

Form **990-PF****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.

Department of the Treasury
Internal Revenue ServiceInformation about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2016**
Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation

UD W BINGHAM 2ND 07/05/35

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

Room/suite

P O BOX 1802

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

PROVIDENCE, RI 02901-1802

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) \$ 49,901,744.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

13-6069740

B Telephone number (see instructions)

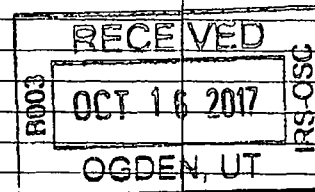
888-866-3275

C If exemption application is
pending, check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the
85% test, check here and attach
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF 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)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <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	1,444,422.	1,399,992.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	191,943.			
b Gross sales price for all assets on line 6a 12,046,962.				
7 Capital gain net income (from Part IV, line 2)		191,943.		
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)	14,040.	50,115.		STMT 2
12 Total Add lines 1 through 11	1,650,405.	1,642,050.		
13 Compensation of officers, directors, trustees, etc.	420,294.	105,073.		315,220.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 3	11,182.	NONE	NONE	11,182.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STMT 4	28,288.	28,288.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	23,901.	13,801.		
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 6	487.	19,470.		174.
24 Total operating and administrative expenses Add lines 13 through 23.	484,152.	166,632.	NONE	326,576.
25 Contributions, gifts, grants paid	2,174,510.			2,174,510.
26 Total expenses and disbursements Add lines 24 and 25	2,658,662.	166,632.	NONE	2,501,086.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,008,257.			
b Net investment income (if negative, enter -0-)		1,475,418.		
c Adjusted net income (if negative, enter -0-)				



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ENVELOPE
POSTMARK DATE OCT 18 2017

SCANNED OCT 17 2017

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash non-interest-bearing			
	2	Savings and temporary cash investments	1,132,013.	1,512,244.	1,512,244.
	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 7 . .	43,226,827.	41,840,580.	48,389,500.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	11	Investments - land, buildings, and equipment basis		
		Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)	NONE		
14		Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶ PLEASE SEE ATTACHED)			
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	44,358,840.	43,352,824.	49,901,744.
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 ▶ <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	44,358,840.	43,352,824.	
	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)	44,358,840.	43,352,824.	
	31	Total liabilities and net assets/fund balances (see instructions)	44,358,840.	43,352,824.	

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	44,358,840.
2	Enter amount from Part I, line 27a	2	-1,008,257.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	93,956.
4	Add lines 1, 2, and 3	4	43,444,539.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	91,715.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,352,824.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a 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 12,025,670.		11,818,509.	207,161.
b 21,289.		36,507.	-15,218.
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			207,161.
b			-15,218.
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	191,943.
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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	2,418,955.	49,900,316.	0.048476
2014	2,486,685.	51,475,909.	0.048308
2013	2,125,949.	50,651,580.	0.041972
2012	1,349,301.	48,602,283.	0.027762
2011	851,000.	47,725,093.	0.017831

2 Total of line 1, column (d)	2	0.184349
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	0.036870
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	49,441,326.
5 Multiply line 4 by line 3.	5	1,822,902.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	14,754.
7 Add lines 5 and 6.	7	1,837,656.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,501,086.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	14,754.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	14,754.
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	14,754.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	44,000.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	44,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	29,246.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input checked="" type="checkbox"/> 14,756. Refunded <input checked="" type="checkbox"/> 14,490.	11	14,490.

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers. <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	X	
9 Did 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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address ► <u>NONE</u>	13	X
14 The books are in care of ► <u>BANK OF AMERICA</u> Telephone no. ► <u>(888) 866-3275</u>		
Located at ► <u>PO BOX 1802, PROVIDENCE, RI</u> ZIP+4 ► <u>02901</u>		
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		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ 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
- 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

5b

6b

7b

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA	CO-TRUSTEE			
1 FINANCIAL PLAZA, PO BOX 1802, PROVIDENCE, RI 02901	1	227,992.	-0-	-0-
DONALD M BARR	CO-TRUSTEE			
99 FOUNDERS PLAZA, EAST HARTFORD, CT 06108	1	96,151.	-0-	-0-
PATRICIA F DAVIDSON	CO-TRUSTEE			
99 FOUNDERS PLAZA, EAST HARTFORD, CT 06108	1	96,151.	-0-	-0-

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

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

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

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

3 Five highest-paid independent contractors for professional services (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.

