

EXTENDED TO NOVEMBER 16, 2020

OMB No 1545-0047

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

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

Department of the Treasury
Internal Revenue Service

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

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation LIMESTONE FOUNDATION		A Employer identification number 47-7017224
Number and street (or P.O. box number if mail is not delivered to street address) % GOULSTON & STORRS, 400 ATLANTIC AVE	Room/suite	B Telephone number 617-482-1776
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02110		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"/>
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		2. Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 54,743,889.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
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					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,949,610.	1,949,610.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		354,662.			STATEMENT 1
b Gross sales price for all assets on line 6a		6,354,539.			
7 Capital gain net income (from Part IV, line 2)			680,907.		
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		51,041.	37,751.	0.	STATEMENT 3
12 Total. Add lines 1 through 11		2,355,313.	2,668,268.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		4,598.	0.	0.	4,598.
b Accounting fees STMT 5		18,298.	18,298.	0.	0.
c Other professional fees STMT 6		574,293.	204,352.	0.	369,941.
17 Interest					
18 Taxes STMT 7		116,955.	45,955.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		294,095.	278,389.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		1,008,239.	546,994.	0.	374,539.
25 Contributions, gifts, grants paid		2,600,500.			2,600,500.
26 Total expenses and disbursements. Add lines 24 and 25		3,608,739.	546,994.	0.	2,975,039.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,253,426.>			
b Net investment income (if negative, enter -0-)			2,121,274.		
c Adjusted net income (if negative, enter -0-)				0.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		5,050.	5,050.
	2 Savings and temporary cash investments	1,789,013.	4,064,565.	4,039,202.
	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 STMT 10	5,027,018.	5,347,392.	8,919,095.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	37,170,782.	32,611,762.	41,780,542.
	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)	43,986,813.	42,028,769.	54,743,889.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ MOTT FUNDS)	50.	50.	
	23 Total liabilities (add lines 17 through 22)	50.	50.	
	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/>			
	and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0.	0.	
	27 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	43,986,763.	42,028,719.	
	29 Total net assets or fund balances	43,986,763.	42,028,719.	
	30 Total liabilities and net assets/fund balances	43,986,813.	42,028,769.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	43,986,763.
2 Enter amount from Part I, line 27a	2	<1,253,426.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	42,733,337.
5 Decreases not included in line 2 (itemize) ▶ INVESTMENT COST BASIS ADJUSTMENT	5	704,618.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	42,028,719.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e	6,354,539.	5,673,632.	680,907.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			680,907.

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	680,907.
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))
2018	2,404,276.	51,856,865.	.046364
2017	1,796,817.	50,840,330.	.035342
2016	1,410,237.	48,329,357.	.029180
2015	2,747,059.	50,940,598.	.053927
2014	2,141,044.	52,878,171.	.040490

2 Total of line 1, column (d)	2	.205303
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	.041061
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	52,683,467.
5 Multiply line 4 by line 3	5	2,163,236.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,213.
7 Add lines 5 and 6	7	2,184,449.
8 Enter qualifying distributions from Part XII, line 4	8	2,975,039.

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.

LIMESTONE FOUNDATION

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 LONG TERM PARTNERSHIP CAPITAL GAIN	P		
b SHORT TERM PARTNERSHIP CAPITAL GAIN	P		
c SECTION 1231 GAIN	P		
d SECTION 1256 LOSS	P		
e DISTRIBUTION IN EXCESS OF BASIS FROM K-1'S	P		
f SHORT TERM SALE OF INVESTMENT	P		
g LONG TERM SALE OF INVESTMENT	P		
h GAIN FROM GRUSS GLOBAL INVESTORS	P		
i GAIN FROM SCOPIA PX INTERNATIONAL LTD FUND	P		
j DISPOSITION OF WELLINGTON TRUST COMPANY	P		
k DISPOSITION OF FRONTIER CAPITAL APPRECIATION FUND	P		
l DISPOSITION OF BAIN CAPITAL COPS II CONTINUATION	P		
m SALE OF DL PARTNERS OPPORTUNITIES FUND LTD	P		
n CAPITAL GAINS DIVIDENDS			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 637,220.			637,220.
b 105,503.			105,503.
c 488.			488.
d		10,364.	<10,364.>
e 55,295.			55,295.
f 1,025,885.		939,925.	85,960.
g 1,224,364.		1,612,256.	<387,892.>
h 62,921.			62,921.
i 44,338.			44,338.
j 2,242,906.		2,242,906.	0.
k 1.			1.
l		8,181.	<8,181.>
m 760,577.		860,000.	<99,423.>
n 195,041.			195,041.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			637,220.
b			105,503.
c			488.
d			<10,364.>
e			55,295.
f			85,960.
g			<387,892.>
h			62,921.
i			44,338.
j			0.
k			1.
l			<8,181.>
m			<99,423.>
n			195,041.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	680,907.
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 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	21,213.
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	21,213.
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	21,213.
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	75,000.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	60,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	135,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	113,787.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax <input checked="" type="checkbox"/> 75,000. Refunded <input checked="" type="checkbox"/>	11	38,787.	

