

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

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.**2018**

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation EDWIN M. JOHNSTON, JR. FAMILY FOUNDATION		A Employer identification number 16-1578180
Number and street (or P.O. box number if mail is not delivered to street address) 1350 ONE M&T PLAZA	Room/suite	B Telephone number (716) 849-1474
City or town, state or province, country, and ZIP or foreign postal code BUFFALO, NY 14203-2395		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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 <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,076,530.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments		337.	337.		STATEMENT 1
3 Dividends and interest from securities		22,109.	22,109.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		579,480.			
b Gross sales price for all assets on line 6a 2,237,422.			579,480.		
7 Capital gain net income (from Part IV, line 2)					
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		601,926.	601,926.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		3,100.	1,550.		1,550.
c Other professional fees STMT 4		46,481.	46,481.		0.
17 Interest					
18 Taxes STMT 5		29,389.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		250.	0.		250.
24 Total operating and administrative expenses Add lines 13 through 23		79,220.	48,031.		1,800.
25 Contributions, gifts, grants paid		148,840.			148,840.
26 Total expenses and disbursements. Add lines 24 and 25		228,060.	48,031.		150,640.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		373,866.			
b Net investment income (if negative, enter -0-)			553,895.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	241,916.	75,468.	75,468.	
	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				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	2,921,164.	3,461,478.	4,001,062.	
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
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)		3,163,080.	3,536,946.	4,076,530.	
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					
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"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	3,163,080.	3,536,946.		
30 Total net assets or fund balances	3,163,080.	3,536,946.			
31 Total liabilities and net assets/fund balances	3,163,080.	3,536,946.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,163,080.
2 Enter amount from Part I, line 27a	2	373,866.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,536,946.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,536,946.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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 2,237,422.		1,657,942.	579,480.
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			579,480.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	579,480.
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))
2017	110,725.	3,559,617.	.031106
2016	82,079.	2,257,712.	.036355
2015	73,725.	1,915,316.	.038492
2014	61,700.	1,489,604.	.041420
2013	54,200.	1,334,943.	.040601

2 Total of line 1, column (d)	2	.187974
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	.037595
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	4,556,270.
5 Multiply line 4 by line 3	5	171,293.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,539.
7 Add lines 5 and 6	7	176,832.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	150,640.

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 11,078.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 1% 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 11,078.
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 11,078.
6 Credits/Payments:		
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a 5,000.	
b Exempt foreign organizations - tax withheld at source	6b 0.	
c Tax paid with application for extension of time to file (Form 8868)	6c 0.	
d Backup withholding erroneously withheld	6d 0.	
7 Total credits and payments. Add lines 6a through 6d		7 5,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8 196.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9 6,274.
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 2019 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(o) (relating to sections 1911 through 1915) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> NY		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>EDWIN M. JOHNSTON, JR.</u> Telephone no. ► <u>(716) 849-1474</u> Located at ► <u>1350 ONE M&T PLAZA, BUFFALO, NY</u> ZIP+4 ► <u>14203-2395</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2018, 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 ►	16	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 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 Organizations relying on a current notice regarding disaster assistance, check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
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 2018 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 2018.)	3b	N/A
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 2018?	4b	X

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

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

(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

☒

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

☐ Yes ☒ No

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

N/A

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

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**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
EDWIN M. JOHNSTON, JR. 161 MIDDLESEX ROAD BUFFALO, NY 14216	TRUSTEE 1.00	0.	0.	0.
EDWIN M. JOHNSTON, III 50 RUMSEY ROAD BUFFALO, NY 14209	TRUSTEE 1.00	0.	0.	0.
JENNIFER JOHNSTON 146 CENTRAL STREET CONCORD, MA 01742	TRUSTEE 1.00	0.	0.	0.
SARAH F. JOHNSTON 32 CAMDEN LANE MASHPEE, MA 02649	TRUSTEE 1.00	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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1. Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a. Average monthly fair market value of securities	1a	4,492,212.
b. Average of monthly cash balances	1b	133,443.
c. Fair market value of all other assets	1c	
d. Total (add lines 1a, b, and c)	1d	4,625,655.
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	4,625,655.
4. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69,385.
5. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,556,270.
6. Minimum investment return. Enter 5% of line 5	6	227,814.

