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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
CLARA B WINTHROP CHARITABLE TRUST

A Employer identification number
04-6039972

Number and street (or P O box number if mail is not delivered to street address) 45 SCHOOL ST 5TH FLOOR
Room/suite

B Telephone number (see instructions)
(617) 523-1635

City or town, state or province, country, and ZIP or foreign postal code
BOSTON, MA 021083204

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)*▶$ 3,561,686

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))*

		Item	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	102,102	95,657		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	117,925			
	b	Gross sales price for all assets on line 6a 244,008				
	7	Capital gain net income (from Part IV, line 2)		117,925		
	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)				
	12	**Total.** Add lines 1 through 11	220,027	213,582		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	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)	1,770	1,770	0	0
	c	Other professional fees (attach schedule)	32,776	32,776		0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	5,527	702		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)	70	70		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	40,143	35,318	0	0
	25	Contributions, gifts, grants paid	178,500			178,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	218,643	35,318	0	178,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,384			
	b	**Net investment income** (if negative, enter -0-)		178,264		
	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	803	1,438	1,438
	2	Savings and temporary cash investments			
	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)	1,734,197	1,734,946	3,560,248
	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)	1,735,000	1,736,384	3,561,686
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	1,735,000	1,736,384	
	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)	1,735,000	1,736,384	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,735,000	1,736,384	

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	1,735,000
2	Enter amount from Part I, line 27a	2	1,384
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,736,384
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	1,736,384

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)
1 a	3000 ABB LTD SPONSORED ADR		2012-06-25	2016-09-20
b	3000 LINEAR TECHNOLOGY CORP		2008-11-24	2016-08-03
c	22 RMR GROUP INC CL A		2015-12-15	2016-01-05
d	28 RMR GROUP INC CL A		2015-12-15	2016-01-11
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	66,328		46,409	19,919
b	177,218		79,323	97,895
c	3		3	
d	459		348	111
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				19,919
b				97,895
c				
d				111
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	117,925
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	167,500	3,396,532	0 049315
2014	151,000	3,421,151	0 044137
2013	151,000	3,109,799	0 048556
2012	142,347	2,846,250	0 050012
2011	146,875	2,803,920	0 052382

2	**Total** of line 1, column (d)	2	0 244402
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 04888
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,447,873
5	Multiply line 4 by line 3	5	168,532
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,783
7	Add lines 5 and 6	7	170,315
8	Enter qualifying distributions from Part XII, line 4	8	178,500

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary–see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	1,783
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,783
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,783
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 3,048		
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	3,048
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	1,265
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 1,265 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶

14 The books are in care of ▶ WELCH & FORBES LLC Telephone no ▶ (617) 523-1635

Located at ▶ 45 SCHOOL STREET 5TH FLOOR BOSTON MA ZIP+4 ▶ 02108

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		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		
	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		No
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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PETER P BROWN 45 SCHOOL ST 5TH FLOOR BOSTON, MA 021083204	TRUSTEE 2	0		
OLIVER A SPALDING 45 SCHOOL ST 5TH FLOOR BOSTON, MA 021083204	TRUSTEE 2	0		
THEODORE E OBER 45 SCHOOL STREET 5TH FLOOR BOSTON, MA 02108	TRUSTEE 2	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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶	0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities.		1a	3,498,941
b	Average of monthly cash balances.		1b	1,438
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	3,500,379
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	3,500,379
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	52,506
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,447,873
6	**Minimum investment return.** Enter 5% of line 5.		6	172,394

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	172,394
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 1,783		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	1,783
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	170,611
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	170,611
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	170,611

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	178,500
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	178,500
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	1,783
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	176,717

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				170,611
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 2014 , 20____ , 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011. . . . 0				
b From 2012. . . . 3,074				
c From 2013. . . . 0				
d From 2014. . . . 0				
e From 2015. . . . 718				
f **Total** of lines 3a through e.	3,792			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 178,500				
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.				170,611
e Remaining amount distributed out of corpus	7,889			
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	11,681			
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	11,681			
10 Analysis of line 9				
a Excess from 2012. . . 3,074				
b Excess from 2013. . . 0				
c Excess from 2014. . . 0				
d Excess from 2015. . . 718				
e Excess from 2016. . . 7,889				

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

OLIVER A SPALDING
C/O WELCH FORBES 45 SCHOOL STREE
BOSTON, MA 02108
(617) 523-1635

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

APPLICATIONS MAY BE SUBMITTED IN ANY FORM WHICH REASONABLY INFORMS THE TRUSTEES AS TO THE EXEMPT STATUS OF THE APPLICANT, ITS GENERAL FINANCIAL SITUATION AND THE REASON THE GRANT IS REQUESTED