1	NONE	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments (see instructions)
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	NONE	Amount
2		
All other program-related investments. See instructions.		
3	NONE	
Total. Add lines 1 through 3.		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	48,229,272.
b	Average of monthly cash balances	1b	1,964,968.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	50,194,240.
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	50,194,240.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	752,914.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	49,441,326.
6	Minimum investment return. Enter 5% of line 5	6	2,472,066.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,472,066.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	14,754.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	1,182.
c	Add lines 2a and 2b	2c	15,936.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,456,130.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,456,130.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,456,130.

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	2,501,086.
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	2,501,086.
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	14,754.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,486,332.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,456,130.
2 Undistributed income, if any, as of the end of 2016			2,174,336.	
a Enter amount for 2015 only.		NONE		
b Total for prior years 20 <u>14</u> , 20 <u>20</u> , 20 <u>20</u>				
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 ▶ \$ <u>2,501,086.</u>				
a Applied to 2015, but not more than line 2a			2,174,336.	
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				326,750.
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				2,129,380.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			

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

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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				
PLEASE SEE ATTACHED LIST	N/A	PC	UNRESTRICTED GENERAL SUPPORT	2,174,510.
Total			▶ 3a	2,174,510.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
Enter gross amounts unless otherwise indicated.		(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	1,444,422.	
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	191,943.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue a					
b	STATE TAX REFUND -			1	189.	
c	EXCISE TAX REFUND			1	13,851.	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,650,405.	
13	Total. Add line 12, columns (b), (d), and (e)					1,650,405.

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

[illegible]

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

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.		

[illegible]

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

b If "Yes," complete the following schedule.

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

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

**Sign
Here**

Karen J. Kiser
Signature of officer or trustee
BANK OF AMERICA, N.A.

09/27/2017
Date

SVP Tax

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 <input type="checkbox"/> 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	2,989.	2,989.
FOREIGN DIVIDENDS	218,979.	218,979.
NONDIVIDEND DISTRIBUTIONS	44,430.	
DOMESTIC DIVIDENDS	429,248.	429,248.
OTHER INTEREST	475,305.	475,305.
FOREIGN INTEREST	41,299.	41,299.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	70,573.	70,573.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	1,900.	1,900.
NONQUALIFIED FOREIGN DIVIDENDS	33,755.	33,755.
NONQUALIFIED DOMESTIC DIVIDENDS	125,944.	125,944.
	-----	-----
TOTAL	1,444,422.	1,399,992.
	=====	=====

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FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
STATE TAX REFUND - PRINCIPAL	189.	189.
EXCISE TAX REFUND	13,851.	
PARTNERSHIP INCOME		49,926.
	-----	-----
TOTALS	14,040.	50,115.
	=====	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - CHARITABLE	11,182.			11,182.
TOTALS	11,182.	NONE	NONE	11,182.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY FEES	28,288.	28,288.
TOTALS	28,288.	28,288.

FORM 990PF; PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	3,370.	3,370.
EXCISE TAX - PRIOR YEAR	100.	
EXCISE TAX ESTIMATES	10,000.	
FOREIGN TAXES ON QUALIFIED FOR	8,145.	8,145.
FOREIGN TAXES ON NONQUALIFIED	2,286.	2,286.
	-----	-----
TOTALS	23,901.	13,801.
	=====	=====

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FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER INVESTMENT FEE	313.	313.	
STATE FILING FEE	100.		100.
OTHER CHARITABLE EXPENSES	74.		74.
PARTNERSHIP EXPENSES		19,157.	
TOTALS	487.	19,470.	174.
	=====	=====	=====

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
PLEASE SEE ATTACHED	43,226,827.	41,840,580.	48,389,500.
	-----	-----	-----
TOTALS	43,226,827.	41,840,580.	48,389,500.
	=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
TYE INCOME ADJUSTMENT	1,900.
PARTNERSHIP ADJUSTMENT	89,700.
AMORTIZATION ADJUSTMENT	2,356.

TOTAL	93,956.
	=====

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

COST ADJUSTMENT

91,698.

TRANSACTION ADJUSTMENT

17.

TOTAL

91,715.