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	227,814.
2a. Tax on investment income for 2018 from Part VI, line 5	2a	11,078.
b. Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c. Add lines 2a and 2b	2c	11,078.
3. Distributable amount before adjustments. Subtract line 2c from line 1	3	216,736.
4. Recoveries of amounts treated as qualifying distributions	4	0.
5. Add lines 3 and 4	5	216,736.
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	216,736.

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	150,640.
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	150,640.
5. Foundations that qualify under section 4940(e) for the reduced rate of tax on not investment income. Enter 1% of Part I, line 27b	5	0.
6. Adjusted qualifying distributions. Subtract line 5 from line 4	6	150,640.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				216,736.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			147,840.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 150,640.				
a Applied to 2017, but not more than line 2a			147,840.	
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 2018 distributable amount				2,800.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				213,936.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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				
ASSEMBLY HOUSE 150 150 EDWARD ST BUFFALO, NY 14201	N/A	PC	EDUCATION	15,500.
BUFFALO PREP 18 ACHESON ANNEX BUFFALO, NY 14214	N/A	PC	EDUCATION	5,000.
CAPA INTERNATIONAL EDUCATION 65 FRANKLIN STREET BOSTON, MA 02110	N/A	PC	EDUCATION/SCHOLARSHIPS	7,000.
CAPE COD VILLAGE, INC P.O. BOX 2129 ORLEANS, MA 02653	N/A	PC	MEET THE RESIDENTIAL LIVING NEEDS OF ADULTS WITH AUTISM	35,000.
DIGNITY IN ASYLUM INC P.O. BOX 1244 CONCORD, MA 01742-	N/A	PC	HOUSING AND SUPPORT FOR ASYLUM SEEKERS AND REFUGEES	7,000.
Total	SEE CONTINUATION SHEET(S)			148,840.
b Approved for future payment				
NONE				
Total				0.

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)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes |
| a. Transfer from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | 1a(1) | |
| (2) Other assets | 1a(2) | |
| b. Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| (4) Reimbursement arrangements | 1b(4) | |
| (5) Loans or loan guarantees | 1b(5) | |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| 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. | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax exempt organizations described in section 501(c) (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
N/A		

Sign Here	Under penalties of perjury, I declare that I have prepared 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.				May the IRS discuss this return with the preparer shown below? See instr. <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No		
	 Signature of officer or trustee		4/8/19 Date		TRUSTEE Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	DALE B. DEMYANICK				3/8/19		P00155344
	Firm's name ▶ LUMSDEN & MCCORMICK, LLP					Firm's EIN ▶ 16-0765486	
	Firm's address ▶ 369 FRANKLIN STREET BUFFALO, NY 14202					Phone no (716) 856-3300	

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
FRIENDS OF DARTMOUTH 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	N/A	PC	EDUCATION	1,000.
GOBIKE BUFFALO 640 ELLICOTT STREET, SUITE 447 BUFFALO, NY 14203	N/A	PC	EDUCATION AND ADVOCACY FOR REBUILDING STREETS AND INFRASTRUCTURE TO SUPPORT COMMUNITY HEALTH, ETC.	1,000.
NEWS NEEDIEST FUND P.O. BOX 2667 BUFFALO, NY 14240	N/A	PC	SUPPORT FOR POOR FAMILIES DURING THE HOLIDAYS.	2,000.
ROAD TO RESPONSIBILITY, INC 1831 OCEAN ST MARSHFIELD, MA 02050	N/A	PC	SERVICES FOR INDIVIDUALS WITH DISABILITIES	7,000.
SATURN CLUB HISTORIC PRESERVATION FOUNDATION 1231 DELAWARE AVE, STE 6 BUFFALO, NY 14209	N/A	PC	HISTORIC PRESERVATION	2,500.
THE BISON CHILDREN'S SCHOLARSHIP FUND, INC. P.O. BOX 1134 BUFFALO, NY 14205	N/A	PC	SCHOLARSHIPS	3,000.
THE BUDDY DOG HUMANE SOCIETY 151 BOSTON POST ROAD SUDBURY, MA 01776	N/A	PC	ANIMAL WELFARE	7,000.
THE PARK SCHOOL 4625 HARLEM ROAD SNYDER, NY 14226	N/A	PC	EDUCATION	9,415.
UNITED WAY OF BUFFALO & ERIE COUNTY 742 DELAWARE AVENUE BUFFALO, NY 14209	N/A	PC	CHARITABLE	5,000.
WESTMINISTER PRESBYTERIAN CHURCH 724 DELAWARE AVENUE BUFFALO, NY 14209	N/A	PC	CAPITAL FUND	25,000.
Total from continuation sheets				79,340.

