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,IDA UW HTFD HOSP ETAL#3

A Employer identification number: 06-6066755

Number and street (or P O. box number if mail is not delivered to street address): P.O. BOX 1802

Room/suite:

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) ▶ $ 62,964,806.

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	1,249,320.	1,236,517.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-520,661.			
	b Gross sales price for all assets on line 6a 37,972,794.				
	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)		155,880.		STMT 2
	12 Total. Add lines 1 through 11	728,659.	1,392,397.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	215,788.	129,473.		86,315.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 3	680.	NONE	NONE	680.
	b Accounting fees (attach schedule) STMT 4	1,250.	750.	NONE	500.
	c Other professional fees (attach schedule) STMT 5	43,593.	43,593.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	36,147.	36,147.		
	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	12,185.	51,527.		750.
	24 Total operating and administrative expenses. Add lines 13 through 23	309,643.	261,490.	NONE	88,245.
	25 Contributions, gifts, grants paid	2,830,562.			2,830,562.
	26 Total expenses and disbursements. Add lines 24 and 25	3,140,205.	261,490.	NONE	2,918,807.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-2,411,546.			
	b Net investment income (if negative, enter -0-)		1,130,907.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,067,261.	1,798,300.	1,798,300.
	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	57,280,393.	54,845,201.	61,166,506.
	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)	59,347,654.	56,643,501.	62,964,806.
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. ▶ [X]			
	27 Capital stock, trust principal, or current funds	59,347,654.	56,643,501.	
	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)	59,347,654.	56,643,501.	
	31 Total liabilities and net assets/fund balances (see instructions)	59,347,654.	56,643,501.	

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	59,347,654.
2	Enter amount from Part I, line 27a	2	-2,411,546.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	19,563.
4	Add lines 1, 2, and 3	4	56,955,671.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	312,170.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	56,643,501.

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	31,597,043.		31,297,693.	299,350.
b	6,372,594.		7,191,266.	-818,672.
c				
d				
e				

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				299,350.
b				-818,672.
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	-520,661.
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	3,126,523.	63,094,080.	0.049553
2014	3,167,934.	64,637,805.	0.049011
2013	2,884,576.	61,513,957.	0.046893
2012	2,700,809.	57,430,166.	0.047028
2011	2,711,523.	55,762,799.	0.048626

2	**Total** of line 1, column (d)	2	0.241111
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	0.048222
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	60,796,410.
5	Multiply line 4 by line 3	5	2,931,724.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,309.
7	Add lines 5 and 6	7	2,943,033.
8	Enter qualifying distributions from Part XII, line 4	8	2,918,807.

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	22,618.
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	22,618.
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	22,618.
6	Credits/Payments.		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 17,894.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 5,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	22,894.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	50.
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	226.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 226. **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

14 The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no. ▶ (888)866-3275

Located at ▶ P.O. 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 ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

					Yes	No
1a	During the year did the foundation (either directly or indirectly):					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1b		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	☒ 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	☒ 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)*

			Yes	No
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? *If "Yes" to 6b, file Form 8870*	6b		X
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
SEE STATEMENT 14		215,788.		

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	59,677,743.
b	Average of monthly cash balances	1b	2,044,501.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	61,722,244.
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	61,722,244.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	925,834.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,796,410.
6	**Minimum investment return.** Enter 5% of line 5	6	3,039,821.

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	3,039,821.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 22,618.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	22,618.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	3,017,203.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	3,017,203.
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	3,017,203.

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	2,918,807.
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	2,918,807.
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	2,918,807.

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					3,017,203.
2 Undistributed income, if any, as of the end of 2016.					
a Enter amount for 2015 only				683,042.	
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: ▶ $ 2,918,807.					
a Applied to 2015, but not more than line 2a				683,042.	
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					2,235,765.
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					781,438.
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			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
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*				
SEE STATEMENT 17				2,830,562.
Total . . . . ▶ **3a**				2,830,562.
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	1,249,320.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-520,661.	
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)				728,659.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 728,659.

