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

Name of foundation BAFFLIN FOUNDATION		A Employer identification number 05-0454795	
Number and street (or P.O. box number if mail is not delivered to street address) C/O SILVER100 WESTMINSTER NO 1500		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 02903		B Telephone number (see instructions) (401) 274-2000	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐ 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) \$ 19,206,158		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	427,764	427,764		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-61,880			
	b Gross sales price for all assets on line 6a 1,692,088				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	15,131	15,131		
	12 Total. Add lines 1 through 11	381,015	442,895		
	13 Compensation of officers, directors, trustees, etc	116,264	23,252		93,012
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	780	780		0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	3,333	3,333		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	23,003	23,003		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	855	855		0
	24 Total operating and administrative expenses. Add lines 13 through 23	144,235	51,223		93,012
	25 Contributions, gifts, grants paid	940,925			940,925
	26 Total expenses and disbursements. Add lines 24 and 25	1,085,160	51,223		1,033,937
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-704,145			
	b Net investment income (if negative, enter -0-)		391,672		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	218,878	120,691	120,691	
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)	1,734,381	1,733,768	1,807,269	
	b	Investments—corporate stock (attach schedule)	16,009,055	15,380,813	17,077,383	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	207,440	229,634	200,815	
	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)	18,169,754	17,464,906	19,206,158		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	18,169,754	17,464,906		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
	29	Retained earnings, accumulated income, endowment, or other funds	0	0		
30	Total net assets or fund balances (see instructions)	18,169,754	17,464,906			
31	Total liabilities and net assets/fund balances (see instructions) .	18,169,754	17,464,906			

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	18,169,754
2	Enter amount from Part I, line 27a	2	-704,145
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	17,465,609
5	Decreases not included in line 2 (itemize) ▶ _____	5	703
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	17,464,906

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a GMO SHARE REDEMPTION	P	2005-12-29	2016-03-10
b GMO SHARE REDEMPTION	P	2005-12-29	2016-12-06
c BOA-US TRUST ST	P	2016-01-01	2016-12-22
d BOA-US TRUST LT	P	2015-01-01	2016-05-26
e CAPITAL GAINS DIVIDENDS	P		

(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 300,396		382,267	-81,871
b 100,150		120,906	-20,756
c 886,009		886,009	0
d 395,220		364,786	30,434
e 10,313			10,313

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			-81,871
b			-20,756
c			0
d			30,434
e			10,313

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	-61,880
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	983,045	20,239,810	0 048570
2014	1,127,930	21,337,297	0 052862
2013	797,930	20,975,805	0 038040
2012	595,060	18,285,754	0 032542
2011	899,046	18,741,454	0 047971

2 Total of line 1, column (d)	2	0 219985
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 043997
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	18,756,658
5 Multiply line 4 by line 3	5	825,237
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,917
7 Add lines 5 and 6	7	829,154
8 Enter qualifying distributions from Part XII, line 4	8	1,033,937

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	3,917
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	3,917
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	3,917
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	8,000
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	8,000
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	4,083
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 4,083 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 ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	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) ▶ RI		
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 ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>PAUL A SILVER ESQ</u> Telephone no ► <u>(401) 274-2000</u>			

Located at ► 100 WESTMINSTER ST SUITE 1500 PROVIDENCE RI ZIP+4 ► 02903

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	☐		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐ Yes ☒ No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐ Yes ☒ No	
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No 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)	5b		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ 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
PAUL A SILVER 100 WESTMINSTER ST STE 1500 PROVIDENCE, RI 02903	DIRECTOR/SECRETARY 4 00	58,132	0	0
MICHAEL M EDWARDS 40 RIDGEWOOD ROAD ATTLEBORO, MA 02703	DIRECTOR/TREASURER 4 00	58,132	0	0
JOACHIM A WEISSFELD 100 WESTMINSTER ST STE 1500 PROVIDENCE, RI 02903	DIRECTOR 0 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	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.				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0

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	18,718,469
b	Average of monthly cash balances.	1b	323,823
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	19,042,292
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	19,042,292
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	285,634
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	18,756,658
6	Minimum investment return. Enter 5% of line 5.	6	937,833

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	937,833
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	3,917
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,917
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	933,916
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	933,916
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	933,916

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	1,033,937
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	1,033,937
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	3,917
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,030,020

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				933,916
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			528,317	
b Total for prior years 20____, 20____, 20____		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 ▶ \$ <u>1,033,937</u>				
a Applied to 2015, but not more than line 2a			528,317	
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.				505,620
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				428,296
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
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)

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

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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 ☐ 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

