

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

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No 1545-0052

**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation

UD SETH SPRAGUE EDUC & CHAR FDN

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

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

Initial return of a former public charity

Final return

Amended return

Address change

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) \$ 68,389,558

J Accounting method ☒ Cash ☐ Accrual

☐ Other (specify)

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

A Employer identification number

13-6071886

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 computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

## Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

|                                                                                                 | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|-------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>Revenue</b>                                                                                  |                                    |                           |                         |                                                             |
| 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                                                        | 1,333,753                          | 1,245,403                 |                         | STMT 1                                                      |
| 5a Gross rents                                                                                  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                   |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                        | -1,460,380                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                   | 25,793,057                         |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                |                                    |                           |                         |                                                             |
| 8 Net short-term capital gain                                                                   |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                          |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                     |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                       |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule)                                                      |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule)                                                               | 17,521                             |                           |                         | STMT 2                                                      |
| 12 Total. Add lines 1 through 11                                                                | -109,106                           | 1,245,403                 |                         |                                                             |
| <b>Operating and Administrative Expenses</b>                                                    |                                    |                           |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                          | 337,136                            | 128,907                   |                         | 208,229                                                     |
| 14 Other employee salaries and wages                                                            |                                    | NONE                      | NONE                    |                                                             |
| 15 Pension plans, employee benefits                                                             |                                    | NONE                      | NONE                    |                                                             |
| 16a Legal fees (attach schedule)                                                                |                                    |                           |                         |                                                             |
| b Accounting fees (attach schedule)                                                             |                                    |                           |                         |                                                             |
| c Other professional fees (attach schedule)                                                     |                                    |                           |                         |                                                             |
| 17 Interest                                                                                     |                                    |                           |                         |                                                             |
| 18 Taxes (attach schedule) (see instructions)                                                   | 2,888                              | 2,888                     |                         |                                                             |
| 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)                                                             | 9,500                              |                           |                         | 9,500                                                       |
| 24 Total operating and administrative expenses. Add lines 13 through 23                         | 349,524                            | 131,795                   | NONE                    | 217,729                                                     |
| 25 Contributions, gifts, grants paid                                                            | 3,640,000                          |                           |                         | 3,640,000                                                   |
| 26 Total expenses and disbursements. Add lines 24 and 25                                        | 3,989,524                          | 131,795                   | NONE                    | 3,857,729                                                   |
| 27 Subtract line 26 from line 12                                                                | -4,098,630                         |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                             |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0)                                                 |                                    | 1,113,608                 |                         |                                                             |
| c Adjusted net income (if negative, enter -0)                                                   |                                    |                           |                         |                                                             |

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SERVICE CENTER

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| Part II Balance Sheets      |                                                                                                                               | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)              |             | Beginning of year | End of year    |                       |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------|----------------|-----------------------|
|                             |                                                                                                                               |                                                                                                                                 |             | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1                                                                                                                             | Cash - non-interest-bearing . . . . .                                                                                           |             |                   |                |                       |
|                             | 2                                                                                                                             | Savings and temporary cash investments . . . . .                                                                                |             | 1,426,262.        | 1,133,336.     | 1,133,336.            |
|                             | 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) . .                                                       | STMT 5      | 1,589,084.        | 1,585,149.     | 1,909,575.            |
|                             | b                                                                                                                             | Investments - corporate stock (attach schedule) . . . . .                                                                       | STMT 6      | 47,769,312.       | 38,955,482.    | 56,676,756.           |
|                             | c                                                                                                                             | Investments - corporate bonds (attach schedule) . . . . .                                                                       | STMT 10     | 3,525,313.        | 8,529,930.     | 8,669,891.            |
|                             | 11                                                                                                                            | Investments - land, buildings, and equipment, basis ▶<br>Less: accumulated depreciation (attach schedule) ▶                     |             |                   |                |                       |
| 12                          | Investments - mortgage loans . . . . .                                                                                        |                                                                                                                                 |             |                   |                |                       |
| 13                          | Investments - other (attach schedule) . . . . .                                                                               |                                                                                                                                 |             |                   |                |                       |
| 14                          | Land, buildings, and equipment, basis ▶<br>Less: accumulated depreciation (attach schedule) ▶                                 |                                                                                                                                 |             |                   |                |                       |
| 15                          | Other assets (describe ▶)                                                                                                     |                                                                                                                                 |             |                   |                |                       |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .                |                                                                                                                                 | 54,309,971. | 50,203,897.       | 68,389,558.    |                       |
| 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                          | <b>Total liabilities</b> (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 . . . . .                                                                      |             | 54,309,971.       | 50,203,897.    |                       |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                         |             |                   |                |                       |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds . .                                                            |             |                   |                |                       |
| 30                          | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                         |                                                                                                                                 | 54,309,971. | 50,203,897.       |                |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                            |                                                                                                                                 | 54,309,971. | 50,203,897.       |                |                       |

