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# INTERNAL REVENUE SERVICE

Form **990-PF**

## Return of Private Foundation

OMB No. 1545-0052

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf)

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation <b>ATKINS GRACE UW FBO CHARITIES</b>		<b>A Employer identification number</b> 06-6138990
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 831041</b>	Room/suite	<b>B Telephone number (see instructions)</b> 800-357-7094
City or town, state or province, country, and ZIP or foreign postal code <b>DALLAS, TX 75283-1041</b>		<b>C</b> If exemption application is pending, check here . . . . . <input type="checkbox"/>
<b>G</b> Check all that apply:		<b>D</b> 1 Foreign organizations, check here . . . . . <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
<b>H</b> Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>1,394,143.</b>		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities . . . . .	33,039.	32,240.		STMT 1
<b>5a</b> Gross rents . . . . .				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	16,912.			
<b>b</b> Gross sales price for all assets on line 6a	73,379.			
<b>7</b> Capital gain net income (from Part IV, line 2)		16,912.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances . . . . .				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
<b>11</b> Other income (attach schedule) . . . . .	262.	5.		STMT 2
<b>12</b> Total. Add lines 1 through 11 . . . . .	50,213.	49,157.		
<b>13</b> Compensation of officers, directors, trustees, etc. . . . .	20,610.	12,366.		8,244.
<b>14</b> Other employee salaries and wages . . . . .		NONE	NONE	
<b>15</b> Pension plans, employee benefits . . . . .		NONE	NONE	
<b>16a</b> Legal fees (attach schedule) . . . . .	1,264.	NONE	NONE	1,264.
<b>b</b> Accounting fees (attach schedule) . . . . .	1,250.	NONE	NONE	1,250.
<b>c</b> Other professional fees (attach schedule) . . . . .	46.			46.
<b>17</b> Interest . . . . .				
<b>18</b> Taxes (attach schedule) (see instructions) . . . . .	902.	902.		
<b>19</b> Depreciation (attach schedule) and depletion . . . . .				
<b>20</b> Occupancy . . . . .				
<b>21</b> Travel, conferences, and meetings . . . . .		NONE	NONE	
<b>22</b> Printing and publications . . . . .		NONE	NONE	
<b>23</b> Other expenses (attach schedule) . . . . .	410.	740.		
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23 . . . . .	24,482.	14,008.	NONE	10,804.
<b>25</b> Contributions, gifts, grants paid . . . . .	65,464.			65,464.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25 . . . . .	89,946.	14,008.	NONE	76,268.
<b>27</b> Subtract line 26 from line 12:				
<b>a</b> Excess of revenue over expenses and disbursements . . . . .	-39,733.			
<b>b</b> Net investment income (if negative, enter -0-)		35,149.		
<b>c</b> Adjusted net income (if negative, enter -0-)				

7/2/2015

[SCANNED JUN 03 2016]

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .		53,681.	36,914.	36,914.
	2	Savings and temporary cash investments . . . . .				
	3	Accounts receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10a	Investments - U.S. and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .	STMT 8.	1,353,244.	1,323,162.	1,357,229.
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis ▶ . . . . .				
	Less: accumulated depreciation ▶ (attach schedule) . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .					
14	Land, buildings, and equipment basis ▶ . . . . .					
	Less: accumulated depreciation ▶ (attach schedule) . . . . .					
15	Other assets (describe ▶ . . . . .)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		1,406,925.	1,360,076.	1,394,143.	
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
22	Other liabilities (describe ▶ . . . . .)					
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .		1,406,925.	1,360,076.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .					
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		1,406,925.	1,360,076.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		1,406,925.	1,360,076.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1 1,406,925.
2	Enter amount from Part I, line 27a . . . . .	2 -39,733.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9 . . . . .	3 14,659.
4	Add lines 1, 2, and 3 . . . . .	4 1,381,851.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10 . . . . .	5 21,775.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 1,360,076.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b OTHER GAINS AND LOSSES</b>						
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 21,839.		17,418.	4,421.			
b 51,540.		39,049.	12,491.			
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
a			4,421.			
b			12,491.			
c						
d						
e						
<b>2 Capital gain net income or (net capital loss)</b>				<b>2</b>	16,912.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

