

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation Sills Family Foundation		A Employer identification number 52-1790278
Number and street (or P O box number if mail is not delivered to street address) PO Box 425	Room/suite	B Telephone number (see instructions) (802) 264-9629
City or town, state or province, country, and ZIP or foreign postal code Richmond, VT 05477		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 52,898,812	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	40,376	40,376	40,376	
	4 Dividends and interest from securities	634,286	634,286	634,286	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,575,870			
	b Gross sales price for all assets on line 6a	3,751,908			
	7 Capital gain net income (from Part IV, line 2)		1,575,870		
	8 Net short-term capital gain			10,833	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	2,250,532	2,250,532	685,495		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	95,783			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	86,594	76,836		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	24,230			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	427			
	24 Total operating and administrative expenses. Add lines 13 through 23	207,034	76,836		
25 Contributions, gifts, grants paid	2,084,330			2,084,330	
26 Total expenses and disbursements. Add lines 24 and 25	2,291,364	76,836		2,084,330	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-40,832				
b Net investment income (if negative, enter -0-)		2,173,696			
c Adjusted net income (if negative, enter -0-)			685,495		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	372,834	187,147	187,147
	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)	610,636	554,536	544,872
	b Investments—corporate stock (attach schedule)	8,669,277	7,854,419	49,340,829
	c Investments—corporate bonds (attach schedule)	736,526	722,577	720,393
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,053,298	2,083,060	2,089,097
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)			16,474	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,442,571	11,401,739	52,898,812	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	11,442,571	11,401,739	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	11,442,571	11,401,739		
31 Total liabilities and net assets/fund balances (see instructions) .	11,442,571	11,401,739		

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	11,442,571
2 Enter amount from Part I, line 27a	2	-40,832
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	11,401,739
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	11,401,739

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)	2	1,575,870
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	10,833

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))
2015	1,828,247	41,886,828	0.04365
2014	1,799,351	42,301,589	0.04254
2013	1,168,250	36,767,865	0.03177
2012	947,300	24,961,800	0.03795
2011	626,700	20,146,347	0.03111

2 Total of line 1, column (d)	2	0.187014
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.037403
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,737
7 Add lines 5 and 6	7	21,737
8 Enter qualifying distributions from Part XII, line 4	8	2,084,330

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)

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax based on investment income'. Total amount owed is 35,553.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include '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?' and 'Did the foundation have at least \$5,000 in assets at any time during the year?'.

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 Peter Sills Telephone no (917) 608-9233
Located at 205 West End Avenue New York NY ZIP+4 10023
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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country 16 Yes No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(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 2016? 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years 20, 20, 20, 20 Yes No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions) 2b No
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 2016 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 2016). 3b No
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 2016? 4b No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here. Yes No

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? Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 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	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
Deborah Sills Iarussi 597 11th Street Brooklyn, NY 11215	Secretary 10 00	57,500		13,985
Arthur Sills 308 Harvard Street Cambridge, MA 02139	President 5 00	10,000		3,536
Peter Sills 205 West End Avenue New York, NY 10023	Vice President 5 00	10,000		762
Larry Sills 37-18 Northern Blvd Long Island City, NY 11101	Director 0 00	0		

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

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

Total number of other employees paid over \$50,000. Yes No

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. ▶		

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 ▶	

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

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	
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	21,737
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	21,737
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	21,737
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	21,737
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	0

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	2,084,330
b	Program-related investments—total from Part IX-B.	1b	
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	2,084,330
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	21,737
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,062,593

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			2,069,076	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>2,084,330</u>				
a Applied to 2015, but not more than line 2a			2,069,076	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				
e Remaining amount distributed out of corpus	15,254			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,254			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	15,254			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.	15,254			

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 2016, enter the date of the ruling. ▶

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached For List of Donee Organizations VARIOUS, VT 05477	N/A	501(C)(3)	SOCIAL SERVICES	2,084,330
Total			▶ 3a	2,084,330
b <i>Approved for future payment</i>				
Total			▶ 3b	

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)
Through UBS 15031	P	2016-01-01	2016-01-01
Through UBS 15031	P	2001-01-01	2016-01-01
Through UBS 15032	P	2016-01-01	2016-01-01
Through UBS 15032	P	2001-01-01	2016-01-01
Through UBS 17436	P	2016-01-01	2016-01-01
Through UBS 17436	P	2001-01-01	2016-01-01
Through UBS 21084	P	2016-01-01	2016-01-01
Through UBS 21084	P	2001-01-01	2016-01-01
Through UBS 21095	P	2016-01-01	2016-01-01
Through UBS 21095	P	2001-01-01	2016-01-01

