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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.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2017

Open to Public Inspection

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

Name of foundation
BROOKS FOUNDATION

A Employer identification number
25-6026627

Number and street (or P O box number if mail is not delivered to street address) Room/suite
116 ALLEGHENY CENTER MALL P8YB3502L

B Telephone number (see instructions)
(412) 762-9161

City or town, state or province, country, and ZIP or foreign postal code
PITTSBURGH, PA 15212

C If exemption application is pending, check here ▶ ☐

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

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 ▶ ☐

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)*▶$ 5,303,247

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				
	4	Dividends and interest from securities	105,357	105,357		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	99,370			
	b	Gross sales price for all assets on line 6a 1,157,097				
	7	Capital gain net income (from Part IV, line 2)		99,370		
	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	204,727	204,727		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	49,101	39,280		9,820
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	3,160	501		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	14,355			14,355
	24	**Total operating and administrative expenses.** Add lines 13 through 23	66,616	39,781	0	24,175
	25	Contributions, gifts, grants paid	217,680			217,680
	26	**Total expenses and disbursements.** Add lines 24 and 25	284,296	39,781	0	241,855
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-79,569			
	b	**Net investment income** (if negative, enter -0-)		164,946		
	c	**Adjusted net income**(if negative, enter -0-)			0	

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	219,864	248,782	248,782
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
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 ▶ 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)	1,093,152	1,007,579	1,354,518
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	3,412,893	3,389,977	3,699,947
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)	4,725,909	4,646,338	5,303,247
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	4,700,359	4,622,846	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	25,550	23,492	
30	**Total net assets or fund balances** (see instructions)	4,725,909	4,646,338	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,725,909	4,646,338	

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	4,725,909
2	Enter amount from Part I, line 27a	2	-79,569
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,646,340
5	Decreases not included in line 2 (itemize) ▶	5	2
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,646,338

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
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** 99,370

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	195,779	4,718,085	0 041495
2015	208,993	4,315,222	0 048432
2014	233,036	4,893,890	0 047618
2013	210,613	4,520,352	0 046592
2012	207,487	4,253,348	0 048782

2 Total of line 1, column (d)	2	0 232919
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 046584
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . .	4	5,003,768
5 Multiply line 4 by line 3 . . .	5	233,096
6 Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	1,649
7 Add lines 5 and 6 . . .	7	234,745
8 Enter qualifying distributions from Part XII, line 4 . . .	8	241,855

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	1,649
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	1,649
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	1,649
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,600		
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	2,600
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
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	951
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 826 **Refunded** ▶			11	125

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)?	1b		No
	*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		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? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
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*	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		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?	13	Yes	
	Website address ▶			

14 The books are in care of ▶ PNC BANK NA Telephone no ▶ (412) 762-9161

Located at ▶ 116 ALLEGHENY CENTER MALL PITTSBURGH PA ZIP+4 ▶ 15212

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		No
	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 ▶			

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)?		1b		No
	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?		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)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b		No

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions). . . . . ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?. . . . . ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. . . . . ☐ Yes ☐ No *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? . . . . *If "Yes" to 6b, file Form 8870*	6b		No
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
PNC BANK N A 116 ALLEGHENY CENTER MALL PITTSBURGH, PA 15212	TRUSTEE 12	49,101		

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

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	5,079,968
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	5,079,968
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	5,079,968
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	76,200
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,003,768
6	**Minimum investment return.** Enter 5% of line 5.	6	250,188

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	250,188
2a	Tax on investment income for 2017 from Part VI, line 5. — 2a: 1,649		
b	Income tax for 2017 (This does not include the tax from Part VI). — 2b:		
c	Add lines 2a and 2b.	2c	1,649
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	248,539
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	248,539
6	Deduction from distributable amount (see instructions).	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	248,539

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	241,855
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	241,855
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	1,649
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	240,206

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					248,539
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only.				216,436	
b Total for prior years 20____ , 20____ , 20____			0		
3 Excess distributions carryover, if any, to 2017					
a From 2012.	0				
b From 2013.	0				
c From 2014.	0				
d From 2015.	0				
e From 2016.	0				
f Total of lines 3a through e.		0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 241,855					
a Applied to 2016, but not more than line 2a				216,436	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2017 distributable amount.					25,419
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2017 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0			0
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018					223,120
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .		0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2013. . . .	0				
b Excess from 2014. . . .	0				
c Excess from 2015. . . .	0				
d Excess from 2016. . . .	0				
e Excess from 2017. . . .	0				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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 Additional Data Table				
Total . . . . ▶ **3a**				217,680
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	105,357	
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	99,370	
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)				204,727	

13 Total. Add line 12, columns (b), (d), and (e) 13 204,727

(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)

