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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No 1545-0052

**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

|                                                                                                                                                                                                                                                   |  |                                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>IM GALLERY LYONS FOUNDATION</b>                                                                                                                                                                                          |  | A Employer identification number<br><b>20-3883508</b>                                                                                                                                          |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>P O BOX 1802</b>                                                                                                                                          |  | B Telephone number (see instructions)<br><b>888-866-3275</b>                                                                                                                                   |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>PROVIDENCE, RI 02901-1802</b>                                                                                                                                      |  | C If exemption application is pending, check here . . . . . <input type="checkbox"/>                                                                                                           |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change                                                                                            |  | D 1 Foreign organizations, check here . . . . . <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |  | E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . <input type="checkbox"/>                                                                        |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>2,442,519.</b>                                                                                                                                          |  | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . <input type="checkbox"/>                                                                     |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis)                                                     |  |                                                                                                                                                                                                |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |                                                                                                         | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                            | 1 Contributions, gifts, grants, etc., received (attach schedule)                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. . . . . |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 3 Interest on savings and temporary cash investments.                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 4 Dividends and interest from securities . . . . .                                                      | 59,885.                            | 59,756.                   |                         | STMT 1                                                      |
|                                                                                                                                                                    | 5a Gross rents . . . . .                                                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Net rental income or (loss) . . . . .                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10                                                | 93,358.                            |                           |                         |                                                             |
|                                                                                                                                                                    | b Gross sales price for all assets on line 6a <b>583,680.</b>                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2) . . . . .                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 8 Net short-term capital gain. . . . .                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 9 Income modifications . . . . .                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 10a Gross sales less returns and allowances . . . . .                                                   |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                              | b Less Cost of goods sold . . . . .                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | c Gross profit or (loss) (attach schedule) . . . . .                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 11 Other income (attach schedule) . . . . .                                                             | 225.                               |                           |                         |                                                             |
|                                                                                                                                                                    | 12 Total. Add lines 1 through 11 . . . . .                                                              | 153,468.                           | 153,114.                  |                         |                                                             |
|                                                                                                                                                                    | 13 Compensation of officers, directors, trustees, etc. . . . .                                          | 26,234.                            | 15,740.                   |                         | 10,493.                                                     |
|                                                                                                                                                                    | 14 Other employee salaries and wages . . . . .                                                          |                                    | NONE                      | NONE                    |                                                             |
|                                                                                                                                                                    | 15 Pension plans, employee benefits . . . . .                                                           |                                    | NONE                      | NONE                    |                                                             |
|                                                                                                                                                                    | 16a Legal fees (attach schedule) . . . . .                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Accounting fees (attach schedule) STMT 3 . . . . .                                                    | 1,250.                             | NONE                      | NONE                    | 1,250.                                                      |
|                                                                                                                                                                    | c Other professional fees (attach schedule) STMT 4 . . . . .                                            | 3,355.                             | 3,355.                    |                         |                                                             |
|                                                                                                                                                                    | 17 Interest . . . . .                                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 18 Taxes (attach schedule) (see instructions) STMT 5 . . . . .                                          | 566.                               | 566.                      |                         |                                                             |
|                                                                                                                                                                    | 19 Depreciation (attach schedule) and depletion . . . . .                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 20 Occupancy . . . . .                                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 21 Travel, conferences, and meetings . . . . .                                                          |                                    | NONE                      | NONE                    |                                                             |
|                                                                                                                                                                    | 22 Printing and publications . . . . .                                                                  |                                    | NONE                      | NONE                    |                                                             |
|                                                                                                                                                                    | 23 Other expenses (attach schedule) STMT 6 . . . . .                                                    | 49.                                | 14.                       |                         | 35.                                                         |
|                                                                                                                                                                    | 24 Total operating and administrative expenses. Add lines 13 through 23. . . . .                        | 31,454.                            | 19,675.                   | NONE                    | 11,778.                                                     |
|                                                                                                                                                                    | 25 Contributions, gifts, grants paid . . . . .                                                          | 113,500.                           |                           |                         | 113,500.                                                    |
|                                                                                                                                                                    | 26 Total expenses and disbursements. Add lines 24 and 25 . . . . .                                      | 144,954.                           | 19,675.                   | NONE                    | 125,278.                                                    |
|                                                                                                                                                                    | 27 Subtract line 26 from line 12 . . . . .                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | a Excess of revenue over expenses and disbursements . . . . .                                           | 8,514.                             |                           |                         |                                                             |
|                                                                                                                                                                    | b Net investment income (if negative, enter -0-) . . . . .                                              |                                    | 133,439.                  |                         |                                                             |
|                                                                                                                                                                    | c Adjusted net income (if negative, enter -0-) . . . . .                                                |                                    |                           |                         |                                                             |

