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EXTENDED TO NOVEMBER 15, 2016

Return of Private Foundation

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

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OMB No. 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation SUSAN A & DONALD P BABSON FOUNDATION C/O WILMINGTON TRUST COMPANY DE3-C070		A Employer identification number 04-6782460
Number and street (or P.O. box number if mail is not delivered to street address) 1100 N. MARKET STREET	Room/suite	B Telephone number 302-651-1000
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19890-0900		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,219,065. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		134,848.	134,841.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		133,047.			
b Gross sales price for all assets on line 6a 333,625.					
7 Capital gain net income (from Part IV, line 2)			133,047.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		267,895.	267,888.		
13 Compensation of officers, directors, trustees, etc		42,403.	24,817.		17,586.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		70.	0.		70.
b Accounting fees					
c Other professional fees STMT 3		17,040.	0.		17,040.
17 Interest					
18 Taxes STMT 4		2,137.	577.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		933.	21.		912.
24 Total operating and administrative expenses. Add lines 13 through 23		62,583.	25,415.		35,608.
25 Contributions, gifts, grants paid		233,568.			233,568.
26 Total expenses and disbursements. Add lines 24 and 25		296,151.	25,415.		269,176.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<28,256.>			
b Net investment income (if negative, enter -0-)			242,473.		
c Adjusted net income (if negative, enter -0-)				N/A	

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11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

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SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070

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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				
	2	Savings and temporary cash investments		45,677.	105,394.	105,394.
	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 6	2,920,503.	2,727,453.	4,116,770.
	c	Investments - corporate bonds	STMT 7	424,432.	426,325.	406,259.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 8	531,478.	627,240.	590,642.	
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)		3,922,090.	3,886,412.	5,219,065.	
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		3,922,090.	3,886,412.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		3,922,090.	3,886,412.		
31	Total liabilities and net assets/fund balances		3,922,090.	3,886,412.		

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	3,922,090.
2	Enter amount from Part I, line 27a	2	<28,256.>
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND TIMING DIFFERENCE	3	5.
4	Add lines 1, 2, and 3	4	3,893,839.
5	Decreases not included in line 2 (itemize) ▶ FEE REVERSAL	5	7,427.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,886,412.

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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 SEE CAPITAL GAINS & LOSSES ATTACHED	P	VARIOUS	12/31/15
b CAPITAL GAINS DIVIDENDS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 307,694.		200,578.	107,116.
b 25,931.			25,931.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			107,116.
b			25,931.
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	133,047.
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	250,780.	5,357,370.	.046810
2013	242,417.	4,927,341.	.049198
2012	229,590.	4,511,238.	.050893
2011	213,821.	4,484,530.	.047680
2010	190,722.	4,296,462.	.044390

2 Total of line 1, column (d)	2	.238971
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	.047794
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	5,325,499.
5 Multiply line 4 by line 3	5	254,527.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,425.
7 Add lines 5 and 6	7	256,952.
8 Enter qualifying distributions from Part XII, line 4	8	269,176.

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)		1	2,425.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	2,425.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,425.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	7,926.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2015 estimated tax payments and 2014 overpayment credited to 2015		6d	
b Exempt foreign organizations - tax withheld at source		7	7,926.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	5,501.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ 5,501. Refunded ☐			

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?		X
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) ☒ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

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 ► WILMINGTON TRUST COMPANY Telephone no. ► 302-651-1000 Located at ► 1100 N. MARKET STREET, WILMINGTON, DE ZIP+4 ► 19890-0900		
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 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 ► ☐	1b	X
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?	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 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	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 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	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 2015?	4b	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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No

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) N/A

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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

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 9		42,403.	0.	0.

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

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

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

Part 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."

[illegible]

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

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.

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.

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	5,315,960.
b	Average of monthly cash balances	1b	90,638.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,406,598.
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	5,406,598.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,099.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,325,499.
6	Minimum investment return. Enter 5% of line 5	6	266,275.

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	266,275.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,425.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,425.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	263,850.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	263,850.
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	263,850.

