

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

| | | | |
|---|---|--|---|
| Name of foundation FRANCES R DEWING FOUNDATION 7600-07552015480 | | A Employer identification number 04-6114839 | |
| 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) (508) 893-7909 |
| City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 021083204 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div> | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> | |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,454,055 | J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/> | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 92 | 92 | | |
| | 4 Dividends and interest from securities | 44,070 | 44,070 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 573,087 | | | |
| | b Gross sales price for all assets on line 6a | | | | |
| | | 1,451,536 | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 573,087 | | |
| | 8 Net short-term capital gain | | | 0 | |
| | 9 Income modifications | | | | |
| Operating and Administrative Expenses | 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) | 5,000 | | | |
| | 12 Total. Add lines 1 through 11 | 622,249 | 617,249 | | |
| | 13 Compensation of officers, directors, trustees, etc | 5,600 | 4,760 | | 840 |
| | 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) | 3,350 | 2,848 | 0 | 503 |
| | c Other professional fees (attach schedule) | 15,510 | 13,183 | | 2,326 |
| | 17 Interest | | | | 0 |
| | 18 Taxes (attach schedule) (see instructions) | 4,066 | 956 | | 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) | 35 | | | 35 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 28,561 | 21,747 | 0 | 3,704 |
| | 25 Contributions, gifts, grants paid | 136,665 | | | 136,665 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 165,226 | 21,747 | 0 | 140,369 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 457,023 | | | |
| | b Net investment income (if negative, enter -0-) | | 595,502 | | |
| | 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 | 0 | 0 | | | |
| | 2 | Savings and temporary cash investments | 99,060 | 65,323 | 65,323 | | |
| | 3 | Accounts receivable ▶ <u>543</u> | | | | | |
| | | Less allowance for doubtful accounts ▶ _____ | 388 | 543 | 543 | | |
| | 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 ▶ <u>0</u> | | | | | |
| | 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) | 1,158,646 | 1,522,133 | 2,049,282 | | |
| | c | Investments—corporate bonds (attach schedule) | 211,260 | 338,406 | 338,907 | | |
| | Liabilities | 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) | 1,469,354 | 1,926,405 | 2,454,055 | | |
| 17 | | Accounts payable and accrued expenses | | | | | |
| 18 | | Grants payable | | | | | |
| Net Assets or Fund Balances | 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 | | | |
| | | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | | | | |
| 27 | Capital stock, trust principal, or current funds | 1,469,354 | 1,926,405 | | | | |
| 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) | 1,469,354 | 1,926,405 | | | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) . | 1,469,354 | 1,926,405 | | | | |

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 | 1,469,354 |
| 2 | Enter amount from Part I, line 27a | 2 | 457,023 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 28 |
| 4 | Add lines 1, 2, and 3 | 4 | 1,926,405 |
| 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 | 1,926,405 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
|---|---|---|-------------------------------------|
| 1a See Additional Data Table | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|------------------------------------|---|--|---|
| a See Additional Data Table | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

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

| | | | |
|---|---|----------|---------|
| 2 Capital gain net income or (net capital loss) | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> | 2 | 573,087 |
| 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 | 143,165 | 2,432,817 | 0 058847 |
| 2014 | 144,794 | 2,481,975 | 0 058338 |
| 2013 | 148,736 | 2,318,246 | 0 064159 |
| 2012 | 129,397 | 2,121,685 | 0 060988 |
| 2011 | 147,543 | 2,134,028 | 0 069138 |

| | | |
|--|----------|-----------|
| 2 Total of line 1, column (d) | 2 | 0 31147 |
| 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 062294 |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 | 4 | 2,324,089 |
| 5 Multiply line 4 by line 3 | 5 | 144,777 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,955 |
| 7 Add lines 5 and 6 | 7 | 150,732 |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 140,369 |

