

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0052
2017
Open to Public Inspection

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

Name of foundation WITHINGTON FOUNDATION INC C/O ANDREW K ROOKE		A Employer identification number 22-3291812
Number and street (or P O box number if mail is not delivered to street address) 7029 SHEAFF LANE	Room/suite	B Telephone number (see instructions) (215) 591-9573
City or town, state or province, country, and ZIP or foreign postal code FORT WASHINGTON, PA 19034		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 20,650,963	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,363	1,363		
	4 Dividends and interest from securities	327,581	327,581		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	910,269			
	b Gross sales price for all assets on line 6a	5,311,286			
	7 Capital gain net income (from Part IV, line 2)		910,269		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-90,903	-90,903			
12 Total. Add lines 1 through 11	1,148,310	1,148,310			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	207,278	207,278		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	20,335	5,715		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	34,670	34,670		0
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	40,050	40,050		0
	24 Total operating and administrative expenses. Add lines 13 through 23	302,333	287,713		0
	25 Contributions, gifts, grants paid	921,400			921,400
26 Total expenses and disbursements. Add lines 24 and 25	1,223,733	287,713		921,400	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-75,423				
b Net investment income (if negative, enter -0-)		860,597			
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	501,594	766,287	766,287
	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	13,120		
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	11,764,353	10,350,756	15,732,224
	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)	10,634	10,480	15,017
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	3,005,158	4,087,207	4,137,435	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,294,859	15,214,730	20,650,963	
Liabilities	17 Accounts payable and accrued expenses		1,845	
	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	1,845	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	15,294,859	15,212,885	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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 (see instructions)	15,294,859	15,212,885		
31 Total liabilities and net assets/fund balances (see instructions) .	15,294,859	15,214,730		

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	15,294,859
2 Enter amount from Part I, line 27a	2	-75,423
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	15,219,436
5 Decreases not included in line 2 (itemize) ▶ _____	5	6,551
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	15,212,885

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	910,269
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	1,009,000	18,559,336	0 054366
2015	1,015,200	20,702,391	0 049038
2014	1,090,330	20,631,742	0 052847
2013	1,000,496	16,428,070	0 060902
2012	1,019,909	18,431,741	0 055334

2 Total of line 1, column (d)	2	0 272487
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 054497
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	20,380,826
5 Multiply line 4 by line 3	5	1,110,694
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,606
7 Add lines 5 and 6	7	1,119,300
8 Enter qualifying distributions from Part XII, line 4 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	8	921,400

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Total credits and payments'. Total amount owed is 2,593.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting requirements. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

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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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►			5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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

Table with 5 columns: (a) Name and address, (b) Title and average hours per week, (c) Compensation, (d) Contributions to employee benefit plans, (e) Expense account. Includes entries for Andrew K Rooke, Taylor Rooke, and Charles C Rooke.

Table for compensation of five highest-paid employees (other than those on line 1). Columns: (a) Name and address, (b) Title and average hours per week, (c) Compensation, (d) Contributions to employee benefit plans, (e) Expense account.

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

Table for five highest-paid independent contractors for professional services. Columns: (a) Name and address, (b) Type of service, (c) Compensation.

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

Part IX-A Summary of Direct Charitable Activities

Table for summary of direct charitable activities. Columns: Description of activity, Expenses.

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

Table for summary of program-related investments. Columns: Description of investment, Amount.

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	16,238,717
b	Average of monthly cash balances.	1b	353,244
c	Fair market value of all other assets (see instructions).	1c	4,099,233
d	Total (add lines 1a, b, and c).	1d	20,691,194
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	20,691,194
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	310,368
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	20,380,826
6	Minimum investment return. Enter 5% of line 5.	6	1,019,041

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	1,019,041
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	17,212
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	17,212
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,001,829
4	Recoveries of amounts treated as qualifying distributions.	4	7,500
5	Add lines 3 and 4.	5	1,009,329
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	1,009,329

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	921,400
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	921,400
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	921,400

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				1,009,329
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			65,031	
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>921,400</u>				
a Applied to 2016, but not more than line 2a			65,031	
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.				856,369
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				152,960
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				921,400
b <i>Approved for future payment</i>				
Total ▶ 3b				0

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

Part XVII

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?

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

- (1)** Cash.
- (2)** Other assets.

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

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.