=====

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[illegible]

Select	Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
	03/10/2016	\$ (150,000.00)	READING IS FUNDAMENTAL	N/A	UNRESTRICTED GENERAL SUPPORT	PC
	06/09/2016	\$ (200,000.00)	THE CONSERVATION FUND	N/A	UNRESTRICTED GENERAL SUPPORT	PC
	06/09/2016	\$ (200,000.00)	HIGH HOPES THERAPEUTIC RIDING	N/A	UNRESTRICTED GENERAL SUPPORT	PC
	06/09/2016	\$ (500,000.00)	MAINE FARMLAND TRUST	N/A	UNRESTRICTED GENERAL SUPPORT	PC
	09/09/2016	\$ (149,510.00)	THE CROMWELL CENTER FOR	N/A	UNRESTRICTED GENERAL SUPPORT	PC
	10/14/2016	\$ (200,000.00)	THE DAVID SCHOOL	N/A	UNRESTRICTED GENERAL SUPPORT	PC
	10/14/2016	\$ (200,000.00)	PORTLAND SYMPHONY ORCHESTRA	N/A	UNRESTRICTED GENERAL SUPPORT	PC
	10/14/2016	\$ (200,000.00)	UNIVERSITY OF SOUTHERN MAINE	N/A	UNRESTRICTED GENERAL SUPPORT	PC
	10/14/2016	\$ (375,000.00)	AMERICAN FARMLAND TRUST	N/A	UNRESTRICTED GENERAL SUPPORT	PC
	TOTAL	\$ (2,174,510.00)				

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Balance Sheet

12/31/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	1512243 810	1,512,243.81	1,512,243 81
00206R102	AT&T INC	13930 000	304,266.29	592,442.90
00206RCA8	AT&T INC	250000 000	254,767 08	252,185 00
00287Yaq2	ABBVIE INC	200000.000	199,987.57	198,098 00
00440EAR8	ACE INA HLDG INC	300000 000	295,617.00	305,637 00
00507UAK7	ACTAVIS FDG SCS	100000 000	100,078.64	100,097.00
025537101	AMERICAN ELEC PWR INC	5154 000	161,038 79	324,495.84
0258MODZ9	AMERICAN EXPRESS CR CORP	400000 000	400,600 90	400,580.00
02665WAC5	AMERICAN HONDA FIN CORP	300000 000	298,842.00	302,346 00
026874CY1	AMERICAN INTL GROUP INC	100000 000	106,827.42	103,822 00
03027XAD2	AMERICAN TOWER CORP NEW	150000 000	152,772 11	161,499.00
035242AL0	ANHEUSER-BUSCH INBEV FIN INC	400000.000	398,484.00	407,092 00
046353108	ASTRAZENECA PLC	3988.000	141,079 18	108,952.16
05534B760	BCE INC	7260 000	330,152.77	313,922.40
06366RMS1	BANK MONTREAL	250000.000	241,362 50	249,410 00
06406HDA4	BANK NEW YORK INC UNSECD	400000 000	396,240.00	393,348.00
097023105	BOEING CO	2034.000	255,334.72	316,653.12
10112RAU8	BOSTON PPTYS LP	200000 000	197,583.70	205,212.00
12591TAB2	COMM 2014-LC15 MTG TR	475000.000	489,212.89	484,205 50
12632QAS2	COMM 2014 CCRE18 MTG TR	134824.525	135,064 73	134,696.44
126650CF5	CVS CAREMARK CORP	200000 000	201,932.88	200,618.00
13057Q206	CALIFORNIA RESOURCES CORP	29.000	82 66	617 41
14042E5V8	CAPITAL ONE NATL ASSN MCLEAN VA	200000 000	202,400 95	201,148.00
149123CC3	CATERPILLAR INC	300000 000	303,004.95	308,937.00
151020AS3	CELGENE CORP	150000.000	149,063 25	152,146.50
166764100	CHEVRON CORP	4604 000	410,227 63	541,890 80
17275R102	CISCO SYS INC	10212 000	271,430.39	308,606 64
172967HT1	CITIGROUP INC	200000 000	199,752.00	203,692.00
19763T889	COLUMBIA INCOME OPPORTUNITIES	28745 958	290,909 09	281,710.39
20030N101	COMCAST CORP	7536.000	113,473.32	520,360.80
20173TAE5	COMMERCIAL MTG PASS THRU CTF	217753 945	231,167 92	220,900 49
20825C104	CONOCOPHILLIPS	4745.000	325,084.18	237,914.30
219350105	CORNING INC	10264 000	220,981.63	249,107.28
25243Q205	DIAGEO PLC	2076.000	241,205 61	215,779.44

