Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning January 1 **, 2016, and ending** December 31 **, 20** 16

Name of foundation		A Employer identification number
FLORENCE & ROBERT SPRAGUE FOUNDATION		04-6038620
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
55 Bacon Street		508-653-7833
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending, check here ▶ ☐
Natick, MA 01760-2901		

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 336,283

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)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	3	3	3	
	4	Dividends and interest from securities	9,345	9,345	9,345	
	5a	Gross rents	0	0	0	
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,447			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications			0	
	10a	Gross sales less returns and allowances 0				
	b	Less: Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0		0	
	11	Other income (attach schedule)	0	0	0	
	12	**Total.** Add lines 1 through 11	10,795	9,345	9,345	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0	0	0
	14	Other employee salaries and wages	0	0	0	0
	15	Pension plans, employee benefits	0	0	0	0
	16a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	550	550	550	550
	c	Other professional fees (attach schedule)	3,428	3,428	3,428	3,428
	17	Interest	0	0	0	0
	18	Taxes (attach schedule) (see instructions)	0	0	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy	0	0	0	0
	21	Travel, conferences, and meetings	0	0	0	0
	22	Printing and publications	0	0	0	0
	23	Other expenses (attach schedule)	35	35	35	35
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4,013	4,013	4,013	4,013
	25	Contributions, gifts, grants paid	13,000			
	26	**Total expenses and disbursements.** Add lines 24 and 25	17,013	4,013	4,013	17,013
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-(6,218)			
	b	**Net investment income** (if negative, enter -0-)		5,332		
	c	**Adjusted net income** (if negative, enter -0-)			5,332	

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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	0	0	0
	2	Savings and temporary cash investments	0	0	0
	3	Accounts receivable ▶ 0			
		Less: allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less: allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable	0	0	0
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less: allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use	0	0	0
	9	Prepaid expenses and deferred charges	0	0	0
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	337,337	336,283	336,283
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	337,337	336,283	336,283
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	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	337,337	336,283	
	31	**Total liabilities and net assets/fund balances** (see instructions)	337,337	336,283	

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	337,337
2	Enter amount from Part I, line 27a	2	-(6,218)
3	Other increases not included in line 2 (itemize) ▶ Unrealized Gains	3	5,164
4	Add lines 1, 2, and 3	4	0
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	336,283

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 Schedule D attached for Gains and losses on Sales of Stock			
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				
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,447
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	3,163

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015			
2014			
2013			
2012			
2011			

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

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	107
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	107
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	107
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 0		
b	Exempt foreign organizations—tax withheld at source — 6b: 0		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d: 0		
7	Total credits and payments. Add lines 6a through 6d	7	107
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	107
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 0 **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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ **Massachusetts**			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ Henry E Bratcher III , Co-Trustee Telephone no. ▶

Located at ▶ 55 Bacon Street Natick MA 01760 ZIP+4 ▶ 01760

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 |

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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		✓
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		✓
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		✓

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Dr. John L. Sprague, Co-Trustee 175 Bee Hill Road Williamstown, MA 01267	Co-Trustee 1 hour	0	0	0
Henry Bratcher, Co-Trustee 55 Bacon Street Natick MA 01760	Co-Trustee 1 hour	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over $50,000 ▶ 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
Henry Bratcher 55 Bacon Street Natick MA 01760	Tax prep and account review	550
Balis/FuchsJr./Schulman	Financial Advisory and stock sales fees	$3,163
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 None	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
2 None	
All other program-related investments See instructions. 3 None	
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	336,810
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	336,810
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	336,810
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	5,052
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	331,758
6	**Minimum investment return.** Enter 5% of line 5	6	16,588

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	16,588
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a 107		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	107
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,481
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	16,481
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	16,481

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	17,013
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	17,013
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	17,013

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				16,481
2	Undistributed income, if any, as of the end of 2016:				
a	Enter amount for 2015 only			0	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2016:				
a	From 2011 . . . 3,479				
b	From 2012 . . . 14,085				
c	From 2013 . . . 17,306				
d	From 2014 . . . 17,311				
e	From 2015 . . . 16,204				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 17,013				
a	Applied to 2015, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see instructions)		0		
c	Treated as distributions out of corpus (Election required—see instructions)	0			
d	Applied to 2016 distributable amount				0
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	16,481			16,481
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				0
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 . . . 1,083				
b	Excess from 2013 . . . 17,306				
c	Excess from 2014 . . . 17,311				
d	Excess from 2015 . . . 16,204				
e	Excess from 2016 . . . 17,013				

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

	Tax year	Prior 3 years			
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(e) Total**
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 foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

Florence and Robert Sprague Foundation 175 Bee Hill Road, Williamstown, MA 01267

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

None

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 Attached list	For Education, Art		For Education, Art, Science and the betterment of people in need	13,000
Total . . . . ▶ 3a				13,000
b *Approved for future payment*				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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					
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					
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)					

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

(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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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.