Sign Here

***** _____	2018-11-14	***** _____
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name JANE E MORAN	Preparer's Signature	Date 2018-11-14	Check if self-employed <input type="checkbox"/>	PTIN P00432569
Firm's name ▶ MCGEE HEARNE & PAIZ LLP				Firm's EIN ▶ 83-0331229
Firm's address ▶ PO BOX 1088 CHEYENNE, WY 82003				Phone no (307) 634-2151

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)
FSP GALLERIA NORTH	P	2017-01-01	2017-12-31
LT LOSS FROM K-1S	P	2017-01-01	2017-12-31
MERRILL LYNCH - 3311	P	2017-01-01	2017-12-31
MERRILL LYNCH - 3311	P	2017-01-01	2017-12-31
MERRILL LYNCH - 3311	P	2017-01-01	2017-12-31
MERRILL LYNCH - 3311	P	2017-01-01	2017-12-31
MERRILL LYNCH - 3311	P	2017-01-01	2017-12-31
MERRILL LYNCH - 3311	P	2017-01-01	2017-12-31
MERRILL LYNCH - 3311	P	2017-01-01	2017-12-31
MERRILL LYNCH - 3311	P	2017-01-01	2017-12-31
MERRILL LYNCH - 4493	P	2017-01-01	2017-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
		31	-31
		26,460	-26,460
265,865		274,862	-8,997
141,762		92,133	49,629
80,784		53,565	27,219
42,429		22,323	20,106
259		265	-6
126		128	-2
329		317	12
1,413		1,190	223

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	
			-31
			-26,460
			-8,997
			49,629
			27,219
			20,106
			-6
			-2
			12
			223

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.)
MERRILL LYNCH - 4493	P	2017-01-01	2017-12-31
MERRILL LYNCH - 4493	P	2017-01-01	2017-12-31
NB CROSSROADS	P	2017-01-01	2017-12-31
NORTHERN TRUST - 9714	P	2017-01-01	2017-12-31
NORTHERN TRUST - 9714	P	2017-01-01	2017-12-31
ST LOSS FROM K-1S	P	2017-01-01	2017-12-31
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)
11,123		10,714	409
53,337		43,653	9,684
97,867		149,004	-51,137
1,959,681		1,868,186	91,495
2,636,093		1,857,597	778,496
		589	-589
20,218			20,218

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	
			409
			9,684
			-51,137
			91,495
			778,496
			-589
			20,218

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>				
ABRAMSON CANCER CENTER 3400 CIVIC CENTER BLVD PHILADELPHIA, PA 19104			GENERAL SUPPORT	70,000
ALZHEIMER'S SAN DIEGO 6632 CONVOY CT SAN DIEGO, CA 92111			ALZHEIMERS SUPPORT	25,000
BONNIE BRAE SCHOOL 3415 VALLEY ROAD PO BOX 825 LIBERTY CORNER, NJ 07920			GENERAL SUPPORT	2,600
Total ▶ 3a				921,400

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>				
BOYS & GIRLS CLUB SD 3800 MYKONOS LN SAN DIEGO, CA 92130			GENERAL SUPPORT	5,000
BUCKNELL UNIVERSITY 301 MARKET ST SUITE 2 LEWISBURG, PA 17837			GENERAL UNIVERSITY FUNDING SUPPORT	105,000
CAMPERDOWN ACADEMY 501 HOWELL RD GREENVILLE, SC 29615			DYSLEXIA IN CHILDREN	7,500
Total ▶ 3a				921,400

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>				
CANCER SOCIETY OF GREENVILLE COUNTY 113 MILLS AVE GREENVILLE, SC 29605				3,500
CHILDREN'S HOSPITAL SAN DIEGO 3020 CHILDRENS WAY SAN DIEGO, CA 92123				10,000
CHRIST CHURCH EPISCOPAL 10 N CHURCH ST GREENVILLE, SC 29601				5,000
Total ▶ 3a				921,400

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>				
CHRIST CHURCH EPISCOPAL SCHOOL 245 CAVALIER DR GREENVILLE, SC 29607			UNDERGRADUATE EDUCATIONAL FUNDING	155,000
COLUMBIA UNIVERSITY MEDICAL CENTER 630 WEST 168TH ST NEW YORK, NY 10032			GENERAL SUPPORT	25,000
COMMUNITY FOUNDATION OF GREENVILLE 60 E WASHINGTON ST SUITE A GREENVILLE, SC 29601			SUPPORT GREENVILLE COMMUNITY	2,500
Total ▶ 3a				921,400

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>				
COMMUNITY PARTNERSHIP SCHOOL 1936 N JUDSON ST PHILADELPHIA, PA 19121			INDEPENDENT ELEMENTARY SCHOOL	167,300
COMPUTER TO SD KIDS 8324 MIRAMAR MALL SAN DIEGO, CA 92121			COMPUTERS FOR UNDERPRIVILEGED CHILDREN	15,000
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755			EDUCATIONAL SUPPORT	10,000
Total				921,400
3a				

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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>				
FAIRFIELD UNIVERSITY 1073 N BENSON RD FAIRFIELD, CT 06824				5,000
FAIRFIELD VARSITY ATHLETICS 1073 N BENSON RD FAIRFIELD, CT 06824				5,000
FIRST PRESBYTERIAN CHURCH OF NEW VERNON 2 LEES HILL RD NEW VERNON, NJ 07976				5,000
Total ▶ 3a				921,400

