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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation: CADRE FOUNDATION, INC.

A Employer identification number: 22-3341312

Number and street (or P O box number if mail is not delivered to street address): 11 NORTH RIDING DRIVE | Room/suite:

B Telephone number (see instructions): 856-428-7012

City or town, state or province, country, and ZIP or foreign postal code: CHERRY HILL NJ 08003

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 174,325

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	Line	Description	(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	10	10		
	4	Dividends and interest from securities	4,697	4,697		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	11,356			
	b	Gross sales price for all assets on line 6a 47,042				
	7	Capital gain net income (from Part IV, line 2)		11,356		
	8	Net short-term capital gain			0	
	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	16,063	16,063	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	1,569	1,569		
	c	Other professional fees (attach schedule) STMT 2	2,670	2,670		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	123	123		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch.) STMT 4	335	335		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4,697	4,697	0	0
	25	Contributions, gifts, grants paid	18,410			18,410
	26	**Total expenses and disbursements.** Add lines 24 and 25	23,107	4,697	0	18,410
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-7,044			
	b	**Net investment income** (if negative, enter -0-)		11,366		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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
1	Cash – non-interest-bearing	2,538	3,106	3,106
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less: allowance for doubtful accounts ▶ 0			
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) SEE STMT 5	59,148	52,064	87,210
c	Investments – corporate bonds (attach schedule) SEE STMT 6	81,419	80,891	84,009
11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	143,105	136,061	174,325
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0	
	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	143,105	136,061	
30	Total net assets or fund balances (see instructions)	143,105	136,061	
31	Total liabilities and net assets/fund balances (see instructions)	143,105	136,061	

Assets / Liabilities / Net Assets or Fund Balances

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	143,105
2	Enter amount from Part I, line 27a	2	-7,044
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	136,061
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	136,061

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE WORKSHEET			
b				
c				
d				
e				

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

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

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

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	11,356
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	324

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	16,241	169,449	0.095846
2015	20,413	186,556	0.109420
2014	19,292	204,477	0.094348
2013	18,801	209,757	0.089632
2012	17,580	207,458	0.084740

2	**Total** of line 1, column (d)	2	0.473986
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.094797
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	175,497
5	Multiply line 4 by line 3	5	16,637
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	114
7	Add lines 5 and 6	7	16,751
8	Enter qualifying distributions from Part XII, line 4	8	18,410

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	114
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	114
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	114
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a		
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	
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	114
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the Instructions for the definition	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(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	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions ▶ NONE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* If "No," attach explanation SEE STMT 7	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017? See instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ GERARD V. CAREY Telephone no ▶ 856-428-7012
11 NORTH RIDING DRIVE
Located at ▶ CHERRY HILL NJ ZIP+4 ▶ 08003-2176

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year, did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
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?	N/A	1c		
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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 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)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GERARD V. CAREY 11 NORTH RIDING DRIVE	CHERRY HILL NJ 08003	PRES/DIRECTO 3.00	0	0	0
DORIS L. CAREY 11 NORTH RIDING DRIVE	CHERRY HILL NJ 08003	VP-TREAS/DIR 3.00	0	0	0
DIANE C. DREWKE 13809 SERRA OAKS CT.	SARATOGA CA 95070	DIRECTOR 1.00	0	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	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services. 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 ▶		

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 N/A	
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 N/A	
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	173,810
b	Average of monthly cash balances	1b	4,360
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	178,170
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	178,170
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	2,673
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	175,497
6	**Minimum investment return.** Enter 5% of line 5	6	8,775

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	8,775
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 114		
b	Income tax for 2017 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	114
3	Distributable amount before adjustments Subtract line 2c from line 1	3	8,661
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,661
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	8,661

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	18,410
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	18,410
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	114
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	18,296

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					8,661
2	Undistributed income, if any, as of the end of 2017:					
a	Enter amount for 2016 only					
b	Total for prior years: 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2017:					
a	From 2012	7,354				
b	From 2013	8,521				
c	From 2014	9,136				
d	From 2015	11,125				
e	From 2016	7,813				
f	**Total** of lines 3a through e		43,949			
4	Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 18,410					
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					8,661
e	Remaining amount distributed out of corpus		9,749			
5	Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		53,698			
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					
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)		7,354			
9	**Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		46,344			
10	Analysis of line 9:					
a	Excess from 2013	8,521				
b	Excess from 2014	9,136				
c	Excess from 2015	11,125				
d	Excess from 2016	7,813				
e	Excess from 2017	9,749				

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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

Check here ▶ ☐ *if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds* If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed·

N/A

b The form in which applications should be submitted and information and materials they should include:

WRITTEN INCLUDING PERTINENT DETAILS

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NO DONEES THAT USE ANIMALS IN RESEARCH GRANTS.

