

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation JANE'S TRUST FOUNDATION		A Employer identification number 27-3422536	
Number and street (or P O box number if mail is not delivered to street address) HEMENWAY BARNES LLP PO BOX 961209		Room/suite	B Telephone number (see instructions) (617) 227-7940
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 021961209		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ▶ \$ 46,869,020		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ 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)	5,040,231			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,681	6,681		
	4 Dividends and interest from securities	804,648	803,695		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	2,227,411			
	b Gross sales price for all assets on line 6a _____ 3,557,499				
	7 Capital gain net income (from Part IV, line 2)		2,424,761		
	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)	 15,328	688,169		
	12 Total. Add lines 1 through 11	8,094,299	3,923,306		
	13 Compensation of officers, directors, trustees, etc	99,883	49,941		49,942
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 429	215		214
	b Accounting fees (attach schedule)	 16,280	8,140		8,140
	c Other professional fees (attach schedule)	 146,059	146,059		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 68,977	22,908		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 245,424	244,924		500
	24 Total operating and administrative expenses. Add lines 13 through 23	577,052	472,187		58,796
	25 Contributions, gifts, grants paid	1,625,000			1,625,000
	26 Total expenses and disbursements. Add lines 24 and 25	2,202,052	472,187		1,683,796
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,892,247			
	b Net investment income (if negative, enter -0-)		3,451,119		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		139,916	139,916
	2	Savings and temporary cash investments	1,574,025	3,329,555	3,329,555
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,045,893	8,452,760	8,964,133
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	25,481,028	30,320,962	34,435,416
	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)	35,100,946	42,243,193	46,869,020	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
24		Unrestricted			
25		Temporarily restricted			
26		Permanently restricted			
Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.					
27		Capital stock, trust principal, or current funds	6,604,742	6,604,742	
28		Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29		Retained earnings, accumulated income, endowment, or other funds	28,496,204	35,638,451	
30		Total net assets or fund balances (see instructions)	35,100,946	42,243,193	
31	Total liabilities and net assets/fund balances (see instructions) .	35,100,946	42,243,193		

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	35,100,946
2	Enter amount from Part I, line 27a	2	5,892,247
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,250,000
4	Add lines 1, 2, and 3	4	42,243,193
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	42,243,193

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) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,424,761
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))
2017	1,514,411	38,853,930	0 038977
2016	1,336,802	25,872,016	0 051670
2015	1,064,951	27,175,029	0 039189
2014	735,026	21,588,130	0 034048
2013	451,973	15,030,258	0 030071
2 Total of line 1, column (d)			2 0 193955
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 0 038791
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 45,948,517
5 Multiply line 4 by line 3			5 1,782,389
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 34,511
7 Add lines 5 and 6			7 1,816,900
8 Enter qualifying distributions from Part XII, line 4			8 1,683,796

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	69,022
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	69,022
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	69,022
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	30,480
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	48,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	78,480
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	496
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,962
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 8,962 Refunded ☐	11	0

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 ☐ \$ 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	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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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) ☐ MA		
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 2018 or the taxable year beginning in 2018? See the 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	Yes

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 ► HEMENWAY BARNES LLP Telephone no ► (617) 227-7940			

Located at **►** 75 STATE STREET BOSTON MA ZIP+4 **►** 021091466

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ► ☐	15		
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	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		
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 2018?	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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	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			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
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 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, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	(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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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	9,652,271
b	Average of monthly cash balances.	1b	2,230,964
c	Fair market value of all other assets (see instructions).	1c	34,765,006
d	Total (add lines 1a, b, and c).	1d	46,648,241
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	46,648,241
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	699,724
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	45,948,517
6	Minimum investment return. Enter 5% of line 5.	6	2,297,426

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	2,297,426
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	69,022
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	776
c	Add lines 2a and 2b.	2c	69,798
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,227,628
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,227,628
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	2,227,628

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	1,683,796
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	1,683,796
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	1,683,796

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,227,628
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			1,623,104	
b Total for prior years 20____, 20____, 20____		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 ▶ \$ 1,683,796				
a Applied to 2017, but not more than line 2a			1,623,104	
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.				60,692
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 instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				2,166,936
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 (see instructions).	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 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 2018, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation 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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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	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> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
---------------	--

[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) (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) (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

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.

