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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning 08/01 , 2014, and ending 07/31, 20 15

Name of foundation: FRANK L PALMER FD TR U/W

A Employer identification number: 06-6026043

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1802

Room/suite:

B Telephone number (see instructions): 888-866-3275

City or town, state or province, country, and ZIP or foreign postal code: PROVIDENCE, RI 02901-1802

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: [X] 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) ▶ $ 35,001,550.

J Accounting method: [X] 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))*

		(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 ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	750,332.	734,484.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	365,495.			
b	Gross sales price for all assets on line 6a 7,876,209.				
7	Capital gain net income (from Part IV, line 2)		365,495.		
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)		460.		STMT 2
12	Total. Add lines 1 through 11	1,115,827.	1,100,439.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	183,822.	110,293.		73,529.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 3	1,300.	NONE	NONE	1,300.
b	Accounting fees (attach schedule) STMT 4	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule) STMT 5	88,801.			88,801.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	47,373.	9,050.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 7	1,518.	12,263.		768.
24	**Total operating and administrative expenses.** Add lines 13 through 23	324,064.	131,606.	NONE	165,648.
25	Contributions, gifts, grants paid	1,605,717.			1,605,717.
26	**Total expenses and disbursements** Add lines 24 and 25	1,929,781.	131,606.	NONE	1,771,365.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-813,954.			
b	**Net investment income** (if negative, enter -0-)		968,833.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,484,772.	1,168,408.	1,168,408.
	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 ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule) STMT 8	501,169.	500,998.	506,135.
	b Investments - corporate stock (attach schedule) STMT 9	30,118,450.	29,997,968.	33,327,007.
	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) STMT 10			
	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)	32,104,391.	31,667,374.	35,001,550.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	32,104,391.	31,667,374.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	32,104,391.	31,667,374.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	32,104,391.	31,667,374.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	32,104,391.
2 Enter amount from Part I, line 27a	2	-813,954.
3 Other increases not included in line 2 (itemize) ▶ ADJUST PARTNERSHIP BASIS	3	403,495.
4 Add lines 1, 2, and 3	4	31,693,932.
5 Decreases not included in line 2 (itemize) ▶ ADJUST CARRYING VALUE	5	26,558.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,667,374.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	8,278,939.		7,509,949.	768,990.
b	-403,495.			-403,495.
c				
d				
e				

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				768,990.
b				-403,495.
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	365,495.
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 Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? [X] Yes [ ] No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013			
2012			
2011			
2010			
2009			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

		Line	Amount
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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	19,377.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	19,377.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	19,377.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 38,000.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	38,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	12.
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	18,611.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 9,690. **Refunded** ▶	11	8,921.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no. ▶ (888)866-3275

Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802

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 2014, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1). If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
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. ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2014?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . . ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions). . . . . . ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(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
BANK OF AMERICA, N A 99 FOUNDERS PLAZA, EAST HARTFORD, CT 06108-3208	TRUSTEE 1	183,822.	-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		NONE	NONE	NONE
Total number of other employees paid over $50,000 . . . . . . ▶				NONE

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	33,971,468.
b	Average of monthly cash balances	1b	1,536,928.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	35,508,396.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	35,508,396.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	532,626.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,975,770.
6	**Minimum investment return.** Enter 5% of line 5	6	1,748,789.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,748,789.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	19,377.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	19,377.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,729,412.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,729,412.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,729,412.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,771,365.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,771,365.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,771,365.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,729,412.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,605,579.	
b Total for prior years 20 12 ,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009 . . . . . . NONE				
b From 2010 . . . . . . NONE				
c From 2011 . . . . . . NONE				
d From 2012 . . . . . . NONE				
e From 2013 . . . . . . NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,771,365.				
a Applied to 2013, but not more than line 2a			1,605,579.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				165,786.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				1,563,626.
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)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2010 . . . NONE				
b Excess from 2011 . . . NONE				
c Excess from 2012 . . . NONE				
d Excess from 2013 . . . NONE				
e Excess from 2014 . . . NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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

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

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
SEE ATTACHED STATEMENT	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,605,717.
Total . . . . ▶ 3a				1,605,717.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-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	750,332.	
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	365,495.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,115,827.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,115,827.

