

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2016
Open to Public Inspection

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

Name of foundation THORNTON ARTHUR E TR UW 2		A Employer identification number 06-6445132
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 029011802		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,898,404	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	100,498	97,421		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-130,657			
	b Gross sales price for all assets on line 6a	1,797,798			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	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)	537	368			
12 Total. Add lines 1 through 11	-29,622	97,789			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	48,532	29,119		19,413
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)	906	0	0	906
	b Accounting fees (attach schedule)	1,250	0	0	1,250
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	3,612	3,612		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	1,264	2,356		
	24 Total operating and administrative expenses. Add lines 13 through 23	55,564	35,087	0	21,569
	25 Contributions, gifts, grants paid	211,400			211,400
26 Total expenses and disbursements. Add lines 24 and 25	266,964	35,087	0	232,969	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-296,586				
b Net investment income (if negative, enter -0-)		62,702			
c Adjusted net income (if negative, enter -0-)			0		

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	179,026	128,562	128,562
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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)	4,915,838	4,627,194	4,769,842
	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)			0
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,094,864	4,755,756	4,898,404	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,094,864	4,755,756	
	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)	5,094,864	4,755,756		
31 Total liabilities and net assets/fund balances (see instructions) .	5,094,864	4,755,756		

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	5,094,864
2 Enter amount from Part I, line 27a	2	-296,586
3 Other increases not included in line 2 (itemize) ▶ _____	3	2,759
4 Add lines 1, 2, and 3	4	4,801,037
5 Decreases not included in line 2 (itemize) ▶ _____	5	45,281
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	4,755,756

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a See Additional Data Table				
b				
c				
d				
e				
(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 See Additional Data Table				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)				2 -130,657
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				3
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	245,514	5,007,046	0 049034
2014	257,105	5,142,526	0 049996
2013	231,077	4,879,023	0 047361
2012	208,665	4,513,389	0 046232
2011	216,615	4,481,875	0 048331
2 Total of line 1, column (d)			2 0 240954
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 048191
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 4,754,731
5 Multiply line 4 by line 3			5 229,135
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 627
7 Add lines 5 and 6			7 229,762
8 Enter qualifying distributions from Part XII, line 4			8 232,969

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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and total credits. Total amount owed is 3,173 and amount overpaid is 2,545.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No' responses. Questions cover political activities, tax filings, and asset requirements.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address 13 Yes
14 The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no (888) 866-3275

Located at PO BOX 1802 PROVIDENCE RI ZIP+4 029011802

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** **No**
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? Yes No **6b** **No**
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? Yes No **7b**

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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA N A PO BOX 1802 PROVIDENCE, RI 02901	TRUSTEE 1	48,532		

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

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

Total number of other employees paid over \$50,000. **0**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

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

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	4,701,880
b	Average of monthly cash balances.	1b	125,258
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,827,138
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,827,138
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	72,407
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,754,731
6	Minimum investment return. Enter 5% of line 5.	6	237,737

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	237,737
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	627
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	627
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	237,110
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	237,110
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	237,110

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	232,969
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	232,969
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	627
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	232,342

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				237,110
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			41,971	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	0			
b From 2012.	0			
c From 2013.	0			
d From 2014.	0			
e From 2015.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>232,969</u>				
a Applied to 2015, but not more than line 2a			41,971	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				190,998
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				46,112
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.	0			
b Excess from 2013.	0			
c Excess from 2014.	0			
d Excess from 2015.	0			
e Excess from 2016.	0			

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	211,400
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1109 083 SMALL CAP GROWTH LEADERS CTF		2014-02-07	2016-05-31
324 269 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-03-14	2016-01-08
1089 512 MID CAP VALUE CTF		2014-10-10	2016-01-08
1173 564 SMALL CAP VALUE CTF		2014-02-07	2016-05-31
1378 342 MID CAP GROWTH CTF		2014-10-10	2016-01-08
4326 013 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-03-12	2016-01-08
17045 789 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-03-12	2016-06-30
474 25 DIVIDEND INCOME COMMON TRUST FUND		2015-04-10	2016-06-30
208 ISHARES CORE S&P 500 ETF		2015-07-31	2016-01-08
1487 ISHARES CORE S&P 500 ETF		2015-01-13	2016-01-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
24,484		25,293	-809
12,604		13,765	-1,161
29,139		33,930	-4,791
28,999		28,018	981
36,319		40,571	-4,252
41,443		45,982	-4,539
159,719		181,183	-21,464
25,712		25,623	89
40,496		44,099	-3,603
289,509		307,251	-17,742