Sign Here	*****	2019-11-04	*****	May the IRS discuss this return with the preparer shown below? (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	RICHARD L TOUGAS EA MBA				P01082429
	Firm's name ▶	HEMENWAY & BARNES LLP			
	Firm's address ▶	75 STATE STREET BOSTON, MA 021091466			
Firm's EIN ▶					04-1433295
Phone no					(617) 227-7940

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)
1	490 SHRS SPDR TRUST SER 1		2015-12-31	2018-01-04
1	1500 SHRS SPDR TRUST SER 1			2018-02-14
	1850 SHRS SPDR TRUST SER 1		2010-12-30	2018-05-16
	750 SHRS SPDR TRUST SER 1		2010-12-30	2018-08-22
	100 SHRS APPLE INC COM		2017-11-16	2018-10-03
	100 SHRS AUTOMATIC DATA PROCESSING		2017-04-05	2018-10-03
	100 SHRS FISERV INC		2017-11-16	2018-10-03
	100 SHRS ILLUMIA INC		2017-11-16	2018-10-03
	400 SHRS GILEAD SCIENCES		2017-10-04	2018-10-03
	600 SHRS GILEAD SCIENCES		2017-04-05	2018-10-03

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)
132,997		100,624	32,373
404,338		220,606	183,732
502,122		232,878	269,244
214,722		94,410	120,312
23,232		17,148	6,084
15,175		10,297	4,878
8,195		6,492	1,703
35,923		20,903	15,020
31,664		32,944	-1,280
47,497		42,996	4,501

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	
			32,373
			183,732
			269,244
			120,312
			6,084
			4,878
			1,703
			15,020
			-1,280
			4,501

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)
100 SHRS MASTERCARD INC CL A		2017-11-16	2018-10-03
1 200 SHRS SPDR TRUST SER 1		2010-12-30	2018-11-14
K-1 LL MORTGAGE FUND LP	P		
K-1 MAHOUT GLOBAL EMERGING MARKETS	P		
K-1 MAHOUT GLOBAL EMERGING MARKETS	P		
K-1 IR&M CORE BOND FUND	P		
K-1 IR&M CORE BOND FUND	P		
K-1 KILTEARN GLOBAL EQUITY	P		
K-1 KILTEARN GLOBAL EQUITY	P		
K-1 GLOBAL RESOURCE OPTIMIZATION FUND	P		

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)
22,321		15,047	7,274
54,319		25,177	29,142
			6,096
			-13,118
			206,730
			-29,405
			-27,320
			9,064
			68,813
			-1,165

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	
			7,274
			29,142
			6,096
			-13,118
			206,730
			-29,405
			-27,320
			9,064
			68,813
			-1,165

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)
K-1 GLOBAL RESOURCE OPTIMIZATION FUND		P		
1	K-1 POLUNIN DEVELOPING COUNTRIES FUND	P		
	K-1 POLUNIN DEVELOPING COUNTRIES FUND	P		
	KABOUTER QUALIFIED OFFSHORE PFIC GAINS	P		
	COATUE OFFSHORE FUND	P		
	VALINOR CAPITAL PARTNERS OFFSHORE	P		
	K-1 CAPITAL DYNAMICS CHAMPION	P		
	K-1 CAPITAL DYNAMICS CHAMPION	P		
	K-1 ASIA ALTERNATIVES CAP	P		
	K-1 DAVIDSON KEMPNER	P		

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)
			51,012
			-6,178
			-6,367
4,715			4,715
145,900			145,900
53,372			53,372
			983
			341,413
			234,417
			43,580

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	
			51,012
			-6,178
			-6,367
			4,715
			145,900
			53,372
			983
			341,413
			234,417
			43,580

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)
K-1 DAVIDSON KEMPNER	P		
1 K-1 HRJ CAPITAL VC VI INTL	P		
K-1 CLEAN GROWTH FUND IV LP	P		
K-1 STRATEGIC INVESTORS	P		
K-1 STRATEGIC INVESTORS	P		
K-1 HRJ CAPITAL VC V FOREIGN	P		
K-1 HRJ GLOBAL BUY-OUT III EUROPE	P		
K-1 HRJ GROWTH CAPITAL II, L P	P		
K-1 HRJ GROWTH CAPITAL II, L P	P		
K-1 HRJ GLOBAL BUY-OUT III US	P		

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)
			71,386
			175,942
			33,113
			1,650
			69,418
			69,942
			233,313
			-4,531
			69,115
			-5