| <b>Part II Balance Sheets</b>      |                                                                                                                               | 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 |
| <b>Assets</b>                      | 1                                                                                                                             | Cash - non-interest-bearing . . . . .                                                                                             |                   |                |                       |
|                                    | 2                                                                                                                             | Savings and temporary cash investments . . . . .                                                                                  | 97,977.           | 210,142.       | 210,142.              |
|                                    | 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) . <b>STMT 7.</b> . . . . .                                                        | 2,065,961.        | 1,971,771.     | 2,232,377.            |
|                                    | 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) . . . . .                 | 2,163,938.                                                                                                                        | 2,181,913.        | 2,442,519.     |                       |
| <b>Liabilities</b>                 | 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              |                |                       |
| <b>Net Assets or Fund Balances</b> | 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 . . . . .                                                                        | 2,163,938.        | 2,181,913.     |                       |
|                                    | 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) . . . . .                                                             | 2,163,938.        | 2,181,913.     |                       |
|                                    | 31                                                                                                                            | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                                | 2,163,938.        | 2,181,913.     |                       |

**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 | 2,163,938. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 8,514.     |
| 3 | Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 8</b> . . . . .                                                                                  | 3 | 10,659.    |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 2,183,111. |
| 5 | Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b> . . . . .                                                                                        | 5 | 1,198.     |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                                      | 6 | 2,181,913. |

Form **990-PF** (2015)

**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<br>P - Purchase<br>D - Donation                                                | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                                                                                                                |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                                               | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                      |                                  |
| <b>a</b> 583,680.                                                                                                                                                                                                   |                                            | 490,322.                                        | 93,358.                                                                                         |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                            |                                            |                                                 | 93,358.                                                                                         |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                            |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                          |                                            |                                                 | <b>2</b>                                                                                        | 93,358.                              |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>Part I, line 8 . . . . . |                                            |                                                 | <b>3</b>                                                                                        |                                      |                                  |

**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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                     | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2014                                                                                                                                                                                                                                     | 117,717.                                 | 2,529,363.                                   | 0.046540                                                    |
| 2013                                                                                                                                                                                                                                     | 104,017.                                 | 2,398,644.                                   | 0.043365                                                    |
| 2012                                                                                                                                                                                                                                     | 76,381.                                  | 2,262,482.                                   | 0.033760                                                    |
| 2011                                                                                                                                                                                                                                     | 64,228.                                  | 1,988,682.                                   | 0.032297                                                    |
| 2010                                                                                                                                                                                                                                     | 67,729.                                  | 1,842,661.                                   | 0.036756                                                    |
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                                                           |                                          |                                              | <b>2</b> 0.192718                                           |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years . . . . .                                       |                                          |                                              | <b>3</b> 0.038544                                           |
| <b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 . . . . .                                                                                                                                          |                                          |                                              | <b>4</b> 2,502,591.                                         |
| <b>5</b> Multiply line 4 by line 3 . . . . .                                                                                                                                                                                             |                                          |                                              | <b>5</b> 96,460.                                            |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                                                            |                                          |                                              | <b>6</b> 1,334.                                             |
| <b>7</b> Add lines 5 and 6 . . . . .                                                                                                                                                                                                     |                                          |                                              | <b>7</b> 97,794.                                            |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .<br>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<br>Part VI instructions. |                                          |                                              | <b>8</b> 125,278.                                           |