**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	77,280.	1,522,173.	0.050770
2013	71,213.	1,474,146.	0.048308
2012	63,281.	1,406,431.	0.044994
2011	56,266.	1,382,979.	0.040685
2010	58,009.	1,324,013.	0.043813
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.228570
<b>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</b>			<b>3</b> 0.045714
<b>4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5</b>			<b>4</b> 1,435,770.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 65,635.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 351.
<b>7 Add lines 5 and 6</b>			<b>7</b> 65,986.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 76,268.

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)

Table with 11 rows and 2 columns. Row 1: 351. Row 2: 351. Row 3: NONE. Row 4: 351. Row 5: 140. Row 6: NONE. Row 7: NONE. Row 8: 211. Row 9: NONE. Row 10: NONE. Row 11: NONE Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No). Row 1a: No (X). Row 1b: No (X). Row 1c: No (X). Row 2: No (X). Row 3: No (X). Row 4a: No (X). Row 4b: No. Row 5: No (X). Row 6: Yes (X). Row 7: Yes (X). Row 8b: Yes (X). Row 9: No (X). Row 10: No (X).

Part VII-A Statements Regarding Activities (continued)

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).	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).		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 ▶ BANK OF AMERICA, N.A Telephone no. ▶ (860) 244-4880 Located at ▶ 99 FOUNDERS PLZ, FL5, EAST HARTFORD, CT ZIP+4 ▶ 06108-3208		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶		X
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? . . . . . ▶	Yes	No
	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No	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? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No	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)?  **5b**

Organizations relying on a current notice regarding disaster assistance check here  **5b**

**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? . . . STMT. 13  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?  Yes  No **6b** X

If "Yes" to 6b, file Form 8870.

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 99 FOUNDERS PLZ, FL5, EAST HARTFORD, CT 06108-3208	TRUSTEE 1	20,610.	-0-	-0-

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

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

**Total number of other employees paid over \$50,000**  **NONE**

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE

2

3

4

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

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

Amount

1 NONE

2

All other program-related investments. See instructions.

3 NONE

**Total.** Add lines 1 through 3 . . . . .

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	1,421,413.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	36,222.
<b>c</b>	Fair market value of all other assets (see instructions), . . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	1,457,635.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	1,457,635.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions), . . . . .	<b>4</b>	21,865.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	1,435,770.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	71,789.

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

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	71,789.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5 . . . . .	<b>2a</b>	351.
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	351.
<b>3</b>	<b>Distributable amount before adjustments.</b> Subtract line 2c from line 1 . . . . .	<b>3</b>	71,438.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	71,438.
<b>6</b>	Deduction from distributable amount (see instructions), . . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	71,438.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	76,268.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	76,268.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	351.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	75,917.

**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 . . . . .				71,438.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only. . . . .			14,794.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 . . . . .	NONE			
b From 2011 . . . . .	NONE			
c From 2012 . . . . .	NONE			
d From 2013 . . . . .	NONE			
e From 2014 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>76,268.</u>				
a Applied to 2014, but not more than line 2a . . . . .			14,794.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2015 distributable amount. . . . .				61,474.
e Remaining amount distributed out of corpus. . . . .	NONE			
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b. . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .			NONE	
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016. . . . .				9,964.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9.				
a Excess from 2011 . . . . .	NONE			
b Excess from 2012 . . . . .	NONE			
c Excess from 2013 . . . . .	NONE			
d Excess from 2014 . . . . .	NONE			
e Excess from 2015 . . . . .	NONE			

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

- 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				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