Signature of officer or trustee: J L Sprague | Date: 5/1/2017 | Title: Dr. John L. Sprague, Co-Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☑ if self-employed	PTIN
Henry Bratcher	H E Bratcher III	4/3/2017		
Firm's name ► Henry E. Bratcher III, co-trustee			Firm's EIN ► 020365982	
Firm's address ► 55 Bacon Street Natick MA 01760			Phone no. 5086537833	

04 6038620

Florence + Robert Sprague Foundation
contributions - 2016

Clark Art Institute	8,000
Williamstown Theatre Festival	2,500
Williamstown Rural Land Foundation	1,500
Williamstown Community Chest	1,000
Total	13,000

Expense + Contributions
04 6038620

Annual Statement Information

Account Number: 3049-1836
Command Account Number: 9079355031
THE FLORENCE AND ROBERT
SPRAGUE FOUNDATION
For Client Service call: 1-800-266-6263

Activity detail by type

Other additions

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	AMOUNT
9/22	Cash	DISTRIBUTION	22.00000	SELECT SECTOR SPDR ETF TR REAL ESTATE SELECT SECTOR SPDR FD SPIN FR SELECT FINANCIAL	0.00
				Total Other additions:	$0.00

Other subtractions and fees

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	AMOUNT
1/11	Cash	ADVISORY FEE		PIM FEE QUARTERLY FEE	-843.96
4/08	Cash	ADVISORY FEE		PIM FEE QUARTERLY FEE	-839.88
7/08	Cash	ADVISORY FEE		PIM FEE QUARTERLY FEE	-865.29
10/14	Cash	ADVISORY FEE		PIM FEE QUARTERLY FEE	-879.27
				Total Other subtractions and fees:	-$3,428.40

Withdrawals by check

Entries that display a blank in the expense code field are checks generated by the firm based upon standing or specific instructions that you have provided.

DATE	CHECK NUMBER	DESCRIPTION	EXPENSE CODE	AMOUNT
5/19	0001055	COMM OF MA	Unspecified	-35.00
5/20	0001056	US TREASURY	Unspecified	-152.00

WELLS FARGO ADVISORS

Annual Statement Information

Expense + Contributions
0466038620

Account Number: 3049-1836
Command Account Number: 9079355031
THE FLORENCE AND ROBERT
SPRAGUE FOUNDATION
For Client Service call: 1-800-266-6263

Activity detail by type *Continued*

Withdrawals by check *Continued*

DATE	CHECK NUMBER	DESCRIPTION	EXPENSE CODE	AMOUNT
6/06	0001057	HENRY E BRATCHEN III	Unspecified	-550.00
12/19	0001058	CLARK ART INST	Unspecified	-8,000.00
12/22	0001059	WILLIAMSTOWN THEATRE FESTIVAL	Unspecified	-2,500.00
12/27	0001060	WRLF	Unspecified	-1,500.00
12/27	0001061	WILLIAMSTOWN COMMUNITY CHEST	Unspecified	-1,000.00
			Total Withdrawals by check	**-$13,737.00**

