efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491114000347

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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
PAINE CHARITABLE TRUST UA

A Employer identification number
04-6036990

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 1802

B Telephone number (see instructions)
(888) 866-3275

City or town, state or province, country, and ZIP or foreign postal code
PROVIDENCE, RI 029011802

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 ☑ 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)*▶$ 5,004,095

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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				
	4	Dividends and interest from securities	102,873	99,698		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-10,247			
	b	Gross sales price for all assets on line 6a 1,992,933				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)		381		
	12	**Total.** Add lines 1 through 11	92,626	100,079		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	46,536	27,922		18,614
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	1,250	750	0	500
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	5,638	3,676		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	1,344	2,408		70
	24	**Total operating and administrative expenses.** Add lines 13 through 23	54,768	34,756	0	19,184
	25	Contributions, gifts, grants paid	221,152			221,152
	26	**Total expenses and disbursements.** Add lines 24 and 25	275,920	34,756	0	240,336
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-183,294			
	b	**Net investment income** (if negative, enter -0-)		65,323		
	c	**Adjusted net income**(if negative, enter -0-)			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	154,615	139,192	139,192
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	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 ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	4,507	4,507	6,391
	b	Investments—corporate stock (attach schedule)	4,604,934	4,394,712	4,853,771
	c	Investments—corporate bonds (attach schedule)	4,441	4,052	4,741
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	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)	4,768,497	4,542,463	5,004,095
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	4,768,497	4,542,463	
	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** (see instructions)	4,768,497	4,542,463	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,768,497	4,542,463	

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	4,768,497
2	Enter amount from Part I, line 27a	2	-183,294
3	Other increases not included in line 2 (itemize) ▶	3	2,884
4	Add lines 1, 2, and 3	4	4,588,087
5	Decreases not included in line 2 (itemize) ▶	5	45,624
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,542,463

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 See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	-10,247
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	258,328	5,116,311	0 050491
2014	459,139	5,479,385	0 083794
2013	206,721	5,310,473	0 038927
2012	185,416	4,994,687	0 037123
2011	196,596	5,012,307	0 039223

2	**Total** of line 1, column (d)	2	0 249558
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 049912
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,865,659
5	Multiply line 4 by line 3	5	242,855
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	653
7	Add lines 5 and 6	7	243,508
8	Enter qualifying distributions from Part XII, line 4	8	240,336

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	1,306
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2.			3	1,306
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,306
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,688		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d.			7	1,688
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
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	382
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 382	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		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? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	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? *If "No," attach explanation*	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		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?		13	Yes	
	Website address ▶				
14	The books are in care of ▶US TRUST FIDUCIARY TAX SERVICES Telephone no ▶(888) 866-3275				
	Located at ▶P O BOX 1802 PROVIDENCE RI ZIP+4 ▶029011802				
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?		16		No
	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 ▶				

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

				Yes	No
	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)				
	(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		No
	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		No
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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BANK OF AMERICA 135 S LA SALLE ST CHICAGO, IL 606034157	TRUSTEE, 1	46,536		

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 ▶				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 (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. . . . . ▶		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	
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	
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	4,801,166
b	Average of monthly cash balances.		1b	138,589
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	4,939,755
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e 0		
2	Acquisition indebtedness applicable to line 1 assets.		2	0
3	Subtract line 2 from line 1d.		3	4,939,755
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	74,096
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,865,659
6	**Minimum investment return.** Enter 5% of line 5.		6	243,283

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	243,283
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 1,306		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	1,306
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	241,977
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	241,977
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	241,977

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	240,336
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	240,336
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	240,336

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					241,977
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				43,946	
b Total for prior years 20____ , 20____ , 20____			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.	0				
b From 2012.	0				
c From 2013.	0				
d From 2014.	0				
e From 2015.	0				
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 240,336					
a Applied to 2015, but not more than line 2a				43,946	
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.					196,390
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))*		0			0
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 instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					45,587
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 (see instructions) . . .		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. . . .	0				
b Excess from 2013. . . .	0				
c Excess from 2014. . . .	0				
d Excess from 2015. . . .	0				
e Excess from 2016. . . .	0				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a 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 organization 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))

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

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 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 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 Additional Data Table				
Total . . . . ▶ **3a**				221,152
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions)
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	102,873	
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	-10,247	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				92,626	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 92,626