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 11,910 |
| 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 | 11,910 |
| 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 | 11,910 |
| 6 | Credits/Payments | | |
| a | 2016 estimated tax payments and 2015 overpayment credited to 2016 | 6a | 2,316 |
| b | Exempt foreign organizations—tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 0 |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d. | 7 | 2,316 |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | 9,594 |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶ | 10 | |
| 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 | No |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? 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 | 1b | No |
| 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)

| | | | | |
|-----------|--|-----------|------------|-----------|
| 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? Website address ► | 13 | Yes | |
| 14 | The books are in care of ► <u>WELCH & FORBES LLC</u> Telephone no ► <u>(617) 523-1635</u> | | | |

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 | <input type="checkbox"/> | | |
| | and enter the amount of tax-exempt interest received or accrued during the year | 15 | | |
| 16 | At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | 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.

| | | | | |
|-----------|---|---|------------|-----------|
| 1a | During the year did the foundation (either directly or indirectly) | | Yes | No |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | | 1b | No |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 5b | | |
| 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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i> | | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i> | 6b | | No |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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 | Expense account, (e) other allowances |
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| 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 | Expense account, (e) other allowances |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | 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 RECEIVE PROPOSALS, EVALUATE AND ADMINISTER GRANTS AS OUTLINED IN THE GUIDELINES IN PART XV FOUNDATION DOES NOT HAVE SIGNIFICANT INVESTMENT IN ANY GRANTS | 136,665 |
| 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 | 2,276,993 |
| b | Average of monthly cash balances. | 1b | 82,488 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 2,359,481 |
| 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 | 2,359,481 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 35,392 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 2,324,089 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 116,204 |

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 | 116,204 |
| 2a | Tax on investment income for 2016 from Part VI, line 5. | 2a | 11,910 |
| b | Income tax for 2016 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 11,910 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1. | 3 | 104,294 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 5,000 |
| 5 | Add lines 3 and 4. | 5 | 109,294 |
| 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 | 109,294 |

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 | 140,369 |
| 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 | 140,369 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions). | 5 | 0 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 140,369 |

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 | | | | 109,294 |
| 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. | 42,088 | | | |
| b From 2012. | 24,724 | | | |
| c From 2013. | 34,492 | | | |
| d From 2014. | 22,730 | | | |
| e From 2015. | 23,839 | | | |
| f Total of lines 3a through e. | 147,873 | | | |
| 4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 140,369 | | | | |
| 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. | | | | 109,294 |
| e Remaining amount distributed out of corpus | 31,075 | | | |
| 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 | 178,948 | | | |
| 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). | 42,088 | | | |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a. | 136,860 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2012. | 24,724 | | | |
| b Excess from 2013. | 34,492 | | | |
| c Excess from 2014. | 22,730 | | | |
| d Excess from 2015. | 23,839 | | | |
| e Excess from 2016. | 31,075 | | | |

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

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

| | |
|---|--|
| 1 Information Regarding Foundation Managers: | |
| a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) | |
| b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest | |
| 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: | |
| Check here <input type="checkbox"/> 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 ANN Z AVERY P O BOX 45259 MADISON, WI 537445259 (401) 749-8550 | |
| b The form in which applications should be submitted and information and materials they should include 5 COPIES OF SUMMARY PROPOSAL OF PROJECT WITH DETAILED DESCRIPTION, BUDGET AND SUPPLEMENTARY MATERIALS | |
| c Any submission deadlines ACCEPTS APPLICATIONS ALL YEAR, DEADLINES FOR MEETINGS ARE APRIL 1 AND OCTOBER 1 | |
| d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors EARLY CHILDHOOD EDUCATION, AGES 2 - 12 EXCLUDES FUNDING FOR CAPITAL CAMPAIGNS, OPERATING EXPENSES AND GENERAL FUNDS | |

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient | 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> See Additional Data Table | | | | |
| Total | | | 3a | 136,665 |
| b <i>Approved for future payment</i> | | | | |
| Total | | | 3b | |

