

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491122002008			
Form 990-PF		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		
Department of the Treasury Internal Revenue Service					2017		
					Open to Public Inspection		
For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017							
Name of foundation THE FALCON CHARITABLE FOUNDATION				A Employer identification number 22-3340779			
Number and street (or P.O. box number if mail is not delivered to street address) C/O ROBERT B GREGORY			Room/suite	B Telephone number (see instructions) (207) 563-8104			
City or town, state or province, country, and ZIP or foreign postal code DAMARISCOTTA, ME 04543				C If exemption application is pending, check here			
G Check all that apply Initial return Final return Address 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)\$ 4,333,943		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)					
	2	Check if the foundation is not required to attach Sch. B					
	3	Interest on savings and temporary cash investments		151	151		
	4	Dividends and interest from securities		38,663	38,663		
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10		89,009			
	b	Gross sales price for all assets on line 6a		250,834			
	7	Capital gain net income (from Part IV, line 2)			89,009		
	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)						
12	Total. Add lines 1 through 11		127,823	127,823			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc		45,600			
	14	Other employee salaries and wages		42,000			
	15	Pension plans, employee benefits					
	16a	Legal fees (attach schedule)					
	b	Accounting fees (attach schedule)		1,350			
	c	Other professional fees (attach schedule)		17,104	17,104		
	17	Interest					
	18	Taxes (attach schedule) (see instructions)		6,232	414		
	19	Depreciation (attach schedule) and depletion		1,282			
	20	Occupancy					
	21	Travel, conferences, and meetings					
	22	Printing and publications					
	23	Other expenses (attach schedule)		31,699			
	24	Total operating and administrative expenses. Add lines 13 through 23		145,267	17,518		0
	25	Contributions, gifts, grants paid		100,000			100,000
26	Total expenses and disbursements. Add lines 24 and 25		245,267	17,518		100,000	
27	Subtract line 26 from line 12						
a	Excess of revenue over expenses and disbursements		-117,444				
b	Net investment income (if negative, enter -0-)			110,305			
c	Adjusted net income (if negative, enter -0-)						
For Paperwork Reduction Act Notice, see instructions.				Cat No 11289X		Form 990-PF (2017)	

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	86,756	120,441	120,441
	2	Savings and temporary cash investments	33,184	56,268	56,268
	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)	709,513	626,692	1,158,809
	c	Investments—corporate bonds (attach schedule)	525,937	445,827	458,462
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 70,000 Less accumulated depreciation (attach schedule) ▶ 11,485	59,797	58,515	70,000
15	Other assets (describe ▶ _____)	2,477,621	2,469,963	2,469,963	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,892,808	3,777,706	4,333,943	
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	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,892,808	3,777,706	
30	Total net assets or fund balances (see instructions)	3,892,808	3,777,706		
31	Total liabilities and net assets/fund balances (see instructions) .	3,892,808	3,777,706		

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	3,892,808
2	Enter amount from Part I, line 27a	2	-117,444
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,342
4	Add lines 1, 2, and 3	4	3,777,706
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	3,777,706

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	89,009
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	1,593,443	4,738,762	0 336257
2015	227,500	5,242,420	0 043396
2014	49,000	5,497,720	0 008913
2013	1,710,379	5,772,264	0 296310
2012	98,000	6,146,927	0 015943
2 Total of line 1, column (d)			2 0 700819
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 140164
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 4,277,377
5 Multiply line 4 by line 3			5 599,534
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,103
7 Add lines 5 and 6			7 600,637
8 Enter qualifying distributions from Part XII, line 4			8 100,000

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	2,206
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	2,206
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,206
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,646
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	
7	Total credits and payments. Add lines 6a through 6d.	7	2,646
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
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	440
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 440 Refunded ☐	11	

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	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <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) ☐ ME		
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 WWW.FIREHOUSEFALCONCENTER.COM	13	Yes	
14	The books are in care of ROBERT B GREGORY Telephone no (207) 563-8104			

Located at **PO BOX 760 DAMARISCOTTA ME** ZIP+4 **04543**

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			No
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		
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?	☐ Yes ☒ No	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?	☐ Yes ☒ No	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
ROBERT B GREGORY PO BOX 760 DAMARISCOTTA, ME 04543	TRUSTEE 5 00	45,600	0	0

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	(d) Contributions to employee benefit plans and deferred compensation	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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	1,640,468
b	Average of monthly cash balances.	1b	159,426
c	Fair market value of all other assets (see instructions).	1c	2,542,621
d	Total (add lines 1a, b, and c).	1d	4,342,515
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	4,342,515
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	65,138
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,277,377
6	Minimum investment return. Enter 5% of line 5.	6	213,869

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	213,869
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	2,206
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,206
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	211,663
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	211,663
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	211,663