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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	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

****** 2018-03-18 ******

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶				Firm's EIN ▶
Firm's address ▶				Phone no

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

(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)
594 ISHARES MSCI EMERGING MKTS INDEX FUND		2015-05-11	2017-01-01
441 SECTOR SPDR TR SBI INT-TECH		2016-08-31	2017-01-01
448 SECTOR SPDR TR SHS BEN INT-UTILITIES		2016-10-31	2017-01-01
22 GENERAL DYNAMICS CORP		2015-05-27	2017-01-12
41 HONEYWELL INTL INC		2015-05-11	2017-01-12
16 NORTHROP GRUMMAN CORPORATION		2015-05-11	2017-01-12
319 PFIZER INC COM		2015-10-27	2017-01-27
241 SCHLUMBERGER LTD COM		2015-05-11	2017-01-27
344 INDUSTRIAL SELECT SECTOR SPDR ETF LARGE CAP		2016-12-30	2017-01-31
98 VULCAN MATERIALS CO		2016-07-21	2017-02-13

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)
20,830		25,287	-4,457
21,349		20,738	611
21,852		22,116	-264
3,882		3,085	797
4,822		4,191	631
3,667		2,507	1,160
10,025		10,943	-918
20,458		22,246	-1,788
21,723		21,466	257
12,162		12,215	-53

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	
			-4,457
			611
			-264
			797
			631
			1,160
			-918
			-1,788
			257
			-53

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

(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)
3 5 BIOVERATIV INC-W/I		2016-09-22	2017-02-17
31 5 BIOVERATIV INC-W/I		2016-08-03	2017-02-17
392 GENERAL ELEC CO COM		2015-05-11	2017-02-17
1 MERCK & CO INC		2001-01-01	2017-02-24
195 DICK'S SPORTING GOODS, INC		2016-09-27	2017-03-13
401 PFIZER INC COM		2015-11-20	2017-03-13
284 SECTOR SPDR TR SBI INT-ENERGY		2016-12-30	2017-03-31
142 CINTAS CORP		2015-05-11	2017-04-07
69 O REILLY AUTOMOTIVE INC		2015-07-27	2017-04-07
109 JOHNSON & JOHNSON COM		2015-05-11	2017-04-21

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)
161		170	-9
1,450		1,616	-166
11,882		10,564	1,318
10			10
9,177		11,770	-2,593
13,619		13,013	606
19,832		21,480	-1,648
17,460		11,880	5,580
17,607		16,508	1,099
13,290		11,023	2,267

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	
			-9
			-166
			1,318
			10
			-2,593
			606
			-1,648
			5,580
			1,099
			2,267

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

(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)
1 BAXTER INTERNATIONAL		2001-01-01	2017-04-25
3237 502 T ROWE PRICE REAL ESTATE FUND FD 122		2015-05-11	2017-04-27
132 ISHARES TR S&P MIDCAP 400		2017-03-31	2017-04-28
211 VANTIV INC CLASS A NAME CHG 01/16/18		2016-05-06	2017-04-28
424 VERIZON COMMUNICATIONS COM		2015-05-11	2017-04-28
1 AMERICAN INTERNATIONAL GROUP, INC , SECURITIES LITIGATION		2001-01-01	2017-05-19
1 BANK OF NEW YORK MELLON CORPORATION SECURITIES		2001-01-01	2017-05-19
290 HD SUPPLY HOLDINGS INC		2017-01-12	2017-05-25
88 LAM RESEARCH CORP		2015-06-02	2017-05-25
319 ISHARES TR S&P SMLCAP 600		2016-12-30	2017-05-31

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)
28		25	3
91,168		86,118	5,050
22,836		22,659	177
13,028		11,549	1,479
19,625		21,213	-1,588
210		25	185
218		25	193
11,976		12,394	-418
13,553		7,299	6,254
21,683		21,947	-264

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	
			3
			5,050
			177
			1,479
			-1,588
			185
			193
			-418
			6,254
			-264

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

(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)
288 DEVON ENERGY CORP NEW		2016-09-16	2017-06-02
56 SIMON PROPERTY GROUP INC		2016-03-17	2017-06-02
24 ABBOTT LABORATORIES INC		2016-06-24	2017-06-13
34 057 CAMBIAR INTL EQUITY FUND-INS		2016-12-20	2017-06-13
9 AETNA INC NEW		2015-05-11	2017-06-13
18 AGILENT TECHNOLOGIES (IPO)		2017-04-21	2017-06-13
4 ALPHABET INC/CA-CL A		2015-08-05	2017-06-13
16 ALTRIA GROUP INC		2015-05-11	2017-06-13
12 AMERICAN WATER WORKS CO INC		2016-02-05	2017-06-13
11 AMGEN INC		2015-05-11	2017-06-13