Enter gross amounts unless otherwise indicated

| 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 | | | 14 | 92 | |
| 4 Dividends and interest from securities. . . . | | | 14 | 44,070 | |
| 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 | 573,087 | |
| 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). . | | | | 622,249 | |
| 13 Total. Add line 12, columns (b), (d), and (e). | | | 13 | | 622,249 |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

| | | | | |
|---|----------------------|------------------------|---|-------------------------|
| Print/Type preparer's name WAYNE R KURPIEL | Preparer's Signature | Date 2017-05-01 | Check if self-employed ► <input type="checkbox"/> | PTIN P00107798 |
| 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 IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d | | | |
|--|---|---|-------------------------------------|
| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
| 600 AFLAC INC | | 2002-09-23 | 2016-06-29 |
| 75 AFLAC INC | | 2011-06-28 | 2016-06-29 |
| 55 ALPHABET INC CAP STK CL A | | 2011-03-08 | 2016-06-29 |
| 450 AMERIPRISE FINANCIAL INC | | 2009-07-08 | 2016-06-29 |
| 575 ANHEUSER BUSCH INBEV NV SPN ADR | | 2010-12-13 | 2016-06-29 |
| 50 ANSYS INC COM | | 2013-01-23 | 2016-06-29 |
| 30 ANSYS INC COM | | 2009-07-08 | 2016-06-29 |
| 520 ANSYS INC COM | | 2009-07-08 | 2016-09-01 |
| 175 APPLE COMPUTER INC | | 2011-06-28 | 2016-06-13 |
| 150 APPLE COMPUTER INC | | 2010-03-30 | 2016-06-13 |

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

| (e) Gross sales price | Depreciation allowed (f) (or allowable) | Cost or other basis (g) plus expense of sale | Gain or (loss) (h) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 41,715 | | 17,783 | 23,932 |
| 5,214 | | 3,391 | 1,823 |
| 38,257 | | 16,397 | 21,860 |
| 39,576 | | 10,004 | 29,572 |
| 72,737 | | 33,336 | 39,401 |
| 4,408 | | 3,647 | 761 |
| 2,645 | | 858 | 1,787 |
| 49,122 | | 14,877 | 34,245 |
| 17,039 | | 8,375 | 8,664 |
| 14,604 | | 5,066 | 9,538 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (I) 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 | Adjusted basis (j) as of 12/31/69 | Excess of col (i) (k) over col (j), if any | |
| | | | 23,932 |
| | | | 1,823 |
| | | | 21,860 |
| | | | 29,572 |
| | | | 39,401 |
| | | | 761 |
| | | | 1,787 |
| | | | 34,245 |
| | | | 8,664 |
| | | | 9,538 |

| Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d | | | |
|--|---|---|-------------------------------------|
| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
| 210 APPLE COMPUTER INC | | 2010-03-30 | 2016-06-29 |
| 2940 BANK OF AMERICA CORPORATION | | 2013-01-03 | 2016-06-29 |
| 700 BRISTOL MYERS SQUIBB CO | | 2016-06-29 | 2016-08-09 |
| 590 CF INDUSTRIES HOLDINGS INC | | 2015-09-03 | 2016-05-26 |
| 490 CVS CORP | | 2004-10-18 | 2016-06-29 |
| 170 CAPITAL ONE FINL CORP | | 2014-01-15 | 2016-06-29 |
| 180 CARMAX INC | | 2011-02-14 | 2016-06-29 |
| 330 CHEVRONTEXACO CORP | | 2012-05-02 | 2016-06-29 |
| 830 CISCO SYS INC | | 2015-03-31 | 2016-06-29 |
| 1100 COCA COLA CO | | 2009-07-08 | 2016-06-29 |