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>				
FIRST TEE OF GREENVILLE 1409 EDWARDS RD GREENVILLE, SC 29615			GENERAL SUPPORT	2,500
FURMAN UNIVERSITY 3300 POINSETT HWY GREENVILLE, SC 29613			EDUCATIONAL SUPPORT	7,500
HIGHLAND HISTORICAL SOCIETY 7001 SHEAFF LN FORT WASHINGTON, PA 19034			PRESERVATION OF HISTORICAL SITES	2,000
Total ▶ 3a				921,400

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
INDEPENDENCE SEAPORT MUSEUM 211 S COLUMBUS BLVD PHILADELPHIA, PA 19106			GENERAL SUPPORT	10,000
JASMINE ROADPO BOX 25452 GREENVILLE, SC 29616			GENERAL SUPPORT	2,500
KANAWHA VALLEY FELLOWSHIP HOME 1121 VIRGINIA ST E CHARLESTON, WV 25301			GENERAL SUPPORT	10,000
Total ▶ 3a				921,400

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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>				
LA JOLLA COUNTRY DAY 9490 GENESEE AVE LA JOLLA, CA 92037			COLLEGE PREP TO DEVELOP SCHOLARS	14,500
MAIN LINE ANIMAL RESCUE 1149 PIKE SPRINGS ROAD PHOENIXVILLE, PA 19460			GENERAL SUPPORT	7,500
MIRACLE BABIES8745 AERO DR 111 SAN DIEGO, CA 92123			GENERAL SUPPORT	5,000
Total 3a			▶	921,400

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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>				
MORRISTOWN BEARD SCHOOL 70 WHIPPANY RD MORRISTOWN, NJ 07960			EDUCATIONAL SUPPORT	25,000
NATIONAL CONSTITUTION CENTER 525 ARCH ST PHILADELPHIA, PA 19106			GENERAL SUPPORT	2,500
NEED IN DEED 211 NORTH 13TH STREET SUITE 501 PHILADELPHIA, PA 19107			GENERAL SUPPORT	500
Total ▶ 3a				921,400

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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>				
OPERATION MEND 924 WESTWOOD BLVD SUITE 400 LOS ANGELES, CA 90095			GENERAL SUPPORT	5,000
PAOLI HOSPITAL FOUNDATION 255 WEST LANCASTER AVE MOB 3 SUITE 231 PAOLI, PA 19301			GENERAL SUPPORT	2,500
PRESERVING THE LOVE 125 SOUTH 9TH ST SUITE 600 PHILADELPHIA, PA 19107			GENERAL SUPPORT	1,000
Total ▶ 3a				921,400

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>				
ROLLINS COLLEGE 1000 HOLT AVE WINTER PARK, FL 32789			EDUCATIONAL SUPPORT	7,500
SCRIPPS HEALTH FOUNDATION 4275 CAMPUS POINT CT SAN DIEGO, CA 92121			CARIOVASCULAR TREATMENT	37,500
SNAP 1600 PACIFIC HWY SAN DIEGO, CA 92101			SOLUTION FOR PET OVER POPULATION	15,000
Total 3a				921,400

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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>				
SPRINGSIDE CHESTNUT HILL ACADEMY 500 W WILLOW GROVE AVE PHILADELPHIA, PA 19118			GENERAL SUPPORT	1,000
ST ANDREWS PRIORY 224 QUEEN EMMA SQUARE HONOLULU, HI 96813			SUPPORT OF ALL GIRLS EDUCATION	25,000
ST THOMAS'S CHURCHPO BOX 247 FORT WASHINGTON, PA 19034			SUPPORT THE CHURCH	10,000
Total ▶ 3a				921,400


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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>				
ST BARNABAS CHURCH 6300 BUIST AVE PHILADELPHIA, PA 19142			GENERAL SUPPORT	1,000
THE COMMUNITY SCHOOL PO BOX 2118 SUN VALLEY, ID 83353			EDUCATIONAL FUNDING	3,000
TRUSTEES OF THE UNIVERSITY OF PA PO BOX 70259 PHILADELPHIA, PA 19176			SUPPORT THE ANNUAL FUND	62,500
Total 3a				921,400

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Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF DENVER 2199 S UNIVERSITY BLVD DENVER, CO 80208			SUPPORT THE ANNUAL FUND	25,000
VETERANS MONUMENT FUND OF WHITEMARSH PO BOX 616 LAFAYETTE HILL, PA 19444			GENERAL SUPPORT	2,500
WEST VIRGINIA UNIVERSITY PO BOX 1650 MORGANTOWN, WV 26507			SUPPORT WV UNIVERSITY	5,000
Total				921,400
3a				