(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

Sign Here

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

Karen J Kiser | 10/12/2017 | SVP Tax

Signature of officer or trustee | Date | 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	5,757.	5,757.
FOREIGN DIVIDENDS	281,351.	281,351.
NONDIVIDEND DISTRIBUTIONS	49,175.	
DOMESTIC DIVIDENDS	481,334.	481,334.
OTHER INTEREST	101,903.	101,903.
FOREIGN INTEREST	9,333.	9,333.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	18,347.	18,347.
NON-TAXABLE FOREIGN INCOME	-36,372.	
FEDERALLY TAXABLE MUNICIPAL INTEREST	4,962.	4,962.
NONDISTRIBUTIVE FOREIGN DIVIDENDS	2,732.	2,732.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	2,529.	2,529.
NONQUALIFIED FOREIGN DIVIDENDS	61,473.	61,473.
NONQUALIFIED DOMESTIC DIVIDENDS	265,457.	265,457.
ACCRUED MARKET DISCOUNT	1,339.	1,339.
TOTAL	1,249,320.	1,236,517.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME			155,880.
	TOTALS		155,880.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	340.			340.
LEGAL FEES - INCOME (ALLOCABLE	340.			340.
TOTALS	680.	NONE	NONE	680.

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	43,593.	43,593.
TOTALS	43,593.	43,593.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	25,863.	25,863.
FOREIGN TAXES ON QUALIFIED FOR	7,075.	7,075.
FOREIGN TAXES ON NONQUALIFIED	3,209.	3,209.
TOTALS	36,147.	36,147.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	5,717.	5,717.	
OTHER ALLOCABLE EXPENSE-INCOME	5,718.	5,718.	
OTHER CHARITABLE EXPENSES	750.		750.
PARTNERSHIP EXPENSES		40,092.	
TOTALS	12,185.	51,527.	750.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		54,845,201.	61,166,506.
	TOTALS	54,845,201.	61,166,506.

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Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	1798300 390	1,798,300.39	1,798,300.39
00203H859	AQR MANAGED FUTURES STRATEGY	103320 313	1,058,000.00	962,945.32
00206RCV2	AT&T INC	50000 000	50,554 50	50,123.00
00287Y109	ABBVIE INC	2805.000	172,654.04	175,649 10
00287YAN9	ABBVIE INC	50000.000	50,208.27	50,037.50
00507UAS0	ACTAVIS FDG SCS SR UNSECD	75000.000	79,559.05	75,088.50
00817Y108	AETNA INC	290.000	29,615 79	35,962 90
00817YAL2	AETNA INC NEW	22000 000	22,030 96	21,982 40
00817YAS7	AETNA INC NEW	28000 000	28,074 09	27,973 96
02209S103	ALTRIA GROUP INC	4490 000	70,287 01	303,613 80
025537101	AMERICAN ELEC PWR INC	1430 000	65,118.29	90,032.80
0258M0DZ9	AMERICAN EXPRESS CR CORP	100000.000	100,710 97	100,145 00
03027X100	AMERICAN TOWER CORP	360 000	41,003 43	38,044.80
035242AP1	ANHEUSER-BUSCH INBEV FIN INC	84000 000	88,530.20	85,275.96
03524BAE6	ANHEUSER BUSCH INBEV FIN INC	16000.000	17,381.30	16,539 36
037833100	APPLE INC	3670 000	293,948 34	425,059 40
03875R205	ARBITRAGE FUND	73155 894	962,000 00	965,657 80
053015103	AUTOMATIC DATA PROCESSING INC	1960 000	66,324.22	201,448 80
053332AT9	AUTOZONE INC	50000.000	51,020.64	48,116 00
053484101	AVALONBAY CMNTYS INC	170.000	30,597.06	30,115 50
054937107	BB&T CORP	2505 000	92,926 47	117,785.10
05531FAL7	BB&T CORP	100000 000	100,366 16	100,113 00
064159AM8	BANK NOVA SCOTIA B C	100000 000	100,769 62	100,027 00
07388YAE2	BEAR STEARNS COML MTG SECS TR	81684 215	83,853 95	81,767 53
09247X101	BLACKROCK INC	515 000	97,123 08	195,978.10
097023105	BOEING CO	545 000	37,270 29	84,845.60
110122108	BRISTOL MYERS SQUIBB CO	1170 000	70,937.38	68,374.80
12527DAP5	CFCRE COML MTG TR	2896 108	2,913 08	2,894.13
12572Q105	CME GROUP INC	1830 000	118,348 26	211,090 50
125896100	CMS ENERGY CORP	2545.000	56,083.46	105,922 90
12592XAZ9	COMM MORTGAGE TR	100000.000	103,859 38	101,852 00
1261292H7	INTERNATIONAL EQUITY CTF	141061.308	3,737,750 96	3,153,439 65
126650100	CVS HEALTH CORP	1910.000	119,242 81	150,718 10
126650CB4	CVS CAREMARK CORP	27000.000	27,228.69	27,236 79