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)
2,658		2,481	177
187,836		146,437	41,399
18,680		19,346	-666
221,854		204,693	17,161
12,813		16,525	-3,712
108,062		108,240	-178
674,254		662,498	11,756
244,295		288,912	-44,617
46,140		46,013	127
165,525		151,459	14,066

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	
			177
			41,399
			-666
			17,161
			-3,712
			-178
			11,756
			-44,617
			127
			14,066

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)
Through UBS 21096	P	2001-01-01	2016-01-01
Through UBS 70266	P	2016-01-01	2016-01-01
Through UBS 70266	P	2001-01-01	2016-01-01
Through UBS 70378	P	2016-01-01	2016-01-01
Through UBS 70378	P	2001-01-01	2016-01-01
Through UBS (other)	P	2001-01-01	2016-01-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,881		5,601	280
40,835		40,917	-82
112,834		112,906	-72
71,787		68,554	3,233
282,030		301,456	-19,426
1,556,424			1,556,424

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	
			280
			-82
			-72
			3,233
			-19,426
			1,556,424

TY 2016 Other Expenses Schedule**Name:** Sills Family Foundation**EIN:** 52-1790278**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIPS	427			

TY 2016 Other Professional Fees Schedule**Name:** Sills Family Foundation**EIN:** 52-1790278**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administration Management Fees	1,633	0	0	0
Investment Management Fees	76,836	76,836	0	0
Tax Preparation and Consulting	6,500	0	0	0
Website Design	1,625	0	0	0

TY 2016 Taxes Schedule**Name:** Sills Family Foundation**EIN:** 52-1790278**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	3,480			
TAX OBLIGATIONS	20,750			