(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) (See instructions)

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)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

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

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

******	2017-04-21	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶				Firm's EIN ▶
Firm's address ▶				Phone no

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
513 365 SMALL CAP GROWTH LEADERS CTF		2012-11-30	2016-05-31
275 711 SMALL CAP GROWTH LEADERS CTF		2012-08-31	2016-05-31
555 28 SMALL CAP GROWTH LEADERS CTF		2012-08-31	2016-12-31
452 587 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-02-28	2016-09-30
1023 204 MID CAP VALUE CTF		2012-04-20	2016-01-08
1279 906 SMALL CAP VALUE CTF		2012-11-30	2016-05-31
273 568 SMALL CAP VALUE CTF		2012-08-31	2016-05-31
658 967 SMALL CAP VALUE CTF		2012-08-31	2016-12-31
4 9 FEDERAL NATL MTG ASSN POOL #535031		1999-10-27	2016-01-31
3 93 FEDERAL NATL MTG ASSN POOL #535031		1999-10-27	2016-02-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,333		9,191	2,142
6,087		4,896	1,191
13,979		10,872	3,107
21,574		19,242	2,332
27,365		28,592	-1,227
31,627		26,405	5,222
6,760		5,579	1,181
19,912		15,081	4,831
5		5	
4		4	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,142
			1,191
			3,107
			2,332
			-1,227
			5,222
			1,181
			4,831

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10 85 FEDERAL NATL MTG ASSN POOL #535031		1999-10-27	2016-03-31
2 77 FEDERAL NATL MTG ASSN POOL #535031		1999-10-27	2016-04-30
3 02 FEDERAL NATL MTG ASSN POOL #535031		1999-10-27	2016-05-31
2 66 FEDERAL NATL MTG ASSN POOL #535031		1999-10-27	2016-06-30
3 77 FEDERAL NATL MTG ASSN POOL #535031		1999-10-27	2016-07-31
2 9 FEDERAL NATL MTG ASSN POOL #535031		1999-10-27	2016-08-31
2 62 FEDERAL NATL MTG ASSN POOL #535031		1999-10-27	2016-09-30
3 32 FEDERAL NATL MTG ASSN POOL #535031		1999-10-27	2016-10-31
2 86 FEDERAL NATL MTG ASSN POOL #535031		1999-10-27	2016-11-30
4 59 FEDERAL NATL MTG ASSN POOL #535031		1999-10-27	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11		11	
3		3	
3		3	
3		3	
4		4	
3		3	
3		3	
3		3	
3		3	
5		5	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1235 964 MID CAP GROWTH CTF		2012-08-31	2016-01-08
20 71 GNMA POOL #476988 DTD 4/1/99 6 00% DUE 4/15/2029		1999-04-14	2016-01-31
15 55 GNMA POOL #476988 DTD 4/1/99 6 00% DUE 4/15/2029		1999-04-14	2016-02-29
27 5 GNMA POOL #476988 DTD 4/1/99 6 00% DUE 4/15/2029		1999-04-14	2016-03-31
15 69 GNMA POOL #476988 DTD 4/1/99 6 00% DUE 4/15/2029		1999-04-14	2016-04-30
25 96 GNMA POOL #476988 DTD 4/1/99 6 00% DUE 4/15/2029		1999-04-14	2016-05-31
15 92 GNMA POOL #476988 DTD 4/1/99 6 00% DUE 4/15/2029		1999-04-14	2016-06-30
21 98 GNMA POOL #476988 DTD 4/1/99 6 00% DUE 4/15/2029		1999-04-14	2016-07-31
16 12 GNMA POOL #476988 DTD 4/1/99 6 00% DUE 4/15/2029		1999-04-14	2016-08-31
34 14 GNMA POOL #476988 DTD 4/1/99 6 00% DUE 4/15/2029		1999-04-14	2016-09-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
32,568		34,179	-1,611
21		20	1
16		15	1
28		27	1
16		15	1
26		25	1
16		16	
22		21	1
16		16	
34		33	1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,611
			1
			1
			1
			1
			1
			1
			1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
16 75 GNMA POOL #476988 DTD 4/1/99 6 00% DUE 4/15/2029		1999-04-14	2016-10-31
16 66 GNMA POOL #476988 DTD 4/1/99 6 00% DUE 4/15/2029		1999-04-14	2016-11-30
559 92 GNMA POOL #476988 DTD 4/1/99 6 00% DUE 4/15/2029		1999-04-14	2016-12-31
4 91 GNMA POOL #780892 DTD 11/1/98 6 50% DUE 11/15/2028		1999-04-08	2016-01-31
5 49 GNMA POOL #780892 DTD 11/1/98 6 50% DUE 11/15/2028		1999-04-08	2016-02-29
9 72 GNMA POOL #780892 DTD 11/1/98 6 50% DUE 11/15/2028		1999-04-08	2016-03-31
4 77 GNMA POOL #780892 DTD 11/1/98 6 50% DUE 11/15/2028		1999-04-08	2016-04-30
11 46 GNMA POOL #780892 DTD 11/1/98 6 50% DUE 11/15/2028		1999-04-08	2016-05-31
16 23 GNMA POOL #780892 DTD 11/1/98 6 50% DUE 11/15/2028		1999-04-08	2016-06-30
5 34 GNMA POOL #780892 DTD 11/1/98 6 50% DUE 11/15/2028		1999-04-08	2016-07-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17		16	1
17		16	1
560		547	13
5		5	
5		6	-1
10		10	
5		5	
11		11	
16		16	
5		5	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1
			1
			13
			-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
12 23 GNMA POOL #780892 DTD 11/1/98 6 50% DUE 11/15/2028		1999-04-08	2016-08-31
6 55 GNMA POOL #780892 DTD 11/1/98 6 50% DUE 11/15/2028		1999-04-08	2016-09-30
8 12 GNMA POOL #780892 DTD 11/1/98 6 50% DUE 11/15/2028		1999-04-08	2016-10-31
10 07 GNMA POOL #780892 DTD 11/1/98 6 50% DUE 11/15/2028		1999-04-08	2016-11-30
5 24 GNMA POOL #780892 DTD 11/1/98 6 50% DUE 11/15/2028		1999-04-08	2016-12-31
5756 994 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-03-04	2016-01-08
17266 213 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-03-04	2016-07-05
588 364 DIVIDEND INCOME COMMON TRUST FUND		2012-08-31	2016-01-08
282 691 DIVIDEND INCOME COMMON TRUST FUND		2012-08-31	2016-09-30
114 419 DIVIDEND INCOME COMMON TRUST FUND		2012-08-31	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12		12	
7		7	
8		8	
10		10	
5		5	
55,152		61,192	-6,040
162,302		183,525	-21,223
28,473		26,596	1,877
15,424		13,286	2,138
6,489		5,452	1,037