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

AWARDS MUST BE MADE TO CHARITABLE ORGANIZATIONS ONLY THEY MUST BE WITHIN THE COMMONWEALTH OF MASSACHUSETTS OR A STATE WHICH EXEMPTS BEQUESTS TO MASSACHUSETTS ORGANIZATIONS

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**				178,500
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	102,102	
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	117,925	
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). .				220,027	

13 Total. Add line 12, columns (b), (d), and (e). **13** 220,027

(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)
7	NOT APPLICABLE

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

****** | 2017-04-18 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
WAYNE R KURPIEL		2017-04-18		
Firm's name ▶ WELCH & FORBES LLC				Firm's EIN ▶
Firm's address ▶ 45 SCHOOL STREET BOSTON, MA 021083204				Phone no (617) 523-1635

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*				
TOWN OF MANCHESTER-BY-THE-SEA 10 CENTRAL STREET MANCHESTERBYTHESEA, MA 01944	NONE	PUBLIC MUNICIPALITY	MAINTENANCE AND UPKEEP OF	10,000
TRUSTEES OF RESERVATIONS 572 ESSEX STREET BEVERLY, MA 01915	NONE	PUBLIC CHARITY	GENERAL FUND	10,000
MASSACHUSETTS HISTORICAL SOCIETY 1154 BOYLSTON STREET BOSTON, MA 02215	NONE	PUBLIC CHARITY	GENERAL FUND	7,000
VNA CARE NETWORK 199 ROSEWOOD DRIVE DANVERS, MA 01923	NONE	PUBLIC CHARITY	GENERAL FUND	10,000
MUSEUM OF SCIENCE ONE SCIENCE PARK BOSTON, MA 021141099	NONE	PUBLIC CHARITY	GENERAL FUND	7,500
NEW ENGLAND AQUARIUM CENTRAL WHARF BOSTON, MA 02110	NONE	PUBLIC CHARITY	GENERAL FUND	7,500
LIBRARY OF THE BOSTON ATHENAEUM INC 10 1/2 BEACON STREET BOSTON, MA 02108	NONE	PUBLIC CHARITY	GENERAL FUND	7,000
NEW ENGLAND CONSERVATORY OF MUSIC 290 HUNTINGTON AVE BOSTON, MA 02115	NONE	PUBLIC CHARITY	ANNUAL FUND	5,000
PEABODY & ESSEX MUSEUM EAST INDIA SQUARE SALEM, MA 01970	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
WINSOR SCHOOL PILGRIM ROAD BOSTON, MA 02215	NONE	PUBLIC CHARITY	GENERAL FUND	5,000
WGBH EDUCATIONAL FOUNDATION ONE GUEST STREET BOSTON, MA 02135	NONE	PUBLIC CHARITY	RALPH LOWELL SOCIETY	5,000
ST JOHN'S EPISCOPAL CHURCH 705 HALE STREET BEVERLY, MA 01915	NONE	PUBLIC CHARITY	GENERAL FUND	7,000
MANCHESTER PUBLIC LIBRARY 15 UNION STREET MANCHESTERBYTHESEA, MA 01944	NONE	PUBLIC CHARITY	PURCHASE BOOKS AND	11,000
BOWDOIN COLLEGE 4100 COLLEGE STATION BRUNSWICK, ME 04011	NONE	PUBLIC CHARITY	JAMES BOWDOIN SCHOLARSHIP	7,000
WENHAM MUSEUM 132 MAIN STREET WENHAM, MA 01984	NONE	PUBLIC CHARITY	ANNUAL FUND	5,000
Total . . . . ▶ **3a**				178,500

