efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491090002167

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
GEORGE WELLS FOUNDATION UI

A Employer identification number
04-6038039

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

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)*▶$ 4,293,779

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	89,527	86,745		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-34,955			
	b	Gross sales price for all assets on line 6a 1,776,898				
	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)		330		
	12	**Total.** Add lines 1 through 11	54,572	87,075		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	53,038	31,823		21,215
	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	0	0	1,250
	c	Other professional fees (attach schedule)	11,043			4,417
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	6,660	3,199		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)	1,180	2,093		70
	24	**Total operating and administrative expenses.** Add lines 13 through 23	73,171	37,115	0	26,952
	25	Contributions, gifts, grants paid	197,500			197,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	270,671	37,115	0	224,452
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-216,099			
	b	**Net investment income** (if negative, enter -0-)		49,960		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	148,158	137,359	137,359
	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)			
	b	Investments—corporate stock (attach schedule)	4,016,177	3,789,786	4,156,420
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			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)	4,164,335	3,927,145	4,293,779
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	4,164,335	3,927,145	
	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)	4,164,335	3,927,145	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,164,335	3,927,145	

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	4,164,335
2	Enter amount from Part I, line 27a	2	-216,099
3	Other increases not included in line 2 (itemize) ▶	3	2,583
4	Add lines 1, 2, and 3	4	3,950,819
5	Decreases not included in line 2 (itemize) ▶	5	23,674
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,927,145

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	-34,955
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	212,533	4,525,044	0 046968
2014	248,537	4,762,377	0 052188
2013	210,080	4,622,262	0 04545
2012	220,798	4,446,744	0 049654
2011	197,087	4,482,524	0 043968

2	**Total** of line 1, column (d)	2	0 238228
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 047646
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,266,583
5	Multiply line 4 by line 3	5	203,286
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	500
7	Add lines 5 and 6	7	203,786
8	Enter qualifying distributions from Part XII, line 4	8	224,452

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	500
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	500
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	500
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,192		
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	2,192
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	1,692
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 500 **Refunded** ▶			11	1,192

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 ▶PO 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

	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		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 N A 225 FRANKLIN ST BOSTON, MA 02110	TRUSTEE 1	53,038		

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 NONE	
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	4,184,195
b	Average of monthly cash balances		1b	147,361
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	4,331,556
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	4,331,556
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	64,973
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,266,583
6	**Minimum investment return.** Enter 5% of line 5		6	213,329

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	213,329
2a	Tax on investment income for 2016 from Part VI, line 5	2a 500		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	500
3	Distributable amount before adjustments Subtract line 2c from line 1		3	212,829
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	212,829
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	212,829

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	224,452
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	224,452
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	500
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	223,952

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				212,829
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			196,028	
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 ▶ $ 224,452				
a Applied to 2015, but not more than line 2a			196,028	
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.				28,424
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				184,405
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))

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

DIAN QUINN
225 FRANKLIN ST
BOSTON, MA 02110
(617) 434-6454

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

ACCEPTS WRITTEN/VERBAL APPLICATIONS

c Any submission deadlines

NONE

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

NONE

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**				197,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	89,527	
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	-34,955	
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)				54,572	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 54,572

(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

******	2017-03-31	******	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)
217 139 AQR MANAGED FUTURES STRATEGY FUND CL I		2016-07-05	2016-10-04
20 399 AQR MANAGED FUTURES STRATEGY FUND CL I		2016-07-05	2016-11-11
466 193 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO CL I		2016-07-05	2016-10-04
1306 798 AGGREGATE BOND CTF		2013-01-18	2016-01-08
719 774 AGGREGATE BOND CTF		2013-01-18	2016-10-07
1169 699 AGGREGATE BOND CTF		2016-10-21	2016-11-18
630 915 AGGREGATE BOND CTF		2013-01-18	2016-11-18
1226 264 SMALL CAP GROWTH LEADERS CTF		2012-08-31	2016-05-31
109 848 SMALL CAP GROWTH LEADERS CTF		2012-08-31	2016-10-07
290 647 SMALL CAP GROWTH LEADERS CTF		2012-08-31	2016-11-18

