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OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation
JOHN B & EDITH M DOWNS MEM TU/W

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 1802

City or town, state or province, country, and ZIP or foreign postal code
PROVIDENCE, RI 02901-1802

A Employer identification number
22-6638233

B Telephone number (see instructions)
888-866-3275

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) ▶ \$ 1,953,279.

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☒ if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments.					
4 Dividends and interest from securities		36,075.	35,866.		STMT-1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		135,293.			
b Gross sales price for all assets on line 6a 673,877					
7 Capital gain net income (from Part IV, line 2)			135,293.		
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)		511.	150.		STMT-2
12 Total. Add lines 1 through 11		171,879.	171,309.		
13 Compensation of officers, directors, trustees, etc.		24,098.	14,459.		9,639.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		1,244.	1,244.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT. 4		404.	571.		
24 Total operating and administrative expenses. Add lines 13 through 23.		25,746.	16,274.	NONE	9,639.
25 Contributions, gifts, grants paid		76,480.			76,480.
26 Total expenses and disbursements. Add lines 24 and 25		102,226.	16,274.	NONE	86,119.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		69,653.			
b Net investment income (if negative, enter -0-)			155,035.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

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Operating and Administrative Expenses

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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	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	26,310.	34,946.	34,946.
	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 ▶	NONE		
	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) . STMT 5	1,556,739.	1,588,093.	1,918,333.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	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 ▶			
		Less accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,583,049.	1,623,039.	1,953,279.
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)		NONE		
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	1,583,049.	1,623,039.	
	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)	1,583,049.	1,623,039.		
31	Total liabilities and net assets/fund balances (see instructions)	1,583,049.	1,623,039.		

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	1,583,049.
2	Enter amount from Part I, line 27a	2	69,653.
3	Other increases not included in line 2 (itemize) ▶	3	-
4	Add lines 1, 2, and 3	4	1,652,702.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	29,663.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,623,039.

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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)
1 a PUBLICLY TRADED SECURITIES				
b OTHER GAINS AND LOSSES				
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 332,475.		308,183.	24,292.	
b 341,402.		230,401.	111,001.	
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			24,292.	
b			111,001.	
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	135,293.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	
If gain, also enter in Part I, line 8, column (c) See instructions. If (loss), enter -0- in Part I, line 8				

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	101,421.	1,719,218.	0.058993
2015	74,594.	1,807,047.	0.041280
2014	93,365.	1,879,940.	0.049664
2013	106,832.	1,811,073.	0.058988
2012	66,698.	1,732,013.	0.038509

2 Total of line 1, column (d)	2	0.247434
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	0.049487
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,844,648.
5 Multiply line 4 by line 3.	5	91,286.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,550.
7 Add lines 5 and 6.	7	92,836.
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	86,119.

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	3,101.
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	NONE
3	Add lines 1 and 2	3	3,101.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,101.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	196.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,905.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,101.
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	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ NONE 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ NJ		
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 . . . STMT 11		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X	
14 The books are in care of ▶ <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ▶ <u>(888) 866-3275</u> Located at ▶ <u>P O BOX 1802, PROVIDENCE, RI</u> ZIP+4 ▶ <u>02903</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		X

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 Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ▶	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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		Yes	No
(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	☒ X
	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? . . . STMT. 12	☒	Yes	☐ No
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐	Yes	☒ No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	☒ X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐	Yes	☒ No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		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	(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
BANK OF AMERICA, NA P O BOX 1802, PROVIDENCE, RI 02901	TRUSTEE 1	24,098.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. 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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE

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 NONE

2

All other program-related investments See instructions

3 NONE

Total. Add lines 1 through 3

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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	1,821,882.
b	Average of monthly cash balances	1b	50,857.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,872,739.
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	NONE
3	Subtract line 2 from line 1d	3	1,872,739.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	28,091.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,844,648.
6	Minimum investment return. Enter 5% of line 5	6	92,232.

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	92,232.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	3,101.
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,101.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	89,131.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	89,131.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	89,131.

