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
2024
Open to Public Inspection

For calendar year 2024, or tax year beginning 01-01-2024 , and ending 12-31-2024

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) Room/suite
GOULSTON STORRS 1 POST OFFICE

B Telephone number (see instructions)
(617) 482-1776

City or town, state or province, country, and ZIP or foreign postal code
BOSTON, MA 021092115

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*) ▶$ 59,370,877

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	981,304	960,867		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,355,956			
	b	Gross sales price for all assets on line 6a 17,172,264				
	7	Capital gain net income (from Part IV, line 2)		7,348,480		
	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)	226,756	216,898	0	
	12	**Total.** Add lines 1 through 11	8,564,016	8,526,245	0	
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)	30,918	15,459	0	15,459
	c	Other professional fees (attach schedule)	610,101	261,223	0	348,878
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	43,204	28,204	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	254,630	249,140	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	938,853	554,026	0	364,337
	25	Contributions, gifts, grants paid	2,470,000			2,470,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,408,853	554,026	0	2,834,337
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	5,155,163			
	b	**Net investment income** (if negative, enter -0-)		7,972,219		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	17,235	7,212	7,212
	2	Savings and temporary cash investments	1,274,808	810,851	805,303
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	7,912,787	12,152,338	16,335,727
	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)	31,875,012	33,264,604	42,222,635
	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)	41,079,842	46,235,005	59,370,877
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	50	
	23	**Total liabilities** (add lines 17 through 22)	50	50	
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	41,079,792	46,234,955	
	29	**Total net assets or fund balances** (see instructions)	41,079,792	46,234,955	
	30	**Total liabilities and net assets/fund balances** (see instructions)	41,079,842	46,235,005	

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	41,079,792
2	Enter amount from Part I, line 27a	2	5,155,163
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	46,234,955
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	46,234,955

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 SALE OF INVESTMENT	P		
b	SHORT TERM SALE OF INVESTMENT	P		
c	SHORT TERM PARTNERSHIP CAPITAL LOSS	P		
d	LONG TERM PARTNERSHIP CAPITAL GAIN	P		
e	SECTION 1231 LOSS	P		
	SECTION 1256 GAIN	P		
	GAINS FROM GENERATION IM GLOBAL EQUITY A SHARES	P		
	GAINS FROM TACONIC OPPORTUNITY OFFSHORE FUND LTD	P		
	GAINS FROM VARADERO INTERNATIONAL LTD.	P		
	GAINS FROM SELECT EQUITY OFFSHORE FUND LTD	P		
	LOSS ON SALE OF MIT PRIVATE EQUITY FUND LP II	P		
	GAIN ON REDEMPTION OF PARK STREET CAPITAL NATURAL RESOURCE FUND II LP	P		
	LOSS ON REDEMPTION OF PARK STREET CAPITAL PRIVATE EQUITY FUND VII LP	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	8,072,318		5,273,536	2,798,782
b	3,023,724		2,908,841	114,883
c			12,986	-12,986
d	447,091		7,476	439,615
e			1,204	-1,204
	1,665			1,665
	3,000,000			3,000,000
	647,007		572,212	74,795
	328,540		234,375	94,165
	1,303,111		750,000	553,111
	5,556		32,082	-26,526
	8,505		7,664	841
	17,119		23,408	-6,289
	317,628			317,628

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
a				2,798,782
b				114,883
c				-12,986
d				439,615
e				-1,204
				1,665
				3,000,000
				74,795
				94,165
				553,111
				-26,526
				841
				-6,289
				317,628

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	7,348,480
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	110,814
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	110,814
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	110,814
6	Credits/Payments:				
a	2024 estimated tax payments and 2023 overpayment credited to 2024	6a	58,206		
b	Exempt foreign organizations—tax withheld at source	6b	0		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	140,000		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments. Add lines 6a through 6d			7	198,206
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶			10	87,392
11	Enter the amount of line 10 to be: **Credited to 2025 estimated tax** ▶ 87,392 **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 2024 or the taxable year beginning in 2024? 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
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 2024, 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 country ▶			