F+R Sprague Foundation 04-6038620

WELLS FARGO ADVISORS

2016 Year-End Account Summary

As of Date: 02/21/17

Account Number: 3049-1836

Sch D Summary

THE FLORENCE AND ROBERT SPRAGUE FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Accrued Market Discount (Box 1f)	Wash Sale Loss Disallowed (Box 1g)	Gain/Loss Amount	Additional Information
BARON SELECT FUNDS * REAL ESTATE FUND CUSIP: 06828M801	0.11100	09/25/2015	06/30/2016	2.61	2.72	0.00	0 00	-0.11	**Box 6:** Gross Proceeds
	4.73000	12/04/2015	06/30/2016	111.36	117.44	0.00	0.00	-6.08	**Box 6:** Gross Proceeds
Subtotals	**4.84100**			**$113.97**	**$120.16**	**$0.00**	**$0.00**	**($6.19)**	
CASEYS GENL STORES INC CUSIP: 147528103	6.00000	04/20/2016	06/29/2016	767.98	672.38	0.00	0.00	95 60	**Box 6:** Gross Proceeds
FOOT LOCKER INC CUSIP: 344849104	17.00000	05/27/2016	11/22/2016	1,253.02	932.48	0.00	0.00	320.54	**Box 6:** Gross Proceeds
	3.00000	05/27/2016	12/09/2016	234.20	164.56	0.00	0.00	69 64	**Box 6:** Gross Proceeds
Subtotals	**20.00000**			**$1,487.22**	**$1,097.04**	**$0.00**	**$0.00**	**$390.18**	
HARRIS ASSOC INVT TR * OAKMARK INTL FUND CL I CUSIP: 413838202	253.88600	04/20/2015	02/08/2016	4,714.67	6,403.00	0.00	0 00	-1,688.33	**Box 6:** Gross Proceeds
	184.44400	05/07/2015	02/08/2016	3,425 13	4,624.00	0 00	0.00	-1,198.87	**Box 6:** Gross Proceeds
	33.51500	12/18/2015	02/08/2016	622.38	711.53	0.00	0.00	-89.15	**Box 6:** Gross Proceeds
Subtotals	**471.84500**			**$8,762.18**	**$11,738.53**	**$0.00**	**$0.00**	**($2,976.35)**	
INTERNATIONAL BUSINESS MACHINE CORP CUSIP· 459200101	9.00000	09/28/2015	01/21/2016	1,111 61	1,286 11	0.00	0.00	-174.50	**Box 6:** Gross Proceeds
ISHARES MSCI ETF EMERGING MARKETS CUSIP: 464287234	141.00000	12/16/2015	01/08/2016	4,200.13	4,643.98	0.00	0 00	-443 85	**Box 6:** Gross Proceeds

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2016 Year-End Account Summary

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THE FLORENCE AND ROBERT SPRAGUE FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Accrued Market Discount (Box 1f)	Wash Sale Loss Disallowed (Box 1g)	Gain/Loss Amount	Additional Information
ISHARES ETF EDGE MSCI MIN VOL EAFE CUSIP: 46429B689	103.00000	02/08/2016	07/11/2016	6,902.92	6,384.97	0.00	0.00	517.95	**Box 6:** Gross Proceeds
	47.00000	02/08/2016	07/21/2016	3,136.24	2,913.53	0 00	0.00	222.71	**Box 6:** Gross Proceeds
	109.00000	02/08/2016	12/07/2016	6,758.96	6,756.91	0.00	0.00	2.05	**Box 6:** Gross Proceeds
	109.00000	02/08/2016	12/15/2016	6,730.60	6,756.91	0 00	0.00	-26 31	**Box 6:** Gross Proceeds
Subtotals	**368.00000**			**$23,528.72**	**$22,812.32**	**$0.00**	**$0.00**	**$716.40**	
ISHARES EDGE MSCI ETF MIN VOL USA ETF CUSIP: 46429B697	86.00000	01/08/2016	08/08/2016	4,002.40	3,500.11	0 00	0.00	502.29	**Box 6:** Gross Proceeds
	167.00000	01/08/2016	08/11/2016	7,805.41	6,796.71	0.00	0.00	1,008.70	**Box 6:** Gross Proceeds
	13.00000	01/15/2016	08/11/2016	607.61	516 40	0.00	0.00	91 21	**Box 6:** Gross Proceeds
	87.00000	01/15/2016	08/16/2016	4,038.53	3,455.88	0.00	0.00	582.65	**Box 6:** Gross Proceeds
	88 00000	01/15/2016	08/30/2016	4,046.25	3,495.59	0.00	0.00	550.66	**Box 6:** Gross Proceeds
	20.00000	01/15/2016	09/12/2016	904.87	794 45	0.00	0.00	110 42	**Box 6:** Gross Proceeds
	172.00000	01/21/2016	09/12/2016	7,781.90	6,839 38	0 00	0 00	942.52	**Box 6:** Gross Proceeds
	28.00000	01/21/2016	09/13/2016	1,256.89	1,113.38	0 00	0.00	143.51	**Box 6:** Gross Proceeds
	1.00000	02/01/2016	09/13/2016	44.89	41.25	0.00	0.00	3.64	**Box 6:** Gross Proceeds
	508.00000	02/01/2016	10/07/2016	22,661.39	20,953.57	0.00	0.00	1,707.82	**Box 6:** Gross Proceeds
Subtotals	**1170.00000**			**$53,150.14**	**$47,506.72**	**$0.00**	**$0.00**	**$5,643.42**	
IVY SCIENCE AND TECHNOLOGY FUN CL I CUSIP: 466001807	7.73100	12/11/2015	01/21/2016	372.33	426 93	0.00	0.00	-54 60	**Box 6:** Gross Proceeds
LORD ABBETT INVESTMENT * TR FLTG RATE FD CLASS F CUSIP: 543916167	1015.96900	04/11/2016	10/18/2016	9,296.12	9,001.49	0.00	0.00	294.63	**Box 6:** Gross Proceeds

