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.**

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

OMB No. 1545-0047

2022

Open to Public Inspection

For calendar year 2022, or tax year beginning 01-01-2022 , and ending 12-31-2022

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 A

Room/suite

B Telephone number (see instructions)
(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 ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here............ ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ... ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here .... ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), *line 16*) ▶$ 54,915,120

J Accounting method: ☑ Cash ☐ Accrual ☐ 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 .... ▶ ☐

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).)*

	Line	Description	(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 ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities . . .	1,263,363	1,257,937		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-101,430			
	b	Gross sales price for all assets on line 6a 5,180,677				
	7	Capital gain net income (from Part IV, line 2) . . .		0		
	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) (attach schedule)				
	11	Other income (attach schedule)	97,228	19,919	86,779	
	12	**Total.** Add lines 1 through 11	1,259,161	1,277,856	86,779	
Operating and Administrative Expenses	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 (attach schedule)				
	b	Accounting fees (attach schedule)	26,270	13,135	0	13,135
	c	Other professional fees (attach schedule)	543,393	236,470	0	306,923
	17	Interest				
	18	Taxes (attach schedule) (see instructions) . . .	127,869	40,869	0	0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	245,432	240,595	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	942,964	531,069	0	320,058
	25	Contributions, gifts, grants paid	2,105,000			2,105,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,047,964	531,069	0	2,425,058
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-1,788,803			
	b	**Net investment income** (if negative, enter -0-)		746,787		
	c	**Adjusted net income** (if negative, enter -0-) . . .			86,779	

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	1,250	2,662	2,662
	2	Savings and temporary cash investments	3,180,881	2,158,819	2,155,063
	3	Accounts receivable ▶ 9,679			
		Less: allowance for doubtful accounts ▶	262,641	9,679	9,679
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,917,381	7,632,073	10,731,773
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	35,078,734	32,850,536	42,015,943
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	44,440,887	42,653,769	54,915,120
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 ▶)	50	1,735	
	23	**Total liabilities**(add lines 17 through 22)	50	1,735	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here** ▶ ☐ **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 ▶ ☑ **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	44,440,837	42,652,034	
	29	**Total net assets or fund balances** (see instructions)	44,440,837	42,652,034	
	30	**Total liabilities and net assets/fund balances** (see instructions)	44,440,887	42,653,769	

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	44,440,837
2	Enter amount from Part I, line 27a	2	-1,788,803
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	42,652,034
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29.	6	42,652,034

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.)
1 a	LONG TERM PARTNERSHIP CAPITAL GAIN	P		
b	SHORT TERM PARTNERSHIP CAPITAL GAIN	P		
c	SECTION 1231 LOSS	P		
d	SECTION 1256 GAIN	P		
e	LOSS FROM PFICS	P		
	LONG TERM SALE OF INVESTMENT	P		
	SHORT TERM SALE OF INVESTMENT	P		
	GAIN ON DISPOSAL OF PARTNERSHIP K-1S	P		
	CAPITAL GAINS DIVIDENDS	P		

	(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	455,006			455,006
b			95,469	-95,469
c			212	-212
d	19,653			19,653
e			231,535	-231,535
	1,048,250		1,012,159	36,091
	3,563,720		3,942,732	-379,012
	251			251
	93,797			93,797

	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				455,006
b				-95,469
c				-212
d				19,653
e				-231,535
				36,091
				-379,012
				251
				93,797

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**	-101,430
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		**3**	

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary–see instructions)**	1	10,380
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	10,380
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	10,380
6	Credits/Payments:		
a	2022 estimated tax payments and 2021 overpayment credited to 2022	6a	73,071
b	Exempt foreign organizations—tax withheld at source	6b	0
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d	7	83,071
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2221 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	72,691
11	Enter the amount of line 10 to be: **Credited to 2023 estimated tax** ▶ 72,691 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XIV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2022 or the taxable year beginning in 2022? See the instructions for Part XIII. If "Yes," complete Part XIII	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VI-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.	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?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶GOULSTON STORRS PC Telephone no. ▶(617) 482-1776

