

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

Name of foundation ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION 420426707		A Employer identification number 65-6234202	
Number and street (or P.O. box number if mail is not delivered to street address) C/O FTCI 280 PARK AVENUE 7TH FLOOR		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10017		B Telephone number (see instructions) (212) 632-3000	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> 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) \$ 3,418,728		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	59,230	56,323		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	301,260			
	b Gross sales price for all assets on line 6a	1,721,866			
	7 Capital gain net income (from Part IV, line 2)		301,260		
	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)	8,762	-8,500		
	12 Total. Add lines 1 through 11	369,252	349,083		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,100	0		2,100
	c Other professional fees (attach schedule)	16,553	15,997		556
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,900	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	13,853	0		13,853
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,184	136		4,048
	24 Total operating and administrative expenses. Add lines 13 through 23	40,590	16,133		20,557
	25 Contributions, gifts, grants paid	174,000			174,000
	26 Total expenses and disbursements. Add lines 24 and 25	214,590	16,133		194,557
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	154,662			
	b Net investment income (if negative, enter -0-)		332,950		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	25,159	13,482	13,482
	2 Savings and temporary cash investments	265,796	288,227	288,434
	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)	201,484	200,000	235,650
	b Investments—corporate stock (attach schedule)	1,880,506	1,817,228	2,424,004
	c Investments—corporate bonds (attach schedule)	143,779	322,545	322,693
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1	1	134,465
	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)	2,516,725	2,641,483	3,418,728	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,516,725	2,641,483	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	0	0	
30 Total net assets or fund balances (see instructions)	2,516,725	2,641,483		
31 Total liabilities and net assets/fund balances (see instructions) .	2,516,725	2,641,483		

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	2,516,725
2 Enter amount from Part I, line 27a	2	154,662
3 Other increases not included in line 2 (itemize) ▶ _____	3	2,409
4 Add lines 1, 2, and 3	4	2,673,796
5 Decreases not included in line 2 (itemize) ▶ _____	5	32,313
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	2,641,483

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	301,260
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	174,540	2,979,394	0 058582
2015	164,636	2,991,774	0 055030
2014	207,907	3,114,784	0 066748
2013	201,946	2,949,938	0 068458
2012	159,968	2,572,780	0 062177
2 Total of line 1, column (d)			2 0 310995
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 062199
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 3,297,132
5 Multiply line 4 by line 3			5 205,078
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,330
7 Add lines 5 and 6			7 208,408
8 Enter qualifying distributions from Part XII, line 4			8 194,557

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	6,659
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	6,659
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	6,659
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,655
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	2,655
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	4,004
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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)? 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	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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
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) <input type="checkbox"/> OH		
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)

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 N/A	13	Yes	
14	The books are in care of FIDUCIARY TRUST COMPANY INTERNATION Telephone no (212) 632-3000			

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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/>	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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
See Additional Data Table				

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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3. **0**

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	2,942,422
b	Average of monthly cash balances.	1b	404,920
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,347,342
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	3,347,342
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	50,210
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,297,132
6	Minimum investment return. Enter 5% of line 5.	6	164,857

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	164,857
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	6,659
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,659
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	158,198
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	158,198
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	158,198

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	194,557
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	194,557
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	194,557

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				158,198
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012. 34,419				
b From 2013. 58,009				
c From 2014. 57,404				
d From 2015. 16,408				
e From 2016. 28,176				
f Total of lines 3a through e.	194,416			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 194,557				
a Applied to 2016, but not more than line 2a			0	
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.				158,198
e Remaining amount distributed out of corpus	36,359			
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	230,775			
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				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).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	34,419			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	196,356			
10 Analysis of line 9				
a Excess from 2013. 58,009				
b Excess from 2014. 57,404				
c Excess from 2015. 16,408				
d Excess from 2016. 28,176				
e Excess from 2017. 36,359				

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

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	174,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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	
Enter gross amounts unless otherwise indicated				
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 59,230				
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. 14 8,762				
8 Gain or (loss) from sales of assets other than inventory 18 301,260				
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e). 0 369,252 0				
13 Total. Add line 12, columns (b), (d), and (e). 13 369,252				