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	100,000
b	Program-related investments—total from Part IX-B.	1b	
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	100,000
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	100,000

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				211,663
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			235,981	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013. 915,669				
c From 2014.				
d From 2015. 227,500				
e From 2016. 1,594,400				
f Total of lines 3a through e.	2,737,569			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 100,000				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				
e Remaining amount distributed out of corpus	100,000			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	211,663			211,663
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,625,906			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			235,981	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	2,625,906			
10 Analysis of line 9				
a Excess from 2013. 704,006				
b Excess from 2014.				
c Excess from 2015. 227,500				
d Excess from 2016. 1,594,400				
e Excess from 2017. 100,000				

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)) MARY F FIORE	
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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> MAINE FARMLAND TRUST 97 MAIN STREET BELFAST, ME 04915		PUBLIC	UNRESTRICTED	90,000
THE FARNSWORTH MUSEUM 16 MUSEUM STREET ROCKLAND, ME 04841		PUBLIC	UNRESTRICTED	10,000
Total			3a	100,000
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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.	***** 2018-04-30 *****	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 P01229052
	Firm's name ▶ Bruce A Bachelder CPA				
	Firm's address ▶ 285 Biscay Road Damariscotta, ME 04543				
	Firm's EIN ▶ Phone no (207) 563-7540				

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.)
1839 926 BLACKROCK MULTI ASSETS INCOME	P	2015-04-26	2017-04-06
31 MCDONALDS	P	2015-12-22	2017-04-06
19 MCDONALDS	P	2015-12-22	2017-04-06
50 NATIONAL OIL WELL VARCO	P	2011-01-06	2017-04-06
1712 329 RIDGEWORTH SEIX FLOATING	P	2011-07-01	2017-04-06
1265 022 ROBECO BOSTON PPRTNS	P	2015-12-22	2017-04-06
39 S&P 500 DEPOSITARY RECEIPTS	P	2012-08-13	2017-04-06
13 S&P 500 DEPOSITARY RECEIPTS	P	2012-08-13	2017-04-06
50 S&P 500 DEPOSITARY RECEIPTS	P	2012-08-13	2017-04-06
3 MCDONALDS	P	2010-02-16	2017-04-06

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)
20,000	0	20,810	-810
4,045	0	3,620	425
2,479	0	2,219	260
1,965	0	2,867	-902
15,000	0	15,501	-501
20,000	0	18,798	1,202
9,168	0	5,491	3,677
3,056	0	1,830	1,226
11,754	0	7,040	4,714
391	0	192	199

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
0	0	0	-810
0	0	0	425
0	0	0	260
0	0	0	-902
0	0	0	-501
0	0	0	1,202
0	0	0	3,677
0	0	0	1,226
0	0	0	4,714
0	0	0	199

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.)
47 MCDONALDS	P	2010-02-16	2017-04-06
200 NATIONAL OILWELL VARGAS	P	2010-02-16	2017-04-06
50 NATIONAL OILWELL VARGAS	P	2010-02-16	2017-04-06
28 NATIONAL OILWELL VARGAS	P	2009-06-17	2017-04-06
41 NATIONAL OILWELL VARGAS	P	2009-03-05	2017-04-06
52 S&P 500 DEPOSITARY RECEIPTS	P	2010-02-16	2017-04-06
58 S&P 500 DEPOSITARY RECEIPTS	P	2009-05-19	2017-04-06
65 S&P 500 DEPOSITARY RECEIPTS	P	2009-05-19	2017-04-06
68 S&P 500 DEPOSITARY RECEIPTS	P	2009-05-19	2017-04-06
83 S&P 500 DEPOSITARY RECEIPTS	P	2009-05-19	2017-04-06

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)
6,133	0	3,003	3,130
7,858	0	7,890	-32
1,965	0	1,972	-7
1,101	0	883	218
1,612	0	908	704
12,224	0	4,815	7,409
13,634	0	5,295	8,339
15,280	0	5,905	9,375
15,985	0	6,143	9,842
19,511	0	7,456	12,055

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
0	0	0	3,130
0	0	0	-32
0	0	0	-7
0	0	0	218
0	0	0	704
0	0	0	7,409
0	0	0	8,339
0	0	0	9,375
0	0	0	9,842
0	0	0	12,055

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)
28 S&P 500 DEPOSITARY RECEIPTS	P	2009-05-13	2017-04-06
144 S&P 500 DEPOSITARY RECEIPTS	P	2009-05-13	2017-04-06
2397 677 VANGUARD INTER TERM BOND	P	2009-05-13	2017-04-06
CAPITAL GAIN DISTRIBUTION	P	2015-07-01	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)
6,585	0	2,499	4,086
33,852	0	12,790	21,062
27,238	0	25,006	2,232
1,106	0	0	1,106

