 5 and 6			7 1,537,339
8 Enter qualifying distributions from Part XII, line 4			8 1,643,329

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 ☐ 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	19,864
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	19,864
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	19,864
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	14,760
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	69,760
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	10
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	49,886
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 49,886 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?	1a	No
b 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
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13		No
14	The books are in care of BARBARA WHITE Telephone no (508) 358-2566			

Located at **PO BOX 233 LINCOLN MA** ZIP+4 **01773**

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? ☐ 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? ☐ 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? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 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? ☐ 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 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). ☐ Yes ☒ No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 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))?	☐ 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)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	<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?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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?		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 compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0****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. **0****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

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

Total. Add lines 1 through 3. **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	35,182,046
b	Average of monthly cash balances.	1b	1,032,036
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	36,214,082
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	36,214,082
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	543,211
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	35,670,871
6	Minimum investment return. Enter 5% of line 5.	6	1,783,544

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,783,544
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	19,864
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	19,716
c	Add lines 2a and 2b.	2c	39,580
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,743,964
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,743,964
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	1,743,964

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	1,643,329
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	1,643,329
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	19,864
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,623,465

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				1,743,964
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			1,599,263	
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.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,643,329</u>				
a Applied to 2016, but not more than line 2a			1,599,263	
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.				44,066
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))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 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				1,699,898
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	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

	Tax year	Prior 3 years			(e) Total
	(a) 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 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))

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**

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,614,750
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities.			14	817,919		
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	171,919		
8 Gain or (loss) from sales of assets other than inventory			14	1,442,973		
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		2,432,811		0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		2,432,811	2,432,811

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

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
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
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.	1c		No

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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here	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.	***** 2018-11-15 *****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	EMILY M PAUL				P00190623
	Firm's name ► PAUL MCCOY FAMILY OFFICE SERVICES LLP				Firm's EIN ► 04-3540129
	Firm's address ► 31 ST JAMES AVENUE SUITE 740 BOSTON, MA 02116				Phone no (617) 933-3600

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)
BNY MELLON 3004 - COVERED	P		
VANGUARD INTL EQUITY INDEX	P	2011-08-04	2017-05-23
VANGUARD INTL EQUITY INDEX	P	2011-08-09	2017-12-13
AXIOM K-1	P		
AXIOM K-1	P		
HARVEST K-1	P		
NYES LEDGE K-1	P		
SOMERSET K-1	P		
ATALYA III K-1	P		
SOLUS LLC K-1	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
671,257		684,147	-12,890
229,158		248,161	-19,003
198,761		179,377	19,384
			-22,482
			358,366
			6,369
			396,654
			137,561
			-8,549
			53,077

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-12,890
			-19,003
			19,384
			-22,482
			358,366
			6,369
			396,654
			137,561
			-8,549
			53,077

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)
SOLUS LLC 731 LOSS (FINAL YEAR)	P		
GQG K-1	P		
FIRST EAGLE FUNDS	P	2016-12-15	2017-06-21
HS MGMT DONATED SHARES	D		
HS MGMT PURCHASES SHARES	P		
Capital Gains Dividends	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
			15,193
			-21,366
1,901,737		1,840,844	60,893
219,489		132,991	86,498
2,523,331		2,135,270	388,061
59,855			59,855

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			15,193
			-21,366
			60,893
			86,498
			388,061
			59,855

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
HENRY S WHITE	TRUSTEE 0 00	0	0	0
P O Box 233 LINCOLN, MA 01773				
BARBARA WHITE	TRUSTEE 0 00	0	0	0
P O Box 233 LINCOLN, MA 01773				
ELEANOR HERZOG	TRUSTEE 0 00	0	0	0
P O Box 233 LINCOLN, MA 01773				
JAMES HERZOG	TRUSTEE 0 00	0	0	0
P O Box 233 LINCOLN, MA 01773				
NOAH HERZOG	TRUSTEE 0 00	0	0	0
P O Box 233 LINCOLN, MA 01773				
EVE ROBBINS	TRUSTEE 0 00	0	0	0
P O Box 233 LINCOLN, MA 01773				
JARED WHITE	TRUSTEE 0 00	0	0	0
P O Box 233 LINCOLN, MA 01773				
MIRANDA WHITE	TRUSTEE 0 00	0	0	0
P O Box 233 LINCOLN, MA 01773				

