

2949116004511 8

700

Form 990-PF

Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

A Employer identification number

GENESEE MOUNTAIN FOUNDATION

84-0762733

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

100 SAINT PAUL STREET

700

B Telephone number

303-204-7106

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

DENVER, CO 80206

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☒ Address change

☒ Name change

D 1. Foreign organizations, check here ☐

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

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)

J Accounting method: ☒ Cash ☐ Accrual

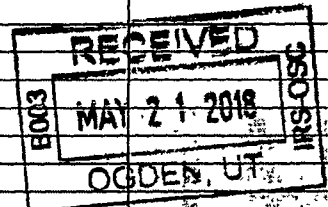
☐ Other (specify)

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

\$ 15,437,779. (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).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	7.	7.		STATEMENT 1
4 Dividends and interest from securities	263,428.	263,428.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)	<45,949.>			STATEMENT 3
6a Net gain or (loss) from sale of assets not on line 10	50,916.			
b Gross sales price for all assets on line 6a	3,146,278.			
7 Capital gain net income (from Part IV, line 2)		50,916.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	314,351.	314,351.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	1,247.	0.		0.
b Accounting fees	1,719.	1,289.		0.
c Other professional fees				
17 Interest				
18 Taxes	11,370.	3,056.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	10,892.	0.		0.
22 Printing and publications				
23 Other expenses	372,411.	88,314.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	397,639.	92,659.		0.
25 Contributions, gifts, grants paid	204,466.			204,466.
26 Total expenses and disbursements. Add lines 24 and 25	602,105.	92,659.		204,466.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<287,754.>			
b Net investment income (if negative, enter -0-)		221,692.		
c Adjusted net income (if negative, enter -0-)			N/A	



04/03/18

04/03/18

0423228364 JUN 06 2018

599076-599078

112

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	101,691.	252,977.	252,977.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	94,960.	21,409.	21,409.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 8 0.	5,285,186.	6,533,392.
	c Investments - corporate bonds	STMT 9 0.	949,242.	933,770.
	Liabilities	11 Investments - land, buildings, and equipment basis	935,289.	
Less: accumulated depreciation		STMT 10 89,055.	846,990.	846,234.
12 Investments - mortgage loans				
13 Investments - other		STMT 11 13,347,022.	6,580,234.	6,849,997.
14 Land, buildings, and equipment basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		14,390,663.	13,935,282.	15,437,779.
17 Accounts payable and accrued expenses		3,500.		
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	3,500.	0.		
Net Assets or Fund Balances	24 Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26, and lines 30 and 31.			
	25 Unrestricted			
	26 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	13,078,441.	13,078,441.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,308,722.	856,841.		
30 Total net assets or fund balances	14,387,163.	13,935,282.		
31 Total liabilities and net assets/fund balances	14,390,663.	13,935,282.		

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	14,387,163.
2 Enter amount from Part I, line 27a	2	<287,754.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	14,099,409.
5 Decreases not included in line 2 (itemize) BOOK/TAX DIFFERENCE	5	164,127.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,935,282.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e	3,146,278.	3,095,362.	50,916.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			50,916.

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 50,916.

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).
If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	163,400.	14,124,025.	.011569
2015	1,454,165.	14,870,967.	.097786
2014	1,046,459.	14,534,210.	.072000
2013	162,387.	13,900,393.	.011682
2012	168,885.	3,265,201.	.051723

2 Total of line 1, column (d)	2	.244760
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048952
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	13,883,600.
5 Multiply line 4 by line 3	5	679,630.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,217.
7 Add lines 5 and 6	7	681,847.
8 Enter qualifying distributions from Part XII, line 4	8	204,466.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2018 estimated tax

4,366. Refunded

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions.