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Cusip	Asset	Units	Basis	Market Value
14042E5V8	CAPITAL ONE NATL ASSN MCLEAN VA	50000.000	50,415.43	50,287 00
151020AS3	CELGENE CORP	50000.000	52,707.95	50,715 50
166764100	CHEVRON CORP	1830.000	118,611.05	215,391 00
17275R102	CISCO SYS INC	9150 000	203,306.79	276,513 00
17275RBL5	CISCO SYS INC	100000.000	100,329.00	95,111.00
172967KN0	CITIGROUP INC	50000 000	51,613.75	48,583 00
19765P232	COLUMBIA MID CAP GROWTH FUND	119558 682	3,372,457 73	2,996,140 57
19765Y688	COLUMBIA SELECT LARGE CAP	78289 519	928,404 66	1,068,651 93
20030N101	COMCAST CORP	5185 000	256,069 07	358,024 25
20048EAV3	COMM 2013-LC6 MTG TR	100000.000	100,761.72	100,337 00
207543877	SMALL CAP GROWTH LEADERS CTF	67692 499	1,561,741 38	1,704,165.43
22822V101	CROWN CASTLE INTL CORP	425 000	36,010 13	36,877.25
253868103	DIGITAL RLTY TR INC	785.000	72,520.28	77,134 10
254687106	DISNEY WALT CO	750 000	69,920.98	78,165.00
25746U109	DOMINION RES INC VA NEW	1135.000	57,976 76	86,929.65
260543103	DOW CHEM CO	1960 000	98,853.35	112,151 20
264411505	DUKE RLTY CORP	1910 000	34,343 98	50,729.60
26875PAA9	EOG RES INC	50000 000	52,195.89	51,477 50
29099J109	EMERGING MARKETS STOCK	86128 347	4,018,349.23	3,768,726 69
29472R108	EQUITY LIFESTYLE PPTYS INC	520 000	36,164.41	37,492.00
297178105	ESSEX PPTY TR INC	235.000	51,844.02	54,637.50
30040W108	EVERSOURCE ENERGY	1680 000	58,524.43	92,786.40
30231G102	EXXON MOBIL CORP	5365.000	124,433 27	484,244.90
303995997	SMALL CAP VALUE CTF	62402 236	1,654,704.13	1,885,589 64
3128MAAF6	FEDERAL HOME LN MTG CORP	194719 978	217,112 79	214,277 65
3128P7QT3	FEDERAL HOME LN MTG CORP	204761 008	224,245 30	220,474 37
3128P8A92	FEDERAL HOME LN MTG CORP	195960 875	207,198 01	202,507 93
3138E0SE0	FEDERAL NATL MTG ASSN	245979.038	257,355.56	252,994.36
3138EL4A8	FEDERAL NATL MTG ASSN	158725 556	163,784 92	163,360 34
3138EQ6Q0	FEDERAL NATL MTG ASSN	215504 350	228,906 02	224,768 88
31410LRR5	FEDERAL NATL MTG ASSN	179973 444	188,629.52	184,947 91
31620MAR7	FIDELITY NATL INFORMATION SVCS	50000.000	55,834.29	54,456 50
345397XH1	FORD MTR CR CO LLC	50000 000	50,284 57	50,068.00
369550108	GENERAL DYNAMICS CORP	1690.000	240,843 39	291,795 40