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

| (e) Gross sales price | Depreciation allowed (f) (or allowable) | Cost or other basis (g) plus expense of sale | Gain or (loss) (h) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 19,768 | | 7,092 | 12,676 |
| 38,381 | | 35,427 | 2,954 |
| 43,379 | | 51,010 | -7,631 |
| 17,350 | | 33,479 | -16,129 |
| 46,236 | | 10,753 | 35,483 |
| 10,355 | | 13,002 | -2,647 |
| 8,577 | | 6,383 | 2,194 |
| 34,388 | | 35,326 | -938 |
| 23,272 | | 23,010 | 262 |
| 48,850 | | 26,730 | 22,120 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (I) 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 | Adjusted basis (j) as of 12/31/69 | Excess of col (i) (k) over col (j), if any | |
| | | | 12,676 |
| | | | 2,954 |
| | | | -7,631 |
| | | | -16,129 |
| | | | 35,483 |
| | | | -2,647 |
| | | | 2,194 |
| | | | -938 |
| | | | 262 |
| | | | 22,120 |

| Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d | | | |
|--|---|---|-------------------------------------|
| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
| 250 COCA COLA CO | | 2011-06-28 | 2016-06-29 |
| 100 DANAHER CORPORATION | | 2004-10-18 | 2016-06-29 |
| 510 ECOLAB INC | | 2004-10-18 | 2016-06-29 |
| 220 FISERV INC WISC | | 2012-03-06 | 2016-06-29 |
| 250 FORTIVE CORP COM | | 2004-10-18 | 2016-07-15 |
| 490 GILEAD SCIENCES INC | | 2008-05-08 | 2016-06-29 |
| 300 INTERNATIONAL BUSINESS MACHS CORP | | 2009-07-08 | 2016-06-29 |
| 190 J P MORGAN CHASE & CO | | 2011-06-28 | 2016-06-29 |
| 425 JOHNSON & JOHNSON | | 2004-11-30 | 2016-06-29 |
| 1300 JOHNSON CTLS INC | | 2002-09-23 | 2016-06-29 |

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

| (e) Gross sales price | Depreciation allowed (f) (or allowable) | Cost or other basis (g) plus expense of sale | Gain or (loss) (h) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 11,102 | | 8,252 | 2,850 |
| 9,959 | | 2,627 | 7,332 |
| 59,498 | | 16,918 | 42,580 |
| 23,248 | | 7,269 | 15,979 |
| 12,744 | | 3,227 | 9,517 |
| 40,261 | | 13,366 | 26,895 |
| 44,175 | | 29,978 | 14,197 |
| 11,492 | | 7,519 | 3,973 |
| 50,494 | | 25,783 | 24,711 |
| 55,691 | | 16,588 | 39,103 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (I) 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 | Adjusted basis (j) as of 12/31/69 | Excess of col (i) (k) over col (j), if any | |
| | | | 2,850 |
| | | | 7,332 |
| | | | 42,580 |
| | | | 15,979 |
| | | | 9,517 |
| | | | 26,895 |
| | | | 14,197 |
| | | | 3,973 |
| | | | 24,711 |
| | | | 39,103 |

| Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d | | | |
|--|---|---|-------------------------------------|
| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
| 25 JOHNSON CTLS INC | | 2011-06-28 | 2016-06-29 |
| 300 MCDONALDS CORP | | 2009-07-08 | 2016-06-29 |
| 940 METLIFE INC | | 2014-01-15 | 2016-06-29 |
| 510 NOVARTIS AG BEARER | | 2010-10-13 | 2016-03-28 |
| 255 NVIDIA CORP | | 2015-09-21 | 2016-06-13 |
| 305 NVIDIA CORP | | 2015-09-21 | 2016-06-29 |
| 45 NVIDIA CORP | | 2015-09-21 | 2016-08-09 |
| 65 O REILLY AUTOMOTIVE INC | | 2010-01-05 | 2016-06-29 |
| 1125 ORACLE CORP | | 2011-03-29 | 2016-06-29 |
| 425 PROCTER & GAMBLE CO | | 2002-02-20 | 2016-06-29 |