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*				
MANCHESTER HISTORICAL SOCIETY 10 UNION STREET MANCHESTERBYTHESEA, MA 01944	NONE	PUBLIC CHARITY	GENERAL FUND	7,000
FRIENDS OF MANCHESTER TREES INC PO BOX 103 MANCHESTERBYTHESEA, MA 01944	NONE	PUBLIC CHARITY	ANNUAL TREE PLANTING	5,000
HOME FOR LITTLE WANDERERS 10 GUEST STREET BOSTON, MA 02135	NONE	PUBLIC CHARITY	GENERAL FUND	5,000
MANCHESTER COMMUNITY CTR BOX 212 - HARBORS POINT MANCHESTERBYTHESEA, MA 01944	NONE	PUBLIC CHARITY	GENERAL FUND	7,000
THE NAVIGATOR FOUNDATION 941 HALE STREET BEVERLY FARMS, MA 01915	NONE	PUBLIC CHARITY	GENERAL FUND	1,500
NORTHEAST HEALTH FOUNDATION BEVERLY HOSPITAL 500 CUMMINGS CENTER - STE 6500 BEVERLY, MA 01915	NONE	PUBLIC CHARITY	BEVERLY HOSPITAL	7,000
BOSTON CHILDREN'S HOSPITAL TRUST 401 PARK DRIVE - SUITE 602 BOSTON, MA 022155344	NONE	PUBLIC CHARITY	GENERAL FUND	7,000
BOYS & GIRLS CLUBS OF BOSTON 50 CONGRESS ST - SUITE 730 BOSTON, MA 02109	NONE	PUBLIC CHARITY	GENERAL FUND	4,500
ST PETER'S EPISCOPAL CHURCH 4 OCEAN STREET BEVERLY, MA 01915	NONE	PUBLIC CHARITY	GENERAL FUND	4,500
HISTORIC NEW ENGLAND 141 CAMBRIDGE STREET BOSTON, MA 02114	NONE	PUBLIC CHARITY	GENERAL FUND	4,500
THE EPIPHANY SCHOOL 154 CENTER STREET DORCHESTER, MA 02124	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	5,000
BRIGHAM & WOMEN'S HOSPITAL 116 HUNTINGTON AVENUE BOSTON, MA 02116	NONE	PUBLIC CHARITY	PRESIDENT'S UNRESTRICTED	7,000
HARVARD COLLEGE FUND 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	CLARA B WINTHROP	4,500
Total . . . . ▶ **3a**				178,500

TY 2016 Accounting Fees Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	1,770	1,770		

TY 2016 Investments Corporate Stock Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1400 SHS AFLAC	49,865	97,440
4000 SHS ALLIANT ENERGY	24,691	151,560
1200 SHS CHEVRON CORP	24,670	141,240
3000 SHS COGNEX	28,605	190,860
2000 SHS CONOCO PHILLIPS	13,476	100,280
2500 SHS GE	16,180	79,000
800 SHS HOME DEPOT	15,760	107,264
1700 SHS HOSPITALITY PROP. TR.	15,590	53,958
1000 SHS JOHNSON&JOHNSON	52,529	115,210
2500 SHS MICROSOFT	70,750	155,350
2000 SHS NEWELL RUBBERMAID	17,915	89,300
2000 SHS PAYCHEX	47,680	121,760
2000 SHS PFIZER	38,680	64,960
1000 SHS PROCTER & GAMBLE	5,028	84,080
800 SHS 3M	14,938	142,856
1000 SHS UPS	60,788	114,640
1000 SHS UNITED TECHNOLOGIES	34,653	109,620
2440 SHS VERIZON COMMUNICATION	58,733	130,247
1000 SHS EXPEDITORS INT.	44,771	52,960
4000 ROYAL BANK SCOTLAND	84,200	95,200
FEDERATED MONEY MARKET FUND	162,109	162,109
600 SHS NOVARTIS AG	30,270	43,704
1000 SHS MCDONALDS CORP	61,092	121,720
1500 SHS MERCK & CO INC	35,708	88,305
1000 SHS AT & T INC	25,770	42,530
3000 SHS INTEL CORP	63,210	108,810
1000 SHS RAYTHEON CO	46,443	142,000
420 SHS APPLE, INC	30,787	48,644
400 SHS MEAD JOHNSON NUTRITION	26,962	28,304
1000 SHS SUNCOR ENERGY INC	32,634	32,690

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3000 SHS FIRST TRUST NORTH AM	61,869	75,720
350 SHS CHECKPOINT SOFTWARE	34,130	63,345
200 SHS CELGENE CORP	16,252	23,150
200 SHS GILEAD SCIENCES INC	15,054	14,322
300 SHS VERTEX PHARMACEUTICALS	14,587	22,101
2000 SHS GOLDMAN SACHS GROUP	51,080	50,860
2000 WELLS FARGO & CO	40,237	46,240
100 SHS BIOGEN INC	28,754	28,358
2000 SHS JP MORGAN CHASE & CO	48,288	49,300
2000 SHS KAYNE ANDERSON MLP IN	46,237	39,160
800 SHS OMNICOM GROUP INC	52,706	68,088
300 SHS ALLERGAN PLC	91,265	63,003
0 SHS LINEAR TECHNOLOGY		
0 SHS ABB LTD		
0 SHS RMR GROUP INC LC A		

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TY 2016 Other Expenses Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEE	70	70		0

TY 2016 Other Professional Fees Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	32,776	32,776		

TY 2016 Taxes Schedule

Name: CLARA B WINTHROP CHARITABLE TRUST

EIN: 04-6039972

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	702	702		0
PRIOR YEAR EXCISE TAX	1,777	0		0
FEDERAL ESTIMATED TAX	3,048	0		0