EXTENDED TO AUGUST 15, 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation
J. IRVING & JANE L. ENGLAND CHARITABLE TRUST,A. MOLLOY & F. RUSSELL,CO-TRUSTEES

A Employer identification number: 04-6836265

Number and street (or P O box number if mail is not delivered to street address): 370 MAIN ST
Room/suite: 800

B Telephone number: 508-756-2423

City or town, state or province, country, and ZIP or foreign postal code: WORCESTER, MA 01608

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 4,147,789.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	77.	77.		STATEMENT 1
	4 Dividends and interest from securities	126,470.	126,470.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,681.			
	b Gross sales price for all assets on line 6a 1,050,851.				
	7 Capital gain net income (from Part IV, line 2)		11,681.		
	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	3,723.	3,723.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	141,951.	141,951.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,500.	3,750.		3,750.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	3,000.	1,500.		1,500.
	b Accounting fees STMT 5	4,500.	2,250.		2,250.
	c Other professional fees STMT 6	8,410.	4,205.		4,205.
	17 Interest				
	18 Taxes STMT 7	2,464.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	8,630.	0.		195.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	34,504.	11,705.		11,900.
	25 Contributions, gifts, grants paid	222,000.			222,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	256,504.	11,705.		233,900.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-114,553.			
	b **Net investment income** (if negative, enter -0-)		130,246.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	139,941.	179,634.	179,634.
	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	2,693,755.	2,767,505.	3,296,014.
	c Investments - corporate bonds STMT 11	874,236.	644,236.	672,141.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	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)	3,707,932.	3,591,375.	4,147,789.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,707,932.	3,591,375.	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	3,707,932.	3,591,375.	
	31 **Total liabilities and net assets/fund balances**	3,707,932.	3,591,375.	

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	3,707,932.
2	Enter amount from Part I, line 27a	2	-114,553.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,593,379.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	2,004.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,591,375.

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				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	1,050,851.		1,039,170.	11,681.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				11,681.

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** 11,681.

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	234,003.	4,438,003.	.052727
2013	227,324.	4,274,961.	.053176
2012	215,024.	4,029,866.	.053358
2011	206,845.	3,950,558.	.052358
2010	197,300.	3,870,432.	.050976

2	**Total** of line 1, column (d)	2	.262595
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	.052519
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	4,355,230.
5	Multiply line 4 by line 3	5	228,732.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,302.
7	Add lines 5 and 6	7	230,034.
8	Enter qualifying distributions from Part XII, line 4	8	233,900.

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 ▶ [X] and enter 1% of Part I, line 27b		1	1,302.
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	1,302.
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	1,302.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 1,362.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 3,638.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	5,000.
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	3,698.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶	1,320. **Refunded** ▶	11	2,378.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ANN K. MOLLOY & FRANCIS J. RUSSELL, Telephone no. ▶ 508-756-2423
Located at ▶ 370 MAIN STREET, SUITE 800, WORCESTER, MA ZIP+4 ▶ 01608

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

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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

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)? N/A — 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: No X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

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

(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
ANN K. MOLLOY MOUNTAIN, DEARBORN & WHITING, 370 MAI WORCESTER, MA 01608	CO-TRUSTEE 1.00	5,625.	0.	0.
FRANCIS J. RUSSELL MOUNTAIN, DEARBORN & WHITING, 370 MAI WORCESTER, MA 01608	CO-TRUSTEE 0.25	1,875.	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.

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	4,147,369.
b	Average of monthly cash balances		1b	274,184.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	4,421,553.
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	4,421,553.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	66,323.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,355,230.
6	**Minimum investment return** Enter 5% of line 5		6	217,762.

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	217,762.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 1,302.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,302.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	216,460.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	216,460.
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	216,460.

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	233,900.
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	233,900.
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	1,302.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	232,598.

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				216,460.
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 6,815.				
b From 2011 12,935.				
c From 2012 16,401.				
d From 2013 16,076.				
e From 2014 14,397.				
f **Total** of lines 3a through e	66,624.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 233,900.				
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				216,460.
e Remaining amount distributed out of corpus	17,440.			
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	84,064.			
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	6,815.			
9 **Excess distributions carryover to 2016** Subtract lines 7 and 8 from line 6a	77,249.			
10 Analysis of line 9:				
a Excess from 2011 12,935.				
b Excess from 2012 16,401.				
c Excess from 2013 16,076.				
d Excess from 2014 14,397.				
e Excess from 2015 17,440.				

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			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
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:

ANN K. MOLLOY, TRUSTEE, (508)756-2423
370 MAIN STREET, SUITE 800, WORCESTER, MA 01608

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

DETAILS OF CHARITABLE ACTIVITY

c Any submission deadlines:

DECEMBER 1 OF YEAR FOR WHICH DONATION IS REQUESTED.