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WELLS FARGO ADVISORS

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THE FLORENCE AND ROBERT SPRAGUE FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Accrued Market Discount (Box 1f)	Wash Sale Loss Disallowed (Box 1g)	Gain/Loss Amount	Additional Information
SPDR S&P OIL & GAS ETF EXPLORATION & PRODUCTION CUSIP: 78464A730	22.00000	10/31/2016	12/05/2016	935.87	779.96	0.00	0.00	155 91	**Box 6:** Gross Proceeds
SPDR S&P MIDCAP 400 ETF TRUST SERIES N CUSIP: 78467Y107	10.00000	08/24/2015	02/23/2016	2,396.06	2,533.57	0.00	0 00	-137.51	**Box 6:** Gross Proceeds
SELECT SECTOR SPDR FD CONSUMER DISCRETIONARY CUSIP. 81369Y407	25.00000	10/07/2016	11/09/2016	1,974.71	1,996.25	0.00	0.00	-21.54	**Box 6:** Gross Proceeds
ENERGY SELECT ETF SECTOR SPDR CUSIP: 81369Y506	9.00000	10/07/2016	12/05/2016	680.84	636 75	0 00	0.00	44.09	**Box 6:** Gross Proceeds
SELECT SECTOR SPDR ETF TR REAL ESTATE SELECT CUSIP: 81369Y860	22.00000	09/22/2016	09/22/2016	729.94	716.10	0.00	0.00	13.84	**Box 6:** Gross Proceeds
	0.95900	09/22/2016	09/22/2016	31.51	31.22	0.00	0.00	0 29	**Box 6:** Gross Proceeds Cash in Lieu
Subtotals	**22.95900**			**$761.45**	**$747.32**	**$0.00**	**$0.00**	**$14.13**	
VANGUARD FIXED INCOME * SECS FD INTER-TERM INVT CUSIP: 922031810	1544.31800	01/21/2016	11/21/2016	15,072.54	14,949 00	0.00	0.00	123.54	**Box 6:** Gross Proceeds
	1.24400	02/01/2016	11/21/2016	12.14	12.09	0.00	0.00	0 05	**Box 6:** Gross Proceeds
	3.68400	03/01/2016	11/21/2016	35.95	35.96	0.00	0.00	-0 01	**Box 6:** Gross Proceeds
	3.90700	04/01/2016	11/21/2016	38 13	38.72	0.00	0.00	-0 59	**Box 6:** Gross Proceeds
	3.76700	05/02/2016	11/21/2016	36.76	37.52	0 00	0.00	-0 76	**Box 6:** Gross Proceeds
	3.97000	06/01/2016	11/21/2016	38.74	39.38	0 00	0.00	-0.64	**Box 6:** Gross Proceeds
	3.75500	07/01/2016	11/21/2016	36.64	37 85	0.00	0 00	-1.21	**Box 6:** Gross Proceeds
	44.12600	07/06/2016	11/21/2016	430.67	447.00	0.00	0.00	-16.33	**Box 6:** Gross Proceeds
	3.97300	08/01/2016	11/21/2016	38.77	40 29	0 00	0 00	-1.52	**Box 6:** Gross Proceeds

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2016 Year-End Account Summary

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THE FLORENCE AND ROBERT
SPRAGUE FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Accrued Market Discount (Box 1f)	Wash Sale Loss Disallowed (Box 1g)	Gain/Loss Amount	Additional Information
VANGUARD FIXED INCOME * SECS FD INTER-TERM INVT CUSIP: 922031810	4.01800	09/01/2016	11/21/2016	39.21	40.62	0.00	0.00	-1.41	**Box 6:** Gross Proceeds
	3.67400	10/03/2016	11/21/2016	35.85	37.11	0.00	0.00	-1.26	**Box 6:** Gross Proceeds
	1585.58600	10/18/2016	11/21/2016	15,475.37	15,951.00	0.00	0.00	-475.63	**Box 6:** Gross Proceeds
	5 38000	11/01/2016	11/21/2016	52.51	53.91	0.00	0.00	-1.40	**Box 6:** Gross Proceeds
Subtotals	3211.40200			$31,343.28	$31,720.45	$0.00	$0.00	($377.17)	
Totals				$140,882.61	$137,719.96	$0.00	$0.00	$3,162.65	

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2016 Year-End Account Summary