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	269,176.
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	269,176.
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	2,425.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	266,751.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				263,850.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			42,622.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 269,176.				
a Applied to 2014, but not more than line 2a			42,622.	
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				226,554.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				37,296.
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	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a 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:

GMA FOUNDATIONS ATTN: MICHELLE JENNEY - ADMINISTRATOR
77 SUMMER STREET, 8TH FLOOR, BOSTON, MA 02110, MA 02110

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

TWO-PAGE CONCEPT LETTER (SEE WEB SITE FOR DETAILS)

c Any submission deadlines:

FEBRUARY 28TH EACH YEAR

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

APPLICANT ORGANIZATIONS MUST HAVE 501(C)3 STATUS

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				
AMERICAN CIVIL LIBERTIES UNION 211 CONGRESS STREET BOSTON, MA 02110	NONE	PC	MASSACHUSETTS EDUCATION FUND	2,000.
AMERICAN INDIAN INSTITUTE, INC. 502 W MENDENHALL STREET BOZEMAN, MT 59715	NONE	PC	ELDERS & YOUTH COUNCIL - TULE RIVER RESERVATION, CA	1,000.
AMERICAN RED CROSS 83 COURT STREET KEENE, NH 03603	NONE	PC	KEENE, NH RIDES PROGRAM	1,000.
ASTRAEA LESBIAN FDN FOR JUSTICE 116 EST 16TH STREET 7TH FLOOR NEW YORK, NY 10003	NONE	PC	GENERAL OPERATIONS	2,500.
BAGLY, INC. PO BOX 960S14 BOSTON, MA 02196	NONE	PC	GENERAL OPERATIONS	9,000.
Total	SEE CONTINUATION SHEET(S)			3a 233,568.
b Approved for future payment				
NONE				
Total			3b	0.

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. | | |

[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 <i>Katharine Davis AVP</i>	Date <i>10/25/16</i>	Title <i>OFFICER, WILM TRUST, TRUSTEE</i>			
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.		

**SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070**

04-6782460

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
BIKES NOT BOMBS 284 AMORY STREET JAMAICA PLAIN, MA 02130	NONE	PC	ABILITY BIKES COOPERATIVE: ECONOMIC EMPOWERMENT FOR THE PHYSICALLY CHALLENGED	1,000.
BOSTON GAY MEN'S CHORUS 95 BERKELEY STREET SUITE 410 BOSTON, MA 02116	NONE	PC	GENERAL OPERATIONS	4,000.
BRATTLEBORO MUSEUM & ART CENTER 10 VERNON STREET BRATTLEBORO, VT 05301	NONE	PC	YOUTH AND EDUCATION PROGRAMS	2,500.
CAREER COLLABORATIVE, INC. 77 SUMMER STREET 11TH FLOOR BOSTON, MA 02110	NONE	PC	ENDING POVERTY THROUGH JOBS AND POST EMPLOYMENT MENTORING	2,000.
CITIES AT PEACE DBA THE POSSIBILITIES PROJECT 104 W 27TH STREET 12TH FLOOR NEW YORK, NY 10001	NONE	PC	SATURDAY YOUTH EMPOWERMENT PROGRAM	3,000.
CROSSING THE WATERS INSTITUTE FOR CULTURAL EXCHANGE 33 KELLOGG AVENUE #2 AMHERST, MA 01002	NONE	PC	YOUTH AMBASSADORS PROGRAM	2,000.
DALLAS FOUNDATION 3963 MAPLE AVENUE SUITE 390 DALLAS, TX 75219	NONE	PC	FOR THE TOMMY TRANCHIN FUND	2,000.
ECOLOGIC DEVELOPMENT FUND 25 MOUNT AUBURN STREET SUITE 203 CAMBRIDGE, MA 02138-3605	NONE	PC	BUILDING CAPACITY FOR IMPROVED FOOD PRODUCTION FOR MAYA COMMUNITIES IN SARST	1,000.
ECOVILLAGE NETWORK OF THE AMERICAS 64001 COUNTY ROAD DD MOFFAT, CO 81143	NONE	PC	GENERAL OPERATIONS	1,000.
ENGINEERS WITHOUT BORDERS GEORGIA TECH 350 FERST DRIVE ATLANTA, GA 30332	NONE	PC	UGANDA WATER SUPPLY PROJECT	1,000.
Total from continuation sheets				218,068.

SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070

04-6782460

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
ENWAY COMMUNITY HEALTH CENTER 1340 BOYLSTON STREET BOSTON, MA 02215	NONE	PC	GENERAL OPERATIONS	4,000.
EX-PRISONERS & PRISONERS ORGANIZING FOR COMMUNITY ADVANCEMENT 5 PLEASANT STREET 3RD FLOOR WORCESTER, MA 01609	NONE	PC	JOBS NOT JAILS	1,000.
FEATHERSTONE CENTER FOR THE ARTS PO BOX 1145 OAK BLUFFS, MA 02557	NONE	PC	GENERAL OPERATIONS	1,000.
FIRST NATIONS DEVELOPMENT INSTITUTE 2432 MAIN STREET 2ND FLOOR LONGMONT, CO 80501	NONE	PC	NATIVE YOUTH AND CULTURE	2,000.
FORESTDALE 67-35 112TH STREET FOREST HILLS, NY 11375	NONE	PC	FOSTER CARE PROGRAMS	1,000.
FRANKLIN PIERCE UNIVERSITY 40 UNIVERSITY DRIVE RINDGE, NH 03461	NONE	PC	JAFFREY-RINDGE CAMP QUEST	1,000.
FREEDOM FOR ALL AMERICANS 1201 CONNECTICUT AVENUE NO. 300 WASHINGTON, DC 20036	NONE	PC	GENERAL OPERATIONS	3,200.
FRIENDS OF THE PUBLIC GARDEN 69 BEACON STREET BOSTON, MA 02108	NONE	PC	RESTORATION OF THE WHITE MEMORIAL	1,000.
GAY MEN'S DOMESTIC VIOLENCE PROJECT 955 MASSACHUSETTS AVENUE PMB #131 CAMBRIDGE, MA 02139	NONE	PC	GENERAL OPERATIONS	2,500.
GEDAKINA, INC. PO BOX 2363 AMHERST, MA 01004	NONE	PC	KEEPERS OF THE EARTH	2,000.
Total from continuation sheets				

SUSAN A & DONALD P BABSON FOUNDATION
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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
GIFT OF ADOPTION PO BOX 567, 2001 WAUKEGAN ROAD TECHNY, IL 60082	NONE	PC	ADOPTION ASSISTANCE	3,000.
GLAD 30 WINTER STREET SUITE 800 BOSTON, MA 02108	NONE	PC	GENERAL OPERATIONS	3,000.
GLOBAL VISIONARIES 2524 16TH AVENUE ROOM 305 SEATTLE, WA 98144	NONE	PC	GLOBAL VISIONARIES 21ST YR YOUTH BOARD PROGRAM	1,000.
HALEY HOUSE 25 DARTMOUTH STREET BOSTON, MA 02116	NONE	PC	THORNTON FARM: URBAN AGRICULTURE LEARNING LAB	1,000.
HARLEM EDUCATIONAL ACTIVITIES FUND 2090 SEVENTH AVE 10TH FLOOR NEW YORK, NY 10027	NONE	PC	COLLEGE PREP PROGRAMS	1,000.
HELEN KELLER INTERNATIONAL 352 PARK AVENUE S 12TH FLOOR NEW YORK, NY 10168	NONE	PC	HKI'S 100TH ANNIVERSARY FOR EYE HEALTH	1,000.
HITCHCOCK CENTER FOR ENVIRONMENT 525 SOUTH PLEASANT STREET AMHERST, MA 01002	NONE	PC	GENERAL OPERATIONS	1,000.
HOMEWORK HOUSE, INC. 54 NORTH SUMMER STREET HOLYOKE, MA 01040	NONE	PC	CLUB FRIDAY	2,000.
HOPE STONE, INC. 1719 TOLEDANO STREET NEW ORLEANS, LA 70115	NONE	PC	HOPE STONE KIDS SUMMER ARTS CAMP	1,000.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE 34TH FLOOR NEW YORK, NY 10118	NONE	PC	CHILDREN'S RIGHTS PROGRAM	10,000.
Total from continuation sheets				

**SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070**

04-6782460

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
INTERNATIONAL GAY & LESBIAN HUMAN RIGHTS COMMISSION 80 MAIDEN LANE STE 1505 NEW YORK, NY 10038	NONE	PC	GENERAL OPERATIONS	2,250.
INTERNATIONAL RESCUE COMMITTEE-NY 263 W 38TH STREET 6TH FLOOR NEW YORK, NY 10018	NONE	PC	MEETING THE NEED FOR INTERPRETATION SERVICES FOR REFUGEES AND IMMIGRANTS IN NYC	8,000.
JAFFREY-RINDGE COOPERATIVE SCHOOL 45 SCHOOL STREET RINDGE, NH 03461	NONE	PC	DESTINATION IMAGINATION	1,000.
LA PINATA - THE LATIN AMERICAN CULTURAL FAMILY NETWORK INC 294 SOUTH STREET JAMAICA PLAIN, MA 02130	NONE	PC	LA PINANTA PERFORMING TROUPE DEVELOPMENT	2,000.
LET'S GET READY - BOSTON 89 SOUTH STREET STE 401 BOSTON, MA 02111	NONE	PC	GENERAL OPERATIONS	2,000.
MASSACHUSETTS ADOPTION RESOURCE EXCHANGE 45 FRANKLIN STREET 5TH FLOOR BOSTON, MA 02110	NONE	PC	GENERAL OPERATIONS	4,000.
MASSACHUSETTS PEACE ACTION EDUCATION 11 GARDEN STREET CAMBRIDGE, MA 02138-3605	NONE	PC	NEW DEVELOPMENT INITIATIVES	5,000.
MASSEQUALITY FOUNDATION 5 BROAD STREET 3RD FLOOR BOSTON, MA 02109	NONE	PC	GENERAL OPERATIONS	2,250.
MEENAKSHI FOUNDATION PO BOX 1484 GREAT BARRINGTON, MA 01230-0014	NONE	PC	GIRL'S EDUCATION IN SOUTH INDIA & OUTREACH IN THE UNITED STATES	9,000.
MIRIAM'S KITCHEN 2401 VIRGINIA AVENUE NW WASHINGTON, DC 20037	NONE	PC	GENERAL OPERATIONS	1,000.
Total from continuation sheets				

SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070

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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
MOTHERS FOR JUSTICE AND EQUALITY 184 DUDLEY STREET ROXBURY, MA 02119	NONE	PC	CIVIC LEADERSHIP ACADEMY	2,000.
NATIONAL EDUCATION FOR ASSISTANCE DOG SERVICES PO BOX 1100 PRINCETON, MA 01541	NONE	PC	BOSTON MARATHON BOMBING SURVIVOR'S FUND	5,000.
NATIONAL PRIORITIES PROJECT 243 KING STREET SUITE 109 NORTHAMPTON, MA 01060	NONE	PC	GENERAL OPERATIONS	2,000.
NATIONAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NONE	PC	INTERNATIONAL ISSUES AND BIOGEMS	10,000.
NATIONAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NONE	PC	BIOGEMS PROJECTS AND OPERATING SUPPORT	2,000.
NATIVE AMERICAN COMMUNITY BOARD PO BOX 572 LAKE ANDRES, SD 57356	NONE	PC	YANKERTON SIOUX LANGUAGE AND HERITAGE PRESERVATION PROGRAMS	2,000.
NC FIELD 313 E KING STREET KINSTON, NC 28502	NONE	PC	PLANTING FUTURES PROJECT	1,000.
NEW YORK YOUTH AT RISK 25 W 36TH STREET 8TH FLOOR NEW YORK, NY 10018	NONE	PC	SWEET TEEN PROJECT	1,000.
NEWTON WELLESLEY WESTON COMMITTEE 1301 CENTRE STREET NEWTON CENTRE, MA 02459	NONE	PC	GENERAL OPERATIONS OF THE PAUL T. BABSON II JUBLILEE HOUSE	10,000.
NIPPONZAN MYOHOJI USA 100 CAVE HILL ROAD LEVERETT, MA 01054	NONE	PC	NEW DEVELOPMENT INITIATIVES	5,000.
Total from continuation sheets				

SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070

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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
NONVIOLENT PEACEFORCE 425 OAK GROVE STREET MINNEAPOLIS, MN 55403	NONE	PC	GENERAL OPERATIONS	1,000.
OPEN PANTRY COMMUNITY SERVICES 287 STATE STREET SPRINGFIELD, MA 01101	NONE	PC	LOAVES AND FISHES COMMUNITY KITCHEN	1,000.
PARK THEATRE RESTORATION PROJECT PO BOX 278 JAFFREY, NH 03452-0257	NONE	PC	GENERAL OPERATIONS	2,000.
PEACE ACTION EDUCATION FUND 8630 FENTON STREET STE 524 SILVER SPRINGS, MD 20910	NONE	PC	GENERAL OPERATIONS	2,000.
PEACE DEVELOPMENT FUND PO BOX 1280 AMHERST, MA 01004	NONE	PC	PEACE FIRST PROGRAMS	1,892.
PEACE FIRST 25 KINGSTON STREET 6TH FLOOR BOSTON, MA 02211	NONE	PC	PEACE FIRST PROGRAMS	1,000.
PEACE PROJECT 99 BRIDGE STREET AMHERST, MA 01002	NONE	PC	PEACE PROJECT	2,000.
PERKINS SCHOOL FOR THE BLIND 175 N BEACON STREET WATERTOWN, MA 02472	NONE	PC	CAMP ABILITIES BOSTON	5,000.
POINT FOUNDATION PO BOX 60108 LOS ANGELES, CA 90060-0108	NONE	PC	GENERAL OPERATIONS	8,000.
PROVIDENCE CITY ARTS FOR YOUTH 891 BROAD STREET PROVIDENCE, RI 02907	NONE	PC	CITYARTS COMMUNITY YOUTH ARTS PROGRAM	3,000.
Total from continuation sheets				

**SUSAN A & DONALD P BABSON FOUNDATION
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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
RAISING A READER MA 9B HAMILTON PLACE 3RD FLOOR BOSTON, MA 02108	NONE	PC	RAISING A READER SPRINGFIELD	1,000.
REACH BEYOND DOMESTIC VIOLENCE PO BOX 540024 WALTHAM, MA 02454	NONE	PC	CHILD AND THE ADOLESCENT THERAPY PROGRAM	3,000.
SHARE OUR STRENGTH 1030 15TH STREET NW STE 1100W WASHINGTON, DC 20005	NONE	PC	GENERAL OPERATIONS	3,000.
SHELTER FROM THE STORM PO BOX 257 JAFFREY, NH 03452-0257	NONE	PC	GENERAL OPERATIONS	1,000.
SIRIUS COMMUNITY 72 BAKER ROAD SHUTESBURY, MA 01072	NONE	PC	GENERAL OPERATIONS	1,000.
SOUTH AFRICA PARTNERS 89 SOUTH STREET STE 701 BOSTON, MA 02111	NONE	PC	GENERAL OPERATIONS	1,000.
SOUTH BRONX UNITED PO BOX 1267 BRONX, NY 10451	NONE	PC	GENERAL OPERATIONS	1,192.
SPAULDING REHAB HOSPITALS 300 FIRST STREET BOSTON, MA 02129	NONE	PC	GENERAL OPERATIONS	5,000.
TEAM JAFFREY 28 MAIN STREET REAR JAFFREY, NH 03452	NONE	PC	FREE COMMUNITY CONCERTS ON THE COMMON	3,392.
TH JUVENILE LAW CENTER 1315 WALNUT STREET 4TH FLOOR PHILADELPHIA, PA 19107	NONE	PC	GENERAL OPERATIONS	1,000.
Total from continuation sheets				