CO

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of ATLANTIC TRUST PRIVATE WEALTH MANAG Telephone no. 720-221-5000 Located at 100 SAINT PAUL STREET, SUITE 700, DENVER, CO ZIP+4 80206		
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		N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" 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 Organizations relying on a current notice regarding disaster assistance, check here N/A	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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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

5a During the year, did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

Organizations relying on a current notice regarding disaster assistance, check here

N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LYNN MCDONALD	TRUSTEE			
100 SAINT PAUL STREET, SUITE 700				
DENVER, CO 80206	30.00	0.	0.	0.
KEVIN MCDONALD	TRUSTEE			
100 SAINT PAUL STREET, SUITE 700				
DENVER, CO 80206	30.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Part 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 13,609,025.
b	Average of monthly cash balances	1b 486,000.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 14,095,025.
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 14,095,025.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 211,425.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 13,883,600.
6	Minimum investment return. Enter 5% of line 5	6 694,180.

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	1 694,180.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 4,434.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 4,434.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 689,746.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 689,746.
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	7 689,746.

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 204,466.
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	4 204,466.
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	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 204,466.

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 2015	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				689,746.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			167,628.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 204,466.				
a Applied to 2016, but not more than line 2a			167,628.	
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				36,838.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				652,908.
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	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALEXANDER DAWSON FOUNDATION 4045 SOUTH SPENCER STREET LAS VEGAS, NV 89118	NONE	501(C)(3)	CHARITABLE	62,500.
ARVADA COUNCIL FOR THE ARTS AND HUMANITIES 6901 WADSWORTH BLVD ARVADA, CO 80003	NONE	501(C)(3)	CHARITABLE	3,000.
BESSIE'S HOPE P.O. BOX 12675 DENVER, CO 80212	NONE	501(C)(3)	CHARITABLE	5,170.
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	501(C)(3)	CHARITABLE	1,000.
DENVER CENTER FOR PERFORMING ARTS 1101 13TH STREET DENVER, CO 80204	NONE	501(C)(3)	CHARITABLE	39,972.
Total	SEE CONTINUATION SHEET(S)			204,466.
b Approved for future payment				
NONE				
Total				0.

GENESEE MOUNTAIN FOUNDATION

 CONTINUATION FOR 990-PF, PART IV
 84-0762733 PAGE 1 OF 4

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 ACADIA HEALTHCARE	P	11/18/16	10/31/17
b AETNA INC	P	08/31/16	03/13/17
c AMAZON COM	P	08/31/16	08/15/17
d AMERICAN EXPRESS CO	P	08/31/16	03/22/17
e ANADARKO PETROLEUM	P	08/31/16	06/21/17
f AT MID CAP EQTY FD	P	07/15/16	07/14/17
g ATLANTIC TRUST DISC EQTY INST	P	05/24/17	05/23/17
h AUTO DATA PROCESSING	P	08/31/16	06/21/17
i AUTONATION INC	P	08/31/16	07/05/17
j BE AEROSPACE INC	P	08/31/16	01/31/17
k BOEING CO	P	08/31/16	06/21/17
l CARDINAL HEALTH INC	P	08/31/16	04/18/17
m CARDTRONICS INC	P	08/31/16	05/24/17
n COLGATE-PALMOLIVE CO	P	08/31/16	03/06/17
o DELL TECHNOLOGIES INC	P	08/31/16	02/17/17

(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 4,920.		6,070.	<1,150.>
b 37,032.		29,402.	7,630.
c 22,626.		17,613.	5,013.
d 32,152.		26,979.	5,173.
e 16,205.		19,145.	<2,940.>
f 324,985.		302,080.	22,905.
g 593,915.		550,000.	43,915.
h 40,639.		33,710.	6,929.
i 7,968.		8,921.	<953.>
j 15,084.		12,357.	2,727.
k 33,666.		23,398.	10,268.
l 9,571.		10,542.	<971.>
m 11,946.		15,870.	<3,924.>
n 22,484.		22,733.	<249.>
o 18,226.		13,310.	4,916.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,150.>
b			7,630.
c			5,013.
d			5,173.
e			<2,940.>
f			22,905.
g			43,915.
h			6,929.
i			<953.>
j			2,727.
k			10,268.
l			<971.>
m			<3,924.>
n			<249.>
o			4,916.