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	86,119.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	86,119.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	86,119.

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				89,131.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			15,729.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012	NONE			
b From 2013	NONE			
c From 2014	NONE			
d From 2015	NONE			
e From 2016	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 86,119.				
a Applied to 2016, but not more than line 2a			15,729.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2017 distributable amount.				70,390.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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.				18,741.
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)	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2013	NONE			
b Excess from 2014	NONE			
c Excess from 2015	NONE			
d Excess from 2016	NONE			
e Excess from 2017	NONE			

NOT APPLICABLE

4942(j)(5)

16 -

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 20				76,480.
Total			3a	76,480.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	36,075.	
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			18	135,293.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	EXCISE TAX REFUND			1	511.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				171,879.	
13	Total. Add line 12, columns (b), (d), and (e)					171,879.

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

[illegible]

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	458.	458.
FOREIGN DIVIDENDS	8,372.	8,372.
NONDIVIDEND DISTRIBUTIONS	293.	
DOMESTIC DIVIDENDS	13,121.	13,121.
OTHER INTEREST	3,061.	3,061.
FOREIGN INTEREST	268.	268.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	881.	881.
NON-TAXABLE FOREIGN INCOME	-84.	
US GOVERNMENT INTEREST REPORTED AS QUALI	191.	191.
NONQUALIFIED FOREIGN DIVIDENDS	2,950.	2,950.
NONQUALIFIED DOMESTIC DIVIDENDS	6,564.	6,564.
TOTAL	36,075.	35,866.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX REFUND	511.	150.
PARTNERSHIP INCOME		
	-----	-----
TOTALS	511.	150.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	817.	817.
FOREIGN TAXES ON QUALIFIED FOR	283.	283.
FOREIGN TAXES ON NONQUALIFIED	144.	144.
	-----	-----
TOTALS	1,244.	1,244.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSE-PRINCI	202.	202.
OTHER ALLOCABLE EXPENSE-INCOME	202.	202.
PARTNERSHIP EXPENSES		167.
TOTALS	----- 404. =====	----- 571. =====

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
464287507 ISHARES CORE S&P MID	20,200.	107,449.	138,919.
464287614 ISHARES RUSSELL 1000			
464287655 ISHARES RUSSELL 2000	33,685.	142,098.	182,342.
921943858 VANGUARD FTSE DEVELO	58,587.	138,042.	169,930.
922042858 VANGUARD FTSE EMERGI	63,751.	45,062.	63,907.
693390700 PIMCO TOTAL RETURN F			
693390841 PIMCO HIGH YIELD FD	17,287.	17,218.	18,128.
722005667 PIMCO COMMODITY REAL			
592905509 METRO WEST T/R BD CL			
207543877 SMALL CAP GROWTH LEA	20,063.	22,642.	31,149.
29099J109 EMERGING MARKETS STO	110,764.	73,847.	101,771.
302993993 MID CAP VALUE CTF	33,257.	34,584.	39,236.
303995997 SMALL CAP VALUE CTF	20,655.	24,181.	30,274.
323991307 MID CAP GROWTH CTF	32,608.	36,085.	41,943.
45399C107 DIVIDEND INCOME COMM	146,589.	94,647.	113,201.
99Z466163 HIGH QUALITY CORE CO	39,282.	25,864.	30,679.
99Z466197 INTERNATIONAL FOCUSE	113,072.	112,490.	157,836.
99Z466247 REIT COMMON TRUST FU			
922908553 VANGUARD REIT ETF	84,076.		
466001864 IVY ASSET STRATEGY F			
714199106 PERMANENT PORTFOLIO			
72200Q182 PIMCO ALL ASSET ALL			
202671913 AGGREGATE BOND CTF	137,912.	168,398.	168,340.
99Z501647 STRATEGIC GROWTH COM	126,918.	95,436.	118,966.
73935S105 POWERSHARES DB COMMO	86,240.	22,952.	18,603.
38145C646 GOLDMAN SACHS STRATE	48,904.		
464287200 ISHARES CORE S&P 500			
97717X701 WISDOMTREE EUROPE HE			
464287226 ISHARES CORE US AGGR	85,407.	35,204.	35,423.