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c 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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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 checked="" type="checkbox"/> 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	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 2019 or the tax year beginning in 2019? 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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► GOULSTON & STORRS, PC Telephone no. ► 617-482-1776 Located at ► 400 ATLANTIC AVENUE, BOSTON, MA ZIP+4 ► 02110-3333		
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		
16 At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A	
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 2019?		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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? 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.)	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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2019?		X

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" type="checkbox"/>	
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	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b
If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
SEE STATEMENT 12		0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MOTT PHILANTHROPIC 800 BOYLSTON STREET, BOSTON, MA 02199-8129	GRANTS MANAGEMENT	241,019.
GOULSTON & STORRS 400 ATLANTIC AVENUE, BOSTON, MA 02110-3333	INVESTMENT/CUSTODIAL /LEGAL	123,454.
CAMBRIDGE ASSOCIATES 100 SUMMER STREET, BOSTON, MA 02115	INVESTMENT/CUSTODIAL	107,189.
TOPOS PARTNERSHIP 1030 NORTH CHARLES ST., BALTIMORE, MD 21201	PHILANTHROPIC CONSULTING	69,000.
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 NONE - GRANT MAKING ORGANIZATION	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE - GRANT MAKING ORGANIZATION	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	
	0.

Part IX 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	52,040,796.
b	Average of monthly cash balances	1b	1,444,957.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	53,485,753.
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	53,485,753.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	802,286.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,683,467.
6	Minimum investment return. Enter 5% of line 5	6	2,634,173.

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	2,634,173.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	21,213.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	2,915.
c	Add lines 2a and 2b	2c	24,128.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,610,045.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,610,045.
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	2,610,045.

Part XIII 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	2,975,039.
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	2,975,039.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	21,213.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,953,826.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				2,610,045.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015	123,882.			
c From 2016	15,484.			
d From 2017				
e From 2018				
f Total of lines 3a through e	139,366.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 2,975,039.				
a Applied to 2018, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				2,610,045.
e Remaining amount distributed out of corpus	364,994.			
5 Excess distributions carryover applied to 2019 (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	504,360.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	504,360.			
10 Analysis of line 9.				
a Excess from 2015	123,882.			
b Excess from 2016	15,484.			
c Excess from 2017				
d Excess from 2018				
e Excess from 2019	364,994.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☒ 4942(j)(5)

		Prior 3 years				(e) Total
		(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2	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).)

NONE

- 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.

NONE

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.

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

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

- c Any submission deadlines:**

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BALLOT INITIATIVE STRATEGY CENTER FOUNDATION 1815 ADAMS MILL ROAD NW NO 300 WASHINGTON, DC 20009	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	20,000.
BETH ISRAEL DEACONESS MEDICAL CENTER 330 BROOKLINE AVE. BOSTON, MA 02215	NONE	509(A)(1)	GENERAL SUPPORT IN MEMORY OF SIDNEY & MIRIAM STONEMAN	10,000.
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVE. BOSTON, MA 02115	NONE	509(A)(1)	GENERAL SUPPORT IN MEMORY OF SIDNEY & MIRIAM STONEMAN	5,000.
BROOKLINE COMMUNITY FOUNDATION 40 WEBSTER PL BROOKLINE, MA 02445	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	20,000.
CENTER ON BUDGET AND POLICY PRIORITIES 820 FIRST STREET NE SUITE 510 WASHINGTON, DC 20002	NONE	501(A)(1)	GENERAL OPERATING SUPPORT	443,000.
Total	SEE CONTINUATION SHEET(S)			2,600,500.
b Approved for future payment				
NONE				
Total				0.

LIMESTONE FOUNDATION

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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
ENDEAVOR GLOBAL INC. 900 BROADWAY STE 301 NEW YORK, NY 10003	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
FAITH IN ACTION 999 NORTH CAPITOL STREET NE SUITE 200 WASHINGTON, DC 20002	NONE	501(A)(1)	GENERAL OPERATING SUPPORT	50,000.
FUND FOR CONSTITUTIONAL GOVERNMENT/ FINANCIAL ACCOUNTABILITY AND CORPORATE 122 MARYLAND AVENUE NE WASHINGTON, DC 20002	NONE	509(A)(1)	THE FACT COALITION	20,000.
GEORGIA BUDGET AND POLICY INSTITUTE INC 50 HURT PLZ SE STE 720 ATLANTA, GA 30303	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	75,000.
INSTITUTE ON TAXATION AND ECONOMIC POLICY 1616 P STREET NW WASHINGTON, DC 20036	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	40,000.
JEWISH ARTS COLLABORATIVE 1320 CENTRE STREET SUITE 201 NEWTON, MA 02459	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
KENTUCKY PUBLIC RADIO 619 SOUTH 4TH STREET LOUISVILLE, KY 40202	NONE	509(A)(1)	THE CENTER FOR INVESTIGATIVE REPORTING	12,500.
MASSACHUSETTS COMMUNITIES ACTION NETWORK 14 CUSHING AVENUE DORCESTER, MA 02125	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	10,000.
MONTANA BUDGET AND POLICY CENTER 101 N LAST CHANCE GULCH STE 220 HELENA, MT 59601	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	125,000.
MONTANA HUMAN RIGHTS NETWORK PO BOX 1509 HELENA, MT 59624	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	140,000.
Total from continuation sheets				2,102,500.