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 <i>Paid during the year</i>				
ACADIA CENTER31 MILK STREET BOSTON, MA 02109	NONE	EXEMPT	CHARITABLE	20,000
American Bird Conservation PO Box 249 4249 Loudoun Ave The Plains, VA 20198	nONE	EXEMPT	CHARITABLE	17,000
AMERICAN CIVIL LIBERTIES UNION 211 CONGRESS STREET BOSTON, MA 02110	nONE	EXEMPT	CHARITABLE	35,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
ASYLUM ACCESSPO BOX 14205 SAN FRANCISCO, CA 94114	nONE	EXEMPT	CHARITABLE	10,000
BELLADONNA SERIES INC 925 BERGEN STREET BROOKLYN, NY 11238	NONE	EXEMPT	CHARITABLE	500
BETH ISRAELDEACONESS HOSPITAL 330 BROOKLINE AVENUE BOSTON, MA 02215	NONE	EXEMPT	CHARITABLE	25,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
Boston Symphony Orchestra 301 MassACHUSETTS AVE Boston, MA 02115	nONE	EXEMPT	CHARITABLE	56,000
Brandeis University415 South Street Waltham, MA 02453	nONE	EXEMPT	CHARITABLE	100,000
BRIGHAM AND WOMEN'S HOSPITAL 116 HUNTINGTON AVENUE 5TH FLOOR BOSTON, MA 02116	NONE	EXEMPT	CHARITABLE	100,000
Total ▶ 3a				1,614,750

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				
BRIGHAM AND WOMEN'S HOSPITAL 116 HUNTINGTON AVENUE 5TH FLOOR BOSTON, MA 02109	NONE	EXEMPT	CHARITABLE	100,000
BRONX FREEDOM FUND360 E 161st ST BRONX, NY 10451	NONE	EXEMPT	CHARITABLE	15,000
BROOKLYN PUBLIC LIBRARY 203 ARLINGTON AVE AT WARWICK ST BROOKLYN, NY 11207	nONE	EXEMPT	CHARITBALE	5,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
BULLETIN OF ATOMIC SCIENTISTS 1155 EAST 60TH STREET CHICAGO, IL 60637	nONE	EXEMPT	CHARITABLE	2,500
CARBON CYCLE INSTITUTE 245 KENTUCKY ST SUITE A PETALUMA, CA 94952	nONE	EXEMPT	CHARITABLE	7,500
CENTER FOR INTERNATIONAL ENVIRONMENTAL LAW 1350 CONNECTICUT AVE NW WASHINGTON, DC 20036	NONE	EXEMPT	CHARITABLE	15,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
CENTER FOR REPRODUCTIVE RIGHTS 199 WATER STREET 22ND FLOOR NEW YORK, NY 10038	nONE	EXEMPT	CHARITABLE	12,000
CENTER ON BUDGET AND POLICY PRIORITIES 820 FIRST ST NE SUITE 510 WASHINGTON, DC 20002	NONE	EXEMPT	CHARITABLE	20,000
CHARITY GLOBAL INC CHARITYWATER 40 WORTH ST SUITE 330 NEW YORK, NY 10013	nONE	EXEMPT	CHARITABLE	15,000
Total ► 3a				1,614,750

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 <i>Paid during the year</i>				
CHILDRENS HEALTH WATCH 88 E NEWTON STREET VOSE HALL 4th FLOOR BOSTON, MA 02118	NONE	EXEMPT	CHARITABLE	1,000
COMMUNITY SERVINGS 18 MARBURY TERRACE JAMAICA PLAIN, MA 02130	NONE	EXEMPT	CHARITABLE	10,000
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	NONE	EXEMPT	CHARITABLE	20,000
Total ► 3a				1,614,750