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Cusip	Asset	Units	Basis	Market Value
36962G7K4	GENERAL ELEC CAP CORP	100000.000	107,639 39	102,793.00
370334104	GENERAL MLS INC	2500 000	80,407.88	154,425.00
372460105	GENUINE PARTS CO	935 000	79,573 17	89,329.90
38148LAE6	GOLDMAN SACHS GROUP INC	75000.000	76,908.86	75,195.00
40428HPH9	HSBC USA INC NEW	100000.000	100,063 00	99,825.00
42809H404	HESS CORP	460.000	25,796 69	33,883.60
437076102	HOME DEPOT INC	2590 000	62,110 68	347,267.20
438516106	HONEYWELL INTL INC	2580 000	81,375.45	298,893.00
458140100	INTEL CORP	4520.000	64,201 08	163,940.40
460690100	INTERPUBLIC GROUP COS INC	3075 000	71,945 37	71,985.75
464287655	ISHARES RUSSELL 2000 ETF	21923 000	2,804,828 62	2,956,316 55
46625H100	J P MORGAN CHASE & CO	6500 000	118,827 41	560,885 00
46625HQW3	JPMORGAN CHASE & CO	100000 000	101,581 20	98,255 00
46639EAE1	J P MORGAN CHASE COML MTG SECS	100000 000	103,687 50	101,229 00
46640LAB8	JPMBB COML MTG SECS TR 2013-C14	100000 000	103,078.13	102,102 00
478160104	JOHNSON & JOHNSON	4145 000	171,652 97	477,545 45
494368103	KIMBERLY CLARK CORP	990.000	42,448 04	112,978.80
512807108	LAM RESEARCH CORP	1370 000	110,191.56	144,850 10
524686672	LEGG MASON BW ABSOLUTE RETURN	84451 997	994,000 00	988,932.88
532457108	LILLY ELI & CO	895 000	72,932.01	65,827.25
539830109	LOCKHEED MARTIN CORP	1030 000	196,563.84	257,438 20
540424AS7	LOEWS CORP	75000 000	79,150 64	76,239 00
571748102	MARSH & MCLENNAN COS INC	3480 000	119,280.04	235,213.20
580135101	MCDONALDS CORP	1100.000	33,861 96	133,892 00
581557BB0	MCKESSON CORP	50000 000	50,044 16	50,012 00
58933Y105	MERCK & CO INC	5815.000	64,070.41	342,329 05
589509108	THE MERGER FD	78645.161	1,219,000.00	1,231,583.22
59156RBQ0	METLIFE INC	100000 000	103,978.13	101,675 00
594918104	MICROSOFT CORP	10550.000	216,959.68	655,577.00
594918BR4	MICROSOFT CORP	100000.000	99,638 00	94,470.00
61746BDZ6	MORGAN STANLEY	75000 000	78,105.94	75,758.25
64128K868	NEUBERGER BERMAN HIGH INCOME	74312.648	679,586.78	646,520 04
64128R608	NEUBERGER BERMAN LONG SHORT	95234 375	1,219,000 00	1,230,428 13
65339F101	NEXTERA ENERGY INC	835 000	49,123 05	99,749 10

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Cusip	Asset	Units	Basis	Market Value
665859104	NORTHERN TR CORP	2745 000	146,941 80	244,442.25
674599105	OCCIDENTAL PETE CORP DEL	1985.000	128,638.93	141,391.55
68389XBM6	ORACLE CORP	100000.000	100,189 63	94,921.00
69331C108	PG&E CORP	1360.000	73,554.49	82,647 20
693475105	PNC FINL SVCS GROUP INC	2060 000	120,707.13	240,937.60
69353REQ7	PNC BK N A PITTSBURGH PA UNSECD	75000.000	74,626 50	74,868.00
701094104	PARKER HANNIFIN CORP	795 000	28,476 98	111,300 00
713448108	PEPSICO INC	2345 000	227,733.21	245,357 35
717081103	PFIZER INC	9360 000	167,930 85	304,012 80
718172109	PHILIP MORRIS INTL INC	3525 000	123,910 39	322,502 25
71BB58888	EXCELSIOR PRIVATE MARKETS FUND	404656.950	351,000 00	404,656.95
73935S105	POWERSHARES DB COMMODITY	126923.000	2,482,690 58	2,010,460.32
74144T108	PRICE T ROWE GROUP INC	1455 000	65,253 33	109,503 30
742718109	PROCTER & GAMBLE CO	1990.000	87,366.93	167,319 20
74460D109	PUBLIC STORAGE INC	710.000	80,842 17	158,685 00
747525103	QUALCOMM INC	2435 000	155,533.88	158,762.00
74925K581	BOSTON PARTNERS LONG/SHORT	63123 360	962,000.00	975,255.91
759187BL0	REGIONS BK BIRMINGHAM ALA	50000 000	50,089 89	50,164 00
806857108	SCHLUMBERGER LTD	3360 000	264,707 92	282,072.00
816851109	SEMPRA ENERGY	700 000	34,278 59	70,448 00
82481LAA7	SHIRE ACQUISITIONS INVTS IRELAND	75000 000	75,043 50	74,049 00
828806109	SIMON PPTY GROUP INC NEW	475 000	68,226 62	84,393 25
835495102	SONOCO PRODS CO	1835.000	44,733.26	96,704.50
854502101	STANLEY BLACK & DECKER INC	910 000	108,774 24	104,367.90
867224107	SUNCOR ENERGY INC	2300 000	65,644 35	75,187.00
867914BF9	SUNTRUST BKS INC	50000.000	50,427.35	50,443 00
87165BAJ2	SYNCHRONY FINL	50000 000	50,319.36	50,253 00
872540109	TJX COS INC NEW	1150.000	76,924.33	86,399 50
87938WAQ6	TELEFONICA EMISIONES S A U	50000 000	51,117 26	50,719 00
882508104	TEXAS INSTRS INC	2595 000	62,555.51	189,357 15
883556BR2	THERMO FISHER SCIENTIFIC INC	50000 000	49,948.00	47,212.50
88579Y101	3M CO	1070 000	188,243 22	191,069.90
887317303	TIME WARNER INC	2150 000	100,279.01	207,539.50
89114QB64	TORONTO DOMINION BK UNSECD SR	100000.000	100,577 12	100,157 00

