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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, **and ending** , 20

Name of foundation

CAPEWELL,G JR UW HTFD HOSP ET#2

A Employer identification number

06-6030604

Number and street (or P O box number if mail is not delivered to street address) | Room/suite

P O BOX 1802

B Telephone number (see instructions)

888-866-3275

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

PROVIDENCE, RI 02901-1802

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)* ▶ $ 55,207,622.

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)
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	1,099,558.	1,088,374.		STMT 1
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	-459,955.			
b Gross sales price for all assets on line 6a 33,532,473.				
7 Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11 Other income (attach schedule)	30,000.	137,150.		STMT 2
12 Total Add lines 1 through 11	669,603.	1,225,524.		
13 Compensation of officers, directors, trustees, etc	184,431.	110,658.		73,772.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 3	1,418.	NONE	NONE	1,418.
b Accounting fees (attach schedule) STMT 4	1,250.	750.	NONE	500.
c Other professional fees (attach schedule) STMT 5	38,279.	38,279.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 6	54,424.	31,724.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 7	10,046.	45,308.		
24 **Total operating and administrative expenses** Add lines 13 through 23	289,848.	226,719.	NONE	75,690.
25 Contributions, gifts, grants paid	2,487,257.			2,487,257.
26 **Total expenses and disbursements** Add lines 24 and 25	2,777,105.	226,719.	NONE	2,562,947.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-2,107,502.			
b **Net investment income** (if negative, enter -0-)		998,805.		
c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end of-year amounts only (See instructions)

		Beginning of year	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	1,815,280.	1,397,702.	1,397,702.
	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 ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 8	50,189,092.	48,239,766.	53,809,920.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	52,004,372.	49,637,468.	55,207,622.
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)		NONE	
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	52,004,372.	49,637,468.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	52,004,372.	49,637,468.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	52,004,372.	49,637,468.	

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	52,004,372.
2	Enter amount from Part I, line 27a	2	-2,107,502.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 21	3	16,256.
4	Add lines 1, 2, and 3	4	49,913,126.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 22	5	275,658.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	49,637,468.

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			
b	OTHER GAINS AND LOSSES			
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	27,899,763.		27,659,760.	240,003.
b	5,624,620.		6,321,805.	-697,185.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				240,003.
b				-697,185.
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-459,955.
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 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	2,737,426.	55,412,346.	0.049401
2014	2,781,790.	56,689,180.	0.049071
2013	2,541,493.	53,977,753.	0.047084
2012	2,379,201.	50,601,817.	0.047018
2011	2,378,768.	49,097,993.	0.048449

2	**Total** of line 1, column (d)	2	0.241023
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	0.048205
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	53,432,126.
5	Multiply line 4 by line 3	5	2,575,696.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,988.
7	Add lines 5 and 6	7	2,585,684.
8	Enter qualifying distributions from Part XII, line 4	8	2,562,947.

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	19,976.
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	
3	Add lines 1 and 2	3	19,976.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	19,976.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 97,213.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	97,213.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	77,237.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 77,237. **Refunded** ▶	11	

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
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		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		X
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	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
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	X	
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		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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Located at ▶ PO BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . . . ▶ [X]
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	[ ] Yes [X] No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes [X] No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[ ] Yes [X] No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[X] 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 [X] 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 [X] 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		X
	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		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 [X] 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)	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 [X] 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		X
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		X

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes	☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N A 777 MAIN STREET, HARTFORD, CT 06115	TRUSTEE 1	184,431.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

List the foundation s four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	52,422,402.
b	Average of monthly cash balances	1b	1,823,411.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	54,245,813.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	54,245,813.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	813,687.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,432,126.
6	**Minimum investment return** Enter 5% of line 5	6	2,671,606.

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	2,671,606.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	19,976.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	19,976.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,651,630.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,651,630.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,651,630.

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	2,562,947.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,562,947.
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	N/A
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,562,947.