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	
0	0	0	4,086
0	0	0	21,062
0	0	0	2,232
0	0	0	1,106

TY 2017 Accounting Fees Schedule**Name:** THE FALCON CHARITABLE FOUNDATION**EIN:** 22-3340779**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BRUCE A BACHELDER CPA 990 PF	1,350			

TY 2017 Investments Corporate Bonds Schedule**Name:** THE FALCON CHARITABLE FOUNDATION**EIN:** 22-3340779**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BLACKROCK MULTI ASSET INCOME	97,790	98,699
ROBECO BOSTON PTRS LONG/SHORT	101,202	117,241
BAIRD CORE PLUS BOND	74,534	74,672
METROPOLITAN WEST T/R BOND	74,581	72,638
VANGUARD INTER TERM BOND	34,923	34,630
VIRTUS SEIX FLOATING	62,797	60,582

TY 2017 Investments Corporate Stock Schedule

Name: THE FALCON CHARITABLE FOUNDATION
EIN: 22-3340779

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	7,854	17,121
AMERISOURCEERGEN COPR	10,971	19,741
APPLE	14,907	25,385
CHEVRON TEXACO	26,365	43,817
CHURCH & DWIGHT	13,698	15,051
DEERE & CO	13,468	39,128
DISNEY	13,310	13,439
ECOLAB	9,789	13,418
GENERAL ELECTRIC	12,160	6,980
HARBOR INTERNATIONAL	25,000	24,919
CORE S&P TOTAL US STOCK MKT	117,157	287,358
MSCI EMERGING MKTS	38,705	58,900
MSCI EAFE INDEX	55,670	84,372
RUSSELL 2000 INDEX	4,975	9,605
JOHNSON & JOHNSON	10,812	23,752
LOCKHEED MARTIN	7,603	32,105
LOWES COMPANIES	9,349	18,588
MCDONALDS	12,020	34,424
MERCK	15,717	22,508
MICROSOFT	8,493	25,662
NIKE	5,921	25,020
NUCOR	8,201	12,716
PAYCHEX	10,498	17,020
PROCTER & GAMBLE	18,956	27,564
QUALCOM	11,055	9,603
S&P MIDCAP 400 ETF	9,947	20,725
ENERGY SELECT SECTOR SPDR	19,842	25,291
TECHNOLOGY SELECT SECTOR SPDR	16,238	47,963
UTILITIES SELECT SECTOR SPDR	14,985	17,068
STRYKER	12,461	19,355

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TJX	12,287	13,381
UNITED PARCEL SERVICE	11,468	23,830
UNITED TECHNOLOGIES	9,423	12,757
VERIZON	8,222	15,879
WALMART	17,244	31,403
ACCENTURE PLC	11,921	22,961

TY 2017 Land, Etc. Schedule

Name: THE FALCON CHARITABLE FOUNDATION

EIN: 22-3340779

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
STORAGE BUILDING JEFFERSON MAINE	70,000	11,485	58,515	

TY 2017 Other Assets Schedule

Name: THE FALCON CHARITABLE FOUNDATION

EIN: 22-3340779

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARTWORK OF JOSEPH A FIORE	2,477,621	2,469,963	2,469,963

TY 2017 Other Assets Schedule**Name:** THE FALCON CHARITABLE FOUNDATION**EIN:** 22-3340779**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARTWORK OF JOSEPH A FIORE	2,477,621	2,469,963	2,469,963

TY 2017 Other Assets Schedule

Name: THE FALCON CHARITABLE FOUNDATION

EIN: 22-3340779

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARTWORK OF JOSEPH A FIORE	2,477,621	2,469,963	2,469,963

TY 2017 Other Expenses Schedule**Name:** THE FALCON CHARITABLE FOUNDATION**EIN:** 22-3340779**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CURATOR EXPENSES	6,104			
GALLERY EXPENSE	21,816			
PHOTOGRAPHY	1,607			
MISCELLANEOUS	555			
SUPPLIES	923			
PRINTING	424			
REPAIR AND RESTORATION	270			

TY 2017 Other Increases Schedule

Name: THE FALCON CHARITABLE FOUNDATION
EIN: 22-3340779

Description	Amount
DIFFERENCE BETWEEN COST AND FMV OF DISTRIBUTIONS	2,342

TY 2017 Other Professional Fees Schedule**Name:** THE FALCON CHARITABLE FOUNDATION**EIN:** 22-3340779

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIRST FINANCIAL BANCORP INVESTMENT MANAGEMENT	17,104	17,104		

TY 2017 Taxes Schedule**Name:** THE FALCON CHARITABLE FOUNDATION**EIN:** 22-3340779

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE	915			
PAYROLL	4,903			
FOREIGN TAX	414	414		