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			71,386
			175,942
			33,113
			1,650
			69,418
			69,942
			233,313
			-4,531
			69,115
			-5

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)
K-1 HRJ GLOBAL BUY-OUT III US	P		
1 K-1 ASIA ALTERNATIVES CAP	P		
K-1 CLEAN GROWTH FUND IV LP	P		
K-1 HRJ CAPITAL VC VI INTL	P		
K-1 CAPITAL DYNAMICS CHAMPION VENTURES V	P		
K-1 CAPITAL DYNAMICS CHAMPION VENTURES V	P		
GREENLIGHT CAPITAL OFFSHORE LTD	P		
MARBLE ARCH OFFSHORE PARTNERS LP	P		
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)
			14,743
			701
			-299
			442
			735
			70,916
663,153		950,000	-286,847
1,050,382		1,048,352	2,030
147,472			147,472

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	
			14,743
			701
			-299
			442
			735
			70,916
			-286,847
			2,030
			147,472

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
NANCY B GARDINER	TRUSTEE 1 25	49,942	0	0
C/O HEMENWAY BARNES LLP 75 STATE ST 16TH FLOOR BOSTON, MA 02109				
KURT F SOMERVILLE	TRUSTEE 1 25	49,941	0	0
C/O HEMENWAY BARNES LLP 75 STATE ST 16TH FLOOR BOSTON, MA 02109				
MARTHA S ROBES	TRUSTEE 1 25	0	0	0
C/O HEMENWAY BARNES LLP 75 STATE ST 16TH FLOOR BOSTON, MA 02109				
JEAN B STEVENSON	TRUSTEE 1 25	0	0	0
C/O HEMENWAY BARNES LLP 75 STATE ST 16TH FLOOR BOSTON, MA 02109				
ELIZABETH STEELE	TRUSTEE 1 25	0	0	0
C/O HEMENWAY BARNES LLP 75 STATE ST 16TH FLOOR BOSTON, MA 02109				

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>				
BIGELOW LABORATORY FOR OCEAN SCIENCES 60 BIGELOW DRIVE EAST BOOTHBAY, ME 04544	NONE	PUBLIC CHARITY	CLIMATE CHANGE AND OCEANS RESEARCH	90,000
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	CLEAN WATER AND CLIMATE RESILIENCE PROGRAMS IN NEW HAMPSHIRE AND MAINE	90,000
GULF OF MAINE RESEARCH INSTITUTE 350 COMMERCIAL STREET PORTLAND, ME 04101	NONE	PUBLIC CHARITY	NEW MODELING CHANGE PROGRAM	85,000
Total ► 3a				1,625,000

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>				
ISLAND INSTITUTE386 MAIN STREET ROCKLAND, ME 04841	NONE	PUBLIC CHARITY	LOCAL ENERGY PROGRAMS	85,000
MAIN COMMUNITY FOUNDATION 245 MAIN STREET ELLSWORTH, ME 04605	NONE	PUBLIC CHARITY	THE GRANTS TO GREEN PROGRAM	75,000
MAINE PEOPLE'S RESOURCE CENTER FBO MAINE CLIMATE TABLE 200 MAIN STREET WESTBROOK, ME 04049	NONE	PUBLIC CHARITY	OPERATING SUPPORT	20,000
Total ► 3a				1,625,000

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>				
MAINE PHILANTHROPY CENTER FBO ENVIRONMENTAL FUNDERS NETWORK PO BOX 9301 PORTLAND, ME 041019301	NONE	PUBLIC CHARITY	MAINE CLIMATE CHANGE FUNDER MEETINGS	5,000
MANOMET INCPO BOX 1770 MANOMET, MA 02345	NONE	PUBLIC CHARITY	GROCERY STEWARDSHIP CERTIFICATION PROGRAM IN NORTHERN NEW ENGLAND	65,000
MASSACHUSETTS GENERAL HOSPITAL FBO EDWIN L STEELE LABORATORY 100 CAMBRIDGE STREET 13TH FLOOR BOSTON, MA 02114	NONE	PUBLIC CHARITY	A FELLOWSHIP FOR DR GINO FERRARO	100,000
Total ▶ 3a				1,625,000