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)
2,178		2,293	-115
193		215	-22
4,573		4,539	34
21,952		22,283	-331
12,357		12,274	83
19,550		20,085	-535
10,545		10,754	-209
27,071		21,775	5,296
2,617		2,104	513
7,202		5,692	1,510

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	
			-115
			-22
			34
			-331
			83
			-535
			-209
			5,296
			513
			1,510

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)
202 309 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-02-28	2016-10-07
5 581 EMERGING MARKETS STOCK COMMON TRUST FUND		2016-10-21	2016-11-18
510 709 MID CAP VALUE CTF		2014-09-30	2016-01-08
58 997 MID CAP VALUE CTF		2013-09-13	2016-01-08
527 151 MID CAP VALUE CTF		2012-04-20	2016-01-08
104 047 MID CAP VALUE CTF		2012-04-20	2016-10-07
4 571 MID CAP VALUE CTF		2012-04-20	2016-11-18
1020 01 SMALL CAP VALUE CTF		2012-08-31	2016-05-31
96 323 SMALL CAP VALUE CTF		2012-08-31	2016-10-07
255 207 SMALL CAP VALUE CTF		2012-08-31	2016-11-18

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)
9,668		8,603	1,065
242		264	-22
13,659		16,748	-3,089
1,578		1,866	-288
14,099		14,731	-632
3,151		2,903	248
142		128	14
25,205		20,803	4,402
2,567		2,100	467
7,310		5,655	1,655

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	
			1,065
			-22
			-3,089
			-288
			-632
			248
			14
			4,402
			467
			1,655

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)
976 352 MID CAP GROWTH CTF		2012-08-31	2016-01-08
103 138 MID CAP GROWTH CTF		2012-08-31	2016-10-07
3960 251 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-03-04	2016-01-08
14826 638 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-03-04	2016-07-05
406 545 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-03-04	2016-10-04
18 673 DIVIDEND INCOME COMMON TRUST FUND		2012-08-31	2016-01-08
281 927 DIVIDEND INCOME COMMON TRUST FUND		2012-08-31	2016-10-07
392 851 DIVIDEND INCOME COMMON TRUST FUND		2012-08-31	2016-11-18
164 ISHARES CORE S&P 500 ETF		2015-07-31	2016-01-08
1320 ISHARES CORE S&P 500 ETF		2014-12-31	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)
25,727		27,000	-1,273
2,991		2,879	112
37,939		42,094	-4,155
139,370		157,595	-18,225
3,899		4,321	-422
904		844	60
15,262		13,250	2,012
21,603		18,654	2,949
31,930		34,771	-2,841
256,996		273,202	-16,206

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	
			-1,273
			112
			-4,155
			-18,225
			-422
			60
			2,012
			2,949
			-2,841
			-16,206

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)
69 ISHARES CORE TOT U S BD MKT ETF		2016-05-31	2016-10-04
37 ISHARES CORE TOT U S BD MKT ETF		2016-10-21	2016-11-11
218 ISHARES CORE S&P MID CAP ETF		2013-11-29	2016-01-08
118 ISHARES CORE S&P MID CAP ETF		2012-08-31	2016-01-08
23 ISHARES CORE S&P MID CAP ETF		2012-08-31	2016-10-04
64 ISHARES CORE S&P MID CAP ETF		2012-08-31	2016-11-11
39 ISHARES RUSSELL 2000 ETF		2014-12-31	2016-10-04
47 ISHARES RUSSELL 2000 ETF		2014-12-31	2016-11-11
2075 124 IVY ASSET STRATEGY FUND CL I		2014-03-04	2016-01-08
1278 06 IVY ASSET STRATEGY FUND CL I		2014-09-25	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)
7,710		7,644	66
4,041		4,136	-95
28,700		28,521	179
15,535		11,479	4,056
3,507		2,237	1,270
9,957		6,226	3,731
4,791		4,713	78
5,975		5,680	295
44,449		68,479	-24,030
27,376		39,479	-12,103

