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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE ROBERT AND MICHELLE COOKE ATCHINSON FOUNDATION		A Employer identification number 04-6875099
Number and street (or P O box number if mail is not delivered to street address) 115 COMMONWEALTH AVENUE	Room/suite 2	B Telephone number 781-863-0458
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02116		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) \$ 65,642,442.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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	3,982,561.		N/A	
	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	1,310,011.	1,310,011.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,060,256.			
	b Gross sales price for all assets on line 6a	30,736,226.			
	7 Capital gain net income (from Part IV, line 2)		2,060,256.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	118,489.	118,489.		STATEMENT 2	
12 Total. Add lines 1 through 11	7,471,317.	3,488,756.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	13,870.	6,935.	6,935.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 4	203,377.	13,377.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	STMT 5	211,784.	211,784.	0.	
24 Total operating and administrative expenses. Add lines 13 through 23		429,031.	232,096.	6,935.	
25 Contributions, gifts, grants paid		1,605,200.		1,605,200.	
26 Total expenses and disbursements. Add lines 24 and 25		2,034,231.	232,096.	1,612,135.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		5,437,086.			
b Net investment income (if negative, enter -0-)			3,256,660.		
c Adjusted net income (if negative, enter -0-)			N/A		

623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions.

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**THE ROBERT AND MICHELLE COOKE ATCHINSON
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		11,245,271.	94,027.	94,027.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 6	26,660,981.	31,330,864.	33,940,983.
	c	Investments - corporate bonds	STMT 7	1,520,037.	2,665,539.	2,668,493.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other	STMT 8	8,943,209.	19,432,696.	28,894,352.
14		Land, buildings, and equipment, basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶ STATEMENT 9)		12,218.	44,587.	44,587.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		48,381,716.	53,567,713.	65,642,442.
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				
	22	Other liabilities (describe ▶ STATEMENT 10)		267,662.	16,573.	
	23	Total liabilities (add lines 17 through 22)		267,662.	16,573.	
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		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds		48,114,054.	53,551,140.	
	30	Total net assets or fund balances		48,114,054.	53,551,140.	
	31	Total liabilities and net assets/fund balances		48,381,716.	53,567,713.	

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	48,114,054.
2	Enter amount from Part I, line 27a	2	5,437,086.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	53,551,140.
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	53,551,140.

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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				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 30,736,226.		28,675,970.	2,060,256.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			2,060,256.	
2 Capital gain net income or (net capital loss)		2		2,060,256.
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). If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	2,433,553.	47,023,725.	.051752
2014	1,866,544.	33,326,202.	.056008
2013	648,169.	25,745,515.	.025176
2012	234,803.	19,936,731.	.011777
2011	2,725.	18,602,524.	.000146

2 Total of line 1, column (d)	2	.144859
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	.028972
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	56,787,237.
5 Multiply line 4 by line 3	5	1,645,240.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	32,567.
7 Add lines 5 and 6	7	1,677,807.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,612,135.

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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	65,133.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	65,133.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	65,133.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	165,756.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	165,756.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
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	100,623.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ 100,623. 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?	☐	☒
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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	☐	☒
c Did the foundation file Form 1120-POL for this year?	☐	☒
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	☐	☒
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	☐	☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	☒	
b If "Yes," has it filed a tax return on Form 990-T for this year?	☒	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	☐	☒
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?	☒	
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	☒	
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	☒	
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	☐	☒
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	☐	☒

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

STMT 11

Website address ▶ N/A

14 The books are in care of ▶ ROBERT G. ATCHINSON - TRUSTEE Telephone no ▶ 781-863-0458
 Located at ▶ 115 COMMONWEALTH AVENUE, BOSTON, MA ZIP+4 ▶ 02116

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 N/A

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?
 See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶

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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ▶ ☐	1b	
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	X
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 ▶ _____, _____, _____, _____			
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.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
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)		N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		3b	
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?		4a	X
		4b	X

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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

X

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

6b

X

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

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

7b

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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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	52,423,186.
b	Average of monthly cash balances	1b	5,228,831.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	57,652,017.
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	57,652,017.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	864,780.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,787,237.
6	Minimum investment return. Enter 5% of line 5	6	2,839,362.

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	2,839,362.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	65,133.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	65,133.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,774,229.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,774,229.
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	2,774,229.

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	1,612,135.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,612,135.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,612,135.

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.