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				2,651,630.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			605,067.	
b Total for prior years 20_____,20_____,20_____		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 NONE				
b From 2012 NONE				
c From 2013 NONE				
d From 2014 NONE				
e From 2015 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 2,562,947.				
a Applied to 2015, but not more than line 2a			605,067.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				1,957,880.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount see instructions		NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				693,750.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012 NONE				
b Excess from 2013 NONE				
c Excess from 2014 NONE				
d Excess from 2015 NONE				
e Excess from 2016 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the 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))

N/A

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

N/A

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

Check here ▶ [X] 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

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*				
HTFD HOSPITAL JEFFERSON HOUSE P.O BOX 5037 HARTFORD CT 06102-5037	N/A	PC	UNRESTRICTED GENERAL SUPPORT	207,243.
TRINITY EPISCOPAL CHURCH OF HARTFORD 120 SIGOURNEY ST HARTFORD CT 06105-2755	N/A	PC	UNRESTRICTED GENERAL SUPPORT	325.
HARTFORD HOSPITAL 80 SEYMOUR STREET HARTFORD CT 06102-5037	N/A	PC	UNRESTRICTED GENERAL SUPPORT	828,971.
CONN CHILDRENS MEDICAL CENTER 282 WASHINGTON STREET HARTFORD CT 06106-3322	N/A	PC	UNRESTRICTED GENERAL SUPPORT	414,485.
ST FRANCIS HOSPITAL 114 WOODLAND STREET HARTFORD CT 06105-1208	N/A	PC	UNRESTRICTED GENERAL SUPPORT	414,485.
CONNECTICUT HUMANE SOCIETY ATTN: DEVELOPMENT 701 RUSSELL RD NEWINGTON CT 06111-1527	N/A	PC	UNRESTRICTED GENERAL SUPPORT	20.
VILLAGE FOR FAMILIES & CHILDREN 1680 ALBANY AVE HARTFORD CT 06105-1001	N/A	PC	UNRESTRICTED GENERAL SUPPORT	414,485.
CT INSTITUTE FOR THE BLIND 120 HOLCOMB ST HARTFORD CT 06112-1529	N/A	PC	UNRESTRICTED GENERAL SUPPORT	207,243.
Total ▶ **3a**				2,487,257.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,099,558.	
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			18	-459,955.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b EXCISE TAX REFUND			1	30,000.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				669,603.	
13 **Total** Add line 12, columns (b), (d), and (e)				13	669,603.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

