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Extended to August 15, 2016

Return of Private Foundation

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

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo 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.

For calendar year 2015 or tax year beginning

, and ending

Name of foundation
Elliott Badgley Foundation, Inc.

Number and street (or P O box number if mail is not delivered to street address)
224 Adams Street

City or town, state or province, country, and ZIP or foreign postal code
Milton, MA 02186

A Employer identification number
04-3488447

B Telephone number
(617) 248-4760

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 1,389,566. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

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))		(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			N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	926.	926.		Statement 1
	4 Dividends and interest from securities	38,691.	38,691.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	207,434.			
	b Gross sales price for all assets on line 6a	1,686,869.			
	7 Capital gain net income (from Part IV, line 2)		207,434.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<1,499.>	<1,499.>		Statement 3	
12 Total. Add lines 1 through 11	245,552.	245,552.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 4	3,500.	1,750.		1,750.
	c Other professional fees Stmt 5	17,746.	16,859.		887.
	17 Interest				
	18 Taxes Stmt 6	1,000.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 7	35.	0.		35.
	24 Total operating and administrative expenses. Add lines 13 through 23	22,281.	18,609.		2,672.
	25 Contributions, gifts, grants paid	106,000.			105,000.
26 Total expenses and disbursements. Add lines 24 and 25	128,281.	18,609.		107,672.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	117,271.				
b Net investment income (if negative, enter -0-)		226,943.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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2015.04000 Elliott Badgley Foundation, 14377KS1

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	58.	9,937.	9,937.
	2 Savings and temporary cash investments	20,525.	63,406.	63,406.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 10	1,159,189.	877,622.	877,622.
	c Investments - corporate bonds Stmt 11	178,529.	207,841.	207,841.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 12	184,975.	230,760.	230,760.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,543,276.	1,389,566.	1,389,566.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
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.			
	27 Capital stock, trust principal, or current funds	1,510,224.	1,365,174.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	33,052.	24,392.	
	30 Total net assets or fund balances	1,543,276.	1,389,566.	
31 Total liabilities and net assets/fund balances	1,543,276.	1,389,566.		

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	1,543,276.
2 Enter amount from Part I, line 27a	2	117,271.
3 Other increases not included in line 2 (itemize) ▶ See Statement 8	3	1,000.
4 Add lines 1, 2, and 3	4	1,661,547.
5 Decreases not included in line 2 (itemize) ▶ See Statement 9	5	271,981.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,389,566.

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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	P		
b From Passthru	P		
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 1,681,041.		1,479,435.	201,606.
b 5,828.			5,828.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			201,606.
b			5,828.
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	207,434.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2014	99,461.	1,579,774.	.062959
2013	76,850.	1,548,790.	.049619
2012	43,404.	1,219,182.	.035601
2011	25,095.	983,300.	.025521
2010	41,498.	870,080.	.047694

2 Total of line 1, column (d)	2	.221394
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	.044279
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,501,267.
5 Multiply line 4 by line 3	5	66,475.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,269.
7 Add lines 5 and 6	7	68,744.
8 Enter qualifying distributions from Part XII, line 4	8	107,672.

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)

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	2,269.
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	0.
3 Add lines 1 and 2		3	2,269.
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	2,269.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,177.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,372.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		4,549.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
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		2,280.
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax	11		0.

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MA</u>		
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	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of Choate Hall & Stewart LLP Telephone no. (617) 248-4760 Located at Two International Place, Boston, MA ZIP+4 02110		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		N/A
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

Part 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2015 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 2015)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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
See Statement 13		0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	1,454,037.
b	Average of monthly cash balances	1b	49,721.
c	Fair market value of all other assets	1c	20,371.
d	Total (add lines 1a, b, and c)	1d	1,524,129.
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	1,524,129.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,862.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,501,267.
6	Minimum investment return. Enter 5% of line 5	6	75,063.

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	75,063.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,269.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,269.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	72,794.
4	Recoveries of amounts treated as qualifying distributions	4	1,000.
5	Add lines 3 and 4	5	73,794.
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 XIII, line 1	7	73,794.

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	107,672.
b	Program-related investments - total from Part IX-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 V, line 8, and Part XIII, line 4	4	107,672.
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	5	2,269.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	105,403.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				73,794.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	246.			
b From 2011				
c From 2012				
d From 2013	662.			
e From 2014	22,718.			
f Total of lines 3a through e	23,626.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$	107,672.			
a Applied to 2014, 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 2015 distributable amount				73,794.
e Remaining amount distributed out of corpus	33,878.			
5 Excess distributions carryover applied to 2015 (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	57,504.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	246.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	57,258.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013	662.			
d Excess from 2014	22,718.			
e Excess from 2015	33,878.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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 (a) 2015	(b) 2014	Prior 3 years (c) 2013	(d) 2012	(e) Total
2 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).)

