Extended to November 15, 2017

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

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation
Amelia Peabody Foundation
c/o Margaret N. St. Clair

A Employer identification number
04-6036558

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1 Hollis Street

B Telephone number
781-237-6468

City or town, state or province, country, and ZIP or foreign postal code
Wellesley, MA 02482

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 157,552,806.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,674,308.	1,674,308.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,423,360.			
	b Gross sales price for all assets on line 6a 77,139,540.				
	7 Capital gain net income (from Part IV, line 2)		1,423,360.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,574,474.	1,867,871.		Statement 1
	12 **Total.** Add lines 1 through 11	4,672,142.	4,965,539.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	655,716.	467,116.		188,600.
	14 Other employee salaries and wages	672,795.	228,336.		444,459.
	15 Pension plans, employee benefits	690,375.	325,525.		364,850.
	16a Legal fees				
	b Accounting fees Stmt 2	175,940.	87,970.		87,970.
	c Other professional fees Stmt 3	421,331.	374,797.		46,534.
	17 Interest				
	18 Taxes Stmt 4	148,142.	33,149.		29,993.
	19 Depreciation and depletion				
	20 Occupancy	61,438.	38,343.		23,095.
	21 Travel, conferences, and meetings				
	22 Printing and publications	47,985.	28,599.		19,386.
	23 Other expenses Stmt 5	83,705.	40,263.		43,442.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,957,427.	1,624,098.		1,248,329.
	25 Contributions, gifts, grants paid	5,906,820.			5,906,820.
	26 **Total expenses and disbursements.** Add lines 24 and 25	8,864,247.	1,624,098.		7,155,149.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-4,192,105.			
	b **Net investment income** (if negative, enter -0-)		3,341,441.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2016)

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09221115 794015 201601.000 2016.05000 Amelia Peabody Foundation c 201601_1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,430,812.	5,900,608.	5,900,608.
	3 Accounts receivable ▶ 881,919.			
	Less: allowance for doubtful accounts ▶	74,150.	881,919.	881,919.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6	143,994,886.	137,529,820.	150,770,279.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	148,499,848.	144,312,347.	157,552,806.
Liabilities	17 Accounts payable and accrued expenses		4,604.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 7)	696,291.	559,383.	
	23 Total liabilities (add lines 17 through 22)	696,291.	563,987.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	147,803,557.	143,748,360.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	147,803,557.	143,748,360.	
	31 Total liabilities and net assets/fund balances	148,499,848.	144,312,347.	

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	147,803,557.
2 Enter amount from Part I, line 27a	2	-4,192,105.
3 Other increases not included in line 2 (itemize) ▶ Net Post Retirement	3	136,908.
4 Add lines 1, 2, and 3	4	143,748,360.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	143,748,360.

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		P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	77,139,540.		75,716,180.	1,423,360.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				1,423,360.
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	1,423,360.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	8,296,551.	167,861,031.	.049425
2014	8,656,377.	175,898,709.	.049212
2013	8,244,678.	165,702,181.	.049756
2012	7,580,437.	155,665,244.	.048697
2011	7,996,258.	161,099,199.	.049636

2 Total of line 1, column (d)	2	.246726
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	.049345
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	153,088,773.
5 Multiply line 4 by line 3	5	7,554,166.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	33,414.
7 Add lines 5 and 6	7	7,587,580.
8 Enter qualifying distributions from Part XII, line 4	8	7,155,149.

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	66,829.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	66,829.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	66,829.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 111,124.		
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	111,124.
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	44,295.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 44,295. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ ameliapeabody.org

14 The books are in care of ▶ US Bank Telephone no. ▶ 215-761-9341
Located at ▶ 50 South 16th Street, Suite 2000, Philadelphia, P ZIP+4 ▶ 19102

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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 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 ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 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		X
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 2016?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		655,716.	343,295.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas St. Clair 1 Hollis Street, Wellesley, MA 02482	Grant Making Program Director 40.00	167,932.	110,870.	0.
Alex Eisenzopf 1 Hollis Street, Wellesley, MA 02482	Grant Making Program Director 40.00	167,932.	92,774.	0.
Joanne Smith 1 Hollis Street, Wellesley, MA 02482	Assistant Director 40.00	155,136.	86,467.	0.
William Richards 1 Hollis Street, Wellesley, MA 02482	Investment Program Director 40.00	181,795.	56,718.	0.

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Tonneson & Company P.C - 401 Edgewater Place Suite 300, Wakefield, MA 01880	Accounting Fees	134,940.
Prime Buchholz & Assoc - 10 Post Office Sq. N Tower 580, Boston, MA 02109	Investment Advice	100,000.
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	147,149,490.
b	Average of monthly cash balances	1b	8,270,584.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	155,420,074.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	155,420,074.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,331,301.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	153,088,773.
6	**Minimum investment return.** Enter 5% of line 5	6	7,654,439.

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	7,654,439.
2a	Tax on investment income for 2016 from Part VI, line 5 2a 66,829.		
b	Income tax for 2016. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	66,829.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,587,610.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,587,610.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,587,610.