### 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 | 54,309,971. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -4,098,630. |
| 3 | Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 11</b>                                                                                           | 3 | 20,579.     |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 50,231,920. |
| 5 | Decreases not included in line 2 (itemize) ▶ <b>ACCD INTEREST</b>                                                                                                    | 5 | 28,023.     |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .                                                 | 6 | 50,203,897. |

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**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>b</b> |  |  |  |
| <b>c</b> |  |  |  |
| <b>d</b> |  |  |  |
| <b>e</b> |  |  |  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b> 25,793,057.  |                                            | 27,227,027.                                     | -1,433,970.                                  |
| <b>b</b>              |                                            |                                                 |                                              |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

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<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Gains (Col. (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-----------------------------------------------|------------------------------------------------------------------------------------------------|
| <b>a</b>                  |                                      |                                               | -1,433,970.                                                                                    |
| <b>b</b>                  |                                      |                                               |                                                                                                |
| <b>c</b>                  |                                      |                                               |                                                                                                |
| <b>d</b>                  |                                      |                                               |                                                                                                |
| <b>e</b>                  |                                      |                                               |                                                                                                |

|                                                                                                                                                                                                                     |          |             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                          | <b>2</b> | -1,460,380. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>Part I, line 8 . . . . . | <b>3</b> |             |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2015                                                                 | 3,909,595.                               | 75,081,844.                                  | 0.052071                                                  |
| 2014                                                                 | 3,512,835.                               | 73,453,350.                                  | 0.047824                                                  |
| 2013                                                                 | 3,320,900.                               | 69,306,571.                                  | 0.047916                                                  |
| 2012                                                                 | 3,165,752.                               | 64,740,873.                                  | 0.048899                                                  |
| 2011                                                                 | 3,005,224.                               | 63,773,829.                                  | 0.047123                                                  |

|                                                                                                                                                                                                                                          |          |             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                                                           | <b>2</b> | 0.243833    |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years. . . . .                                        | <b>3</b> | 0.048767    |
| <b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 . . . . .                                                                                                                                          | <b>4</b> | 68,965,647. |
| <b>5</b> Multiply line 4 by line 3. . . . .                                                                                                                                                                                              | <b>5</b> | 3,363,248.  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                                                             | <b>6</b> | 11,136.     |
| <b>7</b> Add lines 5 and 6. . . . .                                                                                                                                                                                                      | <b>7</b> | 3,374,384.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .<br>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<br>Part VI instructions. | <b>8</b> | 3,857,729.  |

**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 . . . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) |    |         |         |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                           |    | 1       | 11,136. |
| 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       | 11,136. |
| 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       | 11,136. |
| 6 Credits/Payments:                                                                                                                                                                                                                              |    |         |         |
| a 2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . .                                                                                                                                                                    | 6a | 23,912. |         |
| 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  | 23,912. |         |
| 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 | 12,776. |         |
| 11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 11,136. Refunded <input type="checkbox"/> 1,640.                                                                                                    | 11 | 1,640.  |         |

**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)? . . . . .<br>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.<br>(1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____                                                                                                                           |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____                                                                                                                                                                               |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>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? . . . . .                                                                                                                                                                                                                                                                            |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>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:<br>• By language in the governing instrument, or<br>• 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 type="checkbox"/> NY                                                                                                                                                                                                                       |     |    |
| 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 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .                                                                                        |     | 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)**

|    |                                                                                                                                                                                                                                                                                                                                                 |    |     |    |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 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 | Yes | No |
|    |                                                                                                                                                                                                                                                                                                                                                 |    |     | 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>N/A</u>                                                                                                                                                                                                  | 13 | X   |    |
| 14 | The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no. <u>(888) 866-3275</u><br>Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 <u>02901-1802</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 . . . . .                                                                                                                                         | 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? . . . . .<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u> | 16 |     | X  |