 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 }

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).
 If (loss), enter "-0-" in Part I, line 8

GENESEE MOUNTAIN FOUNDATION

CONTINUATION FOR 990-PF, PART IV

84-0762733

PAGE 2 OF 4

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 DICKS SPORTING GOODS	P	08/31/16	08/18/17
b ENVISION HEALTHCARE	P	11/02/16	08/01/17
c FOOT LOCKER	P	08/31/16	07/05/17
d GAMESTOP CORP	P	08/31/16	04/06/17
e LOGMEIN INC	P	08/31/16	02/02/17
f MACYS INC	P	08/31/16	04/12/17
g MEDNAX INC	P	08/31/16	04/27/17
h PIMCO COMMODITY REAL RETURN	P	01/03/17	04/07/17
i SABRE CORPORATION	P	08/31/16	02/24/17
j SIMON PPTY GROUP	P	08/31/16	07/31/17
k STERICYCLE INC	P	08/31/16	01/31/17
l T ROWE PRICE GROUP	P	08/31/16	01/30/17
m TEAM HEALTH HOLDINGS	P	08/31/16	02/07/17
n UNITEDHEALTH GRP INC	P	08/31/16	03/13/17
o VALVOLINE INC	P	08/31/16	05/15/17

(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 4,370.		9,442.	<5,072.>
b 8,782.		10,196.	<1,414.>
c 11,422.		14,898.	<3,476.>
d 4,782.		6,196.	<1,414.>
e 1,653.		1,669.	<16.>
f 29,141.		37,106.	<7,965.>
g 10,239.		11,019.	<780.>
h 199,119.		200,000.	<881.>
i 11,335.		14,559.	<3,224.>
j 42,054.		57,365.	<15,311.>
k 9,288.		10,369.	<1,081.>
l 8,965.		9,145.	<180.>
m 7,352.		5,641.	1,711.
n 11,728.		9,388.	2,340.
o 9.		8.	1.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<5,072.>
b			<1,414.>
c			<3,476.>
d			<1,414.>
e			<16.>
f			<7,965.>
g			<780.>
h			<881.>
i			<3,224.>
j			<15,311.>
k			<1,081.>
l			<180.>
m			1,711.
n			2,340.
o			1.

 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

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).

If (loss), enter "-0-" in Part I, line 8

3

GENESEE MOUNTAIN FOUNDATION

CONTINUATION FOR 990-PF, PART IV
84-0762733 PAGE 3 OF 4

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 VANGUARD INFLATION FD	P	01/04/16	01/03/17
b BIRTUS EMRG MKTS OPPTY FD	P	01/26/17	01/25/17
c WALGREENS BOOTS ALLI	P	08/31/16	06/21/17
d ACADIA HEALTHCARE CO	P	08/31/16	10/31/17
e AMERISOURCEBERGEN CO	P	08/31/16	11/30/17
f AT INCM OPPTY FD INST	P	09/07/16	10/31/17
g AT MID CAP FD INST	P	09/06/16	10/31/17
h AUTO DATA PROCESSING	P	08/31/16	10/31/17
i DELPHI TECHNOLOGIES	P	08/31/16	12/08/17
j DISCOVERY COMM INC	P	08/31/16	10/06/17
k DOLLAR GENERAL CORP	P	08/31/16	10/31/17
l EQT CORP	P	08/31/16	11/16/17
m GENERAL ELECTRIC CO	P	08/31/16	10/23/17
n ISHARES GOLD ETF	P	01/21/14	01/03/17
o JPMORGAN MID CAP VALUE	P	09/06/16	10/31/17

(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 4,788.		4,988.	<200.>
b 340,788.		363,604.	<22,816.>
c 53,441.		55,117.	<1,676.>
d 4,763.		7,681.	<2,918.>
e 18,409.		19,343.	<934.>
f 99,985.		93,072.	6,913.
g 119,985.		106,162.	13,823.
h 24,057.		18,559.	5,498.
i 2,712.		1,894.	818.
j 6,393.		7,817.	<1,424.>
k 23,362.		21,272.	2,090.
l 6,993.		8,425.	<1,432.>
m 67,250.		94,470.	<27,220.>
n 134,210.		142,047.	<7,837.>
o 99,985.		94,003.	5,982.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<200.>
b			<22,816.>
c			<1,676.>
d			<2,918.>
e			<934.>
f			6,913.
g			13,823.
h			5,498.
i			818.
j			<1,424.>
k			2,090.
l			<1,432.>
m			<27,220.>
n			<7,837.>
o			5,982.