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 *Paid during the year*				
SEE STATEMENT 8				18,410
Total			▶ 3a	18,410
b *Approved for future payment*				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					10
4 Dividends and interest from securities					4,697
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					11,356
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		0	16,063

13 **Total.** Add line 12, columns (b), (d), and (e) 13 16,063

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

DAA

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

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

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Signature of officer or trustee: [signature] | Date: 5/14/18 | Title: VP-TREAS/DIR

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
ELIZABETH BECHTEL, CPA	Elizabeth Bechtel	5/14/18	
Firm's name ▶ NB ADVISORS, LLC		PTIN P01534910	
Firm's address ▶ 20 E. TAUNTON RD., SUITE 100 BERLIN, NJ 08009		Firm's EIN ▶ 82-2104947	
		Phone no 856-753-0025	

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 1,569	$ 1,569	$	$
TOTAL	$ 1,569	$ 1,569	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISORY FEES	$ 2,670	$ 2,670	$	$
TOTAL	$ 2,670	$ 2,670	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
US TREASURY	$ 22	$ 22	$	$
FOREIGN DIVIDEND TAX	101	101		
TOTAL	$ 123	$ 123	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
VARIOUS FEES/EXPENSES	335	335		
TOTAL	$ 335	$ 335	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
91 SHS JOHNSON & JOHNSON COM	$ 5,519	$ 5,019	COST	$ 12,715
83 SHS APPLE INC	7,804	6,228	COST	14,046
110 SHS LVMH MOET HENNESSY ADR	4,147	4,147	COST	6,457
18 SHS DAIMLER AG	1,422	1,422	COST	1,523
61 SHS JPMORGAN CHASE & CO	7,877	3,410	COST	6,524
0 SHS UNITED TECHS CORP	2,336		COST	
104 SHS MICROSOFT CORP	5,928	3,927	COST	8,896
0 SHS CHEVRON CORP	986		COST	
72 SHS BASF SE	2,554	1,790	COST	1,978
41 SHS GENERAL ELECTRIC	6,386	1,114	COST	715
63 SHS EXXON MOBIL CORP COM	2,353	2,353	COST	5,269
101 SHS ENHANCED GLOBAL HIGH YIELD	11,836	11,836	COST	17,280
314 SHS BANCO SANTANDER SA		1,862	COST	2,054
42 SHS HITACHI LTD 10 NEW		3,187	COST	3,278
134 SHS SOFTBANK GROUP CORP		4,818	COST	5,327
36 SHS VODAFONE GROUP PLC SHS		951	COST	1,148
TOTAL	$ 59,148	$ 52,064		$ 87,210

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
549 SHS ISHARES IBOXX	$ 51,515	$ 63,253	COST	$ 66,736
81 SHS ISHARES MBS ETF	8,588	8,588	COST	8,634
99 SHS ISHARES IBOXX HIGH YIELD	9,050	9,050	COST	8,639
0 SHS SPDR BARCLAYS ST	12,266		COST	
TOTAL	$ 81,419	$ 80,891		$ 84,009

Statement 7 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General Explanation

Description
NOT REQUIRED

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
WRITTEN INCLUDING PERTINENT DETAILS

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
N/A

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NO DONEES THAT USE ANIMALS IN RESEARCH GRANTS.

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address Relationship	Status	Purpose	Amount
ALLIANCE DEFENDING FREEDO SCOTTSDALE AZ	NONE	501C3	GENERAL FUND	100
AMERICAN CENTER FOR LAW JUSTICS VIRGINIA BEACH VA	NONE	501C3	GENERAL FUND	50
AMERICAN CIVIL RIGHTS UNI ALEXANDRIA VA	NONE	501C3	GENERAL FUND	175
ANIMAL PROTECTION LEAGUE OF NJ ENGLISHTOWN NJ	NONE	501C3	GENERAL FUND	100
BUFFALO FIELD CAMPAIGN W YELLOWSTONE MT	NONE	501C3	GENERAL FUND	100
CAPITAL RESEARCH CENTER WASHINGTON DC	NONE	501C3	GENERAL FUND	150
CHRISTIAN ACTION NETWORK FOREST VA	NONE	501C3	GENERAL FUND	150
CITIZENS AGAINST GOVT WAST (CAGW) WASHINGTON DC	NONE	501C3	GENERAL FUND	100
CLARE BOOTHE LUCE POLICY INSTITUTE HERNDON VA	NONE	501C3	GENERAL FUND	50
CLEAN WATER ACTION EAST LANSING MI	NONE	501C3	GENERAL FUND	100
CONV USDSA TRENTON NJ	NONE	501C3	GENREAL FUND	100
CRAVE ROCKHILL SC	NONE	501C3	GENERAL FUND	50
DELAWARE RIVER KEEPERS BRISTOL PA	NONE	501C3	GENERAL FUND	100
ENVIRONMENTAL WORKING GROUP WASHINGTON DC	NONE	501C3	GENERAL FUND	100
FREEDOM ALLIANCE HOUSE DULLES VA	NONE	501C3	GENERAL FUND	100
DAVID HOROWITZ FREEDOM CENTER SHERMAN OAKS CA	NONE	501C3	GENREAL FUND	50
FREEDOM WATCH INC WASHINGTON DC	NONE	501C3	GENREAL FUND	50
FREEDOM WORKS FOUNDATION WASHINGTON DC	NONE	501C3	GENERAL FUND	100
HILLSDALE COLLEGE HILLSDALE MI	NONE	501C3	GENERAL FUND	200