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-6,040
			-21,223
			1,877
			2,138
			1,037

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
201 ISHARES CORE S&P 500 ETF		2015-07-31	2016-01-08
1522 ISHARES CORE S&P 500 ETF		2014-12-31	2016-01-08
323 ISHARES CORE S&P MID CAP ETF		2012-08-31	2016-01-08
82 ISHARES CORE S&P MID CAP ETF		2012-08-31	2016-05-31
226 ISHARES RUSSELL 2000 ETF		2014-12-31	2016-12-30
2271 057 IVY ASSET STRATEGY FUND CL I		2014-03-04	2016-01-08
2916 IVY ASSET STRATEGY FUND CL I		2013-02-28	2016-01-08
318 627 IVY ASSET STRATEGY FUND CL I		2015-07-31	2016-01-08
3870 024 IVY ASSET STRATEGY FUND CL I		2012-08-31	2016-01-08
1330 38 IVY ASSET STRATEGY FUND CL I		2015-10-02	2016-01-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
39,133		42,615	-3,482
296,324		315,011	-18,687
42,523		31,420	11,103
12,212		7,977	4,235
30,492		27,312	3,180
48,646		74,945	-26,299
62,461		78,936	-16,475
6,825		8,170	-1,345
82,896		96,248	-13,352
28,497		31,158	-2,661

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-3,482
			-18,687
			11,103
			4,235
			3,180
			-26,299
			-16,475
			-1,345
			-13,352
			-2,661