Located at ▶400 ATLANTIC AVENUE BOSTON MA ZIP+4 ▶021103333

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
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?	16		No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign			

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

			Yes	No
	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?	1a(1)		No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)		No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)		No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)		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)?	1a(5)		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.)	1a(6)		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	1b		
c	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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?	1d		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 2022, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2022?	2a		No
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a		No
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 Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2022.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2022?	4b		No

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))?	5a(1)		No
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	5a(2)		No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	5a(3)		No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	5a(4)		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?	5a(5)		No
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		
c	Organizations relying on a current notice regarding disaster assistance check ▶ ☐			
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).*	5d		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	6a		No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	7a		No
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	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 during the year?	8		No

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ELIZABETH DEKNATEL 400 ATLANTIC AVE BOSTON, MA 021103333	TRUSTEE 2.00	0	0	0
MARIA DEKNATEL 400 ATLANTIC AVE BOSTON, MA 021103333	TRUSTEE 2.00	0	0	0
GABRIEL DEKNATEL 400 ATLANTIC AVE BOSTON, MA 021103333	TRUSTEE 2.00	0	0	0
ALAN ROTTENBERG 400 ATLANTIC AVE BOSTON, MA 021103333	TRUSTEE 2.00	0	0	0
DAVID WOOD 400 ATLANTIC AVE BOSTON, MA 021103333	TRUSTEE 2.00	0	0	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	**(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 VII **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
MOTT PHILANTHROPIC 800 BOYLSTON STREET BOSTON,MA 021998129	GRANTS MANAGEMENT	240,406
GOULSTON & STORRS 400 ATLANTIC AVENUE BOSTON,MA 021103333	INVESTMENT/CUSTODIAL/LEGAL	152,668
CAMBRIDGE ASSOCIATES 100 SUMMER STREET BOSTON,MA 02115	INVESTMENT/CUSTODIAL	93,025

Total number of others receiving over $50,000 for professional services. . . . . ▶ 0

Part VIII- 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 VIII- 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 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	56,561,740
b	Average of monthly cash balances	1b	2,512,241
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	59,073,981
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	59,073,981
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	886,110
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3.	5	58,187,871
6	**Minimum investment return.** Enter 5% (0.05) of line 5	6	2,909,394

Part X 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 IX, line 6	1	2,909,394
2a	Tax on investment income for 2022 from Part V, line 5 — 2a: 10,380		
b	Income tax for 2022. (This does not include the tax from Part V.) — 2b:		
c	Add lines 2a and 2b	2c	10,380
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,899,014
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2,899,014
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 XII, line 1	7	2,899,014

Part XI 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	2,425,058
b	Program-related investments—total from Part VIII-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 XII, line 4.	4	2,425,058

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2021	(c) 2021	(d) 2022
1 Distributable amount for 2022 from Part X, line 7				2,899,014
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2021 only.			0	
b Total for prior years: 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2022:				
a From 2017.				
b From 2018.				
c From 2019.				
d From 2020. 911,108				
e From 2021.				
f **Total** of lines 3a through e	911,108			
4 Qualifying distributions for 2022 from Part XI, line 4: ▶ $ 2,425,058				
a Applied to 2021, 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 2022 distributable amount				2,425,058
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2022. *(If an amount appears in column (d), the same amount must be shown in column (a).)*	473,956			473,956
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	437,152			
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 2021. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2022. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2023				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 2017 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2023.** Subtract lines 7 and 8 from line 6a	437,152			
10 Analysis of line 9:				
a Excess from 2018				
b Excess from 2019				
c Excess from 2020. . . . 437,152				
d Excess from 2021				
e Excess from 2022				

Part XIII **Private Operating Foundations** (see instructions and Part VI-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 2022, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2022	**(b)** 2021	**(c)** 2020	**(d)** 2019	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, 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 IX, 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 **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)**