LIMESTONE FOUNDATION

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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
MOUNTAIN ASSOCIATION FOR COMMUNITY ECONOMIC DEVELOPMENT 433 CHESTNUT STREET BEREA, KY 40403	NONE	509(A)(1)	KENTUCKY CENTER FOR ECONOMIC POLICY	425,000.
NEW VENTURE FUND/AMERICANS FOR TAX FAIRNESS 1201 CONNECTICUT AVE. NW SUITE 300 WASHINGTON, DC 20036	NONE	509(A)(1)	AMERICANS FOR TAX FAIRNESS	35,000.
NEW YORK WOMEN'S FOUNDATION 39 BROADWAY 23RD FLOOR NEW YORK, NY 10006	NONE	509(A)(1)	GENERAL OPERATIONS	8,000.
NORTHERN PLAINS RESOURCE COUNCIL 220 S 27TH STREET, STE A BILLINGS, MT 59101	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	5,000.
OKLAHOMA POLICY INSTITUTE 907 S DETROIT AVE STE 1005 TULSA, OK 74120	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	50,000.
PLANNED PARENTHOOD OF INDIANA AND KENTUCKY PO BOX 397 INDIANAPOLIS, IN 46206	NONE	509(A)(1)	GENERAL OPERATIONS	12,500.
SAFE PASSAGE PROJECT CORPORATION 185 W BROADWAY NEW YORK, NY 10013	NONE	509(A)(1)	GENERAL OPERATIONS	7,000.
THE AMERICAN PROSPECT 1225 EYE ST NW SUITE 600 WASHINGTON, DC 20005	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	50,000.
THE BREARLEY SCHOOL 610 EAST 83RD STREET NEW YORK, NY 10028	NONE	509(A)(1)	GENERAL OPERATIONS	10,000.
THE COMMONWEALTH INSTITUTE FOR FISCAL ANALYSIS 1329 E CARY STREET SUITE 202 RICHMOND, VA 23219	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	75,000.
Total from continuation sheets				

LIMESTONE FOUNDATION

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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
THE DREAM DEFENDERS, A PROJECT OF TIDES INC 15700 NW. 39TH PLACE MIAMI, FL 33054	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	125,000.
THE URBAN INSTITUTE 2100 M ST NW WASHINGTON, DC 20037	NONE	509(A)(2)	TAX POLICY CENTER	50,000.
WEST VIRGINIA CENTER ON BUDGET AND POLICY INC 723 KANAWHA BLVD E STE 300 CHARLESTON, WV 25301	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	50,000.
WESTERN ORGANIZING RESOURCE COUNCIL/MONTANA VOICES 220 S 27TH STREET BILLINGS, MT 59101	NONE	509(A)(3)	GENERAL OPERATING SUPPORT	30,000.
WISCONSIN VOICES INC 633 S HAWLEY RD STE 112 MILWAUKEE, WI 53214	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	200,000.
ALLIANCE FOR YOUTH ORGANIZING 915 5TH ST NW WASHINGTON, DC 20001	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	175,000.
CENTER FOR POPULAR DEMOCRACY/BLACK ORGANIZING FOR COMMUNITIES 449 TROUTMAN STREET SUITE A BROOKLYN, NY 11237	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	87,500.
PROGRESS MICHIGAN EDUCATION/WE THE PEOPLE 614 SEYMOUR AVE LANSING, MI 48933	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	225,000.
Total from continuation sheets				

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 | No |
|---|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | X |
| 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. | | | |

[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 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.

Alan Rottenberg

| Nov 16, 2020

Date _____

TRUSTEE

Title

May the IRS discuss this return with the preparer shown below? See instr

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ self-employed

PTIN

LAURA K. BAROOSHIAN

LAURA K. BAROOSHI

11/10/20

P00284431

Firm's name ► DICICCO, GULMAN & COMPANY, LLP

Firm's EIN ► 04-3296226

Firm's address ► 150 PRESIDENTIAL WAY, SUITE 510
WOBURN, MA 01801

Phone no. 781-937-5300

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	1,826,682.	195,041.	1,631,641.	1,631,641.	1,631,641.
INTEREST INCOME	317,969.	0.	317,969.	317,969.	317,969.
TO PART I, LINE 4	2,144,651.	195,041.	1,949,610.	1,949,610.	1,949,610.

FORM 990-PF		OTHER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
INCOME FROM PASSTHROUGHS	41,942.	28,652.	0.	
MISCELLANEOUS RECEIPTS	9,099.	9,099.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	51,041.	37,751.	0.	

FORM 990-PF		LEGAL FEES		STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,598.	0.	0.	4,598.
TO FM 990-PF, PG 1, LN 16A	4,598.	0.	0.	4,598.

FORM 990-PF		ACCOUNTING FEES		STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES - TAX PREP	18,298.	18,298.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	18,298.	18,298.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	142,871.	142,871.	0.	0.
MOTT PHILANTHROPIC	241,019.	0.	0.	241,019.
GOULSTON & STORRS FEES	121,403.	61,481.	0.	59,922.
CONSULTANT FEES	69,000.	0.	0.	69,000.
TO FORM 990-PF, PG 1, LN 16C	574,293.	204,352.	0.	369,941.