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

| (e) Gross sales price | Depreciation allowed (f) (or allowable) | Cost or other basis (g) plus expense of sale | Gain or (loss) (h) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 1,071 | | 1,016 | 55 |
| 35,799 | | 17,082 | 18,717 |
| 36,293 | | 45,318 | -9,025 |
| 37,225 | | 30,473 | 6,752 |
| 12,029 | | 5,917 | 6,112 |
| 14,202 | | 7,077 | 7,125 |
| 2,657 | | 1,044 | 1,613 |
| 17,741 | | 2,510 | 15,231 |
| 45,303 | | 37,002 | 8,301 |
| 35,458 | | 17,936 | 17,522 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|---|
| (i) F M V as of 12/31/69 | Adjusted basis (j) as of 12/31/69 | Excess of col (i) (k) over col (j), if any | |
| | | | 55 |
| | | | 18,717 |
| | | | -9,025 |
| | | | 6,752 |
| | | | 6,112 |
| | | | 7,125 |
| | | | 1,613 |
| | | | 15,231 |
| | | | 8,301 |
| | | | 17,522 |

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

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 790 RESMED INC | | 2008-09-24 | 2016-06-29 |
| 300 STERICYCLE INC | | 2009-07-08 | 2016-06-29 |
| 600 STRYKER CORP | | 2009-07-08 | 2016-06-29 |
| 800 VERIZON COMMUNICATIONS INC | | 2009-07-08 | 2016-06-29 |
| 370 WAL MART STORES INC | | 2014-04-22 | 2016-06-29 |
| 150 ALLERGAN PLC SHS | | 2016-06-29 | 2016-12-09 |
| 620 MEDTRONIC PLC SHS | | 2016-06-29 | 2016-07-27 |
| 170 PERRIGO CO SHS | | 2013-12-19 | 2016-06-29 |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 48,850 | | 17,869 | 30,981 |
| 30,402 | | 14,815 | 15,587 |
| 70,689 | | 22,836 | 47,853 |
| 44,032 | | 21,591 | 22,441 |
| 26,750 | | 28,759 | -2,009 |
| 28,827 | | 40,794 | -11,967 |
| 54,185 | | 53,062 | 1,123 |
| 15,486 | | 25,875 | -10,389 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (I) 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 | |
| | | | 30,981 |
| | | | 15,587 |
| | | | 47,853 |
| | | | 22,441 |
| | | | -2,009 |
| | | | -11,967 |
| | | | 1,123 |
| | | | -10,389 |

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (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 | Expense account, (e) other allowances |
|---|---|--|--|--|
| ROGER C AVERY 5305 WHITCOMB DRIVE MADISON, WI 53711 | TRUSTEE, TREASURER 1 | 0 | | |
| MARILYN LONDON 108 OLD MOUNTAIN ROAD EVERETT, MA 01054 | | | | |
| MARGARET A AVERY 243 PLYMOUTH ROAD NEWTON, MA 02461 | TRUSTEE 1 | 0 | | |
| SUSAN AVERY 16 ABEL JONES PLACE ACTON, MA 01720 | | | | |
| ANN Z AVERY 5305 WHITCOMB DRIVE MADISON, WI 53711 | MANAGER 5 | 5,600 | | |
| NICOLE ROUSMANIERE 6512 22ND STREET N ARLINGTON, VA 22205 | | | | |