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Name and address (home or business)				
a <i>Paid during the year</i>				
WSCGA JUNIOR GOLF FOUNDATION PO BOX 291869 COLUMBIA, SC 29229			GENERAL SUPPORT	2,500
YMCA OF GREENVILLE 721 CLEVELAND ST GREENVILLE, SC 29601			SUPPORT YOUNG MEN'S HEALTH & ATHLETE	2,500
Total 				921,400
3a				

TY 2017 Investments Corporate Stock Schedule**Name:** WITHINGTON FOUNDATION INC

C/O ANDREW K ROOKE

EIN: 22-3291812

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2U INC COM (TWOU)	6,232	9,806
3M COMPANY	76,530	235,370
595CVR986 - CVR ADR MIDATECH PHARMA PLC	163	0
AAPL - APPLE INC COM STK	74,426	473,884
ABBV - ABBVIE INC COM USD0.01	26,800	46,324
ABT - ABBOTT LAB COM	10,543	14,268
ABT - ABBOTT LAB COM	34,012	45,085
ACTIVISION BLIZZARD INC COM STK (ATVI)	12,246	15,830
ADBE - ADOBE SYS INC COM	10,364	33,471
ADIDAS AG (ADDYY)	1,806	2,496
ADM - ARCHER-DANIELS-MIDLAND CO COM	19,075	19,319
ADP - AUTOMATIC DATA PROCESSING INC COM	2,354	6,094
AERIE PHARMACEUTICALS INC COM (AERI)	6,585	7,051
AIR PRODUCTS & CHEM	36,576	82,040
AIR PRODUCTS AND CHEMICALS, INC., COMMON	19,963	23,135
ALBEMARLE CORP COM (ALB)	10,865	16,754
ALIBABA GROUP HOLDING LTD SPONSORED ADS	25,561	58,626
ALL - ALLSTATE CORP COM	8,808	29,214
ALLERGAN PLC	72,000	81,790
ALPHABET INC CAP STK CL A CAP STK CL A	7,089	28,442
ALPHABET INC CAP STK CL C CAP STK CL C	7,310	29,299
ALPHABET INC SHS CL A	54,938	158,010
ALPHABET INC SHS CL C	54,762	156,960
ALXN - ALEXION PHARMACEUTICALS INC COM	9,817	8,850
AMAZON COM INC AMZN	83,492	116,947
AMER EXPRESS COMPANY	27,950	49,655
AMETEK INC NEW COM (AME)	9,188	13,624
AMGEN INC COMMON STOCK (AMGN)	24,137	23,824
AMZN - AMAZON COM INC COM	3,064	57,304
ANADARKO PETE CORP	51,919	37,548

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE INC	4,216	74,123
AT&T INC	31,621	38,880
BAXTER INTERNTL INC	14,513	32,320
BBT - BB&T CORP COM	45,336	59,266
BECTON DICKINSON CO	41,641	107,030
BERKSHIRE HATHAWAYINC	35,937	99,110
BIOMARIN PHARMACEUTICAL INC COM ISIN	9,253	13,732
BK - BANK NEW YORK MELLON CORP COM STK	14,663	24,829
BLACK HILLS CORP	13,490	30,055
BLK - BLACKROCK INC COM STK	6,385	20,035
BLUEBIRD BIO INC COM (BLUE)	3,462	7,658
BMY - BRISTOL MYERS SQUIBB CO COM	15,156	23,103
BOEING CO COM (BA)	6,803	31,555
BOEING COMPANY	32,314	147,455
BORG WARNER INC COM (BWA)	7,097	7,050
BRANDYWNE RLTY T SBI NEW	26,993	36,380
BRINKS CO COM (BCO)	8,423	9,601
BRISTOL-MYERS SQUIBB CO	17,763	30,640
BROADCOM LIMITED COM NPV (AVGO)	23,302	28,002
CA INC COM (CA)	19,341	20,467
CAH - CARDINAL HLTH INC	17,518	16,053
CANADIAN PACIFIC RAILWAY	60,991	73,104
CATERPILLAR INC DEL	27,404	78,790
CATERPILLAR INC, COMMON STOCK, NO PAR (CAT)	16,852	19,382
CCI - CROWN CASTLE INTL CORP NEW COM	22,998	30,084
CELANESE CORP DEL COM SER A STK (CE)	4,143	4,712
CELG - CELGENE CORP COM	33,858	104,360
CELGENE CORP COM	11,739	18,054
CHARTER COMMUNICATIONS INC NEW CL A CL A	14,267	17,806
CHEGG INC COM (CHGG)	7,505	8,388