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	7,155,149.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,155,149.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,155,149.

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				7,587,610.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013 127,035.				
d From 2014 118,632.				
e From 2015				
f **Total** of lines 3a through e	245,667.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 7,155,149.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				7,155,149.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	245,667.			245,667.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				186,794.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
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				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

Margaret N. St. Clair, 781-237-6468, PStClair@ameliapeabody.org
1 Hollis Street, Wellesley, MA 02482

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

Application and other requirements on web page ameliapeabody.org

c Any submission deadlines:

Quarterly on web page ameliapeabody.org

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

Qualifying organizations that operate in Massachusetts

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See attached schedule 1 Hollis Street Wellesley, MA 02482	See attached schedule	See attached schedule	See attached schedule	5,906,820.
Total			▶ 3a	5,906,820.
b Approved for future payment				
See attached schedule 1 Hollis Street Wellesley, MA 02482	See attached schedule	See attached schedule	See attached schedule	3,190,550.
Total			▶ 3b	3,190,550.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,674,308.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,423,360.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Income- Limited					
b Partnerships		-293,397.	14	1,854,572.	
c Other			14	13,299.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-293,397.		4,965,539.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 4,672,142.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
11b	Any distributions or earnings on limited partnerships are used to accomplish its exempt purpose.

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Margaret N. St. Clair | 11/15/2017 | Executive Director

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Heidi E. MacLean	Heidi E. MacLean	11/15/17		P00840184
Firm's name ▶ Tonneson & Company, PC			Firm's EIN ▶ 04-2943536	
Firm's address ▶ 401 Edgewater Place, Suite 300 Wakefield, MA 01880-6208			Phone no. 781-245-9999	

Form 990-PF Other Income Statement 1

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income- Limited Partnerships	1,561,175.	0.	
Other	13,299.	0.	
Total to Form 990-PF, Part I, line 11	1,574,474.	0.	

Form 990-PF Accounting Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	134,940.	67,470.		67,470.
Auditing Fee	41,000.	20,500.		20,500.
To Form 990-PF, Pg 1, ln 16b	175,940.	87,970.		87,970.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting fees	65,071.	26,596.		38,475.
Custodial fees	32,236.	24,177.		8,059.
Management fees	187,024.	187,024.		0.
Investment advisory fees	137,000.	137,000.		0.
To Form 990-PF, Pg 1, ln 16c	421,331.	374,797.		46,534.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll taxes	63,142.	33,149.		29,993.
Excise taxes	85,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	148,142.	33,149.		29,993.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Insurance	22,228.	10,551.		11,677.
Office	61,477.	29,712.		31,765.
To Form 990-PF, Pg 1, ln 23	83,705.	40,263.		43,442.

Form 990-PF Corporate Stock Statement 6

Description	Book Value	Fair Market Value
Corp Stock Investment	137,529,820.	150,770,279.
Total to Form 990-PF, Part II, line 10b	137,529,820.	150,770,279.

Form 990-PF Other Liabilities Statement 7

Description	BOY Amount	EOY Amount
Net Post Retirement Liability	696,291.	559,383.
Total to Form 990-PF, Part II, line 22	696,291.	559,383.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 8

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Margaret St. Clair 1 Hollis Street Wellesley, MA 02482	Executive Director 45.00	297,201.	177,028.	0.
Bayard Waring 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20,000.	13,000.	0.
Phillip Waring 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20,000.	11,405.	0.
Deborah Carlson 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20,000.	0.	0.
John Dineen 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20,000.	0.	0.
Joseph Kelly 1 Hollis Street Wellesley, MA 02482	Chief Investment Officer 45.00	278,515.	141,862.	0.
Totals included on 990-PF, Page 6, Part VIII		655,716.	343,295.	0.

Amelia Peabody Foundation
EIN # 04-6036558
Investments
Form 990 PF Page 2 Part II Line 10a