**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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) |         | 1  | 1,334. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                           |         |    |        |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                                       |         |    |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                      |         | 2  |        |
| 3 Add lines 1 and 2 . . . . .                                                                                                                                                                                                                    |         | 3  | 1,334. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                    |         | 4  | NONE   |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                                                                                              |         | 5  | 1,334. |
| 6 Credits/Payments                                                                                                                                                                                                                               |         |    |        |
| a 2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . .                                                                                                                                                                    | 6a 984. |    |        |
| b Exempt foreign organizations - tax withheld at source . . . . .                                                                                                                                                                                | 6b NONE |    |        |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                                  | 6c 350. |    |        |
| d Backup withholding erroneously withheld . . . . .                                                                                                                                                                                              | 6d      |    |        |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                                                                                                  |         | 7  | 1,334. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 |        |
| 11 Enter the amount of line 10 to be Credited to 2016 estimated tax <input checked="" type="checkbox"/> NONE Refunded <input checked="" type="checkbox"/>                                                                                        |         | 11 |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                        | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                      |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                                       |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <input checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$                                                                                                                  |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$                                                                                                                                                                          |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                               |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .                                                                                                                 |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                               |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                           |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                         |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .          | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                                     | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MA                                                                                                                                                                                                           |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .                                                                                                                                | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .                                                                                       |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                        |     | X  |

**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? Website address ► N/A                                                                                                                                                                                                 | 13  | X  |
| 14 The books are in care of ► US TRUST FIDUCIARY TAX SERVICES Telephone no. ► (888) 866-3275<br>Located at ► P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ► 02901                                                                                                                                                                                     |     |    |
| 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  |    |
| 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? . . . . .<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► | 16  | 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 type="checkbox"/> Yes <input checked="" 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)? . . . . .<br>Organizations relying on a current notice regarding disaster assistance check here . . . . .                                                                                                                                                                           | 1b                                                                  |    |
| 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? . . . . .<br>If "Yes," list the years ►                                                                                                                                                                                                                                                                                                                | <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.) . . . . .                                                                                                                                                                                      | 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.<br>►                                                                                                                                                                                                                                                                                                                                                                                    |                                                                     |    |
| 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) . . . . . | 3b                                                                  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .                                                                                                                                                                                                                                                                                                                                                                               | 4a                                                                  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015? . . . . .                                                                                                                                                                                                                                                              | 4b                                                                  | X  |

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address                                          | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| BANK OF AMERICA, N A<br>225 FRANKLIN STREET, BOSTON, MA 02110 | AGENT FOR FIDUCI<br>1                                     | 26,234                                    | -0-                                                                   | -0-                                   |
| MICHAEL NOONAN<br>148 SOUTH STREET, SHREWSBURY, MA 01545      | TRUSTEE<br>10                                             | -0-                                       | -0-                                                                   | -0-                                   |
| MARYBETH NOONAN<br>148 SOUTH STREET, SHREWSBURY, MA 01545     | TRUSTEE<br>10                                             | -0-                                       | -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**

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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** (see instructions). If none, enter "NONE."

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

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

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

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

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

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**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> | 2,438,232. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 102,470.   |
| <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> | 2,540,702. |
| <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>  | 2,540,702. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 38,111.    |
| <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>  | 2,502,591. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 125,130.   |

**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>  | 125,130. |
| <b>2a</b> | Tax on investment income for 2015 from Part VI, line 5                                                    | <b>2a</b> | 1,334.   |
| <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> | 1,334.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 123,796. |
| <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>  | 123,796. |
| <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>  | 123,796. |

**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> | 125,278. |
| <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>  | 125,278. |
| <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>  | 1,334.   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 123,944. |