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	
			66
			-95
			179
			4,056
			1,270
			3,731
			78
			295
			-24,030
			-12,103

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)
662 122 IVY ASSET STRATEGY FUND CL I		2013-03-08	2016-01-08
1407 378 IVY ASSET STRATEGY FUND CL I		2013-04-08	2016-01-08
224 737 IVY ASSET STRATEGY FUND CL I		2015-07-31	2016-01-08
2507 519 IVY ASSET STRATEGY FUND CL I		2012-08-31	2016-01-08
147 204 THE MERGER FD		2016-07-05	2016-10-04
4954 133 PIMCO HIGH YIELD FD INSTL CL		2014-12-31	2016-01-08
178 291 PIMCO HIGH YIELD FD INSTL CL		2016-06-02	2016-10-04
307 POWERSHARES DB COMMODITY		2014-06-30	2016-10-04
18 VANGUARD FTSE DEVELOPED MARKETS ETF		2014-09-25	2016-01-08
318 VANGUARD FTSE DEVELOPED MARKETS ETF		2013-09-30	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)
14,183		18,142	-3,959
30,146		37,619	-7,473
4,814		5,762	-948
53,711		62,362	-8,651
2,290		2,273	17
40,723		45,281	-4,558
1,576		1,517	59
4,625		4,455	170
622		722	-100
10,984		12,609	-1,625

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	
			-3,959
			-7,473
			-948
			-8,651
			17
			-4,558
			59
			170
			-100
			-1,625

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)
726 VANGUARD FTSE DEVELOPED MARKETS ETF		2014-12-31	2016-01-08
52 VANGUARD FTSE DEVELOPED MARKETS ETF		2014-12-31	2016-10-04
134 VANGUARD FTSE DEVELOPED MARKETS ETF		2013-03-08	2016-10-04
286 VANGUARD FTSE DEVELOPED MARKETS ETF		2013-03-08	2016-10-21
585 VANGUARD FTSE DEVELOPED MARKETS ETF		2016-05-31	2016-10-21
84 VANGUARD FTSE DEVELOPED MARKETS ETF		2016-05-31	2016-11-11
135 VANGUARD FTSE EMERGING MKTS ETF		2016-05-31	2016-10-04
34 VANGUARD S&P 500 ETF		2016-01-08	2016-05-31
74 VANGUARD S&P 500 ETF		2016-01-08	2016-10-04
103 VANGUARD S&P 500 ETF		2016-01-08	2016-11-11

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)
25,077		27,641	-2,564
1,931		1,980	-49
4,976		4,939	37
10,505		10,541	-36
21,487		21,420	67
3,014		3,076	-62
5,052		4,564	488
6,529		6,042	487
14,555		13,150	1,405
20,438		18,303	2,135

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	
			-2,564
			-49
			37
			-36
			67
			-62
			488
			487
			1,405
			2,135

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)
89 VANGUARD REIT ETF		2014-09-25	2016-06-30
112 VANGUARD REIT ETF		2014-09-25	2016-10-04
10832 047 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2016-01-08	2016-07-05
225 315 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2016-01-08	2016-10-04
7 WISDOMTREE JAPAN HEDGED EQUITY FUND		2016-01-08	2016-05-31
1341 WISDOMTREE JAPAN HEDGED EQUITY FUND		2016-01-08	2016-05-31
1373 WISDOMTREE EUROPE HEDGED EQUITY FUND		2015-03-31	2016-05-31
46 WISDOMTREE EUROPE HEDGED EQUITY FUND		2015-04-23	2016-05-31
672 WISDOMTREE EUROPE HEDGED EQUITY FUND		2016-01-08	2016-05-31
2277 869 HIGH QUALITY CORE COMMON TRUST FUND		2014-09-30	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)
7,859		6,195	1,664
9,367		7,778	1,589
110,487		106,262	4,225
2,384		2,210	174
307		326	-19
58,768		62,249	-3,481
73,310		90,927	-17,617
2,456		2,691	-235
35,881		33,924	1,957
28,985		31,000	-2,015