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>				
MOTE MARINE LABORATORY 1600 KEN THOMPSON PARKWAY SARASOTA, FL 342361004	NONE	PUBLIC CHARITY	CORAL REEF RESEARCH AND RESTORATION	100,000
NEW ENGLAND GRASSROOTS ENVIRONMENT FUND PO BOX 611 NEWMARKET, NH 03857	NONE	PUBLIC CHARITY	GRASSROOTS ENERGY, CLIMATE CHANGE AND SUSTAINABILITY PROGRAMS	85,000
OPEN SPACE INSTITUTE LAND TRUST 1350 BROADWAY SUITE 201 NEW YORK CITY, NY 10018	NONE	PUBLIC CHARITY	THE RESILIENT LANDSCAPES INITIATIVE CATALYST PROGRAM IN NORTHERN NEW ENGLAND	80,000
Total ► 3a				1,625,000

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>				
PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND 784 HERCULES DRIVE SUITE 110 COLCHESTER, VT 05446	NONE	PUBLIC CHARITY	OPERATING SUPPORT	100,000
POSITIVE TRACKS 35 SOUTH MAIN STREET HANOVER, NH 03755	NONE	PUBLIC CHARITY	ANALYSIS AND EXPANSION OF THE CORE STRENGTH CURRICULUM	100,000
SHELBURNE FARMS1611 HARBOR ROAD SHELBURNE, VT 05482	NONE	PUBLIC CHARITY	CLIMATE CHANGE EDUCATION PROGRAMS	85,000
Total ▶ 3a				1,625,000

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 NEW HAMPSHIRE FOUNDATION 9 EDGEWOOD RD DURHAM, NH 03824	NONE	PUBLIC CHARITY	THE UNH SUSTAINABILITY FELLOWS PROGRAM	85,000
VERMONT COUNCIL ON RURAL DEVELOPMENT 43 STATE STREET MONTPELIER, VT 05601	NONE	PUBLIC CHARITY	THE CLIMATE ECONOMY MODEL COMMUNITIES PROGRAM	50,000
VERMONT LAW SCHOOL INC 164 CHELSEA STREET SOUTH ROYALTON, VT 05068	NONE	PUBLIC CHARITY	THE CLIMATE JUSTICE FELLOWSHIP	80,000
Total ▶ 3a				1,625,000

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>				
VERMONT NATURAL RESOURCES COUNCIL 9 BAILEY AVENUE MONTPELIER, VT 05602	NONE	PUBLIC CHARITY	COMMUNITY ENERGY EFFICIENCY PROGRAMS	90,000
VERMONT SUSTAINABLE JOBS FUND 3 PITKIN CT 301E MONTPELIER, VT 05602	NONE	PUBLIC CHARITY	THE ACCEL-VT CLIMATE BUSINESS INCUBATOR	50,000
VITAL COMMUNITIES 195 NORTH MAIN STREET WHITE RIVER JUNCTION, VT 05001	NONE	PUBLIC CHARITY	COMMUNITY ENERGY EFFICIENCY EFFORTS IN THE UPPER VALLEY	85,000
Total ▶ 3a				1,625,000

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>				
UPSTAGE PLAYERSPO BOX 786 LITTLETON, NH 03561	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
WHITE MOUNTAIN SCIENCE INC PO BOX 671 BETHLEHEM, NH 03574	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000
Total ▶ 3a				1,625,000

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a K-1 ASIA ALTERNATIVES CAP PART II	523000	313	14	-184	
b K-1 KILTEARN GLOBAL EQUITY			14	-8,929	
c K-1 DAVIDSON KEMPNER	523000	-206	14	40,268	
d K-1 STRATEGIC INVESTORS FUND IV	523000	40	14	7,755	
e K-1 HRJ GROWTH CAP II	523000	9,664	14	-1,334	
f K-1 HRJ CAPITAL VC VI			14	-515	
g K-1 HRJ GLOBAL BUY-OUT III			14	-574	
h K-1 CAPITAL DYNAMICS	523000	346	14	137	
i K-1 POLUNIN DEVELOPING			14	-3,157	
j K-1 HRJ CAPITAL VC V FOREIGN			14	-997	
k K-1 HRJ GLOBAL BUY-OUT III US	523000	790	14	-106	
l K-1 IR&M CORE BOND FUND LLC			14	15	
m K-1 GLOBAL RESOURCE OPTIMIZATION FD L P			14	-286	
n K-1 CLEAN GROWTH FUND IV	523000	151	14	18	
o OTHER PASS THROUGH INCOME			14	6,859	
p K-1 LANSDOWNE CLEAN ENERGY			14	-34,787	
q K-1 CAPITAL DYNAMICS CHAMPION VENTURES V	523000	89	14	-42	