Sills Family Foundation
12/31/16 Form 990-PF
Part XV, Line 3

350 Bay Area Climate Education Func	PO Box 18762	Oakland CA 94619	501(c)(3)	7 500
Abraham House	1203 Kemble Street	Utica NY 13501	501(c)(3)	40 000
Academy of the City Charter School	31-29 60th Street	Woodside NY 11377	501(c)(3)	5 000
Afghan Coalitor	39155 Liberty Street	Fremont CA 94538	501(c)(3)	1 000
Alano Club of Portlan	909 NW 24th Ave	Portland OR 97210	501(c)(3)	500
Alliance for Climate Educator	4696 Broadway Suite 2	Boulder CO 80304	501(c)(3)	12 500
AS 220 Youth	115 Empire Street	Providence RI 02903	501(c)(3)	500
Audobon Society of Portland	5151 NW Cornell Roac	Portland OR 97210	501(c)(3)	500
Boston Foundation Inc (Donor Advised Fund	75 Arlington Street	Boston MA 02116	501(c)(3)	200 974
Brooklyn Institute of the Arts and Sciences	247 W 37th Street 5th Floor	New York NY 10018	501(c)(3)	30 000
Brooklyn Academy of Music	30 Lafayette Avenue	Brooklyn NY 11217	501(c)(3)	10 000
Brooklyn Ballet	160 Schemerhorn St	Brooklyn NY 11201	501(c)(3)	20 000
Brooklyn Community Foundatio	1000 Dean Street #307	Brooklyn NY 11238	501(c)(3)	15 000
Brooklyn Defenders Services	177 Livingston Street	Brooklyn NY 11201	501(c)(3)	40 000
Brooklyn Public Library	280 Cadman Paza W	Brooklyn NY 11201	501(c)(3)	18 481
Brooklyn Youth Chorus Academy	179 Pacific St	Brooklyn NY 11201	501(c)(3)	15 000
Cambridge Freneds School	5 Caddbury Road	Cambridge MA 02140	501(c)(3)	15 000
Children's Defense Func	25 E Street NW	Washington DC 20001	501(c)(3)	1 500
Circle	122 Main Street	Barre Town VT 05641	501(c)(3)	50 000
Citizens Committee for Childr	14 Wall Street Suite 4E	New York NY 10005	501(c)(3)	2 000
Civcorps	101 Myrtle Street	Oakland CA 94607	501(c)(3)	1 000
College and Community Fellowship	475 Rverside Drve #1626	New York NY 10115	501(c)(3)	25 000
Columbia University School of Nursin	617 W 168th St	New York NY 10032	501(c)(3)	25 000
Coming Clear	41 Oakview Terrace	Boston MA 02130	501(c)(3)	25 000
Community Connections for Youth	199 Lincoln Avenue Suite 21	Bronx NY 10454	501(c)(3)	50 000
Community Initiative	354 Pine Street	San Francisco CA 94104	501(c)(3)	15 000
Community Justice Center of Vermon	200 Church Street	Burlington VT 05401	501(c)(3)	13 974
Community Word Project	42 Broadway	New York NY 10004	501(c)(3)	18 000
Corporate Accountability	10 Milk Street	Boston MA 02108	501(c)(3)	5 000
Dartmouth College	6066 Development Office	Hanover NH 0375E	501(c)(3)	25 000
Ecology Center	2530 San Pablo Ave Suite H	Berkeley CA 94702	501(c)(3)	5 000
Exalt Youth	175 Remsen Street Suite 1000	Brooklyn NY 11201	501(c)(3)	50 000
Exponent Philanthrop	1720 N Street NW	Washington DC 20036	501(c)(3)	750
Family Services of Westchester	One Gateway Plaza	Port Chester NY 10573	501(c)(3)	5 000
Farm & Wilderness	401 Farm & Wilderness Road	Plymouth VT 05056	501(c)(3)	1 500
FJC	111 Dr Martin Luther King Jr Blvd	White Plains NY 10601	501(c)(3)	2 500
Fractured Atlas	248 W 35th Street 10th Floor	New York NY 10001	501(c)(3)	50 000
Fund for the City of NY	121 Avenue of the Americas	New York NY 10013	501(c)(3)	30 000
GEMS	201 W 148th Street	New York NY 10039	501(c)(3)	15 000
Girls Wnte Now	247 W 37th Street #1000	New York NY 10018	501(c)(3)	10 000
Groundswell	1156 15th Street SW	Washington DC 20005	501(c)(3)	15 000
Hip Hop for Change	2313 San Pablo	Oakland CA 94612	501(c)(3)	500
Hour Childrer	36-11A 12th Street	Long Island City NY 11106	501(c)(3)	150 000
Housing Plus Solutio	4 W 43rd Street	New York NY 10036	501(c)(3)	25 000
Howard Center	208 Flynn Avenue Suite 3	Burlington VT 05401	501(c)(3)	25 000
International Refugee Assistance Projec	40 Rector Street 9th Floor	New York NY 10006	501(c)(3)	778
JFCS	135 W 50th Street #6	New York NY 10020	501(c)(3)	1 000
Julie's Family Learning Cente	133 Dorchester Avenue	South Boston MA 02127	501(c)(3)	40 000
Just Leadership USA	112 West 34th St Suite 2104	New York NY 10120	501(c)(3)	55 000
Boys and Girls Club of Kings County	2245 Bedford Ave	Brooklyn NY 11226	501(c)(3)	15 000
LSA Family Health Service	333 E 115th St	New York NY 10029	501(c)(3)	58 750
Lund Family Cente	PO Box 409	Burlington VT 05406	501(c)(3)	25 000
Make the Road New York	301 Grove Street	Brooklyn NY 11237	501(c)(3)	15 000