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-809
			-1,161
			-4,791
			981
			-4,252
			-4,539
			-21,464
			89
			-3,603
			-17,742

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
326 ISHARES CORE S&P MID CAP ETF		2014-03-12	2016-01-08
78 ISHARES CORE S&P MID CAP ETF		2014-03-12	2016-05-31
8801 392 IVY ASSET STRATEGY FUND CL I		2014-03-12	2016-01-08
1161 954 IVY ASSET STRATEGY FUND CL I		2015-04-09	2016-01-08
5662 768 PIMCO HIGH YIELD FD INSTL CL		2015-04-09	2016-01-08
1807 POWERSHARES DB COMMODITY		2014-03-12	2016-01-08
1108 VANGUARD FTSE DEVELOPED MARKETS ETF		2014-03-12	2016-01-08
1169 VANGUARD FTSE DEVELOPED MARKETS ETF		2014-03-12	2016-10-14
172 VANGUARD S&P 500 ETF		2016-01-08	2016-05-31
50 VANGUARD REIT ETF		2014-03-12	2016-01-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
42,918		44,723	-1,805
11,617		10,701	916
188,526		287,629	-99,103
24,889		31,082	-6,193
46,548		52,720	-6,172
23,082		23,838	-756
38,271		45,665	-7,394
42,756		48,179	-5,423
33,027		30,564	2,463
3,911		3,431	480

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,805
			916
			-99,103
			-6,193
			-6,172
			-756
			-7,394
			-5,423
			2,463
			480

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

(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)
223 VANGUARD REIT ETF		2014-03-12	2016-05-31
193 VANGUARD REIT ETF		2014-03-12	2016-06-30
12305 204 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2016-01-08	2016-06-30
9 WISDOMTREE JAPAN HEDGED EQUITY FUND		2016-01-08	2016-05-31
1513 WISDOMTREE JAPAN HEDGED EQUITY FUND		2016-01-08	2016-05-31
1575 WISDOMTREE EUROPE HEDGED EQUITY FUND		2015-04-09	2016-05-31
786 WISDOMTREE EUROPE HEDGED EQUITY FUND		2016-01-08	2016-05-31
4994 522 HIGH QUALITY CORE COMMON TRUST FUND		2012-09-30	2016-01-08
3166 878 HIGH QUALITY CORE COMMON TRUST FUND		2012-09-30	2016-05-31
5047 62 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2014-03-14	2016-05-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
18,635		15,247	3,388
17,042		13,157	3,885
126,128		120,714	5,414
394		419	-25
66,306		70,233	-3,927
84,096		106,500	-22,404
41,968		39,679	2,289
63,552		58,182	5,370
43,764		37,750	6,014
56,082		57,678	-1,596

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,388
			3,885
			5,414
			-25
			-3,927
			-22,404
			2,289
			5,370
			6,014
			-1,596

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
3016 116 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2014-03-14	2016-10-14
2875 369 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2014-02-07	2016-10-14
1297 715 STRATEGIC GROWTH COMMON TRUST FUND		2015-04-10	2016-01-08
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
33,853		34,401	-548
32,274		32,549	-275
15,886		17,699	-1,813
			2,294