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5756 401 PIMCO HIGH YIELD FD INSTL CL		2014-12-31	2016-01-08
1 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2014-06-30	2016-01-08
735 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2014-06-30	2016-01-08
970 VANGUARD FTSE DEVELOPED MARKETS ETF		2014-12-31	2016-01-08
415 VANGUARD FTSE DEVELOPED MARKETS ETF		2013-02-28	2016-01-08
1310 VANGUARD FTSE DEVELOPED MARKETS ETF		2016-05-31	2016-10-14
183 VANGUARD S&P 500 ETF		2016-01-08	2016-05-31
85 VANGUARD REIT ETF		2012-08-31	2016-05-31
455 VANGUARD REIT ETF		2012-08-31	2016-06-30
12596 841 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2016-01-08	2016-07-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
47,318		52,614	-5,296
13		13	
9,389		9,898	-509
33,505		36,930	-3,425
14,334		15,106	-772
47,913		47,966	-53
35,139		32,519	2,620
7,103		5,375	1,728
40,178		28,681	11,497
128,488		123,575	4,913

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-5,296
			-509
			-3,425
			-772
			-53
			2,620
			1,728
			11,497
			4,913

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
9 WISDOMTREE JAPAN HEDGED EQUITY FUND		2016-01-08	2016-05-31
1544 WISDOMTREE JAPAN HEDGED EQUITY FUND		2016-01-08	2016-05-31
1620 WISDOMTREE EUROPE HEDGED EQUITY FUND		2015-03-31	2016-05-31
789 WISDOMTREE EUROPE HEDGED EQUITY FUND		2016-01-08	2016-05-31
2420 61 HIGH QUALITY CORE COMMON TRUST FUND		2013-09-30	2016-01-08
3433 305 HIGH QUALITY CORE COMMON TRUST FUND		2013-02-28	2016-01-08
1007 867 HIGH QUALITY CORE COMMON TRUST FUND		2013-02-28	2016-05-31
2213 193 HIGH QUALITY CORE COMMON TRUST FUND		2012-08-31	2016-05-31
6210 557 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-09-30	2016-05-31
813 601 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-09-30	2016-09-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
394		419	-25
67,664		71,672	-4,008
86,499		107,285	-20,786
42,128		39,831	2,297
30,801		31,114	-313
43,687		41,566	2,121
13,928		12,475	1,453
30,585		25,913	4,672
69,003		69,150	-147
9,327		9,033	294

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-25
			-4,008
			-20,786
			2,297
			-313
			2,121
			1,453
			4,672
			-147
			294

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1191 096 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-09-30	2016-10-14
3914 418 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-02-28	2016-10-14
1507 53 STRATEGIC GROWTH COMMON TRUST FUND		2013-04-30	2016-01-08
1095 46 STRATEGIC GROWTH COMMON TRUST FUND		2016-06-30	2016-09-30
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
13,369		13,237	132
43,936		39,821	4,115
18,454		16,325	2,129
14,426		13,865	561
			2,045

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			132
			4,115
			2,129
			561

Form 990PF Part XV Line 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*				
WORCESTER ART MUSEUM 55 SALISBURY ST WORCESTER, MA 016093123	N/A	PC	UNRESTRICTED GENERAL	108,701
AMERICAN ANTIQUARIAN SOCIETY ATT PETER H WILLIAMS TREAS 185 SALISBURY ST WORCESTER, MA 016091636	N/A	PC	UNRESTRICTED GENERAL	108,576
FIRST UNITARIAN CHURCH 90 MAIN ST WORCESTER, MA 016081140	N/A	PC	UNRESTRICTED GENERAL	500
WORCESTER HISTORICAL MUSEUM ATTN TREASURER 30 ELM ST WORCESTER, MA 016092504	N/A	PC	UNRESTRICTED GENERAL	375
WORCESTER NATURAL HISTORY SOC ATTN PRESIDENT 222 HARRINGTON WAY WORCESTER, MA 016041809	N/A	PC	UNRESTRICTED GENERAL	3,000
Total . . . . ▶ **3a**				221,152

TY 2016 Accounting Fees Schedule

Name: PAINE CHARITABLE TRUST UA

EIN: 04-6036990

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE - BOA	1,250	750		500

TY 2016 Compensation Explanation

Name: PAINE CHARITABLE TRUST UA

EIN: 04-6036990

Person Name	Explanation
BANK OF AMERICA	SEE ATTACHED

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: PAINE CHARITABLE TRUST UA

EIN: 04-6036990

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
1 POWERSHAR	2016-01		2014-06	PURCHASER	13	13				
735 POWERSH	2016-01		2014-06	PURCHASER	9,389	9,898			-509	