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

N/A

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:  
SEE STATEMENT 14

- b** The form in which applications should be submitted and information and materials they should include:  
SEE ATTACHED STATEMENT FOR LINE 2

- c** Any submission deadlines:  
SEE ATTACHED STATEMENT FOR LINE 2

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
SEE ATTACHED STATEMENT FOR LINE 2

**Part XV** Supplementary Information *(continued)*

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a</b> <i>Paid during the year</i></p> <p>SEE STATEMENT 20</p>				65,464.
<b>Total</b> .....				<b>3a</b> 65,464.
<p><b>b</b> <i>Approved for future payment</i></p>				
<b>Total</b> .....				<b>3b</b>



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets... (2) Purchases of assets... (3) Rental of facilities... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [ ] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Sign Here: Signature of officer or trustee (Handwritten), Date (05/11/2016), Title (TRUSTEE), and a box for 'May the IRS discuss this return with the preparer shown below'.

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check [ ] if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	280.	280.
FOREIGN DIVIDENDS	6,062.	6,062.
NONDIVIDEND DISTRIBUTIONS	1,040.	
DOMESTIC DIVIDENDS	10,905.	10,905.
OTHER INTEREST	1,964.	1,964.
FOREIGN INTEREST	204.	204.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	494.	494.
NON-TAXABLE FOREIGN INCOME	-241.	
NONDISTRIBUTIVE FOREIGN DIVIDENDS	1,130.	1,130.
US GOVERNMENT INTEREST REPORTED AS QUALI	5.	5.
NONQUALIFIED FOREIGN DIVIDENDS	1,972.	1,972.
NONQUALIFIED DOMESTIC DIVIDENDS	9,224.	9,224.
	-----	-----
TOTAL	33,039.	32,240.
	=====	=====

ATKINS GRACE UW FBO CHARITIES

06-6138990

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX REFUND PARTNERSHIP INCOME	262.	5.
TOTALS	262.	5.

ATKINS GRACE UW FBO CHARITIES

06-6138990

FORM 990PF, PART I - LEGAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	382.			382.
LEGAL FEES - INCOME (ALLOCA	382.			382.
LEGAL FEES - CHARITABLE	500.			500.
TOTALS	1,264.	NONE	NONE	1,264.

FORM 990PF, PART I - ACCOUNTING FEES

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

ATKINS GRACE UW FBO CHARITIES

06-6138990

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	46.	46.
TOTALS	46.	46.

ATKINS GRACE UW FBO CHARITIES

06-6138990

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	809.	809.
FOREIGN TAXES ON QUALIFIED FOR	65.	65.
FOREIGN TAXES ON NONQUALIFIED	28.	28.
TOTALS	902.	902.

ATKINS GRACE UW FBO CHARITIES

06-6138990

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSE-PRINCI	205.	205.
OTHER ALLOCABLE EXPENSE-INCOME	205.	205.
PARTNERSHIP EXPENSES		330.
TOTALS	410.	740.