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

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

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

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

b If "Yes," complete the following schedule

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

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

Sign Here

Karen J Kisin — Signature of officer or trustee

10/25/2017 — Date

SVP Tax — Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	5,115.	5,115.
FOREIGN DIVIDENDS	246,900.	246,900.
NONDIVIDEND DISTRIBUTIONS	43,099.	
DOMESTIC DIVIDENDS	422,576.	422,576.
OTHER INTEREST	89,467.	89,467.
FOREIGN INTEREST	8,975.	8,975.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	16,928.	16,928.
NON-TAXABLE FOREIGN INCOME	-31,915.	
FEDERALLY TAXABLE MUNICIPAL INTEREST	4,225.	4,225.
NONDISTRIBUTIVE FOREIGN DIVIDENDS	2,394.	2,394.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	2,393.	2,393.
NONQUALIFIED FOREIGN DIVIDENDS	53,930.	53,930.
NONQUALIFIED DOMESTIC DIVIDENDS	232,698.	232,698.
ACCRUED MARKET DISCOUNT	2,773.	2,773.
TOTAL	1,099,558.	1,088,374.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUND		30,000.	
PARTNERSHIP INCOME			137,150.
	TOTALS	30,000.	137,150.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	334.			334.
LEGAL FEES - INCOME (ALLOCABLE	334.			334.
LEGAL FEES - CHARITABLE	750.			750.
TOTALS	1,418.	NONE	NONE	1,418.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.	750.		500.
TOTALS	1,250.	750.	NONE	500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	38,279.	38,279.
TOTALS	38,279.	38,279.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	22,708.	22,708.
EXCISE TAX ESTIMATES	22,700.	
FOREIGN TAXES ON QUALIFIED FOR	6,207.	6,207.
FOREIGN TAXES ON NONQUALIFIED	2,809.	2,809.
TOTALS	54,424.	31,724.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-PRINCI	5,023.	5,023.
OTHER ALLOCABLE EXPENSE-INCOME	5,023.	5,023.
PARTNERSHIP EXPENSES		35,262.
TOTALS	10,046.	45,308.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
922042858 VANGUARD FTSE EMERGI		1,301,580.	1,346,759.
922908553 VANGUARD REIT ETF	3,288,676.	2,720,934.	3,124,008.
19765P232 COLUMBIA MID CAP GRO	3,663,819.	2,944,904.	2,626,024.
19765Y688 COLUMBIA SELECT LARG	619,031.	809,031.	933,581.
1261291Q8 SMALL CAP CTF	3,541,548.		
1261292H7 INTERNATIONAL EQUITY	5,272,568.	3,281,485.	2,757,944.
921943858 VANGUARD FTSE DEVELO	4,235,545.	3,017,473.	2,765,165.
73935S105 POWERSHARES DB COMMO	1,978,512.	2,177,718.	1,761,820.
64128K868 NEUBERGER BERMAN HIG	1,175,000.	593,620.	564,638.
19765Y852 COLUMBIA EMERGING MA	3,459,202.		
464287655 ISHARES RUSSELL 2000	2,618,292.	2,520,930.	2,657,084.
466001864 IVY ASSET STRATEGY F	2,595,000.		
38145C646 GOLDMAN SACHS STRATE	3,750,000.		
922908363 VANGUARD S&P 500 ETF		1,635,637.	1,738,565.
00203H859 AQR MANAGED FUTURES		928,000.	844,625.
03875R205 ARBITRAGE FUND CL I		843,000.	846,205.
64128R608 NEUBERGER BERMAN LON		1,070,163.	1,080,196.
74925K581 BOSTON PARTNERS LONG		843,000.	854,616.
524686672 LEGG MASON BW ABSOLU		871,000.	866,560.
589509108 THE MERGER FD		1,060,416.	1,071,362.