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 <i>Paid during the year</i>				
CORRECTIONAL ASSOCIATION OF NY 2090 ADAM CLAYTON POWELL BLVD SUITE 200 NEW YORK, NY 10027	NONE	EXEMPT	CHARITABLE	8,000
CRADLES TO CRAYONS 82 MYRTLE STREET QUINCY, MA 02171	NONE	EXEMPT	CHARITABLE	5,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 10001	nONE	EXEMPT	CHARITABLE	9,000
Total 				1,614,750
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 <i>Paid during the year</i>				
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 10001	NONE	EXEMPT	CHARITABLE	23,000
EARTH JUSTICE 50 CALIFORNIA STREET SUITE 500 SAN FRANCISCO, CA 94111	NONE	EXEMPT	CHARITABLE	30,000
ENDOMETRIOSIS FOUNDATION OF AMERICA 205 EAST 42ND STREET 20TH FLOOR NEW YORK, NY 10017	nONE	EXEMPT	CHARITABLE	5,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
ENTERPRISE COMMUNITY PARTNERS 1 WHITEHALL STREET 11TH FLOOR NEW YORK, NY 10004	NONE	EXEMPT	CHARITABLE	5,000
ENTERPRISE COMMUNITY PARTNERS 1 WHITEHALL STREET 11TH FLOOR New York, NY 10001	nONE	EXEMPT	CHARITABLE	29,000
ENVIRONMENTAL LEAGUE OF MASSACHUSETTS 14 BEACON STREET 714 BOSTON, MA 02108	nONE	EXEMPT	CHARITABLE	10,000
Total ▶ 3a				1,614,750

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				
EVERY MOTHER COUNTS 180 VARICK St Rm 1116 New York, NY 10014	nONE	EXEMPT	CHARITABLE	5,000
EXPONENT PHILANTHROPY 1720 N STREET NW WASHINGTON, DC 20036	NONE	EXEMPT	CHARITABLE	750
FAIR ELECTION CENTER 1825 K St NW SUITE 450 WASHINGTON, DC 20006	nONE	EXEMPT	CHARITABLE	33,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
FIBERSHEDPO BOX 221 SAN GERONIMO, CA 94963	nONE	EXEMPT	CHARITABLE	5,000
FOOD BANK FOR NEW YORK CITY 39 BROADWAY 10TH FLOOR NEW YORK, NY 10006	NONE	EXEMPT	CHARITABLE	50,000
FOOD PROJECT10 LEWIS STREET LINCOLN, MA 01773	NONE	EXEMPT	CHARITABLE	4,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
FORTUNE SOCIETY29 NORTHERN BLVD LONG ISLAND, NY 11101	NONE	EXEMPT	CHARITABLE	2,000
FRACTURED ATLAS 248 WEST 35TH STREET 10TH FLOOR NEW YORK, NY 10001	NONE	EXEMPT	CHARITABLE	500
FRIENDS OF THE PUBLIC GARDEN 69 BEACON STREET BOSTON, MA 02108	nONE	EXEMPT	CHARITABLE	1,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
FRUIT TREE PLANTING FOUNDATION 1925 FRANCISCO BLVD E 5 SAN RAFAEL, CA 94901	nONE	EXEMPT	CHARITABLE	2,000
GIRLS WRITE NOW 247 W 37TH St Ste 1000 NEW YORK, DC 10018	NONE	EXEMPT	CHARITABLE	2,000
GIRLS WRITE NOW 247 W 37TH St Ste 1000 NEW YORK, NY 10018	nONE	EXEMPT	CHARITABLE	3,000
Total 3a				1,614,750