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)
9,682		11,613	-1,931
8,671		11,273	-2,602
1,137		924	213
896		827	69
1,339		988	351
1,066		960	106
3,874		2,663	1,211
1,194		826	368
960		765	195
1,812		1,777	35

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	
			-1,931
			-2,602
			213
			69
			351
			106
			1,211
			368
			195
			35

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

(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)
38 APPLE INC		2017-04-28	2017-06-13
49 APPLIED MATERIALS INC		2016-07-14	2017-06-13
47 033 ARTISAN INTERNATIONAL FD-ADV		2016-06-15	2017-06-13
725 398 BAIRD MIDCAP INST		2016-06-15	2017-06-13
23 BANK NEW YORK MELLON CORP COM		2016-05-02	2017-06-13
28 BERRY GLOBAL GROUP INC		2016-10-14	2017-06-13
5 BIOGEN INC		2016-08-03	2017-06-13
13 BURLINGTON STORES INC		2017-03-13	2017-06-13
14 CBS CORP CLASS B WI		2016-08-05	2017-06-13
23 CISCO SYS INC COM		2015-05-11	2017-06-13

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)
5,531		5,462	69
2,187		1,272	915
1,431		1,271	160
13,326		11,178	2,148
1,140		926	214
1,612		1,245	367
1,300		1,457	-157
1,282		1,224	58
872		728	144
724		674	50

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	
			69
			915
			160
			2,148
			214
			367
			-157
			58
			144
			50

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

(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)
57 CITIZENS FINANCIAL GROUP		2016-11-11	2017-06-13
58 COMCAST CORPORATION CL A		2015-05-11	2017-06-13
12 CONSTELLATION BRANDS INC CL A		2015-05-11	2017-06-13
5 CUMMINS INC		2017-02-17	2017-06-13
149 DB X-TRACKERS MSCI JAPAN HDG ETF		2015-05-11	2017-06-13
194 DEUTSCHE X-TRACKERS MSCI EUR ETF		2015-05-11	2017-06-13
15 DISNEY WALT CO		2015-05-11	2017-06-13
18 DOW CHEMICAL CO		2016-10-14	2017-06-13
17 DR PEPPER SNAPPLE GROUP INC		2015-05-11	2017-06-13
11 EDWARDS LIFESCIENCES CORP		2015-05-11	2017-06-13

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)
2,106		1,696	410
2,384		1,686	698
2,147		1,418	729
800		755	45
5,848		6,364	-516
5,486		5,727	-241
1,603		1,636	-33
1,156		966	190
1,569		1,302	267
1,260		703	557

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	
			410
			698
			729
			45
			-516
			-241
			-33
			190
			267
			557

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

(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)
6 EQUIFAX INC		2016-06-16	2017-06-13
10 EXXON MOBIL CORP		2015-05-11	2017-06-13
20 FACEBOOK INC A		2016-03-02	2017-06-13
7 GENERAL DYNAMICS CORP		2015-05-27	2017-06-13
24 HALLIBURTON CO		2017-01-27	2017-06-13
135 345 HARDING LOEVNER INTERNATIONAL EQUITY PORTFOLIO		2015-05-11	2017-06-13
15 HOME DEPOT INC COM		2015-05-11	2017-06-13
9 HONEYWELL INTL INC		2015-05-11	2017-06-13
10 ILLINOIS TOOL WORKS INC COM		2016-02-17	2017-06-13
26 INTEL CORP		2016-08-22	2017-06-13

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)
831		725	106
826		870	-44
3,001		2,317	684
1,400		982	418
1,084		1,394	-310
2,848		2,592	256
2,297		1,681	616
1,206		920	286
1,454		946	508
927		920	7

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	
			106
			-44
			684
			418
			-310
			256
			616
			286
			508
			7

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

(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)
28 ISHARES TR S&P SMLCP VALU		2015-05-11	2017-06-13
25 ISHARES TR S&P SMLCP GROW		2015-05-11	2017-06-13
144 ISHARES EDGE MSCI USA QUALITY FACTOR ETF		2017-04-28	2017-06-13
79 ISHARES EDGE MSCI USA QUALITY FACTOR ETF		2016-09-30	2017-06-13
198 ISHARES EDGE MSCI USA VALUE FACTOR ETF		2016-09-30	2017-06-13
39 J P MORGAN CHASE & CO COM		2015-05-11	2017-06-13
8 JOHNSON & JOHNSON COM		2015-05-11	2017-06-13
19 KRAFT HEINZ CO/THE		2016-10-20	2017-06-13
9 LAM RESEARCH CORP		2015-06-02	2017-06-13
188 276 MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND CLASS I		2015-05-11	2017-06-13