TY 2018 Accounting Fees Schedule**Name:** JANE'S TRUST FOUNDATION**EIN:** 27-3422536

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	16,280	8,140		8,140

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

TY 2018 Gain/Loss from Sale of Other Assets Schedule

Name: JANE'S TRUST FOUNDATION

EIN: 27-3422536

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
K-1 HRJ GLOBAL BUY-OUT III U S		PURCHASED						0	1	
K-1 HRJ GLOBAL BUY-OUT III U S		PURCHASED						0	312	
K-1 HRJ GROWTH CAPITAL II LP		PURCHASED						0	50	
K-1 HRJ GROWTH CAPITAL II LP		PURCHASED						0	1,550	
K-1 CLEAN GROWTH FUND IV LP		PURCHASED						0	958	
K-1 ASIA ALT CAPITAL PARTNERS		PURCHASED						0	1,398	
K-1 STRATEGIC INVESTORS FUND		PURCHASED						0	2,368	

TY 2018 Investments Corporate Stock Schedule

Name: JANE'S TRUST FOUNDATION
EIN: 27-3422536

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
200 SPDR S&P 500 ETF	25,176	49,984
75,681.130 AQR STYLE PREMIA ALTERNATIVE FD	750,000	686,428
68,593.12 ARTISAN INTL VALUE INST	2,008,175	2,120,899
2,665 NOVOZYMES AS DKK 2.0	93,112	118,691
900 ROCKWELL AUTOMATION	144,639	135,432
1,700 XYLEM INC	91,454	113,424
1,600 CVS HEALTH	123,401	104,832
2,000 NESTLE SA ADR	160,872	161,920
2,000 PROCTER & GAMBLE	171,365	183,840
2,500 UNILEVER PLC NEW	123,816	130,625
2,600 ABBOTT LABS	115,828	188,058
1,700 DANAHER CORP	143,323	175,304
400 ILLUMINA	59,002	119,972
2,200 NOVARTIS AG ADR	176,245	188,782
1,200 CHUBB LTD	166,495	155,016
150 ALPHABET INC CL A	136,264	156,744
2,000 ANALOG DEVICES	163,758	171,660
1,000 APPLE INC	141,111	157,740
1,150 AUTOMATIC DATA PROCESSING	116,689	150,788
2,500 FISERV	151,747	183,725
1,000 MASTERCARD	116,577	188,650
2,000 XILINX	126,900	170,340
1,500 APTARGROUP	126,660	141,105
2,000 CANADIAN NATIONAL RAILWAY	137,905	148,220
1,500 FORTIV CORP	104,565	101,490
600 3M	125,427	114,324
1,400 UNITED TECHNOLOGIES	167,876	149,072
1,500 WASTE MANAGEMENT INC	111,216	133,485
800 HOME DEPOT	123,810	137,456
2,100 ORMAT TECHNOLOGIES	123,440	109,830

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
950 CELGENE CORP	97,801	60,885
1,250 JOHNSON & JOHNSON	168,816	161,312
1,400 PAYPAL HOLDINGS	101,140	117,726
2,200 INTEL CORP	100,453	103,246
1,000 MICROSOFT CORP	73,911	101,570
48,100.05 JOHN HANCOCK INTL SELECT FD 1	1,000,000	977,874
15 AMAZON.COM	24,206	22,530
1,500 CHURCH & DWIGHT	90,111	98,640
2,100 ORSTED AS	123,376	140,082
750 DISNEY	87,996	82,237
500 IPG PHOTONICS	78,627	56,645
150 NVIDIA CORP	29,826	20,025
2,500 WELLTOWER	149,649	173,525