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

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

|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |    |     |    |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 1a  | During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                                       |    | Yes | No |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                             |    |     | X  |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                     |    |     | X  |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                         |    |     | X  |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                               | X  | Yes | No |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .                                                                                                                                                                                                                                                                                                                                                      |    | Yes | X  |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .                                                                                                                                                                                                                                                     |    | Yes | X  |
| 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)? . . . . .<br>Organizations relying on a current notice regarding disaster assistance check here . . . . .                                                                                                                                                                           | 1b |     | X  |
| 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? . . . . .<br>If "Yes," list the years <u></u>                                                                                                                                                                                                                                                                                                          |    | Yes | X  |
| 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.<br><u></u>                                                                                                                                                                                                                                                                                                                                                                              |    |     |    |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .                                                                                                                                                                                                                                                                                                                                                                     |    | Yes | X  |
| 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 ☒ NoOrganizations 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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address                                 | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| BANK OF AMERICA, N.A.                                | CO-TRUSTEE                                                |                                           |                                                                       |                                       |
| 114 W 47TH STREET, NY8-114-07-07, NEW YORK, NY 10036 | 1                                                         | 92,555.                                   | -0-                                                                   | -0-                                   |
| PATRICIA M DUNNINGTON                                | CO-TRUSTEE                                                |                                           |                                                                       |                                       |
| 14 SUTTON PL S APT 9A, NEW YORK, NY 10022-3071       | 19                                                        | 81,527.                                   | -0-                                                                   | -0-                                   |
| IRENE de WATTEVILLE                                  | CO-TRUSTEE                                                |                                           |                                                                       |                                       |
| 749 N GRANADOS AVE, SOLANA BEACH, CA 92705-1220      | 22                                                        | 81,527.                                   | -0-                                                                   | -0-                                   |
| REBECCA CLAPP                                        | CO-TRUSTEE                                                |                                           |                                                                       |                                       |
| 5 ROCKPORT WOODS, ROCKPORT, ME 04856-5715            | 22                                                        | 81,527.                                   | -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             |
|                                                                                           |                     |                  |
|                                                                                           |                     |                  |
|                                                                                           |                     |                  |
|                                                                                           |                     |                  |
|                                                                                           |                     |                  |
|                                                                                           |                     |                  |
|                                                                                           |                     |                  |
| <b>Total number of others receiving over \$50,000 for professional services . . . . .</b> | <b>▶</b>            | NONE             |

## Part IX-A Summary of Direct Charitable Activities

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

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 <b>NONE</b>                                                                                                    |        |
|                                                                                                                  |        |
| 2                                                                                                                |        |
|                                                                                                                  |        |
| All other program-related investments See instructions                                                           |        |
| 3 <b>NONE</b>                                                                                                    |        |
|                                                                                                                  |        |
| <b>Total.</b> 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.)

|          |                                                                                                                     |           |             |
|----------|---------------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:         |           |             |
| <b>a</b> | Average monthly fair market value of securities . . . . .                                                           | <b>1a</b> | 68,158,703. |
| <b>b</b> | Average of monthly cash balances . . . . .                                                                          | <b>1b</b> | 1,857,182.  |
| <b>c</b> | Fair market value of all other assets (see instructions). . . . .                                                   | <b>1c</b> | NONE        |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c) . . . . .                                                                     | <b>1d</b> | 70,015,885. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . . | <b>1e</b> |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets . . . . .                                                      | <b>2</b>  | NONE        |
| <b>3</b> | Subtract line 2 from line 1d . . . . .                                                                              | <b>3</b>  | 70,015,885. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | <b>4</b>  | 1,050,238.  |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4         | <b>5</b>  | 68,965,647. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .                                                      | <b>6</b>  | 3,448,282.  |