UD W BINGHAM 2ND 07/05/35

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Balance Sheet

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Bank of America



Cusip	Asset	Units	Basis	Market Value
258620103	DOUBLELINE TOTAL RETURN BD FUND	109489.051	1,200,000.00	1,162,773.72
260543CH4	DOW CHEM CO	150000.000	147,147.00	150,069.00
263534109	DU PONT E I DE NEMOURS & CO	3853.000	254,446.61	282,810.20
26441CAD7	DUKE ENERGY CORP	150000.000	160,664.40	161,706.00
29379VBB8	ENTERPRISE PRODS OPER LLC GTD	200000.000	201,136.40	206,276.00
30231G102	EXXON MOBIL CORP	6361.000	210,611.59	574,143.86
3128M74W3	FEDERAL HOME LN MTG CORP	148850.140	158,223.05	160,167.22
3128M8A20	FEDERAL HOME LN MTG CORP	184379.499	198,150.34	199,802.84
3128MDQ55	FEDERAL HOME LN MTG CORP	79675.861	86,298.92	84,904.19
3128P7QL0	FEDERAL HOME LN MTG CORP	167131.548	181,076.59	180,012.38
312934SC7	FEDERAL HOME LN MTG CORP	165145.901	176,035.21	177,690.38
3138AXKP5	FEDERAL NATL MTG ASSN	155764.085	163,065.51	164,500.89
3138E0RK7	FEDERAL NATL MTG ASSN	89078.707	95,230.72	93,859.56
3138EJLW6	FEDERAL NATL MTG ASSN	200482.087	215,894.11	216,436.45
3138W94X5	FEDERAL NATL MTG ASSN	486031.840	531,673.27	529,594.87
31402RJL4	FEDERAL NATL MTG ASSN	163642.576	177,961.29	179,666.46
31403DJZ3	FEDERAL NATL MTG ASSN	69708.588	75,829.86	76,149.66
31410LFW7	FEDERAL NATL MTG ASSN	223580.050	229,483.97	230,560.22
31419A4N4	FEDERAL NATL MTG ASSN	368647.970	382,184.26	380,149.79
31419BVV4	FEDERAL NATL MTG ASSN	219534.000	231,642.66	231,740.09
345397WK5	FORD MTR CR CO LLC	200000.000	210,201.68	206,400.00
353612781	FRANKLIN FTLG RATE DAILY ACCESS	42707.716	393,526.01	379,671.60
369604103	GENERAL ELEC CO	17624.000	346,498.82	556,918.40
370334BT0	GENERAL MILLS INC	200000.000	199,680.00	207,912.00
38148LAC0	GOLDMAN SACHS GROUP INC	300000.000	303,545.34	296,010.00
40414L109	HCP INC	6094.000	273,845.47	181,113.68
404280406	HSBC HLDGS PLC	5125.000	240,796.05	205,922.50
404280AW9	HSBC HLDGS PLC	400000.000	399,420.00	414,748.00
458140100	INTEL CORP	6022.000	183,201.93	218,417.94
458140AL4	INTEL CORP	400000.000	400,984.34	400,600.00
464287499	ISHARES RUSSELL MID-CAP ETF	7500.000	1,239,544.50	1,341,450.00
464287655	ISHARES RUSSELL 2000 ETF	8600.000	601,384.24	1,159,710.00
464288448	ISHARES INTL SELECT DIVIDEND ETF	56000.000	1,916,987.84	1,655,360.00
46432F842	ISHARES CORE MSCI EAFE	35460.000	1,926,009.90	1,901,719.80

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Cusip	Asset	Units	Basis	Market Value
46625H100	J P MORGAN CHASE & CO	4725 000	204,673 21	407,720 25
46625HJL5	JPMORGAN CHASE & CO	400000 000	393,044 00	399,488.00
478160104	JOHNSON & JOHNSON	3018 000	4,816.22	347,703 78
494368103	KIMBERLY CLARK CORP	2028.000	225,003.78	231,435.36
494550BT2	KINDER MORGAN ENERGY PARTNERS	36000.000	35,817.84	36,548.64
50076QAX4	KRAFT FOODS GROUP INC	150000 000	160,278.24	159,897.00
501044DD0	KROGER CO	200000 000	199,428 00	196,960.00
532457108	LILLY ELI & CO	2634 000	183,600.45	193,730.70
540424AS7	LOEWS CORP	350000 000	353,807.62	355,782.00
58933Y105	MERCK & CO INC	5525.000	292,173.71	325,256.75
59156R108	METLIFE INC	4664 000	241,227.17	251,342.96
59156RBM9	METLIFE INC	300000.000	297,624.00	294,324.00
594918104	MICROSOFT CORP	5592 000	154,608 73	347,486 88
61747YDT9	MORGAN STANLEY	200000 000	201,511 19	201,506 00
637432ND3	NATIONAL RURAL UTILS COOP FIN	350000 000	345,081 24	343,948.50
65339F101	NEXTERA ENERGY INC	2900.000	127,990.63	346,434.00
66987V109	NOVARTIS A G	3099 000	221,247.84	225,731 16
674599105	OCCIDENTAL PETE CORP DEL	3182 000	51,158 34	226,653.86
69352PAK9	PPL CAP FDG INC	250000.000	249,782.70	258,727.50
69353REK0	PNC BK N A PITTSBURGH PA	300000.000	294,678 00	294,579.00
713448108	PEPSICO INC	3236 000	47,044 65	338,582 68
717081103	PFIZER INC	7402.000	224,619 04	240,416 96
74005P104	PRAXAIR INC	2189.000	167,427 85	256,528 91
74432QBZ7	PRUDENTIAL FINL INC	200000 000	198,990.00	204,344.00
755111507	RAYTHEON CO	1855.000	168,142 32	263,410 00
761713BC9	REYNOLDS AMERN INC	200000.000	200,455 00	201,268 00
780259107	ROYAL DUTCH SHELL PLC	4256 000	294,377 52	246,720 32
78409V104	S&P GLOBAL INC	2785 000	80,026.00	299,498 90
78462F103	SPDR S&P 500 ETF TR	12000 000	1,989,474.00	2,682,360 00
78463X863	SPDR DJ WILSHIRE INTL REAL	6130.000	252,716 61	221,170.40
80281CAF2	SANTANDER DRIVE AUTO	299023 560	300,588.76	300,004.36
828807CQ8	SIMON PPTY GROUP L P	350000.000	355,236 70	352,845.50
867914BF9	SUNTRUST BKS INC	300000 000	302,381.47	302,658 00
87938WAG8	TELEFONICA EMISIONES S A U	200000 000	204,422.04	204,488.00