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEMOURS CO COM (CC)	6,649	8,660
CHEVRON CORP	44,072	75,114
CITIGROUP INC COM NEW	33,589	66,969
COCA COLA COM	30,607	55,056
COGNEX CORP COM (CGNX)	2,838	6,605
COGNIZANT TECH SOLUTNS A	6,213	35,510
COHERENT INC COM (COHR)	1,230	4,516
COLGATE PALMOLIVE	31,900	75,450
COMCAST CORP NEW CL A	22,222	40,050
COMERICA, INC., COMMON STOCK, \$5 PAR	9,502	13,108
CONCHO RES INC COM STK (CXO)	14,041	19,078
CONSOLIDATED EDISON INC	20,400	42,475
COP - CONOCOPHILLIPS COM	20,017	24,975
CORNING INC - GLW	26,866	31,990
COST - COSTCO WHOLESALE CORP NEW COM	10,404	22,148
COSTAR GROUP INC COM (CSGP)	5,787	6,830
CREE INC COM (CREE)	2,634	2,934
CSCO - CISCO SYSTEMS INC	31,389	58,025
CVS - CVS HEALTH CORP COM	15,798	17,183
CVX - CHEVRON CORP COM	22,947	30,296
D R HORTON INC COM (DHI)	7,879	11,797
DARDEN RESTAURANTS INC COM (DRI)	3,902	4,513
DIAMONDBACK ENERGY INC COM (FANG)	10,754	13,383
DISNEY (WALT) CO COM STK	14,010	53,755
DOLLAR TREE INC COM STK (DLTR)	21,417	29,081
DOWDUPONT INC COM (DWDP)	15,852	25,069
DUKE ENERGY CORP NEW	40,263	42,055
DUPONT E I DE NEMOURS	18,795	45,652
E TRADE FINL CORP FORMERLY E TRADE	10,531	12,046
EAST WEST BANCORP INC COM (EWBC)	7,280	7,908

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EASTMAN CHEMICAL CO COM	29,035	37,056
EIX - EDISON INTL COM	13,898	18,023
ELI LILLY & CO	37,442	46,453
ENBRIDGE INC COM (ENB)	8,944	12,320
EOG RESOURCES INC	25,518	32,373
EQUITY RESIDENTIAL (EQR)	21,213	20,853
ESRX - EXPRESS SCRIPTS HLDG CO COM	25,917	25,527
ESTEE LAUDER COMPANIES INC CL A (EL)	16,638	20,740
EVERSOURCE ENERGY COM	15,010	31,590
EXXON MOBIL CORP COM	38,080	83,640
EXXON MOBIL CORP COM (XOM)	20,047	19,655
FACEBOOK INC	47,113	88,230
FACTSET RESH SYS INC	30,255	96,380
FB - FACEBOOK INC CL A CL A	6,808	52,938
FEDEX CORP COM (FDX)	14,494	19,963
FEDEX CORP DELAWARE COM	43,801	124,770
FIRST SOLAR INC COM (FSLR)	3,843	4,321
FIRST TR EXCHANGE TRADED	165,400	269,206
FIVE9 INC COM (FIVN)	2,434	6,693
FLEETCOR TECHNOLOGIES INC COM (FLT)	8,548	15,394
FLIR SYS INC COM (FLIR)	6,913	6,713
FLOOR & DCOR HLDGS INC CL A CL A (FND)	2,673	3,164
FMC CORP., COMMON STOCK, NO PAR (NEW) (FMC)	13,169	17,607
GENERAL ELECTRIC	66,138	52,350
GENERAL MILLS	48,935	71,148
GENL DYNAMICS CORP COM	27,462	40,690
G-III APPAREL GROUP LTD COM (GIII)	8,310	10,624
GOLDMAN SACHS GROUP INC COM (GS)	14,961	22,419
GRUBHUB INC COM (GRUB)	6,285	9,047
GUESS IN COM (GES)	6,796	7,005

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HAL - HALLIBURTON CO COM	14,407	19,841
HASBRO INC COM (HAS)	8,165	13,634
HD - HOME DEPOT INC COM	40,676	60,271
HDFC BANK LTD ADR	31,596	50,835
HEALTH CARE SELECT SPDR	60,917	82,680
HERSHEY COMPANY	53,342	90,808
HOME DEPOT INC	55,911	189,530
HONEYWELL INTL INC COM STK (HON)	23,527	28,985
HONEYWELL INTL INC DEL	11,640	76,680
HP INC COM (HPQ)	4,064	4,013
IAC / INTERACTIVECORP COM PAR 4.001 STK (IAC)	4,889	6,114
ILLUMINA INC COM	3,307	14,857
INDUSTRIA DE DISENO TESTIL INDITEX SA ADR ADR (IDEXY)	3,840	3,745
INGERSOLL-RAND PLC	40,069	89,190
INSULET CORP COM STK (PODD)	3,529	4,485
INTC - INTEL CORP COM	12,408	26,680
INTER PARFUMS INC COM (IPAR)	4,129	5,562
INTL BUSINESS MACHINES	53,916	76,710
INTL PAPER CO	105,597	173,820
INTUIT INC COM	27,260	39,445
IPG PHOTONICS CORP COM (IPGP)	4,893	8,351
ISHARES 20+ YEAR	67,438	63,430
ISHARES CORE U.S.	111,647	109,330
ISHARES MSCI EAFE	23,662	28,124
ISHARES MSCI EMERGING	37,337	47,120
ISHARES MSCI INDIA	19,392	21,642
ISHARES NASDAQ BIOTECH	53,788	224,217
ISHARES TIPS	115,847	114,080
JNJ - JOHNSON & JOHNSON COM USD1	30,290	52,954
JOHN BEAN TECHNOLOGIES CORP COM STK (JBT)	3,970	4,986