None

- 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.

None

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:

N/A

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

N/A

- c** Any submission deadlines:

N/A

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

N/A

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

Recipient	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				
350 Org 20 Jay Street, Suite 732 Brooklyn, NY 11201	N/A	PC	General Purpose	17,500.
African Food and Peace Foundation 1060 Lowell Road Concord, MA 01742	N/A	PC	General Purpose	2,500.
Massachusetts Society for the Prevention of Cruelty to Animals 350 South Huntington Avenue Boston, MA 02130	N/A	PC	Angell Animal Medical Center	2,000.
Artists For Humanity 100 West Second Street Boston, MA 02127	N/A	PC	General Purpose	500.
Birthday Wishes, Inc. P.O. Box 590645 Newton Centre, MA 02459	N/A	PC	General Purpose	550.
Total			See continuation sheet(s) ▶ 3a	105,000.
b Approved for future payment				
None				
Total			▶ 3b	0.

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

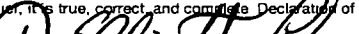
- | | | | |
|---|--|-------|-----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | |
| | (2) Other assets | 1a(2) | |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| | (4) Reimbursement arrangements | 1b(4) | |
| | (5) Loans or loan guarantees | 1b(5) | |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| 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. | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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
N/A		

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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	 Signature of officer or trustee		8/9/2016 Date			President/Director Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	Nicholas E. Porto				07/16/16		P01310283
	Firm's name ▶ BAKER NEWMAN & NOYES					Firm's EIN ▶ 01-0494526	
	Firm's address ▶ 175 FEDERAL STREET, SUITE 970 BOSTON, MA 02110					Phone no. (617) 556-3900	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Charity Water 200 Varick Street, Suite 201 New York, NY 10014	N/A	PC	General Purpose	500.
Chestnut Hill School 428 Hammond Street Chestnut Hill, MA 02467	N/A	PC	General Purpose	50.
Climate Xchange Education and Research Inc. P.O. Box 431 Concord, MA 01742	N/A	PC	General Purpose	3,500.
Epiphany School, Inc. 154 Centre Street Dorchester, MA 02124	N/A	PC	General Purpose	1,000.
Frank McCourt High School PTA 145 W 84th Street New York, NY 10024	N/A	PC	General Purpose	3,000.
Freelance Players Inc. 8 St. John Street Jamaica Plain, MA 02130	N/A	PC	General Purpose	1,000.
Health to Know 224 Adams Street Milton, MA 02186-4201	N/A	PC	General Purpose	11,000.
Khan Academy P.O. Box 1630 Mountain View, CA 94042	N/A	PC	General Purpose	500.
Milton Academy 170 Centre Street Milton, MA 02186	N/A	PC	General Purpose	1,600.
NAMI 3803 N. Fairfax Drive, Suite 100 Arlington, VA 22203	N/A	PC	General Purpose	16,000.
Total from continuation sheets				81,950.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Tides Center P.O. Box 29907 San Francisco, CA 94129	N/A	PC	National Farm to School Network	500.
National Geographic Society 1145 17th Street NW Washington, DC 20090-8199	N/A	PC	General Purpose	1,500.
National Public Radio 1111 North Capitol Street, NE Washington, DC 20002	N/A	PC	General Purpose	2,000.
National Relief Charities 500 East Peyton Street Sherman, TX 75090	N/A	PC	General Purpose	3,000.
New York New Jersey Trail Conference 156 Ramapo Valley Road Mahwah, NJ 07430	N/A	PC	General Purpose	3,000.
One Acre Fund 1954 First Street #183 Highland Park, IL 60035	N/A	PC	General Purpose	500.
Open Space Institute 1350 Broadway, Room 201 New York, NY 10018	N/A	PC	General Purpose	3,000.
Preble Street 18 Portland Street Portland, ME 04101	N/A	PC	General Purpose	5,000.
Project Bread 145 Borer Street East Boston, MA 02128-9927	N/A	PC	General Purpose	500.
Razia's Ray of Hope Foundation P.O. Box 81052 Wellesley, MA 02481	N/A	PC	General Purpose	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Room to Read 465 California Street, Suite 1000 San Francisco, CA 94104	N/A	PC	General Purpose	1,000.
Stanford University 450 Serra Mall Stanford, CA 94305	N/A	PC	General Purpose	100.
StartingBloc NFP 1877 Broadway Street #100 Boulder, CO 80302	N/A	PC	General Purpose	500.
Telluride Foundation P.O. Box 4222 Telluride, CO 81435-4222	N/A	PC	General Purpose	12,000.
Telluride Nordic Association P.O. Box 1784 Telluride, CO 81435	N/A	PC	General Purpose	1,000.
The Pine Street Inn 444 Harrison Avenue Boston, MA 02118	N/A	PC	General Purpose	2,000.
The Posse Foundation 14 Wall Street, Suite 8A-60 New York, NY 10005	N/A	PC	General Purpose	1,000.
The Salzburg Global Seminar 1730 Pennsylvania Avenue, NW, Suite 250 Washington, DC 20006	N/A	PC	General Purpose	100.
Tufts University 80 George Street Medford, MA 02155	N/A	PC	General Purpose	100.
WGBH Educational Foundation One Guest Street Boston, MA 02135	N/A	PC	General Purpose	1,500.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
BlackRock Liquidity From Passthru	5. 921.	5. 921.	
Total to Part I, line 3	926.	926.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Dividends & Interest	38,691.	0.	38,691.	38,691.	
To Part I, line 4	38,691.	0.	38,691.	38,691.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
From Passthru	<1,499.>	<1,499.>	
Total to Form 990-PF, Part I, line 11	<1,499.>	<1,499.>	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Prep Fees	2,500.	1,250.		1,250.
Bookkeeping	1,000.	500.		500.
To Form 990-PF, Pg 1, ln 16b	3,500.	1,750.		1,750.