Account N	Investment/Security Name	Market Value	Cost Basis	Unrealized Gain (Loss)
PFN1	ADAMAS OPPORTUNITIES LP	8,199,716	7,512,312	687,404
PFN1	BAYNORTH REALTY FUND VI LP	24,468	2,441,319	(2,416,851)
PFN1	BAYNORTH REALTY FUND VII LP	2,003,415	479,172	1,524,243
PFN1	BLACKSTONE TOTAL ALTERNATIVE	1,229,767	1,144,077	85,690
PFN1	CHAMPLAIN MID CAP FD LLC	4,291,018	3,626,761	664,257
PFN1	COMMONFUND	4,001,116	4,185,332	(184,216)
PFN1	FARALLON CAPITAL INSTITUTIONAL	5,967,370	5,683,588	283,782
PFN1	FORESTRY FUND 8B	591,428	412,346	179,082
PFN1	HOLT EUROPEAN SUSTAINABLE DIV	1,282,297	1,500,000	(217,703)
PFN1	LCP VII (OFFSHORE) LP	2,304,089	1,954,609	349,480
PFN1	LEGACY VENTURE VIII, LLC	106,821	108,040	(1,219)
PFN1	MERILL LYNCH ALTERNATIVE INVESTMENTS	9,345,550	9,193,968	151,582
PFN1	NYES LEDGE CAPITAL OFFSHORE FUND	3,861,427	2,990,179	871,248
PFN1	PARAMETRIC EMERGING MARKETS INSTL	2,161,054	2,509,029	(347,975)
PFN1	SIGULER GUFF BRIC OPPORTUNITIES II LP	1,839,091	1,274,846	564,245
PFN1	SIGULER GUFF DISTRESSED III LP	995,111	448,130	546,981
PFN1	THE COLCHESTER GLOBAL BOND FUND	5,153,360	5,809,941	(656,581)
PFN1	THE HIGHCLERE INTERNATIONAL	3,392,380	3,310,426	81,954
PFN1	THE SANDERSON INTERNATIONAL	5,215,173	5,201,523	13,650
PFN1	TIFF REALTY AND RESOURCES 2008	993,934	1,139,071	(145,137)
PFN1	VANGUARD INFLATION PROTECTED SECS AD	1,025,527	1,050,056	(24,529)
PFN1	VANGUARD INTERM TERM TREASURY ADM	5,006,447	5,076,240	(69,793)
PFN1	VOYA GLOBAL REAL ESTATE A	5,906,366	6,132,177	(225,811)
PFN1	WELLINGTON TRUST COMPANY CTF	2,513,015	2,214,344	298,671
PFN1	WELLINGTON TRUST COMPANY/ Archipelago	5,744,435	1,763,296	3,981,139
PFN1	WHIPPOORWILL HOLBACK	472	472	-
PFN1	WHIPPOORWILL OFFSHORE DIST FD S21	4,203	107,201	(102,999)
PFN1	WHIPPOORWILL OFFSHORE DIST OPP S01 08	32,951	52,509	(19,558)
PFN1	WHIPPOORWILL OFFSHORE DIST OPP S02 09	28,158	296,850	(268,692)
PFN1	WHIPPOORWILL OFFSHORE DIST OPP S04 09	1,534	26,254	(24,720)
PFN1	WHIPPOORWILL OFFSHORE DIST OPP S07 09	-	217,986	(217,986)
PFN1	WHIPPOORWILL OFFSHORE DIST OPP S10 09	-	130,288	(130,288)
PFN1	WHIPPOORWILL OFFSHORE DIST OPP S11 10	-	4,684	(4,684)
PFN1	WHIPPOORWILL OFFSHORE DIST OPP S13 10	-	136,089	(136,089)
PFN2	ALERIAN MLP ETF	567,000	549,088	17,912
PFN2	AT&T INC	637,950	567,417	70,533
PFN2	ABBOTT LABORATORIES	576,150	592,890	(16,740)
PFN2	ACTIVISION BLIZZARD INC	361,100	388,748	(27,648)
PFN2	ALPHABET INC CL A	3,169,800	1,366,110	1,803,690
PFN2	AMAZON COM INC	1,274,779	1,021,077	253,702
PFN2	AMERICAN INTERNATIONAL GROUP	783,720	695,191	88,529
PFN2	AMGEN INC	146,210	150,035	(3,825)
PFN2	ANALOG DEVICES INC	726,200	671,197	55,004
PFN2	APOLLO COMMERCIAL REAL ESTAT	415,500	402,231	13,269
PFN2	APPLE INC	1,158,200	516,747	641,453
PFN2	BANCO SANTANDER SA A D R	52	85	(34)
PFN2	BANK OF AMERICA CORP	884,000	650,216	233,784
PFN2	BERKSHIRE HATHAWAY INC CL A	4,150,057	1,725,745	2,424,312
PFN2	BIOGEN, INC	708,950	863,895	(154,945)
PFN2	BLACKROCK LTD DURATION INC	151,700	153,551	(1,851)
PFN2	BLACKROCK GLOBAL OPP EQTY TR	289,250	327,498	(38,248)
PFN2	BLACKROCK INTERNATIONAL GROW	385,700	465,705	(80,005)
PFN2	BLACKSTONE GROUP L P	754,200	627,692	126,508
PFN2	BRISTOL MYERS SQUIBB CO	642,840	652,308	(9,468)
PFN2	CVS HEALTH CORPORATION	789,100	1,025,828	(236,728)
PFN2	CENTENE CORP	678,120	765,425	(87,305)
PFN2	COLUMBIA SELIG PREM TECH	234,250	200,640	33,610
PFN2	CALL ON COL 01/20/17 @ 100 000	(2,850)	(12,348)	9,498
PFN2	COMCAST CORP CLASS A	690,500	437,405	253,095
PFN2	DELL INC 5 875% 6/15/19	527,500	500,000	27,500
PFN2	DELTA AIR LINES INC	787,040	650,017	137,023
PFN2	DOW CHEM CO	228,880	227,633	1,247
PFN2	DYCOM INDS INC	802,900	859,778	(56,878)
PFN2	EATON VANCE ENH EQTY INC FD II	192,000	192,014	(14)