207543877 SMALL CAP GROWTH LEA		1,368,210.	1,492,985.
29099J109 EMERGING MARKETS STO		3,598,089.	3,379,027.
303995997 SMALL CAP VALUE CTF		1,432,708.	1,632,617.
00206RCV2 AT & T INC		50,555.	50,123.
00287Y109 ABBVIE INC	65,259.	155,462.	157,802.
00287YAN9 ABBVIE		50,208.	50,038.
00507UAS0 ACTAVIS FDG SCS SR U		53,039.	50,059.
00817Y108 AETNA INC		25,531.	31,003.
00817YAL2 AETNA INC NEW		22,031.	21,982.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
00817YAS7 AETNA INC NEW		28,074.	27,974.
02209S103 ALTRIA GROUP INC	75,046.	62,990.	270,818.
025537101 AMERICAN ELEC PWR IN	62,462.	57,415.	78,700.
0258M0DZ9 AMERICAN EXPRESS CR		100,711.	100,145.
03027X100 AMERICAN TOWER CORP		36,448.	33,818.
035242AP1 ANHEUSER-BUSCH INBEV		88,530.	85,276.
03524BAE6 ANHEUSER BUSCH INBEV		17,381.	16,539.
037833100 APPLE INC	249,885.	254,979.	371,203.
053015103 AUTOMATIC DATA PROCE	64,330.	57,735.	175,754.
053332AT9 AUTOZONE INC		51,021.	48,116.
053484101 AVALONBAY CMNTYS INC	71,859.	25,255.	24,801.
054937107 BBT&T CORP		81,700.	103,444.
05531FAL7 BB&T CORP		100,366.	100,113.
064159AM8 BANK NOVA SCOTIA BC		100,770.	100,027.
07388YAE2 BEAR STEARNS COML MT		64,503.	62,898.
09247X101 BLACKROCK INC	114,753.	84,865.	171,243.
097023105 BOEING CP	64,215.	33,184.	75,505.
110122108 BRISTOL MYERS SQUIBB	175,512.	61,910.	59,609.
12527DAP5 CFCRE COML MTG TR		2,913.	2,894.
12572Q105 CME GROUP INC	89,688.	103,955.	185,137.
125896100 CMS ENERGY CORP	53,142.	49,584.	93,645.
12592XAZ9 COMM MORTGAGE TR		103,859.	101,852.
126650100 CVS HEALTH CORP	199,668.	104,012.	132,174.
126650CB4 CVS CAREMARK CORP	15,053.	27,229.	27,237.
14042E5V8 CAPITAL ONE NATL ASS		50,415.	50,287.
151020AS3 CELGENE CORP		52,708.	50,716.
166764100 CHEVRON CORP	90,621.	106,254.	191,263.
17275R102 CISCO SYS INC	168,170.	180,266.	245,084.
17275RBL5 CISCO SYS INC		100,329.	95,111.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
172967KN0 CITIGROUP INC		51,614.	48,583.
20030N101 COMCAST CORP	247,784.	227,611.	317,975.
20048EAV3 COMM 2013-LC6 MTG TR		100,762.	100,337.
22822V101 CROWN CASTLE INTL CO	35,211.	31,790.	32,539.
253868103 DIGITAL RLTY TR INC		64,207.	68,291.
254687106 DISNEY WALT CO		61,065.	68,264.
25746U109 DOMINION RES INC VA	55,148.	50,825.	76,207.
260543103 DOW CHEM CO		86,489.	98,132.
264411505 DUKE RLTY CORP	33,226.	29,848.	44,090.
26875PAA9 EOG RES INC		52,196.	51,478.
29472R108 EQUITY LIFESTYLE PPT		31,644.	32,806.
294178105 ESSEX PPTY TR INC	48,722.	45,321.	47,663.
30040W108 EVERSOURCE ENERGY	55,099.	50,858.	80,636.
30231G102 EXXON MOBIL CORP	132,677.	107,633.	423,319.
3128MAAF6 FEDERAL HOME LN MTG		192,300.	189,789.
3128P7QT3 FEDERAL HOME LN MTG		181,121.	178,075.
3128P8A92 FEDERAL HOME LN MTG		189,932.	185,632.
3138E0SE0 FEDERAL NATL MTG ASS		234,781.	230,802.
3138EL4A8 FEDERAL NATL MTG ASS		131,028.	130,688.
3138EQ6Q0 FEDERAL NATL MTG ASS		184,886.	181,544.
31410LRR5 FEDERAL NATL MTG ASS		188,630.	184,948.
31620MAR7 FIDELITY NATL INFORM		55,834.	54,457.
345397XH1 FORD MTR CR CO LLC		50,285.	50,068.
369550108 GENERAL DYNAMICS COR		212,449.	257,263.
36962G7K4 GENERAL ELEC CAP COR		53,820.	51,397.
370334104 GENERAL MLS NC	84,195.	70,539.	134,967.