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 }

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).

If (loss), enter "-0-" in Part I, line 8

GENESEE MOUNTAIN FOUNDATION

CONTINUATION FOR 990-PF, PART IV

84-0762733

PAGE 4 OF 4

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 MCKESSON CORPORATION	P	08/31/16	12/01/17
b STRYKER CORP	P	08/31/16	10/31/17
c VANGUARD INFLATION FD	P	01/02/16	01/03/17
d VERIZON COMMUNICATIONS	P	10/06/16	11/30/17
e VIRTUS SEIX FLOAT RATE HIGH INCM	P	11/12/16	11/13/17
f WABTEC	P	08/31/16	10/06/17
g WELLS FARGO BK	P	10/06/16	12/11/17
h CAPITAL GAINS DIVIDENDS			
i			
j			
k			
l			
m			
n			
o			

(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 36,413.		45,902.	<9,489.>
b 23,545.		17,575.	5,970.
c 141,081.		146,437.	<5,356.>
d 53,082.		53,435.	<353.>
e 249,985.		247,614.	2,371.
f 6,722.		6,814.	<92.>
g 50,000.		50,000.	0.
h 26,671.			26,671.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<9,489.>
b			5,970.
c			<5,356.>
d			<353.>
e			2,371.
f			<92.>
g			0.
h			26,671.
i			
j			
k			
l			
m			
n			
o			

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	50,916.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

GENESEE MOUNTAIN FOUNDATION

84-0762733

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
DENVER MUSEUM OF NATURE & SCIENCE 2001 COLORADO BLVD DENVER, CO 80205	NONE	501(C)(3)	CHARITABLE	11,904.
DENVER RESCUE MISSION P.O. BOX 5206 DENVER, CO 80217	NONE	501(C)(3)	CHARITABLE	500.
DONORS CHOOSE 134 W 37TH STREET, FLOOR 11 NEW YORK, NY 10018	NONE	501(C)(3)	CHARITABLE	500.
FATHER WOODY'S HAVEN OF HOPE 1101 W 7TH AVE DENVER, CO 80204	NONE	501(C)(3)	CHARITABLE	10,100.
FOOD BANK OF THE ROCKIES 10700 E 45TH AVENUE DENVER, CO 80239	NONE	501(C)(3)	CHARITABLE	500.
FRIENDS OF BROOMFIELD 11851 SAULSBURY STREET BROOMFIELD, CO 80020	NONE	501(C)(3)	CHARITABLE	3,000.
GIFT OF ADOPTION FUND P.O. BOX 567, 2001 WAUKEGAN ROAD, 5TH FLOOR TECHNY, IL 60082	NONE	501(C)(3)	CHARITABLE	5,500.
PROJECT ANGEL HEART 4950 WASHINGTON ST DENVER, CO 80216	NONE	501(C)(3)	CHARITABLE	12,320.
ROCKY MOUNTAIN PUBLIC BROADCASTING NETWORK 1089 HANNOCK STREET DENVER, CO 80204	NONE	501(C)(3)	CHARITABLE	500.
RUSTIC PATHWAYS FOUNDATION 38046 2ND STREET, SUITE A WILLOUGHBY, OH 44094	NONE	501(C)(3)	CHARITABLE	20,000.
Total from continuation sheets				92,824.

84-0762733

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
US BANK	7.	7.	
TOTAL TO PART I, LINE 3	7.	7.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED INTEREST	<1,069.>	0.	<1,069.>	<1,069.>	
CHARLES SCHWAB	291,168.	26,671.	264,497.	264,497.	
TO PART I, LINE 4	290,099.	26,671.	263,428.	263,428.	