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

Part XVI-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 XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

Part XVII 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) of the Code (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)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(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) of the Code (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

Karen J Kiser | 12/01/2015 | SVP Tax

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	9,839.	9,839.
FOREIGN DIVIDENDS	100,792.	100,792.
NONDIVIDEND DISTRIBUTIONS	15,848.	
DOMESTIC DIVIDENDS	362,970.	362,970.
OTHER INTEREST	976.	976.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	22,329.	22,329.
NONQUALIFIED FOREIGN DIVIDENDS	25,297.	25,297.
NONQUALIFIED DOMESTIC DIVIDENDS	212,281.	212,281.
TOTAL	750,332.	734,484.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		460.
TOTALS		460.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	1,300.			1,300.
TOTALS	1,300.	NONE	NONE	1,300.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	88,801.	88,801.
TOTALS	88,801.	88,801.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX - PRIOR YEAR	323.	
EXCISE TAX ESTIMATES	38,000.	
FOREIGN TAXES ON QUALIFIED FOR	6,840.	6,840.
FOREIGN TAXES ON NONQUALIFIED	2,210.	2,210.
TOTALS	47,373.	9,050.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	384.		384.
OTHER CHARITABLE EXPENSES	384.		384.
OTHER INVESTMENT FEE	750.	750.	
PARTNERSHIP EXPENSES		11,513.	
TOTALS	1,518.	12,263.	768.

FRANK L PALMER FD TR U/W 06-6026043

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
912828EN6 UNITED STATES TREAS		501,169.	500,998.	506,135.
	TOTALS	501,169.	500,998.	506,135.

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FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
464287648 ISHARES RUSSELL 2000	980,276.	848,561.	1,071,944.
921943858 VANGUARD FTSE DEVELO	1,587,043.	1,959,469.	2,055,793.
922042858 VANGUARD FTSE EMERGI	1,967,702.	662,116.	636,150.
922908553 VANGUARD REIT ETF	1,771,207.	1,693,789.	2,107,246.
00078H281 ASTON MONTAG & CALDW			
269858304 EAGLE SM CAP GROWTH			
47803W406 JOHN HANCOCK FDS III	1,578,295.	1,447,499.	1,912,570.
552983694 MFS VALUE FUND CL I	1,870,729.	1,810,022.	2,659,638.
87234N302 TCW SELECT EQUITIES			
92646A815 VICTORY SMALL CO OPP	821,426.	858,661.	1,058,411.
19765N245 COLUMBIA DIVIDEND IN	2,025,381.	2,085,112.	2,645,610.
693390700 PIMCO TOTAL RETURN F			
693390841 PIMCO HIGH YIELD FD	669,930.	704,930.	691,288.
04314H204 ARTISAN INTERNATIONA			
38142Y401 GOLDMAN SACHS GROWTH			
4812A0573 JPMORGAN INTL VALUE	1,473,858.	1,727,942.	1,732,012.
592905509 METRO WEST T/R BD CL	4,057,142.	4,050,674.	4,055,490.
464287200 ISHARES CORE S&P 500	2,567,326.	2,390,413.	2,649,965.
464287226 ISHARES CORE US AGGR	1,664,979.	1,691,347.	1,721,997.
464287614 ISHARES RUSSELL 1000	2,210,358.		
464288885 ISHARES MSCI EAFE GR	1,491,660.	1,638,938.	1,729,054.
73935S105 POWERSHARES DB COMMO	1,439,699.		
922908538 VANGUARD MID-CAP GRO	1,941,439.	1,721,242.	1,937,943.
543487110 NATIXIS LOOMIS SAYLE		2,623,000.	2,735,261.
22544R305 CREDIT SUISSE COMMOD		1,371,253.	1,267,625.
19765Y852 COLUMBIA EMERGING MA		713,000.	659,010.
TOTALS	30,118,450.	29,997,968.	33,327,007.

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FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
73935S105 POWERSHARES DB COMMO	C
TOTALS	

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-403,495.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-403,495.00

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
BANK OF AMERICA, N.A.
ADDRESS:
99 FOUNDERS PLAZA
EAST HARTFORD, CT 06108-3208
FORM, INFORMATION AND MATERIALS:
ONLINE APPLICATION
SUBMISSION DEADLINES:
MAY 15 AND NOVEMBER 15
RESTRICTIONS OR LIMITATIONS ON AWARDS:
ONLINE APPLICATION

