

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation WALTER S QUINLAN FOUNDATION C/O ROBERT A ZOCK & CO		A Employer identification number 04-6030253	
Number and street (or P O box number if mail is not delivered to street address) 98 BIRCH HILL ROAD		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code WARNER, NH 03278		B Telephone number (see instructions) (603) 456-3106	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 12,855,334		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,717	7,717		
	4 Dividends and interest from securities	40,393	40,393		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	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)	-124,418			
	12 Total. Add lines 1 through 11	-76,308	48,110		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,205	7,205		
	c Other professional fees (attach schedule)	17,148	17,148		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	75	75		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	24,428	24,428		0
	25 Contributions, gifts, grants paid	703,787			703,787
	26 Total expenses and disbursements. Add lines 24 and 25	728,215	24,428		703,787
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-804,523			
	b Net investment income (if negative, enter -0-)		23,682		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	7,306,866	6,130,580	6,130,580
	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 ▶ _____			
	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)	183,587	243,065	1,513,758
	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)	6,008,820	6,321,105	5,210,996
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,499,273	12,694,750	12,855,334	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	13,499,273	12,694,750	
	30	Total net assets or fund balances (see instructions)	13,499,273	12,694,750	
31	Total liabilities and net assets/fund balances (see instructions) .	13,499,273	12,694,750		

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	13,499,273
2	Enter amount from Part I, line 27a	2	-804,523
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	12,694,750
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	12,694,750

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	683,932	14,088,394	0 048546
2014	531,001	13,670,519	0 038843
2013	459,000	13,109,356	0 035013
2012	281,293	6,692,259	0 042033
2011	223,201	5,626,281	0 039671
2 Total of line 1, column (d)			2 0 204106
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 040821
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 13,199,801
5 Multiply line 4 by line 3			5 538,829
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 237
7 Add lines 5 and 6			7 539,066
8 Enter qualifying distributions from Part XII, line 4			8 703,787

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	237
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	237
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	237
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,530
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	1,530
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,293
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 1,293 Refunded ☐	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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of ROBERT ZOCK JR Telephone no (603) 456-3106			

Located at **98 BIRCH HILL RD WARNER NH**ZIP+4 **03278**

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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
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 2016? ☐	1c		
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2016?	4b		No

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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS LOFTIS 2525 N LIMESTONE ST SUITE 101 SPRINGFIELD, OH 45503	TRUSTEE 000 00	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				
Total number of other employees paid over \$50,000. ☐				

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		

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THE FOUNDATION'S PURPOSE IS TO OPERATE EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES PER CODE SEC 170(C)(2) ITS PRINCIPAL ACTIVITY IS TO SUPPORT, FINANCIALLY, CHARITABLE ORGANIZATIONS AND EDUCATIONAL ORGANIZATIONS	703,787
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	1,406,991
b	Average of monthly cash balances.	1b	6,610,773
c	Fair market value of all other assets (see instructions).	1c	5,383,049
d	Total (add lines 1a, b, and c).	1d	13,400,813
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	13,400,813
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	201,012
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,199,801
6	Minimum investment return. Enter 5% of line 5.	6	659,990

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

1	Minimum investment return from Part X, line 6.	1	659,990
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	237
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	237
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	659,753
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	659,753
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	659,753

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	703,787
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	703,787
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	237
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	703,550

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				659,753
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			703,787	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 703,787				
a Applied to 2015, but not more than line 2a			703,787	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				659,753
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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))

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

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 email 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	703,787
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

13 Total. Add line 12, columns (b), (d), and (e).										13	-76,308
(See worksheet in line 13 instructions to verify calculations)											

[illegible]

Part XVII

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

[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

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

Print/Type preparer's name J DANIEL DAVIDSON CPA CFE	Preparer's Signature	Date 2017-08-21	Check if self-employed ▶ ☐	PTIN P01390844
Firm's name ▶ DAVIDSON & STONE PLLC				Firm's EIN ▶ 22-3865956
Firm's address ▶ 1 PILLSBURY ST STE 100 CONCORD, NH 033014140				Phone no (603) 223-0037