1 **Information Regarding Foundation Managers:**

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

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

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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
BROOKLINE FOOD PANTRY 210 HARVARD ST BROOKLINE,MA 02446	NONE	509(A)(1)	GENERAL SUPPORT	5,000
CENTER ON BUDGET AND POLICY PRIORITIES 820 FIRST STREET NE SUITE 510 WASHINGTON,DC 20002	NONE	501(A)(1)	GENERAL OPERATING SUPPORT	410,000
COMMUNITY FOUNDATION OF LOUISVILLE 325 W MAIN STREET 1110 LOUISVILLE,KY 40202	NONE	509(A)(1)	GENERAL OPERATIONS	20,000
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	50,000
GEORGIA BUDGET AND POLICY INSTITUTE INC 50 HURT PLZ SE STE 720 ATLANTA,GA 30303	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	75,000
HOPEWELL FUND 1201 CONNECTICUT AVE NW SUITE 300 WASHINGTON,DC 20036	NONE	509(A)(1)	MOVEMENT COOPERATION	20,000
INSTITUTE ON TAXATION AND ECONOMIC POLICY 1616 P STREET NW WASHINGTON,DC 20036	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	50,000
JEWISH ARTS COLLABORATIVE	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	5,000

1320 CENTRE STREET SUITE 201 NEWTON,MA 02459				
KANSAS ACTION FOR CHILDREN INC 709 S KANSAS AVE STE 200 TOPEKA,KS 66603	NONE	509(A)(1)	GENERAL OPERATIONS	200,000
KENTUCKY COALITION INC 131 N MILL ST SASSER,KY 40741	NONE	509(A)(1)	GENERAL OPERATIONS	170,000
KENTUCKY PUBLIC RADIO 619 SOUTH 4TH STREET LOUISVILLE,KY 40202	NONE	509(A)(1)	THE CENTER FOR INVESTIGATIVE REPORTING	5,000
MASSACHUSETTS COMMUNITIES ACTION NETWORK 14 CUSHING AVENUE DORCESTER,MA 02125	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	15,000
MONTANA BUDGET AND POLICY CENTER 101 N LAST CHANCE GULCH STE 220 HELENA,MT 59601	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	50,000
MOUNTAIN ASSOCIATION FOR COMMUNITY ECONOMIC DEVELOPMENT (KCEP) 433 CHESTNUT STREET BEREA,KY 40403	NONE	509(A)(1)	KENTUCKY CENTER FOR ECONOMIC POLICY	355,000
NAGEL AND ASSOCIATESECONOMIC OPPORTUNITY FUNDERS 2704 SEVIER STREET DURHAM,NC 27705	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	15,000
NEW YORK WOMEN'S FOUNDATION 39 BROADWAY 23RD FLOOR NEW YORK,NY 10006	NONE	509(A)(1)	GENERAL OPERATIONS	15,000
ONE ARIZONA 530 E MCDOWELL RD STE 107448 PHOENIX,AZ 85004	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	50,000
STATE POWER FUND 25 E BOARDMAN ST STE 428 YOUNGSTOWN,OH 44503	NONE	201(C)(3)	GENERAL OPERATING SUPPORT	50,000
THE AMERICAN PROSPECT 1225 EYE ST NW SUITE 600 WASHINGTON,DC 20005	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	100,000
THE COMMONWEALTH INSTITUTE FOR FISCAL ANALYSIS 1329 E CARY STREET SUITE 202 RICHMOND,VA 23219	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	75,000
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
CELIAC DISEASE FOUNDATION 20350 VENTURA BLVD SUITE 240 WOODLAND HILLS,CA 91364	NONE	501(A)(1)	GENERAL OPERATING SUPPORT	5,000
THE CIVILIANS 138 S OXFORD ST 3C BROOKLYN,NY 11217	NONE	501(A)(1)	GENERAL OPERATING SUPPORT	5,000