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				
GIVE DIRECTLY CHURCH STREET STATION PO BOX 3221 NEW YORK, NY 10008	NONE	EXEMPT	CHARITABLE	15,000
GOOD SHEPHERD COMMUNITY CARE 90 WELLS AVENUE NEWTON, MA 02459	NONE	EXEMPT	CHARITABLE	2,000
GREATER BOSTON FOOD BANK 70 SOUTH BAY AVENUE BOSTON, MA 02118	NONE	EXEMPT	CHARITABLE	50,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
HEALTH CARE WITHOUT WALLS 148 LINDEN STREET SUITE 208 WELLESLEY, MA 02482	NONE	EXEMPT	CHARITABLE	3,000
HOLISTIC MANAGEMENT INTERNATIONAL 5941 JEFFERSON St NE Ste B ALBUQUERQUE, NM 87109	nONE	EXEMPT	CHARITABLE	7,500
INITIATIVE FOR POLICY STUDIES 30 GERMANIA ST JAMAICA PLAIN, MA 02130	nONE	EXEMPT	CHARITABLE	4,500
Total ► 3a				1,614,750

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 <i>Paid during the year</i>				
INTERNATIONAL MEDICAL CORPS 12400 WILSHIRE BLVD SUITE 1500 LOS ANGELES, CA 90025	NONE	EXEMPT	CHARITABLE	12,000
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	NONE	EXEMPT	CHARITABLE	150,000
JUST FOOD114 W 47TH St Ste C1-35 NEW YORK, MA 10036	nONE	EXEMPT	CHARITABLE	5,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
KIDS CLOTHES CLUB 120 CYRESS STREET BROOKLINE, MA 02445	NONE	EXEMPT	CHARITABLE	20,000
LOS ANGELES FOOD BANK 1734 EAST 41ST STREET LOS ANGELES, CA 90058	NONE	EXEMPT	CHARITABLE	50,000
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN, NY 11237	nONE	EXEMPT	CHARITABLE	10,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
Margarita Muniz Academy Foundation 20 Child St JAMAICA PLAIN, MA 02130	nONE	EXEMPT	CHARITABLE	10,000
MARIN AGRICULTURAL LAND TRUST PO BOX 809 POINT REYES STATION, CA 94956	NONE	EXEMPT	CHARITABLE	47,000
MEXICAN AMERICAN LEGAL DEFENSE AND ED FUND (MALDEF) 634 SSPRING STREET LOS ANGELES, CA 90014	nONE	EXEMPT	CHARITABLE	5,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
Naral Prochoice America Foundations 1156 15th Street NW Suite 700 Washington, DC 20005	nONE	EXEMPT	CHARITABLE	10,000
NATIONAL DIAPER BANK NETWORK 129 CHURCH STREET NEW HAVEN, CT 06510	NONE	EXEMPT	CHARITABLE	2,000
NatioNAl DIAPER BANK NETWORK 129 CHURCH STREET NEW HAVEN, CT 06510	nONE	EXEMPT	CHARITABLE	4,000
Total ▶ 3a				1,614,750