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-548
			-275
			-1,813

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CT SCHOLARSHIP FUND 221 LANE HALL LEWISTON, ME 042400000	N/A	PC	UNRESTRICTED GENERAL	8,456
CONN JUNIOR REPUBLIC ASSOC INC PO BOX 161 LITCHFIELD, CT 067590161	N/A	PC	UNRESTRICTED GENERAL	8,456
CONN CHILDREN'S MEDICAL CENTER 282 WASHINGTON ST HARTFORD, CT 061063322	N/A	PC	UNRESTRICTED GENERAL	25,368
BOYS CLUB OF NEW BRITAIN ATTN TODD CZUPRINSKI 150 WASHINGTON ST NEW BRITAIN, CT 060511828	N/A	PC	UNRESTRICTED GENERAL	16,912
COMM CHEST NEW BRITAIN & BERLIN 74A VINE ST NEW BRITAIN, CT 060521409	N/A	PC	UNRESTRICTED GENERAL	25,368
CT INSTITUTE FOR THE BLIND 120 HOLCOMB ST HARTFORD, CT 061121529	N/A	PC	UNRESTRICTED GENERAL	20,331
KLINGBERG COMPRHSVE PROGRAM SVCS 370 LINWOOD ST NEW BRITAIN, CT 060521949	N/A	PC	UNRESTRICTED GENERAL	25,368
FIRST ECCLESIASTICAL SOC NB ATTN FINANCE COMMITTEE CHAIRMAN 830 CORBIN AVE NEW BRITAIN, CT 060521255	N/A	PC	UNRESTRICTED GENERAL	42,280
ARTHUR THORNTON TRUST UA 1 200 GLASTONBURY BLVD MSC CT2 GLASTONBURY, CT 060334418	N/A	PF	UNRESTRICTED GENERAL	30,405
THE SALVATION ARMY 440 W NYACK RD WEST NYACK, NY 109941739	N/A	PC	UNRESTRICTED GENERAL	8,456
Total ▶				211,400
3a				

TY 2016 Accounting Fees Schedule**Name:** THORNTON ARTHUR E TR UW 2**EIN:** 06-6445132

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE - BOA	1,250			1,250

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Expenditure Responsibility Statement

Name: THORNTON ARTHUR E TR UW 2

EIN: 06-6445132

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
ARTHUR THORNTON TRUST UA 1 CARDIO PULMONARY FUND	99 FOUNDERS PLZ EAST HARTFORD, CT 061083208	2016-02-29	5,083	FBO HOSPITAL OF CENTRAL CT CARDIO-PULMONATY EQUIPMENT					
ARTHUR THORNTON TRUST UA 1 CARDIO PULMONARY FUND	99 FOUNDERS PLZ EAST HARTFORD, CT 061083208	2016-05-20	5,083	FBO HOSPITAL OF CENTRAL CT CARDIO-PULMONATY EQUIPMENT					
ARTHUR THORNTON TRUST UA 1 CARDIO PULMONARY FUND	99 FOUNDERS PLZ EAST HARTFORD, CT 061083208	2016-06-02	5,037	FBO HOSPITAL OF CENTRAL CT CARDIO-PULMONATY EQUIPMENT					
ARTHUR THORNTON TRUST UA 1 CARDIO PULMONARY FUND	99 FOUNDERS PLZ EAST HARTFORD, CT 061083208	2016-08-19	5,083	FBO HOSPITAL OF CENTRAL CT CARDIO-PULMONATY EQUIPMENT					
ARTHUR THORNTON TRUST UA 1 CARDIO PULMONARY FUND	99 FOUNDERS PLZ EAST HARTFORD, CT 061083208	2016-11-18	5,083	FBO HOSPITAL OF CENTRAL CT CARDIO-PULMONATY EQUIPMENT					

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: THORNTON ARTHUR E TR UW 2

EIN: 06-6445132

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
1807 POWERS	2016-01		2014-03	PURCHASER	23,082	23,838			-756	

TY 2016 General Explanation Attachment**Name:** THORNTON ARTHUR E TR UW 2**EIN:** 06-6445132**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	FEDERAL FOOTNOTE	PART VIII LIST OF OFFICERS AND DIRECTORS	THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N A AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR THE TIME SPENT BY THE TRUSTEE, RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

TY 2016 Investments Corporate Stock Schedule**Name:** THORNTON ARTHUR E TR UW 2**EIN:** 06-6445132