JOHN B & EDITH M DOWNS MEM TU/W

22-6638233

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
922908363 VANGUARD S&P 500 ETF	146,602.	134,163.	185,194.
00203H859 AQR MANAGED FUTURES	28,875.	21,875.	19,948.
09256H286 BLACKROCK STRATEGIC	51,385.	89,957.	91,228.
94987W737 WELLS FARGO ABSOLUTE	24,930.	33,696.	38,374.
589509108 THE MERGER FD	25,690.	17,305.	17,866.
00203H446 AQR LONG-SHORT EQUIT		17,543.	18,474.
62827P816 CATALYST/MILLBURN HE		24,735.	24,861.
74253Q747 PRINCIPAL MIDCAP BLE		52,620.	61,741.
	-----	-----	-----
TOTALS	1,556,739.	1,588,093.	1,918,333.
	=====	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
CTF ADJUSTMENT	1,888.
PARTNERSHIP ADJUSTMENT	405.
COST BASIS ADJUSTMENT	147.
INCOME ADJUSTMENT	81.
SECURITIES ADJUSTMENT	27,142.

TOTAL	29,663.
	=====

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.
=====

NO FILING REQUIREMENT FOR THE STATE OF NEW JERSEY

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:

ALUMNI ASSN SUNY ENVIRONMENT SCIENCE & FORESTRY

ADDRESS:

1 FORESTRY DR RM 120
SYRACUSE, NY 13210-2712

GRANT DATE: 06/09/2017

GRANT AMOUNT 1,519.

GRANT PURPOSE:

SUPPORT STUDENT AND ALUMNI EVENTS AND PARTICIPATION

ANY DIVERSION BY GRANTEE:

NO

NO

NAME:

ALUMNI ASSN SUNY ENVIRONMENT SCIENCE & FORESTRY

ADDRESS:

1 FORESTRY DR RM 120
SYRACUSE, NY 13210-2712

GRANT DATE: 11/30/2017

GRANT AMOUNT 786.

GRANT PURPOSE:

SUPPORT STUDENT AND ALUMNI EVENTS AND PARTICIPATION

ANY DIVERSION BY GRANTEE:

NO

NO

NAME:

THOMAS SCATTERGOOD BEHAVIORAL

ADDRESS:

4641 ROOSEVELT BLVD
PHILADELPHIA, PA 19124-2343

GRANT DATE: 06/09/2017

GRANT AMOUNT 1,519.

GRANT PURPOSE:

SUPPORT THE THOMAS SCATTERGOOD BEHAVIORAL MISSION AND VISION.

ANY DIVERSION BY GRANTEE:

NO

NO

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:

THOMAS SCATTERGOOD BEHAVIORAL

ADDRESS:

4641 ROOSEVELT BLVD

PHILADELPHIA, PA 19124-2343

GRANT DATE: 11/30/2017

GRANT AMOUNT

786.

GRANT PURPOSE:

SUPPORT THE THOMAS SCATTERGOOD BEHAVIORAL MISSION AND VISION.

ANY DIVERSION BY GRANTEE:

NO

NO

NAME:

ALUMNI ASSN SUNY ENVIRONMENT SCIENCE & FORESTRY

ADDRESS:

1 FORESTRY DR RM 120

SYRACUSE, NY 13210-2712

GRANT DATE: 12/08/2017

GRANT AMOUNT

1,519.

GRANT PURPOSE:

SUPPORT STUDENT AND ALUMNI EVENTS AND PARTICIPATION

NAME:

THOMAS SCATTERGOOD BEHAVIORAL

ADDRESS:

4641 ROOSEVELT BLVD

PHILADELPHIA, PA 19124-2343

GRANT DATE: 12/08/2017

GRANT AMOUNT

1,519.