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON CO JNJ	0	139,700
JPM - JPMORGAN CHASE & CO COM	41,408	64,485
JPMORGAN CHASE & CO	33,413	96,246
KELLOGG CO	31,012	33,990
KENNAMETAL INC. CAPITAL STOCK \$1.25 PAR (KMT)	3,562	4,018
KERING S A ADR (PPRUY)	14,828	15,674
KHC - KRAFT HEINZ CO COM	37,964	38,880
L-3 COMMNCTNS HLDGS	56,760	98,925
LAM RESEARCH CORP COM	72,597	184,070
LEAR CORP SHS	61,063	88,330
LMT - LOCKHEED MARTIN CORP COM	10,046	26,326
LOW - LOWES COS INC COM	12,020	24,257
LULULEMON ATHLETICA INC COM (LULU)	4,159	4,401
LUMBER LIQUIDATORS HLDNGS INC COM (LL)	2,740	2,888
LYB - LYONDELLBASELL IND N V COM USD0.01 CL 'A'	11,245	15,445
MA - MASTERCARD INC CL A	4,480	41,624
MAR - MARRIOTT INTL INC NEW COM STK CL A	10,842	26,467
MARATHON OIL CORP COM (MRO)	21,436	24,024
MAXIM INTEGRATED PRODS INC COMMON STOCK	10,544	17,043
MC CORMICK & CO., INC., COMMON, NON-VOTING, STOCK, NO PAR (MKC)	5,425	5,707
MC DONALDS CORP. COMMON STOCK, NO PAR (MCD)	24,015	27,367
MCDONALDS CORP COM	30,415	86,060
MCKESSON CORPORATION COM	29,428	93,570
MDLZ - MONDELEZ INTL INC COM	16,270	21,785
MEDTRONIC PLC COMMON STOCK (MDT)	13,994	14,697
MELCO RESORTS & ENTERTAINMENT LIMITED (MLCO)	7,745	8,567
MFB NORTHERN FDS GLOBAL REAL ESTATE	266,960	337,813
MFB NORTHERN HIGH YIELD FIXED INCOME	381,841	423,500
MFC FLEXSHARES TR MORNINGSTAR GLOBAL	150,732	149,805
MFO DFA INVT DIMENSIONS GROUP INC EMERGING MARKETS (DFCEX)	100,755	118,300

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MFO DFA INVT DIMENSIONS GROUP INC INTL SMALL CAP VALUE PORTFOLIO (DISVX)	458,752	548,334
MFO MFS INSTL INTL EQTY FD (MIEIX)	1,112,971	1,284,603
MICROSOFT CORP	20,760	34,216
MIDATECH PHARMA PLC SPONSORED ADR (MTP)	499,437	245
MIDDLEBY CORP COM (MIDD)	7,154	7,557
MIMECAST LIMITED MIMECAST LTD (MIME)	9,321	9,948
MIMEDX GROUP INC	46,913	60,150
MKS INSTRS INC COM (MKSI)	4,443	8,411
MMC - MARSH & MCLENNAN CO'S INC COM	25,278	37,114
MMM - 3M CO COM	13,291	24,008
MNST - MONSTER BEVERAGE CORP NEW COM	13,642	18,987
MO - ALTRIA GROUP INC COM	8,361	22,137
MOHAWK INDS INC COMMON STOCK (MHK)	5,968	7,725
MRI INTERVENTIONS INC	61,110	5,500
MRK - MERCK & CO INC NEW COM	21,096	24,534
MSFT - MICROSOFT CORP COM	44,197	88,619
NEE - NEXTERA ENERGY INC COM	15,503	31,863
NEKTAR THERAPEUTICS COM (NKTR)	2,382	4,360
NESTLE S A REP RG SH ADR	39,880	85,970
NEUROCRINE BIOSCIENCES INC COM (NBIX)	4,195	4,500
NFLX - NETFLIX INC COM STK	5,992	36,088
NOC - NORTHROP GRUMMAN CORP COM	10,643	28,543
NORFOLK SOUTHERN CORP	38,155	72,450
NORWEGIAN CRUISE LINE HLDGS LTD COM	9,870	11,342
NVIDIA CORP COM (NVDA)	3,299	22,446
OLIN CORP., COMMON STOCK \$1 PAR (OLN)	3,125	3,060
ON ASSIGNMENT INC COM (ASGN)	3,841	5,270
ORACLE CORP \$0.01 DEL	36,454	59,100
ORACLE CORPORATION COM (ORCL)	21,043	24,822
OWENS CORNING INC	27,245	45,970