PFN2	EATON VANCE LTD DURATION FND	137,200	135,655	1,545
PFN2	EDWARDS LIFESCIENCES CORP	937,000	923,510	13,490
PFN2	ENERGY TRANSFER PARTNERS L P	336,000	436,155	(100,155)
PFN2	ENTERPRISE PRODS PARTNERS L P	1,118,920	653,429	465,491
PFN2	FACEBOOK INC A	1,610,700	1,016,693	594,007
PFN2	FOOT LOCKER INC	1,063,350	978,136	85,215
PFN2	GENERAL ELECTRIC CO	474,000	451,356	22,645
PFN2	GENERAL MOTORS CO	522,600	555,304	(32,704)
PFN2	GILEAD SCIENCES INC	501,270	569,461	(68,191)
PFN2	GLOBAL PARTNERS LP	180,900	252,288	(71,388)
PFN2	GOLDMAN SACHS 4 0% PFD VAR	436,400	252,522	183,878
PFN2	HANESBRANDS INC	431,400	534,123	(102,723)
PFN2	HOME DEPOT INC	1,072,640	1,027,428	45,212
PFN2	HONEYWELL INTERNATIONAL INC	810,950	638,847	172,103
PFN2	INTEL CORP	453,375	437,943	15,432
PFN2	ISHARES MSCI EMERGING MARKETS ETF	525,150	511,896	13,255
PFN2	J P MORGAN CHASE CO	1,294,350	752,732	541,618
PFN2	JOHNSON JOHNSON	806,470	800,089	6,381
PFN2	KKR CO LP	519,750	794,177	(274,427)
PFN2	KINDER MORGAN INC	621,300	1,020,201	(398,901)
PFN2	HJ HEINZ HOLDING CORP	873,200	822,151	51,049
PFN2	ELI LILLY CO	735,500	756,702	(21,202)
PFN2	LINN ENERGY LLC 6 500% 9/15/21	210,000	347,219	(137,219)
PFN2	LOCKHEED MARTIN CORP	249,940	250,416	(476)
PFN2	MARATHON PETROLEUM CORP	755,250	557,028	198,223
PFN2	MERCK CO INC	588,700	621,219	(32,519)
PFN2	MICROSOFT CORP	1,118,520	981,117	137,403
PFN2	NEW RESIDENTIAL INVESTMENT CORP	628,800	532,268	96,532
PFN2	NIKE INC	508,300	437,176	71,124
PFN2	NORTHSTAR REALTY FINANCE CORP	416,625	753,395	(336,770)
PFN2	NORTHSTAR REALTY EUROPE C	94,275	85,250	9,025
PFN2	NUVEEN CORE EQUITY ALPHA COMMON	130,800	138,097	(7,297)
PFN2	ORBITAL ATK INC	701,840	613,779	88,061
PFN2	P P G INDS INC	710,700	818,769	(108,069)
PFN2	PALO ALTO NETWORKS INC	625,250	727,923	(102,673)
PFN2	PAYPAL HOLDINGS INC	296,025	300,350	(4,325)
PFN2	PEMBINA PIPELINE CORP	156,600	153,087	3,514
PFN2	PEPSICO INC	889,355	878,628	10,727
PFN2	PIONEER NAT RES CO	1,080,420	959,286	121,134
PFN2	POWERSHARES PREFERRED PORT FD ETF	142,300	142,550	(250)
PFN2	RAYTHEON COMPANY	710,000	570,106	139,894
PFN2	ROCKWELL COLLINS INC	463,800	404,827	58,973
PFN2	SPDR S P REGIONAL BANKING ETF	277,850	274,539	3,311
PFN2	SALESFORCE COM INC	753,060	827,025	(73,965)
PFN2	SCHLUMBERGER LTD	839,500	831,588	7,912
PFN2	CONSUMER STAPLES SPDR	904,925	931,287	(26,362)
PFN2	ENERGY SELECT SECTOR SPDR FD	753,200	657,016	96,184
PFN2	UTILITIES SELECT SECTOR SPDR ETF	485,700	514,217	(28,517)
PFN2	SKYWORKS SOLUTIONS INC	597,280	693,901	(96,621)
PFN2	SPECTRA ENERGY PARTNERS LP	437,300	429,574	7,726
PFN2	STARBUCKS CORP	666,240	662,321	3,919
PFN2	TEKLA HEALTHCARE INVESTORS COMMON	422,600	474,857	(52,257)
PFN2	THERMO FISHER SCIENTIFIC INC	987,700	1,029,568	(41,868)
PFN2	TOTAL SYSTEM SERVICES INC	122,575	122,590	(15)
PFN2	TWENTY FIRST CENTURY FOX INC	280,400	269,408	10,992
PFN2	ULTA BEAUTY, INC	509,880	488,484	21,396
PFN2	UNDER ARMOUR INC CL A	174,300	195,469	(21,169)
PFN2	UNITEDHEALTH GROUP INC	800,200	602,800	197,400
PFN2	VANGUARD INFLATION PROTECTED SECS AD	1,894,890	1,963,525	(68,635)
PFN2	VANGUARD REIT ETF	495,180	483,435	11,745
PFN2	VANGUARD SMALL CAP ETF	193,440	196,384	(2,944)
PFN2	VERIZON COMMUNICATIONS INC	533,800	504,644	29,156
PFN2	VISA INC CLASS A SHARES	1,560,400	828,243	732,157
PFN2	WESTERN DIGITAL CORP	1,087,200	836,625	250,575
PFN2	WEYERHAEUSER CO	902,700	887,038	15,662
PFN2	ALLERGAN PLC	945,045	691,897	253,148
PFN2	BROOKFIELD INFRASTRUCTURE PART LP	647,800	643,925	3,875
PFN2	DELPHI AUTOMOTIVE PLC	740,850	824,166	(83,316)
PFN2	BROADCOM LTD	883,850	705,074	178,776
	Total	**150,770,279**	**137,529,820**	**13,240,459**