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-05-11 Date	***** Title

May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--

Paid Preparer Use Only	Print/Type preparer's name RICHARD PIANOFORTE	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00844777
	Firm's name ► FIDUCIARY TRUST COMPANY INTERNATIONAL				
	Firm's address ► 280 PARK AVENUE NEW YORK, NY 10017				
					Firm's EIN ► 13-5069335
					Phone no (212) 632-3000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
3550 ALLY FINANCIAL INC		2017-01-12	2017-04-18
40 ALPHABET INC CL A		2016-03-23	2017-08-21
40 AMAZON COM INC		2017-04-18	2017-08-21
750 AMERIGAS PARTNERS L P		2014-12-04	2017-04-18
700 AUTOMATIC DATA PROCESSING INC		2013-09-24	2017-04-03
200 BROOKFIELD REAL ASSETS INCOME FUND INC		2016-03-24	2017-03-16
300 BROOKFIELD REAL ASSETS INCOME FUND INC		2016-03-24	2017-03-17
146 8025 BROOKFIELD REAL ASSETS INCOME FUND INC		2016-03-24	2017-03-20
578 1975 BROOKFIELD REAL ASSETS INCOME FUND INC		2016-03-23	2017-03-20
575 BROOKFIELD REAL ASSETS INCOME FUND INC		2016-03-23	2017-03-21

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
68,095		71,529	-3,434
36,850		30,385	6,465
37,975		36,173	1,802
34,791		20,724	14,067
70,854		44,858	25,996
4,554		5,073	-519
6,836		7,610	-774
3,326		3,724	-398
13,101		14,622	-1,521
12,957		14,542	-1,585

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-3,434
			6,465
			1,802
			14,067
			25,996
			-519
			-774
			-398
			-1,521
			-1,585

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
450 BROOKFIELD REAL ASSETS INCOME FUND INC		2016-03-23	2017-03-22
575 BROOKFIELD REAL ASSETS INCOME FUND INC		2016-03-23	2017-03-23
529 BROOKFIELD REAL ASSETS INCOME FUND INC		2016-03-23	2017-03-24
300 CELGENE CORP		2015-01-13	2017-03-30
630 CISCO SYS INC		2015-10-29	2017-01-12
375 DANAHER CORP		2015-06-08	2017-08-08
300 DANAHER CORP		2015-06-17	2017-08-08
325 DANAHER CORP		2017-04-18	2017-08-08
525 DISNEY WALT CO		2017-05-10	2017-10-12
225 DISCOVER FINANCIAL SERVICES (USD)		2014-02-28	2017-01-12

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
10,191		11,380	-1,189
13,056		14,542	-1,486
11,945		13,378	-1,433
37,125		36,802	323
18,834		18,316	518
30,244		24,191	6,053
24,195		19,172	5,023
26,212		28,137	-1,925
51,006		57,382	-6,376
15,899		12,975	2,924

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			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-1,189
			-1,486
			-1,433
			323
			518
			6,053
			5,023
			-1,925
			-6,376
			2,924

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
775 DISCOVER FINANCIAL SERVICES (USD)		2015-11-12	2017-01-12
385 EQT MIDSTREAM PARTNERS LP		2013-07-31	2017-04-18
430 FMC CORP NEW		2017-01-12	2017-04-19
140 FMC CORP NEW		2017-01-13	2017-04-19
600 FACEBOOK INC CL A		2015-05-18	2017-04-18
425 FACEBOOK INC CL A		2015-05-18	2017-08-21
125 FACEBOOK INC CL A		2015-05-18	2017-09-25
45 FACEBOOK INC CL A		2015-05-13	2017-09-25
285000 GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/2000 7 00% 12/15/203		2002-06-06	2017-02-15
1382 4752 GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/2000 7 00% 12/15/		2002-06-06	2017-01-16

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)
54,763		43,434	11,329
29,608		14,013	15,595
31,605		25,405	6,200
10,290		8,316	1,974
84,557		48,688	35,869
71,080		34,487	36,593
20,578		10,143	10,435
7,408		3,509	3,899
1,382		1,479	-97
5		5	0