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
UTILITIES		3,518.	
PROPERTY TAX		2,933.	
- SUBTOTAL -	1		6,451.
DEPRECIATION		756.	
ELECTRICAL		163.	
LANDSCAPE		6,825.	
UNREIMBURSED EXPENSES		7,270.	
REPAIRS		2,584.	
PROPERTY TAX		13,634.	
UTILITIES		8,266.	
- SUBTOTAL -	2		39,498.
TOTAL RENTAL EXPENSES			45,949.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<45,949.>

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & PROFESSIONAL FEES	1,247.	0.		0.
TO FM 990-PF, PG 1, LN 16A	1,247.	0.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,719.	1,289.		0.
TO FORM 990-PF, PG 1, LN 16B	1,719.	1,289.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	3,056.	3,056.		0.
ESTIMATED TAX PAYMENTS	8,314.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,370.	3,056.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	1,567.	1,567.		0.
INSURANCE	700.	0.		0.
INVESTMENT FEES	86,747.	86,747.		0.
MANAGEMENT FEE	240,000.	0.		0.
MEALS & ENTERTAINMENT	7,756.	0.		0.
MEMBERSHIP DUES	1,663.	0.		0.
MISCELLANEOUS	17,697.	0.		0.
OFFICE EXPENSE	11,684.	0.		0.
STORAGE RENT	3,988.	0.		0.
TELEPHONE/INTERNET	609.	0.		0.
TO FORM 990-PF, PG 1, LN 23	372,411.	88,314.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ADOBE SYSTEMS INC	37,285.	52,747.
AETNA INC	66,752.	103,183.
ALKERMES PLC	9,065.	11,329.
ALLERGAN PLC	91,339.	63,796.
ALLIANCE DATA SYSTEM	59,374.	74,270.
ALPHABET INC CL A	43,524.	57,937.
ALPHABET INC CL C	142,204.	193,584.
AMAZON COM INC	144,641.	221,030.
AMERICAN EXPRESS	30,833.	46,874.
AMERIPRISE FINANCIAL	14,293.	24,234.
AMETEK INC	12,718.	18,842.
AMPHENOL CORP	13,360.	18,789.
ANADARKO PETROLEUM	44,763.	44,521.
ANSYS INC	11,763.	18,154.
APPLE INC	75,941.	120,661.
APTIV PLC	9,366.	13,573.
ASHLAND GLOBAL HOLDINGS	4,505.	5,482.
AUTO DATA PROCESSING	57,558.	75,236.
AUTODESK INC	12,012.	12,265.
AUTOZONE INC	34,790.	33,434.
BERKSHIRE HATHAWAY	166,626.	228,151.
BERRY GLOBAL GROUP	16,731.	21,767.
BLACKROCK INC	68,941.	95,036.
BOEING CO	31,198.	70,778.
BORN WARNER INC	5,531.	8,123.
BRIGHT HORIZON FAM	8,256.	9,776.
BROWN FORMAN CORP	13,428.	19,090.
CAPITAL ONE FINL	46,739.	65,723.
CARTERS INC	16,104.	19,973.
CHECK PT SOFTWARE	12,003.	16,372.
CHEVRON CORPORATION	36,364.	39,310.
CHURCH & DWIGHT CO	17,014.	17,158.
CIGNA CORP	40,200.	63,973.
CIMAREX ENERGY CO	13,759.	16,105.
CISCO SYSTEMS INC	102,127.	123,939.
CITIGROUP INC	92,760.	124,711.
CITRIX SYSTEMS INC	6,490.	8,272.
COGNIZANT TECH SOLU	31,477.	39,061.
COHERENT INC	7,620.	7,338.
COLGATE-PALMOLIVE CO	44,362.	47,383.
COMCAST CORPORATION	97,265.	119,349.
CONCHO RESOURCES INC	15,422.	18,177.
CROWN HOLDINGS INC	11,077.	11,531.
CVS HEALTH CORP	68,978.	54,013.
DANAHER CORP	94,678.	106,743.
DOLLAR GENERAL CORP	39,453.	49,853.
DOLLAR TREE INC	25,071.	32,515.
DOWDUPONT INC	50,753.	50,139.
EDWARDS LIFESCIENCES	16,868.	16,343.
EOG RESOURCES INC	58,050.	67,444.
EPAM SYSTEMS INC	17,944.	28,576.
EURONET WORLDWIDE	19,068.	20,646.