Amelia Peabody Foundation
EIN #04-6036558
Gain / Loss on Sale of Investments
Form 990 PF Page 3 Part IV

Fund	Transaction Date	Investment/Security Names	Proceeds	Cost Basis	Realized gain (loss)
PFN1	1/6/2016	Farallon	3,000,000	2,999,963	37
PFN1	1/29/2016	Colchester Global Bond Fd	2,509	2,296	213
PFN1	1/29/2016	Highclere Intl Invstrs Smid Fd	2,410	2,314	96
PFN1	1/29/2016	Nyes Ledge Cap Os Fd Ltd C1A S1	4,000,000	3,009,821	990,179
PFN1	1/31/2016	Archipelago	2,000,000	1,766,172	233,828
PFN1	1/31/2016	Sanderson Intl Value Fd	2,886	2,408	478
PFN1	1/31/2016	Wellington Ctf Emgng Mkts L Cl E	14,522	15,661	(1,139)
PFN1	2/12/2016	Parametric Emerging Markets Instl	2,000,000	2,778,711	(778,711)
PFN1	2/16/2016	Vanguard Inflation Protected Secs Ad	2,000,000	1,940,550	59,450
PFN1	2/29/2016	Colchester Global Bond Fd	2,587	2,295	292
PFN1	2/29/2016	Highclere Intl Invstrs Smid Fd	2,405	2,312	93
PFN1	2/29/2016	Sanderson Intl Value Fd	2,887	2,427	460
PFN1	2/29/2016	Wellington Ctf Emgng Mkts L Cl E	3,000,000	3,321,626	(321,626)
PFN1	3/18/2016	Vanguard Interm Term Treasury Adm	5,766	-	5,766
PFN1	3/31/2016	Colchester Global Bond Fd	2,705	2,294	411
PFN1	3/31/2016	Highclere Intl Invstrs Smid Fd	2,609	2,325	284
PFN1	3/31/2016	MI Bank Deposit Program	1,272	1,272	-
PFN1	3/31/2016	Sanderson Intl Value Fd	3,087	2,425	662
PFN1	4/29/2016	Colchester Global Bond Fd	2,761	2,293	468
PFN1	4/29/2016	Highclere Intl Invstrs Smid Fd	2,707	2,307	400
PFN1	4/29/2016	Sanderson Intl Value Fd	3,183	2,423	760
PFN1	4/29/2016	Wellington Ctf Emgng Mkts L Cl E	8,277	8,139	138
PFN1	4/30/2016	MI Bank Deposit Program	1,950,000	1,950,000	-
PFN1	5/31/2016	Colchester Global Bond Fd	2,672	2,291	381
PFN1	5/31/2016	Highclere Intl Invstrs Smid Fd	2,674	2,321	353
PFN1	5/31/2016	MI Alkeon Growth Offshore Fd	4,364	4,364	-
PFN1	5/31/2016	Sanderson Intl Value Fd	3,115	2,421	694
PFN1	5/31/2016	Whippoorwill Os Dist Opp S17 11	2,464	99,017	(96,553)
PFN1	5/31/2016	Whipporwill OS Dist Opp Fd S20	496	3,300	(2,804)
PFN1	6/28/2016	Highclere Intl Invstrs Smid Fd	2,539	2,304	235
PFN1	6/30/2016	Colchester Global Bond Fd	2,769	2,290	479
PFN1	6/30/2016	Sanderson Intl Value Fd	4,029	3,261	768
PFN1	7/31/2016	Colchester Global Bond Fd	2,789	2,289	500
PFN1	7/31/2016	Highclere Intl Invstrs Smid Fd	2,707	2,317	390
PFN1	7/31/2016	Sanderson Intl Value Fd	4,245	3,258	987
PFN1	7/31/2016	Wellington Ctf Emgng Mkts L Cl E	6,139	5,709	430
PFN1	8/31/2016	Colchester Global Bond Fd	2,768	2,288	480
PFN1	8/31/2016	Highclere Intl Invstrs Smid Fd	2,776	2,300	476
PFN1	8/31/2016	Sanderson Intl Value Fd	4,327	3,256	1,071
PFN1	9/30/2016	Colchester Global Bond Fd	2,792	2,287	505
PFN1	9/30/2016	Highclere Intl Invstrs Smid Fd	2,827	2,313	514
PFN1	9/30/2016	Sanderson Intl Value Fd	4,317	3,253	1,064
PFN1	10/31/2016	Archipelago	6,000,000	5,470,532	529,468
PFN1	10/31/2016	Commonfund	640,792	600,000	40,792
PFN1	10/31/2016	Colchester Global Bond Fd	2,725	2,286	439
PFN1	10/31/2016	Highclere Intl Invstrs Smid Fd	2,792	2,296	496
PFN1	10/31/2016	Sanderson Intl Value Fd	4,268	3,250	1,018
PFN1	10/31/2016	Wellington Ctf Emgng Mkts L Cl E	6,642	5,777	865
PFN1	11/30/2016	Blackstone Tot Alt Sol 2015 Ai LP	130,176	130,176	-
PFN1	11/30/2016	Commonfund	1,413,300	1,413,300	-
PFN1	11/30/2016	Commonfund	1,401,146	1,401,146	-
PFN1	11/30/2016	Colchester Global Bond Fd	2,589	2,285	304
PFN1	11/30/2016	Highclere Intl Invstrs Smid Fd	2,746	2,294	452
PFN1	11/30/2016	Sanderson Intl Value Fd	4,230	3,248	982
PFN1	12/31/2016	Colchester Global Bond Fd	2,578	2,283	295
PFN1	12/31/2016	Highclere Intl Invstrs Smid Fd	2,829	2,292	537
PFN1	12/31/2016	Sanderson Intl Value Fd	4,350	3,245	1,105
PFN1	12/31/2016	Vanguard Interm Term Treasury Adm	1,953,025	1,900,000	53,025
PFN1	12/31/2016	Whippoorwill Os Dist Opp Fd S0216	2,960	2,960	-
PFN1	12/31/2016	Whippoorwill Os Dist Opp Fd S1215	1,761	1,761	-
PFN1	11/1/2016	Commonfund	1,069,910	1,000,000	69,910
PFN1	12/31/2016	Commonfund	649,429	649,429	-
		Subtotal PFN1	**31,371,629**	**30,569,431**	**802,198**