FORM 990-PF	TAXES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	45,955.	45,955.	0.	0.
FEDERAL EXCISE TAX	71,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	116,955.	45,955.	0.	0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 8	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEDUCTIONS FROM PASSTHROUGHS	278,795.	277,553.	0.	0.
FILING FEE	500.	500.	0.	0.
MISC EXPENSES	336.	336.	0.	0.
ORDINARY LOSSES	14,464.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	294,095.	278,389.	0.	0.

FOOTNOTES

STATEMENT 9

FORM 990-PF, PART VIII, LINE 1

INFORMATION ABOUT DIRECTORS & OFFICERS

THE DIRECTORS & OFFICERS OF THE FOUNDATION RECEIVE NO
COMPENSATION, BENEFITS OR ANY AMOUNTS FOR SERVING AS
DIRECTORS. THE HOURS DEVOTED WERE ON A PART-TIME BASIS,
AS NEEDED.

FORM 990-PF		CORPORATE STOCK	STATEMENT 10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
DOMESTIC EQUITY		5,347,392.	8,919,095.
TOTAL TO FORM 990-PF, PART II, LINE 10B		5,347,392.	8,919,095.

FORM 990-PF		OTHER INVESTMENTS	STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DOMESTIC BONDS	COST	7,073,079.	7,231,573.
GLOBAL EQUITY	COST	8,804,376.	11,090,351.
HEDGE FUNDS	COST	9,358,159.	15,697,922.
PRIVATE INVESTMENTS	COST	7,376,148.	7,760,696.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,611,762.	41,780,542.

LIMESTONE FOUNDATION
EIN 47-7017224
For tax year 1/1/19 - 12/31/19
Form 990-PF, PART IV, LINE 1

Schedule of Net Gain(Loss) from Sale of Stock Investments

DESCRIPTION	HOW ACQUIRED	DATE PURCHASED	DATE SOLD	PROCEEDS	BOOK COST	GAIN/LOSS
SHORT TERM						
Ebay Inc Com	P	2/7/2018	1/7/2019	3,688	5,318	(1,630)
Alphabet Inc Class C	P	10/11/2018	1/8/2019	5,373	5,455	(82)
Ebay Inc Com	P		1/8/2019	3,717	5,297	(1,580)
Facebook Inc	P	9/25/2018	1/9/2019	3,600	4,045	(445)
LVMH Moet Hennessy Louis Vuitton ADR	P	10/4/2018	1/9/2019	3,014	3,317	(303)
Heineken N V ADR	P		1/10/2019	8,832	9,851	(1,019)
Ebay Inc Com	P		1/11/2019	3,038	4,210	(1,172)
Ebay Inc Com	P	2/8/2018	1/14/2019	3,019	4,203	(1,184)
Ebay Inc Com	P	3/22/2018	1/15/2019	3,068	4,099	(1,031)
Ebay Inc Com	P		1/17/2019	5,308	7,125	(1,817)
Starbucks Corp Com	P	6/25/2018	1/25/2019	3,325	2,520	799
Heineken N V ADR	P		1/29/2019	8,816	9,261	(445)
Alphabet Inc Class C	P	10/18/2018	2/4/2019	5,615	5,451	164
Ebay Inc Com	P		2/4/2019	6,100	7,043	(943)
Facebook Inc	P	9/17/2018	2/4/2019	4,220	4,016	204
Facebook Inc	P	9/17/2018	2/5/2019	4,265	4,016	249
Ebay Inc Com	P	4/13/2018	2/6/2019	3,554	4,014	(460)
Comcast Corporation Cl A	P	9/26/2018	2/7/2019	3,751	3,563	188
Marmott Intl Inc New Cl A	P		2/15/2019	12,058	13,619	(1,561)
Marmott Intl Inc New Cl A	P	6/21/2018	2/19/2019	3,046	3,356	(312)
Marmott Intl Inc New Cl A	P	6/21/2018	2/20/2019	9,420	10,075	(655)
Ebay Inc Com	P	4/4/2018	2/22/2019	3,717	3,944	(227)
Facebook Inc	P	9/17/2018	2/25/2019	4,115	4,016	99
Alphabet Inc Class C	P	10/23/2018	3/4/2019	5,685	5,387	298
Facebook Inc	P	9/17/2018	3/4/2019	4,115	4,016	99
Ebay Inc Com	P	6/13/2018	3/5/2019	3,737	3,921	(184)
Facebook Inc	P	9/17/2018	3/5/2019	4,247	4,016	231
Facebook Inc	P	9/17/2018	3/8/2019	4,305	4,016	289
Facebook Inc	P	9/17/2018	3/8/2019	4,218	4,016	202
Alphabet Inc Class C	P	10/24/2018	3/11/2019	5,800	5,342	458
Facebook Inc	P	9/17/2018	3/11/2019	4,348	4,016	332
Alphabet Inc Class C	P	11/6/2018	3/12/2019	5,968	5,334	634
Facebook Inc	P	9/17/2018	3/13/2019	4,333	4,016	317
Alphabet Inc Class C	P	10/26/2018	3/21/2019	6,140	5,258	882
Ebay Inc Com	P	6/21/2018	3/21/2019	3,723	3,862	(139)
Tiffany & Co	P	12/4/2018	3/22/2019	2,585	2,281	304
Ulta Beauty Inc	P	12/18/2018	3/25/2019	1,678	1,196	480
Starbucks Corp Com	P		3/26/2019	3,651	2,522	1,129
Ulta Beauty Inc	P	12/18/2018	3/26/2019	3,425	2,392	1,033
Tiffany & Co	P	12/4/2018	3/27/2019	2,615	2,281	334
Ebay Inc Com	P	4/26/2018	4/1/2019	3,766	3,858	(92)
Ulta Beauty Inc	P	12/18/2018	4/1/2019	3,527	2,392	1,135
Ebay Inc Com	P	4/26/2018	4/2/2019	3,789	3,858	(69)
Facebook Inc	P	9/18/2018	4/2/2019	8,669	8,019	650
Tiffany & Co	P	12/4/2018	4/2/2019	2,655	2,281	374
Facebook Inc	P	9/18/2018	4/3/2019	4,428	4,009	419
Home Depot Inc Com	P	10/17/2018	4/8/2019	5,091	4,618	473
Tiffany & Co	P	11/30/2018	4/18/2019	2,689	2,274	415
Tiffany & Co	P	11/30/2018	4/23/2019	2,688	2,274	414
Disney Walt Co Com	P	3/19/2019	4/26/2019	3,485	2,783	702
Microsoft Corp Com	P	1/29/2019	5/1/2019	3,243	2,568	675
Starbucks Corp Com	P	6/26/2018	5/1/2019	3,882	2,518	1,364
Starbucks Corp Com	P	6/27/2018	5/7/2019	3,912	2,509	1,403
McDonalds Corp Com	P	5/1/2019	5/13/2019	9,948	9,751	197
Marmott Intl Inc New Cl A	P	6/22/2018	5/16/2019	6,622	6,658	(36)
Starbucks Corp Com	P	6/27/2018	5/16/2019	3,950	2,509	1,441
Marmott Intl Inc New Cl A	P		5/17/2019	16,452	16,238	214
Marmott Intl Inc New Cl A	P		5/20/2019	12,849	12,744	105
Walmart Inc	P	2/21/2019	5/20/2019	5,084	4,974	110
Marmott Intl Inc New Cl A	P		5/21/2019	32,220	31,068	1,154
Marmott Intl Inc New Cl A	P		5/22/2019	22,420	19,720	2,700
Walmart Inc	P	2/20/2019	5/28/2019	2,569	2,484	85
Walmart Inc	P	2/20/2019	5/29/2019	5,105	4,988	117
McDonalds Corp Com	P	3/8/2019	5/30/2019	4,966	4,472	494
Home Depot Inc Com	P	10/18/2018	6/3/2019	4,747	4,553	194
McDonalds Corp Com	P	2/6/2019	6/3/2019	4,952	4,424	528
Walmart Inc	P	2/20/2019	6/3/2019	5,101	4,988	113
Coca Cola Co Com	P		6/5/2019	13,971	13,230	741
Walmart Inc	P	4/9/2019	6/5/2019	2,604	2,464	140
Coca Cola Co Com	P	4/12/2019	6/6/2019	3,856	3,504	352