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)
3,983		3,303	680
3,954		3,218	736
10,807		10,550	257
5,929		5,330	599
14,689		12,913	1,776
3,405		2,554	851
1,052		809	243
1,733		1,681	52
1,389		746	643
3,639		3,750	-111

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	
			680
			736
			257
			599
			1,776
			851
			243
			52
			643
			-111

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

(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)
17 MICROSOFT CORP		2015-05-11	2017-06-13
6 MOHAWK INDS INC		2017-03-13	2017-06-13
33 MORGAN STANLEY		2016-10-21	2017-06-13
23 NIKE INC CL B		2015-08-05	2017-06-13
20 NORTHERN TRUST CORP		2016-05-20	2017-06-13
6 NORTHROP GRUMMAN CORPORATION		2015-05-11	2017-06-13
17 NUCOR CORP		2017-02-13	2017-06-13
8 PARKER HANNIFIN CORP		2017-04-07	2017-06-13
16 PEPSICO INC COM		2016-10-20	2017-06-13
31 PROLOGIS INC		2017-06-02	2017-06-13

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)
1,194		809	385
1,447		1,383	64
1,497		1,090	407
1,252		1,343	-91
1,855		1,440	415
1,545		940	605
1,024		1,080	-56
1,264		1,286	-22
1,857		1,698	159
1,767		1,762	5

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	
			385
			64
			407
			-91
			415
			605
			-56
			-22
			159
			5

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

(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)
7 RAYTHEON COMPANY		2016-02-01	2017-06-13
90 163 ROWE T PRICE VALUE FD INC COM		2015-05-11	2017-06-13
12 S&P GLOBAL INC		2016-05-20	2017-06-13
50 AMEX FINANCIAL SELECT SPDR		2017-01-31	2017-06-13
27 SECTOR SPDR TR SBI INT-TECH		2017-04-28	2017-06-13
19 STATE STR CORP COM		2016-09-07	2017-06-13
8 STRYKER CORP		2017-03-13	2017-06-13
35 SUNTRUST BANKS INC COM		2016-06-24	2017-06-13
21 T-MOBILE US INC		2017-04-28	2017-06-13
401 97 TEMPLETON GLOBAL BOND FUND AD FUND		2015-05-11	2017-06-13

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)
1,131		884	247
3,294		3,221	73
1,755		1,302	453
1,222		1,178	44
1,508		1,468	40
1,693		1,341	352
1,124		1,047	77
1,970		1,440	530
1,349		1,417	-68
4,916		4,988	-72

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	
			247
			73
			453
			44
			40
			352
			77
			530
			-68
			-72

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

(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)
214 449 TEMPLETON INSTL FDS INC FOREIGN EQUITY SER		2015-05-11	2017-06-13
22 TEXAS INSTRS INC COM		2015-11-11	2017-06-13
8 THERMO ELECTRON CORP COM		2015-08-20	2017-06-13
25 TOTAL FINA S A		2016-05-06	2017-06-13
22 TRANSCANADA CORP (HOLDING CO)		2017-06-02	2017-06-13
3 TYSON FDS INC COM		2016-03-14	2017-06-13
9 UNITED RENTALS INC COM		2017-05-25	2017-06-13
8 UNITEDHEALTH GROUP INC COM		2017-01-27	2017-06-13
15 VALERO ENERGY CORP NEW COM		2016-12-09	2017-06-13
14 VISA INC CLASS A SHARES		2015-05-11	2017-06-13

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)
4,542		4,780	-238
1,776		1,278	498
1,397		1,063	334
1,274		1,216	58
1,054		1,032	22
186		202	-16
994		1,005	-11
1,448		1,309	139
997		1,018	-21
1,326		970	356

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	
			-238
			498
			334
			58
			22
			-16
			-11
			139
			-21
			356

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

(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)
25 WEC ENERGY GROUP INC		2015-05-11	2017-06-13
235 237 WASATCH INTL OPPORTUNIT-INST		2016-05-26	2017-06-13
23 WELLS FARGO & CO NEW COM		2015-05-11	2017-06-13
190 732 WELLS FARGO SPECIAL US MID CAP VALUE I		2016-05-26	2017-06-13
461 WISDOMTREE U S QUALITY DIVI ETF		2016-09-30	2017-06-13
13 WYNDHAM WORLDWIDE CORP		2015-05-11	2017-06-13
8 ACCENTURE PLC CLASS A SEDOL B4BNMY3		2015-07-13	2017-06-13
12 INGERSOLL-RAND PLC SEDOL B633030		2016-05-26	2017-06-13
13 TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182		2017-05-25	2017-06-13
13 ROYAL CARRIBEAN CRUISES LTD SEDOL 2754907 ISIN LR0008862868		2017-04-07	2017-06-13