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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				2,774,229.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			758,595.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,612,135.				
a Applied to 2015, but not more than line 2a			758,595.	
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				853,540.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,920,689.
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	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2 a 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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 13

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:

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

c Any submission deadlines:

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

THE ROBERT AND MICHELLE COOKE ATCHINSON
FOUNDATION

Form 990-PF (2016)

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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				
BETHANY HEALTH CARE CENTER 97 BETHANY ROAD FRAMMINGHAM, MA 01702	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	TO PROVIDE HIGH QUALITY HEALTH CARE FOR RESIDENTS	10,000.
BIG BROTHER BIG SISTER CENTRAL MASS/METROWEST 484 MAIN STREET, SUITE 360 WORCESTER, MA 01608	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	SUPPORT MENTORING FOR CHILDREN THROUGHOUT CENTRAL MASSACHUSETTS.	20,000.
BIG BROTHER BIG SISTER CENTRAL MASSACHUSETTS BAY 75 FEDERAL STREET, 8TH FLOOR BOSTON, MA 02110	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	SUPPORT MENTORING FOR CHILDREN THROUGHOUT MASSACHUSETTS.	50,000.
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	TO SUPPORT EDUCATION AND COMMUNITY PROGRAMS AIMED TO INCREASE ACCESS TO AND PASSION FOR ORCHESTRAL MUSIC	27,200.
BOSTON'S CHILDRENS HOSPITAL 300 LONGWOOD AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	GENERAL SUPPORT FOR MEDICAL RESEARCH AND SUPPORT	20,000.
Total	SEE CONTINUATION SHEET(S)			1,605,200.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated.

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

Form 990-PF (2016)

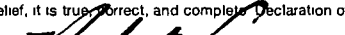
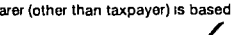
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | 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? | | Yes | No |
|--|-----------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| 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 | | | |

[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
N/A		

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.				May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No		
	Signature of officer or trustee 		Date 11/15/17		Title TRUSTEE		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	ANTHONY J DAIGLE				11-15-17		P00435918
	Firm's name ▶ DAIGLE & ASSOCIATES LLP					Firm's EIN ▶ 01-0825608	
	Firm's address ▶ 176 FEDERAL STREET BOSTON, MA 02110					Phone no. 617-619-3350	

Form **990-PF** (2016)

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 PUBLICLY TRADED SECURITIES		P		
b FROM K-1 - ADAGE CAPITAL		D		
c FROM K-1 - ADAGE CAPITAL		D		
d FROM K-1 - THE BLACKSTONE GROUP		D		
e FROM K-1 - LIFELINE CAPITAL		D		
f FROM K-1 - KKR & CO		P		
g FROM K-1 - KKR & CO. 6.75%		P		
h PTP BASIS ADJUSTMENTS		P		
i FROM K-1 - KKR & CO. 6.5%		P		
j FROM K-1 - NUVEEN		P		
k CAPITAL GAINS DIVIDENDS				
l				
m				
n				
o				

(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 30,184,769.		28,662,542.	1,522,227.
b 415,088.			415,088.
c		13,428.	<13,428.>
d 9,151.			9,151.
e			0.
f 15,142.			15,142.
g 996.			996.
h 79,812.			79,812.
i 164.			164.
j 2.			2.
k 31,102.			31,102.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			1,522,227.
b			415,088.
c			<13,428.>
d			9,151.
e			0.
f			15,142.
g			996.
h			79,812.
i			164.
j			2.
k			31,102.
l			
m			
n			
o			

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	2,060,256.
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). If (loss), enter "-0-" in Part I, line 8		3	N/A

**THE ROBERT AND MICHELLE COOKE ATCHINSON
FOUNDATION**

04-6875099

Part XV Supplementary Information .