TY 2018 Investments - Other Schedule

Name: JANE'S TRUST FOUNDATION
EIN: 27-3422536

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
223,817.72 CLEAN GROWTH FUND IV	AT COST	347,869	566,095
750,000 ABDIEL QUALIFIED OFFSHORE PARTNERS	AT COST	898,820	1,281,832
1,000,000 IMPAX GLOBAL RESOURCE OPTIMIZATION FD	AT COST	1,094,746	1,237,230
79,287.19 HRJ GLOBAL BUY-OUT III EUROPE	AT COST	423,585	199,925
9,000 COATUE OFFSHORE FUND	AT COST	1,189,234	1,452,584
239,506.04 INCOME RESEARCH AND MANAGEMENT CORE BOND FUND	AT COST	5,188,515	5,309,834
37,158.02 MAHOUT GLOBAL	AT COST	1,862,363	1,113,719
1,240,610 DAVIDSON KEMPNER INSTITUTIONAL	AT COST	2,142,140	2,449,944
6,337.93 HHR TITAN OFFSHORE	AT COST	1,150,000	1,784,692
107,879.30 HRJ GLOBAL BUY-OUT III US	AT COST	211,137	341,197
588,277.77 HRJ CAPITAL VC, INTL	AT COST	671,825	1,060,406
357,812.73 ASIA ALTERNATIVES CAP PARTNERS II	AT COST	212,631	1,345,795
50,000 GREENLIGHT CAPITAL	AT COST	50,000	34,903
712,872.33 HRJ GROWTH CAPITAL II	AT COST	218,522	1,068,724
388,254.38 SVB STRATEGIC INVESTORS IV	AT COST	393,785	1,242,041
491,264.87 HRJ CAPITAL DYNAMICS CHAMP VI US	AT COST	1,000,193	1,340,033
133,079.31 KILTEARN GLOBAL EQUITY	AT COST	2,544,152	2,454,652
710,144.09 LL MORTGAGE FUND	AT COST	885,986	944,932
1,000 VALINOR CAPITAL PARTNERS	AT COST	1,113,321	864,714
1,000,000 KABOUTER INTL	AT COST	1,019,269	1,157,970
350,931.37 HRJ CAPITAL VC V FOREIGN	AT COST	550,014	411,811
79,671.44 POLUNIN DEVELOPING COUNTRIES FD LLC	AT COST	1,280,928	1,296,597
1,500 PARK PRESIDIO CAP OFFSHORE	AT COST	1,500,000	1,300,837
1,000,000 LANDSDOWNE CLEAN ENERGY FUND	AT COST	962,685	877,240
1,270,237.44 DI CAPITAL PARTNERS OFFSHORE	AT COST	1,261,934	1,304,381
712,643.45 HRJ VC V, L.P.	AT COST	2,147,308	1,993,328

TY 2018 Legal Fees Schedule**Name:** JANE'S TRUST FOUNDATION**EIN:** 27-3422536

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	429	215		214

TY 2018 Other Expenses Schedule

Name: JANE'S TRUST FOUNDATION

EIN: 27-3422536

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS FEES	1,610	1,610		0
COMMONWEALTH OF MASSACHUSETTS - FILING FEE	500	0		500
PORTFOLIO DEDUCTIONS - FROM K-1 INCOME RESEARCH PARTNERS (02-0552970)	3,155	3,155		0
PORTFOLIO DEDUCTIONS - FROM K-1 DAVIDSON KEMPNER (13-3597020)	50,603	50,603		0
PORTFOLIO DEDUCTIONS - FROM K-1 MAHOUT GLOBAL (20-6762882)	6,790	6,790		0
PORTFOLIO DEDUCTIONS - FROM K-1 HRJ GLOBAL BUY-OUT III	5,771	5,771		0
PORTFOLIO DEDUCTIONS - FROM K-1 HRJ GLOBAL BUY-OUT III US	1,264	1,264		0
PORTFOLIO DEDUCTIONS - FROM K-1 STRATEGIC INVESTORS (26-2776097)	22,762	22,762		0
PORTFOLIO DEDUCTIONS - FROM K-1 HRJ CAPITAL VC V FOREIGN	24,397	24,397		0
PORTFOLIO DEDUCTIONS - FROM K-1 ASIA ALTERNATIVES CAP II (26-1738262)	10,364	10,364		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS - FROM K-1 HRJ CAPITAL VC	17,127	17,127		0
PORTFOLIO DEDUCTIONS - FROM K-1 CAPITAL DYNAMICS	26,104	26,104		0
PORTFOLIO DEDUCTIONS - FROM K-1 HRJ GROWTH CAPITAL II	25,450	25,450		0
PORTFOLIO DEDUCTIONS - FROM K-1 LL MORTGAGE	8,594	8,594		0
PORTFOLIO DEDUCTIONS - FROM K-1 POLUNIN DEVELOPING	1,319	1,319		0
PORTFOLIO DEDUCTIONS - FROM K-1 CLEAN GROWTH FUND IV, LP	15,148	15,148		0
PORTFOLIO DEDUCTIONS - FROM K-1 GLOBAL RESOURCE OPTIMIZATION FD L P	15,031	15,031		0
PORTFOLIO DEDUCTIONS - FROM K-1 LANSDOWNE CLEAN ENERGY	15	15		0
PORTFOLIO DEDUCTIONS - FROM K-1 CAPITAL DYNAMICS VENTURES V	9,420	9,420		0