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 2024?	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 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024?	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 2024 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 2024.)*.	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 2024?	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	285,161
GOULSTON & STORRS 400 ATLANTIC AVENUE BOSTON,MA 021103333	INVESTMENT/CUSTODIAL/LEGAL	132,338
CAMBRIDGE ASSOCIATES 100 SUMMER STREET BOSTON,MA 02115	INVESTMENT/CUSTODIAL	117,739

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	56,929,420
b	Average of monthly cash balances			1b	2,073,245
c	Fair market value of all other assets (see instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	59,002,665
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	59,002,665
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)			4	885,040
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3			5	58,117,625
6	**Minimum investment return.** Enter 5% (0.05) of line 5			6	2,905,881

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	2,905,881
2a	Tax on investment income for 2024 from Part V, line 5	2a	110,814		
b	Income tax for 2024. (This does not include the tax from Part V.)	2b	137		
c	Add lines 2a and 2b			2c	110,951
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,794,930
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	2,794,930
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	2,794,930

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	2,834,337
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	2,834,337

Part XII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
1 Distributable amount for 2024 from Part X, line 7					2,794,930
2 Undistributed income, if any, as of the end of 2024:					
a Enter amount for 2023 only.				0	
b Total for prior years: 20 ___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2024:					
a From 2019.					
b From 2020.	437,152				
c From 2021.					
d From 2022.					
e From 2023.	894,332				
f **Total** of lines 3a through e		1,331,484			
4 Qualifying distributions for 2024 from Part XI, line 4: ▶ $ 2,834,337					
a Applied to 2023, 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 2024 distributable amount					2,794,930
e Remaining amount distributed out of corpus		39,407			
5 Excess distributions carryover applied to 2024. *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		1,370,891			
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 2023. Subtract line 4a from line 2a. Taxable amount—see instructions				0	
f Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025					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 2019 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2025.** Subtract lines 7 and 8 from line 6a		1,370,891			
10 Analysis of line 9:					
a Excess from 2020	437,152				
b Excess from 2021					
c Excess from 2022. . . .					
d Excess from 2023	894,332				
e Excess from 2024	39,407				

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 2024, 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			
	(a) 2024	**(b)** 2023	**(c)** 2022	**(d)** 2021	**(e) Total**
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*				
ARIZONA COMMUNITY FOUNDATION 2201 E CAMELBACK ROAD SUITE 405B PHOENIX,AZ 85016	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	15,000
BALLOT INITIATIVE STRATEGY CENTER FOUNDATION 1815 ADAMS MILL ROAD NW NO 300 WASHINGTON,DC 20009	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	50,000
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)	GREENSTEIN FUND FOR A JUST FUTURE	505,000
CODE FOR AMERICA LABS INC 972 MISSION ST 5TH FLOOR SAN FRANCISCO,CA 94103	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	25,000
COMMUNITY FOUNDATION OF LOUISVILLE 325 W MAIN STREET 1110 LOUISVILLE,KY 40202	NONE	509(A)(1)	GENERAL OPERATIONS	5,000
ENDEAVOR GLOBAL INC 900 BROADWAY STE 301 NEW YORK,NY 10003	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	5,000
HOPEWELL FUND 1201 CONNECTICUT AVE NW SUITE 300 WASHINGTON,DC 20036	NONE	509(A)(1)	MOVEMENT COOPERATION	75,000
JEWISH ARTS COLLABORATIVE 1320 CENTRE STREET SUITE 201 NEWTON,MA 02459	NONE	509(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
KENTUCKY COALITION INC 131 N MILL ST SASSER,KY 40741	NONE	509(A)(1)	GENERAL OPERATIONS	150,000
	NONE	509(A)(1)	THE CENTER FOR	20,000