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

FRANK L PALMER FD TR U/W EIN· 06-6026043

Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
CHILDREN'S MUSEUM OF	N/A	ELEMENTARY STEM PROGRAMMING IN THE NEW LONDON ELEMENTARY SCHOOLS	PC	$ 11,488 00
HYGIENIC ART, INC	N/A	HYGIENIC ARTPARK CAPITAL IMPROVEMENTS	PC	$ 36,000 00
CONNECTICUT BALLET, INC	N/A	ANNUAL IN-SCHOOL EDUCATIONAL ASSEMBLY PROGRAM FOR NEW LONDON SCHOOLS	PC	$ 4,000 00
CONNECTICUT LYRIC OPERA	N/A	GENERAL OPERATIONS OF THE ORGANIZATION	PC	$ 7,000 00
CONNECTICUT SCIENCE CENTER, INC.	N/A	NEW LONDON STEM EDUCATION PARTNERSHIP	PC	$ 10,000 00
CONNECTICUT SOCIETY OF THE SONS	N/A	IMPROVE ENVIRONMENTAL CONDITIONS AT NATHAN HALE SCHOOL HOUSE IN NEW LONDON	PC	$ 10,000 00
EASTERN CONNECTICUT BALLET	N/A	NUTCRACKER CHILDREN'S PERFORMANCES FOR NEW LONDON SCHOOL CHILDREN	PC	$ 6,000 00
EASTERN CONNECTICUT SYMPHONY	N/A	GENERAL OPERATIONS OF THE ORGANIZATION	PC	$ 30,000 00
EUGENE O'NEILL THEATER CENTER	N/A	TO SUPPORT THE ARTISTIC AND OVERHEAD	PC	$ 15,000.00
EXPRESSIONES CULTURAL CENTER	N/A	ARTVENTURE ARTIST IN RESIDENCE PROGRAM	PC	$ 25,000.00
FLORENCE GRISWOLD MUSEUM	N/A	TO PROVIDE 20 FULL SCHOLARSHIPS FOR STUDENTS OF THE CITY OF NEW LONDON	PC	$ 5,000.00
HYGIENIC ART INC.	N/A	HYGIENIC ARTPARK SUMMER FEST 2015	PC	$ 30,000.00
LYMAN ALLYN ART MUSEUM	N/A	TO SUPPORT THE DEVELOPMENT, IMPLEMENTATION AND PROMOTION OF THE	PC	$ 25,000.00
MYSTIC ART ASSOCIATION	N/A	SUPPORT THE EDUCATION OUTREACH PROGRAM	PC	$ 5,000.00
NATIONAL THEATRE OF THE DEAF	N/A	SUPPORT DEVELOPMENT OF NEW PROGRAMMING	PC	$ 13,798.00
NEIGHBORHOOD MUSIC SCHOOL, INC	N/A	DANCING WITH PARKINSON'S PROGRAM	PC	$ 1,000.00

FRANK L PALMER FD TR U/W EIN 06-6026043

Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
NATIONAL COAST GUARD MUSEUM	N/A	SUPPORT THE NATIONAL COAST GUARD MUSEUM	PC	$ 100,000 00
NEW LONDON COUNTY HISTORICAL	N/A	SHAW MANSION RENOVATION	PC	$ 20,000 00
NEW LONDON LANDMARKS	N/A	THE HOLLY AND IVY PERFORMANCE	PC	$ 10,000 00
NEW LONDON MARITIME SOCIETY	N/A	SUPPORT HIRING A PART TIME DEVELOPMENT CONSULTANT	PC	$ 15,000 00
NEW LONDON MUSIC FESTIVAL, INC	N/A	2015 SEASON PRODUCTION SUPPORT	PC	$ 20,000 00
RIVERSIDE PARK CONSERVANCY, INC	N/A	"DOWN BY THE RIVERSIDE" FAMILY FESTIVAL	PC	$ 1,000 00
SALT MARSH OPERA	N/A	THE MAGIC FLUTE-NEW LONDON SALT MARSH OPERA	PC	$ 2,000 00
SOUTHEASTERN CONNECTICUT	N/A	RISING TIDE SERIES PROGRAM	PC	$ 5,000 00
ST. JAMES EPISCOPAL CHURCH	N/A	MUSIC ON WHALE OIL ROW PROGRAM	PC	$ 5,000.00
THAMES VALLEY MUSIC SCHOOL	N/A	TO FUND SCHOLARSHIPS FOR CHILDREN TO ATTEND ARTS CAMP	PC	$ 10,000.00
THE COLONIAL THEATRE SCHOOL, INC	N/A	SHAKESPEARE TO GO OUTREACH PROGRAM	PC	$ 5,000.00
THE WRITER'S BLOCK, INC.	N/A	2015 PROGRAMMING	PC	$ 15,000 00
NEW LONDON MAIN STREET CORP	N/A	GENERAL OPERATIONS OF THE ORGANIZATION	PC	$ 10,000.00
CONNECTICUT LEGAL SERVICES	N/A	LEGAL SERVICES HEALTHY FOOD CHOICES PROGRAM	PC	$ 10,000 00
FAMILIES IN CRISIS, INC	N/A	DOMESTIC VIOLENCE INTERVENTION PROGRAM	PC	$ 5,000 00
UNITED CEREBRAL PALSY OF EASTERN	N/A	DISABILITY SUPPORT PROGRAM FOR CHILDREN & ADULTS	PC	$ 10,000.00