3 Grants and Contributions Paid During the Year (Continuation)				
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
CAMP HARBOR VIEW 200 CLARENDON STREET, 60TH FLOOR BOSTON, MA 02116	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	TQ SUPPORT SUMMER CAMPS AND ACTIVITES PROVIDED TO BOSTON'S AT-RISK NEIGHBORHOODS.	50,000.
CAMPAIGN FOR CATHOLIC SCHOOLS 66 BROOKS DRIVE BRAINTREE, MA 02184	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	TO STRENGTHEN & SUPPORT CATHOLIC ELEMENTARY SCHOOLS IN BOSTON NEIGHBORHOODS.	150,000.
CARE 2 COMMUNITIES 1320 CENTRE STREET, SUITE 202 NEWTON CENTER, MA 02459	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	PROVIDE LIFESAVING MEDICAL INTERVENTIONS FOR WOMEN AND CHILDREN IN THE DEVELOPING WORLD	50,000.
CARITAS COMMUNITIES 25 BRAINTREE HILL OFFICE PARK BRAINTREE, MA 02184	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	TO SERVE THE POOR AND TO PROMOTE CHARITY AND JUSTICE	15,000.
HORIZONS FOR HOMELESS CHILDREN 1705 COLUMBUS AVE ROXBURY, MA 02119	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	TO IMPROVE THE LIVES OF YOUNG HOMELESS CHILDREN IN MASSACHUSETTS	35,000.
MARANYUNDO INITIATIVE 2 ATLANTIC AVENUE, 4TH FLOOR BOSTON, MA 02110	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	PROVIDING ACCESS TO AND EXCELLENCE IN GIRLS' EDUCATION IN RWANDA	50,000.
MASSACHUSETTS EYE & EAR 243 CHARLES STREET BOSTON, MA 02114	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	INCREASE MEDICAL RESEARCH	110,000.
MASSACHUSETTS GENERAL HOSPITAL 100 CAMBRIDGE STREET, SUITE 1310 BOSTON, MA 02114	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	ENSURE THAT DIVERSE PATIENTS AND FAMILIES RECEIVE HIGH QUALITY HEALTH CARE	8,000.
MEDICINES FOR HUMANITY 800 HINGHAM STREET, SUITE 1800 ROCKLAND, MA 02370	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	TO PROVIDE MEDICAL SUPPORT TO CHILDREN IN IMPOVERISHED COMMUNITIES WORLDWIDE.	10,000.
NANTUCKET COTTAGE HOSPITAL 57 PROSPECT STREET NANTUCKETT, MA 02554	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	GENERAL SUPPORT FOR MEDICAL RESEARCH AND SERVICES	25,000.
Total from continuation sheets				1,478,000.

THE ROBERT AND MICHELLE COOKE ATCHINSON
FOUNDATION

04-6875099

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
NATIVITY PREPARATORY SCHOOL 39 LAMARTINE STREET JAMAICA PLAIN, MA 02130	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	TO SUPPORT EDUCATIONAL ACTIVITIES	50,000.
PAN MASS CHALLENGE 77 FOURTH AVENUE NEEDHAM, MA 02494	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	PROVIDE DANA-FARBER'S DOCTORS AND RESEARCHERS THE NECESSARY RESOURCES TO DISCOVER CURES FOR ALL	50,000.
PARTNERS IN HEALTH 800 BOYLSTON STREET, SUITE 1400 BOSTON, MA 02199	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	IMPROVE THE HEALTH OF THE POOR AND MARGINALIZED	30,000.
PLAY BALL 57 MAIN STREET, 7TH FLOOR CONCORD, MA 01742	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	TO CREATE AND EXPAND SPORTS OPPORTUNITIES FOR URBAN MIDDLE SCHOOLERS	10,000.
SCHOLAR ATHLETES 57 MAGAZINE STREET BOSTON, MA 02119	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	PROVIDE RESOURCES TO IMPROVE LEADERSHIP AND EXCELLENCE IN HIGH SCHOOL STUDENTS	50,000.
THE RED SOX FOUNDATION 4 YAWKEY WAY BOSTON, MA 02215	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	SUPPORT THE EDUCATION, RECREATION AND HEALTH NEEDS OF CHILDREN AND FAMILIES IN NEED ACROSS NEW ENGLAND	100,000.
UPSTREAM USA 1630 SAN PABLO AVENUE, SUITE 400 OAKLAND, CA 94612	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	TO IMPROVE AND CHANGE REPRODUCTIVE HEALTH CARE	500,000.
US FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	SUPPORT INNOVATIVE SOLUTIONS FOR EMERGENCY SITUATIONS	25,000.
YEAR UP 45 MILK STREET, 9TH FLOOR BOSTON, MA 02109	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	TO SUPPORT THE DEVELOPMENT OF YOUNG MEN AND WOMEN IN TECHNICAL AND PROFESSIONAL SKILLS.	25,000.
RON BURTON TRAINING VILLAGE P.O. BOX 2 HUBBARDSTON, MA 01452	NONE	PUBLIC CHARITY, SEC. 509(A)(1)	TO ENRICH THE LIVES OF CHALLENGED YOUTH IN AREAS OF CHARACTER AND LEADERSHIP	35,000.
Total from continuation sheets				

04-6875099

3 Grants and Contributions Paid During the Year (Continuation)

623631
04-01-16

Part XV | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - PAN MASS CHALLENGE