KENTUCKY PUBLIC RADIO 619 SOUTH 4TH STREET LOUISVILLE,KY 40202			INVESTIGATIVE REPORTING	
MONTANA BUDGET AND POLICY CENTER 101 N LAST CHANCE GULCH STE 220 HELENA,MT 59601	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	75,000
NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE 4805 MOUNT HOPE DR BALTIMORE,MD 21215	NONE	501(C)(4)	GENERAL OPERATING SUPPORT	75,000
NATIVE PEOPLES ACTION COMMUNITY FUND PO BOX 210914 ANCHORAGE,AK 99521	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	50,000
NEO PHILANTHROPY INC 1001 AVENUE OF THE AMERICAS 12TH FLOOR NEW YORK,NY 10018	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000
NEW JERSEY POLICY PERSPECTIVE 137 W HANOVER ST TRENTON,NJ 08618	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000
NEW MEXICO VOICES FOR CHILDREN 625 SILVER AVE SW SUITE 195 ALBUQUERQUE,NM 87102	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	300,000
NEW VENTURE FUNDAMERICANS FOR TAX FAIRNESS 1201 CONNECTICUT AVE NW SUITE 300 WASHINGTON,DC 20036	NONE	509(A)(1)	AMERICANS FOR TAX FAIRNESS	75,000
OKLAHOMA POLICY INSTITUTE 907 S DETROIT AVE STE 1005 TULSA,OK 74120	NONE	509(A)(2)	GENERAL OPERATING SUPPORT	75,000
STATE POWER FUND 25 E BOARDMAN ST STE 428 YOUNGSTOWN,OH 44503	NONE	201(C)(3)	GENERAL OPERATING SUPPORT	150,000
THE ALLUVIAL COLLECTIVE 2906 N STATE ST STE 204 JACKSON,MS 39216	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	75,000
THE AMERICAN PROSPECT 1225 EYE ST NW SUITE 600 WASHINGTON,DC 20005	NONE	509(A)(1)	GENERAL OPERATING SUPPORT	50,000
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK 622 WEST 113TH STREET MAIL CODE 4524 NEW YORK,NY 10025	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	25,000
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
KENTUCKY CENTER FOR ECONOMIC POLICY INC 433 CHESTNUT STREET BEREA,KY 40403	NONE	501(A)(1)	GENERAL OPERATIONS	275,000
Total . . . . ▶ **3a**				2,470,000
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.)
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	981,304	
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	7,355,956	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PARTNERSHIP PASSTHROUGH	523000	9,858	14	216,711	
b MISCELLANEOUS RECEIPTS			14	187	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e) . .		9,858		8,554,158	0

13 Total. Add line 12, columns (b), (d), and (e). 13 8,564,016

(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: 2025-11-13 | 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		2025-11-13	☐	P01229332

Firm's name ▶ PKF O'CONNOR DAVIES ADVISORY LLC | Firm's EIN ▶33-1374517

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 2024 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	30,918	15,459	0	15,459

TY 2024 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 2024 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	12,152,338	16,335,727

TY 2024 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	7,562,827	7,092,565
GLOBAL EQUITY	AT COST	5,206,872	6,488,994
HEDGE FUNDS	AT COST	10,030,172	16,690,254
PRIVATE INVESTMENTS	AT COST	10,464,733	11,950,822

TY 2024 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	251,674	248,311	0	0
MISCELLANEOUS EXPENSES	2,456	329	0	0
FILING FEES	500	500	0	0

TY 2024 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	226,569	216,711	0
MISCELLANEOUS RECEIPTS	187	187	0

TY 2024 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

TY 2024 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	192,602	192,602	0	0
MOTT PHILANTHROPIC	285,161	0	0	285,161
GOULSTON & STORRS FEES	132,338	68,621	0	63,717

TY 2024 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	28,204	28,204	0	0
FEDERAL EXCISE TAX	15,000	0	0	0