372460105 GENUINE PARTS CO	73,798.	69,813.	78,343.
38148LAE6 GOLDMAN SACHS GROPU		76,909.	75,195.
40428HPH9 HSBC USA INC NEW		100,063.	99,825.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
42809H404 GESS CIRO		22,993.	30,201.
437076102 HOME DEPOT INC	65,771.	55,503.	310,395.
438516106 HONEYWILL INTL INC	107,977.	67,327.	264,138.
458140100 INTEL CORP	62,458.	56,242.	143,629.
460690100 INTERPUBLIC GROUP CO		63,857.	63,909.
46625H100 J P MORGAN CHASE & C	108,948.	110,383.	500,051.
46625HQE3 JPMORGAN CHASE & CO		101,581.	98,255.
46639EAE1 J P MORGAN CHASE COM		77,766.	75,922.
478160104 JOHNSON & JOHNSON		153,030.	417,060.
494368103 KIMBERLY CLARK CORP	42,660.	36,874.	98,143.
512807108 LAM RESEARCH CORP		95,706.	125,819.
532457108 LILLY ELI & CO		63,152.	57,001.
539830109 LOCKHEED MARTIN CORP	189,518.	172,730.	226,196.
571748102 MARSH & MCLENNAN COS	113,318.	103,848.	204,798.
580135101 MCDONALDS CORP	34,499.	30,168.	119,286.
581557BB0 MCKESSON CORP		50,044.	50,012.
58933Y105 MERCK & CO INC	116,399.	53,179.	299,060.
59156RBQ0 METLIFE	15,101.	103,978.	101,675.
594918104 MICROSOFT CORP	228,355.	192,943.	578,213.
594918BR4 MICROSOFT CORP		99,638.	94,470.
61746BDZ6 MORGAN STANLEY		78,106.	75,758.
65339F101 NEXTERA ENERGY INC	47,642.	42,358.	86,011.
665859104 NORTHERN TR CORP	107,557.	130,620.	215,946.
674599105 OCCIDNETAL PETE CORP	113,153.	82,457.	97,941.
68389XBM6 ORACLE CORP	14,050.	100,190.	94,921.
69331C108 PG&E CORP	68,580.	63,816.	71,709.
693475105 PNC FINL SVCS GROUP	123,190.	107,816.	214,037.
69353REQ7 PNC BK N A PITTSBURG		74,627.	74,868.
701094104 PARKER HANNIFIN CORP	32,356.	25,432.	99,400.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
713448108 PEPSICO INC	193,583.	202,324.	217,630.
717081103 PFIZER INC	172,481.	146,765.	265,686.
718172109 PHILIOP MORRIS INTL	128,332.	108,445.	281,332.
71BB58888 EXCELSIOR PRIVATE MA	216,000.	312,000.	359,695.
74144T108 PRICE T ROWE GROUP I	39,938.	57,630.	95,957.
742718109 PROCTOR & GAMBLE CO	106,026.	77,269.	147,981.
74460D109 PUBLIC STORAGE INC	83,408.	70,097.	138,570.
747525103 QUALCOMM INC		137,390.	140,180.
759187BL0 REGIONS BK BIRMINGHA		50,090.	50,164.
806857108 SCHULMBERGER LTD	224,279.	237,005.	252,690.
816851109 SEMPRA ENERGY	31,812.	29,871.	61,390.
8242ALAA7 SHIRE ACQUISITIONS I		50,029.	49,366.
828806109 SIMON PPTY GROUP INC	65,566.	59,604.	73,733.
835495102 SONOCO PRODS CO	42,563.	39,248.	84,847.
854502102 STANLEY BLACK & DECK		94,909.	91,064.
867224107 SUNCOR ENERGY INC		56,341.	64,563.
867914BF9 SUNTRUST BKS INC		50,427.	50,443.
87165BAJ2 SYNCHRONY FINL		50,319.	50,253.
872540109 TJX COS INC NEW		70,353.	78,887.
87938WAQ6 TELEFONICA EMISIONES		51,117.	50,719.
882508104 TEXAS INSTRS INC		54,842.	166,007.
883556BR2 THERMO FISHER SCIENT		49,948.	47,213.
88579Y101 3M CO		165,346.	167,856.
887317303 TIME WARNER	105,681.	88,276.	181,959.
89114QB64 TORONTO DOMINION BK	25,000.	100,577.	100,157.
902973304 US BANCORP DEL	108,915.	100,605.	155,137.
911312106 UNITED PARCEL SVC IN	170,336.	154,780.	223,548.
912828P46 UNITED STATES TREAS		566,257.	534,652.
912828P53 UNITED STATES TREAS		126,196.	125,735.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