PROVIDE DANA-FARBER'S DOCTORS AND RESEARCHERS THE NECESSARY RESOURCES
TO DISCOVER CURES FOR ALL TYPES OF CANCER.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

THE ROBERT AND MICHELLE COOKE ATCHINSON
FOUNDATION

Employer identification number

04-6875099

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization
**THE ROBERT AND MICHELLE COOKE ATCHINSON
 FOUNDATION**

Employer identification number

04-6875099

Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT & MICHELLE ATCHINSON 115 COMMONWEALTH AVENUE BOSTON, MA 02116	\$ 3,982,561.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

04-6875099

Part II

[illegible]

Name of organization THE ROBERT AND MICHELLE COOKE ATCHINSON FOUNDATION	Employer identification number 04-6875099
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - ADAGE CAPITAL - DIVIDENDS	224,611.	0.	224,611.	224,611.	
FROM K-1 - ADAGE CAPITAL - INTEREST	3,031.	0.	3,031.	3,031.	
FROM K-1 - KKR & CO - DIVIDENDS	8,818.	0.	8,818.	8,818.	
FROM K-1 - KKR & CO - INTEREST	6,026.	0.	6,026.	6,026.	
FROM K-1 - KKR & CO. 6.5% - DIVIDENDS	579.	0.	579.	579.	
FROM K-1 - KKR & CO. 6.5% - INTEREST	429.	0.	429.	429.	
FROM K-1 - KKR & CO. 6.75% - DIVIDENDS	4,741.	0.	4,741.	4,741.	
FROM K-1 - KKR & CO. 6.75% - INTEREST	3,526.	0.	3,526.	3,526.	
FROM K-1 - KKR FINANCIAL HOLDINGS LLC	3,497.	0.	3,497.	3,497.	
FROM K-1 - KKR FINANCIAL HOLDINGS LLC - INTEREST	2,590.	0.	2,590.	2,590.	
FROM K-1 - LIFELINE - DIVIDENDS	131.	0.	131.	131.	
FROM K-1 - LIFELINE - INTEREST	57.	0.	57.	57.	
FROM K-1 - NUVEEN - INTEREST	115.	0.	115.	115.	
FROM K-1 - THE BLACKSTONE GROUP LP - DIVIDENDS	1,195.	0.	1,195.	1,195.	
FROM K-1 - THE BLACKSTONE GROUP LP - INTEREST	5,420.	0.	5,420.	5,420.	
MORGAN STANLEY - 7880 - ACCD INT RECEIVED	27,960.	0.	27,960.	27,960.	
MORGAN STANLEY - 7880 - DIVIDENDS	950,137.	31,102.	919,035.	919,035.	

MORGAN STANLEY -				
7880 - INTEREST	113,796.	0.	113,796.	113,796.
MORGAN STANLEY -				
7880 - LESS ACCD				
INT PURCHASED	<16,746.>	0.	<16,746.>	<16,746.>
MORGAN STANLEY -				
7880 - TAX EXEMPT				
DIVIDENDS	1,200.	0.	1,200.	1,200.
TO PART I, LINE 4	1,341,113.	31,102.	1,310,011.	1,310,011.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - THE BLACKSTONE GROUP	3,534.	3,534.	
FROM K-1 - KKR FINANCIAL	108.	108.	
FROM K-1 - KKR & CO. 6.75%	1,440.	1,440.	
FROM K-1 - KKR & CO	<8,264.>	<8,264.>	
FROM K-1 - NUVEEN	<3,054.>	<3,054.>	
OTHER INVESTMENT INCOME	149,760.	149,760.	
FROM K-1 - KKR & CO. 6.5%	182.	182.	
FROM K-1 - ADAGE CAPITAL	<25,217.>	<25,217.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	118,489.	118,489.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	13,870.	6,935.		6,935.
TO FORM 990-PF, PG 1, LN 16B	13,870.	6,935.		6,935.