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CATHOLIC CENTRAL HIGH SCHOOL 1200 E HIGH ST SPRINGFIELD, OH 45505	NONE	EXEMPT	GEN'L SUPPORT	5,000
CATHOLIC CHARITIES SW OHIO 701 E COLUMBIA ST SPRINGFIELD, OH 45503	NONE	EXEMPT	GEN'L SUPPORT	5,000
CLARK ST COMM COLLEGE COLLEGE PERFORMING ARTS 570 E LEFFEL LN SPRINGFIELD, OH 45505	NONE	EXEMPT	GEN'L SUPPORT	2,500
CLARK COUNTY LITERACY COALITION 137 E HIGH ST SPRINGFIELD, OH 45502	NONE	EXEMPT	GEN'L SUPPORT	4,250
PROJECT JERICO 570 E LEFFEL LN SPRINGFIELD, OH 45505	NONE	EXEMPT	GEN'L SUPPORT	2,500
Total ► 3a				703,787

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
X-QUEST-INNER CITY ARTS 225 LAFAYETTE RD SCHENECTADY, NY 12305	NONE	EXEMPT	GEN'L SUPPORT	20,000
SPRINGFIELD MUSEUM OF ART 107 CLIFF PARK RD SPRINGFIELD, OH 45504	NONE	EXEMPT	GEN'L SUPPORT	4,000
SPRINGFIELD ARTS COUNCIL 117 S FOUNTAIN AVE SPRINGFIELD, OH 45501	NONE	EXEMPT	GEN'L SUPPORT	3,000
SPRINGFIELD SYMPHONY ORCH 300 S FOUNTAIN ST SPRINGFIELD, OH 45506	NONE	EXEMPT	GEN'L SUPPORT	1,250
WHITTENBERG UNIVERSITY 200 W WARD ST SPRINGFIELD, OH 45504	NONE	EXEMPT	GEN'L SUPPORT	70,250
Total ▶ 3a				703,787

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WESCOTT HOUSE FOUNDATION 85 S GREENMONT AVE SPRINGFIELD, OH 45505	NONE	EXEMPT	GEN'L SUPPORT	8,000
ST VINCENT DEPAUL SOCIETY 2425 E HIGH ST SPRINGFIELD, OH 45502	NONE	EXEMPT	GEN'L SUPPORT	3,000
COMMUNITY MERCY FOUNDATION 100 MEDICAL CENTER DR SPRINGFIELD, OH 45504	NONE	EXEMPT	GEN'L SUPPORT	10,000
CATHOLIC CENTRAL HS CORNERSTONE FD 1200 E HIGH ST SPRINGFIELD, OH 45505	NONE	EXEMPT	GEN'L SUPPORT	36,000
CATHOLIC CENTRAL HS CAPITAL FUND 1200 E HIGH ST SPRINGFIELD, OH 45505	NONE	EXEMPT	GEN'L SUPPORT	180,000
Total 				703,787
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SPRINGFIELD COMMUNITY IMPROVE CORP 20 S LIMESTONE ST SPRINGFIELD, OH 45502	NONE	EXEMPT	GEN'L SUPPORT	5,000
NATIONAL TRAIL PARKS AND RECREATION 1301 MITCHELL BLVD SPRINGFIELD, OH 45503	NONE	EXEMPT	GENERAL SUPPORT	200,000
PROJECT WOMEN 1074 E HIGH ST SPRINGFIELD, OH 45503	NONE	EXEMPT	GENERAL SUPPORT	3,500
SPRINGFIELD FOUNDATION 333 N LIMESTONE ST SPRINGFIELD, OH 45502	NONE	EXEMPT	GENERAL SUPPORT	66,537
SAINT BERNARD PARISH 920 LAGONDA AVE SPRINGFIELD, OH 45503	NONE	EXEMPT	GENERAL SUPPORT	12,500
Total 				703,787
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FULLER CENTER FOR HOUSING 259 S WITTENBERG AVE PO BOX 1282 SPRINGFIELD, OH 45501	NONE	EXEMPT	GENERAL SUPPORT	500
DAYTON CHILDREN'S HOSPITAL 1 CHILDRENS PLAZA DAYTON, OH 45404	NONE	EXEMPT	GENERAL SUPPORT	10,000
CLARK COUNTY PARK DISTRICT 5638 LOWER VALLEY PIKE SPRINGFIELD, OH 45502	NONE	EXEMPT	GENERAL SUPPORT	10,000
SPRINGFIELD CVB HOLIDAY IN THE CITY 20 S LIMESTONE STREET SPRINGFIELD, OH 45502	NONE	EXEMPT	GENERAL SUPPORT	3,500
CATHOLICWOMEN'S COLLEGE CLUB 959 SUNCREST DRIVE SPRINGFIELD, OH 45503	NONE	EXEMPT	GENERAL SUPPORT	1,000
Total ► 3a				703,787