**SUSAN A & DONALD P BABSON FOUNDATION
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
Name and address (home or business)				
THE BOSTON FOUNDATION 75 ARLINGTON STREET 10TH FLOOR BOSTON, MA 02116	NONE	PC	THE EQUALITY FUND	3,192.
THE CHILDREN'S AID SOCIETY 105 E 22ND STREET SUITE 102 NEW YORK, NY 10010	NONE	PC	GO! HEALTHY YOUTH FOOD JUSTICE PROGRAM AT CURTIS HIGH SCHOOL	1,000.
THE PETEY GREENE PROGRAM 9 MERCER STREET PRINCETON, NJ 08540	NONE	PC	THE PETEY GREENE PROGRAM	1,000.
THE RIVER CENTER 46 CONCORD STREET PETERBOROUGH, NH 03458	NONE	PC	EMPLOYMENT RESOURCE CENTER - JOB SEARCH AND INTERVIEW ASSISTANCE	1,000.
THE SAFINA CENTER STONEY BROOK UNIVERSITY STONY BROOK, NY 11794	NONE	PC	NATURE AND HUMAN WELFARE PROGRAMS	1,000.
THE THEATER OFFENSIVE 565 BOYLSTON STREET 3RD FLOOR BOSTON, MA 02116	NONE	PC	GENERAL OPERATIONS	2,000.
THE TREEHOUSE FOUNDATION 1 TREEHOUSE CIRCLE EASTHAMPTON, MA 01027	NONE	PC	EDUCATION OF LIFE SKILLS FOR CHILDREN AND YOUTH IN FOSTER CARE	1,000.
THE WINDSOR SCHOOL PILGRIM ROAD BOSTON, MA 02215	NONE	PC	STUDENT SCHOLARSHIPS	1,000.
UNITED NATIONS ASSOCIATION OF GREATER BOSTON 10 WINTER PLACE BOSTON, MA 02108	NONE	PC	MODEL UNITED NATIONS FOR URBAN SCHOOLS	1,000.
UNIVERSITY OF VIRGINIA PO BOX 400314 CHARLOTTESVILLE, VA 22904	NONE	PC	GRANT FOR LGBTQ CENTER	10,000.
Total from continuation sheets				

**SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070**

04-6782460

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
VETERANS EDUCATION PROJECT PO BOX 416 AMHERST, MA 01004	NONE	PC	LEARNING FROM WAR & VIOLENCE: EMPOWERING RECOVERY & PREVENTION	1,000.
WHITE EARTH LAND RECOVERY PROJECT 607 MAIN AVENUE CALLAWAY, MN 56521	NONE	PC	GENERAL OPERATIONS	2,000.
WOMEN'S EDUCATION CENTER 46 PLEASANT STREET CAMBRIDGE, MA 02139	NONE	PC	HEALING EMPOWERMENT THROUGH ARTS LEARNING PROGRAM	2,000.
WOMEN'S REFUGEE COMMISSION 122 E 42ND STREET 11TH FLOOR NEW YORK, NY 10168	NONE	PC	SUPPORT MICHELLE BRANE'S WORK IN DETENTION & ASYLUM PROGRAMS	1,700.
WOOLLY MAMMOTH THEATRE COMPANY 641 D STREET NW WASHINGTON, DC 20004	NONE	PC	AUDIENCE ACCESSIBILITY PROGRAMS	1,000.
WORLD BEYOND WAR PO BOX 1484 CHARLOTTESVILLE, VA 22902	NONE	PC	ALTERNATIVE GLOBAL SECURITY SYSTEM	2,000.
Total from continuation sheets				