Walmart Inc	P	4/9/2019	6/10/2019	2,685	2,464	221
Disney Walt Co Com	P	3/19/2019	6/13/2019	3 536	2 783	753
Starucks Corp Com	P	6/28/2018	6/13/2019	4 164	2 398	1 766
Starucks Corp Com	P	6/28/2018	6/14/2019	4,221	2 398	1,823
Facebook Inc	P	6/5/2019	6/17/2019	4,712	4 182	530
Home Depot Inc Com	P	10/18/2018	6/17/2019	5,194	4,554	640
Facebook Inc	P	6/5/2019	6/18/2019	4,820	4,182	638
Coca Cola Co Com	P	4/12/2019	8/20/2019	3,860	3,504	356
Modonalds Corp Com	P	2/12/2019	6/20/2019	5,109	4,355	754
Microsoft Corp Com	P	1/29/2019	6/20/2019	3,409	2 568	841
Starbucks Corp Com	P	6/28/2018	6/20/2019	8 418	4 786	3,622
Walmart Inc	P	3/1/2019	6/20/2019	2,741	2 448	293
Walmart Inc	P	3/1/2019	6/21/2019	2,800	2,448	352
Disney Walt Co Com	P	3/19/2019	6/25/2019	3,498	2,783	715
Disney Walt Co Com	P	3/19/2019	7/1/2019	3,535	2,783	752
Home Depot Inc Com	P	3/8/2019	7/1/2019	5,260	4,516	744
Coca Cola Co Com	P		7/2/2019	3,886	3,497	389
Ulta Beauty Inc	P	6/24/2019	7/17/2019	5,513	5,151	362
Sherwin-Williams Company	P	3/7/2019	7/23/2010	4 874	4 160	708
Sherwin-Williams Company	P	12/13/2018	7/25/2019	5,073	3 862	1,211
Booking Holdings Inc	P	5/17/2019	7/28/2019	9,809	8 993	816
Coca Cola Co Com	P		7/28/2019	4,058	3 485	571
Comcast Corporation CI A	P	9/25/2018	7/26/2019	4,480	3,546	934
Nestle S A S/ADR	P	4/15/2019	7/28/2019	7,855	7,050	805
Sherwin-Williams Company	P	1/3/2019	7/28/2019	2,555	1,905	650
Sherwin-Williams Company	P	1/3/2019	7/30/2019	2,576	1,905	671
Coca Cola Co Com	P		8/5/2019	3 919	3 446	473
Modonalds Corp Com	P	2/13/2019	8/5/2019	5,309	4 349	960
Disney Walt Co Com	P	3/21/2019	8/8/2019	6,864	5 447	1,417
Disney Walt Co Com	P	3/20/2019	8/9/2019	3,472	2,713	759
Coca Cola Co Com	P		8/14/2019	4,027	3,412	615
Coca Cola Co Com	P		8/15/2019	4,029	3,393	636
Walmart Inc	P	3/27/2019	8/15/2019	2,795	2,427	368
Walmart Inc	P	3/27/2019	8/16/2019	2 854	2,427	427
Coca Cola Co Com	P		8/23/2019	10 782	9,008	1,784
Williams Sonoma Inc Com	P	8/14/2019	8/23/2019	3,391	3 192	199
Coca Cola Co Com	P	3/8/2019	8/26/2019	2,713	2 234	479
Weight Watchers Intl	P		9/3/2019	3,820	6 239	(2,419)
Weight Watchers Intl	P		9/4/2019	3,122	4 930	(1 808)
Disney Walt Co Com	P	3/22/2019	9/9/2019	3,481	2,696	785
Williams Sonoma Inc Com	P	8/29/2019	9/10/2019	5,160	4,796	364
Charles Schwab Corp	P	9/26/2018	9/11/2019	6 377	7,885	(1 308)
Comcast Corporation CI A	P	10/3/2018	9/12/2019	2 345	1,782	583
Anheuser-Busch ADR	P	9/27/2018	9/17/2019	4 834	4,423	411
Anheuser-Busch ADR	P		9/18/2019	9,670	7 438	2,232
Anheuser-Busch ADR	P	1/10/2019	9/20/2019	7,235	5,224	2,011
Walmart Inc	P	4/3/2019	9/24/2019	2,864	2 426	538
Charles Schwab Corp	P	9/26/2018	9/25/2019	1,045	1 281	(236)
Walmart Inc	P		9/25/2019	5,911	4,777	1,134
Weight Watchers Intl	P	11/6/2018	9/25/2019	3 644	4,921	(1,277)
Charles Schwab Corp	P	10/10/2018	9/27/2019	8,268	10,100	(1,832)
Morgan Stanley Institutional Fund Global Real Estate	P		10/4/2019	21 026	19,018	2,008
Modonalds Corp Com	P	9/10/2019	10/8/2019	5 308	5 225	83
Walmart Inc	P	2/1/2019	10/8/2019	2,939	2,351	588
Charles Schwab Corp	P	10/15/2018	10/11/2019	2,793	3 615	(822)
Charles Schwab Corp	P		10/14/2019	3,760	4 773	(1,013)
Charles Schwab Corp	P		10/15/2019	10,940	12,367	(1,427)
Charles Schwab Corp	P		10/17/2019	33,492	35 839	(2 347)
Williams Sonoma Inc Com	P	8/28/2019	10/21/2019	3,546	3,197	349
Ebay Inc Com	P		10/25/2019	8 937	7,131	1,806
Booking Holdings Inc	P	5/17/2019	10/28/2019	10,343	8,993	1,350
Walmart Inc	P	12/20/2018	11/1/2019	2 941	2,179	762
Tiffany & Co	P	7/30/2019	11/4/2019	6,367	4,642	1 725
Dicks Sporting Goods	P		11/5/2019	5,028	4 627	401
Tiffany & Co	P	7/2/2019	11/5/2019	6 251	4,630	1,621
LVMH Moet Hennessy Louis Vuitton ADR	P	7/30/2019	11/6/2019	6,627	6,246	381
Dicks Sporting Goods	P	8/1/2019	11/7/2019	3,102	2,655	447
Alphabet Inc Class C	P	8/5/2019	11/8/2019	6,551	5,807	744
Microsoft Corp Com	P	10/17/2019	11/12/2019	3,882	3,486	196
Booking Holdings Inc	P	5/17/2019	11/13/2019	9 275	8,993	282
Disney Walt Co Com	P		11/13/2019	7 438	6,488	952
Walmart Inc	P	12/20/2018	11/13/2019	3,005	2,179	826
Alphabet Inc Class C	P	5/29/2019	11/15/2019	6,653	5 600	1 053
Microsoft Corp Com	P	10/18/2019	11/15/2019	3,740	3,421	319
Booking Holdings Inc	P	5/22/2019	11/18/2019	18,468	17 585	883
Booking Holdings Inc	P	5/22/2019	11/19/2019	9,248	8 793	455
Booking Holdings Inc	P		11/20/2019	46,184	43,435	2,749
Tiffany & Co	P	6/11/2019	11/21/2019	9,476	6 913	2,563
Disney Walt Co Com	P	10/7/2019	11/22/2019	3 703	3,232	471