ATKINS GRACE UW FBO CHARITIES

06-6138990

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
464287507 ISHARES CORE S&P MID	37,484.	33,690.	44,304.
464287655 ISHARES RUSSELL 2000	24,135.	35,253.	41,782.
73935S105 POWERSHARES DB COMMO	128,515.	62,782.	32,064.
921943858 VANGUARD FTSE DEVELO	39,276.	49,061.	50,123.
922908553 VANGUARD REIT ETF	85,311.	72,331.	86,268.
466001864 IVY ASSET STRATEGY F	74,382.	74,382.	57,003.
38145C646 GOLDMAN SACHS STRATE	130,626.	107,483.	97,271.
693390841 PIMCO HIGH YIELD FD	14,884.	14,864.	13,433.
202671913 AGGREGATE BOND CTF	120,292.	120,272.	120,399.
207543877 SMALL CAP GROWTH LEA	24,314.	26,150.	32,347.
29099J109 EMERGING MARKETS STO	102,933.	80,230.	78,725.
302993993 MID CAP VALUE CTF	48,287.	32,430.	34,915.
303995997 SMALL CAP VALUE CTF	27,341.	28,109.	30,565.
323991307 MID CAP GROWTH CTF	47,505.	33,593.	36,375.
45399C107 DIVIDEND INCOME COMM	127,759.	122,891.	134,491.
99Z466163 HIGH QUALITY CORE CO	63,846.	59,568.	66,630.
99Z466197 INTERNATIONAL FOCUSE	129,640.	129,367.	141,852.
99Z501647 STRATEGIC GROWTH COM	126,714.	117,461.	142,158.
464287200 ISHARES CORE S&P 500		93,046.	91,987.
97717X701 WISDOMTREE EUROPE HE		30,199.	24,537.
TOTALS	1,353,244.	1,323,162.	1,357,229.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
CTF ADJ	1,403.
PARTNERSHIP K-1 ADJ	11,676.
SALES ADJUSTMENTS	1,580.
	-----
TOTAL	14,659.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
TYE INCOME ADJ	105.
ROC BASE ADJUSTMENT	1,052.
SECURITIES ADJ TIMING	20,617.
ROUNDING	1.
	-----
TOTAL	21,775.
	=====



GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

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

COMMON TRUST FUNDS -10,598.00  
-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) -10,598.00  
=====

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

COMMON TRUST FUNDS 30,749.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS -11,676.00  
-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) 19,073.00  
=====

ATKINS GRACE UW FBO CHARITIES

06-6138990

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT  
=====

NAME:  
SEE ATTACHED

ATKINS GRACE UW FBO CHARITIES  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

06-6138990

RECIPIENT NAME:

BANK OF AMERICA, ATT SIOBHSN C. MORAN

ADDRESS:

99 FUNDERS PLZ

EAST HARTFORD, CT 06108

RECIPIENT'S PHONE NUMBER: 860-244-4880

E-MAIL ADDRESS: N/A

FORM, INFORMATION AND MATERIALS:

SCHOLARSHIP APPLICATIONS OBTAINED FROM PUBLIC LIBRARY

OR HIGH SCHOOL GUIDANCE DEPT.

SUBMISSION DEADLINES:

MARCH 15

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RESIDENTS OF BRISTOL, CT ATTENDING A 4 YEAR COLLEGE.

STATEMENT 14

RECIPIENT NAME:

COLLEGE OF THE HOLY CROSS  
FBO STEPHEN GOODRICH

ADDRESS:

1 COLLEGE RD  
WORCESTER, MA 01610

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

NA

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

ST JOSEPH UNIVERSITY  
FBO JOSEPH PASTYRNAK

ADDRESS:

5600 CITY AVE  
PHILADELPHIA, PA 19131

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

NA

AMOUNT OF GRANT PAID ..... 250.

RECIPIENT NAME:

UNIVERSITY OF ST JOSEPH  
FBO CAROLINA ACOSTA

ADDRESS:

1678 ASYLUM AVE  
WEST HARTFORD, CT 06117

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

NA

AMOUNT OF GRANT PAID ..... 2,500.

=====

RECIPIENT NAME:

UNIVERSITY OF WATERBURY  
FBO ABEER AL HAMADANI

ADDRESS:

84 PROGRESS LANE  
WATERBURY, CT 06705

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

NA

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

UNIVERSITY OF HARTFORD  
FBO SHELBY FOLSOM

ADDRESS:

200 BOLLMEFIELD AVE  
WEST HARTFORD, 06117

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

NA

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

UNIVERSITY OF ST JOSEPH  
FBO SAKINAH ABDULSALAM

ADDRESS:

1678 ASYLUM AVE  
WEST HARTFORD, CT 06117

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

NA

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
MOUNT SAINT MARY COLLEGE  
FBO ISABELLA CASTROGIOVANNIE  
ADDRESS:  
330 POWELL AVE  
NEWBURGH, NY 12550  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
NA  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
CLARK UNIVERSITY  
FBO ERIKA MONSALVE  
ADDRESS:  
901 MAIN STREET  
WORCESTER, MA 01610  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
NA  
AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
AMERICAN INTERNATIONAL COLLEGE  
FBO ALLISON GAVIN  
ADDRESS:  
1000 STATE ST  
SPRINGFIELD, MA 01109  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
NA  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
WORCESTER POLYTECHNIC INSTITUTE  
FBO CHELSEA CONLON  
ADDRESS:  
100 INSTITUTE RD  
WORCESTER, MA 01609  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
NA  
AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:  
UNIVERSITY OF ST. JOSEPH  
FBO ERICA SWICKLAS  
ADDRESS:  
1678 ASYLUM AVE  
WEST HARTFORD, CT 06117  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
NA  
AMOUNT OF GRANT PAID ..... 250.

RECIPIENT NAME:  
UCON  
FBO MITCHELL BERUBE  
ADDRESS:  
2131 HILLSIDE RD  
STORRS, CT 06269  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
NA  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

LOYOLA UNIVERSITY MARYLAND  
FBO EILEEN PASTYRNAK

ADDRESS:

4501 N CHARLES STREET  
BALTIMORE, MD 21210

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

NA

AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:

HOFSTRA UNIVERSITY

ADDRESS:

100 FULTON AVE  
HEMPSTED, NY 11549

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

NA

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

SETON HALL UNIVERSITY  
FBO RACHEL PETKE

ADDRESS:

400 SOUTH ORANGE AVE  
SOUTH ORANGE, NJ 07079

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP

FOUNDATION STATUS OF RECIPIENT:

NA

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

FORESTVILLE CEMETERY ASSOC

ADDRESS:

36 CIRCLE ST

BRISTOL, CT 06010-6705

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

NC

AMOUNT OF GRANT PAID ..... 22,232.

RECIPIENT NAME:

BRISTOL HOSPITAL

ATTN: FIN OFFICE - J DOWNEY

ADDRESS:

PO BOX 977

BRISTOL, CT 06011-0977

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 22,232.

TOTAL GRANTS PAID:

65,464.

=====

ATKINS GRACE UW FBO CHARITIES

06-6138990

Balance Sheet

12/31/2015

Bank of America



Cusip	Asset	Units	Basis	Market Value
202671913	AGGREGATE BOND CTF	7218.436	120,272.20	120,399.18
45399C107	DIVIDEND INCOME COMMON TRUST	2642.411	122,890.81	134,490.79
29099J109	EMERGING MARKETS STOCK	1892.616	80,229.50	78,725.44
38145C646	GOLDMAN SACHS STRATEGIC	10111.313	107,483.26	97,270.83
99Z466163	HIGH QUALITY CORE COMMON TRUST	4933.602	59,568.40	66,630.27
99Z466197	INTERNATIONAL FOCUSED EQUITY	12601.376	129,366.64	141,852.43
464287200	ISHARES CORE S&P 500 ETF	449.000	93,046.22	91,986.63
464287507	ISHARES CORE S&P MID CAP ETF	318.000	33,689.79	44,303.76
464287655	ISHARES RUSSELL 2000 ETF	371.000	35,252.85	41,782.02
466001864	IVY ASSET STRATEGY FUND	2571.199	74,382.12	57,003.48
323991307	MID CAP GROWTH CTF	1282.025	33,593.45	36,375.02
302993993	MID CAP VALUE CTF	1227.177	32,429.65	34,914.90
693390841	PIMCO HIGH YIELD FD	1626.237	14,863.81	13,432.72
73935S105	POWERSHARES DB COMMODITY	2400.000	62,782.09	32,064.00
207543877	SMALL CAP GROWTH LEADERS CTF	1461.177	26,150.32	32,347.39
303995997	SMALL CAP VALUE CTF	1316.099	28,109.33	30,565.21
99Z501647	STRATEGIC GROWTH COMMON TRUST	10850.025	117,460.75	142,158.11
921943858	VANGUARD FTSE DEVELOPED	1365.000	49,060.89	50,122.80
922908553	VANGUARD REIT	1082.000	72,331.34	86,267.86
97717X701	WISDOMTREE EUROPE HEDGED	456.000	30,198.60	24,537.36
	Cash/Cash Equivalent	36914.390	36,914.39	36,914.39
		Totals:	1,360,076.41	1,394,144.61