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

DONATIONS ORDINARILY LIMITED TO CHARITIES OPERATING IN WEST BROOKFIELD AND WORCESTER, MA.

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				
ABBY'S HOUSE 52 HIGH STREET WORCESTER, MA 01609	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
ALEX'S TEAM 63 ATLANTIC AVENUE, 3RD FLOOR BOSTON, MA 02110	NONE	501(C)(3) ORGANIZATION	GENERAL	3,000.
ALZHEIMER'S ASSOCIATION OF EASTERN MASSACHUSETTS PO BOX 96011 WASHINGTON, DC 20090	NONE	501(C)(3) ORGANIZATION	GENERAL	5,000.
AMERICAN RED CROSS OF CENTRAL MASSACHUSETTS 2000 CENTURY DR WORCESTER, MA 01606	NONE	501(C)(3) ORGANIZATION	GENERAL	7,000.
ANTIQUARIAN SOCIETY 185 SALISBURY STREET WORCESTER, MA 01609	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	222,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

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Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					77.
4 Dividends and interest from securities					126,470.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					3,723.
8 Gain or (loss) from sales of assets other than inventory					11,681.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	141,951.

13 Total. Add line 12, columns (b), (d), and (e) 13 141,951.

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

Part XVI-B **Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	UNDER TERMS OF THE AGREEMENT, ALL NET INCOME IS PAYABLE TO TAX-EXEMPT CHARITIES.

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Ann K. Molloy, Tee 8/15/16 CO-TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self- employed	PTIN
ANN K. MOLLOY	Ann K. Molloy ANN K. MOLLOY	06/16/16		P01438500
Firm's name ▶ MOUNTAIN, DEARBORN & WHITING LLP			Firm's EIN ▶ 04-2186262	
Firm's address ▶ 370 MAIN STREET, SUITE 800 WORCESTER, MA 01608			Phone no. (508)756-2423	

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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	$40,000 DOW CHEMICAL CO 3% 6/15/21	P	08/16/14	12/15/15
b	$40,000 DOW CHEMICAL CO 3.6% 6/15/24	P	06/16/14	12/15/15
c	$100,000 GENERAL ELEC CAP CORP 5% 7/15/15	P	01/15/09	07/15/15
d	1000 SHS CLOROX CO DE	P	04/28/08	05/04/15
e	12515.22 SHS EV INCOME FD OF BOSTON C	P	VARIOUS	03/18/15
f	1200 SHS EMERSON ELECTRIC CO	P	09/12/96	03/18/15
g	411 SHS PLUM CREEK TIMBER CO INC REI	P	10/08/01	07/20/15
h	200 SHS PROCTER & GAMBLE	P	09/12/96	08/27/15
i	500 SHS WALMART STORES INC	P	06/08/07	10/14/15
j	225 SHS 3M COMPANY	P	09/29/03	07/20/15
k	100 SHS 3M COMPANY	P	09/29/03	08/27/15
l	500 SHS CBS CORP NEW CL B SHS	P	05/28/14	11/30/15
m	600 SHS KELLOGG CO	P	02/20/13	06/30/15
n	589 SHS PLUM CREEK TIMBER CO INC REI	P	07/07/14	07/20/15
o	700 SHS SCHLUMBERGER LTD	P	03/28/11	09/30/15

	(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	40,000.		40,000.	0.
b	40,000.		40,000.	0.
c	100,000.		100,000.	0.
d	106,390.		55,783.	50,607.
e	73,708.		80,414.	-6,706.
f	67,688.		26,409.	41,279.
g	16,724.		6,561.	10,163.
h	14,240.		6,106.	8,134.
i	30,556.		25,243.	5,313.
j	35,325.		7,523.	27,802.
k	14,308.		3,344.	10,964.
l	25,246.		30,640.	-5,394.
m	37,709.		36,373.	1,336.
n	23,968.		26,708.	-2,740.
o	48,040.		64,226.	-16,186.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				0.
b				0.
c				0.
d				50,607.
e				-6,706.
f				41,279.
g				10,163.
h				8,134.
i				5,313.
j				27,802.
k				10,964.
l				-5,394.
m				1,336.
n				-2,740.
o				-16,186.