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM K-1 - ADAGE CAPITAL - FOREIGN TAX PAID	3,162.	3,162.		0.
FROM K-1 - KKR & CO - FOREIGN TAX PAID	46.	46.		0.
MORGAN STANLEY - FOREIGN TAX PAID	9,161.	9,161.		0.
FEDERAL TAXES	190,000.	0.		0.
STATE TAXES	1,000.	1,000.		0.
FROM K-1 - BLACKSTONE - FOREIGN TAXES PAID	8.	8.		0.
TO FORM 990-PF, PG 1, LN 18	203,377.	13,377.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM K-1 - ADAGE CAPITAL - INVESTMENT INTEREST	61,037.	61,037.		0.
FROM K-1 - ADAGE CAPITAL - ORDINARY INCOME	<3,082.>	<3,082.>		0.
FROM K-1 - AZURE MIDSTREAM - ORDINARY INCOME	2,901.	2,901.		0.
FROM K-1 - BLACKSTONE - ORDINARY INCOME	<592.>	<592.>		0.
FROM K-1 - BLACKSTONE - NET RENTAL INCOME	<401.>	<401.>		0.
FROM K-1 - KKR & CO. 6.75% - ORDINARY INCOME	<1,523.>	<1,523.>		0.
FROM K-1 - KKR & CO. 6.75% - RENTAL INCOME	<110.>	<110.>		0.
FROM K-1 - KKR & CO. 6.75% - ROYALTIES	<229.>	<229.>		0.
FROM K-1 - KKR & CO. 6.5% - ORDINARY INCOME	<183.>	<183.>		0.
FROM K-1 - KKR & CO. 6.5% - RENTAL INCOME	<13.>	<13.>		0.
FROM K-1 - KKR & CO. 6.5% - ROYALTIES	<27.>	<27.>		0.
FROM K-1 - KKR & CO - ORDINARY INCOME	<2,822.>	<2,822.>		0.

FROM K-1 - KKR & CO - RENTAL INCOME	<26.>	<26.>	0.
FROM K-1 - KKR & CO - ROYALTIES	<422.>	<422.>	0.
FROM K-1 - KKR FINANCIAL - ORDINARY INCOME	<1,593.>	<1,593.>	0.
FROM K-1 - KKR FINANCIAL - RENTAL INCOME	<913.>	<913.>	0.
FROM K-1 - KKR FINANCIAL - ROYALTIES	<518.>	<518.>	0.
FROM K-1 - LIFELINE CAPITAL MANAGEMENT - ORDINARY LOSS	103,065.	103,065.	0.
FROM K-1 - TARGA - ORDINARY INCOME	<6,750.>	<6,750.>	0.
OTHER EXPENSES - MORGAN STANLEY 7880	64,054.	64,054.	0.
FROM K-1 - BLACKSTONE - ROYALTY INCOME	<69.>	<69.>	0.
TO FORM 990-PF, PG 1, LN 23	211,784.	211,784.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - 7880 - CORPORATE STOCK	31,330,864.	33,940,983.
TOTAL TO FORM 990-PF, PART II, LINE 10B	31,330,864.	33,940,983.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - 7880 - CORPORATE BONDS	2,665,539.	2,668,493.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,665,539.	2,668,493.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1,535 SHS HIGHFIELDS CAPITAL LTD.	COST	1,100,000.	7,684,277.
ADAGE CAPITAL PARTNERS LP	COST	16,702,548.	18,574,780.
MORGAN STANLEY - 7880 - INVESTMENT TRUSTS	COST	49,396.	48,906.
LIFELINE CAPITAL MANAGEMENT LLC	COST	1,363,288.	2,475,613.
REGIMENT CAPITAL LTD.	COST	217,464.	110,776.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,432,696.	28,894,352.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM MS	11,655.	43,462.	43,462.
DUE FROM TARGA	563.	1,125.	1,125.
TO FORM 990-PF, PART II, LINE 15	12,218.	44,587.	44,587.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
MS - UNSETTLED PURCHASES	267,662.	0.
OTHER ACCOUNTS PAYABLE	0.	16,573.
TOTAL TO FORM 990-PF, PART II, LINE 22	267,662.	16,573.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 11

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

ADAGE CAPITAL PARTNERS, L.P.

04-3574590

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

200 CLARENDON STREET, 52ND FLOOR
BOSTON, MA 02116

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
ROBERT G. ATCHINSON 115 COMMONWEALTH AVENUE BOSTON, MA 02116	TRUSTEE 1.00	0.	0. 0.
MICHELLE COOKE ATCHINSON 115 COMMONWEALTH AVENUE BOSTON, MA 02116	TRUSTEE 1.00	0.	0. 0.
DANIEL S. ATCHINSON 115 COMMONWEALTH AVENUE BOSTON, MA 02116	TRUSTEE 1.00	0.	0. 0.
KATHERINE M. ATCHINSON 115 COMMONWEALTH AVENUE BOSTON, MA 02116	TRUSTEE 1.00	0.	0. 0.
CHRISTINE J. ATCHINSON 115 COMMONWEALTH AVENUE BOSTON, MA 02116	TRUSTEE 1.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

ROBERT G. ATCHINSON

MICHELLE COOKE ATCHINSON