PAUL A SILVER ESQ SECRETARY
100 WESTMINSTER ST STE 1500
PROVIDENCE, RI 02903
(401) 274-2000
PSILVER@HINCKLEYALLEN.COM

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

NO SPECIAL FORM

c Any submission deadlines

NONE

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

CURRENT PRIMARY CHARITABLE FIELDS INCLUDE ART MUSEUMS AND THE PRESERVATION OF LAND AND WILDLIFE

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	940,925
b <i>Approved for future payment</i>				
Total			3b	0

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					
4 Dividends and interest from securities.			14	427,764	
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.			14	15,131	
8 Gain or (loss) from sales of assets other than inventory			18	-61,880	
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). . .		0		381,015	0
13 Total. Add line 12, columns (b), (d), and (e).			13		381,015

(See worksheet in line 13 instructions to verify calculations)

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

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

Print/Type preparer's name PAUL A SILVER	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01059918
Firm's name ▶ HINCKLEY ALLEN & SNYDER LLP				Firm's EIN ▶ 05-0262309
Firm's address ▶ 100 WESTMINSTER ST SUITE 1500 PROVIDENCE, RI 02903				Phone no (401) 274-2000

Form 990PF 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 <i>Paid during the year</i>				
BUZZARDS BAY COALITION 114 FRONT STREET NEW BEDFORD, MA 02740	NONE	PUBLIC	PROGRAM SUPPORT	35,000
CARLISLE CONSERVATION FOUNDATION PO BOX 300 CARLISLE, MA 01741	NONE	PUBLIC	PROGRAM SUPPORT	25,000
CLARK ART INSTITUTE THE EXPLORERS CLUB 46 EAST 70TH STREET NEW YORK, NY 10021	NONE	PUBLIC	PROGRAM SUPPORT	10,000
DECORDOVA SCULPTURE PARK 51 SANDY POND ROAD LINCOLN, MA 01773	NONE	PUBLIC	PROGRAM SUPPORT	5,000
FORT WILLIAMS PARK FOUNDATION PO BOX 6260 CAPE ELIZABETH, ME 04107	NONE	PUBLIC	PROGRAM SUPPORT	16,950
GEORGES RIVER LAND TRUST 8 NORTH MAIN STREET SUITE 200 ROCKLAND, ME 04841	NONE	PUBLIC	PROGRAM SUPPORT	35,000
GREATER WORCESTER LAND TRUST 4 ASH STREET WORCESTER, MA 016082156	NONE	PUBLIC	PROGRAM SUPPORT	25,000
GREENBELT 82 EASTER AVENUE ESSEX, MA 01929	NONE	PUBLIC	SUPPORT AND PRESERVATION	75,000
KESTREL LAND TRUST PO BOX 1016 AMHERST, MA 01004	NONE	PUBLIC	SUPPORT AND PRESERVATION	10,000
LOWELL HUMANE SOCIETY 951 BROADWAY STREET LOWELL, MA 01854	NONE	PUBLIC	PROGRAM SUPPORT	8,000
MANCHESTER LAND CONSERVATION TR 20 HARTFORD ROAD MANCHESTER, CT 06040	NONE	PUBLIC	PROGRAM SUPPORT	25,000
MOUNT GRACE LAND CONSERVATION TR 1461 OLD KEENE ROAD ATHOL, MA 013319734	NONE	PUBLIC	PROGRAM SUPPORT	25,000
NEW ENGLAND FORESTRY FOUNDATION PO BOX 1346 32 FOSTER STREET LITTLETON, MA 01460	NONE	PUBLIC	SUPPORT TO PROTECT COASTAL LANDS IN LITTLE COMPTON	50,000
RHODE ISLAND SCHOOL OF DESIGN MUSEUM 224 BENEFIT STREET PROVIDENCE, RI 02906	NONE	PUBLIC	PROGRAM SUPPORT	30,000
SOCIETY FOR THE PROTECTION OF NEW HAMPSHIRE FORESTS 54 PORTSMOUTH STREET CONCORD, NH 03301	NONE	PUBLIC	PROGRAM SUPPORT	50,000
Total ► 3a				940,925

