

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.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2022 or tax year beginning

, and ending

Name of foundation The Mimi Foundation		A Employer identification number 20-3957984
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 660	Room/suite	B Telephone number (207) 991-2723
City or town, state or province, country, and ZIP or foreign postal code Scarborough, ME 04070-0660		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) \$ 6,221,454.	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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, column (d), must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	22,757.	22,757.		Statement 1
4 Dividends and interest from securities	91,511.	91,511.		Statement 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	301,718.			
b Gross sales price for all assets on line 6a 3,884,851.				
7 Capital gain net income (from Part IV, line 2)		301,718.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	415,986.	415,986.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees Stmt 3	185.	0.		185.
b Accounting fees Stmt 4	2,950.	1,475.		1,475.
c Other professional fees Stmt 5	24,948.	24,948.		0.
17 Interest				
18 Taxes Stmt 6	42,798.	1,710.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses Stmt 7	374.	0.		374.
24 Total operating and administrative expenses. Add lines 13 through 23	71,255.	28,133.		2,034.
25 Contributions, gifts, grants paid	410,000.			475,000.
26 Total expenses and disbursements. Add lines 24 and 25	481,255.	28,133.		477,034.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-65,269.			
b Net investment income (if negative, enter -0-)		387,853.		
c Adjusted net income (if negative, enter -0-)			N/A	

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			
	2 Savings and temporary cash investments	265,855.	1,125,913.	1,125,913.
	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 Stmt 9	925,560.	552,028.	552,028.
	b Investments - corporate stock Stmt 10	5,283,945.	3,987,227.	3,987,227.
	c Investments - corporate bonds Stmt 11	1,293,291.	347,470.	347,470.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans Stmt 12	173,007.	6,890.	6,890.	
13 Investments - other Stmt 13	0.	194,928.	194,928.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation				
15 Other assets (describe <u>Accrued interest</u>)	8,480.	6,998.	6,998.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,950,138.	6,221,454.	6,221,454.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	65,000.		
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe _____)			
	23 Total liabilities (add lines 17 through 22)	65,000.	0.	
Net Assets or Fund Balances	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	7,885,138.	6,221,454.	
	29 Total net assets or fund balances	7,885,138.	6,221,454.	
30 Total liabilities and net assets/fund balances	7,950,138.	6,221,454.		

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	7,885,138.
2 Enter amount from Part I, line 27a	2	-65,269.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	7,819,869.
5 Decreases not included in line 2 (itemize) <u>See Statement 8</u>	5	1,598,415.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	6,221,454.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly Traded Securities	P		
b Capital Gains Dividends			
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 3,878,415.		3,583,133.	295,282.
b 6,436.			6,436.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			295,282.
b			6,436.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	301,718.
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	N/A

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 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)	1	5,391.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) 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	5,391.
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	5,391.
6 Credits/Payments:		
a 2022 estimated tax payments and 2021 overpayment credited to 2022	6a	22,400.
b Exempt foreign organizations - tax withheld at source	6b	0.
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	0.
7 Total credits and payments. Add lines 6a through 6d	7	22,400.
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 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	17,009.
11 Enter the amount of line 10 to be: Credited to 2023 estimated tax 17,009. Refunded	11	0.

Part VI-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c	Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b	If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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 XIV	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ME		
8b	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 2022 or the tax year beginning in 2022? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
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 Karen Schacht Telephone no. (207) 991-2723 Located at P.O. Box 660, Scarborough, ME ZIP+4 04070-0660		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		N/A
16	At any time during calendar year 2022, 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 VI-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?		X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	X	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		X
(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)?		X
(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.)		X
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		X
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d 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 2022?		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 2022, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2022? If "Yes," list the years _____, _____, _____		X
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?		X
b If "Yes," did it have excess business holdings in 2022 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 2022.)	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 2022?		X

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Part VI-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))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
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	
c Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
d If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
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?		X