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Balance Sheet

12/31/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
882508104	TEXAS INSTRS INC	5811 000	142,016.19	424,028.67
883203BV2	TEXTRON INC	150000 000	153,065.42	150,825.00
883556BE1	THERMO FISHER SCIENTIFIC INC	200000 000	203,273.06	201,520.00
88579Y101	3M CO	1461 000	240,535.46	260,890.77
89114QB64	TORONTO DOMINION BK UNSECD SR	500000.000	502,629.15	500,785.00
89417E109	TRAVELERS COS INC	2421 000	257,791.84	296,378.82
8ENM79995	UST GLOBAL PRIVATE MARKETS	532949.183	150,861.68	532,949.18
904784709	UNILEVER N V	7155 000	282,656.60	293,784.30
907818DY1	UNION PAC CORP	200000.000	208,559.39	203,258.00
912828G38	UNITED STATES TREAS NT	1475000.000	1,481,296.41	1,465,958.25
912828J27	UNITED STATES TREAS NT	850000.000	843,206.96	827,288.00
912828M56	UNITED STATES TREAS NT	250000 000	249,550.78	246,797.50
912828P46	UNITED STATES TREAS NT	850000.000	842,587.63	794,223.00
912828Q94	UNITED STATES TREAS NT	600000 000	599,951.79	598,032.00
912828S50	UNITED STATES TREAS NT	554631 000	555,106.04	536,328.18
913017109	UNITED TECHNOLOGIES CORP	2357 000	138,225.80	258,374.34
91324PBY7	UNITEDHEALTH GROUP INC	150000.000	150,306.60	150,219.00
922908553	VANGUARD REIT	3155 000	248,573.01	260,382.15
92343V104	VERIZON COMMUNICATIONS INC	5268 000	154,870.03	281,205.84
92343VBR4	VERIZON COMMUNICATIONS INC	200000.000	199,352.00	221,148.00
949746101	WELLS FARGO & CO	5722.000	322,471.31	315,339.42
94974BFG0	WELLS FARGO & CO	350000 000	351,215.16	349,580.00
95040Q104	WELLTOWER INC	5365 000	385,258.83	359,079.45
961214BK8	WESTPAC BKG CORP	300000 000	328,935.32	321,924.00
962166104	WEYERHAEUSER CO	45913.000	447,403.97	1,381,522.17
96221TAB3	WFRBS COML MTG TR 2014-LC14	250000 000	257,714.85	254,790.00
976657AL0	WISCONSIN ENERGY CORP	300000 000	299,949.00	305,739.00
984121BQ5	XEROX CORP	200000 000	200,872.57	200,722.00
G0084W101	ADIENT PLC	202 000	9,410.17	11,837.20
G1151C101	ACCENTURE PLC	3611 000	138,811.17	422,956.43
G51502105	JOHNSON CONTROLS INTL PLC	4484.000	200,946.78	184,695.96
H1467J104	CHUBB LTD	4922 000	537,309.59	650,294.64
		Totals:	43,352,823.87	49,901,743.55