

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

Name of foundation The Pestcoe Family Foundation		A Employer identification number 46-3923752	
% Foundation Source			
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		B Telephone number (see instructions) (800) 839-1754	
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	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,328,579		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)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	366	366		
	4 Dividends and interest from securities	66,196	58,901		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	57,859			
	b Gross sales price for all assets on line 6a _____ 170,541				
	7 Capital gain net income (from Part IV, line 2)		57,859		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	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	124,421	117,126		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	31,598	31,598		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,082	82		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,525			7,525
	24 Total operating and administrative expenses. Add lines 13 through 23	41,205	31,680		7,525
	25 Contributions, gifts, grants paid	119,372			119,372
	26 Total expenses and disbursements. Add lines 24 and 25	160,577	31,680		126,897
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-36,156			
	b Net investment income (if negative, enter -0-)		85,446		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (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	545,940	92,984	92,984
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	2,474,577	2,891,377	3,235,595
	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)			
	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)	3,020,517	2,984,361	3,328,579	
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,020,517	2,984,361	
30 Total net assets or fund balances (see instructions)	3,020,517	2,984,361		
31 Total liabilities and net assets/fund balances (see instructions) .	3,020,517	2,984,361		

Part III Analysis of Changes in Net Assets or Fund Balances		
1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,020,517
2 Enter amount from Part I, line 27a	2	-36,156
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	2,984,361
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	2,984,361

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)
1 a Publicly-traded Securities			
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 170,541		112,682	57,859
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			57,859
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	57,859
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	117,525	1,977,530	0 05943
2015	64,775	878,163	0 073762
2014	42,554	560,148	0 075969
2013		185,609	
2012	0	0	0 0

2 Total of line 1, column (d)	2	0 209161
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 05229
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	3,190,388
5 Multiply line 4 by line 3	5	166,825
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	854
7 Add lines 5 and 6	7	167,679
8 Enter qualifying distributions from Part XII, line 4 ,	8	126,897

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	1,709
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	
3	Add lines 1 and 2.	3	1,709
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,709
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	0
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	1,709
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	Yes	
14	The books are in care of ▶ Foundation Source Telephone no ▶ (800) 839-1754			

Located at ▶ 501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶ 198091377

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). ☐	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)

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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ 	5b		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	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? ☐ Yes ☒ No	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
H Elizabeth Mitchell Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Co- Pres / Dir 1 0	0	0	0
Marvin Pestcoe Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Co-Pres / Dir / Sec / Treas 1 0	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	3,057,375
b	Average of monthly cash balances.	1b	181,598
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,238,973
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	0
3	Subtract line 2 from line 1d.	3	3,238,973
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	48,585
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,190,388
6	Minimum investment return. Enter 5% of line 5.	6	159,519

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	159,519
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	1,709
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,709
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	157,810
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	157,810
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	157,810

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	126,897
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	126,897
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	126,897

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				157,810
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 2015, 2014, 2013				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014. 22,511				
d From 2015. 23,967				
e From 2016. 25,648				
f Total of lines 3a through e.	72,126			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 126,897				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				126,897
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))	30,913			30,913
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	41,213			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	41,213			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015. 15,565				
d Excess from 2016. 25,648				
e Excess from 2017.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	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))
See Additional Data Table

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	119,372
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

		Yes	No
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--	--	--

1a(1)		No
1a(2)		No

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1b(1)	No
--------------	-----------

1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
--------------	--	-----------

1b(6)		No
--------------	--	-----------

1c		No
----	--	----

value
ue

[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

2018-04-29

* * * * *

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name Jeffrey D Haskell	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01345770
	Firm's name ▶ Foundation Source				Firm's EIN ▶
	Firm's address ▶ One Hollow Ln Ste 212 Lake Success, NY 11042				Phone no (800) 839-1754

Form 990PF Part XV Line 1a - 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).

H Elizabeth Mitchell
Marvin Pestcoe

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC 125 BROAD ST 18TH FL NEW YORK, NY 10004	N/A	PC	General & Unrestricted	5,000
BOYS & GIRLS AID SOCIETY OF OREGON 018 SW BOUNDARY CT PORTLAND, OR 97239	N/A	PC	General & Unrestricted	1,250
CITY HARVEST INC6 E 32ND ST 5TH FL NEW YORK, NY 10016	N/A	PC	General & Unrestricted	5,000
CITY HARVEST INC6 E 32ND ST 5TH FL NEW YORK, NY 10016	N/A	PC	Charitable Event	5,000
COALITION FOR THE HOMELESS INC 129 FULTON ST NEW YORK, NY 10038	N/A	PC	General & Unrestricted	5,000
Total ▶ 3a				119,372