PFN2	1/4/16	ALCOA INC	765,034	1,139,573	(374,539)
PFN2	1/6/16	AMBARELLA INC	186,640	471,760	(285,120)
PFN2	1/6/16	AMERICAN AIRLINES GROUP INC	264,643	240,931	23,712
PFN2	1/8/16	AMERICAN AIRLINES GROUP INC	314,091	379,197	(65,106)
PFN2	1/8/16	AMERIGAS PARTNERS L P	102,108	89,700	12,408
PFN2	1/12/16	APPLE INC	567,975	180,679	387,296
PFN2	1/29/16	ABBVIE INC	592,102	621,448	(29,346)
PFN2	1/29/16	ABBVIE INC	297,574	329,171	(31,598)
PFN2	1/29/16	ADVANCE AUTO PARTS INC	151,602	150,243	1,359
PFN2	1/29/16	ADVANSIX INC	5,527	2,793	2,734
PFN2	1/29/16	AIR PRODS CHEMICALS INC	357,941	374,931	(16,990)
PFN2	1/29/16	ALASKA AIR GROUP INC	408,189	345,203	62,987
PFN2	2/1/16	APPLIED MATERIALS INC	170,917	209,681	(38,764)
PFN2	2/2/16	APPLIED MATERIALS INC	85,362	113,972	(28,610)
PFN2	2/2/16	APPLIED MATERIALS INC	170,700	213,695	(42,995)
PFN2	2/2/16	AT&T INC	423,576	351,846	71,730
PFN2	2/11/16	APPLE INC	467,867	174,201	293,667
PFN2	2/11/16	APPLE INC	474,270	175,192	299,078
PFN2	2/23/16	APPLIED MATERIALS INC	172,633	209,681	(37,048)
PFN2	2/25/16	AT&T INC	406,999	364,514	42,485
PFN2	3/9/16	BANK OF AMERICA CORP	229,199	149,395	79,804
PFN2	3/14/16	BROADCOM LTD	177,028	147,712	29,316
PFN2	3/16/16	CARLYLE GROUP L P	270,914	492,848	(221,934)
PFN2	3/28/16	BERKSHIRE HATHAWAY INC CL A	216,906	100,396	116,510
PFN2	4/8/16	BANCO SANTANDER SA A D R	1	1	(0)
PFN2	4/8/16	BANK OF AMERICA CORP	114,722	70,688	44,035
PFN2	4/20/16	BOEING CO	726,840	654,265	72,575
PFN2	4/25/16	CISCO SYSTEMS INC	284,494	281,431	3,062
PFN2	4/26/16	BROADCOM LTD	421,998	368,602	53,396
PFN2	4/27/16	CENTENE CORP	982,674	836,377	146,297
PFN2	4/28/16	DELTA AIR LINES INC	380,410	335,308	45,103
PFN2	5/3/16	ENERGY TRANSFER EQUITY L P	235,167	426,935	(191,768)
PFN2	5/3/16	ENERGY TRANSFER EQUITY L P	256,392	229,139	27,254
PFN2	5/6/16	CITIGROUP INC	649,748	759,301	(109,553)
PFN2	5/6/16	COGNIZANT TECH SOLUTIONS CL A	721,422	738,729	(17,307)
PFN2	5/6/16	COMCAST CORP CLASS A	436,611	272,805	163,806