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	
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	

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	300 SHS SIEMENS AKTIENGELLSCHAFT	P	09/25/12	09/24/15
b	1000 SHS TWENTY-FIRST CENTURY FOX CL A	P	09/04/13	07/22/15
c	200 SHS UNITED PARCEL SER INC CL-B	P	04/29/13	08/27/15
d	100 SHS ALIBABA GROUP HLDG LTD	P	12/10/14	03/03/15
e	871.38 SHS ARTISAN INTL FD	P	10/14/14	09/25/15
f	495.54 SHS ARTISAN INTL FD	P	12/10/14	09/25/15
g	20 SHS CALIFORNIA RESOURCES CORP	P	06/20/14	03/03/15
h	40 SHS CALIFORNIA RESOURCES CORP	P	10/14/14	03/03/15
i	50 SHS CHEVRONTEXACO CORP	P	10/14/14	07/21/15
j	1172.61 SHS COLUMBIA FDS SER TR SMALL CAP	P	10/14/14	09/25/15
k	226.96 SHS COLUMBIA FDS SER TR SMALL CAP	P	12/10/14	09/25/15
l	1164.14 SHS DELAWARE EMERGING MKTS FUND	P	06/20/14	03/03/15
m	309.6 SHS DELAWARE EMERGING MKTS FUND	P	10/14/14	03/03/15
n	.08 SH GOOGLE INC	P	06/20/14	05/19/15
o	50 SHS JOHNSON & JOHNSON	P	06/20/14	03/03/15

	(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	26,607.		29,993.	-3,386.
b	33,540.		32,563.	977.
c	19,767.		22,306.	-2,539.
d	8,150.		10,419.	-2,269.
e	23,597.		25,000.	-1,403.
f	13,419.		15,000.	-1,581.
g	147.		180.	-33.
h	295.		306.	-11.
i	4,697.		5,579.	-882.
j	25,129.		25,000.	129.
k	4,864.		5,000.	-136.
l	16,938.		20,000.	-3,062.
m	4,505.		5,000.	-495.
n	44.		44.	0.
o	5,114.		5,259.	-145.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-3,386.
b				977.
c				-2,539.
d				-2,269.
e				-1,403.
f				-1,581.
g				-33.
h				-11.
i				-882.
j				129.
k				-136.
l				-3,062.
m				-495.
n				0.
o				-145.

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	
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	

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	325 SHS KINDER MORGAN INC DEL	P	12/10/14	09/25/15
b	25 SHS KINDER MORGAN INC DEL	P	03/03/15	09/25/15
c	100 SHS MEDTRONIC INC	P	12/10/14	01/26/15
d	100 SHS PRICE T ROWE GROUP INC	P	12/10/14	07/21/15
e	212.59 SHS PRINCIPAL MIDCAP BLEND FUND	P	05/15/15	11/30/15
f	25 SHS ROCKWELL INTL CORP NEW	P	07/21/15	09/25/15
g	50 SHS ROCKWELL INTL CORP	P	10/14/14	09/25/15
h	25 SHS THERMO ELECTRON CORP	P	07/21/15	11/30/15
i	50 SHS UNITED TECHNOLOGIES CORP	P	10/14/14	07/21/15
j	25 SHS VANGUARD INDEX FDS REIT VIPER SHS	P	10/14/14	09/25/15
k	25 SHS CHEVRONTEXACO CORP	P	06/20/14	07/21/15
l	621.63 SHS COLUMBIA FDS SER TR SMALL CAP	P	06/20/14	09/25/15
m	766.87 SHS COLUMBIA FDS SER TR SMALL CAP	P	09/16/14	09/25/15
n	50 SHS DOW CHEMICAL	P	06/20/14	09/25/15
o	100 SHS EMERGING GLOBAL SHS DOW JONES	P	06/20/14	09/25/15

	(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	9,562.		12,868.	-3,306.
b	736.		1,022.	-286.
c	7,695.		7,353.	342.
d	7,883.		8,416.	-533.
e	4,843.		5,000.	-157.
f	2,523.		3,027.	-504.
g	5,046.		5,076.	-30.
h	3,475.		3,400.	75.
i	5,096.		5,031.	65.
j	1,894.		1,875.	19.
k	2,348.		3,294.	-946.
l	13,322.		15,000.	-1,678.
m	16,434.		17,500.	-1,066.
n	2,128.		2,634.	-506.
o	2,167.		2,760.	-593.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-3,306.
b				-286.
c				342.
d				-533.
e				-157.
f				-504.
g				-30.
h				75.
i				65.
j				19.
k				-946.
l				-1,678.
m				-1,066.
n				-506.
o				-593.