**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.)

|           |                                                                                                                    |           |            |
|-----------|--------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6 . . . . .                                                            | <b>1</b>  | 3,448,282. |
| <b>2a</b> | Tax on investment income for 2016 from Part VI, line 5 . . . . .                                                   | <b>2a</b> | 11,136.    |
| <b>b</b>  | Income tax for 2016. (This does not include the tax from Part VI.) . . . . .                                       | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b . . . . .                                                                                      | <b>2c</b> | 11,136.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .                                    | <b>3</b>  | 3,437,146. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions . . . . .                                                | <b>4</b>  | NONE       |
| <b>5</b>  | Add lines 3 and 4. . . . .                                                                                         | <b>5</b>  | 3,437,146. |
| <b>6</b>  | Deduction from distributable amount (see instructions). . . . .                                                    | <b>6</b>  | NONE       |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . . | <b>7</b>  | 3,437,146. |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                                |           |            |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                                     |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .                                                                        | <b>1a</b> | 3,857,729. |
| <b>b</b> | Program-related investments - total from Part IX-B . . . . .                                                                                                   | <b>1b</b> |            |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .                                            | <b>2</b>  | NONE       |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                           |           |            |
| <b>a</b> | Suitability test (prior IRS approval required) . . . . .                                                                                                       | <b>3a</b> | NONE       |
| <b>b</b> | Cash distribution test (attach the required schedule) . . . . .                                                                                                | <b>3b</b> | NONE       |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                              | <b>4</b>  | 3,857,729. |
| <b>5</b> | 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) . . . . . | <b>5</b>  | 11,136.    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .                                                                                | <b>6</b>  | 3,846,593. |

**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)<br>Corpus | (b)<br>Years prior to 2015 | (c)<br>2015 | (d)<br>2016 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2016 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 3,437,146.  |
| <b>2</b> Undistributed income, if any, as of the end of 2016                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2015 only. . . . .                                                                                                                                                |               |                            | 140,236.    |             |
| <b>b</b> Total for prior years 20 <u>14</u> , 20 <u>  </u> , 20 <u>  </u>                                                                                                                   |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2016:                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2011 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>b</b> From 2012 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>c</b> From 2013 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>d</b> From 2014 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>e</b> From 2015 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | NONE          |                            |             |             |
| <b>4</b> Qualifying distributions for 2016 from Part XII, line 4: ► \$ <u>3,857,729.</u>                                                                                                    |               |                            |             |             |
| <b>a</b> Applied to 2015, but not more than line 2a . . .                                                                                                                                   |               |                            | 140,236.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               | NONE                       |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            | NONE          |                            |             |             |
| <b>d</b> Applied to 2016 distributable amount . . . . .                                                                                                                                     |               |                            |             | 3,437,146.  |
| <b>e</b> Remaining amount distributed out of corpus. . .                                                                                                                                    | 280,347.      |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a) )                                                | NONE          |                            |             | NONE        |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                                  | 280,347.      |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .                                                                                                          |               | NONE                       |             |             |
| <b>c</b> 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                       |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .                                                                          |               |                            |             |             |
| <b>f</b> Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017. . . . .                                                               |               |                            |             | NONE        |
| <b>7</b> 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          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .                                                                                  | NONE          |                            |             |             |
| <b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 280,347.      |                            |             |             |
| <b>10</b> Analysis of line 9.                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2012 . . .                                                                                                                                                             | NONE          |                            |             |             |
| <b>b</b> Excess from 2013 . . .                                                                                                                                                             | NONE          |                            |             |             |
| <b>c</b> Excess from 2014 . . .                                                                                                                                                             | NONE          |                            |             |             |
| <b>d</b> Excess from 2015 . . .                                                                                                                                                             | NONE          |                            |             |             |
| <b>e</b> Excess from 2016 . . .                                                                                                                                                             | 280,347.      |                            |             |             |

**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) |
|-------------------------------------------------------------------------------------------------------|---------------|------------|

**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(1)(3)(B)(i). . . .

**b** "Endowment" alternative test-  
enter 2/3 of minimum invest-  
ment 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 (i)(3)(B)(iii) . . . . .

(3) Largest amount of support from an exempt organization, . . . .

(4) Gross investment income .

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

### 1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ☐ 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:

SEE STATEMENT 12

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

N/A

**c Any submission deadlines:**

N/A

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

N/A



**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| <div>Recipient</div> <div>Name and address (home or business)</div>                                                                   | <div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div> | <div>Foundation status of recipient</div> | <div>Purpose of grant or contribution</div>    | <div>Amount</div> |
|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------|------------------------------------------------|-------------------|
| <p><b>a Paid during the year</b></p> <p>VARIOUS CHARITABLE ORGS SEE ATTACHED SCHEDULE<br/>BANK OF AMERICA, N.A. NEW YORK NY 10036</p> | <p>N/A</p>                                                                                                           | <p>PC</p>                                 | <p>CONTRIBUTION TO TAX EXEMPT<br/>CHAR ORG</p> | <p>3,640,000.</p> |
| <p><b>Total</b></p>                                                                                                                   |                                                                                                                      |                                           | <p>▶ <b>3a</b></p>                             | <p>3,640,000.</p> |
| <p><b>b Approved for future payment</b></p>                                                                                           |                                                                                                                      |                                           |                                                |                   |
| <p><b>Total</b></p>                                                                                                                   |                                                                                                                      |                                           | <p>▶ <b>3b</b></p>                             |                   |