KENTUCKY CIVIC ENGAGEMENT TABLE INC 2508 PORTLAND AVE STE 14 LOUISVILLE,KY 40212	NONE	501(A)(1)	GENERAL OPERATING SUPPORT	150,000
Total . . . . ▶ **3a**				2,105,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,263,363	
5 Net rental income or (loss) from real estate:					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-101,430	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PARTNERSHIP PASSTHROUGH	523000	-9,470	14	16,301	
b FEDERAL TAX REFUNDS			14	86,779	
c MISCELLANEOUS RECEIPTS			14	3,618	
d					
e					
12 Subtotal. Add columns (b), (d), and (e) . .		-9,470		1,268,631	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,259,161

(See worksheet in line 13 instructions to verify calculations.)

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

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

Part XVI **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line No.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

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.

Signature of officer or trustee | Date: 2023-11-14 | Title

May the IRS discuss this return with the preparer shown below? See instructions. ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
JAMES R DOWNING		2023-11-14		P01229332

Firm's name ▶ PKF O'CONNOR DAVIES ADVISORY LLC | Firm's EIN ▶87-3231666

Firm's address ▶ 150 PRESIDENTIAL WAY SUITE 510
WOBURN, MA 01801 | Phone no. (781) 937-5300

Additional Data

Return to Form

Software ID:
Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

TY 2022 IRS 990 e-File Render

Name: LIMESTONE FOUNDATION

EIN: 47-7017224

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES - TAX PREP	26,270	13,135	0	13,135

TY 2022 IRS 990 e-File Render

Name: LIMESTONE FOUNDATION

EIN: 47-7017224

Identifier	Return Reference	Explanation
INFORMATION ABOUT DIRECTORS & OFFICERS	FORM 990-PF, PART VIII, LINE 1	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.

TY 2022 IRS 990 e-File Render

Name: LIMESTONE FOUNDATION

EIN: 47-7017224

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOMESTIC EQUITY	7,632,073	10,731,773

TY 2022 IRS 990 e-File Render

Name: LIMESTONE FOUNDATION

EIN: 47-7017224

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DOMESTIC BONDS	AT COST	6,242,899	5,491,533
GLOBAL EQUITY	AT COST	7,863,608	8,716,861
HEDGE FUNDS	AT COST	9,107,182	16,004,513
PRIVATE INVESTMENTS	AT COST	9,636,847	11,803,036

TY 2022 IRS 990 e-File Render

Name: LIMESTONE FOUNDATION

EIN: 47-7017224

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DEDUCTIONS AND LOSSES FROM PASSTHROUGHS	244,638	239,801	0	0
MISC EXPENSES	109	109	0	0
FILING FEES	685	685	0	0

TY 2022 IRS 990 e-File Render

Name: LIMESTONE FOUNDATION

EIN: 47-7017224

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP PASSTHROUGH	6,831	16,301	0
FEDERAL TAX REFUNDS	86,779		86,779
MISCELLANEOUS RECEIPTS	3,618	3,618	0

TY 2022 IRS 990 e-File Render

Name: LIMESTONE FOUNDATION

EIN: 47-7017224

Description	Beginning of Year - Book Value	End of Year - Book Value
MOTT FUNDS	50	50
CAPITAL CALLS PAYABLE	0	1,685

TY 2022 IRS 990 e-File Render

Name: LIMESTONE FOUNDATION

EIN: 47-7017224

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	150,319	150,319	0	0
MOTT PHILANTHROPIC	240,406	0	0	240,406
GOULSTON & STORRS FEES	152,668	86,151	0	66,517
TRUSTEE FEES	0	0	0	0

TY 2022 IRS 990 e-File Render

Name: LIMESTONE FOUNDATION

EIN: 47-7017224

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	40,869	40,869	0	0
FEDERAL EXCISE TAX	87,000	0	0	0