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)
1,577		1,201	376
802		677	125
1,251		1,278	-27
7,189		6,126	1,063
16,974		14,880	2,094
1,297		1,135	162
1,016		801	215
1,064		801	263
1,018		1,017	1
1,445		1,273	172

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	
			376
			125
			-27
			1,063
			2,094
			162
			215
			263
			1
			172

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

(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)
111 ACCENTURE PLC CLASS A SEDOL B4BNMY3		2015-07-13	2017-06-14
270 APPLIED MATERIALS INC		2016-07-14	2017-06-19
87 EQUIFAX INC		2016-06-16	2017-06-19
26 LAM RESEARCH CORP		2015-06-02	2017-06-19
264 NIKE INC CL B		2015-08-05	2017-06-19
192 NUCOR CORP		2017-02-13	2017-06-19
220 NORTHERN TRUST CORP		2016-05-20	2017-07-28
552 ISHARES MSCI EMERGING MKTS INDEX FUND		2015-05-11	2017-07-31
6 SECTOR SPDR TR SBI INT-TECH		2017-04-28	2017-07-31
208 DISNEY WALT CO		2015-05-11	2017-08-18

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)
14,159		11,117	3,042
11,896		7,012	4,884
12,440		10,509	1,931
3,911		2,103	1,808
13,575		15,414	-1,839
10,906		12,201	-1,295
19,196		15,845	3,351
24,120		23,499	621
343		326	17
21,029		22,688	-1,659

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	
			3,042
			4,884
			1,931
			1,808
			-1,839
			-1,295
			3,351
			621
			17
			-1,659

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

(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)
267 WELLS FARGO & CO NEW COM		2015-05-11	2017-08-25
323 INDUSTRIAL SELECT SECTOR SPDR ETF LARGE CAP		2017-07-31	2017-08-31
216 KRAFT HEINZ CO/THE		2016-09-14	2017-09-01
9 ABBOTT LABORATORIES INC		2016-06-24	2017-09-14
108 303 CAMBIAR INTL EQUITY FUND-INS		2016-12-20	2017-09-14
3 AETNA INC NEW		2015-05-11	2017-09-14
10 AGILENT TECHNOLOGIES (IPO)		2017-08-18	2017-09-14
1 ALPHABET INC/CA-CL A		2015-08-05	2017-09-14
9 ALTRIA GROUP INC		2015-05-11	2017-09-14
7 AMERICAN WATER WORKS CO INC		2016-02-05	2017-09-14

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)
13,899		14,832	-933
22,078		22,140	-62
17,377		19,102	-1,725
465		346	119
3,004		2,630	374
489		329	160
657		607	50
942		666	276
560		465	95
574		446	128

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	
			-933
			-62
			-1,725
			119
			374
			160
			50
			276
			95
			128

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

(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)
6 AMGEN INC		2015-05-11	2017-09-14
8 ANALOG DEVICES INC		2017-09-01	2017-09-14
8 APPLE INC		2017-04-28	2017-09-14
11 APPLIED MATERIALS INC		2016-07-14	2017-09-14
132 9 ARTISAN INTERNATIONAL FD-ADV		2002-05-02	2017-09-14
145 27 BAIRD MIDCAP INST		2016-04-06	2017-09-14
7 BANK NEW YORK MELLON CORP COM		2016-05-02	2017-09-14
17 BERRY GLOBAL GROUP INC		2016-10-14	2017-09-14
3 BIOGEN INC		2016-08-03	2017-09-14
38 432 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO		2015-05-11	2017-09-14

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)
1,138		969	169
662		678	-16
1,269		1,150	119
519		286	233
4,247		3,248	999
2,696		2,209	487
358		282	76
961		756	205
971		874	97
382		391	-9

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	
			169
			-16
			119
			233
			999
			487
			76
			205
			97
			-9

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

(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)
9 BORG WARNER INC		2017-08-18	2017-09-14
7 BURLINGTON STORES INC		2017-03-13	2017-09-14
12 CBS CORP CLASS B WI		2016-08-05	2017-09-14
12 CSX CORP COM		2017-06-19	2017-09-14
14 CISCO SYS INC COM		2015-05-11	2017-09-14
8 CITIGROUP INC		2017-07-28	2017-09-14
11 CITIZENS FINANCIAL GROUP		2016-11-11	2017-09-14
25 COMCAST CORPORATION CL A		2015-05-11	2017-09-14
5 CONSTELLATION BRANDS INC CL A		2015-05-11	2017-09-14
4 CUMMINS INC		2017-02-17	2017-09-14

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)
434		400	34
635		659	-24
699		624	75
625		642	-17
450		410	40
555		540	15
382		327	55
941		727	214
1,022		591	431
667		604	63