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CLARK STATE ANNUAL FUND PO BOX 570 SPRINGFIELD, OH 45501	NONE	EXEMPT	GENERAL SUPPORT	1,500
RIDGEWOOD SCHOOL 2420 SAINT PARIS PIKE SPRINGFIELD, OH 45504	NONE	EXEMPT	GENERAL SUPPORT	10,000
SPRINGFORWARD THESPRINGFIELD FOUNDATION 333 N LIMESTONE ST SPRINGFIELDS, OH 45503	NONE	EXEMPT	GENERAL SUPPORT	25,000
Total ▶ 3a				703,787

TY 2016 Accounting Fees Schedule**Name:** WALTER S QUINLAN FOUNDATION

C/O ROBERT A ZOCK & CO

EIN: 04-6030253

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	7,205	7,205		

TY 2016 Investments Corporate Stock Schedule

Name: WALTER S QUINLAN FOUNDATION
C/O ROBERT A ZOCK & CO

EIN: 04-6030253

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MARKETABLE EQUITY SECURITIES	243,065	1,513,758

TY 2016 Investments - Other Schedule**Name:** WALTER S QUINLAN FOUNDATION

C/O ROBERT A ZOCK & CO

EIN: 04-6030253

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
M.H.M. & CO.,LTD PARTNERSHIP	AT COST	1,181,678	281,036
RIDGEWOOD CAPITAL PARTNERS, LP	AT COST	4,939,427	4,729,960
CUMULUS FUNDING LLC	AT COST	200,000	200,000

TY 2016 Other Income Schedule**Name:** WALTER S QUINLAN FOUNDATION

C/O ROBERT A ZOCK & CO

EIN: 04-6030253**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
M H M & CO ,LTD	56,183		
LUMITEX, INC	18,540		
RIDGEWOOD CAPITAL MGMT LLC	-199,141		

TY 2016 Other Professional Fees Schedule

Name: WALTER S QUINLAN FOUNDATION
C/O ROBERT A ZOCK & CO

EIN: 04-6030253

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT AND CUSTOD	17,148	17,148		

TY 2016 Taxes Schedule

Name: WALTER S QUINLAN FOUNDATION
C/O ROBERT A ZOCK & CO

EIN: 04-6030253

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MASSACHUSETTS FILING FEE	75	75		

Investment Report
for the period December 01, 2016 to December 31, 2016

DETAILS OF HOLDINGS

PRINCIPAL

Description	Shares or units	Price per share or unit (\$)	Market value (\$)	Percentage of portfolio	Average cost per share or unit (\$)	Total cost (\$)	Maturity yield % or div (\$)	Estimated Income (\$)	Current yield	Unrealized gain or loss (\$)
CASH AND CASH EQUIVALENTS										
Money market										
DREYFUS GOVT CASH MANAGEMENT-INSTL SHS	2,834,209.510	1.00	2,834,209.51	20.97%	1.00	2,834,209.51	0.00%	12,700.39	0.45%	0.00
Total money market			\$2,834,209.51			\$2,834,209.51		\$12,700.39		\$0.00
Treasury bills										
U S TREAS BILLS 03/23/2017	3,300,000.000	99.89	3,296,370.00	24.38%	99.75	3,291,658.32	0.49%	16,729.19	0.51%	4,711.68
Total treasury bills			\$3,296,370.00			\$3,291,658.32		\$16,729.19		\$4,711.68
Total cash and cash equivalents			\$6,130,579.51			\$6,125,867.83		\$29,429.58		\$4,711.68
EQUITY										
Common stock										
Consumer discretionary										
WHIRLPOOL CORP COM	5,720.000	181.77	1,039,724.40	7.69%	0.39	2,256.00	4.00	22,880.00	2.20%	1,037,468.40
Total consumer discretionary			\$1,039,724.40			\$2,256.00		\$22,880.00		\$1,037,468.40
Energy										
DEVON ENERGY CORP (NEW) COM	222.000	45.67	10,138.74	0.08%	37.13	8,241.74	0.24	53.28	0.53%	1,897.00
EXXON MOBIL CORP COM	1,800.000	90.26	162,468.00	1.20%	1.59	2,857.52	3.00	5,400.00	3.32%	159,610.48
Total energy			\$172,606.74			\$11,099.26		\$5,453.28		\$161,507.48
Industrials										
LUMITEX INC	3,962.000	25.70	101,823.40	0.75%	6.96	27,588.19	0.00	0.00	0.00%	74,235.21
Total industrials			\$101,823.40			\$27,588.19		\$0.00		\$74,235.21