FRANK L PALMER FD TR U/W EIN· 06-6026043

Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
CONNECTICUT COLLEGE	N/A	PROJECT EDUCATION WORKS PROGRAM	PC	$ 43,230 00
HIGHER EDGE, INC	N/A	COLLEGE ACCESS PROGRAM	PC	$ 15,000 00
INTERDISTRICT SCHOOL FOR ARTS	N/A	ISAAC EXTENDED LEARNING ACADEMY	PC	$ 15,000.00
NEW ENGLAND SCIENCE & SAILING	N/A	NESS SEA (STEM EDUCATION AMBASSADORS)	PC	$ 14,000 00
OPPORTUNITIES INDUSTRIALIZATION	N/A	BASIC SKILLS READINESS COURSE	PC	$ 15,000 00
READ TO GROW, INC	N/A	BUILDING LITERACY PROGRAM IN NEW LONDON	PC	$ 5,000.00
DENISON PEQUOTSEPOS NATURE	N/A	RIVER TO OCEAN EDUCATING STUDENTS	PC	$ 20,000 00
F.R.E.S H. NEW LONDON	N/A	GENERAL OPERATIONS OF THE ORGANIZATION	PC	$ 20,000 00
NEW LONDON AREA FOOD COALITION	N/A	GENERAL OPERATIONS OF THE FOOD PANTRY	PC	$ 36,000 00
ST. JAMES EPISCOPAL CHURCH	N/A	SATURDAY COMMUNITY MEAL PROGRAM	PC	$ 2,500 00
CENTER FOR HOSPICE CARE	N/A	SPECIAL CARE FUND FOR INDIVIDUALS	PC	$ 5,000 00
HIGH HOPES THERAPEUTIC RIDING	N/A	TO PROVIDE DIRECT SCHOLARSHIP SUPPORT FOR HIGH HOPES' THERAPEUTIC RIDING, INC	PC	$ 10,000 00
LAWRENCE AND MEMORIAL HOSPITAL	N/A	TO SUPPORT BREATHE WELL * RESPIRA BIEN PROGRAM	PC	$ 38,141.00
PLANNED PARENTHOOD OF SOUTHERN	N/A	TO SUPPORT THE NEW LONDON FUND FOR ACCESS	PC	$ 25,000 00
UNITED COMMUNITY & FAMILY	N/A	TO PROVIDE BEHAVIORAL HEALTH SUPPORT	PC	$ 10,000.00
VISITING NURSE ASSOCIATION OF	N/A	TO SUPPORT NURSING MANAGED HEALTHCARE	PC	$ 25,000.00