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	
			34
			-24
			75
			-17
			40
			15
			55
			214
			431
			63

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

(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)
3 DB X-TRACKERS MSCI JAPAN HDG ETF		2015-05-11	2017-09-14
14 DOWDUPONT INC		2016-10-14	2017-09-14
11 DR PEPPER SNAPPLE GROUP INC		2015-05-11	2017-09-14
7 EDWARDS LIFESCIENCES CORP		2015-05-11	2017-09-14
5 EXXON MOBIL CORP		2015-05-11	2017-09-14
7 FACEBOOK INC A		2016-03-02	2017-09-14
3 GENERAL DYNAMICS CORP		2015-05-27	2017-09-14
14 HALLIBURTON CO		2017-01-27	2017-09-14
121 459 HARDING LOEVNER INTERNATIONAL EQUITY PORTFOLIO		2015-05-11	2017-09-14
6 HOME DEPOT INC COM		2015-05-11	2017-09-14

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)
118		128	-10
983		752	231
1,007		842	165
780		447	333
400		435	-35
1,197		768	429
592		421	171
590		813	-223
2,679		2,326	353
957		672	285

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	
			-10
			231
			165
			333
			-35
			429
			171
			-223
			353
			285

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

(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)
4 HONEYWELL INTL INC		2015-05-11	2017-09-14
5 ILLINOIS TOOL WORKS INC COM		2016-02-17	2017-09-14
12 INTEL CORP		2016-08-22	2017-09-14
5 ISHARES TIPS BOND ETF		2016-08-25	2017-09-14
3 ISHARES CORE US AGGREGATE BOND ETF		2013-03-11	2017-09-14
8 ISHARES CORE US AGGREGATE BOND ETF		2016-09-22	2017-09-14
298 ISHARES MSCI EMERGING MKTS INDEX FUND		2017-08-31	2017-09-14
60 ISHARES EDGE MSCI USA QUALITY FACTOR ETF		2016-09-30	2017-09-14
71 ISHARES EDGE MSCI USA VALUE FACTOR ETF		2016-09-30	2017-09-14
17 J P MORGAN CHASE & CO COM		2015-05-11	2017-09-14

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)
548		409	139
726		473	253
439		425	14
572		581	-9
330		330	
879		899	-20
13,475		13,366	109
4,588		4,048	540
5,431		4,630	801
1,543		1,113	430

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	
			139
			253
			14
			-9
			-20
			109
			540
			801
			430

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

(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)
4 JOHNSON & JOHNSON COM		2015-05-11	2017-09-14
3 LAM RESEARCH CORP		2015-12-18	2017-09-14
5 LAUDER ESTEE COS INC CL A		2017-09-01	2017-09-14
91 871 MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND CLASS I		2015-05-11	2017-09-14
6 MCDONALDS CORP COM		2017-07-28	2017-09-14
7 MICROSOFT CORP		2015-05-11	2017-09-14
3 MOHAWK INDS INC		2017-08-18	2017-09-14
13 MORGAN STANLEY		2016-10-21	2017-09-14
2 NORTHROP GRUMMAN CORPORATION		2015-05-11	2017-09-14
4 PARKER HANNIFIN CORP		2017-04-07	2017-09-14

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)
536		405	131
520		233	287
549		537	12
1,793		1,830	-37
942		934	8
524		333	191
761		745	16
604		429	175
531		313	218
671		643	28

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	
			131
			287
			12
			-37
			8
			191
			16
			175
			218
			28

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

(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)
8 PEPSICO INC COM		2016-10-20	2017-09-14
6 PRICE T ROWE GROUP INC COM		2017-08-25	2017-09-14
9 PROLOGIS INC		2017-06-02	2017-09-14
2 RAYTHEON COMPANY		2016-02-01	2017-09-14
54 149 ROWE T PRICE VALUE FD INC COM		2015-05-11	2017-09-14
6 S&P GLOBAL INC		2016-05-20	2017-09-14
12 AMEX FINANCIAL SELECT SPDR		2017-01-31	2017-09-14
13 SECTOR SPDR TR SBI INT-TECH		2017-04-28	2017-09-14
1 SHERWIN-WILLIAMS CO		2017-06-19	2017-09-14
8 STATE STR CORP COM		2016-09-07	2017-09-14

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)
912		849	63
506		504	2
586		512	74
362		253	109
2,025		1,934	91
920		651	269
297		279	18
764		707	57
346		353	-7
753		564	189

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	
			63
			2
			74
			109
			91
			269
			18
			57
			-7
			189