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THE FLORENCE AND ROBERT
SPRAGUE FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Accrued Market Discount (Box 1f)	Wash Sale Loss Disallowed (Box 1g)	Gain/Loss Amount	Additional Information
ABBOTT LABORATORIES CUSIP: 002824100	47.00000	04/05/2012	03/22/2016	1,927.82	1,396.34	0.00	0.00	531.48	**Box 6:** Gross Proceeds
	31.00000	04/05/2012	10/17/2016	1,258 82	920.98	0.00	0.00	337.84	**Box 6:** Gross Proceeds
	5.00000	04/05/2012	11/15/2016	197.56	148.54	0.00	0.00	49.02	**Box 6:** Gross Proceeds
	30 00000	01/09/2013	11/15/2016	1,185.37	994.50	0.00	0.00	190.87	**Box 6:** Gross Proceeds
	24.00000	02/06/2013	11/15/2016	948.30	818.78	0.00	0.00	129 52	**Box 6:** Gross Proceeds
	8.00000	09/26/2013	11/15/2016	316.11	268.56	0.00	0.00	47.55	**Box 6:** Gross Proceeds
Subtotals	**145.00000**			**$5,833.98**	**$4,547.70**	**$0.00**	**$0.00**	**$1,286.28**	
ABBVIE INC CUSIP: 00287Y109	39 00000	02/06/2013	04/22/2016	2,385.76	1,440.81	0.00	0.00	944.95	**Box 6:** Gross Proceeds
	36 00000	02/06/2013	07/29/2016	2,376.89	1,329.97	0.00	0 00	1,046.92	**Box 6:** Gross Proceeds
	31.00000	02/06/2013	11/11/2016	1,956.76	1,145.25	0.00	0.00	811.51	**Box 6:** Gross Proceeds
Subtotals	**106.00000**			**$6,719.41**	**$3,916.03**	**$0.00**	**$0.00**	**$2,803.38**	
ACCESS NATIONAL CORP CUSIP: 004337101	53.00000	01/09/2013	11/29/2016	1,451.62	774.03	0.00	0.00	677 59	**Box 6:** Gross Proceeds
INVESCO * CONVERTIBLE SECURITIES CUSIP: 00888W700	18 68500	09/26/2013	01/21/2016	397.05	447.87	0.00	0.00	-50.82	**Box 6:** Gross Proceeds
	310.82000	12/04/2013	01/21/2016	6,604.92	7,584.00	0 00	0 00	-979 08	**Box 6:** Gross Proceeds
	7.94700	12/16/2013	01/21/2016	168.87	187.24	0 00	0.00	-18.37	**Box 6:** Gross Proceeds
	1.34400	12/16/2013	01/21/2016	28 56	31.67	0 00	0.00	-3.11	**Box 6:** Gross Proceeds
	365.37800	04/10/2014	01/21/2016	7,764 30	8,918.87	0.00	0 00	-1,154.57	**Box 6:** Gross Proceeds
Subtotals	**704.17400**			**$14,963.70**	**$17,169.65**	**$0.00**	**$0.00**	**($2,205.95)**	
B&G FOODS INC CLASS A CUSIP: 05508R106	58.00000	01/09/2013	04/29/2016	2,268.43	1,722 72	0.00	0 00	545 71	Original Basis:1,792.20 **Box 6:** Gross Proceeds
	40.00000	02/06/2013	04/29/2016	1,564 44	1,222.47	0.00	0 00	341.97	Original Basis·1,270 42 **Box 6:** Gross Proceeds
Subtotals	**98.00000**			**$3,832.87**	**$2,945.19**	**$0.00**	**$0.00**	**$887.68**	