**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)<br>Corpus | (b)<br>Years prior to 2014 | (c)<br>2014 | (d)<br>2015 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2015 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 123,796.    |
| <b>2</b> Undistributed income, if any, as of the end of 2015                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2014 only. . . . .                                                                                                                                                |               |                            | 113,264.    |             |
| <b>b</b> Total for prior years 20____, 20____, 20____ . . . . .                                                                                                                             |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2015                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2010 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>b</b> From 2011 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>c</b> From 2012 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>d</b> From 2013 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>e</b> From 2014 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | NONE          |                            |             |             |
| <b>4</b> Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 125,278.                                                                                                              |               |                            |             |             |
| <b>a</b> Applied to 2014, but not more than line 2a . . . . .                                                                                                                               |               |                            | 113,264.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               | NONE                       |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            | NONE          |                            |             |             |
| <b>d</b> Applied to 2015 distributable amount . . . . .                                                                                                                                     |               |                            |             | 12,014.     |
| <b>e</b> Remaining amount distributed out of corpus. . . . .                                                                                                                                | NONE          |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a) )                                                 | NONE          |                            |             | NONE        |
| <b>6</b> Enter the net total of each column as indicated below.                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .                                                                                                                        | NONE          |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .                                                                                                          |               | NONE                       |             |             |
| <b>c</b> 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                       |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .                                                                          |               |                            |             |             |
| <b>f</b> Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016. . . . .                                                               |               |                            |             | 111,782.    |
| <b>7</b> 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          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | NONE          |                            |             |             |
| <b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | NONE          |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| <b>a</b> Excess from 2011 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>b</b> Excess from 2012 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>c</b> Excess from 2013 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>d</b> Excess from 2014 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>e</b> 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 |          | Prior 3 years |          | (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:

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

**c** Any submission deadlines

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

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

| Recipient<br>Name and address (home or business)    | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount          |
|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------------|
| <b>a Paid during the year</b>                       |                                                                                                                    |                                      |                                     |                 |
| QUINNIPIAC UNIVERSITY<br>275 CARMEL AVE HAMPDEN CT  | N/A                                                                                                                | PC                                   | ENDOWMENT SCHOLARSHIP               | 50,000.         |
| PROVIDENCE COLLEGE                                  | N/A                                                                                                                | PC                                   | UNRESTRICTED GENERAL<br>SUPPORT     | 50,000.         |
| 365Z FOUNDATION                                     | N/A                                                                                                                | PC                                   | UNRESTRICTED GENERAL<br>SUPPORT     | 5,000.          |
| DIOCESE OF WORCESTER OFFICE OF THE PRIESTLY V       | N/A                                                                                                                | PC                                   | UNRESTRICTED GENERAL<br>SUPPORT     | 500.            |
| BOSTON HEALTH CARE FOR THE GRANT                    | N/A                                                                                                                | PC                                   | UNRESTRICTED GENERAL<br>SUPPORT     | 3,000.          |
| ST ANNE'S CHURCH<br>SOUTH MAIN STREET FALL RIVER MA | N/A                                                                                                                | PC                                   | THE FOOD PANTRY                     | 5,000.          |
| <b>Total</b>                                        |                                                                                                                    |                                      | <b>3a</b>                           | <b>113,500.</b> |
| <b>b Approved for future payment</b>                |                                                                                                                    |                                      |                                     |                 |
| <b>Total</b>                                        |                                                                                                                    |                                      | <b>3b</b>                           |                 |

## Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated |                                                              | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)                                                         |
|------------------------------------------------|--------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|-------------------------------------------------------------|
|                                                |                                                              | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount | Related or exempt<br>function income<br>(See instructions.) |
| <b>1</b>                                       | Program service revenue                                      |                           |               |                                      |               |                                                             |
| a                                              |                                                              |                           |               |                                      |               |                                                             |
| b                                              |                                                              |                           |               |                                      |               |                                                             |
| c                                              |                                                              |                           |               |                                      |               |                                                             |
| d                                              |                                                              |                           |               |                                      |               |                                                             |
| e                                              |                                                              |                           |               |                                      |               |                                                             |
| f                                              |                                                              |                           |               |                                      |               |                                                             |
| g                                              | Fees and contracts from government agencies                  |                           |               |                                      |               |                                                             |
| <b>2</b>                                       | Membership dues and assessments . . . . .                    |                           |               |                                      |               |                                                             |
| <b>3</b>                                       | Interest on savings and temporary cash investments . . . . . |                           |               |                                      |               |                                                             |
| <b>4</b>                                       | Dividends and interest from securities . . . . .             |                           |               | 14                                   | 59,885.       |                                                             |
| <b>5</b>                                       | Net rental income or (loss) from real estate                 |                           |               |                                      |               |                                                             |
| a                                              | Debt-financed property . . . . .                             |                           |               |                                      |               |                                                             |
| b                                              | Not debt-financed property . . . . .                         |                           |               |                                      |               |                                                             |
| <b>6</b>                                       | Net rental income or (loss) from personal property . . . . . |                           |               |                                      |               |                                                             |
| <b>7</b>                                       | Other investment income . . . . .                            |                           |               |                                      |               |                                                             |
| <b>8</b>                                       | Gain or (loss) from sales of assets other than inventory     |                           |               | 18                                   | 93,358.       |                                                             |
| <b>9</b>                                       | Net income or (loss) from special events . . . . .           |                           |               |                                      |               |                                                             |
| <b>10</b>                                      | Gross profit or (loss) from sales of inventory . . . . .     |                           |               |                                      |               |                                                             |
| <b>11</b>                                      | Other revenue a                                              |                           |               |                                      |               |                                                             |
| b                                              | EXCISE TAX REFUND                                            |                           |               | 1                                    | 225.          |                                                             |
| c                                              |                                                              |                           |               |                                      |               |                                                             |
| d                                              |                                                              |                           |               |                                      |               |                                                             |
| e                                              |                                                              |                           |               |                                      |               |                                                             |
| <b>12</b>                                      | Subtotal. Add columns (b), (d), and (e) . . . . .            |                           |               |                                      | 153,468.      |                                                             |
| <b>13</b>                                      | Total. Add line 12, columns (b), (d), and (e) . . . . .      |                           |               |                                      | 13            | 153,468.                                                    |

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                                 |              | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-----|----|
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |              |     |    |
| (1) Cash . . . . .                                                                                                                                                                                                                                                                                                                                                                                    | <b>1a(1)</b> |     | X  |
| (2) Other assets . . . . .                                                                                                                                                                                                                                                                                                                                                                            | <b>1a(2)</b> |     | X  |
| <b>b</b> Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |              |     |    |
| (1) Sales of assets to a noncharitable exempt organization . . . . .                                                                                                                                                                                                                                                                                                                                  | <b>1b(1)</b> |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization . . . . .                                                                                                                                                                                                                                                                                                                            | <b>1b(2)</b> |     | X  |
| (3) Rental of facilities, equipment, or other assets . . . . .                                                                                                                                                                                                                                                                                                                                        | <b>1b(3)</b> |     | X  |
| (4) Reimbursement arrangements . . . . .                                                                                                                                                                                                                                                                                                                                                              | <b>1b(4)</b> |     | X  |
| (5) Loans or loan guarantees . . . . .                                                                                                                                                                                                                                                                                                                                                                | <b>1b(5)</b> |     | X  |
| (6) Performance of services or membership or fundraising solicitations . . . . .                                                                                                                                                                                                                                                                                                                      | <b>1b(6)</b> |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .                                                                                                                                                                                                                                                                                                   | <b>1c</b>    |     | X  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |     |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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

**Dat**

Title

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

**Paid**  
**Preparer**  
**Use Only**

Print/Type preparer's name

Preparer's signature \_\_\_\_\_

Date

Check ☐ if self-employed

|      |
|------|
| PTIN |
|------|

Firm's name **BANK OF AMERICA, N.A.**

Firm's EIN ▶ 94-1687665

Firm's address ► P O BOX 1802

PROVIDENCE, RI

02901-1802

Phone no

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

| DESCRIPTION                             | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-----------------------------------------|-----------------------------------------|-----------------------------|
| USGI REPORTED AS NONQUALIFIED DIVIDENDS | 5,482.                                  | 5,482.                      |
| FOREIGN DIVIDENDS                       | 7,042.                                  | 7,042.                      |
| NONDIVIDEND DISTRIBUTIONS               | 129.                                    |                             |
| DOMESTIC DIVIDENDS                      | 27,317.                                 | 27,317.                     |
| OTHER INTEREST                          | 58.                                     | 58.                         |
| NONQUALIFIED FOREIGN DIVIDENDS          | 101.                                    | 101.                        |
| NONQUALIFIED DOMESTIC DIVIDENDS         | 19,756.                                 | 19,756.                     |
| TOTAL                                   | 59,885.                                 | 59,756.                     |