Investment Detail			
Account: 099399-000 WTNA/SUC COTTEE/SA & DP BABSON FOUNDATION			
Account Level Detail Combined Principal and Income			
As of Date 12/31/2015			
Description	Quantity	Market Value	Federal Tax Cost
ABBVIE INC	1,175.0000	69,607.00	13,754.43
ACE LIMITED	750.0000	87,637.50	64,792.13
AIR PRODUCTS & CHEMICALS INC	450.0000	58,549.50	39,896.65
ALPHABET INC CL A	200.0000	155,602.00	103,796.50
APPLE INC	1,295.0000	136,311.70	76,174.67
BB&T CORP COM	1,750.0000	66,167.50	57,757.53
BERKSHIRE HATHAWAY INC DELAWARE CLASS B	1,125.0000	148,545.00	35,497.14
BIOGEN, INC	120.0000	36,762.00	43,394.90
CARDINAL HEALTH INC OM	750.0000	66,952.50	31,516.87
CHEVRON CORP	650.0000	58,474.00	67,776.94
COLGATE PALMOLIVE CO COM	925.0000	61,623.50	31,931.00
COSTCO WHOLESALE CORP COM	650.0000	104,975.00	50,430.13
CVS HEALTH CORPORATION	925.0000	90,437.25	47,176.29
DANAHER CORP COM	825.0000	76,626.00	36,467.32
WALT DISNEY CO	950.0000	99,826.00	88,281.42
DOMINION RESOURCES INC	750.0000	50,730.00	37,980.37
EMC CORP MASS COM	2,400.0000	61,632.00	33,552.00
EMERSON ELECTRIC COMPANY	2,300.0000	110,009.00	61,918.75
EXXON MOBIL CORP	1,050.0000	81,847.50	63,107.00
GENERAL ELECTRIC COMPANY	5,000.0000	155,750.00	46,247.00
GILEAD SCIENCES INC COM	400.0000	40,476.00	43,629.00
HARBOR INTERNATIONAL FUND CLASS INSTITUTIONAL	4,374.9600	260,003.87	282,528.70
INTEL CORP COM	2,250.0000	77,512.50	55,625.41
JOHNSON & JOHNSON	1,600.0000	164,352.00	30,250.00
JPMORGAN CHASE & CO	1,500.0000	99,045.00	46,338.75
LOCKHEED MARTIN CORPORATION COM	550.0000	119,432.50	58,903.36
MASTERCARD INC CLASS A	475.0000	46,246.00	41,292.94
MERCK & COMPANY INC	2,175.0000	114,883.50	83,136.52
METLIFE INCORPORATED	1,000.0000	48,210.00	29,432.50
NATIONAL OILWELL VARCO INC	250.0000	8,372.50	15,556.11
NORDSTROM INC COM	1,000.0000	49,810.00	51,498.50
OCCIDENTAL PETROLEUM CORP COMMON	425.0000	28,734.25	38,266.98
OMNICOM GROUP INC COM	900.0000	68,094.00	34,649.73
PEPSICO INC COM	1,700.0000	169,864.00	57,612.49
PPL CORP COM	1,000.0000	34,130.00	26,843.17
PRAXAIR INC COM	800.0000	81,920.00	49,763.44
PRICELINE.COM INCORPORATED	35.0000	44,623.25	38,854.29
PROCTER & GAMBLE CO COM	450.0000	35,734.50	7,687.77
QUALCOMM INC COM	725.0000	36,239.13	36,838.56
REGENERON PHARMACEUTICALS INC	100.0000	54,287.00	43,165.25
SCHLUMBERGER LTD	1,000.0000	69,750.00	40,049.90
SIMON PROPERTY GROUP INC REAL ESTATE INVESTMENT TRUST	325.0000	63,193.00	49,441.11
T ROWE PRICE GROUP INC COMMON	850.0000	60,766.50	44,869.63
TARGET CORP COM	750.0000	54,457.50	38,446.80
THE TRAVELERS COMPANIES INC	500.0000	56,430.00	39,958.95
U S BANCORP DEL COM NEW	2,300.0000	98,141.00	77,883.75
UNION PACIFIC CORP COM	600.0000	46,920.00	33,705.75
UNITED PARCEL SERVICE CL B	350.0000	33,680.50	28,899.89