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CONVENT OF THE SACRED HEART ONE E 91ST ST NEW YORK, NY 10128	N/A	PC	Annual Fund	1,000
COVENANT HOUSE460 W 41ST ST NEW YORK, NY 10036	N/A	PC	Charitable Event	5,000
DOCTORS WITHOUT BORDERS USA INC 40 RECTOR ST 16TH FL NEW YORK, NY 10006	N/A	PC	General & Unrestricted	1,000
DONORSCHOOSE ORG 134 W 37TH ST 11TH FL NEW YORK, NY 10018	N/A	PC	To purchase books, computers and other classroom necessities	5,000
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	N/A	PC	General & Unrestricted	10,000
Total ▶ 3a				119,372

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GODDARD-RIVERSIDE COMMUNITY CENTER 593 COLUMBUS AVE NEW YORK, NY 10024	N/A	PC	General & Unrestricted	500
GODS LOVE WE DELIVER INC 166 AVE OF THE AMERICAS NEW YORK, NY 10013	N/A	PC	General & Unrestricted	1,000
HEIFER PROJECT INTERNATIONAL 1 WORLD AVE LITTLE ROCK, AR 72202	N/A	PC	Gift of a Pig	122
INSURANCE INDUSTRY CHARITABLE FOUNDATION INC 1999 AVE OF THE STARS STE 1100 LOS ANGELES, CA 90067	N/A	PC	Charitable Event	1,000
JANUS YOUTH PROGRAMS INC 707 NE COUCH ST PORTLAND, OR 97232	N/A	PC	General & Unrestricted	1,250
Total ► 3a				119,372

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEW AVENUES FOR YOUTH INC 1220 SW COLUMBIA ST PORTLAND, OR 97201	N/A	PC	General & Unrestricted	1,250
NEW YORK PUBLIC RADIO 160 VARICK ST NEW YORK, NY 10013	N/A	PC	General & Unrestricted	500
NEW YORK SHAKESPEARE FESTIVAL 425 LAFAYETTE ST NEW YORK, NY 10003	N/A	PC	General & Unrestricted	1,000
POLICE ATHLETIC LEAGUE INC 34 1/2 E 12TH ST NEW YORK, NY 10003	N/A	PC	General & Unrestricted	250
READING RESULTS 3115 NE SANDY BLVD STE 229 PORTLAND, OR 97232	N/A	PC	General & Unrestricted	1,250
Total ▶ 3a				119,372

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SCHOOL THE WORLD173 3RD AVE MILFORD, CT 06460	N/A	PC	General & Unrestricted	1,000
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A	PC	General & Unrestricted	500
ST ANDREWS SCHOOL OF DELAWARE INC 350 NOXONTOWN RD MIDDLETOWN, DE 19709	N/A	PC	Saint's Fund	25,000
ST ANDREWS SCHOOL OF DELAWARE INC 350 NOXONTOWN RD MIDDLETOWN, DE 19709	N/A	PC	Saint's Fund	25,000
ST BALDRICKS FOUNDATION INC 1333 S MAYFLOWER AVE STE 400 MONROVIA, CA 91016	N/A	PC	Charitable Event	1,000
Total 				119,372
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST JOHNS BREAD & LIFE PROGRAM INC 795 LEXINGTON AVE BROOKLYN, NY 11221	N/A	PC	General & Unrestricted	3,000
ST JOHNS UNIVERSITY - SCHOOL OF RISK MANAGEMENT 101 ASTOR PL RM 259 NEW YORK, NY 10003	N/A	PC	Scholarship Fund for School of Risk Management	2,500
STOREFRONT ACADEMY HARLEM 70 E 129TH ST NEW YORK, NY 10035	N/A	PC	General & Unrestricted	2,500
THE ARC OF ESSEX COUNTY INC 123 NAYLON AVE LIVINGSTON, NJ 07039	N/A	PC	Charitable Event	500
TRUSTEES OF THE COLLEGE OF THE HOLY CROSS 1 COLLEGE ST WORCESTER, MA 01610	N/A	PC	General & Unrestricted	2,500
Total ► 3a				119,372

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TRUSTEES OF THE COLLEGE OF THE HOLY CROSS 1 COLLEGE ST WORCESTER, MA 01610	N/A	PC	Charitable Event	500
UNITED STATES SOCCER FEDERATION INC 1801 S PRAIRIE AVE CHICAGO, IL 60616	N/A	PC	Development Fund	1,000
UNIVERSITY OF WISCONSIN FOUNDATION US BANK LOCKBOX 78807 MILWAUKEE, WI 53278	N/A	PC	Mayrent Yiddish Collection Library Cataloging, Digitization and Preservation Fund	2,000
URSULINE SCHOOL OF NEW ROCHELLE 1354 N AVE NEW ROCHELLE, NY 10804	N/A	PC	General & Unrestricted	500
WNET825 8TH AVE NEW YORK, NY 10019	N/A	PC	General & Unrestricted	500
Total ► 3a				119,372

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: The Pestcoe Family Foundation