## FORM 990PF, PART I - OTHER INCOME

=====

| DESCRIPTION       | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS |
|-------------------|-----------------------------------------|
| -----             | -----                                   |
| EXCISE TAX REFUND | 225.                                    |
|                   | -----                                   |
| TOTALS            | 225.                                    |
|                   | =====                                   |



FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------|-----------------------------------------|-----------------------------|
| -----                    | -----                                   | -----                       |
| INVESTMENT ADVISORY FEES | 3,355.                                  | 3,355.                      |
|                          | -----                                   | -----                       |
| TOTALS                   | 3,355.                                  | 3,355.                      |
|                          | =====                                   | =====                       |

FORM 990PF, PART I - TAXES

=====

DESCRIPTION  
-----

FOREIGN TAXES  
FOREIGN TAXES ON QUALIFIED FOR  
FOREIGN TAXES ON NONQUALIFIED

TOTALS

| REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|--------------------------------------------------|--------------------------------------|
| 251.                                             | 251.                                 |
| 214.                                             | 214.                                 |
| 101.                                             | 101.                                 |
| -----                                            | -----                                |
| 566.                                             | 566.                                 |
| =====                                            | =====                                |

IM GALLERY LYONS FOUNDATION

20-3883508

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

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|----------------------|--------------------------------------------------|--------------------------------------|---------------------------------|
| OTHER INVESTMENT FEE | 14.                                              | 14.                                  |                                 |
| STATE FILING FEE     | 35.                                              |                                      | 35.                             |
| TOTALS               | -----<br>49.<br>=====                            | -----<br>14.<br>=====                | -----<br>35.<br>=====           |

IM GALLERY LYONS FOUNDATION

20-3883508

FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION<br>-----   | BEGINNING<br>BOOK VALUE<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|------------------------|----------------------------------|-------------------------------|----------------------|
| SEE ATTACHED STATEMENT | 2,065,961.                       | 1,971,771.                    | 2,232,377.           |
|                        | -----                            | -----                         | -----                |
| TOTALS                 | 2,065,961.                       | 1,971,771.                    | 2,232,377.           |
|                        | =====                            | =====                         | =====                |

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

ROUNDING

11.

EDWARDS LIFESCIENCES CORP - STOCK SPLIT

10,648.

TOTAL

-----  
10,659.  
=====

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

| DESCRIPTION<br>----- | AMOUNT<br>----- |
|----------------------|-----------------|
| INCOME ADJ           | 12.             |
| CARRYING VALUE ADJ   | 1,058.          |
| T/C ADJ              | 128.            |
|                      | -----           |
| TOTAL                | 1,198.          |
|                      | =====           |