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	
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	

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	50 SHS METLIFE INC	P	06/20/14	11/30/15
b	100 SHS METLIFE INC	P	10/14/14	11/30/15
c	25 SHS ORACLE CORP	P	06/20/14	09/25/15
d	150 SHS ORACLE CORP	P	10/14/14	11/30/15
e	50 SHS ORACLE CORP	P	06/20/14	11/30/15
f	478.93 SHS PIMCO FDS PAC INVT MGMT SER ALL	P	06/20/14	09/25/15
g	793.65 SHS PIMCO FDS PAC INVT MGMT SER ALL	P	09/16/14	11/30/15
h	307.24 SHS PIMCO FDS PAC INVT MGMT SER ALL	P	06/20/14	11/30/15
i	244.9 SHS PIMCO FDS PAC INVT MGMT SER ALL	P	10/14/14	11/30/15
j	480 SHS PIMCO COMMODITIESPLUS STRATEGY	P	06/20/14	09/25/15
k	206.14 SHS PRINCIPAL MIDCAP BLEND FUND	P	06/20/14	11/30/15
l	678.73 SHS PRINCIPAL MIDCAP BLEND FUND	P	09/16/14	11/30/15
m	125 SHS QUALCOMM INC	P	10/14/14	11/30/15
n	50 SHS QUALCOMMINC	P	06/20/14	11/30/15
o	50 SHS ROCKWELL INTL CORP	P	06/20/14	09/25/15

	(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	2,555.		2,834.	-279.
b	5,110.		4,913.	197.
c	906.		1,009.	-103.
d	5,883.		5,826.	57.
e	1,961.		2,017.	-56.
f	5,000.		6,092.	-1,092.
g	8,381.		10,000.	-1,619.
h	3,244.		3,908.	-664.
i	2,586.		3,000.	-414.
j	3,000.		5,606.	-2,606.
k	4,696.		4,469.	227.
l	15,462.		15,000.	462.
m	6,068.		9,057.	-2,989.
n	2,427.		3,984.	-1,557.
o	5,046.		6,332.	-1,286.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-279.
b				197.
c				-103.
d				57.
e				-56.
f				-1,092.
g				-1,619.
h				-664.
i				-414.
j				-2,606.
k				227.
l				462.
m				-2,989.
n				-1,557.
o				-1,286.

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	
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	

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	50 SHS UNION PACIFIC CORP	P	06/20/14	11/30/15
b	50 SHS UNION PACIFIC CORP	P	10/14/14	11/30/15
c	25 SHS UNITED TECHNOLOGIES CORP	P	06/20/14	07/21/15
d	75 SHS WHOLE FOODS MKT INC	P	06/20/14	11/30/15
e	150 SHS WHOLE FOODS MKT INC	P	10/14/14	11/30/15
f	3,538 SHS LEHMAN BROTHERS - ABANDONED	P	02/12/08	04/20/15
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	4,199.		5,050.	-851.
b	4,199.		4,953.	-754.
c	2,548.		2,950.	-402.
d	2,170.		2,943.	-773.
e	4,340.		5,542.	-1,202.
f			88,450.	-88,450.
g	15,203.			15,203.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-851.
b				-754.
c				-402.
d				-773.
e				-1,202.
f				-88,450.
g				15,203.
h				
i				
j				
k				
l				
m				
n				
o				

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	11,681.
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 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
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
ARTS WORCESTER 660 MAIN STREET WORCESTER, MA 01610	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
ASCENTRIA COMMUNITY SERVICE 14 EAST WORCESTER STREET, SUITE 300 WORCESTER, MA 01604	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
BOY SCOUT TROUP 118 OF WEST BROOKFIELD PO BOX 165 WEST BROOKFIELD, MA 01585	NONE	501(C)(3) ORGANIZATION	GENERAL	6,500.
BOYS & GIRLS CLUB OF WORCESTER 65 TAINTER ST WORCESTER, MA 01604	NONE	501(C)(3) ORGANIZATION	GENERAL	5,000.
BROAD MEADOW BROOK CONSERVATION & WILDLIFE 414 MASSASOIT RD WORCESTER, MA 01604	NONE	501(C)(3) ORGANIZATION	GENERAL	7,000.
COMMUNITY LEGAL AID 405 MAIN STREET, 4TH FLOOR WORCESTER , MA 01608	NONE	501(C)(3) ORGANIZATION	GENERAL	4,000.
CONCORDIA LUTHERAN CHURCH 86 MURRAY AVENUE WORCESTER, MA 01601	NONE	501(C)(3) ORGANIZATION	GENERAL	2,000.
CUB SCOUT PACK 118 OF WEST BROOKFIELD PO BOX 456 WEST BROOKFIELD, MA 01585	NONE	501(C)(3) ORGANIZATION	GENERAL	6,500.
DISMAS HOUSE PO BOX 30125 WORCESTER, MA 01603	NONE	501(C)(3) ORGANIZATION	GENERAL	2,000.
Total from continuation sheets				205,000.