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	
			1,664
			1,589
			4,225
			174
			-19
			-3,481
			-17,617
			-235
			1,957
			-2,015

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)
2397 297 HIGH QUALITY CORE COMMON TRUST FUND		2013-03-08	2016-01-08
152 727 HIGH QUALITY CORE COMMON TRUST FUND		2013-03-08	2016-05-31
2556 04 HIGH QUALITY CORE COMMON TRUST FUND		2012-08-31	2016-05-31
283 791 HIGH QUALITY CORE COMMON TRUST FUND		2012-08-31	2016-10-07
65 768 HIGH QUALITY CORE COMMON TRUST FUND		2012-08-31	2016-11-18
4286 264 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2014-09-30	2016-05-31
295 586 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-09-30	2016-05-31
1200 306 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-09-30	2016-10-07
2561 518 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-09-30	2016-11-18
1247 054 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2013-03-08	2016-11-18

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)
30,504		29,412	1,092
2,111		1,915	196
35,323		29,927	5,396
3,968		3,491	477
922		815	107
47,623		49,833	-2,210
3,284		3,291	-7
13,742		13,329	413
27,834		28,530	-696
13,551		12,991	560

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	
			1,092
			196
			5,396
			477
			107
			-2,210
			-7
			413
			-696
			560

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)
3632 477 STRATEGIC GROWTH COMMON TRUST FUND		2013-09-13	2016-01-08
1053 319 STRATEGIC GROWTH COMMON TRUST FUND		2013-09-13	2016-10-07
897 872 STRATEGIC GROWTH COMMON TRUST FUND		2016-10-21	2016-11-18
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)
44,467		42,131	2,336
13,834		12,211	1,623
11,664		11,506	158
			2,094

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	
			2,336
			1,623
			158

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*				
LITERACY VOL OF THE TRI-COMMUNITY 236 MAIN ST SOUTHBRIDGE, MA 01550	N/A	PC	UNRESTRICTED GENERAL	10,000
OLD STURBRIDGE VILLAGE 1 OLD STURBRIDGE VILLAGE RD Sturbridge, MA 01566	N/A	PC	UNRESTRICTED GENERAL	20,000
ST JOHN PAUL II PARISH 279 HAMILTON ST SOUTHBRIDGE, MA 01550	N/A	PC	UNRESTRICTED GENERAL	10,000
BIG BROTHER BIG SIS 484 MAIN ST WORCESTER, MA 01608	N/A	PC	UNRESTRICTED GENERAL	7,500
S WORCESTER COUNTY REHAB 44 MORRIS ST WEBSTER, MA 015701812	N/A	PC	UNRESTRICTED GENERAL	38,000
FAMILY HEALTH CENTER OF WORCESTER 26 QUEEN ST WORCESTER, MA 01610	N/A	PC	UNRESTRICTED GENERAL	25,000
TRI-VALLEY ELDER SERVICES 10 MILL ST DUDLEY, MA 01571	N/A	PC	UNRESTRICTED GENERAL	27,000
THE CASA PROJECT INC 100 GROVE ST 403 WORCESTER, MA 01605	N/A	PC	UNRESTRICTED GENERAL	15,000
CAPEN HILL NATURE ASSOCIATION PO BOX 218 CHARLTON CITY, MA 01508	N/A	PC	UNRESTRICTED GENERAL	20,000
YOUTH OPPORTUNITIES UPHELD INC 81 PLANTATION STREET WORCESTER, MA 01604	N/A	PC	UNRESTRICTED GENERAL	25,000
Total . . . . ▶ **3a**				197,500

TY 2016 Accounting Fees Schedule

Name: GEORGE WELLS FOUNDATION UI

EIN: 04-6038039

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

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: GEORGE WELLS FOUNDATION UI