**IM GALLERY LYONS FOUNDATION**  
**20-3883508**  
**Balance Sheet**  
**12/31/2015**



| <b>Cusip</b> | <b>Asset</b>                   | <b>Units</b> | <b>Basis</b> | <b>Market Value</b> |
|--------------|--------------------------------|--------------|--------------|---------------------|
|              | Cash/Cash Equivalent           | 210142 330   | 210,142 33   | 210,142 33          |
| 00206R102    | AT&T INC                       | 360 000      | 9,422 40     | 12,387 60           |
| 00724F101    | ADOBE SYS INC                  | 249 000      | 14,285 12    | 23,391 06           |
| 008252108    | AFFILIATED MANAGERS GROUP      | 65 000       | 11,731 36    | 10,384 40           |
| 015351109    | ALEXION PHARMACEUTICALS INC    | 87 000       | 9,865 54     | 16,595 25           |
| 02079K107    | ALPHABET INC                   | 36 000       | 15,870 14    | 27,319 68           |
| 02079K305    | ALPHABET INC                   | 14 000       | 5,055 64     | 10,892 14           |
| 02209S103    | ALTRIA GROUP INC               | 257 000      | 4,209 13     | 14,959 97           |
| 023135106    | AMAZON COM INC                 | 46 000       | 12,854 82    | 31,090 94           |
| 037833100    | APPLE INC                      | 230 000      | 15,370 68    | 24,209 80           |
| 046353108    | ASTRAZENECA PLC                | 236 000      | 4,980 98     | 8,012 20            |
| 05534B760    | BCE INC                        | 281 000      | 12,750 08    | 10,852 22           |
| 097023105    | BOEING CO                      | 48 000       | 2,624 69     | 6,940 32            |
| 13645T100    | CANADIAN PAC RY LTD            | 115 000      | 15,245 21    | 14,674 00           |
| 151020104    | CELGENE CORP                   | 201 000      | 14,270 36    | 24,071 76           |
| 15135B101    | CENTENE CORP                   | 230 000      | 16,280 28    | 15,136 30           |
| 156782104    | CERNER CORP                    | 236 000      | 11,525 48    | 14,200 12           |
| 166764100    | CHEVRON CORP                   | 120 000      | 7,184 40     | 10,795 20           |
| 17275R102    | CISCO SYS INC                  | 517 000      | 10,520 89    | 14,039 14           |
| 197199813    | COLUMBIA ACORN INTERNATIONAL   | 1463 872     | 46,160 41    | 57,266 67           |
| 19763T889    | COLUMBIA INCOME OPPORTUNITIES  | 7390 637     | 74,570 21    | 68,806 83           |
| 19765J814    | COLUMBIA SMALL CAP INDEX FUND  | 3747 886     | 69,302 18    | 75,669 82           |
| 19765Y852    | COLUMBIA EMERGING MARKETS      | 2563 948     | 25,588 20    | 23,049 89           |
| 20825C104    | CONOCOPHILLIPS                 | 225 000      | 9,927 78     | 10,505 25           |
| 219350105    | CORNING INC                    | 260 000      | 4,419 48     | 4,752 80            |
| 22160K105    | COSTCO WHSL CORP NEW           | 93 000       | 13,177 36    | 15,019 50           |
| 25243Q205    | DIAGEO PLC                     | 103 000      | 6,230 54     | 11,234 21           |
| 263534109    | DU PONT E I DE NEMOURS & CO    | 186 000      | 5,983 48     | 12,387 60           |
| 28176E108    | EDWARDS LIFESCIENCES CORP      | 154 000      | 21,296 62    | 12,162 92           |
| 285512109    | ELECTRONIC ARTS INC            | 237 000      | 16,879 74    | 16,286 64           |
| 30231G102    | EXXON MOBIL CORP               | 122 000      | 9,121 95     | 9,509 90            |
| 30303M102    | FACEBOOK INC                   | 285 000      | 11,022 29    | 29,828 10           |
| 315807552    | FIDELITY ADVISOR FLOATING RATE | 2911 647     | 29,000 00    | 26,554 22           |
| 34959E109    | FORTINET INC                   | 373 000      | 15,249 23    | 11,626 41           |