Investment Detail			
Account: 099399-000 WTNA/SUC COTTEE/SA & DP BABSON FOUNDATION			
Account Level Detail Combined Principal and Income			
As of Date 12/31/2015			
Description	Quantity	Market Value	Federal Tax Cost
UNITED TECHNOLOGIES CORP COM	800 0000	76,856 00	40,441.44
VANGUARD SMALL-CAP ETF	646.0000	71,473.44	75,253.19
VERIZON COMMUNICATIONS COM	512.0000	23,664.64	23,918 08
VODAFONE GROUP SPONSORED AMERICAN DEPOSITORY RECEIPT	1,063.0000	34,292 38	52,753 90
WELLS FARGO ADVANTAGE EMERGING MARKETS FUND CLASS INSTITUTIONAL	3,449 8620	61,407 54	75,000.00
ZOETIS INC	119 0000	5,702.48	3,508.50
TOTAL Equity		4,116,769.93	2,727,453.40
FEDERATED ULTRA SHORT BOND FUND CLASS INSTITUTIONAL	5,434 7830	49,239.13	50,000 00
METWEST TOTAL RETURN BOND FUND CLASS INSTITUTIONAL	16,254 5260	172,623.07	176,325 19
RIDGEMOUNT SEIX FLOATING RATE HIGH INCOME FUND I	22,324 0810	184,396.91	200,000 00
TOTAL Fixed Income		406,259.11	426,325.19
CREDIT SUISSE COMMODITY RETURN STRATEGY FUND CLASS INSTITUTIONAL	7,987 2200	36,022 36	50,000 00
ISHARES TIPS BOND ETF	675.0000	74,034.00	73,853.44
SPDR DOW JONES INTERNATIONAL REAL ESTATE ETF	1,000.0000	39,120 00	41,793 50
TOTAL Inflation Hedges		149,176.36	165,646.94
ABSOLUTE STRATEGIES FUND INSTITUTIONAL CLASS	25,357.2790	255,854 95	278,377.30
AQR MANAGED FUTURES STRATEGY FUND CLASS INSTITUTIONAL	10,802.9520	109,974 05	108,215 85
GATEWAY FUND CLASS Y	2,545 8250	75,636 46	75,000 00
TOTAL Hedged Strategies		441,465.46	461,593.15
US DOLLAR CURRENCY	757 7600	757 76	757 76
WILMINGTON TAX EXEMPT MONEY MARKET FUND CLASS SELECT	110,724 7300	110,724.73	110,724.73
Cash Payable For Purchase Of 675.0000 Shares of ISHARES TIPS BOND ETF Traded on 12/29/15 To Settle on 01/04/16	(73,853 4400)	(73,853 44)	(73,853 44)
Cash Receivable For Sale Of 500.0000 Shares of FASTENAL CO Traded on 12/29/15 To Settle on 01/04/16	20,834 3600	20,834.36	20,834 36
Cash Receivable For Sale Of 1500.0000 Shares of GENERAL ELECTRIC COMPANY Traded on 12/29/15 To Settle on 01/04/16	46,930.3800	46,930 38	46,930 38
TOTAL Cash & Currency		105,393.79	105,393.79
TOTAL INVESTMENTS		5,219,064.65	3,886,412.47

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
INTEREST/DIVIDENDS	160,779.	25,931.	134,848.	134,841.		
TO PART I, LINE 4	160,779.	25,931.	134,848.	134,841.		

FORM 990-PF		LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
MA AG FILING FEE	70.	0.		70.		
TO FM 990-PF, PG 1, LN 16A	70.	0.		70.		

FORM 990-PF		OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
MANAGEMENT FEES TO GMA FOUNDATIONS	17,040.	0.		17,040.		
TO FORM 990-PF, PG 1, LN 16C	17,040.	0.		17,040.		

FORM 990-PF		TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
FOREIGN TAX PAYMENTS	577.	577.		0.		
2015 ESTIMATED TAX PAID	1,560.	0.		0.		
TO FORM 990-PF, PG 1, LN 18	2,137.	577.		0.		

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	21.	21.		0.
MEETING EXPENSES	912.	0.		912.
TO FORM 990-PF, PG 1, LN 23	933.	21.		912.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY	2,727,453.	4,116,770.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,727,453.	4,116,770.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	426,325.	406,259.
TOTAL TO FORM 990-PF, PART II, LINE 10C	426,325.	406,259.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	627,240.	590,642.
TOTAL TO FORM 990-PF, PART II, LINE 13		627,240.	590,642.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NEWELL FLATHER C/O GMA FOUNDATION 77 SUMMER STREET 8TH FLOOR BOSTON, MA 02110-1006	TRUSTEE 1.00	6,250.	0.	0.
WILMINGTON TRUST COMPANY 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	36,153.	0.	0.
DEBORAH BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
AVERILL BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
JAMES A. BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
RICHARD L. BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		42,403.	0.	0.