EIN: 04-6038039

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
307 POWERSH	2016-10		2014-06	PURCHASER	4,625	4,455			170	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491090002167

TY 2016 General Explanation Attachment

Name: GEORGE WELLS FOUNDATION UI

EIN: 04-6038039

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 Stock Schedule

Name: GEORGE WELLS FOUNDATION UI

EIN: 04-6038039

Name of Stock	End of Year Book Value	End of Year Fair Market Value
464287507 ISHARES CORE S&P MID	53,502	90,937
464287655 ISHARES RUSSELL 2000	90,543	138,086
921943858 VANGUARD FTSE DEVELO	141,105	150,033
922908553 VANGUARD REIT ETF	215,452	261,373
466001864 IVY ASSET STRATEGY F		
693390841 PIMCO HIGH YIELD FD	41,364	42,822
202671913 AGGREGATE BOND CTF	315,492	314,304
207543877 SMALL CAP GROWTH LEA	52,417	67,361
29099J109 EMERGING MARKETS STO	268,344	288,542
302993993 MID CAP VALUE CTF	78,650	90,404
303995997 SMALL CAP VALUE CTF	53,785	70,991
323991307 MID CAP GROWTH CTF	82,630	83,592
45399C107 DIVIDEND INCOME COMM	344,087	409,584
99Z466163 HIGH QUALITY CORE CO	94,793	108,910
99Z466197 INTERNATIONAL FOCUSE	277,678	315,406
99Z501647 STRATEGIC GROWTH COM	349,835	401,257
73935S105 POWERSHARES DB COMMO	186,677	132,628
38145C646 GOLDMAN SACHS STRATE	117,495	106,834
464287200 ISHARES CORE S&P 500		
97717X701 WISDOMTREE EUROPE HE		
464287226 ISHARES CORE US AGGR	212,626	209,744
922042858 VANGUARD FTSE EMERGI	156,325	166,341
922908363 VANGUARD S&P 500 ETF	341,183	394,195
00203H859 AQR MANAGED FUTURES	70,070	62,200
09256H286 BLACKROCK STRATEGIC	123,772	124,788
94987W737 WELLS FARGO ABSOLUTE	60,071	63,316
589509108 THE MERGER FD	61,890	62,772

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491090002167

TY 2016 Other Decreases Schedule

Name: GEORGE WELLS FOUNDATION UI

EIN: 04-6038039

Description	Amount
PARTNERSHIP ADJUSTMENT	17,096
ADJUST CARRY VALUE	2,743
PARTNERSHIP SALES ADJUSTMENT	3,835

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491090002167

TY 2016 Other Expenses Schedule

Name: GEORGE WELLS FOUNDATION UI

EIN: 04-6038039

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE-PRINCI	555	555		0
OTHER ALLOCABLE EXPENSE-INCOME	555	555		0
STATE FILING FEE	70	0		70
PARTNERSHIP EXPENSES		983		0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491090002167

TY 2016 Other Income Schedule

Name: GEORGE WELLS FOUNDATION UI

EIN: 04-6038039

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME		330	

TY 2016 Other Increases Schedule

Name: GEORGE WELLS FOUNDATION UI

EIN: 04-6038039

Description	Amount
TYE INCOME ADJUSTMENT	770
CTF ADJUSTMENT	1,813

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491090002167

TY 2016 Other Professional Fees Schedule

Name: GEORGE WELLS FOUNDATION UI

EIN: 04-6038039

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANTMAKING FEES - BOA	11,043			4,417

TY 2016 Taxes Schedule

Name: GEORGE WELLS FOUNDATION UI

EIN: 04-6038039

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,454	2,454		0
EXCISE TAX - PRIOR YEAR	1,269	0		0
EXCISE TAX ESTIMATES	2,192	0		0
FOREIGN TAXES ON QUALIFIED FOR	472	472		0
FOREIGN TAXES ON NONQUALIFIED	273	273		0