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | 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 |
|---|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| COMMUNITY FARMS OUTREACH INC 240 BEAVER STREET WALTHAM, MA 02452 | NONE | EXEMPT | FUNDS FOR POLLINATOR | 1,800 |
| PHILLIPS BROOKS HOUSE ASSOCIATION HARVARD UNIVERSITY ONE NORTH HARVARD YARD CAMBRIDGE, MA 02138 | NONE | EXEMPT | BOSTON REFUGEE YOUTH | 1,280 |
| HULL LIFESAVING MUSEUM INC PO BOX 221 HULL, MA 02045 | NONE | EXEMPT | CURRICULUM DEVELOPMENT & | 6,500 |
| HITCHCOCK CENTER FOR THE ENVIRONMENT 525 SOUTH PLEASANT STREET AMHERST, MA 01002 | NONE | EXEMPT | LEARNING FROM NATURE STEM | 10,000 |
| ISLAND MOVING COMPANY PO BOX 746 NEWPORT, RI 02840 | NONE | EXEMPT | EXPANSION OF MATH INTO | 5,000 |
| PHILLIPS BROOKS HOUSE ASSOCIATION HARVARD UNIVERSITY ONE NORTH HARVARD YARD CAMBRIDGE, MA 02138 | NONE | EXEMPT | NATIVE AMERICAN YOUTH | 1,244 |
| GENESIS CENTER 620 POTTERS AVE PROVIDENCE, RI 02907 | NONE | EXEMPT | SPROUTS FOR GROWING MINDS | 8,805 |
| MADISON AUDUBON SOCIETY INC 1400 EWASHINGTON AVE SUITE 170 MADISON, WI 53703 | NONE | EXEMPT | EXPANSION OF PILOT PROGRAM | 6,000 |
| PHILLIPS BROOKS HOUSE ASSOCIATION HARVARD UNIVERSITY ONE NORTH HARVARD YARD CAMBRIDGE, MA 02138 | NONE | EXEMPT | CHINATOWN ADVENTURE | 790 |
| PHILLIPS BROOKS HOUSE ASSOCIATION HARVARD UNIVERSITY ONE NORTH HARVARD YARD CAMBRIDGE, MA 02138 | NONE | EXEMPT | ROXBURY YOUTH INITIATIVE | 994 |
| PHILLIPS BROOKS HOUSE ASSOCIATION HARVARD UNIVERSITY ONE NORTH HARVARD YARD CAMBRIDGE, MA 02138 | NONE | EXEMPT | CAMBRIDGE YOUTH INITIATIVE | 1,000 |
| PHILLIPS BROOKS HOUSE ASSOCIATION HARVARD UNIVERSITY ONE NORTH HARVARD YARD CAMBRIDGE, MA 02138 | NONE | EXEMPT | KEYLATCH SUMMER PROGRAM | 1,055 |
| AMHERST CINEMA ARTS CENTER INC 28 AMITY ST AMHERST, MA 01002 | NONE | EXEMPT | EXPANSION OF SEE-HEAR-FEEL | 10,000 |
| GREEN MOUNTAIN FARM TO SCHOOL 194 MAIN STREET SUITE 301 NEWPORT, VT 05855 | NONE | EXEMPT | VT HARVEST OF THE MONTH | 10,000 |
| ACRE FAMILY CHILD CARE INC 55 MIDDLE STREET SUITE 500 LOWELL, MA 01852 | NONE | EXEMPT | CURRICULUM PLANNING OF | 5,500 |
| Total ► | | | | 136,665 |
| 3a | | | | |

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | 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 |
|---|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| FIDDLEHEAD CENTER FOR THE ARTS GRAY VILLAGE 25 SHAKER RD GRAY, ME 04039 | NONE | EXEMPT | CREATION OF A BUTTERFLY | 2,850 |
| PHILLIPS BROOKS HOUSE ASSOCIATION HARVARD UNIVERSITY ONE NORTH HARVARD YARD CAMBRIDGE, MA 02138 | NONE | EXEMPT | MISSION HILL SUMMER PROGRAM | 1,818 |
| PHILLIPS BROOKS HOUSE ASSOCIATION HARVARD UNIVERSITY ONE NORTH HARVARD YARD CAMBRIDGE, MA 02138 | NONE | EXEMPT | SOUTH BOSTON OUTREACH GROUP | 1,281 |
| CROSS PLAINS PUBLIC LIBRARY P O BOX 221 CROSS PLAINS, TX 76443 | NONE | EXEMPT | BOOKS FOR SUMMER READING | 1,438 |
| PHILLIPS BROOKS HOUSE ASSOCIATION HARVARD UNIVERSITY ONE NORTH HARVARD YARD CAMBRIDGE, MA 02138 | NONE | EXEMPT | FRANKLIN I-O | 865 |
| RIVER ARTS CENTER 74 PLEASANT ST MORRISVILLE, VT 05661 | NONE | EXEMPT | FOR 2 DROP IN PROGRAMS FOR | 3,630 |
| EXPLORA SCIENCE CENTER AND CHILDRENS MUSEUM 1701 MOUNTAIN ROAD NW ALBUQUERQUE, NM 87104 | NONE | EXEMPT | GROWING A SCIENTIST-FOR | 4,665 |
| PORTER COUNTY CHAPTER 1773 SELO DRIVE SCHEREVILLE, IN 46375 | NONE | EXEMPT | NATURE PLAYGROUND IN A | 7,365 |
| VERA COURT NEIGHBORHOOD 614 VERA COURT MADISON, WI 53704 | NONE | EXEMPT | MATERIALS FOR NEW TUTORING | 10,000 |
| PEORIA PARK DISTRICT 1125 W LAKE AVE PEORIA, IL 61614 | NONE | EXEMPT | DEVELOPMENT OF A DISCOVERY | 16,000 |
| MATLACHA MARINERS INC PO BOX 21 MATLACHA, FL 33993 | NONE | EXEMPT | INSTRUMENTS FOR MONDAY | 5,730 |
| AUDUBON VERMONT 25 SHERMAN HOLLOW ROAD HUNTINGTON, VT 05462 | NONE | EXEMPT | FUNDS FOR PILOT PROGRAM | 5,000 |
| FRIENDS OF THE ANSONIA NATURE CENTER INC ANSONIA, CT 06401 | NONE | EXEMPT | EQUIPMENT TO USE A POND AS | 6,055 |
| Total ► 3a | | | | 136,665 |