Facebook Inc	P	7/25/2019	11/22/2019	4,969	5,001	(32)
Tiffany & Co	P		11/25/2019	63,275	41,184	22,091
Disney Walt Co Com	P	10/7/2019	11/26/2019	3,820	3,232	588
Facebook Inc	P	7/25/2019	11/27/2019	5,056	5,001	55
Dicks Sporting Goods	P	8/1/2019	12/10/2019	3,611	2,655	956
Dicks Sporting Goods	P	7/2/2019	12/11/2019	3,636	2,602	1,034
Dominos Pizza	P	10/14/2019	12/13/2019	7,369	6,307	1,062
Ralph Lauren Corp Cl A	P	11/18/2019	12/13/2019	2,924	2,832	92
Walmart Inc	P	11/26/2019	12/13/2019	3,002	2,973	29
Dicks Sporting Goods	P		12/17/2019	3,549	2,577	972
Walmart Inc	P	11/26/2019	12/17/2019	3,038	2,973	65
Ralph Lauren Corp Cl A	P	11/18/2019	12/18/2019	2,970	2,832	138
Dominos Pizza	P	9/24/2019	12/19/2019	7,331	6,100	1,231
Facebook Inc	P		12/19/2019	10,269	9,982	287
Microsoft Corp Com	P	7/19/2019	12/19/2019	3,888	3,421	467
Facebook Inc	P	7/19/2019	12/27/2019	5,201	4,980	221