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	
			11,329
			15,595
			6,200
			1,974
			35,869
			36,593
			10,435
			3,899
			-97
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1050 GENERAL ELEC CO		2015-06-08	2017-04-17
950 GENERAL ELEC CO		2015-06-17	2017-04-17
45 ISHARES NASDAQ BIOTECHNOLOGY ETF		2016-06-02	2017-01-12
225 KANSAS CITY SOUTHN INDS INC		2015-10-21	2017-01-09
225 KANSAS CITY SOUTHN INDS INC		2016-03-23	2017-01-09
262 LIBERTY BROADBAND CORP CL A		2014-11-25	2017-04-19
87 LIBERTY BROADBAND CORP CL A		2013-07-26	2017-05-10
175 LIBERTY BROADBAND CORP CL A		2014-11-20	2017-05-10
738 LIBERTY BROADBAND CORP CL A		2014-11-25	2017-05-10
2000 OUTFRONT MEDIA INC		2014-10-16	2017-01-19

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
31,037		28,742	2,295
28,081		25,885	2,196
12,494		12,817	-323
18,403		19,960	-1,557
18,403		19,226	-823
22,707		14,129	8,578
7,301		4,330	2,971
14,687		9,059	5,628
61,936		39,798	22,138
53,100		58,447	-5,347

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			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,295
			2,196
			-323
			-1,557
			-823
			8,578
			2,971
			5,628
			22,138
			-5,347

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
243 OUTFRONT MEDIA INC		2014-11-18	2017-01-19
150 SCHLUMBERGER LTD		2016-05-17	2017-03-30
250 SCHLUMBERGER LTD		2016-05-18	2017-03-30
1400 US BANCORP DEL COM NEW		2013-07-26	2017-03-30
700 WABTEC		2011-04-13	2017-02-22
170 WABTEC		2016-06-02	2017-02-22
700 LIBERTY GLOBAL PLC CL A		2013-09-18	2017-01-12
675 LIBERTY GLOBAL PLC CL A		2014-04-09	2017-01-12
670 NXP SEMICONDUCTORS NV		2014-12-04	2017-01-12
2475 ALLY FINANCIAL INC		2017-01-12	2017-05-02

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
6,452		6,425	27
11,703		11,266	437
19,505		18,493	1,012
72,863		52,192	20,671
56,308		23,564	32,744
13,675		13,258	417
24,238		23,194	1,044
23,372		22,478	894
65,858		51,114	14,744
49,081		49,869	-788

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			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			27
			437
			1,012
			20,671
			32,744
			417
			1,044
			894
			14,744
			-788

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
5 AMAZON COM INC		2017-02-03	2017-08-21
300 AUTOMATIC DATA PROCESSING INC		2013-09-24	2017-04-03
120 CELGENE CORP		2015-01-13	2017-03-30
55 DANAHER CORP		2015-06-08	2017-08-08
150 DANAHER CORP		2015-06-17	2017-08-08
300 DENTSPLY SIRONA INC		2016-07-11	2017-08-14
100 DISNEY WALT CO		2017-05-10	2017-10-12
200 DISCOVER FINANCIAL SERVICES (USD)		2014-02-28	2017-01-12
175 DISCOVER FINANCIAL SERVICES (USD)		2015-01-22	2017-01-12
325 DISCOVER FINANCIAL SERVICES (USD)		2015-11-12	2017-01-12

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
4,747		4,064	683
30,366		19,225	11,141
14,850		14,721	129
4,436		3,548	888
12,098		9,586	2,512
16,341		19,155	-2,814
9,716		10,930	-1,214
14,132		11,533	2,599
12,366		10,115	2,251
22,965		18,214	4,751

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			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			683
			11,141
			129
			888
			2,512
			-2,814
			-1,214
			2,599
			2,251
			4,751

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
165 EQT MIDSTREAM PARTNERS LP		2013-07-31	2017-10-19
200 EXXON MOBIL CORP		2016-07-11	2017-06-07
125 FMC CORP NEW		2017-01-12	2017-04-07
45 FMC CORP NEW		2017-01-13	2017-04-07
170 GENERAL ELEC CO		2015-06-08	2017-04-17
525 GENERAL ELEC CO		2015-06-17	2017-04-17
15 ISHARES NASDAQ BIOTECHNOLOGY ETF		2016-06-02	2017-01-12
35 ISHARES NASDAQ BIOTECHNOLOGY ETF		2016-07-11	2017-01-12
500 PFIZER INC R		2016-07-11	2017-01-30
50 SCHLUMBERGER LTD		2016-05-17	2017-03-30