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				
NATIVE SONGBIRD CARE AND CONSERVATION 8050 ELPHICK RD SEBASTOPOL, CA 95472	nONE	EXEMPT	CHARITABLE	1,000
NEW DIRECTIONS FOR VETERANS 11303 WILSHIRE BLVD VA BLDG 116 LOS ANGELES, CA 90073	NONE	EXEMPT	CHARITABLE	10,000
NEW ENGLAND CENTER FOR HOMELESS VETERANS 7 COURT STREET BOSTON, MA 02108	NONE	EXEMPT	CHARITABLE	5,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
NEW YORK CITY AUBUDON 71 W 23rd St Ste 1523 NEW YORK, NY 10010	nONE	EXEMPT	CHARITABLE	7,500
NEW YORK FESTIVAL OF SONG 307 SEVENTH AVENUE SUITE 1601 NEW YORK, NY 10001	NONE	EXEMPT	CHARITABLE	10,000
NEW YORK IMMIGRATION COALITION 131 WEST 33RD STREET NEW YORK, NY 10003	nONE	EXEMPT	CHARITABLE	5,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
NEW YORK IMMIGRATION COALITION 131 WEST 33RD STREET NEW YORK, NY 10001	nONE	EXEMPT	CHARITABLE	10,000
OCEAN CONSERVACY 1300 19TH St NW Ste 800 WASHINGTON, DC 20036	nONE	EXEMPT	CHARITABLE	25,000
OCEANA296 STATE STREET BOSTON, MA 02109	NONE	EXEMPT	CHARITABLE	5,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	EXEMPT	CHARITABLE	50,000
Plastic Oceans Foundation 23823 Malibu Rd Ste 50-205 Malibu, CA 90265	nONE	EXEMPT	CHARITABLE	15,000
POETRY PROJECT ST MARK'S 131 E 10TH STREET NEW YORK, NY 10003	NONE	EXEMPT	CHARITABLE	500
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
POETS IN NEEDPO BOX 5411 BERKELY, CA 94705	NONE	EXEMPT	CHARITABLE	15,000
PRISON POLICY INITIATIVEPO BOX 127 NORTHAMPTON, MA 01061	NONE	EXEMPT	CHARITABLE	5,000
PUBLIC ART FUND1 E 53RD ST NEW YORK, NY 10022	NONE	eXEMPT	CHAIRTABLE	4,500
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
RAILS TO TRAILS 2121 WARD COURT NW 5TH FLOOR WASHINGTON, DC 20037	NONE	EXEMPT	CHARITABLE	2,000
RIVERKEEPER220 SECOR Rd OSSINING, NY 10562	nONE	EXEMPT	CHARITABLE	7,000
ROCK THE VOTE 1875 CONNECTICUT AVE NW 10TH FLOOR WASHINGTON, DC 20009	nONE	EXEMPT	CHARITABLE	20,000
Total ▶ 3a				1,614,750

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				
ROSIE'S PLACEPO BOX 380060 BOSTON, MA 02241	NONE	EXEMPT	CHARITABLE	4,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104	nONE	EXEMPT	CHARITABLE	15,000
THE OSBORNE ASSOCIATION 175 REMSEN STREET SUITE 800 BROOKLYN, NY 11201	NONE	EXEMPT	CHARITABLE	5,000
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
THE UNI PROJECT6 VARICK ST 10B NEW YORK, NY 10013	NONE	EXEMPT	CHARITABLE	5,000
Turn 2 Us Program 215 Park Avenue South Suite 1905 New York, NY 10003	nONE	EXEMPT	CHARITABLE	25,000
UGLY DUCKLING PRESS 232 THIRD STREET BROOKLYN, NY 11215	NONE	EXEMPT	CHARITABLE	500
Total ▶ 3a				1,614,750

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 <i>Paid during the year</i>				
UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE CAMBRIDGE, MA 02138	nONE	EXEMPT	CHARITABLE	12,000
VIOLENCE POLICY CENTER 1025 CONNECTICUT AVE NW SUITE 1210 WASHINGTON, DC 20036	nONE	EXEMPT	CHARITABLE	15,000
VOTO LATINOPO BOX 35608 WASHINGTON, DC 20033	nONE	EXEMPT	CHARITABLE	25,000
Total ▶ 3a				1,614,750

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				
WATER AID AMERICA 315 MADISON AVENUE SUITE 2301 NEW YORK, NY 10017	NONE	EXEMPT	CHARITABLE	12,000
WATERKEEPERS ALLIANCE 180 MAIDEN Ln Ste 603 NEW YORK, NY 10038	nONE	EXEMPT	CHARITABLE	20,000
WEILL CORNELL MEDICINE 1300 YORK AVENUE BOX 314 NEW YORK, NY 10065	nONE	EXEMPT	CHARITABLE	15,000
Total ▶ 3a				1,614,750