FRANK L PALMER FD TR U/W EIN 06-6026043

Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
CATHOLIC CHARITIES, DIOCESE OF	N/A	TO SUPPORT EMERGENCY BASIC NEEDS AND CASE MGT	PC	$ 20,000 00
COMMUNITY SOLUTIONS	N/A	ZERO 2016 PROGRAM IN NEW LONDON	PC	$ 15,000 00
HABITAT FOR HUMANITY OF EASTERN	N/A	CONSTRUCTION AT 43 SUMMER STREET IN NEW LONDON	PC	$ 25,000 00
MYSTIC AREA SHELTER AND	N/A	TO SUPPORT THE SHELTER DIVERSION FOR HOMELESS FAMILIES	PC	$ 15,000.00
CITY OF NEW LONDON	N/A	TO SUPPORT THE EARLY CHILDHOOD FAMILY CENTER	PC	$ 15,000 00
FURNITURE BANK OF SECT	N/A	TO PURCHASE BEDS FOR FAMILIES IN NEED	PC	$ 5,000 00
OPERATION FUEL, INC	N/A	TO SUPPORT THE LOW INCOME EMERGENCY ENERGY ASSISTANCE	PC	$ 5,000 00
SAFE FUTURES, INC	N/A	TO SUPPORT VIOLENCE-PREVENTION EDUCATION	PC	$ 30,000 00
THE CENTER A DROP-IN COMMUNITY	N/A	TO SUPPORT THE ENRICHMENT PROGRAM	PC	$ 40,000 00
THE NEW LONDON COMMUNITY MEAL	N/A	UNRESTRICTED GENERAL SUPPORT	PC	$ 10,000 00
THE RIVERFRONT CHILDREN'S CENTER	N/A	SCHOLAR DOLLARS PROGRAM CHILD CARE AND EDUCATION SCHOLARSHIPS	PC	$ 18,000.00
THE SALVATION ARMY	N/A	NEW LONDON CORPS EMERGENCY SERVICES PROGRAM	PC	$ 12,500.00
SOUTHEASTERN COUNCIL ON	N/A	ENERGY EFFICIENCY UPGRADES FOR THE ACUTE CARE FACILITY	PC	$ 18,860 00
AMERICAN RED CROSS CT CHAPTER	N/A	AMERICAN RED CROSS DISASTER SERVICES	PC	$ 15,000 00
NEW LONDON AMERICAN LEGION	N/A	TO PURCHASE NEW UNIFORMS FOR NEW LONDON	PC	$ 3,000.00
WATERFORD COUNTRY SCHOOL	N/A	TO PROVIDE SCHOLARSHIPS FOR CHILDREN AND YOUTH WITH SPECIAL NEEDS	PC	$ 10,000.00

FRANK L PALMER FD TR U/W EIN 06-6026043

Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
ST JAMES EPISCOPAL CHURCH	N/A	FOR ROOF REPAIRS TO CORRECT WATER INCURSION	PC	$ 35,000 00
CHILD AND FAMILY AGENCY OF	N/A	TO PROVIDE BP LEARNED MISSION STAFFING SUPPORT	PC	$ 15,000 00
EASTERN AHEC, INC.	N/A	TO SUPPORT THE YOUTH HEALTH SERVICE CORPS PROG	PC	$ 10,000 00
HEAVY HITTERS USA, INC	N/A	TO SUPPORT THE GENERAL OPERATIONS	PC	$ 10,000 00
NUTMEG BIG BROTHERS-BIG SISTERS	N/A	TO SUPPORT THE COMMUNITY-BASED MENTORING	PC	$ 5,000 00
SAINT FRANCIS HOUSE INC	N/A	HEARING YOUTH VOICES, YOUTH ORGANIZING PROGRAM	PC	$ 10,000 00
SURFERS ALUMNI ASSOCIATION INC	N/A	TO SUPPORT THE 7TH REGIMENT MEMBERSHIP EXPANSION	PC	$ 5,000 00
UNITED WAY OF SOUTHEASTERN CT	N/A	TO SUPPORT PROJECT WARM UP EMERGENCY HEATING ASSISTANCE	PC	$ 60,000 00
THAMES VALLEY COUNCIL FOR	N/A	TO SUPPORT THE HOMELESSNESS PREVENTION FINANCIAL ASSISTANCE PROGRAM	PC	$ 63,200.00
NEW LONDON HOMELESS HOSPITALITY	N/A	TO SUPPORT NIGHT AND DAYTIME SHELTER OPERATION	PC	$ 100,000 00
CONNECTICUT COALITION TO END	N/A	TO SUPPORT NEW LONDON COUNTY 100-DAY CHALLENGE	PC	$ 70,000 00
COVENANT SHELTER OF NEW LONDON	N/A	GENERAL OPERATIONS OF THE ORGANIZATION	PC	$ 75,000.00
NEW LONDON COMMUNITY BOATING INC	N/A	NEW LONDON COMMUNITY BOATING	PC	$ 9,000 00
FLOCK THEATRE COMPANY	N/A	FLOCK THEATRE'S 2015-2016 SEASON	PC	$ 25,000.00
GARDE ARTS CENTER	N/A	GARDE ARTS INTERDISTRICT MAGNET EXPANSION PROJECT	PC	$ 80,000.00
				$ 1,605,717 00