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Proceeds from Broker and Barter Exchange Transactions continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Accrued Market Discount (Box 1f)	Wash Sale Loss Disallowed (Box 1g)	Gain/Loss Amount	Additional Information
BARON SELECT FUNDS * REAL ESTATE FUND CUSIP: 06828M801	245.29500	12/04/2013	06/30/2016	5,774.23	5,234.10	0.00	0.00	540 13	Original Basis:5,241.94 Box 6: Gross Proceeds
	0.38800	12/20/2013	06/30/2016	9.13	8.46	0 00	0.00	0.67	Box 6: Gross Proceeds
Subtotals	245.68300			$5,783.36	$5,242.56	$0.00	$0.00	$540.80	
BLACKROCK FDS II * HIGH YIELD BOND PORT CUSIP: 091929638	869.70300	07/16/2014	10/18/2016	6,644.53	7,296 81	0 00	0.00	-652.28	Box 6: Gross Proceeds
EXXON MOBIL CORP CUSIP: 30231G102	31.00000	01/09/2013	04/14/2016	2,653.21	2,726.14	0.00	0.00	-72 93	Box 6: Gross Proceeds
	9.00000	01/09/2013	10/31/2016	750.07	791.46	0.00	0.00	-41.39	Box 6: Gross Proceeds
	10.00000	02/06/2013	10/31/2016	833.42	894.12	0.00	0.00	-60.70	Box 6: Gross Proceeds
	24.00000	09/26/2013	10/31/2016	2,000.21	2,086.22	0.00	0.00	-86 01	Box 6: Gross Proceeds
	22.00000	08/27/2015	10/31/2016	1,833.53	1,615 11	0.00	0 00	218.42	Box 6: Gross Proceeds
Subtotals	96.00000			$8,070.44	$8,113.05	$0.00	$0.00	($42.61)	
HARRIS ASSOC INVT TR * OAKMARK INTL FUND CL I CUSIP: 413838202	186 90500	06/11/2013	02/08/2016	3,470.82	4,437 10	0.00	0.00	-966.28	Box 6: Gross Proceeds
	353.57100	07/31/2013	02/08/2016	6,565.81	8,712.00	0.00	0.00	-2,146.19	Box 6: Gross Proceeds
	32.80000	08/01/2013	02/08/2016	609.09	813.12	0.00	0.00	-204 03	Box 6: Gross Proceeds
	147.45700	09/26/2013	02/08/2016	2,738.28	3,856 00	0.00	0.00	-1,117.72	Box 6: Gross Proceeds
	9.15100	12/20/2013	02/08/2016	169.93	233.82	0.00	0.00	-63.89	Box 6: Gross Proceeds
Subtotals	729.88400			$13,553.93	$18,052.04	$0.00	$0.00	($4,498.11)	
HARTFORD MUTUAL FUNDS * FLOATING RATE FUND CUSIP: 416649804	645 51600	01/09/2013	04/11/2016	5,293.23	5,777.75	0.00	0.00	-484 52	Original Basis:5,803.18 Box 6: Gross Proceeds
	5.49600	02/01/2013	04/11/2016	45.06	49.32	0.00	0.00	-4.26	Original Basis:49 52 Box 6: Gross Proceeds
	275.08300	02/06/2013	04/11/2016	2,255.68	2,462.20	0 00	0 00	-206.52	Original Basis 2,473.00 Box 6: Gross Proceeds

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Proceeds from Broker and Barter Exchange Transactions continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Accrued Market Discount (Box 1f)	Wash Sale Loss Disallowed (Box 1g)	Gain/Loss Amount	Additional Information
HARTFORD MUTUAL FUNDS * FLOATING RATE FUND CUSIP· 416649804	7.99300	03/01/2013	04/11/2016	65.54	71.58	0.00	0.00	-6.04	Original Basis:71.86 **Box 6:** Gross Proceeds
	8.18700	04/01/2013	04/11/2016	67.13	73.79	0.00	0.00	-6.66	Original Basis:74.09 **Box 6:** Gross Proceeds
	6.46900	05/01/2013	04/11/2016	53.04	58 54	0.00	0.00	-5 50	Original Basis:58.74 **Box 6:** Gross Proceeds
	7.76100	06/03/2013	04/11/2016	63.64	69.97	0 00	0.00	-6.33	Original Basis:70.24 **Box 6:** Gross Proceeds
	1576.53600	06/27/2013	04/11/2016	12,927.61	14,047.80	0.00	0.00	-1,120.19	Original Basis·14,110.00 **Box 6:** Gross Proceeds
	7.31600	07/01/2013	04/11/2016	59.99	65.26	0.00	0.00	-5.27	Original Basis:65.48 **Box 6:** Gross Proceeds
	14.51900	08/01/2013	04/11/2016	119.05	130.59	0 00	0.00	-11.54	Original Basis:131.11 **Box 6:** Gross Proceeds
	14 29700	09/03/2013	04/11/2016	117.24	127.87	0.00	0.00	-10 63	Original Basis:128.39 **Box 6:** Gross Proceeds
	13.82800	10/01/2013	04/11/2016	113 40	123.54	0 00	0.00	-10.14	Original Basis:124.04 **Box 6:** Gross Proceeds
Subtotals	**2583.00100**			**$21,180.61**	**$23,058.21**	**$0.00**	**$0.00**	**($1,877.60)**	
INTERNATIONAL BUSINESS MACHINE CORP CUSIP: 459200101	6.00000	01/09/2013	01/21/2016	741.06	1,153.20	0.00	0.00	-412.14	**Box 6:** Gross Proceeds
	4 00000	02/06/2013	01/21/2016	494.04	801.37	0.00	0.00	-307.33	**Box 6:** Gross Proceeds
Subtotals	**10.00000**			**$1,235.10**	**$1,954.57**	**$0.00**	**$0.00**	**($719.47)**	