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
WNY HERITAGE PRESS 495 PINE RIDGE HERITAGE BLVD CHEEKTOWAGA, NY 14225	N/A	PC	RESEARCH, DOCUMENT AND PRESERVE ALL ASPECTS OF WESTERN NY HERITAGE	2,500.
OARS INC. 23 BRADFORD STREET CONCORD, MA 01742	N/A	PC	CHARITABLE	7,000.
BUFFALO PHILHARMONIC ORCHESTRA 786 DELAWARE AVENUE BUFFALO, NY 14209	N/A	PC	ARTS AND CULTURE	1,500.
SUZUKI STRINGS 4 WEBSTER STREET NORTH TONAWANDA, NY 14120	N/A	PC	ARTS AND CULTURE	2,000.
ARTPARK & COMPANY 450 S 4TH STREET LEWISTON, NY 14092	N/A	PC	ARTS AND CULTURE	1,005.
TEACH FOR AMERICA 25 BROADWAY, 12TH FLOOR NEW YORK, NY 10004	N/A	PC	EDUCATION	2,420.
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
TD AMERITRADE	337.	337.	
TOTAL TO PART I, LINE 3	337.	337.	

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
TD AMERITRADE	22,109.	0.	22,109.	22,109.	
TO PART I, LINE 4	22,109.	0.	22,109.	22,109.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,100.	1,550.		1,550.
TO FORM 990-PF, PG 1, LN 16B-	3,100.	1,550.		1,550.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT. FEES	46,481.	46,481.		0.
TO FORM 990-PF, PG 1, LN 16C	46,481.	46,481.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	29,389.	0.		0.
TO FORM 990-PF, PG 1, LN 18	29,389.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS FILING FEE	250.	0.		250.
TO FORM 990-PF, PG 1, LN 23	250.	0.		250.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A	3,461,478.	4,001,062.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,461,478.	4,001,062.

STOCKS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)	Estimated Income Yield
ACUTY BRANDS INC COM	AYI	5/17/18	973	\$114.95	\$111,846.35	\$115,389.89	\$(3,543.54)	\$505.96 0.5%
ADOBE INC COM	ADBE	6/20/13	804	226.24	181,896.96	68,201.00	113,695.96	-
AGILENT TECHNOLOGIES INC COM	A	6/23/18	2,070	67.46	139,642.20	128,144.44	11,497.76	1,357.92 1.0%
ARMSTRONG WORLD INDUSTRIES INC COM	AWI	6/14/16	2,581	58.21	150,240.01	109,119.16	41,120.85	1,806.70 1.2%
AVANOS MEDICAL INC COM	AVNS	7/13/18	2,461	44.79	110,228.19	144,634.84	\$(34,406.65)	-
BANK OF AMERICA CORP COM	BAC	1/29/16	4,082	24.64	100,580.48	58,866.84	41,713.64	2,449.20 2.4%
BANK OZK COM	OZK	10/29/18	5,828	22.83	133,053.24	153,900.86	(20,847.42)	4,895.52 3.7%
BIO-TECHNE CORP COM	TECH	1/2/18	1,167	144.72	168,888.24	154,567.32	14,320.92	1,493.76 0.9%
BLACKLINE INC COM	BL	4/20/18	1,449	40.95	59,336.55	59,319.88	16.67	-