TOTAL SHORT TERM				1,025,881	939,920	85,961
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LONG TERM

Dunkin Brands Group Inc	P	11/8/2017	1/3/2019	3,234	2,819	415
Nestle S A S/ADR	P	2/4/2016	1/3/2019	6,160	5,557	603
Heineken N V ADR	P		1/30/2019	24,529	20,375	4,154
Comcast Corporation Cl A	P	11/24/2017	2/7/2019	938	899	39
Comcast Corporation Cl A	P	11/2/2017	3/1/2019	3,925	3,558	367
Nestle S A S/ADR	P	2/4/2016	3/8/2019	4,594	3,705	889
Comcast Corporation Cl A	P	11/2/2017	3/15/2019	3,019	2,668	351
Paypal Holdings Inc	P	5/23/2017	3/18/2019	9,987	5,014	4,973
Ulta Beauty Inc	P	12/1/2017	4/3/2019	3,527	2,055	1,472
Paypal Holdings Inc	P		4/17/2019	21,476	9,460	12,016
Ulta Beauty Inc	P	12/1/2017	4/17/2019	3,582	2,055	1,507
Ulta Beauty Inc	P	12/1/2017	4/23/2019	3,528	2,055	1,473
Diageo Plc Sponsored ADR New	P		5/23/2019	4,203	2,661	1,542
Waste Mgmt Inc	P	2/19/2015	6/7/2019	25,517	12,086	13,431
Anheuser-Busch ADR	P	12/8/2017	7/3/2019	4,698	5,572	(876)
Williams Sonoma Inc Com	P	6/22/2018	7/15/2019	8,499	7,917	582
Anheuser-Busch ADR	P		7/19/2019	9,405	11,143	(1,738)
Anheuser-Busch ADR	P		7/23/2019	4,784	5,570	(786)
Anheuser-Busch ADR	P		7/25/2019	9,953	11,094	(1,141)
Anheuser-Busch ADR	P	12/14/2017	7/26/2019	2,512	2,769	(257)
Victory RS Global Natural Res Y	P		7/26/2019	184,485	707,319	(522,834)
Anheuser-Busch ADR	P	12/17/2014	7/26/2019	88	237	(149)
Sherwin-Williams Company	P	12/13/2017	7/29/2019	7,629	8,308	(679)
Anheuser-Busch ADR	P	5/22/2018	7/31/2019	2,592	1,892	700
Anheuser-Busch ADR	P		8/1/2019	15,256	16,014	(758)
	P	4/27/2018	8/2/2019	4,990	5,035	(45)
Home Depot Inc Com	P	4/6/2018	8/2/2019	5,313	4,381	932
Sherwin-Williams Company	P	5/22/2018	8/8/2019	2,598	1,892	706
McDonalds Corp Com	P	2/3/2016	8/9/2019	5,507	3,066	2,441
Home Depot Inc Com	P	4/6/2018	8/21/2019	5,503	4,381	1,122
McDonalds Corp Com	P	2/3/2016	8/21/2019	5,504	3,066	2,438
Williams Sonoma Inc Com	P	6/22/2018	8/23/2019	1,696	1,583	113
Coca Cola Co Com	P	7/13/2017	8/28/2019	1,357	1,111	246
Nestle S A S/ADR	P	2/4/2016	8/28/2019	5,556	3,705	1,851
Sherwin-Williams Company	P	4/26/2018	8/30/2019	2,628	1,856	772
Nestle S A S/ADR	P	2/4/2016	9/3/2019	5,628	3,705	1,923
Anheuser-Busch ADR	P		9/6/2019	6,987	7,281	(294)
Marketaxess Holdings	P	7/21/2014	9/6/2019	21,035	2,503	18,532
Waste Mgmt Inc	P	2/19/2015	9/6/2019	23,838	10,839	12,999
Comcast Corporation Cl A	P	3/19/2018	9/9/2019	3,483	2,650	833
Anheuser-Busch ADR	P		9/12/2019	9,727	9,407	320
Comcast Corporation Cl A	P	3/19/2018	9/12/2019	1,173	883	290
Anheuser-Busch ADR	P		9/17/2019	7,251	6,649	602
Anheuser-Busch ADR	P	9/11/2018	9/18/2019	2,418	2,203	215
Sherwin-Williams Company	P	4/26/2018	9/24/2019	5,412	3,711	1,701
Coca Cola Co Com	P	7/11/2017	9/25/2019	4,068	3,329	739
Charles Schwab Corp	P	9/18/2018	9/25/2019	6,272	7,611	(1,339)
Home Depot Inc Com	P	4/6/2018	9/26/2019	5,759	4,381	1,378
Nestle S A S/ADR	P	2/4/2016	9/26/2019	2,720	1,852	868
Charles Schwab Corp	P		9/27/2019	10,335	12,647	(2,312)
Sherwin-Williams Company	P	4/26/2018	10/2/2019	13,506	9,279	4,227
Sherwin-Williams Company	P		10/3/2019	27,043	18,498	8,545
Morgan Stanley Institutional Fund Global Real Estate	P		10/4/2019	362,729	362,916	(187)
Ebay Inc Com	P		10/11/2019	10,872	10,449	223
Charles Schwab Corp	P		10/11/2019	11,173	15,093	(3,920)
Ebay Inc Com	P		10/15/2019	6,798	6,556	242
Ebay Inc Com	P		10/18/2019	3,895	3,729	166
Ebay Inc Com	P		10/22/2019	14,653	13,468	1,185
Ebay Inc Com	P		10/25/2019	30,386	27,319	3,067
Williams Sonoma Inc Com	P	6/22/2018	11/6/2019	3,410	3,187	243