GENESEE MOUNTAIN FOUNDATION

84-0762733

EXACT SCIENCES CORP	7,995.	7,618.
EXPEDIA INC	70,033.	55,813.
EXPRESS SCRIPTS HLDG	66,511.	68,296.
FMC CORP	12,173.	22,624.
FIDELITY NATL INFO	73,951.	87,692.
FISERV INC	101,289.	128,770.
FLEETCOR TECHNOLOGIES	13,425.	16,549.
FORTIVE CORPORATION	45,834.	59,906.
GLOBAL PAYMENTS INC	18,695.	24,559.
HANESBRAND INC	12,520.	10,058.
HCA HEALTHCARE INC	16,705.	19,500.
HD SUPPLY HLDGS INC	15,069.	16,693.
HEALTHSOUTH CORP	17,334.	21,049.
HEXCEL CORP	12,729.	15,091.
HOME DEPOT INC	76,781.	108,601.
HONEYWELL INTL INC	87,583.	102,598.
HUBBELL INC	12,072.	14,617.
HUMANA INC	11,388.	15,876.
HIS MARKIT LTD	9,230.	11,378.
INTERCONTINENTAL EXC	88,222.	93,915.
INTL FLAVORS & FRAGR	14,542.	16,024.
JAZZ PHARMACEUTICAL	10,620.	9,156.
JOHNSON & JOHNSON	106,604.	122,115.
JONES LANG LASALLE	10,043.	12,808.
JPMORGAN CHASE & CO	85,178.	135,279.
KANSAS CITY SOUTHERN	13,051.	14,520.
KINDER MORGAN INC	118,240.	97,849.
LIGAND PHARMA	5,452.	7,257.
LKQ CORP	16,304.	18,464.
MARRIOTT INTL INC	12,519.	23,617.
MASCO CORP	12,144.	14,237.
MEDTRONIC PLC	93,098.	86,645.
MERCK & CO INC	64,571.	57,677.
MICROCHIP TECHNOLOGY	21,450.	30,758.
MICROSOFT CORP	121,536.	180,489.
MOHAWK INDUSTRIES	15,426.	20,141.
MOSNTER BEVERAGE COR	29,813.	36,835.
MSCI INC	6,615.	9,997.
NEXTERA ENERGY INC	49,562.	64,038.
NXP SEMICONDUCTORS	23,304.	31,029.
O REILLY AUTOMOTIVE	15,336.	13,230.
OMNICOM GROUP INC	44,740.	37,872.
ORACLE CORPORATION	87,122.	99,997.
PARKER-HANNIFIN CORP	13,440.	17,763.
PENTAIR PLC	10,500.	12,570.
PEPSICO INC	73,864.	84,184.
PIONEER NATURAL RES	58,567.	59,633.
PRA HEALTH SCIENCES	16,519.	18,396.
PRAXAIR INC	61,679.	78,113.
PRUDENTIAL FINANCIAL	61,647.	89,569.
PTC INC	16,321.	21,999.
QUALCOMM INC	89,426.	92,253.
REDHAT INC	13,629.	17,294.
REXNORD CORP	11,657.	14,077.
ROPER TECHNOLOGIES	15,971.	23,310.
ROSS STORES INC	21,598.	27,927.
SBA COMMUNICATIONS	17,729.	25,484.
SKYWORKS SOLUTIONS	16,022.	20,414.