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

(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)
4 STRYKER CORP		2017-03-13	2017-09-14
11 SUNTRUST BANKS INC COM		2016-06-24	2017-09-14
8 T-MOBILE US INC		2017-04-28	2017-09-14
5 643 TEMPLETON GLOBAL BOND FUND AD FUND		2015-05-11	2017-09-14
113 071 TEMPLETON INSTL FDS INC FOREIGN EQUITY SER		2015-05-11	2017-09-14
9 TEXAS INSTRS INC COM		2015-11-11	2017-09-14
4 THERMO ELECTRON CORP COM		2015-08-20	2017-09-14
16 TOTAL FINA S A		2016-05-06	2017-09-14
10 TRANSCANADA CORP (HOLDING CO)		2017-06-02	2017-09-14
15 TYSON FDS INC COM		2016-03-14	2017-09-14

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)
578		523	55
602		453	149
491		540	-49
69		70	-1
2,472		2,520	-48
750		523	227
767		532	235
856		778	78
513		469	44
993		1,010	-17

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	
			55
			149
			-49
			-1
			-48
			227
			235
			78
			44
			-17

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

(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)
4 UNITED RENTALS INC COM		2017-05-25	2017-09-14
4 UNITEDHEALTH GROUP INC COM		2017-01-27	2017-09-14
5 VALERO ENERGY CORP NEW COM		2016-12-09	2017-09-14
7 VISA INC CLASS A SHARES		2015-05-11	2017-09-14
14 WEC ENERGY GROUP INC		2015-05-11	2017-09-14
410 886 WASATCH INTL OPPORTUNIT-INST		2016-05-26	2017-09-14
35 903 WELLS FARGO SPECIAL US MID CAP VALUE I		2016-05-26	2017-09-14
153 WISDOMTREE U S QUALITY DIVI ETF		2016-09-30	2017-09-14
7 WYNDHAM WORLDWIDE CORP		2015-05-11	2017-09-14
7 INGERSOLL-RAND PLC SEDOL B633030		2016-05-26	2017-09-14

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)
509		447	62
793		654	139
349		339	10
743		485	258
919		673	246
1,438		1,183	255
1,357		1,153	204
5,792		4,938	854
718		611	107
630		467	163

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	
			62
			139
			10
			258
			246
			255
			204
			854
			107
			163

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

(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)
10 TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182		2017-06-19	2017-09-14
6 ROYAL CARRIBEAN CRUISES LTD SEDOL 2754907 ISIN LR0008862868		2017-04-07	2017-09-14
89 084 VANGUARD TOTL BD MKT IDX-ADM		2016-09-22	2017-09-15
218 DR PEPPER SNAPPLE GROUP INC		2015-05-11	2017-09-29
321 CSX CORP COM		2017-06-19	2017-10-20
125 EXXON MOBIL CORP		2015-05-11	2017-10-20
197 ISHARES MSCI EMERGING MKTS INDEX FUND		2017-08-31	2017-10-31
286 ISHARES MSCI EMERGING MKTS INDEX FUND		2015-05-11	2017-10-31
9 SECTOR SPDR TR SBI INT-TECH		2017-04-28	2017-10-31
163 VALERO ENERGY CORP NEW COM		2016-12-09	2017-11-03

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)
813		794	19
746		588	158
965		985	-20
19,307		16,694	2,613
17,482		17,161	321
10,335		10,878	-543
9,087		8,836	251
13,192		12,175	1,017
565		489	76
13,197		11,065	2,132

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

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(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	
			19
			158
			-20
			2,613
			321
			-543
			251
			1,017
			76
			2,132

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

(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)
155 INGERSOLL-RAND PLC SEDOL B633030		2016-05-26	2017-11-03
23 AETNA INC NEW		2015-05-11	2017-11-10
140 EDWARDS LIFESCIENCES CORP		2015-05-11	2017-11-10
306 ISHARES TR S&P SMLCAP 600		2017-10-31	2017-11-30
883 AMEX FINANCIAL SELECT SPDR		2017-01-31	2017-11-30
263 ABBOTT LABORATORIES INC		2016-06-24	2017-12-08
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
13,347		10,345	3,002
3,959		2,524	1,435
14,500		8,943	5,557
23,758		22,911	847
24,347		20,562	3,785
14,312		10,121	4,191
			18,154

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

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(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	
			3,002
			1,435
			5,557
			847
			3,785
			4,191