TY 2016 Accounting Fees Schedule**Name:** FRANCES R DEWING FOUNDATION 7600-07552015480**EIN:** 04-6114839

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------------|---------------|----------------------------------|--------------------------------|--|
| TAX PREPARATION FEE | 3,350 | 2,848 | | 503 |

TY 2016 Investments Corporate Bonds Schedule**Name:** FRANCES R DEWING FOUNDATION 7600-07552015480**EIN:** 04-6114839

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|-------------------------------|--------------------------------------|
| 17,752.056 SHS VANGUARD HIGH Y | 99,000 | 103,494 |
| 1,350 SHS ISHARES 1-3 YEAR CRE | 141,260 | 141,669 |
| 800 SHS ISHARES IBOXX \$ INVST | 98,146 | 93,744 |

TY 2016 Investments Corporate Stock Schedule

Name: FRANCES R DEWING FOUNDATION 7600-07552015480
EIN: 04-6114839

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| AFLAC INC | | |
| AMERIPRISE FINANCIAL INC | | |
| 410 SHS APPLE INC | 13,846 | 47,486 |
| 510 SHS CVS HEALTH CORP | 11,192 | 40,244 |
| CHEVRON CORP NEW | | |
| 500 SHS DANAHER CORPORATION | 9,908 | 38,920 |
| ECOLAB INC | | |
| NOVARTIS AG ADR | | |
| 1,580 SHS GENERAL ELECTRIC CO | 36,982 | 49,928 |
| JOHNSON & JOHNSON | | |
| JOHNSON CONTROLS INC | | |
| INTERNATIONAL BUSINESS MACHINE | | |
| 200 SHS O'REILLY AUTOMOTIVE IN | 7,722 | 55,682 |
| 475 SHS PEPSICO INC | 29,810 | 49,699 |
| PROCTOR & GAMBLE CO | | |
| RESMED INC | | |
| 495 SHS UNITED TECHNOLOGIES CO | 25,553 | 54,262 |
| METLIFE INC | | |
| ORACLE CORP | | |
| LEADVILLE CORP | 15,552 | 15,552 |
| ANHEUSER BUSCH INBEV ADR | | |
| GILEAD SCIENCES INC | | |
| ANSYS INC | | |
| 840 SHS CARMAX INC | 29,325 | 54,088 |
| COCA COLA CO | | |
| BANK OF AMERICA CORP | | |
| 720 SHS JPMORGAN CHASE & CO | 24,646 | 62,129 |
| MCDONALDS CORP | | |
| 620 SHS SCHLUMBERGER LTD | 35,216 | 52,049 |
| STERICYCLE INC | | |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| STRYKER CORP | | |
| VERIZON COMMUNICATIONS INC | | |
| 510 SHS FISERV INC | 16,851 | 54,203 |
| PERRIGO CO | | |
| 610 SHS CAPITAL ONE FINANCIAL | 44,296 | 53,216 |
| 3,000 SHS KAYNE ANDERSON MLP | 67,083 | 58,740 |
| 420 SHS CELGENE CORP | 36,705 | 48,615 |
| WAL-MART STORES INC | | |
| 55 SHS ALPHABET INC CAP STK CL | 16,395 | 42,450 |
| 55 SHS ALPHABET INC CAP STK CL | | |
| CF INDUSTRIES HOLDING | | |
| CISCO SYSTEMS INC | | |
| 955 NVIDIA CORP | 22,013 | 101,937 |
| 240 SHS ROPER TECHNOLOGIES INC | 41,780 | 43,939 |