GRANT PURPOSE:

SUPPORT THE THOMAS SCATTERGOOD BEHAVIORAL MISSION AND VISION.

RECIPIENT NAME:
THE SALVATION ARMY
ADDRESS:
440 W NYACK RD
WEST NYACK, NJ 10994-1753
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:
ALUMNI ASSN SUNY ENVIRONMENTAL
SCIENCE & FORESTRY INC
ADDRESS:
1 FORESTRY DR RM 120
SYRACUSE, NY 13212
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
NC
AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:
UNITED METHODIST HOMES OF N J
ADDRESS:
P O BOX 0667
NEPTUNE, NJ 07754-0667
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:
MASONIC HOME OF NJ
ADDRESS:
902 JACKSONVILLE RD
BURLINGTON, NJ 08016-3896
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:
AMERICAN RED CROSS JERSEY COAST
% CATHI VALANZOLA
ADDRESS:
175 SUNSET AV
TOMS RIVER, NJ 08755
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:
ST JOSEPH R C CHURCH
C/O REV SEAN FLYNN
ADDRESS:
PO BOX 387 685 HOOPER AVE
TOMS RIVER, NJ 08753
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,824.

=====

RECIPIENT NAME:

CHRIST EPISCOPAL CHURCH

% RECTORS WARDENS & VESTRYMEN

ADDRESS:

415 WASHINGTON ST

TOMS RIVER, NJ 08753-6742

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:

AMERICA'S KESWICK

ADDRESS:

601 ROUTE 530

WHITING, NJ 08759

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:

LAKEHURST UNITED METHODIST CHURC

% PASTOR

ADDRESS:

204 ELM ST

LAKEHURST, NJ 08733

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,824.

=====

RECIPIENT NAME:

PRESBYTERIAN CHURCH AT LAKEHURST

ADDRESS:

101 ORCHARD ST

LAKEHURST, NJ 08733

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:

OCEAN COUNTY COLLEGE FOUNDATION

% KATHIE E WHITTON

ADDRESS:

PO BOX 2001

TOMS RIVER, NJ 08754-2001

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:

PRESBYTERIAN HOMES OF NE

C/O THOMAS E DAWID DIRECTOR

ADDRESS:

POB 2184 13 ROSZEL RD STE C120

PRINCETON, NJ 08543-2184

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:
COMM MEDICAL CENTER FOUNDATION
% RICHARD PALLAMARY DIR DEVELOP
ADDRESS:
99 HIGHWAY 37 WEST
TOMS RIVER, NJ 08755
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:
KIMBALL MEDICAL CENTER FDN
ADDRESS:
600 RIVER AVE
LAKEWOOD, NJ 08701
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:
BORO OF LAKEHURST HISTORICAL SOC
% JANET E HELLER TREASURER
ADDRESS:
505 OAK ST
LAKEHURST, NJ 08733-2825
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:
LAKEHURST FIRST AID SQUAD INC
ADDRESS:
P O BOX 71
LAKEHURST, NJ 08733
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:
URSINUS COLLEGE
ADDRESS:
P O BOX 1000
COLLEGEVILLE, PA 19426-1000
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:
THOMAS SCATTERGOOD BEHAVIORAL
HEALTH FOUNDATION
ADDRESS:
4641 ROOSEVELT BLVD
PHILADELPHIA, NJ 19124
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
NC
AMOUNT OF GRANT PAID 3,824.

=====

RECIPIENT NAME:

FRANKLIN & MARSHALL COLLEGE
% ELIZABETH KRAPP

ADDRESS:

P O BOX 3003
LANCASTER, PA 17604-3003

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,824.

RECIPIENT NAME:

HARVARD MANAGEMENT COMPANY

ADDRESS:

124 MT AUBURN ST SUITE 430
CAMBRIDGE, MA 02138-5762

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,824.

TOTAL GRANTS PAID:

76,480.

=====

FEDERAL FOOTNOTES

=====

FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.