## Expenditure Report

**[Forestville Cemetery Association  
36 Circle St  
Bristol, CT 06010-6705**

NAME OF TRUST: Grace Atkins Tr U/W

ACCOUNT #: \_\_\_\_\_

To Bank of America, N.A., in its capacity as Trustee:

The following constitutes the expenditure report for [Forestville Cemetery Association for the period of January 1, 2015 - December 31, 2015 for a distribution totaling \$22,232.22 ("distributed funds") received by [Forestville Cemetery Association. We certify that the funds have been used exclusively for the charitable purposes set forth in the trust distribution agreement letter.

Attached is a report showing expenditures of the distributed funds during the fiscal year by amount and purpose.

No part of the distributed funds or interest earned on the funds were used for any of the following purposes:

- (i) carrying on propaganda or attempting to influence legislation,
- (ii) influencing the outcome of any election for public office or carrying on directly or indirectly any voter registration drive,
- (iii) making grants to individuals or organizations that do not comply with sections 4945(d)(3) or (d)(4) of the Code, or
- (iv) for any non-charitable purpose, that is, any purpose not described in section 170(c)(2)(B) of the Code.

I further certify that [Forestville **Cemetery Association** has not diverted any portion of the distributed funds from the purpose of the grant, that this organization has complied with the terms of the grant. I am authorized to sign this report on behalf of the trust beneficiary. I have examined the foregoing statements, including the attached Expenditure Responsibility Report, and they are true, correct and complete, to the best of my knowledge.

By: Richard Kewgenist

Its President

Telephone Number: (860) 584 9261

Date Feb 29, 2016

EXPENDITURE RESPONSIBILITY REPORT

Date of report: 2-29-2016

Report period: January 1, 2015 - December 31, 2015

Name and address of organization:  
Forestville Cemetery Association  
36 Circle St  
Bristol, CT 06010

Amounts and dates of distributions received during the period of January 1, 2015 through December 31, 2015:

Date                      Amount

*See attached report*

Describe the uses of the distributed funds. Attach additional pages, if needed:

*Funds are used for cemetery maintenance, primarily for landscaping contract.*

Itemize all amounts spent from the distributed funds including salaries, travel and supplies (attach additional pages, if needed):

Date                      Amount                      Purpose

*See attached report*

By: Bruce Lundquist

Its FCA office Mgr

Date 2-29-16

11:34 AM

03/08/16

Accrual Basis

**Forestville Cemetery Association**  
**Grace Atkins Fund Receipts**  
 January through December 2015

Type	Date	Num	Name	Source Name	Memo	Class	Cir	Split	Amount	Balance
Deposit	3/27/2015				Deposit			GF-100 Far	4,325.22	4,325.22
Deposit	6/26/2015				Deposit			GF-100 Far	4,325.22	8,650.44
Deposit	9/25/2015				Deposit			GF-100 Far	4,325.22	12,975.66
Deposit	11/30/2015				Deposit			GF-100 Far	4,931.34	17,907.00
Deposit	12/28/2015		Atkins Trust	Atkins Trust	Deposit			GF-100 Far	4,325.22	22,232.22
<b>TOTAL</b>									<b>22,232.22</b>	<b>22,232.22</b>

FEDERAL FOOTNOTES

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