STOCKS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)	Estimated Income Yield
CDW CORP COM	CDW	11/13/13	840	81.05	76,187.00	32,466.03	43,720.97	1,109.20 1.5%
CERIDIAN HCM HLDG INC COM	CDAY	9/21/18	2,104	34.49	72,566.96	88,440.90	(15,873.94)	-
COSTAR GROUP INC COM	CSGP	12/12/18	202	337.34	68,142.68	38,721.17	29,421.51	-
DENTSPLY SIRONA INC COM	XRAY	10/14/16	5,037	37.21	187,426.77	286,807.43	(99,380.66)	-
EATON CORP PLC COM	ETN	1/28/16	1,711	68.66	117,477.26	7,069.68	33,890.54	1,762.95 0.9%
ELANCO ANIMAL HEALTH INC COM	ELAN	9/25/18	4,689	31.53	147,844.17	150,662.08	(8,817.91)	4,517.04 3.8%
FMC CORP COM	FMC	8/3/15	1,705	73.96	126,101.80	84,715.14	41,386.66	2,728.00 2.2%
GARDNER DENVER HOLDINGS INC COM	GDI	7/18/17	5,823	20.45	119,080.35	134,454.33	(15,373.98)	-
GLAUKOS CORP COM	GKOS	3/10/17	2,927	56.17	164,409.59	103,846.07	60,563.52	-
GLOBAL PAYMENTS INC COM	GPN	8/25/16	1,769	103.13	182,435.97	138,824.82	43,612.15	70.76 0.0%
GUIDEWIRE SOFTWARE INC COM	GWRE	9/5/17	918	80.23	73,651.14	69,099.55	4,551.59	-
ICU MED INC COM	ICUI	11/20/17	638	229.63	146,503.94	135,879.48	10,624.46	-
IDEXX LABORATORIES INC COM	IDXX	12/2/15	351	186.02	65,293.02	37,249.49	28,043.53	-
INTERNATIONAL FLAVORS&FRAGRA COM	IFF	9/6/18	1,195	134.27	160,452.65	154,902.54	5,550.11	3,489.40 2.2%
LINDE PLC COM	LIN	10/19/18	853	156.04	133,102.12	139,427.12	(6,325.00)	2,814.90 2.1%

STOCKS									
Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)	Estimated Income Yield	
ROLLINS INC COM	ROL	1/5/17	2,812	36.10	101,513.20	66,749.52	34,763.68	1,048.88 1.0%	
SITEONE LANDSCAPE SUPPLY INC COM	SITE	3/14/17	2,079	55.27	114,906.33	93,377.87	21,528.46	-	
SS + C TECHNOLOGIES HOLDING COM	SSNC	1/30/18	2,837	45.11	127,977.07	141,702.25	(13,725.18)	907.84 0.7%	
TRANSUNION COM	TRU	12/6/18	2,991	56.80	169,888.80	176,382.92	(6,494.12)	897.30 0.5%	
US FOODS HLDG CORP COM	USFD	1/23/17	5,600	31.64	177,184.00	149,142.55	28,041.45	-	
VAIL RESORTS INC COM	MTN	8/20/12	450	210.82	94,869.00	23,009.57	71,859.43	2,646.00 2.8%	
WEST PHARMACEUTICALS SERVICES COM	WST	5/1/17	859	98.03	84,207.77	80,266.33	3,941.44	515.40 0.6%	
ZOETIS INC COM CL A	ZTS	3/19/14	1,568	85.54	134,126.72	58,137.55	75,989.17	1,028.61 0.8%	
TOTAL STOCKS					\$4,001,061.53	\$3,461,478.42	\$535,066.07	\$36,045.33	
TOTAL STOCKS- LONG POSITION									
					4,001,061.53				
TOTAL HOLDINGS					\$4,001,061.53	\$3,461,478.42	\$535,066.07	\$36,045.33	