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				
WESTSIDE FOOD BANK 1710 22ND STREET SANTA MONICA, CA 90404	NONE	EXEMPT	CHARITABLE	35,000
Nuclear Age Peace Foundation 1622 Anacapa Street Santa Barbara, CA 93101	NONE	eXEMPT	CHARITABLE	3,000
Total ▶ 3a				1,614,750

TY 2017 Accounting Fees Schedule**Name:** LEAVES OF GRASS FUND**EIN:** 22-2824793**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	26,731	0		26,731

TY 2017 Investments - Other Schedule

Name: LEAVES OF GRASS FUND

EIN: 22-2824793

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BUENA VISTA ASIAN OPPORTUNTIES FUND	AT COST	1,300,000	1,549,680
FIRST EAGLE FUNDS	AT COST	2,356,311	2,449,984
HARVEST	AT COST	1,101,002	1,239,964
HILDENE OPP	AT COST	153,674	572,713
HS MANAGEMENT	AT COST	2,039,100	2,588,003
LEGG MASON BRANDYWINE	AT COST	2,850,087	2,856,044
LONGLEAF FUNDS	AT COST	1,450,679	1,385,177
MELLON CUST EQUITIES	AT COST	1,204,430	1,490,247
MELLON CUST FIXED INCOME	AT COST	1,970,631	1,937,423
NYES LEDGE CAPITAL PARTNERS	AT COST	4,812,536	5,199,074
PIMCO BOND FUND	AT COST	2,995,028	2,957,217
RS GLOBAL	AT COST	1,473,793	1,187,013
SOLA I	AT COST	1,000,000	1,169,736
SOMERSET GLOBAL EMERGING MARKETS FUND LLC	AT COST	1,784,411	2,231,864
VANGUARD LONG TERM TREASURY	AT COST	1,188,515	1,226,195
ATALAYA III	AT COST	709,399	704,502
ABDIEL	AT COST	1,000,000	1,417,945
PRINCE STREET	AT COST	800,000	957,970
GQG PARTNERS	AT COST	2,261,710	2,553,671
ATALAYA IV	AT COST	52,248	52,698

TY 2017 Legal Fees Schedule**Name:** LEAVES OF GRASS FUND**EIN:** 22-2824793

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,547	0		1,547

TY 2017 Other Expenses Schedule**Name:** LEAVES OF GRASS FUND**EIN:** 22-2824793**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FROM K-1'S	378,890	378,890		0
USPS	51	0		51

TY 2017 Other Income Schedule

Name: LEAVES OF GRASS FUND

EIN: 22-2824793

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1'S	171,919	171,919	171,919

TY 2017 Other Increases Schedule**Name:** LEAVES OF GRASS FUND**EIN:** 22-2824793

Description	Amount
REDUCTION IN ORIGINAL BOOKUP OF DONATED ASSETS	5,444
PPA INCREASE AXIOM FROM ESTATE	530,252

TY 2017 Other Professional Fees Schedule**Name:** LEAVES OF GRASS FUND**EIN:** 22-2824793

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES & SUBSCRIPTIONS	80,142	80,142		0

TY 2017 Taxes Schedule**Name:** LEAVES OF GRASS FUND**EIN:** 22-2824793

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MA ANNUAL FILE FEE	250	0		250
FOREIGN TAX WITHHELD	5,272	0		0
FEDERAL AND STATE TAXES PAID	15,460	0		0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491319038598		
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990			OMB No 1545-0047 2017	
Name of the organization LEAVES OF GRASS FUND				Employer identification number 22-2824793		
Organization type (check one)						
Filers of: Form 990 or 990-EZ Form 990-PF						Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 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 <i>exclusively</i> 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 <i>exclusively</i> 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 <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).						
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2017)		

Name of organization LEAVES OF GRASS FUND	Employer identification number 22-2824793
---	---

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	ESTATE OF HARMON SB WHITE C/O MINTZ LEVIN ONE FINL CTR BOSTON, MA02111	\$ 110,266	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization LEAVES OF GRASS FUND	Employer identification number 22-2824793
---	---

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	
(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	
(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	
(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	