912828P87 UNITED STATES TREAS		205,965.	201,413.
912828Q94 UNITED STATES TREAS		174,768.	174,426.
912828UR9 UNITED STATES TREAS		126,160.	121,893.
912828UR9 UNITED STATES TREAS		261,658.	261,387.
91324P102 UNITED TECHNOLOGIES		64,684.	72,897.
91324P102 UNITED HEALTH GROUP		53,203.	76,019.
918204108 V F CORP	40,659.	36,410.	48,015.
91913Y100 VALERO ENERGY CORP	99,054.	88,528.	99,406.
92343V104 VERIZON COMMUNICATIO	84,555.	74,440.	303,465.
92343VCR3 VERIZON COMMUNICATIO		52,043.	49,840.
92936QAC2 WFRBS COML MTG TR 20	25,624.	10,965.	10,950.
92939U106 WEC ENERGY GROUP INC	54,255.	50,047.	85,336.
931142103 WALMART STORES INC	42,724.	107,325.	126,490.
94106L109 WASTE MGMT INC DEL	37,589.	34,641.	133,311.
949746101 WELLS FARGO & CO	97,235.	42,415.	185,170.
95000KAY1 WELLS FARGO COML MTG		72,905.	71,974.
961214BZ5 WESTPAC BKG CORP		100,338.	99,922.
96221QAC7 WFRBS COML MTG TR 20		107,453.	104,508.
976657AJ5 WISCONSIN ENERGY COR		50,241.	49,954.
98389BAQ3 XCEL ENERGY INC		49,986.	49,953.
99Z378921 EXCELSIOR PRIVATE MA	1,450,000.	1,711,000.	2,358,728.
G25839104 COCA COLA EUROPEIAN		61,421.	49,769.
G47791101 INGRESOLL-RAND CO LT		74,925.	79,918.
G5960L103 MEDTRONIC PLC	63,484.	88,502.	79,421.
H1467J104 CHUBB LTD		104,523.	236,495.
N53745100 LYONDELLBASELL INDUS		46,710.	59,017.
Y09827109 BROADCOM LTD		65,748.	64,521.
00206RBS0 AT & T INC	20,000.		
00507UAP6 ACTAVIS FDG SCS SR	15,076.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
00507UAR2 ACTAVIS FDG SCS SR	14,927.		
00507V109 ACTIVISION BLIZZARD	80,792.		
010392FN3 ALABAMA PWR CO	14,347.		
02005AEQ7 ALLY MASTER OWNER	25,000.		
02006JAB4 ALLY AUTO RECEIVABLE	5,246.		
02364WAN5 AMERICA MOVIL S A B	24,908.		
AMERICAN ELEC PWR CO INC	10,987.		
0258M0DK2 AMERICA EXPRESS CR C	25,107.		
026874CY1 AMERICA INTL GROUP I	20,996.		
03065KAC5 AMERICREDIT AUTO	13,101.		
031162100 AMGEN INC	21,568.		
031162BV1 AMGEN INC	10,410.		
032511BJ5 ANADARKO PETE CORP	1,721.		
05565QCP1 BP CAP MKTS P L C	20,587.		
05567SAA0 BNSF FDG TRI	23,750.		
064058AB6 BANK NEW YORK MELLON	14,075.		
06406HCH0 BANK NEW YORK	30,000.		
075887BK4 BECTON DICKINSON & C	15,883.		
12189LAX9 BURLINGTON NORTHERN	5,034.		
125896BK5 CMS ENERGY CORP	27,420.		
126117AP5 CNA FINL CORP	15,405.		
126192AD5 COMM 2012-LC4 MTG TR	26,605.		
13063A5G5 CALIFORNIA ST	18,556.		
136385AK7 CANADIAN NAT RES	30,183.		
136385AV3 CANADIAN NAT RES LTD	2,820.		
13645RAK0 CANADIAN PAC RY CO	11,063.		
13645RAU8 CANADIAN PAC RY CO N	5,053.		
14040HBF1 CAPITAL ONE FINL COR	30,226.		
14912L6N6 CATERPILLAR FINL SVC	14,987.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
15135UAF6 CENOVUS ENERGY	17,708.		
167486VV8 CHICAGO ILL	4,965.		
171232101 CHUBB CORP	45,582.		
171232AP6 CHUBB CORP DIRECT	16,041.		
171798AC5 CIMAREX ENERGY	14,675.		
172967HM6 CITIGROUP INC	15,133.		
172967HT1 CITIGROUP INC	25,467.		
191216BS8 COCA COLA CO	9,985.		
19122T109 COCA-COLA ENTERPRISE	78,237.		
200474BC7 COMM 2015	25,749.		
20047RAG8 COMM 2007 C9 MTG	44,717.		
202795HS2 COMMONWEALTH EDISON	20,155.		
202795JG6 COMMONWEALTH EDISON	12,972.		
205887BN1 CONAGRA FOODS INC	16,999.		
22545DAD9 CREDIT SUISSE COM	22,486.		
24422ESU4 DEERE JOHN CAP	10,000.		