Name of Stock	End of Year Book Value	End of Year Fair Market Value
464287465 ISHARES MSCI EAFE ET		
464287614 ISHARES RUSSELL 1000		
922042858 VANGUARD FTSE EMERGI	175,796	188,095
19765J830 COLUMBIA MID CAP VAL		
19765N245 COLUMBIA DIVIDEND IN		
19765P232 COLUMBIA MID CAP GRO		
19765P406 COLUMBIA CONTRARIAN		
19765P547 COLUMBIA REAL ESTATE		
19765P810 COLUMBIA SMALL CAP C		
693390700 PIMCO TOTAL RETURN F		
197199813 COLUMBIA ACORN INTER		
1261291M7 INTERM GOVT/CREDIT B		
99Z466163 HIGH QUALITY CORE CO	112,732	127,361
464287507 ISHARES CORE S&P MID	87,937	105,983
464287655 ISHARES RUSSELL 2000	151,336	169,911
73935S105 POWERSHARES DB COMMO	181,553	153,759
921943858 VANGUARD FTSE DEVELO	182,282	171,592
922908553 VANGUARD REIT ETF	244,354	290,175
466001864 IVY ASSET STRATEGY F		
38145C646 GOLDMAN SACHS STRATE	134,017	122,150
693390841 PIMCO HIGH YIELD FD	47,925	49,614
202671913 AGGREGATE BOND CTF	384,599	381,971
207543877 SMALL CAP GROWTH LEA	84,459	86,302
29099J109 EMERGING MARKETS STO	292,839	313,797
302993993 MID CAP VALUE CTF	103,014	106,356
303995997 SMALL CAP VALUE CTF	79,647	91,256
323991307 MID CAP GROWTH CTF	99,192	94,424
45399C107 DIVIDEND INCOME COMM	459,684	477,078
99Z466197 INTERNATIONAL FOCUSE	361,551	349,340
464287200 ISHARES CORE S&P 500		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
97717X701 WISDOMTREE EUROPE HE		
99Z501647 STRATEGIC GROWTH COM	456,700	445,555
464287226 ISHARES CORE US AGGR	236,824	233,734
922908363 VANGUARD S&P 500 ETF	396,980	458,663
00203H859 AQR MANAGED FUTURES	71,054	63,675
09256H286 BLACKROCK STRATEGIC	142,106	143,714
94987W737 WELLS FARGO ABSOLUTE	69,558	73,316
589509108 THE MERGER FD	71,055	72,021

TY 2016 Legal Fees Schedule**Name:** THORNTON ARTHUR E TR UW 2**EIN:** 06-6445132

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - PRINCIPAL (ALLOCA	267			267
LEGAL FEES - INCOME (ALLOCABLE	267			267
LEGAL FEES - CHARITABLE	372			372

TY 2016 Other Decreases Schedule**Name:** THORNTON ARTHUR E TR UW 2**EIN:** 06-6445132

Description	Amount
PARTNERSHIP ADJUSTMENT	18,404
COST BASIS ADJUSTMENT	3,576
SECURITIES ADJUSTMENT	23,301

TY 2016 Other Expenses Schedule**Name:** THORNTON ARTHUR E TR UW 2**EIN:** 06-6445132**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE-PRINCI	632	632		0
OTHER ALLOCABLE EXPENSE-INCOME	632	632		0
PARTNERSHIP EXPENSES		1,092		0

TY 2016 Other Income Schedule**Name:** THORNTON ARTHUR E TR UW 2**EIN:** 06-6445132**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	537	0	
PARTNERSHIP INCOME		368	

TY 2016 Other Increases Schedule**Name:** THORNTON ARTHUR E TR UW 2**EIN:** 06-6445132

Description	Amount
CTF ADJUSTMENT	1,952
INCOME ADJUSTMENT	804
ROUNDING	3

TY 2016 Taxes Schedule**Name:** THORNTON ARTHUR E TR UW 2**EIN:** 06-6445132

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,776	2,776		0
FOREIGN TAXES ON QUALIFIED FOR	530	530		0
FOREIGN TAXES ON NONQUALIFIED	306	306		0