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
EAST QUABBIN LAND TRUST PO BOX 5, 120 RIDGE RD HARDWICK, MA 01037	NONE	501(C)(3) ORGANIZATION	GENERAL	5,000.
FIRST BAPTIST CHURCH 111 PARK AVE WORCESTER, MA 01609	NONE	501(C)(3) ORGANIZATION	GENERAL	2,000.
FIRST CONGREGATIONAL CHURCH OF WEST BROOKFIELD PO BOX 371, 36 NORTH MAIN ST WEST BROOKFIELD, MA 01585	NONE	501(C)(3) ORGANIZATION	GENERAL	7,000.
FRIENDLY HOUSE 36 WALL ST WORCESTER, MA 01609	NONE	501(C)(3) ORGANIZATION	GENERAL	7,000.
FRIENDS OF HOPE CEMETERY 119 WEBSTER ST WORCESTER, MA 01603	NONE	501(C)(3) ORGANIZATION	GENERAL	3,000.
GIRLS INCORPORATED OF WORCESTER 125 PROVIDENCE ST WORCESTER, MA 01604	NONE	501(C)(3) ORGANIZATION	GENERAL	10,000.
GREATER WORCESTER COMMUNITY FOUNDATION 370 MAIN STREET, SUITE 650 WORCESTER, MA 01608	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
HOPE LODGE 7 OAK ST WORCESTER, MA 01609	NONE	501(C)(3) ORGANIZATION	GENERAL	5,000.
JEREMIAH'S INN 1059 MAIN STREET, PO BOX 30035 WORCESTER, MA 01603	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
JOY OF MUSIC PROGRAM ONE GORHAM ST WORCESTER, MA 01605	NONE	501(C)(3) ORGANIZATION	GENERAL	3,000.
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
LATIN AMERICAN HEALTH ALLIANCE - HECTOR REYES HOUSE 27 VERNON STREET WORCESTER, MA 01610	NONE	501(C)(3) ORGANIZATION	GENERAL	2,000.
LGBT TASK FORCE 6 CLOVER STREET WORCESTER, MA 01603	NONE	501(C)(3) ORGANIZATION	GENERAL	2,000.
MARLBOROUGH HOSPITAL 157 UNION STREET MARLBOROUGH, MA 01752	NONE	501(C)(3) ORGANIZATION	GENERAL	2,000.
MASONIC EDUCATION & CHARITY TRUST 186 TREMONT ST - ROOM 207 BOSTON, MA 02111	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
MASONIC LEARNING CENTER ONE IONIC AVE WORCESTER, MA 01608	NONE	501(C)(3) ORGANIZATION	GENERAL	3,000.
MECHANICS HALL 321 MAIN STREET WORCESTER, MA 01608	NONE	501(C)(3) ORGANIZATION	GENERAL	3,000.
MERRIAM-GILBERT LIBRARY 9 WEST MAIN STREET WEST BROOKFIELD, MA 01585	NONE	501(C)(3) ORGANIZATION	GENERAL	9,000.
PRESERVATION WORCESTER 10 CEDAR STREET WORCESTER, MA 01609	NONE	501(C)(3) ORGANIZATION	GENERAL	2,000.
QUABOAG HISTORICAL SOCIETY PO BOX 635 WEST BROOKFIELD, MA 01585	NONE	501(C)(3) ORGANIZATION	GENERAL	7,500.
REGIONAL ENVIRONMENTAL COUNCIL PO BOX 255 WORCESTER, MA 01613	NONE	501(C)(3) ORGANIZATION	GENERAL	3,000.
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
SEVEN HILLS FOUNDATION 81 HOPE AVE WORCESTER, MA 01603	NONE	501(C)(3) ORGANIZATION	GENERAL	6,000.
THE HANOVER THEATRE FOR THE PERFORMING ARTS 2 SOUTHBRIDGE STREET WORCESTER, MA 01608	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
THE TRUSTEES OF RESERVATION 572 ESSEX ST BEVERLY, MA 01915	NONE	501(C)(3) ORGANIZATION	GENERAL	5,000.
UNITED WAY OF CENTRAL MASSACHUSETTS 484 MAIN ST, STE 300 WORCESTER, MA 01608	NONE	501(C)(3) ORGANIZATION	GENERAL	3,000.
VNA OF CENTRAL MASSACHUSETTS 120 THOMAS ST WORCESTER, MA 01608	NONE	501(C)(3) ORGANIZATION	GENERAL	5,000.
WEST BROOKFIELD COUNCIL ON AGING 27 FRONT ST, PO BOX 207 WEST BROOKFIELD, MA 01585	NONE	501(C)(3) ORGANIZATION	GENERAL	5,000.
WEST BROOKFIELD HISTORICAL COMMISSION PO BOX 372 WEST BROOKFIELD, MA 01585	NONE	501(C)(3) ORGANIZATION	GENERAL	7,500.
WEST BROOKFIELD PARENT/TEACHER GROUP NATURE'S CLASSROOM 89 NORTH MAIN ST WEST BROOKFIELD, MA 01585	NONE	501(C)(3) ORGANIZATION	GENERAL	10,000.
WEST BROOKFIELD RESCUE SQUAD PO BOX 540 WEST BROOKFIELD, MA 01585	NONE	501(C)(3) ORGANIZATION	GENERAL	8,000.
WHY ME 1152 PLEASANT STREET WORCESTER, MA 01602	NONE	501(C)(3) ORGANIZATION	GENERAL	7,000.
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
WORCESTER ART MUSEUM 55 SALISBURY ST WORCESTER, MA 01602	NONE	501(C)(3) ORGANIZATION	GENERAL	3,000.
WORCESTER CENTER FOR CRAFTS 24 SAGAMORE RD WORCESTER, MA 01605	NONE	501(C)(3) ORGANIZATION	GENERAL	3,000.
WORCESTER CHAMBER MUSIC SOCIETY P.O. BOX 21001 WORCESTER, MA 01602	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
WORCESTER CHILDREN'S FRIEND SOCIETY 21 CEDAR ST WORCESTER, MA 01609	NONE	501(C)(3) ORGANIZATION	GENERAL	5,000.
WORCESTER COUNTY FOOD BANK 474 BOSTON TURNPIKE SHREWSBURY, MA 01545	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
WORCESTER COUNTY HORTICULTURAL SOCIETY 11 FRENCH DRIVE, PO BOX 598 BOYLSTON, MA 01505	NONE	501(C)(3) ORGANIZATION	GENERAL	5,000.
WORCESTER HISTORICAL SOCIETY 30 ELM ST WORCESTER, MA 01609	NONE	501(C)(3) ORGANIZATION	GENERAL	3,000.
WORCESTER JEWISH COMMUNITY CENTER 633 SALISBURY STREET WORCESTER, MA 01609	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
WORCESTER NATURAL HISTORY SOCIETY 222 HARRINGTON WAY WORCESTER, MA 01604	NONE	501(C)(3) ORGANIZATION	GENERAL	5,000.
WORCESTER PUBLIC LIBRARY FOUNDATION 3 SALEM SQUARE WORCESTER, MA 01608	NONE	501(C)(3) ORGANIZATION	GENERAL	1,000.
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
YMCA OF CENTRAL MASSACHUSETTS 766 MAIN STREET WORCESTER, MA 01608	NONE	501(C)(3) ORGANIZATION	GENERAL	5,000.
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
MERRILL LYNCH	17.	17.	
MORGAN STANLEY	19.	19.	
SANTANDER BANK	23.	23.	
US TRUST	18.	18.	
TOTAL TO PART I, LINE 3	77.	77.	