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Cusip	Asset	Units	Basis	Market Value
902973304	US BANCORP DEL	3430 000	114,262.89	176,199.10
911312106	UNITED PARCEL SVC INC	2235.000	177,385.13	256,220 40
912828P46	UNITED STATES TREAS NT	646200.000	637,511.61	603,796.36
912828P53	UNITED STATES TREAS NT	261000.000	259,348.36	258,400.44
912828P87	UNITED STATES TREAS NT	219000.000	217,905 00	213,089.19
912828Q94	UNITED STATES TREAS NT	150000 000	149,906.25	149,508 00
912828S50	UNITED STATES TREAS NT	151263 000	151,392 56	146,271 32
912828UR9	UNITED STATES TREAS NT	339000.000	338,573 32	338,206 74
913017109	UNITED TECHNOLOGIES CORP	765.000	74,441.28	83,859.30
91324P102	UNITEDHEALTH GROUP INC	545 000	61,043 77	87,221.80
91324PCL4	UNITEDHEALTH GROUP INC	75000 000	75,816 75	75,333.00
918204108	V F CORP	1035 000	41,872 02	55,217.25
91913Y100	VALERO ENERGY CORP NEW	1665 000	101,253 48	113,752.80
921943858	VANGUARD FTSE DEVELOPED	85564 000	3,412,237 16	3,126,508.56
922042858	VANGUARD FTSE EMERGING MKTS	41626.000	1,447,023 59	1,489,378 28
922908363	VANGUARD S&P 500 ETF	9649.000	1,863,752 60	1,981,036 19
922908553	VANGUARD REIT	43193.000	3,104,835.24	3,564,718 29
92343V104	VERIZON COMMUNICATIONS INC	6505 000	90,675 19	347,236 90
92343VCR3	VERIZON COMMUNICATIONS INC	50000 000	52,042 77	49,839 50
92936QAC2	WFRBS COML MTG TR 2012-C6	24086.108	24,123.74	24,090 44
92939U106	WEC ENERGY GROUP INC	1670 000	57,441 59	97,945 50
931142103	WAL-MART STORES INC	2085.000	126,074 16	144,115 20
94106L109	WASTE MGMT INC DEL	2160 000	39,800 38	153,165 60
949746101	WELLS FARGO & CO	3850.000	48,601 06	212,173.50
961214BZ5	WESTPAC BKG CORP	100000 000	100,338 41	99,922 00
96221QAC7	WFRBS COML MTG TR 2013-C18	100000 000	107,453.13	104,508 00
976657AJ5	WISCONSIN ENERGY CORP	50000 000	50,240.78	49,954 00
98389BAQ3	XCEL ENERGY INC	50000 000	49,986 00	49,952.50
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	2326 520	1,947,000.00	2,684,070 25
G25839104	COCA COLA EUROPEAN PARTNERS	1830 000	70,912 62	57,462 00
G47791101	INGERSOLL-RAND CO LTD	1215.000	85,476 30	91,173.60
G5960L103	MEDTRONIC PLC	1270 000	100,937.48	90,462 10
H1467J104	CHUBB LTD	2035 000	113,213.69	268,864 20
N53745100	LYONDELLBASELL INDUSTRIES NV	785 000	53,023.40	67,337.30

CAPEWELL IDA UW HTFD HOSP ETAL#3
06-6066755
Balance Sheet
12/31/2016

Cusip	Asset	Units	Basis	Market Value
Y09827109	BROADCOM LTD	420 000	75,655.48	74,243 40
		Totals·	56,643,501.06	62,964,805.90

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

DESCRIPTION		AMOUNT
INCOME ADJUSTMENT		14,129.
ACCRUED INTEREST ADJUSTMENT		3,855.
SALES ADJUSTMENT		1,579.
	TOTAL	19,563.