Part VII 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
Julia H. DiNapoli P.O. Box 660 Scarborough, ME 04070	President 1.00	0.	0.	0.
Courtney H. McCollum P.O. Box 660 Scarborough, ME 04070	Vice President (end 10/2022) 1.00	0.	0.	0.
Karen K. Schacht P.O. Box 660 Scarborough, ME 04070	Treasurer 1.00	0.	0.	0.
Calvin E. True, Esq. P.O. Box 660 Scarborough, ME 04070	Secretary 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part XIV 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
Boothbay Region YMCA P.O. Box 500; 261 Townsend Avenue Boothbay Harbor, ME 04538	N/A	PC	General Operating Support	40,000.
Camp Beech Cliff P.O. Box 381 Mount Desert, ME 04660	N/A	PC	General Operating Support	2,500.
Camp Sunshine at Sebago Lake, Inc. 35 Acadia Road Casco, ME 04015	N/A	PC	General Operating Support	2,000.
Full Plates Full Potential 14 Maine Street, Box 3 Brunswick, ME 04011	N/A	PC	General Operating Support	1,500.
Hospice of Southern Maine 390 US Route One Scarborough, ME 04074	N/A	PC	General Operating Support	15,000.
Hospice Regatta of Maine 14 McKenzie Avenue Ellsworth, ME 04605	N/A	PC	General Operating Support	2,500.
Husson University Gracie Theatre 1 College Circle Bangor, ME 04401	N/A	PC	General Operating Support	45,000.
Maine Appalachian Trail Club P.O. Box 7564 Portland, ME 04112	N/A	PC	General Operating Support	10,000.
Maine Audubon Society 20 Gilsland Farm Road Falmouth, ME 04105	N/A	PC	General Operating Support	5,000.
Maine Huts & Trails 496 Main Street, Apartment C Kingfield, ME 04947	N/A	PC	General Operating Support	25,000.
Total from continuation sheets				446,000.

Part XIV 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
Maine Justice Foundation 124 State Street Augusta, ME 04330	N/A	PC	General Operating Support	1,500.
Maine Needs P.O. Box 4174 Portland, ME 04101	N/A	PC	General Operating Support	2,000.
Maine Recovery Fund 494 Forest Avenue Portland, ME 04101	N/A	PC	General Operating Support	10,000.
MaineHealth (f/b/o Maine Behavioral Healthcare) 78 Atlantic Place South Portland, ME 04106	N/A	PC	General Operating Support	81,500.
NAMI Maine Inc. 52 Water Street Hallowell, ME 04347	N/A	PC	General Operating Support	5,000.
North Baldwin Animal Shelter P.O. Box 190 Bay Minette, AL 36507	N/A	PC	General Operating Support	10,000.
Olympia Snowe Women's Leadership Institute 1 Canal Plaza, Suite 501 Portland, ME 04101	N/A	PC	General Operating Support	5,000.
Penobscot Theatre Company 131 Main Street Bangor, ME 04401	N/A	PC	General Operating Support	105,500.
Pine Tree Society (Pine Tree Camp) 149 Front Street Bath, ME 04530	N/A	PC	General Operating Support	5,000.
Planned Parenthood of Northern New England 784 Hercules Drive, Suite 110 Colchester, VT 05446	N/A	PC	General Operating Support	25,000.
Total from continuation sheets				

Part XIV 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
Portland Children's Dyslexia Center 1897 Congress Street Portland, ME 04102	N/A	PC	General Operating Support	1,000.
Portland Community Squash 66 Noyes Street Portland, ME 04103	N/A	PC	General Operating Support	5,000.
Portland School of Ballet (Portland Ballet) 517 Forest Avenue, Suite 2 Portland, ME 04101	N/A	PC	General Operating Support	1,000.
Snow Pond Center for the Arts 8 Golden Rod Lane Sidney, ME 04330	N/A	PC	General Operating Support	5,000.
Society for the Prevention of Cruelty to Animals of Hancock County 141 Bar Harbor Road Trenton, ME 04605	N/A	PC	General Operating Support	1,500.
St. Brigid School 673 Stevens Avenue Portland, ME 04103	N/A	PC	General Operating Support	2,500.
Telling Room 225 Commercial Street, Suite 201 Portland, ME 04101	N/A	PC	General Operating Support	11,000.
The Locker Project P.O. Box 3134 Portland, ME 04104	N/A	PC	General Operating Support	5,000.
Through These Doors P.O. Box 704 Portland, ME 04104	N/A	PC	General Operating Support	5,000.
University of Maine at Orono 168 College Avenue Orono, ME 04469	N/A	GOV	General Operating Support	5,000.
Total from continuation sheets				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Fidelity accounts	22,757.	22,757.	
Total to Part I, line 3	22,757.	22,757.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Fidelity accounts	97,947.	6,436.	91,511.	91,511.	
To Part I, line 4	97,947.	6,436.	91,511.	91,511.	

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	185.	0.		185.
To Fm 990-PF, Pg 1, ln 16a	185.	0.		185.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	2,950.	1,475.		1,475.
To Form 990-PF, Pg 1, ln 16b	2,950.	1,475.		1,475.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment fees	24,948.	24,948.			0.
To Form 990-PF, Pg 1, ln 16c	24,948.	24,948.			0.