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
11,953		5,632	6,321
16,103		18,832	-2,729
9,475		7,385	2,090
3,411		2,673	738
5,025		4,654	371
15,518		14,305	1,213
4,165		4,272	-107
9,718		9,539	179
15,559		18,184	-2,625
3,901		3,755	146

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			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			6,321
			-2,729
			2,090
			738
			371
			1,213
			-107
			179
			-2,625
			146

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
75 SCHLUMBERGER LTD		2016-05-18	2017-03-30
75 SCHLUMBERGER LTD		2016-07-11	2017-03-30
300 LIBERTY GLOBAL PLC CL A		2013-09-18	2017-01-12
290 LIBERTY GLOBAL PLC CL A		2014-04-09	2017-01-12
CAPITAL GAINS 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)
5,851		5,548	303
5,851		5,899	-48
10,388		9,940	448
10,041		9,657	384
2,364			2,364

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			(I) 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	
			303
			-48
			448
			384
			2,364

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
W HARDY ESHBAUGH	PRESIDENT 2 00	0	0	0
209 MCKEE AVENUE OXFORD, OH 45056				
PEGGY VANCOLLER	TRUSTEE 1 00	0	0	0
BOX 93 VAALWATER SF				
STEPHEN H ESHBAUGH	SECRETARY 1 00	0	0	0
1550 MT ELLIS LANE BOZEMAN, MT 59715				
JEFF ESHBAUGH	TRUSTEE 1 00	0	0	0
8899 SANDY CREEK LANE BOZEMAN, MT 59715				
BETH VANCOLLER BRAND	TRUSTEE 1 00	0	0	0
BOX 299 KOMMETJIE 7976 SF				
MARK VANCOLLER	TRUSTEE 1 00	0	0	0
BOX 620 NOORDHOEK 7979 SF				

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>				
AMAZON MEDICAL PROJECTMAZOMANIE MAZOMANIE, WI 53560	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,000
AMERICAN BIRD CONSERVANCY PO BOX 2494249 LOUDOUN AVE THE PLAINS, VA 201982237	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	2,500
AMERICAN FUND FOR CHARITIES 1000 N WEST ST 1200 WILMINGTON, DE 19801	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	8,000
AMERICAN SOCIETY OF PLANT TAXONOMY UNIVERSITY OF WYOMING DEPARTMENT OF BOTANY 3165 LARAMIE, WY 82071	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	2,500
ATLANTIC SALMON FEDERATION PO BOX 807 CALAIS, ME 046190807	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	5,000
Total ► 3a				174,000

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>				
ATLANTIC SALMON FEDERATION PO BOX 807 CALAIS, ME 046190807	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,500
AUDUBON225 VARICK ST 7TH FL NEW YORK, NY 10014	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	5,000
AUDUBON225 VARICK ST 7TH FL NEW YORK, NY 10014	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	5,000
AUDUBON225 VARICK ST 7TH FL NEW YORK, NY 10014	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,000
AUDUBON MTPO BOX 595 HELENA, MT 59624	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	500
Total ▶ 3a				174,000


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>				
AUDUBON MIAMI VALLEYPO BOX 556 OXFORD, OH 45056	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	5,000
BELK LECTURE MIAMI UNIVERSITY - 501 EAST HIGH STREET OXFORD, OH 45056	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	2,500
BOZEMAN AREA COMMUNITY FOUNDATION 111 S GRAND AVE STE 214 BOZEMAN, MT 59715	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	2,500
BOZEMAN AREA COMMUNITY FOUNDATION 111 S GRAND AVE STE 214 BOZEMAN, MT 59715	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,000
BOZEMSAN SCHOOLS FOUNDATION PO BOX 1803 BOZEMAN, MT 597711803	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,250
Total ► 3a				174,000