25459HBG9 DIRECTV HLDGS LLC	20,336.		
254709AG3 DISCOVER FINL SVCS	10,702.		
25746UCE7 DOMINION RES	20,400.		
260003108 DOVER CORP	31,289.		
26138EAN9 DR PEPPER SNAPPLE IN	24,836.		
26441YAW7 DUKE RLTY LTD PTNR	25,395.		
26442UAB0 DUKE ENERGY PROGRESS	5,102.		
26884AAU7 ERP OPER LTD PARTNER	28,609.		
277432100EASTMAN CHEM CO	67,551.		
29273RAR0 ENERGY TRANSFER PART	16,300.		
302570BD7 FPL GROUP CAP	20,346.		
3136AHEX4 FEDERAL NATL MTG ASS	63,670.		
3136G2U5 FEDERAL NATL MTG ASSN	54,918.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
31384AGA0 FEDERAL NATL MTG ASS	405.		
31384UGH1 FMNA POOL	1,627.		
31398ADM1 FEDERAL NATL MTG ASS	25,919.		
31398CTX6 FEDERAL NATL MTG ASS	20,756.		
31410K7M0 FEDERAL NATL MTG ASS	21,044.		
31416X5E6 FEDERAL NATL MTG ASS	20,392.		
31418RSF9 FEDERAL NATL MTG ASS	18,623.		
31428XBE5 FEDEX CORP	14,574.		
316773CQ1 FIFTH THIRD BANCORP	55,022.		
34528QDE1 FORD CR FLOORPLAN MA	14,999.		
34530HAC4 FORD CREDIT AUTO OWN	16,873.		
34540RAA4 FORD MTR CR CO LLC	24,864.		
36159LCR5 GE DEALER FLOORPLAN	19,902.		
36198EAE5 GS MTG SECS TR	15,354.		
GMNA POOL	3,148.		
GS MTG SEC TR 2007 GG10	14,831.		
GS MTG SECS TR	24,876.		
GS MTG SEC TR 2015-GS34	25,118.		
GENERAL DYNAMICS CORP	177,366.		
GENERAL ELEC CO	234,883.		
GENERAL ELEC COR	10,973.		
GENERAL ELEC CAP CORP	25,018.		
GEORGIA PWR CO	19,744.		
GILEAD SCIENCES	159,743.		
GILEAD SCIENCES INC	13,093.		
GM FINL AUTOMOBILE	21,344.		
HSBC HLDGS	27,612.		
HSBC FIN CORP	11,672.		
HEALTHCARE PPTY INVS	29,776.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HOME DEPOT	10,238.		
HUNTINGTON BANKSHARES	25,000.		
HYUNDAI AUTO RECEIVABLES	14,628.		
HYUNDAI AUTO RECEIVABLE TR	26,195.		
JP MORGAN CHASE & CO	10,754.		
JP MORGAN CHASE COML MTG SECS	30,935.		
JPMBB COML MTG SEC	36,050.		
JOHNSON AND JOHNSON	185,577.		
JOHNSON & JOHNSON	16,019.		
JPMORGAN CHASE & CO	14,419.		
KLA-TENCOR	63,644.		
KENTUCKY ASSET	20,829.		
KEYCORP UNSEC	24,984.		
KIMCO RLTY	24,165.		
KINDER MORGAN ENERGY	5,321.		
KINDERMORGAN ENERGY PARTNERSHI	8,303.		
KINDERMORGAN INC	8,424.		
KINDERMORGAN INC DEL	8,849.		
KRAFT FOODS	16,680.		
KROGER CO	15,811.		
LB COML MTG TR	44,795.		
LB-UBS COML MTG	21,682.		
LYB INTL FINANCE	15,566.		
LINCOLN NATL CORP	15,013.		
LLOYDS BK PLC	17,913.		
LOCKHEED MARTIN	20,498.		
LOWES COS INC	9,924.		
MACYS RETAIL HLDGS INC	18,499.		
MCDONALDS	20,276.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MCKESSON CORP	15,730.		
MCKESSON CORP	14,537.		
MEDTRONICS	25,392.		
MERCEDES BENZ AUTO LEASE	14,999.		
METLIFE INC	14,962.		
METROPOLITIAN TRANS	25,215.		
MICROSOFT CORP	12,148.		
MICROCHIP TECHNOLOGY	33,725.		
MIDAMERICA ENERGY	19,513.		
MOLSON COORS	4,607.		
MORGAN STANLEY	20,616.		
MORGAN STANLEY CAP TR	21,263.		
NEW JERSEY ST TPK AUTH	25,576.		
NISOURCE FIN CORP	10,452.		
NISSAN MASTER OWNER	20,000.		
NISSAN AUTO LEASE	15,520.		
NOBLE HLDG INT LTD	17,581.		
NOBLE HLDG INTL	8,207.		
NOBLE HLDG	4,989.		
NOVARTIS SECS INVEST	4,456.		
NOVARTIS CAP CORP	24,859.		
ONCOR ELEC DL CO LLC	15,688.		
ONCOR ELEC DEL CO LLC 1ST	9,446.		
ONTARIO PROV	27,672.		
PNC FINAN SVS	14,269.		
PPL CAP FDG INC	15,012.		
PACIFIC GAS & ELEC	24,120.		