Form 990-PF	Other Professional Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management & Bookkeeping	17,746.	16,859.		887.
To Form 990-PF, Pg 1, ln 16c	17,746.	16,859.		887.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	1,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	1,000.	0.		0.

Form 990-PF	Other Expenses	Statement	7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MA Form PC Filing Fee	35.	0.		35.
To Form 990-PF, Pg 1, ln 23	35.	0.		35.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	8
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Description	Amount
Recovery of prior year qualifying distributions	1,000.
Total to Form 990-PF, Part III, line 3	1,000.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	9
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Description	Amount
Unrealized Loss - Publicly Traded Securities	265,987.
Unrealized Loss - Robinhood Cove Investment	5,994.
Total to Form 990-PF, Part III, line 5	271,981.

Form 990-PF	Corporate Stock	Statement	10
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Description	Book Value	Fair Market Value
Corporate Stock - See Statement 14	877,622.	877,622.
Total to Form 990-PF, Part II, line 10b	877,622.	877,622.

Form 990-PF	Corporate Bonds	Statement	11
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Description	Book Value	Fair Market Value
Corporate Bonds - See Statement 14	207,841.	207,841.
Total to Form 990-PF, Part II, line 10c	207,841.	207,841.

Form 990-PF	Other Investments	Statement	12
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Description	Valuation Method	Book Value	Fair Market Value
Other Alternative Investments - See Statement 14	FMV	210,389.	210,389.
Robinhood Cove Partners	FMV	20,371.	20,371.
Total to Form 990-PF, Part II, line 13		230,760.	230,760.

Form 990-PF Part VIII - List of Officers, Directors Statement 13
 Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
Josiah Place 224 Adams Street Milton, MA 02186	Director 1.00	0.	0. 0.
Richard Place 224 Adams Street Milton, MA 02186	Director 1.00	0.	0. 0.
Louise Place 224 Adams Street Milton, MA 02186	Director 1.00	0.	0. 0.
D. Elliott Place, Jr. 224 Adams Street Milton, MA 02186	President/Director 1.00	0.	0. 0.
Susanna B. Place 224 Adams Street Milton, MA 02186	Vice President/Director 1.00	0.	0. 0.
Alexander B. Place 224 Adams Street Milton, MA 02186	Treasurer/Director 1.00	0.	0. 0.
Penelope P. Place 224 Adams Street Milton, MA 02186	Clerk 1.00	0.	0. 0.
Totals included on 990-PF, Page 6, Part VIII		0.	0. 0.

Asset Detail**Statement of Value and Activity**

December 1, 2015 - December 31, 2015

Asset Detail

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Cash & Equivalents						
BlackRock Liquidity Funds Federal Trust Fund Portfolio TICKER: TFFXX	63,405.85	\$63,405.85	\$0.00	\$1.28	\$63,405.85	4.54%
Cash		\$9,937.74			\$9,937.74	0.71%
Total Cash & Equivalents		\$73,343.59	\$0.00	\$1.28	\$73,343.59	5.25%
Fixed Income						
Other Taxable						
TIAA-CREF Social Choice Bond Fund TICKER: TSBIX	20,537.64	\$207,840.92	-\$1,054.08	\$0.00	\$208,895.00	14.89%
Total Fixed Income		\$207,840.92	-\$1,054.08	\$0.00	\$208,895.00	14.89%
Equity						
U.S. Small Capitalization						
iShares Core S&P Small-Cap ETF TICKER: IJR	95.00	\$10,460.45	-\$229.57	\$0.00	\$10,690.02	0.75%
U.S. Mid Capitalization		\$10,460.45	-\$229.57	\$0.00	\$10,690.02	0.75%
U.S. Mid Capitalization						
Midcap SPDR Trust Series 1 TICKER: MDY	90.00	\$22,863.60	-\$543.85	\$77.42	\$23,407.45	1.64%
U.S. Mid Capitalization		\$22,863.60	-\$543.85	\$77.42	\$23,407.45	1.64%