Michael J Fox Founderator	Gran Central Station PO Box 4777	New York NY 10163-4777	501(c)(3)	20 000
MISSEY	424 Jefferson Street	Oakland CA 94607	501(c)(3)	6 000
Nature Conservancy	4245 North Fairfax Drive	Arlington VA 22203	501(c)(3)	500
NICA NY	2414 Sixth Street	Berkely CA 94710	501(c)(3)	1 000
New Rochelle Council on the Art	515 North Avenue	New Rochelle NY 10801	501(c)(3)	1 000
NRDC	152 15th Street NW	Washington DC 20005	501(c)(3)	4 500
New Rochelle Fund for Educator	265 Clove Road	New Rochelle NY 10801	501(c)(3)	1 500
Oakland Unite	1 Frank H Ogawa Plaza	Oakland CA 94612	501(c)(3)	1 000
Office of Institutional Advancement at Hampshire Colleg	893 West Street	Amherst MA 01002	501(c)(3)	8 334
Osborne Association	809 Westchester Avenue	Bronx NY 10455	501(c)(3)	50 000
Peace Development Func	PO Box 40250	San Francisco CA 94140	501(c)(3)	25 000
People for the Amenca Way	1101 15th Stret NW	Washington DC 20005	501(c)(3)	5 000
Pernet Family Health Services (sp?)	237 Millbury Street	Worcester MA 01610	501(c)(3)	50 000
Philanthropy New York	79 Fifth Avenue Fourth Floor	New York NY 10003	501(c)(3)	3 900
Planned Parenthood Federator	26 Bleeker St	New York NY 10012	501(c)(3)	389
Portland Homeless Family Solutio	1221 SW Yamhill Street #210	Portland OR 97205	501(c)(3)	500
Pratt Institute	200 Willoughby Avenue	New York NY 11205	501(c)(3)	6 000
Prospect Park Alliance	95 Prospect Park West	Brooklyn NY 11215	501(c)(3)	5 000
Red Hook Initiative	767 Hicks Street	Brooklyn NY 11231	501(c)(3)	15 000
Renewable Northwest Project	421 SW 6th	Portland OR 97204	501(c)(3)	15 000
Rutgers University Foundation (REACH)	7 College Ave	New Brunswick NJ 08901	501(c)(3)	2 500
Record Company	960 Massachusetts Ave	Boston MA 02118	501(c)(3)	4 500
Safe Passages	185 West Broadway	New York NY 10013	501(c)(3)	16 500
School is Open	Box 170070	San Francisco CA 94117	501(c)(3)	5 000
Shakespeare Society	118-122 Baxter Street Suite 705	New York NY 10013	501(c)(3)	21 500
Shannng Shel	One Gateway Plaza	Port Chester NY 10573	501(c)(3)	1 000
Song Catchers	50 Washington Avenue	New Rochelle NY 10801	501(c)(3)	1 500
Sousa Mendes Founderator	PO Box 4065	Huntington NY 11742	501(c)(3)	2 500
St Mary's Women and Children's Cente	90 Cushing Avenue	Dorchester MA 02125	501(c)(3)	40 000
STEPS to End Family Violence/Edwin Gould Services for Children and Familie	1968 2nd Avenue	New York NY 10029	501(c)(3)	55 000
Strategies for Youth	PO Box 390174	Cambridge MA 02139	501(c)(3)	25 000
Strom JCC	3801 East Mercer Way	Mercer Island WA 98040	501(c)(3)	5 000
Sustainable Northwest	812 SW Washington Suite 70C	Portland OR 97205	501(c)(3)	500
Tides Center	PO Box 29198	San Francisco CA 94129	501(c)(3)	25 000
Twinfield Union Schoo	106 Nasmith Brook Road	Plainfield VT 05667	501(c)(3)	5 000
United Community Center	613 New Lots Ave	Brooklyn NY 11207	501(c)(3)	5 000
University Settlement	184 Eldrdge Street	New York NY 10002	501(c)(3)	40 000
Vera Institute for Justice	233 Broadway 12th Floor	New York NY 10279	501(c)(3)	50 000
Vermont Adaptive Ski and Sports	73 Alpine Drive	Killington VT 05751	501(c)(3)	20 000
Vermont Food Bank	33 Parker Street	Barre Town VT 05641	501(c)(3)	5 000
Volunteers of Legal Services	40 Worth St Suite 820	New York NY 10013	501(c)(3)	40 000
VOTE	89 South Street Suite 203	Boston MA 02111	501(c)(3)	25 000
VSA Arts of Vermont (Vision Strength Access)	20 W Canal Street	Winooski VT 05404	501(c)(3)	5 000
Wallowa Resources (sp? Wall or Well)	401 NE 1st St Suite A	Enterprise WA 97828	501(c)(3)	20 000
Ward Brook Center	Jones Brook Road	Moretown VT 05660	501(c)(3)	6 500
We Act	1854 Amsterdam Ave	New York NY 10031	501(c)(3)	25 000
Westchester Arts Council	31 Mamaroneck Avenue	White Plains NY 10601	501(c)(3)	29 500
Willie Mae's Rock and Roll Camp for Girls	632 Broadway 7th Floor	New York NY 10012	501(c)(3)	3 000
Women's Prison Associator	110 Second Avenue	New York NY 10003	501(c)(3)	55 000
Youth Alive	1445 N Boonville Avenue	Springfield MO 65802	501(c)(3)	15 000
Youth Represent	11 Park Pl Suite 1512	New York NY 10007	501(c)(3)	25 000
Youth Shelter Program of Westchester County	220 East Eight	Mount Vernon NY 10550	501(c)(3)	1 000

Total \$ 2 084 330