|                   |                                                |
|-------------------|------------------------------------------------|
| <b>Part XVI-A</b> | <b>Analysis of Income-Producing Activities</b> |
|-------------------|------------------------------------------------|

[illegible]

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

**Line No.** Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

- |          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes          | No |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
| <b>1</b> | 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?                                                                                                                                          |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |              |    |
|          | (1) Cash . . . . .                                                                                                                                                                                                                                                                                                                                                                           | <b>1a(1)</b> | X  |
|          | (2) Other assets . . . . .                                                                                                                                                                                                                                                                                                                                                                   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .                                                                                                                                                                                                                                                                                                                         | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .                                                                                                                                                                                                                                                                                                                   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets . . . . .                                                                                                                                                                                                                                                                                                                               | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements . . . . .                                                                                                                                                                                                                                                                                                                                                     | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees . . . . .                                                                                                                                                                                                                                                                                                                                                       | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .                                                                                                                                                                                                                                                                                                             | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .                                                                                                                                                                                                                                                                                                   | <b>1c</b>    | X  |
| <b>d</b> | 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 |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**Sign  
Here**

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

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

04/14/2017  
Date

▶ SVP Tax  
Title

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

|                                       |                            |                      |      |                                                 |      |
|---------------------------------------|----------------------------|----------------------|------|-------------------------------------------------|------|
| <b>Paid<br/>Preparer<br/>Use Only</b> | 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 **990-PF** (2016)

| Posting Date | Amount     | Distribution                     | Relationship to substantial contributor | Purpose                      | Foundation Status of Recipient |
|--------------|------------|----------------------------------|-----------------------------------------|------------------------------|--------------------------------|
| 06/13/2016   | -3,000.00  | BOWDOIN COLLEGE                  | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | THE BOSTON CONSERVATORY          | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | CAMDEN AREA DISTRICT NURSING     | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -20,000.00 | COLLEGE OF THE ATLANTIC          | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | TRUSTEES OF COLUMBIA UNIVERSITY  | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -9,000.00  | DUXBURY BAY MARITIME SCHOOL, INC | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -9,000.00  | ENVIRONMENTAL HEALTH STRATEGY    | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | EPIPHANY SCHOOL, INC             | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -8,000.00  | EPISCOPAL CHURCH OF ST JOHN      | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -30,000.00 | FRIENDS OF CASCO BAY             | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | HANDEL & HAYDN SOCIETY           | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | HURRICANE ISLAND FOUNDATION      | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | ISABELLA STEWART GARDNER MUSEUM  | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | ISLAND INSTITUTE                 | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -50,000.00 | LIFEFLIGHT FOUNDATION            | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -1,000.00  | LINCOLN FESTIVAL OF THE ARTS     | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -4,000.00  | MAINE ORGANIC FARMERS &          | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -4,000.00  | MAINE SUSTAINABLE AGRICULTURE    | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -4,000.00  | MAINE WOMENS FUND, INC           | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | MARINE BIOLOGICAL LABORATORY     | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -25,000.00 | NATURAL RESOURCES COUNCIL, INC   | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -8,000.00  | NEW ENGLAND AQUARIUM CORPORATION | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -20,000.00 | NORTH BENNET STREET SCHOOL       | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | REVELS, INC                      | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -1,000.00  | SAIL POWER AND STEAM MUSEUM      | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | SALEM FOUNDATION FOR SERVICE     | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | ST MARK'S SCHOOL                 | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -1,000.00  | ST MICHAEL'S EPISCOPAL CHURCH    | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -60,000.00 | MANOMET, INC                     | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | STATION MAINE                    | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -55,000.00 | RILEY SCHOOL, INC                | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | TREKKERS, INC                    | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | WGBH EDUCATIONAL FOUNDATION      | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | WILDLANDS TRUST, INC             | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -20,000.00 | WILLIAM A FARNSWORTH LIBRARY     | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | WOODS HOLE OCEANOGRAPHIC         | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | WORCESTER POLYTECHNIC INSTITUTE  | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -15,000.00 | ABILITY BEYOND DISABILITY        | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | AMERICAN FOREIGN POLICY COUNCIL  | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -40,000.00 | BATTERY CONSERVANCY, INC         | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | BONE MARROW FOUNDATION, INC      | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -15,000.00 | BOYS' LATIN OF PHILADELPHIA      | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -15,000.00 | THE CHILDREN'S HOSPITAL OF       | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -20,000.00 | TRUSTEES OF COLUMBIA UNIVERSITY  | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | COMPANY OF THE REDWOOD LIBRARY   | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | COUDART INSTITUTE VILLA DEI      | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -15,000.00 | HENRY MORRISON FLAGLER MUSEUM    | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -7,500.00  | FOCUSED ULTRASOUND SURGERY       | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | TRUSTEES FOR HARVARD UNIVERSITY  | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | KINGS COLLEGE                    | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -5,000.00  | LEARNING LEADERS                 | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |
| 06/13/2016   | -10,000.00 | METROPOLITAN OPERA ASSOCIATION   | N/A                                     | UNRESTRICTED GENERAL SUPPORT | PC                             |