EIN: 46-3923752

TY 2017 Investments Corporate Stock Schedule

Name: The Pestcoe Family Foundation
EIN: 46-3923752

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLIANZGI INCOME CLASS AND GRO	48,731	49,320
BLACKROCK GLOBAL LONG/SHORT CR	58,371	59,695
CATALYST MILLBURN HEDGE STRATE	4,919	4,921
CLEARBRIDGE AGGRESSIVE GROWTH	79,960	87,577
CLEARBRIDGE ENERGY MLP FUND	28,323	32,586
COLUMBIA ACORN EMERGING MARKET	5,367	5,358
COLUMBIA SELECT LARGE CAP GROW	16,598	15,423
DIAMOND HILL LONG SHORT FUND C	39,513	43,352
EATON VANCE RCHRD BRSTN ASS AS	11,283	11,636
FRANKLIN BIOTECHNOLOGY DISCOVE	4,878	5,180
FRANKLIN CUSTODIAN FDS INC ADV	86,282	90,179
FRANKLIN INTERNATIONAL SMALLER	26,094	31,610
FRANKLIN K2 ALTERNATIVE STRATE	45,733	49,034
GOLDMAN SACHS INTL SMALL CAP I	2,584	2,668
HARTFORD FLOATING RATE HIGH IN	40,967	41,448
HARTFORD INTERNATIONAL OPPORTU	58,734	68,758
HARTFORD INTL SMALL COMPANY FU	55,268	63,559
HARTFORD VALUE OPP CL I	23,583	24,329
INVESCO AMERICAN FRANCHISE FUN	83,073	101,103
INVESCO EUROPEAN SMALL	65,490	82,813
INVESCO INTERNATIONAL GROWTH F	46,351	54,023
INVESCO VAN KAMPEN COMSTOCK FU	55,753	67,018
IVESCO EUROPEAN GROWTH Y	13,445	14,046
JP MORGAN SMALL CAP EQUITY INS	21,218	25,678
JP MORGAN US LARGE CAP CORE PL	75,085	81,594
JPMORGAN INCOME BUILDER-SEL	130,616	140,021
JPMORGAN VALUE ADV SELECT	75,492	92,215
LOOMIS SAYLES FDS STRATEGIC IN	45,161	44,433
MAINSTAY HIGH YIELD CORPORATE	41,971	42,072
MAINSTAY MUNICIPAL HIGH YIELD	174,113	179,638

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MATTHEWS PACIFIC TIGER FUND	2,412	2,756
MEDTRONIC PLC	36,962	38,356
MUTUAL EUROPEAN FD CL Z	64,625	72,396
NATIONWIDE GENEVA SMALL CAP GR	39,284	49,720
NATIXIS OAKMARK INTERNATIONAL	60,718	77,475
NUVEEN EQUITY LG/SH CL I	42,500	53,772
NUVEEN LARGE CAP CORE FUND CLA	81,079	96,237
NUVEEN SYMPHONY CREDIT OPPORTU	19,722	17,831
OAKMARK FUND	66,575	83,966
OAKMARK INTERNATIONAL FUND CL	2,457	2,676
OPPENHEIMER INTL DIV FD (Y)	2,395	2,643
PIMCO INCOME FUND P CLASS	41,581	42,819
PRINCIPAL FDS INC SMALL MIDCAP	46,621	56,185
PRINCIPAL GLOBAL DVRSFD INC FD	57,828	59,013
PRINCIPAL GLOBAL MULTI-STRATEG	88,426	92,700
PUTNAM DIVERSIFIED INCOME TRUS	101,859	104,729
PUTNAM EQUITY SPECTRUM FUND Y	9,519	8,826
PUTNAM GLOBAL EQUITY Y	16,270	19,985
PUTNAM GROWTH OPPORTUNITIES CL	25,436	28,859
PUTNAM SHORT DURATION INCOME F	181,591	181,771
RMB MENDON FINANCIAL LONG SHOR	40,768	44,633
RMB MENDON FINANCIAL SERVICES	5,071	5,054
SNOW CAPITAL OPPORTUNITY FD IN	12,582	11,253
SNOW CAPITAL SMALL CAP VALUE C	17,520	17,864
SPDR S&P 500 ETF TRUST	186,123	239,908
TEMPLETON EMERGING MRKTS SMALL	37,760	48,882
THE HARTFORD CAPITAL APPRECIAT	16,282	14,407
THE HARTFORD MIDCAP FUND CLASS	27,356	33,722
VICTORY FLOATING RATE FUND CLA	15,619	14,739
VICTORY SOPHUS EMERGING MARKET	5,868	7,034

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WISDOMTREE JAPAN HEDGED EQUITY	73,612	94,097

TY 2017 Other Expenses Schedule**Name:** The Pestcoe Family Foundation**EIN:** 46-3923752**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	7,500			7,500
State or Local Filing Fees	25			25

TY 2017 Other Professional Fees Schedule**Name:** The Pestcoe Family Foundation**EIN:** 46-3923752

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	31,598	31,598		

TY 2017 Taxes Schedule**Name:** The Pestcoe Family Foundation**EIN:** 46-3923752

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Excise Tax for 2016	2,000			
Foreign Tax Paid	82	82		