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign taxes paid	1,710.	1,710.			0.
Excise taxes	41,088.	0.			0.
To Form 990-PF, Pg 1, ln 18	42,798.	1,710.			0.

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Office expenses	374.	0.			374.
To Form 990-PF, Pg 1, ln 23	374.	0.			374.

Form 990-PF	Other Decreases in Net Assets or Fund Balances			Statement	8
Description				Amount	
Unrealized gain on investments				1,573,415.	
Timing differences in checks written and cashed				25,000.	
Total to Form 990-PF, Part III, line 5				1,598,415.	

Form 990-PF	U.S. and State/City Government Obligations			Statement	9
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
3000 shs United States Treas ser AB-2023	X		2,967.	2,967.	
3001 shs United States Treas ser AL-2024	X		164,954.	164,954.	
3002 shs United States Treas ser P- 2025	X		2,884.	2,884.	
3003 shs United States Treas ser C-2026	X		4,602.	4,602.	
3004 shs United States Treas ser N-2026	X		184,043.	184,043.	
3005 shs United States Treas ser AA-2027	X		27,073.	27,073.	
3006 shs United States Treas ser E-2029	X		72,025.	72,025.	
3007 shs United States Treas ser C-2030	X		28,492.	28,492.	
3008 shs United States Treas ser B-2032	X		46,658.	46,658.	
3009 shs United States Treas ser AS-2023	X		18,330.	18,330.	
Total U.S. Government Obligations			552,028.	552,028.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			552,028.	552,028.	

Form 990-PF	Corporate Stock		Statement	10
Description		Book Value	Fair Market Value	
744.804 shs FAMEX		33,390.	33,390.	
210.191 shs MFEIX		27,867.	27,867.	
5211.366 shs SVFYX		344,940.	344,940.	
1045 shs IGRO		60,223.	60,223.	
1136 shs VT		97,912.	97,912.	
242 shs VBR		38,430.	38,430.	
154 shs VTI		29,443.	29,443.	
121 shs AAPL		15,722.	15,722.	
81 shs ADM		7,521.	7,521.	
374 shs WRB		27,141.	27,141.	
74 shs CI		24,519.	24,519.	
223 shs CAH		17,142.	17,142.	

137 shs DHR	36,363.	36,363.
253 shs DVN	15,562.	15,562.
109 shs FSLR	16,327.	16,327.
95 shs GPC	16,483.	16,483.
269 shs LW	24,038.	24,038.
547 shs MRO	14,807.	14,807.
44 shs MCK	16,505.	16,505.
22 shs ORLY	18,569.	18,569.
421 shs OXY	26,519.	26,519.
168 shs PCAR	16,627.	16,627.
178 shs TXRH	16,189.	16,189.
56 shs VRTX	16,172.	16,172.
96 shs V	19,945.	19,945.
75 shs AON	22,511.	22,511.
96 shs CAN	25,617.	25,617.
86 shs FERG	10,919.	10,919.
116 shs ICLR	22,533.	22,533.
115 shs STE	21,239.	21,239.
363 shs ALC	24,884.	24,884.
58 shs ASMIY	14,587.	14,587.
34 shs ASML	18,578.	18,578.
133 shs RACE	28,491.	28,491.
416 shs AAGIY	18,506.	18,506.
1483 sh ADYEV	20,391.	20,391.
329 shs AMADY	17,047.	17,047.
348 shs AZN	23,594.	23,594.
1004 shs ATTKY	11,861.	11,861.
151 shs TEAM	19,431.	19,431.
287 shs CSLLY	28,003.	28,003.
524 shs CP	39,085.	39,085.
160 shs DSDVY	12,589.	12,589.
61 shs EPAM	19,992.	19,992.
153 shs EVVTY	14,910.	14,910.
844 shs EXPGY	28,559.	28,559.
741 shs IBN	16,220.	16,220.
208 shs LVMUY	30,186.	30,186.
670 shs LSRCY	22,084.	22,084.
61 shs LNNGY	13,238.	13,238.
227 shs LZAGY	11,117.	11,117.
41 shs LULU	13,136.	13,136.
12 shs MTD	17,345.	17,345.
221 shs NSRGY	24,434.	24,434.
309 shs NVO	41,820.	41,820.
443 shs PRNDY	17,375.	17,375.
78 shs RMD	16,234.	16,234.
754 shs SBGSY	21,038.	21,038.
804 shs SXYAY	19,265.	19,265.
109 shs WCN	14,449.	14,449.
411 shs ETN	64,506.	64,506.
453 shs FERG	57,517.	57,517.
995 shs JCI	63,680.	63,680.
512 shs GOOG	45,430.	45,430.
228 shs AMZN	41,160.	41,160.
640 shs AMAT	62,323.	62,323.