| 1,050 SHS ABBOT LABORATORIES | 40,489 | 40,331 |
| 160 SHS BIOGEN INC | 38,202 | 45,373 |
| 500 SHS CARDINAL HEALTH INC | 41,910 | 35,985 |
| 1,100 CHURCH & DWIGHT CO INC | 54,695 | 48,609 |
| 1,140 COGNEX CORP | 46,975 | 72,527 |
| 780 SHS COMCAST CORP | 49,943 | 53,859 |
| 610 SHS EOG | 50,731 | 61,671 |
| 450 SHS FACEBOOK INC CL A | 51,337 | 51,773 |
| 350 SHS HOME DEPOT | 44,542 | 46,928 |
| 1,720 SHS HOSPITALITY PROPERT | 48,164 | 54,593 |
| 1,560 INTEL CORP | 49,592 | 56,581 |
| 130 SHS METTLER TOLEDO INTERNA | 46,850 | 54,413 |
| 440 SHS MIDDLEBY CORP | 50,844 | 56,676 |
| 30 SHS PRICELINE GRP | 37,271 | 43,982 |
| 370 SHS RAYTHEON CO | 49,805 | 52,540 |
| 440 SHS STANLEY BLACK & DECKER | 53,762 | 50,464 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------------|------------------------|-------------------------------|
| 670 SHS TJX COS INC | 51,006 | 50,337 |
| 600 SHS VISA INC CLASS A SHS | 45,784 | 46,812 |
| 860 SHS WELLS FARGO & CO NEW | 40,135 | 47,395 |
| 1,750 SHS SUNCOR ENERGY INC | 48,002 | 57,208 |
| 360 SHS CHUBB LIMITED COM | 45,831 | 47,563 |
| 910 SHS STARBUCKS | 51,388 | 50,523 |

TY 2016 Other Expenses Schedule**Name:** FRANCES R DEWING FOUNDATION 7600-07552015480**EIN:** 04-6114839**Other Expenses Schedule**

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------|--------------------------------------|--------------------------|------------------------|---|
| FILING FEE | 35 | 0 | | 35 |

TY 2016 Other Income Schedule

Name: FRANCES R DEWING FOUNDATION 7600-07552015480

EIN: 04-6114839

TY 2016 Other Increases Schedule

Name: FRANCES R DEWING FOUNDATION 7600-07552015480

EIN: 04-6114839

| Description | Amount |
|---------------------------|--------|
| PRIOR YEAR ROC ADJUSTMENT | 28 |

TY 2016 Other Professional Fees Schedule**Name:** FRANCES R DEWING FOUNDATION 7600-07552015480**EIN:** 04-6114839

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------------|---------------|----------------------------------|--------------------------------|--|
| INVESTMENT MANAGEMENT FEES | 15,510 | 13,183 | | 2,326 |

TY 2016 Taxes Schedule**Name:** FRANCES R DEWING FOUNDATION 7600-07552015480**EIN:** 04-6114839

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------------|--------|--------------------------|------------------------|---|
| FOREIGN TAXES | 956 | 956 | | 0 |
| PRIOR YEAR EXCISE TAX | 794 | 0 | | 0 |
| FEDERAL ESTIMATED TAX | 2,316 | 0 | | 0 |