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>				
CATESBY COMMEMORATIVE TRUST 102 MARSH ELDER CT JOHNS ISLAND, SC 29455	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	5,000
CINCINNATI NATURE CENTER 4949 TEALTOWN RD MILFORD, OH 45150	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,000
CINCINNATI NATURE CENTER 4949 TEALTOWN RD MILFORD, OH 45150	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	5,000
CHILD CARE CONNECTIONS 1001 SPRUCE ST SUITE 201 TRENTON, NJ 086383955	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	2,500
CONSERVE SCHOOL 5400 N BLACK OAK LAKE RD LAND O LAKES, WI 54540	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	2,500
Total ► 3a				174,000

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>				
ENDANGERED WILDLIFE TRUST PRIVATE BAG X11 MODDERFONTEIN 1609 SF	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	42,000
FOUNDATION FOR PERIPHERAL NEUROPATHY 485 HALF DAY RD SUITE 350 BUFFALO GROVE, IL 60089	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	500
4 PAWS FOR ABILITY253 DAYTON AVE XENIA, OH 45385	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	2,000
GALLATIN VALLEY LAND TRUST PO BOX 7021 BOZEMAN, MT 59771	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	2,500
GARDEN CITY HARVEST INCPO BOX 205 MISSOULA, MT 59806	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	2,500
Total 				174,000
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>				
GIBBS MUSEUM OF ART 135 MEETING ST CHARLESTON, SC 29401	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,000
HOPA MOUNTAIN 234 E BABCOCK ST SUITE E BOZEMAN, MT 59715	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	4,000
INTERNATIONAL CRANE FOUNDATION 9445 E11376 SHADY LANE RD BARABOO, WI 53913	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	6,000
JACKSON CREEK PRESERVE FOUNDATION PO BOX 3 ENNIS, MT 59729	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,000
LLOYD LIBRARY917 PLUM STREET CINCINNATI, OH 45202	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,000
Total  3a				174,000

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>				
MONTANA OUTDOOR SCIENCE SCHOOL 4056 BRIDGER CANYON RD BOZEMAN, MT 59715	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,250
MONTANA TROUT UNLIMITED PO BOX 7186 MISSOULA, MT 59807	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	10,000
ONE PLANET INC44 ASPEN DR JACKSON, WY 83001	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	5,000
OREGON COLLEGE OF ORIENTAL MEDICINE 75 NW COUCH ST PORTLAND, OR 97209	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	10,000
OXFORD COMMUNITY ARTS CENTER 131 E HIGH ST OXFORD, OH 45056	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	10,000
Total ► 3a				174,000

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>				
POMFRET SCHOOL398 POMFRET ST POMFRET CENTER, CT 06259	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,000
THREE VALLEY CONSERVATION TRUST 5995 FAIRFIELD RD 3B OXFORD, OH 45056	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	2,500
THREE VALLEY CONSERVATION TRUST 5995 FAIRFIELD RD 3B OXFORD, OH 45056	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	5,000
THREE VALLEY CONSERVATION TRUST 5995 FAIRFIELD RD 3B OXFORD, OH 45056	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	2,000
THREE VALLEY CONSERVATION TRUST 5995 FAIRFIELD RD 3B OXFORD, OH 45056	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,000
Total ▶ 3a				174,000

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>				
UNIVERSITY OF MONTANA 32 CAMPUS DR MISSOULA, MT 59812	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	1,000
UNIVERSITY OF MONTANA 32 CAMPUS DR MISSOULA, MT 59812	NONE	PC	EXEMPT ORGANIZATIONS PURPOSE	2,500
Total ▶ 3a				174,000

TY 2017 Accounting Fees Schedule

Name: ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION 420426707

EIN: 65-6234202

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	2,100	0		2,100

TY 2017 Investments Corporate Bonds Schedule

Name: ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION 420426707

EIN: 65-6234202

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DOUBLELINE TOTAL RETURN BOND FUND	19,545	18,839
PIMCO INCOME FUND DTD 11/1/2009	22,230	23,533
PIMCO MORTGAGE OPPORTUNITIES FUND DTD 9/1/2012	16,620	16,668
PIMCO INCOME FUND DTD 11/1/2009	124,400	124,755
PIMCO MORTGAGE OPPORTUNITIES FUND DTD 9/1/2012	139,750	138,898