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OWENS CORNING NEW COM STK (OC)	4,935	6,252
OXY - OCCIDENTAL PETROLEUM CORP	19,967	19,815
PARKER-HANNIFIN CORP., COMMON STOCK, NO PAR (PH)	13,940	19,559
PAYPAL HLDGS INC COM (PYPL)	18,779	21,571
PAYX - PAYCHEX INC COM	13,551	22,807
PCLN - THE PRICELINE GROUP INC	3,722	15,640
PEAPACK-GLADSTONE F CORP	25,806	35,020
PEP - PEPSICO INC COM	28,858	37,175
PEPSICO INC	52,983	83,944
PFE - PFIZER INC COM	35,762	40,566
PIMCO 0-5 YEAR H/Y CORP	49,049	50,240
PM - PHILIP MORRIS INTL COM STK NPV	12,648	18,066
POLARIS INDS INC COM (PII)	6,457	6,943
PPL CORPORATION	30,628	58,805
PROCTER & GAMBLE CO	32,060	91,880
PSA - PUB STORAGE COM	5,412	5,643
QUEST DIAGNOSTICS INC COM (DGX)	11,324	21,471
RADIAN GROUP INC COM (RDN)	7,196	6,966
REALTY INCOME CORP COM (O)	9,219	9,009
RED HAT INC COM (RHT)	7,887	18,616
RINGCENTRAL INC CL A CL A (RNG)	2,846	8,228
ROBO GLOBAL ROBOTICS ROBO	126,721	177,676
ROCHE HLDG LTD SPN ADR	24,615	31,580
RTN - RAYTHEON CO USD0.01	13,330	26,675
SALESFORCE COM INC	34,299	51,115
SALESFORCE COM INC COM STK (CRM)	3,026	30,771
SANTANDER CONSUMER USA HLDGS INC COM (SC)	6,706	7,504
SCHLUMBERGER LTD	72,506	67,390
SEMPRA ENERGY INC. COM STK (SRE)	15,920	15,076
SERVICENOW INC COM USD0.001 (NOW)	2,175	5,866

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SHOPIFY INC SHOPIFY INC (SHOP)	871	2,222
SIEMENS AG ADR	77,062	96,978
SIMON PROPERTY GROUP DEL	30,669	106,651
SKETCHERS USA INC CL A CL A (SKX)	7,059	7,757
SPDR GOLD TRUST	178,029	185,475
SPDR INDEX SHS FDS	72,425	89,800
SPDR S P BIOTECH	46,091	127,305
SPLUNK INC COMSTK COM USD0.001 (SPLK)	8,335	15,243
SQUARE INC CL A CL A (SQ)	2,291	7,038
STANLEY BLACK & DECKER	29,870	84,845
STARBUCKS CORP	17,685	57,430
STEEL DYNAMICS INC COM (STLD)	5,531	6,081
STRATEGIC OIL & GAS LTD COMMON STOCK (SOGFF)	0	12,703
STRYKER CORP	44,917	108,388
SVB FINANCIAL GROUP COMMON STOCK (SIVB)	6,195	6,546
T - AT&T INC COM	14,274	19,984
TAKE-TWO INTERACTIVE SOFTWARE INC	1,221	3,074
TALLGRASS ENERGY GP CL A	22,432	26,537
TELADOC INC COM (TDOC)	9,734	10,176
TELUS CORP COM	28,454	37,870
TENCENT HLDGS LTD ADR (TCEHY)	22,645	25,908
TERADYNE INC COM (TER)	9,125	11,765
TEREX CORP NEW COM (TEX)	4,611	6,944
TEXAS INSTRUMENTS INC COM (TXN)	34,511	54,100
TRACTOR SUPPLY COM COM (TSCO)	2,502	2,542
TRANSUNION COM (TRU)	3,474	5,111
TRIMBLE INC COM TRIMBLE INC (TRMB)	5,626	8,778
TSLA - TESLA MTRS INC COM	9,639	18,992
U S CONCRETE INC COMMON STOCK (USCR)	3,649	6,274
UBS E-TRACS ALERIAN MLP	28,435	24,190