PLAINS ALL AMER PIPELINE	19,611.		
PRUDENTIAL FINL	19,999.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
RESOLUTION FDG CORP	26,508.		
RESOLUTION FDG CORP FED BOOK	36,025.		
ROCKWELL COLLINS	15,241.		
ROGERS COMM	19,884.		
SPDR S & P	165,849.		
SANTANDER DRIVE AUTO	22,846.		
SCRIPPS NETWORK	19,957.		
SEMPRA ENERGY	15,113.		
SEMPRA ENERGY	24,651.		
SHELL INTL FIN	14,951.		
SHERWIN WILLIAMS	9,184.		
SIMON PPTY GROUP LP	23,939.		
SMALL BUSINESS ADM	22,831.		
SMALL BUSINESS ADM GTD	24,277.		
SOUTHERN CA EDISON	21,235.		
TJX COS INC	74,641.		
TELEFONICA EMISIONES	21,991.		
TEXAS INSTRS INC	59,389.		
TIME WARNER COMPANIES	9,549.		
TOLEDO EDISON	5,798.		
TOTAL CAP INTL	29,763.		
TOYOTA MOTOR CORP	25,041.		
TRANSALTA CORP	24,977.		
TRANSCANADA PIPELINES LTD	10,004.		
21 ST CENTURY FOX	16,940.		
UNION PAC	10,780.		
UNION PAC CORP	4,929.		
UNITED MEICAN STS	19,308.		
US BANCORP	6,980.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
UNITED STATES TREAS BOND		371,283.		
UNITED STATE TREA NT		959,499.		
UNITED TECHNOLOGY		25,413.		
UNUM GROUP		26,064.		
UTAH ST		35,371.		
VERIZON COMMUNICATIONS INC		35,818.		
VERIZON NY		17,309.		
VISA INC		25,008.		
WAMU MTG PASS THROUGH		60,572.		
WALMART STORES INC		14,474.		
WELLS FARGO & CO NEW JR		15,469.		
WELLS FARGO CO		4,811.		
WELLS FARGO COML MTG		20,600.		
WISOCONSIN ELEC		14,957.		
EXCELSIOR PMF		116,000.		
EXCELSIOR PMF		24,000.		
ACE LTD		81,764.		
LYONDELLBASELL IND		47,888.		
	TOTALS	50,189,092.	48,239,766.	53,809,920.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
TYE INCOME ADJ	13,188.
TYE SALES ADJ	1,576.
ACCRUED INCOME ADJ	1,491.
ROUNDING	1.
TOTAL	16,256.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PARTNERSHIP ADJ	228,142.
CTF ADJ	7,194.
SECURITIES ADJ	40,322.
TOTAL	275,658.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
909.302 SMALL CAP GROWTH LEADERS CTF	06/10/2016	08/19/2016	21,610.00	20,615.00	995.00
1952.001 SMALL CAP GROWTH LEADERS CTF	05/20/2016	08/19/2016	46,390.00	43,320.00	3,070.00
1495.88 SMALL CAP VALUE CTF	06/10/2016	11/30/2016	43,499.00	39,281.00	4,218.00
51.634 SMALL CAP VALUE CTF	05/20/2016	11/30/2016	1,501.00	1,333.00	168.00
TOTAL OTHER GAINS AND LOSSES			113,000.00	104,549.00	8,451.00
Totals			113,000.00	104,549.00	8,451.00

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
112461.619 SMALL CAP CTF	05/31/1990	04/30/2016	2,873,984.00	3,778,664.00	-904,680.00
7796.413 SMALL CAP CTF	10/10/2014	04/30/2016	199,239.00	250,353.00	-51,114.00
36213.843 INTERNATIONAL EQUITY CTF	09/30/2007	06/10/2016	800,000.00	1,265,229.00	-465,229.00
26374.211 INTERNATIONAL EQUITY CTF	09/30/2007	11/30/2016	575,000.00	923,010.00	-348,010.00
TOTAL OTHER GAINS AND LOSSES			4,448,223.00	6,217,256.00	-1769033.00
Totals			4,448,223.00	6,217,256.00	-1769033.00

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GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	131,131.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		131,131.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	704,124.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	228,142.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		932,266.00