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
MERRILL LYNCH	52,795.	0.	52,795.	52,795.	
MORGAN STANLEY	69,409.	10,060.	59,349.	59,349.	
US TRUST	19,469.	5,143.	14,326.	14,326.	
TO PART I, LINE 4	141,673.	15,203.	126,470.	126,470.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY - NONDIVIDEND DISTRIBUTIONS	2,272.	2,272.	
US TRUST - NONDIVIDEND DISTRIBUTIONS	717.	717.	
US TRUST DIVIDEND ADJUSTMENT - NOT ON 1099	646.	646.	
MORGAN STANLEY REFUNDS AND PRINCIPAL DISTRIBUTIONS	88.	88.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,723.	3,723.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,000.	1,500.		1,500.
TO FM 990-PF, PG 1, LN 16A	3,000.	1,500.		1,500.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,500.	2,250.		2,250.
TO FORM 990-PF, PG 1, LN 16B	4,500.	2,250.		2,250.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US TRUST FEES	8,410.	4,205.		4,205.
TO FORM 990-PF, PG 1, LN 16C	8,410.	4,205.		4,205.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2015 FORM 990-PF ESTIMATED TAX DUE	1,060.	0.		0.
FOREIGN TAXES	1,404.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,464.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORM PC FILING FEE	70.	0.		70.
MERRILL LYNCH CMA FEE	125.	0.		125.
AGENT CUSTODY FEES - SIEMENS AKTIENGELLSCHAFT	12.	0.		0.
AGENT CUSTODY FEES - ANHEUSER BUSCH INBEV SA SPON	48.	0.		0.
CERTIFIED MAIL	32.	0.		0.
MORGAN STANLEY ADVISORY FEES	8,317.	0.		0.
WIRE FEES	26.	0.		0.
TO FORM 990-PF, PG 1, LN 23	8,630.	0.		195.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
ADJUSTMENTS TO COST BASIS	1,649.
GAIN NOT RECOGNIZED IN CASH BALANCE (MEDTRONIC)	343.
ROUNDING ADJUSTMENT	12.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,004.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2,767,505.	3,296,014.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,767,505.	3,296,014.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	644,236.	672,141.
TOTAL TO FORM 990-PF, PART II, LINE 10C	644,236.	672,141.