Form 990PF 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				
WATERTOWN LAND TRUST PO BOX 382 WATERTOWN, CT 06795	NONE	PUBLIC	PROGRAM SUPPORT	15,000
WINTONBURY LAND TRUST PO BOX 734 BLOOMFIELD, CT 06002	NONE	PUBLIC	PROGRAM SUPPORT	25,000
WYNDHAM LAND TRUST (TO PURCHASE LAND) PO BOX 302 POMFRET CENTER, CT 06259	NONE	PUBLIC	PROGRAM SUPPORT	50,000
ANDOVER VILLAGE IMPROVEMENT SOCIETY PO BOX 5097 ANDOVER, MA 01810	NONE	PUBLIC	PROGRAM SUPPORT	30,000
COLCHESTER LAND TRUST PO BOX 93 COLCHESTER, CT 06415	NONE	PUBLIC	PROGRAM SUPPORT	25,000
CONCORD LAND CONSERVATION TRUST PO BOX 141 CONCORD, MA 017420141	NONE	PUBLIC	PROGRAM SUPPORT	25,000
THE GREATER WORCESTER LAND TRUST FOUR ASH STREET WORCESTER, MA 016082156	NONE	PUBLIC	PROGRAM SUPPORT	15,000
GROTON OPEN SPACE ASSOCIATION PO BOX 9187 GROTON, CT 063409187	NONE	PUBLIC	PROGRAM SUPPORT	10,000
HADDAM LAND TRUST PO BOX 66 HADDAM, CT 06438	NONE	PUBLIC	PROGRAM SUPPORT	25,000
HARWICH CONSERVATION TRUST PO BOX 101 SOUTH HARWICH, MA 02661	NONE	PUBLIC	PROGRAM SUPPORT	20,000
MADISON LAND CONSERVATION TRUST PO BOX 561 MADISON, CT 06443	NONE	PUBLIC	PROGRAM SUPPORT	5,975
MASS AUDUBON 208 SOUTH GREAT ROAD LINCOLN, MA 01773	NONE	PUBLIC	PROGRAM SUPPORT	50,000
THE NATURE CONSERVANCY 159 WATERMAN STREET PROVIDENCE, RI 02906	NONE	PUBLIC	PROGRAM SUPPORT	100,000
NORTHEAST WILDERNESS TRUST 17 STATE STREET SUITE 302 MONTPELIER, VT 05602	NONE	PUBLIC	PROGRAM SUPPORT	5,000
SOUTH KINGSTOWN LAND TRUST 227 ROBINSON STREET WAKEFIELD, RI 02879	NONE	PUBLIC	PROGRAM SUPPORT	50,000
Total ► 3a				940,925

Form 990PF 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 <i>Paid during the year</i>				
SOUTHEAST LAND TRUST OF NEW HAMPSHIRE PO BOX 675 EXETER, NH 03833	NONE	PUBLIC	PROGRAM SUPPORT	50,000
WATERFIRE PROVIDENCE 101 REGENT AVENUE PROVIDENCE, RI 02908	NONE	PUBLIC	PROGRAM SUPPORT	15,000
Total ▶ 3a				940,925

TY 2016 Investments Corporate Stock Schedule

Name: BAFFLIN FOUNDATION

EIN: 05-0454795

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY FUNDS	15,380,813	17,077,383

TY 2016 Investments Government Obligations Schedule**Name:** BAFFLIN FOUNDATION**EIN:** 05-0454795**US Government Securities - End
of Year Book Value:**

1,733,768

**US Government Securities - End
of Year Fair Market Value:**

1,807,269

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2016 Investments - Other Schedule**Name:** BAFFLIN FOUNDATION**EIN:** 05-0454795

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FOREIGN CURRENCY	AT COST	104,369	121,716
INTERNATIONAL REAL ESTATE FUND	AT COST	125,265	79,099

TY 2016 Legal Fees Schedule**Name:** BAFFLIN FOUNDATION**EIN:** 05-0454795

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HINCKLEY, ALLEN & SNYDER LLP	780	780		0

TY 2016 Other Decreases Schedule

Name: BAFFLIN FOUNDATION

EIN: 05-0454795

Description	Amount
NET ASSET ADJUSTMENT	703

TY 2016 Other Expenses Schedule**Name:** BAFFLIN FOUNDATION**EIN:** 05-0454795**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POWERSHARES DB USD INVEST EXP	855	855		0

TY 2016 Other Income Schedule

Name: BAFFLIN FOUNDATION

EIN: 05-0454795

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BANK OF AMERICA NONDIVD DISTRIBUTION	15,131	15,131	15,131

TY 2016 Other Professional Fees Schedule**Name:** BAFFLIN FOUNDATION**EIN:** 05-0454795

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK OF AMERICA	2,787	2,787		0
GMO	546	546		0

TY 2016 Taxes Schedule**Name:** BAFFLIN FOUNDATION**EIN:** 05-0454795

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID - 2016 BOA	3,057	3,057		0
FOREIGN TAX PAID - 2016 GMO	15,093	15,093		0
EXCISE TAX - 2016 ESTIMATES	4,853	4,853		0