228 shs BRKB	70,429.	70,429.
794 shs CI	263,084.	263,084.
386 shs CVS	35,971.	35,971.
1584 shs COF	147,249.	147,249.
1221 shs CARR	50,366.	50,366.
447 shs YOU	12,261.	12,261.
1152 shs DAR	72,104.	72,104.
391 shs META	47,053.	47,053.
89 shs HUM	45,585.	45,585.
277 shs IAC	12,299.	12,299.
1249 shs INTC	33,011.	33,011.
69 shs MKL	90,907.	90,907.
4740 shs MBC	35,787.	35,787.
83 shs MSFT	19,905.	19,905.
395 shs ORCL	32,287.	32,287.
1435 shs OC	122,405.	122,405.
906 shs DGX	141,735.	141,735.
281 shs RTX	28,359.	28,359.
193 shs SAP	19,916.	19,916.
2616 shs TECK	98,937.	98,937.
271 shs TXN	44,775.	44,775.
2447 shs USB	106,714.	106,714.
219 shs UNH	116,109.	116,109.
12895 shs VTRS	143,521.	143,521.
1586 shs VMEQ	5,440.	5,440.
3797 shs WFC	156,778.	156,778.
Total to Form 990-PF, Part II, line 10b	3,987,227.	3,987,227.

Form 990-PF	Corporate Bonds	Statement 11
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Description	Book Value	Fair Market Value
4000 shs Berkshire Hathaway INC Del ; 084670BR8	3,983.	3,983.
12000 shs Apple Inc. Note; 037833 CG3	11,760.	11,760.
14000 shs Microsoft Corp Note; 594918BB9	13,449.	13,449.
9000 shs Enterprise Prods Oper LLC Note; 29379VBE2	8,751.	8,751.
19000 shs Citigroup Inc MTN; 172967JP7	18,397.	18,397.
19000 shs Oracle Corp Note; 68389XBC8	18,026.	18,026.
20000 shs Toronto Dominion Bank MTN; 89114QCK2	17,852.	17,852.
18000 shs Goldman Sachs Group Inc.; 38143U8H7	17,326.	17,326.
19000 shs Wells Fargo &Co MTN; 95000U2N2	17,683.	17,683.
19000 shs Fiserv Inc.note; 337738AT5	17,781.	17,781.
19000 shs Walmart Inc. Note; 931142EX7	18,738.	18,738.
9000 shs BP Cap MKTS P L C Note; 05565QDN5	8,475.	8,475.
17000 shs CVS Health Corp Note; 126650CX6	16,443.	16,443.
18000 shs Comcast corp New Note; 20030NCH2	16,903.	16,903.
20000 shs Lowes Cos inc. Note; 548661ED5	16,798.	16,798.
9000 shs Shell Intl.Fin.Bv; 822582CB6	8,667.	8,667.

17000 shs ABBVIE Inc; 00287YBF5	16,398.	16,398.
9000 shs Anheuser-busch Inbev WLDW; 035240AQ3	8,884.	8,884.
19000 shs Home Depot inc; 437076BY7	17,189.	17,189.
19000 shs Verizon Communications inc.; 92343VFE9	16,755.	16,755.
19000 shs JPMorgan Chase & Co; 46647PBE5	15,934.	15,934.
10000 shs Morgan Stanley Ser 1 MTN; 6174468L6	8,264.	8,264.
20000 shs American Tower Corp; 03027XBM1	16,279.	16,279.
20000 shs Duke Energy Corp; 26441CBL8	16,296.	16,296.
47.677 shs BSIIX	439.	439.
Total to Form 990-PF, Part II, line 10c	347,470.	347,470.

Form 990-PF	Mortgage Loans	Statement 12
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Description	Book Value	Fair Market Value
11023 shs Uniform MBS Pool #AX6989; 3138Y8XT2	2,211.	2,211.
14000 shs Uniform MBS Pool #MA3745; 31418DET5	1,854.	1,854.
13000 shs Uniform MBS Pool #MA3937 31418DLT7	2,825.	2,825.
Total to Form 990-PF, Part II, line 12	6,890.	6,890.

Form 990-PF	Other Investments	Statement 13
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Description	Valuation Method	Book Value	Fair Market Value
65000 shs BMW BK North Amer Utah CD; 05580AR89	FMV	64,938.	64,938.
65000 shs Morgan Stanley BK N A CD; 61690UU57	FMV	65,013.	65,013.
65000 shs Pacific Westn BK Beverly Hills CD 69506YUN7	FMV	64,977.	64,977.
Total to Form 990-PF, Part II, line 13		194,928.	194,928.