PFN2	5/6/16	COSTCO WHSL CORP	417,784	379,236	38,548
PFN2	5/16/16	CELGENE CORP	1,039,678	1,190,378	(150,700)
PFN2	5/16/16	CISCO SYSTEMS INC	288,331	279,620	8,711
PFN2	5/17/16	ENERGY TRANSFER PARTNERS L P	380,229	565,782	(185,552)
PFN2	5/17/16	EXELON CORPORATION	259,473	229,292	30,182
PFN2	5/17/16	EXELON CORPORATION	344,901	334,512	10,390
PFN2	5/18/16	EASTMAN CHEM CO	336,136	369,969	(33,833)
PFN2	5/24/16	CALL ON JNJ 05/20/16 @ 110 000	-	(11,947)	11,947
PFN2	5/24/16	DEVON ENERGY CORP	228,305	460,485	(232,180)
PFN2	5/24/16	DISNEY WALT CO	647,229	468,001	179,228
PFN2	5/26/16	CALL ON SLB 05/20/16 @ 82.500	-	(9,148)	9,148
PFN2	5/26/16	CALL ON APD 05/20/16 @ 150.000	-	(5,499)	5,499
PFN2	5/31/16	CALL ON UNH 06/17/16 @ 135 000	(9,602)	(18,247)	8,645
PFN2	5/31/16	DISNEY WALT CO	526,558	429,457	97,101
PFN2	6/15/16	INGERSOLL RAND PLC	375,269	321,983	53,286
PFN2	6/15/16	EXPRESS SCRIPTS HLDGS C	336,702	432,998	(96,296)
PFN2	6/15/16	FACEBOOK INC A	502,826	305,432	197,394
PFN2	6/15/16	FORD MOTOR CO	299,266	362,251	(62,985)
PFN2	6/15/16	GENERAL DYNAMICS CORP	1,189,849	969,787	220,063
PFN2	6/15/16	GENERAL MOTORS CO	361,930	387,085	(25,155)
PFN2	6/15/16	GLOBAL PARTNERS LP	145,283	382,055	(236,772)
PFN2	6/15/16	HARMAN INTERNATIONAL	276,564	269,186	7,379
PFN2	6/15/16	HJ HEINZ HOLDING CORP	310,031	254,015	56,017
PFN2	6/15/16	HONEYWELL INTERNATIONAL INC	583,968	399,083	184,886
PFN2	6/20/16	EATON CORP PLC	262,861	338,194	(75,333)
PFN2	6/23/16	CALL ON FB 06/17/16 @ 125 000	-	(10,108)	10,108
PFN2	7/8/16	PERRIGO CO PLC	673,234	1,077,550	(404,316)
PFN2	7/11/16	CALL ON AMZN 07/15/16 @ 760 000	(3,226)	(15,099)	11,874
PFN2	7/12/16	NXP SEMICONDUCTORS NV	599,456	519,190	80,266
PFN2	7/12/16	PEPSICO INC	746,717	710,304	36,412
PFN2	7/19/16	PRUDENTIAL FINANCIAL INC	613,435	691,569	(78,133)
PFN2	7/19/16	QUALCOMM INC	179,089	192,107	(13,018)
PFN2	7/29/16	QUALCOMM INC	176,250	192,612	(16,362)
PFN2	8/5/16	SCHLUMBERGER LTD	406,541	398,617	7,924