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Accrued Market Discount (Box 1f)	Wash Sale Loss Disallowed (Box 1g)	Gain/Loss Amount	Additional Information
IVY SCIENCE AND TECHNOLOGY FUN CL I CUSIP: 466001807	147.96900	06/27/2013	01/15/2016	7,152.82	6,735.54	0.00	0.00	417.28	**Box 6:** Gross Proceeds
	18.36800	09/26/2013	01/15/2016	887.91	938.98	0.00	0.00	-51.07	**Box 6:** Gross Proceeds
	150.19600	09/26/2013	01/21/2016	7,233.44	7,678.02	0.00	0.00	-444.58	**Box 6:** Gross Proceeds
	8.41100	12/13/2013	01/21/2016	405.07	449.98	0.00	0.00	-44.91	**Box 6:** Gross Proceeds
Subtotals	**324.94400**			**$15,679.24**	**$15,802.52**	**$0.00**	**$0.00**	**($123.28)**	
MAIN STREET CAPITAL CORP CUSIP: 56035L104	83.00000	01/09/2013	02/18/2016	2,358.84	2,559.72	0.00	0.00	-200.88	**Box 6:** Gross Proceeds
	31.00000	02/06/2013	02/18/2016	881.02	988.81	0.00	0.00	-107.79	**Box 6:** Gross Proceeds
Subtotals	**114.00000**			**$3,239.86**	**$3,548.53**	**$0.00**	**$0.00**	**($308.67)**	
ORCHIDS PAPER PRODUCTS CO CUSIP: 68572N104	48.00000	04/05/2012	04/21/2016	1,446.47	876.96	0.00	0.00	569.51	**Box 6:** Gross Proceeds
	18.00000	04/05/2012	04/22/2016	559.17	328.86	0.00	0.00	230.31	**Box 6:** Gross Proceeds
	23.00000	04/05/2012	04/27/2016	751.62	420.21	0.00	0.00	331.41	**Box 6:** Gross Proceeds
	13.00000	02/06/2013	04/27/2016	424.83	282.19	0.00	0.00	142 64	**Box 6:** Gross Proceeds
	9.00000	02/06/2013	04/28/2016	294 15	195.36	0.00	0.00	98.79	**Box 6:** Gross Proceeds
	14.00000	02/06/2013	06/29/2016	499.22	303 90	0.00	0.00	195.32	**Box 6:** Gross Proceeds
	31 00000	02/06/2013	06/30/2016	1,106.39	672.89	0.00	0.00	433.50	**Box 6:** Gross Proceeds
	6.00000	09/26/2013	06/30/2016	214.15	167.78	0.00	0 00	46.37	**Box 6:** Gross Proceeds
	6.00000	09/26/2013	07/01/2016	214.10	167.77	0.00	0.00	46.33	**Box 6:** Gross Proceeds
	4.00000	03/21/2014	07/01/2016	142.74	110.76	0.00	0.00	31.98	**Box 6:** Gross Proceeds
	12.00000	03/21/2014	07/13/2016	427.49	332.28	0 00	0 00	95 21	**Box 6:** Gross Proceeds
Subtotals	**184.00000**			**$6,080.33**	**$3,858.96**	**$0.00**	**$0.00**	**$2,221.37**	
P P G INDUSTRIES INC CUSIP· 693506107	23.00000	01/09/2013	04/11/2016	2,579.50	1,626.56	0.00	0 00	952.94	**Box 6:** Gross Proceeds