J. IRVING & JANE L. ENGLAND CHARITABLE TRUST 2015

	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE STOCK		
2,000 SHS AEGON NV 6.375%	50,000.00	51,560 00
2,000 SHS BARCLAYS BANK PLC 8.125%	50,000.00	53,060.00
2,000 SHS HSBC HOLDINGS PLC 8 125%	50,000.00	53,380 00
2,000 LEHMAN BROS HLDG CP TR III 6.375%	50,000.00	220.00
2,000 SHS LEHMAN BROS HLDGS 6.24% 1/18/54	50,000.00	280 20
1,100 SHS ABBVIE INC COM	11,577.85	65,164.00
30 SHS ALPHABET INC	16,262.15	22,766.40
1,000 SHS AMER INTL GP INC NEW	36,594 00	61,970 00
400 SHS ANHEUSER BUSCH INBEV SA SPON	35,062.50	50,000 00
1,400 SHS AT&T INC	54,189 84	48,174 00
800 SHS BECTON DICKINSON & CO	23,463.39	123,272 00
700 SHS BOEING CO	73,511 68	101,213.00
1,000 SHS CONOCOPHILLIPS	52,946.40	46,690 00
100 SHS DANAHER CORP DEL	8,624.00	9,288 00
1,000 SHS DEERE & CO	27,627 65	76,270.00
500 SHS DELPHI AUTOMOTIVE PLC	35,180.10	42,865 00
294 SHS ELI LILLY & CO	24,097 65	24,772 44
150 SHS FACEBOOK INC CL A	14,953 51	15,699.00
500 SHS FEDEX CORP	20,517 09	74,495.00
3,275 SHS FIRST TRUST DORSEY WRIGHT FO	78,763 29	76,929 75
3,674 474 SHS FRANKLIN MUTUAL EUROPEAN C	81,191.04	69,741 52
5,591.833 SHS FRANKLIN MUTUAL EUROPEAN Z	126,965.82	108,928 91
1,000 SHS FREEPORT MCMORAN CP & GLD	28,523 70	6,770.00
1,500 SHS GENERAL ELECTRIC CO	38,508 65	46,725 00
314 SHS HOME DEPOT INC	34,939 85	41,526.50
2,000 SHS JP MORGAN CHASE & CO 6.15% PFD	50,000 00	51,840 00
2,000 SHS JP MORGAN CHASE & CO 6 3% PFD	50,000.00	52,520.00
424 SHS L BRANDS INC	35,453.52	40,627 68
600 SHS MARKET VECTORS GOLD MINERS	14,935 21	8,232 00
700 SHS MERCK & CO INC NEW	21,503 06	36,974.00
1,000 SHS METLIFE INC	34,764.30	48,210 00
500 SHS MONSANTO CO	60,019 50	49,260 00
1,591 SHS PFIZER INC	53,136.99	51,357.48
1,000 SHS PHILLIPS 66 COM	53,047.83	81,800.00
500 SHS PPG INDUSTRIES INC	30,046 10	98,820.00
900 SHS PROCTER & GAMBLE	34,896.39	71,469 00
333 SHS PRUDENTIAL FINANCIAL INC	30,381.93	27,109.53
5,394 SHS UNIT FIRST TRUST SMID DIVIDEND 12	54,973.86	52,278 10
5,307 SHS UNIT FIRST TRUST REIT GRWTH & INC PLUS 2 YR	53,524.59	50,680.78
4,925 SHS UNIT FIRST TRUST CYBERSECURITY 1	50,056.94	42,474 18
700 SHS UNITED PARCEL SERVICE INC CL-B	65,736.21	67,361.00
1,000 SHS WALGREENS BOOTS ALLIANCE INC	8,250 00	85,155.00
101 SHS AMAZON COM	44,523.32	68,264.89
575 SHS APPLE INC	64,100.34	60,524 50
200 SHS BB&T CORP	7,750.50	7,562 00
100 SHS BERKSHIRE HATHAWAY INC DEL NEW CL B	13,574.51	13,204 00
80 SHS BLACKROCK INC CL A	39,560.14	39,159.80
150 SHS COMCAST CORP NEW CL A	7,792 25	8,464.50
75 SHS COSTCO WHSL CORP NEW	9,545 02	12,112.50
450 SHS CVS HEALTH CORP	43,186.63	43,996 50
150 SHS DISNEY WALT CO	12,654.25	15,762 00
100 SHS DOW CHEM CO	4,441 50	5,148 00
75 SHS ECOLAB INC	8,122.88	8,578 50
500 SHS EMC CORP	13,798.00	12,840.00
200 SHS EOG RES INC	18,389.26	14,158.00
150 SHS GILEAD SCIENCES INC	14,029 75	15,178.50
350SHS HONEYWELL INTL INC	32,458.70	36,249.50
1,375 SHS JPMORGAN CHASE & CO	57,759.25	90,791.25
500 SHS JOHNSON & JOHNSON	37,947.20	51,360.00