Form 990PF Part XV Line 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*				
LOYALHANNA WATERSHED ASSOCIATION 6 OLD LINCOLN HIGHWAY WEST LIGONIER, PA 15658	NONE	PC	ENHANCED EDU PROG FOR	15,500
REFORMED PRESBYTERIAN THEOLOGICAL SEMINARY7418 PENN AVENUE PITTSBURGH, PA 15208	NONE	PC	MINORITY AND URBAN	1,827
TRINITY CHURCH 550 SOUTH MAIN STREET WASHINGTON, PA 15301	NONE	PC	COMMUNITY GARDEN	10,000
LA ROCHE COLLEGE 9000 BABCOCK BLVD PITTSBURGH, PA 15237	NONE	PC	STEM DISCOVERY/STEM SAVVY	30,000
FAMILY GUIDANCE INC 913 WESTERN AVENUE PITTSBURGH, PA 15233	NONE	PC	AMACHI AMBASSADORS	8,920
Total . . . . ▶ **3a**				217,680

Form 990PF Part XV Line 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*				
MAROESSLER ROADINSTAY LIFE SERVICES 200 ROESSLER ROAD PITTSBURGH, PA 15220	NONE	PC	SUMMER RESPITE AND	7,848
TRINITY EPISCOPAL SCHOOL FOR MINISTRY311 11TH STREET AMBRIDGE, PA 15003	NONE	PC	STUDENT ACT & ENRICH	11,550
SOCIETY FOR ARTS N CRAFTS DBA SOCIETY FOR CONTEMPORARY CRAFT 2100 SMALLMAN STREET PITTSBURGH, PA 15222	NONE	PC	CRAFTING A SAFE HOME	10,000
SAMARITAN COUNSELING CENTER OF WESTERN PA414 GRANT STREET SEWICKLEY, PA 15143	NONE	PC	CLIENT AID PROGRAM	7,500
MAKE-A-WISH FOUNDATION OF GREATER PA AND WEST VIRGINIA 707 GRANT STREET PITTSBURGH, PA 15219	NONE	PC	WESTERN PA WISHMAKERS	13,200
Total . . . . ▶ **3a**				217,680

Form 990PF Part XV Line 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*				
NORTH HILLS AFFORDABLE HOUSING 3724 MT ROYAL BLVD GLENSHAW, PA 15116	NONE	PC	VAN SERVICE FOR HOMES	8,000
IMANI CHRISTIAN ACADEMY 2150 E HILLS DRIVE PITTSBURGH, PA 15221	NONE	PC	FINANCIAL AID	11,900
LOST AND FOUND PHARMACY INC 11555 FRANKSTOWN ROAD PITTSBURGH, PA 15235	NONE	PC	FINANCIAL AID 2017 - 2018	8,720
ART EXPRESSION INC 31 SPALDING CIRCLE PITTSBURGH, PA 15228	NONE	PC	ART ENRICH AFTERSCHOOL	10,000
BETHANY CHRISTIAN SERVICES OF WESTERN PA10521 PERRY HIGHWAY WEXFORD, PA 15090	NONE	PC	SAFE FAMILIES FOR CHILDREN	6,143
Total . . . . ▶ **3a**				217,680

Form 990PF Part XV Line 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*				
CHATHAM BAROQUE INC 100 43RD STREET PITTSBURGH, PA 15201	NONE	PC	PEANUT BUTTER & JAM	12,500
PITTSBURGH SCHOOL FOR THE CHORAL ARTSPO BOX 9062 PITTSBURGH, PA 15224	NONE	PC	EVERY VOICE SCHOLARSHIPS	7,500
AMACHI PITTSBURGH 100 W STATION SQUARE DRIVE PITTSBURGH, PA 15219	NONE	PC	AMACHI AMBASSADORS	18,572
BAPTIST INSTITUTE OF PITTSBURGH 908 ANN STREET HOMESTEAD, PA 15120	NONE	PC	BAPTIST TRAINING AWARENESS	5,500
CHANGE THE GAME INCPO BOX 220 WESFORD, PA 15090	NONE	PC	CHANGE THE GAME	12,500
Total . . . . ▶ **3a**				217,680

TY 2017 Investments - Other Schedule

Name: BROOKS FOUNDATION

EIN: 25-6026627

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - FIXED	AT COST	1,607,690	1,598,739
MUTUAL FUNDS - EQUITY	AT COST	1,782,287	2,101,208

TY 2017 Other Decreases Schedule

Name: BROOKS FOUNDATION

EIN: 25-6026627

Description	Amount
ROUNDING ADJ FOR SALES AND TRANSACTIONS	2

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491082000078

TY 2017 Other Expenses Schedule

Name: BROOKS FOUNDATION

EIN: 25-6026627

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANTMAKING FEES	14,355	0		14,355

TY 2017 Taxes Schedule

Name: BROOKS FOUNDATION

EIN: 25-6026627

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	467	467		0
FEDERAL TAX PAYMENT - PRIOR YE	59	0		0
FEDERAL ESTIMATES - PRINCIPAL	2,600	0		0
FOREIGN TAXES ON QUALIFIED FOR	34	34		0