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Proceeds from Broker and Barter Exchange Transactions continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Accrued Market Discount (Box 1f)	Wash Sale Loss Disallowed (Box 1g)	Gain/Loss Amount	Additional Information
POLARIS INDS INC CUSIP: 731068102	20.00000	02/06/2013	01/06/2016	1,721.66	1,708.40	0.00	0.00	13.26	**Box 6:** Gross Proceeds
SPDR S&P 500 TRUST ETF CUSIP: 78462F103	23.00000	06/25/2013	01/08/2016	4,471.19	3,656.98	0.00	0.00	814.21	**Box 6:** Gross Proceeds
	21.00000	07/12/2013	01/08/2016	4,082.40	3,514.90	0.00	0.00	567 50	**Box 6:** Gross Proceeds
	9 00000	07/16/2013	01/08/2016	1,749.60	1,505.52	0.00	0.00	244 08	**Box 6:** Gross Proceeds
	20.00000	07/16/2013	02/01/2016	3,852.39	3,345.57	0.00	0.00	506.82	**Box 6:** Gross Proceeds
	33.00000	07/18/2013	02/01/2016	6,356.46	5,571.63	0.00	0.00	784 83	**Box 6:** Gross Proceeds
	56 00000	07/19/2013	02/01/2016	10,786.72	9,461.61	0.00	0.00	1,325 11	**Box 6:** Gross Proceeds
Subtotals	**162.00000**			**$31,298.76**	**$27,056.21**	**$0.00**	**$0.00**	**$4,242.55**	
TEMPLETON INCOME TR * GLOBAL BD FD ADVISOR CL CUSIP: 880208400	500 33500	01/09/2013	01/22/2016	5,613.76	6,713.30	0.00	0.00	-1,099.54	Original Basis:6,729.51 **Box 6:** Gross Proceeds
	342.81500	01/09/2013	02/11/2016	3,668.12	4,599.75	0.00	0.00	-931.63	Original Basis:4,610.85 **Box 6:** Gross Proceeds
	3.39900	01/16/2013	02/11/2016	36.36	45.51	0.00	0.00	-9.15	Original Basis:45.62 **Box 6:** Gross Proceeds
	737.56500	02/06/2013	02/11/2016	7,891.95	9,852.11	0.00	0.00	-1,960.16	Original Basis.9,876.00 **Box 6:** Gross Proceeds
	5.72700	02/19/2013	02/11/2016	61 27	76.79	0 00	0.00	-15.52	Original Basis:76.97 **Box 6:** Gross Proceeds
	5.78600	03/18/2013	02/11/2016	61.91	77.58	0.00	0.00	-15 67	Original Basis:77.76 **Box 6:** Gross Proceeds
	5.75200	04/16/2013	02/11/2016	61.54	77 64	0.00	0.00	-16.10	Original Basis·77.82 **Box 6:** Gross Proceeds
	5.73300	05/16/2013	02/11/2016	61.34	78.07	0.00	0.00	-16.73	Original Basis:78.25 **Box 6:** Gross Proceeds
	5 99600	06/18/2013	02/11/2016	64.15	77.94	0 00	0.00	-13 79	Original Basis·78 13 **Box 6:** Gross Proceeds

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TEMPLETON INCOME TR * GLOBAL BD FD ADVISOR CL CUSIP: 880208400	6.03000	07/16/2013	02/11/2016	64.52	78.20	0.00	0.00	-13.68	Original Basis·78.39 **Box 6:** Gross Proceeds
	6 14900	08/16/2013	02/11/2016	65.79	78.64	0.00	0.00	-12 85	Original Basis:78 83 **Box 6:** Gross Proceeds
	6.09800	09/17/2013	02/11/2016	65.24	78.72	0.00	0 00	-13.48	Onginal Basis:78.91 **Box 6:** Gross Proceeds
	236.36400	09/26/2013	02/11/2016	2,529.14	3,060.26	0.00	0.00	-531.12	Original Basis·3,068.00 **Box 6:** Gross Proceeds
	0.47900	12/17/2013	02/11/2016	5.13	6.23	0.00	0.00	-1.10	**Box 6:** Gross Proceeds
Subtotals	**1868.22800**			**$20,250.22**	**$24,900.74**	**$0.00**	**$0.00**	**($4,650.52)**	
TRIANGLE CAPITAL CORP CUSIP: 895848109	13.00000	01/09/2013	03/18/2016	260.33	338.26	0.00	0.00	-77.93	**Box 6:** Gross Proceeds
	13.00000	01/09/2013	03/21/2016	261.69	338.26	0.00	0.00	-76.57	**Box 6:** Gross Proceeds
	6.00000	01/09/2013	03/24/2016	120.85	156.12	0.00	0.00	-35.27	**Box 6:** Gross Proceeds
	30.00000	01/09/2013	06/06/2016	560.48	780 60	0.00	0.00	-220.12	**Box 6:** Gross Proceeds
	25.00000	01/09/2013	06/07/2016	460.99	650.49	0.00	0.00	-189.50	**Box 6:** Gross Proceeds
	59 00000	02/06/2013	06/07/2016	1,087.94	1,678.64	0 00	0.00	-590.70	**Box 6:** Gross Proceeds
Subtotals	**146.00000**			**$2,752.28**	**$3,942.37**	**$0.00**	**$0.00**	**($1,190.09)**	
UNION PACIFIC CORP CUSIP: 907818108	25.00000	01/09/2013	01/06/2016	1,897.59	1,642.12	0.00	0.00	255.47	**Box 6:** Gross Proceeds
	26.00000	02/06/2013	01/06/2016	1,973.50	1,726.17	0.00	0.00	247.33	**Box 6:** Gross Proceeds
Subtotals	**51.00000**			**$3,871.09**	**$3,368.29**	**$0.00**	**$0.00**	**$502.80**	
VERIZON COMMUNICATIONS COM CUSIP: 92343V104	29.00000	03/28/2011	03/07/2016	1,515 32	1,091.71	0.00	0.00	423.61	**Box 6:** Gross Proceeds
Totals				**$178,257.81**	**$179,974.13**	**$0.00**	**$0.00**	**($1,716.32)**	