TY 2018 Other Income Schedule

Name: JANE'S TRUST FOUNDATION

EIN: 27-3422536

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HHR TITAN OFFSHORE MTM		634,692	
KABOUTER OFFSHORE FUND		6,962	
ABDIEL QUALIFIED OFFSHORE PARTNERS		30,440	
DI CAPITAL PARTNERS OFFSHORE LP		11,934	
K-1 ASIA ALTERNATIVES CAP PART II	129	-184	129
K-1 KILTEARN GLOBAL EQUITY	-8,929	-8,929	-8,929
K-1 DAVIDSON KEMPNER	40,062	40,268	40,062
K-1 STRATEGIC INVESTORS FUND IV	7,795	7,755	7,795
K-1 HRJ GROWTH CAP II	8,330	-1,334	8,330
K-1 HRJ CAPITAL VC VI	-515	-515	-515
K-1 HRJ GLOBAL BUY-OUT III	-574	-574	-574
K-1 CAPITAL DYNAMICS	483	137	483
K-1 POLUNIN DEVELOPING	-3,157	-3,157	-3,157
K-1 HRJ CAPITAL VC V FOREIGN	-997	-997	-997
K-1 HRJ GLOBAL BUY-OUT III US	684	-106	684
K-1 IR&M CORE BOND FUND LLC	15	15	15
K-1 GLOBAL RESOURCE OPTIMIZATION FD L P	-286	-286	-286
K-1 CLEAN GROWTH FUND IV	169	18	169
OTHER PASS THROUGH INCOME	6,859	6,859	6,859
K-1 LANSDOWNE CLEAN ENERGY	-34,787	-34,787	-34,787

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 CAPITAL DYNAMICS CHAMPION VENTURES V	47	-42	47

TY 2018 Other Increases Schedule

Name: JANE'S TRUST FOUNDATION

EIN: 27-3422536

Description	Amount
BOOK/TAX ADJUSTMENT	1,250,000

TY 2018 Other Professional Fees Schedule**Name:** JANE'S TRUST FOUNDATION**EIN:** 27-3422536

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	146,059	146,059		0

**TY 2018 Substantial Contributors
Schedule****Name:** JANE'S TRUST FOUNDATION**EIN:** 27-3422536

Name	Address
JANE'S TRUST	C/O HEMENWAY BARNES LLP PO BOX 961209 BOSTON, MA 021961209
HUGH AND SHANA GRIFFITHS	C/O HEMENWAY BARNES LLP PO BOX 961209 BOSTON, MA 021961209
JANE COOK 1992 TRUST	C/O HEMENWAY BARNES LLP PO BOX 961209 BOSTON, MA 021961209
JANE COOK 1993 TRUST	C/O HEMENWAY BARNES LLP PO BOX 961209 BOSTON, MA 021961209

TY 2018 Taxes Schedule**Name:** JANE'S TRUST FOUNDATION**EIN:** 27-3422536

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	22,908	22,908		0
FEDERAL TAX	46,069	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Go to <u>www.irs.gov/Form990</u> for the latest information	OMB No 1545-0047
		2018
Name of the organization JANE'S TRUST FOUNDATION		Employer identification number 27-3422536

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization JANE'S TRUST FOUNDATION	Employer identification number 27-3422536
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JANE'S TRUST	\$ 2,162,387	Person ☐
	C/O HEMENWAY BARNES LLP PO BOX 9612		Payroll ☐
	BOSTON, MA 021961209		Noncash ☒
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	JANE'S TRUST	\$ 2,877,844	Person ☒
	C/O HEMENWAY BARNES LLP PO BOX 9612		Payroll ☐
	BOSTON, MA 021961209		Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
.		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
.		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
.		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
.		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			

Name of organization JANE'S TRUST FOUNDATION	Employer identification number 27-3422536
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Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	PECUNIARY FUNDING - TRANSFER OF PARTNERSHIP INTEREST	\$ 2,162,387	2018-12-12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization JANE'S TRUST FOUNDATION	Employer identification number 27-3422536
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	