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address Relationship	Status	Purpose	Amount
IN DEFENSE OF ANIMALS SAN RAFAEL CA	NONE	501C3	GENERAL FUND	250
INTERNATIONAL FUND FOR ANIMAL WELFA YARDMOUTH PORT MA	NONE	501C3	GENERAL FUND	50
INTERNATIONAL SOCIETY FOR ASTROLOGI LAKEWOOD OH	NONE	501C3	GENERAL FUND	25
JUDICIAL WATCH WASHINGTON DC	NONE	501C3	GENERAL FUND	300
KAPPA KAPPA GAMMA FOUNDATION COLUMBUS OH	NONE	501C3	GENERAL FUND	100
LEADERSHIP INSTITUTE ARLINGTON VA	NONE	501C3	GENERAL FUND	25
LIBERTY COUNSEL INC ORLANDO FL	NONE	501C3	GENERAL FUND	235
LIFE LEGAL DEFENSE FOUNDATION NAPA CA	NONE	501C3	GENERAL FUND	100
MERCY CHEFS INC PORTSMOUTH VA	NONE	501C3	GENERAL FUND	100
MERCY CORPS PORTLAND OR	NONE	501C3	GENERAL FUND	100
NEGATIVE POPULATION GROWTH ALEXANDRIA VA	NONE	501C3	GENERAL FUND	100
NETWORK FOR ANIMALS SANIBEL FL	NONE	501C3	GENERAL FUND	200
NORA LAM MINISTRIES SAN JOSE CA	NONE	501C3	GENERAL FUND	100
OCEAN CONSERVANCY INC WASHINGTON DC	NONE	501C3	GENERAL FUND	50
ORGANIC CONSUMERS ASSOC FINLAND MN	NONE	501C3	GENERAL FUND	150
PACIFIC JUSTICE INST SACRAMENTO CA	NONE	501C3	GENERAL FUND	100
PHYSICIANS COMMITTEE (PCRM) WASHINGTON DC	NONE	501C3	GENERAL FUND	9,736
PERFORMING ANIMAL WELFARE SOCIETY GALT CA	NONE	501C3	GENERAL FUND	100

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address Relationship	Status	Purpose	Amount
PROJECT HOPE ARLINGTON VA	NONE	501C3	GENERAL FUND	100
PROJECT VERITAS MAMORONEK NY	NONE	501C3	GENERAL FUND	150
REACHING UNREACHED NATIONS VIRGINIA BEACH VA	NONE	501C3	GENERAL FUND	370
RESERVATION ANIMAL RESCUE ADDISON TX	NONE	501C3	GENERAL FUND	100
SAINT ANDREWS SCHOOL SARATOGA CA	NONE	501C3	GENERAL FUND	2,200
SEA SHEPARD SEATTLE WA	NONE	501C3	GENERAL FUND	500
SELOUS FOUNDATION WASHINGTON DC	NONE	501C3	GENERAL FUND	25
STATE POLICY NETWORK ARLINGTON VA	NONE	501C3	GENERAL FUND	25
THE HEITAGE FOUNDATION THOMASVILLE GA	NONE	501C3	GENERAL FUND	350
THE TRUTH ABOUT VACCINES (TTAV) PORTLAND TN	NONE	501C3	GENERAL FUND	294
UNITED AMERICAN CHARITIES TUSTIN CA	NONE	501C3	GENERAL FUND	100
UNITED AMERICAN PATRIOTS INC KERNERSVILLE NC	NONE	501C3	GENERAL FUND	25
US JUSTICE FOUNDATION STAFFORD TX	NONE	501C3	GENERAL FUND	125
WILDERNESS SOCIETY WASHINGTON DC	NONE	501C3	GENERAL FUND	100
WILDLIFE WAYSTATION INC SYLMAR CA	NONE	501C3	GENERAL FUND	200
TOTAL				18,410