TY 2016 General Explanation Attachment

Name: PAINE CHARITABLE TRUST UA

EIN: 04-6036990

General Explanation Attachment

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

TY 2016 Investments Corporate Bonds Schedule

Name: PAINE CHARITABLE TRUST UA

EIN: 04-6036990

Name of Bond	End of Year Book Value	End of Year Fair Market Value
31384VLL4 FEDERAL NATL MTG ASS	480	559
36209N2V3 GNMA POOL #476988 DT	2,911	3,426
36225A7D6 GNMA POOL #780892 DT	661	756

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491114000347

TY 2016 Investments Corporate Stock Schedule

Name: PAINE CHARITABLE TRUST UA

EIN: 04-6036990

Name of Stock	End of Year Book Value	End of Year Fair Market Value
464287507 ISHARES CORE S&P MID	63,425	107,802
464287655 ISHARES RUSSELL 2000	120,778	178,407
921943858 VANGUARD FTSE DEVELO	164,288	174,990
922908553 VANGUARD REIT ETF	226,080	293,394
466001864 IVY ASSET STRATEGY F		
693390841 PIMCO HIGH YIELD FD	48,743	50,461
202671913 AGGREGATE BOND CTF	381,643	373,310
207543877 SMALL CAP GROWTH LEA	68,020	87,412
29099J109 EMERGING MARKETS STO	290,953	320,595
302993993 MID CAP VALUE CTF	94,559	108,690
303995997 SMALL CAP VALUE CTF	70,533	93,097
323991307 MID CAP GROWTH CTF	95,535	96,696
45399C107 DIVIDEND INCOME COMM	407,650	485,245
99Z466163 HIGH QUALITY CORE CO	112,684	129,466
99Z466197 INTERNATIONAL FOCUSE	312,065	356,344
99Z501647 STRATEGIC GROWTH COM	378,789	464,659
73935S105 POWERSHARES DB COMMO	238,810	156,309
38145C646 GOLDMAN SACHS STRATE	138,724	125,814
464287200 ISHARES CORE S&P 500		
97717X701 WISDOMTREE EUROPE HE		
464287226 ISHARES CORE US AGGR	236,276	233,193
922042858 VANGUARD FTSE EMERGI	179,278	191,781
922908363 VANGUARD S&P 500 ETF	403,733	466,464
00203H859 AQR MANAGED FUTURES	72,867	64,311
09256H286 BLACKROCK STRATEGIC	145,747	146,943
94987W737 WELLS FARGO ABSOLUTE	70,657	74,475
589509108 THE MERGER FD	72,875	73,913

TY 2016 Investments Government Obligations Schedule

Name:	PAINE CHARITABLE TRUST UA
EIN:	04-6036990
US Government Securities - End of Year Book Value:	4,507
US Government Securities - End of Year Fair Market Value:	6,391
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2016 Other Decreases Schedule

Name: PAINE CHARITABLE TRUST UA

EIN: 04-6036990

Description	Amount
ROUNDING	6
TYE SALES ADJUSTMENT	12,167
COST ADJUSTMENT	9,911
PARTNERSHIP ADJUSTMENT	19,832
ADJUSTMENT TO CARRYING VALUE	3,708

TY 2016 Other Expenses Schedule

Name: PAINE CHARITABLE TRUST UA

EIN: 04-6036990

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE-PRINCI	637	637		0
OTHER ALLOCABLE EXPENSE-INCOME	637	637		0
STATE FILING FEE	70	0		70
PARTNERSHIP EXPENSES		1,134		0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491114000347

TY 2016 Other Income Schedule

Name: PAINE CHARITABLE TRUST UA

EIN: 04-6036990

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME		381	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491114000347

TY 2016 Other Increases Schedule

Name: PAINE CHARITABLE TRUST UA

EIN: 04-6036990

Description	Amount
INCOME ADJUSTMENT	850
CTF ADJUSTMENT	2,034

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491114000347

TY 2016 Taxes Schedule

Name: PAINE CHARITABLE TRUST UA

EIN: 04-6036990

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,823	2,823		0
EXCISE TAX - PRIOR YEAR	274	0		0
EXCISE TAX ESTIMATES	1,688	0		0
FOREIGN TAXES ON QUALIFIED FOR	541	541		0
FOREIGN TAXES ON NONQUALIFIED	312	312		0