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UGI CORP NEW	16,300	46,950
UNILEVER PLC NEW - UL	26,950	33,204
UNION PACIFIC CORP	38,462	160,920
UNITED HEALTH GROUP INC (UNH)	17,261	20,282
UNITED HEALTH GROUP INC UNH	84,692	110,230
UNITED PARCEL SVC CL B	104,315	151,916
UNITED TECHS CORP COM	20,200	63,785
UNIVERSAL DISPLAY CORP COM (OLED)	7,683	25,725
URBAN EDGE PROPERTIES	47,647	50,980
VAIL RESORTS INC COM (MTN)	1,738	8,286
VALERO ENERGY CORP COM STK NEW (VLO)	7,356	10,753
VANGUARD INFORMATION	30,675	82,365
VANGUARD TOTAL BOND MKT	410,824	413,692
VERIZON COMMUNICATNS COM	35,414	52,930
VERTEX PHARMACEUTICALS INC COM (VRTX)	9,250	11,989
VISA INC CL A SHRS	54,612	79,814
VISA INC COM CL A STK (V)	24,570	40,363
VOCERA COMMUNICATIONS INC (VCRA)	4,491	8,582
VODAFONE GROUP PLC SHS	30,117	31,900
VTR - VENTAS INC REIT	13,483	14,762
VZ - VERIZON COMMUNICATIONS COM	18,764	21,278
WABCO HLDNGS INC COM STK (WBC)	10,119	12,485
WAL-MART STORES INC	45,089	68,200
WEC ENERGY GROUP INC COM (WEC)	14,116	22,188
WELLCARE HEALTH PLANS INC COM (WCG)	4,966	13,072
WILLIAMS COMPANY INC COMMON STOCK \$1 PAR (WMB)	11,967	12,166
WM - WASTE MGMT INC DEL COM STK	13,498	28,134
WORKDAY INC CL A COM USD0.001 (WDAY)	8,537	15,464
WYNN RESORTS LTD COM (WYNN)	6,967	10,453
XYLEM INC SHS	47,028	68,200

Name of Stock	End of Year Book Value	End of Year Fair Market Value
YUM CHINA HIGGS INC COM (YUMC)	5,417	6,723
ZEBRA TECHNOLOGIES CORP CL A (ZBRA)	8,009	7,993
ZIONS BANCORP COMMON STOCK NO PAR (ZION)	7,650	11,742

TY 2017 Investments - Other Schedule**Name:** WITHINGTON FOUNDATION INC

C/O ANDREW K ROOKE

EIN: 22-3291812**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ILLINOIS TOOL WKS INC COM (ITW)	AT COST	10,480	15,017

TY 2017 Other Assets Schedule**Name:** WITHINGTON FOUNDATION INC

C/O ANDREW K ROOKE

EIN: 22-3291812**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FSP ENERGY TOWER I CORP	79,932	79,932	79,932
NB CROSSROADS FUND XVII	179,697	0	0
HUFF ENERGY FUND	1,641,117	1,615,274	1,615,274
CARDIO VASCULAR INC	479,700	479,700	479,700
MRI INVERVENTIONS	340,411	340,411	340,412
MLP INVESTMENTS	284,300	271,953	271,953
CURTIS INVESTORS		1,285,819	1,285,819
DUE FROM NB CROSSROADS		14,117	14,117
MRI INVERVENTIONS	1	1	50,228

TY 2017 Other Decreases Schedule**Name:** WITHINGTON FOUNDATION INC

C/O ANDREW K ROOKE

EIN: 22-3291812

Description	Amount
BOOK TAX DIFFERENCE	6,551

TY 2017 Other Expenses Schedule**Name:** WITHINGTON FOUNDATION INC

C/O ANDREW K ROOKE

EIN: 22-3291812**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
N/D EXPENSES FROM K-1'S	78	78		0
EXPENSES FROM K-1'S	34,066	34,066		0
OTHER FEES	906	906		0
BONUSES	5,000	5,000		0

TY 2017 Other Income Schedule

Name: WITHINGTON FOUNDATION INC
C/O ANDREW K ROOKE
EIN: 22-3291812

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
1231 INCOME FROM K-1'S	34	34	34
OTHER INCOME FROM K-1'S	4,588	4,588	4,588
ORDINARY GAIN FROM PTP SALES	12,520	12,520	12,520
OTHER INCOME	3,104	3,104	3,104
DISTRIBUTIONS IN EXCESS OF BASIS	6,761	6,761	6,761
ORDINARY INCOME/(LOSS) FROM K-1	-22,397	-22,397	-22,397
NET RENTAL REAL ESTATE INCOME/(LOSS) FROM K-1'S	-95,513	-95,513	-95,513

TY 2017 Other Professional Fees Schedule

Name: WITHINGTON FOUNDATION INC
C/O ANDREW K ROOKE

EIN: 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO MANAGEMENT FEES	170,614	170,614		0
LEGAL FEES	0	0		0
ACCOUNTING FEES	36,664	36,664		0

TY 2017 Taxes Schedule

Name: WITHINGTON FOUNDATION INC
C/O ANDREW K ROOKE

EIN: 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	5,672	5,672		0
FOREIGN TAXES PAID FROM K-1'S	43	43		0
EXCISE TAX	14,620	0		0