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

DESCRIPTION	AMOUNT
TRANSACTION ADJUSTMENT	246.
CTF ADJUSTMENT	8,008.
COST ADJUSTMENT	43,791.
PARTNERSHIP GAIN ADJUSTMENT	260,114.
TIP ADJUSTMENT	11.
TOTAL	312,170.

CAPEWELL,IDA UW HTFD HOSP ETAL#3 06-6066755

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					
2987.537 SMALL CAP GROWTH LEADERS CTF	05/20/2016	08/19/2016	71,000.00	66,302.00	4,698.00
TOTAL OTHER GAINS AND LOSSES			71,000.00	66,302.00	4,698.00
Totals			71,000.00	66,302.00	4,698.00

JSA
6F0971 1 000

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					
128306.129 SMALL CAP CTF	05/31/1990	04/30/2016	3,278,894.00	4,312,339.00	-1033445.00
8995.861 SMALL CAP CTF	10/10/2014	04/30/2016	229,891.00	288,868.00	-58,977.00
42098.592 INTERNATIONAL EQUITY CTF	09/30/2007	06/10/2016	930,000.00	1,476,405.00	-546,405.00
29814.326 INTERNATIONAL EQUITY CTF	09/30/2007	11/30/2016	650,000.00	1,047,352.00	-397,352.00
TOTAL OTHER GAINS AND LOSSES			5,088,785.00	7,124,964.00	-2036179.00
Totals			5,088,785.00	7,124,964.00	-2036179.00

JSA
6F0970 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS	149,697.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		149,697.00

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

COMMON TRUST FUNDS	802,998.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	260,114.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		1,063,112.00

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
99 FOUNDERS PLZ
EAST HARTFORD, CT 06108
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 215,788.
COMPENSATION EXPLANATION:
SEE ATTACHED STATEMENT

TOTAL COMPENSATION: 215,788.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HARTFORD HOSPITAL
ADDRESS:
80 SEYMOUR ST
HARTFORD, CT 06102-5037
AMOUNT OF GRANT PAID .... 943,406.

RECIPIENT NAME:
ST FRANCIS HOSPITAL
ADDRESS:
DONNA GILBERT DIR OF ACCOUNTING
HARTFORD, CT 06105-1208
AMOUNT OF GRANT PAID .... 471,703.

RECIPIENT NAME:
CONNECTICUT HUMANE SOCIETY
ADDRESS:
ATTN: DEVELOPMENT
NEWINGTON, CT 06111-1527
AMOUNT OF GRANT PAID .... 20.

RECIPIENT NAME:
VILLAGE FOR FAMILIES & CHILDREN
ADDRESS:
ED HACKETT CFO
HARTFORD, CT 06105-1001
AMOUNT OF GRANT PAID .... 471,703.

RECIPIENT NAME:
CONNECTICUT CHILDRENS MED CTR
ADDRESS:
PATRICK J. GARVEY CONTROLLER
HARTFORD, CT 06106-3322
AMOUNT OF GRANT PAID .... 471,703.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
ST FRANCIS HOSPITAL & MED CTR
ADDRESS:
DONNA GILBERT DIR OF ACCTG
HARTFORD, CT 06105-1208

RECIPIENT NAME:
CONN INST FOR THE BLIND
C/O JAMES J JONES - V P & TREAS
ADDRESS:
120 HOLCOMB ST
HARTFORD, CT 06112-1529
AMOUNT OF GRANT PAID .... 235,851.

RECIPIENT NAME:
HARTFORD HOSPITAL
ADDRESS:
THOMAS MARCHOZZI CFO
HARTFORD, CT 06115-2701

RECIPIENT NAME:
HTFD HOSPITAL JEFFERSON HOUSE
ADDRESS:
THOMAS MARCHOZZI CFO
HARTFORD, CT 06115-2701
AMOUNT OF GRANT PAID .... 235,851.

RECIPIENT NAME:
TRINITY EPISCOPAL CHURCH OF
ADDRESS:
HARTFORD
HARTFORD, CT 06105-2755

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
TRINITY EPISCOPAL CHURCH OF
ADDRESS:
HARTFORD
HARTFORD, CT 06105-2755
AMOUNT OF GRANT PAID .... 325.

TOTAL GRANTS PAID: 2,830,562.