GENESEE MOUNTAIN FOUNDATION

84-0762733

SPROUTS FARMERS MARK	13,163.	14,659.
STANLEY BLACK & DECK	8,558.	9,333.
STRYKER CORP	57,005.	76,336.
TD AMERITRADE HLDGS	10,579.	16,566.
TE CONNECTIVITY LTD	13,382.	20,053.
TELEFLEX INC	11,309.	13,187.
THERMO FISHER SCNTFC	53,368.	66,458.
TJX COMPANIES INC	59,977.	61,092.
TRACTOR SUPPLY COMP	13,021.	11,586.
TRANSUNION	12,478.	16,488.
US BANKCORP	72,331.	88,139.
ULTA BEAUTY INC	10,005.	9,170.
UNION PACIFIC CORP	54,066.	75,767.
UNITED TECHNOLOGIES	56,076.	66,974.
UNITEDHEALTH GRP INC	79,049.	128,087.
UNIVERSAL HLTH SVCS	16,920.	15,982.
VALVOLINE INC	4,504.	5,288.
VANTIV INC	24,019.	33,171.
VF CORPORATION	40,386.	48,470.
VISA INC	95,795.	135,000.
WELLS FARGO BK NA	89,400.	110,116.
WEX INC	10,698.	15,253.
WHIRLPOOL CORP	17,472.	16,527.
XILINK INC	7,804.	8,158.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,285,186.	6,533,392.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATE STREET	50,043.	49,910.
AT&T INC	50,439.	50,125.
US BANCORP	50,566.	50,081.
JOHN DEERE	50,815.	50,030.
CITIGROUP INC	50,425.	49,898.
JPMORGAN CHASE	53,601.	52,827.
UNITED TECHNOLOGIES	53,660.	52,433.
BANK OF AMERICA	54,403.	54,118.
GOLDMAN SACHS	55,336.	54,197.
MORGAN STANLEY	55,799.	54,675.
GLAXOSMITHKLINE	50,483.	50,603.
BLACKROCK INC	53,040.	51,594.
COCA COLA COMPANY	52,991.	51,791.
ORACLE CORP	52,913.	51,913.
CATERPILLAR FINL	52,824.	51,106.
COMCAST CORP	53,087.	51,286.
BERKSHIRE HATHAWAY	51,983.	50,434.
CONOCOPHILLIPS	56,834.	56,749.
TOTAL TO FORM 990-PF, PART II, LINE 10C	949,242.	933,770.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDINGS	290,000.	0.	290,000.
EQUIPMENT	5,289.	1,386.	3,903.
BUILDINGS	640,000.	87,669.	552,331.
TOTAL TO FM 990-PF, PART II, LN 11	935,289.	89,055.	846,234.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FANNIE MAE 1.125%	COST	49,891.	49,676.
FREDDIE MAC 1.125%	COST	49,782.	49,533.
FREDDIE MAC 1.75%	COST	50,287.	49,908.
PHLB 1.125%	COST	50,090.	49,453.
FREDDIE MAC 1.25%	COST	50,222.	49,415.
FANNIE MAE 1.75%	COST	50,676.	49,821.
FANNIE MAE 1.625%	COST	50,640.	49,661.
BARCLAYS SELECT MLP ETN	COST	274,473.	249,000.
ISHARES GOLD ETF	COST	184,704.	198,896.
JP MORGAN CHASE ALERIAN	COST	775,924.	686,750.
VIRTUS SEIX FLOAT RATE	COST	152,401.	153,854.
AT INCM OPPTY FD INST	COST	456,928.	506,063.
AT MID CAP EQTY FD INST	COST	91,758.	108,560.
IVA INTL FD	COST	680,000.	711,930.
JHANCOCK GBL ABSOLUTE RETURN STRAT	COST	820,000.	863,710.
JPMORGAN MID CAP VALUE	COST	385,997.	414,738.
MFS INSTL INTL EQUITY	COST	520,000.	537,145.
TWEEDY BROWNE GLOBAL VALUE FUND	COST	570,000.	617,511.
VERSUS CAP MULTI MNGR REAL ESTATE	COST	447,484.	454,600.
VERSUS CAP REAL ASSET FUND	COST	250,000.	250,883.
VIRTUS VONTOBEL EMRG	COST	510,000.	614,845.
AMERICAN TOWER CORP REIT	COST	89,053.	109,571.
EQUINIX INC REIT	COST	19,924.	24,474.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,580,234.	6,849,997.