Panasonic Corp LTD ADR	P		11/7/2019	77,030	127,726	(50,696)
Williams Sonoma Inc Com	P	6/20/2018	11/7/2019	3,482	3,124	358
WW International Inc	P		11/22/2019	7,396	8,569	(1,173)
Disney Walt Co Com	P		11/26/2019	7,640	5,253	2,387
Apple Computer Inc Com	P	4/23/2013	12/6/2019	13,514	2,896	10,618
Fortive Corp Common	P	5/20/2016	12/6/2019	7,815	5,034	2,781
Marketaxess Holdings	P	7/21/2014	12/6/2019	9,414	1,251	8,163
Williams Sonoma Inc Com	P	6/25/2018	12/11/2019	3,508	3,096	412
Disney Walt Co Com	P	3/13/2018	12/17/2019	3,701	2,617	1,084
Williams Sonoma Inc Com	P	6/25/2018	12/17/2019	3,570	3,096	474
Williams Sonoma Inc Com	P	6/25/2018	12/18/2019	3,621	3,096	525
Alphabet Inc Class C	P	10/26/2018	12/19/2019	6,770	5,258	1,512
Williams Sonoma Inc Com	P	6/25/2018	12/19/2019	3,644	3,096	548
Mastercard Incorporated	P	5/25/2010	3/18/2019	22,927	2,054	20,873
Alcon AG Corp Common	P	5/23/2006	4/25/2019	11	7	4
Mastercard Incorporated	P	5/25/2010	6/7/2019	26,626	2,054	24,572
Mastercard Incorporated	P	5/25/2010	9/6/2019	14,577	1,027	13,550
TOTAL LONG TERM				1,224,367	1,612,257	(387,890)
GRAND TOTAL				2,250,248	2,552,177	(301,929)

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LONG TERM PARTNERSHIP CAPITAL GAIN	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
637,220.	0.	0.	0.	637,220.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SHORT TERM PARTNERSHIP CAPITAL GAIN	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
105,503.	0.	0.	0.	105,503.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SECTION 1231 GAIN	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
488.	0.	0.	0.	488.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SECTION 1256 LOSS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	10,364.	0.	0.	<10,364.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
DISTRIBUTION IN EXCESS OF BASIS FROM K-1'S	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
55,295.	0.	0.	0.	55,295.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SHORT TERM SALE OF INVESTMENT	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,025,885.	939,925.	0.	0.	85,960.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LONG TERM SALE OF INVESTMENT	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,224,364.	1,612,256.	0.	0.	<387,892.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
GAIN FROM GRUSS GLOBAL INVESTORS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62,921.	0.	0.	0.	62,921.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
GAIN FROM SCOPIA PX INTERNATIONAL LTD FUND	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
44,338.	0.	0.	0.	44,338.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
DISPOSITION OF WELLINGTON TRUST COMPANY	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,242,906.	2,569,151.	0.	0.	<326,245.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
DISPOSITION OF FRONTIER CAPITAL APPRECIATION FUND LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1.	0.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
DISPOSITION OF BAIN CAPITAL COPS II CONTINUATION VEHICLE, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	8,181.	0.	0.	<8,181.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SALE OF DL PARTNERS OPPORTUNITIES FUND LTD	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
760,577.	860,000.	0.	0.	<99,423.>

CAPITAL GAINS DIVIDENDS FROM PART IV	195,041.
TOTAL TO FORM 990-PF, PART I, LINE 6A	354,662.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH DEKNATEL 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 2.00	0.	0.	0.
MARIA DEKNATEL 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 2.00	0.	0.	0.
GABRIEL DEKNATEL 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 2.00	0.	0.	0.
ALAN ROTTENBERG 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 2.00	0.	0.	0.
DAVID WOOD 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.