TY 2017 Investments Corporate Stock Schedule

Name: ELIZABETH WAKEMAN HENDERSON CHARITABLE
 FOUNDATION 420426707
EIN: 65-6234202

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLEGION PLC	54,104	59,670
ALPHABET INC CL A	64,568	89,539
AMAZON.COM INC	71,371	99,405
AMAZON.COM INC	11,378	16,373
AMERIGAS PARTNERS LP	83,534	80,903
CITIGROUP INC	49,897	74,410
COMCAST CORP CL A	22,443	75,695
COMCAST CORP CL A	9,619	32,441
CORNING INC	12,763	33,110
CROWN CASTLE INTERNATIONAL	80,585	111,010
CROWN CASTLE INTERNATIONAL	22,097	33,303
DOWDUPONT INC	94,621	106,830
DOWDUPONT INC	15,071	17,805
ECOLAB INC	62,633	67,295
ECOLAB INC	15,664	16,824
EOG RES INC	4,958	11,870
FACEBOOK INC CL A	54,980	124,404
FINANCIAL SELECT SECTOR SPDR FD	103,663	139,550
FORTIVE CORP	63,849	86,820
FORTIVE CORP	9,237	14,470
HP INC	10,966	10,575
MAGELLAN MIDSTREAM PARTNERS	8,303	10,641
MICROSOFT CORP	129,908	171,080
MOHAWK INDS INC	92,764	110,360
MOHAWK INDS INC	17,394	20,693
NEW MOUNTAIN GUARDIAN CORP	88,801	81,300
NEW MOUNTAIN GUARDIAN CORP	13,514	12,195
RAYTHEON CO NEW	32,774	56,355
RAYTHEON CO NEW	99,263	122,103
ROCKWELL AUTOMATION INC	60,012	98,175

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROCKWELL AUTOMATION INC	11,127	17,672
SCHEIN HENRY INC	27,598	48,916
SCHEIN HENRY INC	11,828	20,964
THERMO FISHER SCIENTIFIC INC	103,166	133,021
VISA INC CLASS A	89,206	114,020
VISA INC CLASS A	6,667	8,552
WELLTOWER INC	71,268	63,770
WELLTOWER INC	35,634	31,885

TY 2017 Investments Government Obligations Schedule

Name: ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION 420426707

EIN: 65-6234202

**US Government Securities - End
of Year Book Value:**

0

**US Government Securities - End
of Year Fair Market Value:**

0

**State & Local Government
Securities - End of Year Book
Value:**

200,000

**State & Local Government
Securities - End of Year Fair
Market Value:**

235,650

TY 2017 Investments - Other Schedule

Name: ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION 420426707

EIN: 65-6234202

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
NORTHWESTERN MUTUAL LIFE INSURANCE	FMV	1	134,465

TY 2017 Other Decreases Schedule

Name: ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION 420426707

EIN: 65-6234202

Description	Amount
BASIS ADJUSTMENT ON SALE EQT MIDSTREAM PARTNERS LP	6,798
MUTUAL FUND CASH ADJ	389
2016 CHECKS CLEARED IN 2017	10,000
BASIS ADJUSTMENT ON SALE OF AMERIGAS	15,126

TY 2017 Other Expenses Schedule

Name: ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION 420426707

EIN: 65-6234202

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	136	136		0
OTHER EXPENSES	4,048	0		4,048

TY 2017 Other Income Schedule

Name: ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION 420426707

EIN: 65-6234202

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AMERIGAS PARTNERS, L P	7,338	-8,485	7,338
MAGELLAN MIDSTREAM PARTNERS LP	528	-289	528
EQT MIDSTREAM PARTNERS LP	768	146	768
OTHER INCOME	128	128	128

TY 2017 Other Increases Schedule

Name: ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION 420426707

EIN: 65-6234202

Description	Amount
2017 CHECKS CLEARED IN 2018	2,361
ROC BASIS ADJUSTMENT	48

TY 2017 Other Professional Fees Schedule

Name: ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION 420426707

EIN: 65-6234202

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FTCI CUSTODY FEES	2,781	2,225		556
WILLIAM JONES & ASSOCIATES	13,772	13,772		0

TY 2017 Taxes Schedule

Name: ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION 420426707

EIN: 65-6234202

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	3,900	0		0