Continued next page



FIDUCIARY TRUST

Investment Report
for the period December 01, 2016 to December 31, 2016

DETAILS OF HOLDINGS (CONTINUED)

PRINCIPAL

Description	Shares or units	Price per share or unit (\$)	Market value (\$)	Percentage of portfolio	Average cost per share or unit (\$)	Total cost (\$)	Maturity yield (%) or div (\$)	Estimated Income (\$)	Current yield	Unrealized gain or loss (\$)
Information technology										
CABOT MICROELECTRONICS	140 000	63.17	8,843.80	0.07%	35.33	4,946.22	0.72	100.80	1.14%	3,897.58
Total information technology			\$8,843.80			\$4,946.22		\$100.80		\$3,897.58
Materials										
CABOT CORP COM	500 000	50.54	25,270.00	0.19%	23.62	11,812.21	1.20	600.00	2.37%	13,457.79
Total materials			\$25,270.00			\$11,812.21		\$600.00		\$13,457.79
Utilities										
AQUA AMERICA INC COM	3,252 000	30.04	97,690.08	0.72%	6.89	22,411.03	0.77	2,487.78	2.55%	75,279.05
CALIFORNIA WATER SERVICE GROUP COM	2,000 000	33.90	67,800.00	0.50%	14.62	29,239.23	0.69	1,380.00	2.04%	38,560.77
Total utilities			\$165,490.08			\$51,650.26		\$3,867.78		\$113,839.82
Total common stock			\$1,513,758.42			\$109,352.14		\$32,901.86		\$1,404,406.28

App'l Book Value
vs Tax Cost

133,713

243,065

DETAILS OF HOLDINGS (CONTINUED)

PRINCIPAL

Description	Shares or units	Price per share or unit (\$)	Market value (\$)	Percentage of portfolio	Average cost per share or unit (\$)	Total cost (\$)	Maturity yield (%) or div (\$)	Estimated income (\$)	Current yield	Unrealized gain or loss (\$)
Other										
MHM CO LTD UNITS COM	673 948	417.00	281,036	4.99%		\$118,678	0.00	0.00	0.00%	-188,080.83
Total other			281,036			\$118,678		\$0.00		-\$90,647
Total equity			\$1,794,794.42			\$1,424,743		\$32,901.86		\$1,505,764
OTHER INVESTMENTS										
Demand promissory notes										
CONV PROM NOTE	200,000.000	1.00	200,000.00	1.48%	1.00	200,000.00	0.00%	0.00	0.00%	0.00
CUMULUS FUNDING LLC										
D 3/11/2015 12 5% DUE										
3/10/2019										
Total demand promissory notes			\$200,000.00			\$200,000.00		\$0.00		\$0.00
Miscellaneous										
RIDGEWOOD CAPITAL	5,000,000.000	1.00	4,729,960	36.99%	1.00	4,939,427	0.00	0.00	0.00%	0.00
PARTNERS LP										
SUBSCRIPTION AGRMNT	1.000	1.00		0.00%	0.00	0.00	0.00	0.00	0.00%	1.00
CUMULUS										
FUNDING LLC										
Total miscellaneous			4,729,961			4,939,427		\$0.00		\$1.00
Total other investments			4,729,961			5,139,427		\$0.00		\$1.00
Total principal holdings			\$12,555,335			\$12,694,750		\$62,331.44		\$160,535