PFN2	8/5/16	SENSATA TECHNOLOGIES HOLDING	181,413	234,826	(53,413)
PFN2	8/5/16	SPDR S P REGIONAL BANKING ETF	277,994	216,089	61,905
PFN2	8/5/16	QUALCOMM INC	208,707	200,588	8,119
PFN2	8/5/16	RAYTHEON COMPANY	272,190	217,209	54,981
PFN2	8/16/16	CALL ON AMZN 08/19/16 @ 780 000	(2,311)	(23,049)	20,738
PFN2	8/19/16	INGERSOLL RAND PLC	381,948	331,442	50,507
PFN2	8/19/16	INVESCO LTD	150,141	162,578	(12,437)
PFN2	8/19/16	LYONDELLBASELL INDUSTRIES CL A	528,968	513,456	15,512
PFN2	8/19/16	NORWEGIAN CRUISE LINE HOLDINGS LTD	176,251	234,644	(58,392)
PFN2	8/19/16	NXP SEMICONDUCTORS NV	598,158	562,988	35,171
PFN2	8/19/16	INTEL CORP	177,098	152,500	24,598
PFN2	8/19/16	JETBLUE AIRWAYS CORP	173,323	209,752	(36,428)
PFN2	8/19/16	JOHNSON JOHNSON	769,858	714,722	55,136
PFN2	8/19/16	KROGER CO	349,935	349,355	581
PFN2	8/19/16	KROGER CO	129,797	138,695	(8,898)
PFN2	8/19/16	KROGER CO	313,994	362,426	(48,432)
PFN2	8/19/16	LOWES CO INC	379,716	352,068	27,648
PFN2	8/19/16	LOWES CO INC	337,738	346,029	(8,292)
PFN2	8/19/16	MACYS INC	398,000	383,932	14,067
PFN2	8/19/16	MARRIOTT INTL INC	271,582	286,921	(15,338)
PFN2	8/19/16	MASTERCARD INC	584,038	558,849	25,188
PFN2	8/19/16	MCKESSON CORPORATION	365,497	478,810	(113,313)
PFN2	8/19/16	MCKESSON CORPORATION	396,224	495,424	(99,200)
PFN2	8/19/16	MYLAN NV	100,232	107,625	(7,393)
PFN2	8/24/16	SYNCHRONY FINANCIAL	255,782	233,003	22,779
PFN2	8/26/16	SYNCHRONY FINANCIAL	255,697	210,180	45,518
PFN2	8/26/16	TARGA RESOUCRCES LP	250,974	406,647	(155,674)
PFN2	9/8/16	SPDR S&P REGIONAL BANKING ETF	311,712	244,109	67,603
PFN2	9/9/16	SPDR S&P REGIONAL BANKING ETF	311,782	249,739	62,043
PFN2	9/9/16	SPDR SP HOMEBUILDERS ETF	167,597	178,344	(10,747)
PFN2	9/9/16	SPDR SP HOMEBUILDERS ETF	176,246	171,394	4,852
PFN2	9/14/16	THERMO FISHER SCIENTIFIC INC	647,304	588,758	58,546
PFN2	9/15/16	CALL ON RTN 11/18/16 @ 140 000	(10,952)	(15,248)	4,297
PFN2	9/16/16	SPECTRA ENERGY CORP	241,555	202,274	39,281
PFN2	9/22/16	CALL ON DY 09/16/16 @ 105 000	-	(11,848)	11,848
PFN2	9/22/16	CALL ON AVGO 09/16/16 @ 187 500	-	(10,648)	10,648
PFN2	10/26/16	CALL ON LOW 10/21/16 @ 82 500	-	(15,498)	15,498
PFN2	10/26/16	TIME WARNER INC	545,583	394,281	151,303
PFN2	10/28/16	TIME WARNER INC	432,354	373,474	58,880
PFN2	10/31/16	TEKLA HEALTHCARE INVESTORS COMMON	108,339	98,604	9,735
PFN2	10/31/16	TJX COMPANIES INC	383,613	277,986	105,627
PFN2	11/2/16	TJX COMPANIES INC	386,410	355,848	30,562
PFN2	11/2/16	TRACTOR SUPPLY CO	239,720	216,992	22,728
PFN2	11/4/16	UNITED HEALTH GROUP INC	278,504	223,960	54,544
PFN2	11/7/16	UNITED RENTALS INC	321,248	477,739	(156,491)
PFN2	11/14/16	BLACKSTONE GROUP L P	180	-	180
PFN2	11/14/16	BLACKSTONE GROUP L P	4,140	-	4,140
PFN2	11/16/16	UNITED PARCEL SERVICE INC CL B	519,171	487,632	31,539
PFN2	11/22/16	KKR CO LP	5,000	-	5,000
PFN2	12/1/16	UTILITIES SELECT SECTOR SPDR ETF	260,007	247,949	12,058
PFN2	12/1/16	VANGUARD FTSE EUROPE ETF	971,179	1,109,433	(138,254)
PFN2	12/1/16	UNITED TECHNOLOGIES CORP	512,800	541,035	(28,235)
PFN2	12/1/16	UNITED TECHNOLOGIES CORP	530,213	561,233	(31,021)
PFN2	12/1/16	V F CORP	624,634	716,646	(92,012)
PFN2	12/6/16	UNITED PARCEL SERVICE INC CL B	498,109	494,198	3,911
PFN2	12/13/16	VANGUARD REIT ETF	539,786	488,938	50,849
PFN2	12/13/16	VERIZON COMMUNICATIONS INC	766,870	731,184	35,687
PFN2	12/15/16	UNITED STATES STEEL CORP	270,344	272,527	(2,183)
PFN2	12/20/16	VISA INC CLASS A SHARES	400,560	196,446	204,114
PFN2	12/21/16	CALL ON GD 12/16/16 @ 170 000	-	(14,547)	14,547
PFN2	12/21/16	WAL MART STORES INC	193,829	183,474	10,355
PFN2	12/28/16	WELLS FARGO CO	615,347	581,036	34,310
PFN2	12/28/16	WELLTOWER INC	388,887	385,112	3,775
PFN2	12/28/16	WELLTOWER INC	313,314	283,956	29,358
PFN2	12/30/16	WHIRLPOOL CORP	544,238	599,496	(55,258)
		Subtotal for PFN2	**45,767,911**	**45,146,749**	**621,162**
		Total for PFN1 and FN2	**77,139,540**	**75,716,180**	**1,423,360**