**IM GALLERY LYONS FOUNDATION**  
**20-3883508**  
**Balance Sheet**  
**12/31/2015**



| <b>Cusip</b> | <b>Asset</b>                | <b>Units</b> | <b>Basis</b> | <b>Market Value</b> |
|--------------|-----------------------------|--------------|--------------|---------------------|
| 369604103    | GENERAL ELEC CO             | 469 000      | 12,899 47    | 14,609 35           |
| 372460105    | GENUINE PARTS CO            | 132 000      | 5,477 70     | 11,337 48           |
| 375558103    | GILEAD SCIENCES INC         | 203 000      | 12,169 03    | 20,541 57           |
| 404280406    | HSBC HLDGS PLC              | 236 000      | 10,100 98    | 9,314 92            |
| 45168D104    | IDEXX LABS INC              | 167 000      | 13,652 33    | 12,177 64           |
| 458140100    | INTEL CORP                  | 265 000      | 5,127 72     | 9,129 25            |
| 464287465    | ISHARES MSCI EAFE ETF       | 900 000      | 62,608 50    | 52,848 00           |
| 464288687    | ISHARES                     | 2000 000     | 77,300 80    | 77,700 00           |
| 46625H100    | J P MORGAN CHASE & CO       | 211 000      | 10,170 06    | 13,932 33           |
| 478160104    | JOHNSON & JOHNSON           | 147 000      | 8,602 33     | 15,099 84           |
| 494368103    | KIMBERLY CLARK CORP         | 96 000       | 6,217 47     | 12,220 80           |
| 532457108    | LILLY ELI & CO              | 110 000      | 4,813 02     | 9,268 60            |
| 58933Y105    | MERCK & CO INC              | 262 000      | 8,200 55     | 13,838 84           |
| 59156R108    | METLIFE INC                 | 237 000      | 9,328 66     | 11,425 77           |
| 594918104    | MICROSOFT CORP              | 251 000      | 5,299 86     | 13,925 48           |
| 61174X109    | MONSTER BEVERAGE CORP       | 137 000      | 9,184 18     | 20,407 52           |
| 65339F101    | NEXTERA ENERGY INC          | 140 000      | 6,689 62     | 14,544 60           |
| 654106103    | NIKE INC                    | 244 000      | 14,502 00    | 15,250 00           |
| 67103H107    | O REILLY AUTOMOTIVE INC     | 55 000       | 13,586 86    | 13,938 10           |
| 717081103    | PFIZER INC                  | 386 000      | 11,384 53    | 12,460 08           |
| 718172109    | PHILIP MORRIS INTL INC      | 157 000      | 5,764 12     | 13,801 87           |
| 741503403    | PRICELINE GROUP INC         | 14 000       | 6,028 61     | 17,849 30           |
| 74253Q747    | PRINCIPAL MIDCAP BLEND FUND | 5344 210     | 112,300 00   | 111,693 99          |
| 755111507    | RAYTHEON CO                 | 110 000      | 5,646 07     | 13,698 30           |
| 780259107    | ROYAL DUTCH SHELL PLC       | 201 000      | 14,147 36    | 9,254 04            |
| 79466L302    | SALESFORCE COM INC          | 154 000      | 10,528 80    | 12,073 60           |
| 808513105    | SCHWAB CHARLES CORP NEW     | 480 000      | 11,122 67    | 15,806 40           |
| 824348106    | SHERWIN WILLIAMS CO         | 60 000       | 14,939 41    | 15,576 00           |
| 83088M102    | SKYWORKS SOLUTIONS INC      | 149 000      | 7,712 56     | 11,447 67           |
| 855244109    | STARBUCKS CORP              | 442.000      | 16,116 85    | 26,533 26           |
| 871503108    | SYMANTEC CORP               | 395 000      | 8,028 73     | 8,295 00            |
| 88579Y101    | 3M CO                       | 74 000       | 4,306 97     | 11,147 36           |
| 892356106    | TRACTOR SUPPLY CO           | 190 000      | 11,454 48    | 16,245 00           |
| 89417E109    | TRAVELERS COS INC           | 104 000      | 4,122 65     | 11,737 44           |

IM GALLERY LYONS FOUNDATION  
20-3883508  
Balance Sheet  
12/31/2015



| Cusip     | Asset                    | Units    | Basis        | Market Value |
|-----------|--------------------------|----------|--------------|--------------|
| 90384S303 | ULTA SALON COSMETICS &   | 102 000  | 15,556 87    | 18,870 00    |
| 904784709 | UNILEVER N V             | 319 000  | 7,251 93     | 13,819 08    |
| 921937835 | VANGUARD TOTAL BD MARKET | 9300 000 | 768,221 00   | 751,068 00   |
| 92826C839 | VISA INC                 | 348 000  | 8,776 25     | 26,987 40    |
| 92857W308 | VODAFONE GROUP PLC NEW   | 264 000  | 12,447 70    | 8,516 64     |
| 949746101 | WELLS FARGO & CO         | 255 000  | 14,304 13    | 13,861 80    |
| 95040Q104 | WELLTOWER INC            | 180 000  | 12,436 60    | 12,245 40    |
| G27823106 | DELPHI AUTOMOTIVE PLC    | 177 000  | 14,250 32    | 15,174 21    |
| H0023R105 | ACE LTD                  | 120 000  | 12,641 11    | 14,022 00    |
| N6596X109 | NXP SEMICONDUCTORS NV    | 167 000  | 14,373 68    | 14,069 75    |
|           |                          | Totals   | 2,181,913 54 | 2,442,518 87 |