100 SHS MCKESSON CORP	18,883.76	19,723 00
649 SHS MEDTRONIC INC	48,204.03	49,921.08
75 SHS PALO ALTO NETWORKS INC	10,897.13	13,210 50
75 SHS PEPSICO INC	6,925.26	7,494.00
125 SHS PNC FINL SVCS GROUP INC	12,401 63	11,913.75
75 SHS RAYTHEON CO	9,298 13	9,339.75
200 SHS SALESFORCE COM INC	12,222.50	15,680 00
200 SHS SCHLUMBERGER LTD CURACAO	18,256.50	13,950 00
350 SHS STARBUCKS CORP	13,230 13	21,010.50
100 SHS THERMO FISHER SCIENTIFIC CORP	12,014 50	14,185.00
75 SHS TJX COS INC	4,288.63	5,318 25
275 SHS US BANCORP DEL COM NEW	11,428.63	11,734 25
100 SHS VERIZON COMMUNICATIONS INC	4,865 26	4,622.00
300 SHS WELLS FARGO & CO NEW	15,144.00	16,308 00
450 SHS 3M CO	22,913 14	67,788.00
100 SHS AMERICAN WTR WKS CO INC	4,981.26	5,975.00
952.835 SHS JOHN HANCOCK FDS III DISC VALUE MID CAP FD	20,000.00	18,246.79
400 SHS MASCO CORP	10,580.00	11,320.00
975.702 SHS PRINCIPAL MIDCAP BLEND FUND	20,530.97	20,392 17
200 SHS WHITEWAVE FOODS CO	8,146.00	7,782 00
2,321.083 SHS GLENMEDE SMALL CAP EQUITY PORT	60,000 00	60,116.05
150 SHS ISHARES MSCI EAFE SMALL-CAP	7,223.25	7,492 50
327 118 SHS MFS INTL NEW DISCOVERY FUND CL I	10,000.00	9,286 68
1,432.988 SHS OPPENHEIMER INTL GROWTH FD CL Y SHS	50,000 00	51,429.94
225 SHS WISDOMTREE EUROPE HEDGED EQUITY FD	14,505.27	12,107.25
250 SHS WISDOMTREE JAPAN HEDGED EQUITY FUND	12,678 26	12,520 00
1,136.364 SHS AQR MULTI-STRATEGY ALTERNATIVE FD CL I	12,000.00	11,090.91
1,936.108 SHS COLUMBIA EMERGING MARKETS CONSUMER	20,000 00	17,405.61
350 SHS EGSHARES EMERGING MARKETS CONSUMER	9,191.50	7,441.00
175 SHS WISDOMTREE EMERGING MKTS SMALLCAP	8,569 63	6,135 50
600 SHS VANGUARD REIT	44,871.66	47,838.00
3.047.144 SHS PIMCO COMMODITIES PLUS STRATEGY	29,393 60	16,485.05
	2,767,504.72	3,296,546.44

INVESTMENTS - CORPORATE BONDS

$50,000 FORD MOTOR CREDIT CO 3% 10/20/19	50,000.00	49,259.00
$100,000 GENERAL ELEC CAP CORP 4% 2/15/23	100,000 00	103,704.00
$100,000 GOLDMAN SACHS GROUP INC 5.75% 10/1/16	94,911.00	103,134.00
$100,000 GOLDMAN SACHS GROUP INC 3% 8/15/17	100,000.00	101,247.00
$50,000 VERIZON COMM 5.5% 2/15/18	49,325 00	53,864.50
$100,000 BANK OF AMERICA CORP 4.75% 8/15/20	100,000.00	106,196.00
$50,000 MORGAN STANLEY 4.25% 10/4/24	50,000 00	50,310.00
$50,000 GENERAL ELEC CAP CORP 5.2% 2/15/29	50,000 00	55,054.00
$50,000 BANK OF AMERICA CORP 6.35% 12/15/37	50,000 00	49,372.00
	644,236.00	672,140.50