Asset Detail (continued)**Statement of Value and Activity**

December 1, 2015 - December 31, 2015

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
<i>U.S. Large Capitalization</i>						
Green Century Equity Fund TICKER: GCEQX	6,769.75	\$215,142.62	-\$5,957.38	\$0.00	\$221,100.00	15.40%
Parnassus Endeavor Fund TICKER: PARWX	7,611.02	\$213,641.19	-\$7,458.81	\$0.00	\$221,100.00	15.31%
		\$428,783.81	-\$13,416.19	\$0.00	\$442,200.00	30.71%
<i>International Emerging</i>						
Causeway Emerging Markets Fund TICKER: CEMIX	3,753.20	\$35,955.64	-\$7,499.36	\$0.00	\$43,455.00	2.58%
iShares Core MSCI Emerging Markets ETF TICKER: IEMG	700.00	\$27,573.00	-\$1,156.96	\$0.00	\$28,729.96	1.98%
Van ECK Emerging Markets Fund TICKER: EMRIX	1,471.56	\$19,145.00	-\$4,915.00	\$0.00	\$24,060.00	1.37%
		\$82,673.64	-\$13,571.32	\$0.00	\$96,244.96	5.93%
<i>International Developed</i>						
Boston Common International Fund TICKER: BCAIX	3,002.01	\$75,680.77	-\$1,749.23	\$0.00	\$77,430.00	5.42%
Domini International Social Eqty INV TICKER: DOMIX	10,600.69	\$77,066.98	-\$318.02	\$0.00	\$77,385.00	5.52%
Pax World International Fund TICKER: PXNIX	16,199.74	\$129,435.95	-\$3,077.95	\$0.00	\$132,513.90	9.27%
		\$282,183.70	-\$5,145.20	\$0.00	\$287,328.90	20.21%

Asset Detail (continued)**Statement of Value and Activity**

December 1, 2015 - December 31, 2015

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
International Small Cap						
Fidelity Advisor International Small Cap Opportunities Instit TICKER: FOPIX	1,704.94	\$25,420.58	\$1,875.43	\$0.00	\$23,545.15	1.82%
Templeton Institutional Foreign Smaller Company Fund TICKER: TFSCX	1,208.04	\$25,235.85	\$483.20	\$0.00	\$24,752.65	1.81%
Total Equity						
		\$50,656.43	\$2,358.63	\$0.00	\$48,297.80	3.63%
		\$877,621.63	-\$30,547.50	\$77.42	\$908,169.13	62.87%
Alternative Global Real Estate						
Third Avenue Real Estate Value Fund TICKER: TAREX	465.62	\$13,377.21	-\$1,615.68	\$0.00	\$14,992.89	0.96%
Frontier Markets						
T. Rowe Price Institutional Frontier Markets Equity Fund TICKER: PRFFX	3,613.51	\$27,462.64	-\$2,724.36	\$0.00	\$30,187.00	1.97%
Low Volatility						
Powershares FTSE International Low Beta Equal Weight Portfolio TICKER: IDLB	3,100.00	\$76,353.00	-\$1,860.00	\$0.00	\$78,213.00	5.47%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2015 - December 31, 2015

<i>Description</i>	<i>Shares/Quantity</i>	<i>Market Value</i>	<i>Unrealized G/L</i>	<i>Accrued Income</i>	<i>Cost Basis</i>	<i>% of Account</i>
Powershares Russell Low Beta Equal Weight Portfolio TICKER: USLB	3,790.00	\$93,196.10	-\$2,842.50	\$0.00	\$96,038.60	6.68%
		\$169,549.10	-\$4,702.50	\$0.00	\$174,251.60	12.15%
Total Alternative		\$210,388.95	-\$9,042.54	\$0.00	\$219,431.49	15.08%
Total All Assets		\$1,369,195.09				

*Choate Hall & Stewart LLP has engaged SEI Private Trust Company to be its custodian in connection with certain assets in your account. SEI Private Trust Company does not custody some or all of the units of any of the assets that are marked by an asterisk in this statement ("held away assets"). All information on this statement regarding held away assets was provided by your adviser. SEI Private Trust Company has not verified such information and has no obligation to do so. You should raise any questions concerning information on this statement with your adviser.