|            |            |                                  |     |                              |    |
|------------|------------|----------------------------------|-----|------------------------------|----|
| 06/13/2016 | -10,000 00 | MONTCLAIR ART MUSEUM             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -15,000 00 | MONTPELIER FOUNDATION            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -20,000 00 | NATIONAL CENTER FOR THE AMERICAN | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | NATIONAL SHINGLES FOUNDATION     | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | NEW YORK HORTICULTURAL SOCIETY   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -30,000 00 | NEW YORK AND PRESBYTERIAN        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -20,000 00 | NEW-YORK HISTORICAL SOCIETY      | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | ROGOSIN INSTITUTE                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -7,500 00  | SCENIC HUDSON, INC               | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -15,000 00 | SOCIETY OF THE FOUR ARTS         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -30,000 00 | SOLOMON R. GUGGENHEIM            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | SOLOMON R. GUGGENHEIM            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | SOLOMON R. GUGGENHEIM            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | THEATRE MASTERS                  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -50,000 00 | WOODBERRY FOREST SCHOOL          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -20,000 00 | ALL ABOUT MUSIC SAN DIEGO        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | AMERICAN MUSEUM OF CERAMIC ART   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | THE AMERICAS FOUNDATION          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -20,000 00 | THE ANGEL'S DEPOT                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | ARK SCHOOL OF FITNESS            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | LIBRARY ASSOCIATION OF LA JOLLA  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | CASO, INC                        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -15,000 00 | COMMUNITY RESOURCE CENTER        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -20,000 00 | CRAFT EMERGENCY RELIEF FUND, INC | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | EDUCATION FOUNDATION OF ALACHUA  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | FEEDING AMERICA SAN DIEGO        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | OCEAN BEACH COMMUNITY            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | FRESH START SURGICAL GIFTS       | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -15,000 00 | HDI, INC                         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | INTERNATIONAL UNIVERSITY AT      | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | LA COLONIA DE EDEN GARDENS, INC  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | THEATRE & ARTS FOUNDATION OF SAN | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | LATHAM CENTERS                   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | MIRA COSTA COLLEGE FOUNDATION    | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | NORTH COUNTY HEALTH SERVICES     | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | PALOMAR HEALTH FOUNDATION        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -12,000 00 | PENLAND SCHOOL OF CRAFTS         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | PHILADELPHIA'S MAGIC GARDENS     | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | PRO MUSICIS FOUNDATION           | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | A REASON TO SURVIVE              | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -6,000 00  | RIDDLE EDUCATION CENTER          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | SAMARITANS, INC                  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | SAN DIEGO ART INSTITUTE          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | SAN DIEGO MUSEUM OF MAN          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -4,000 00  | SAN DIEGO NORTH COAST SINGERS    | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -10,000 00 | SAN DIEGO RESCUE MISSION         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | SAN DIEGO STATE UNIVERSITY       | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | SAN DIEGO SYNERGY ARTS NETWORK   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -15,000 00 | SAN DIEGO SYNERGY ARTS NETWORK   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -30,000 00 | SEEQS FOUNDATION                 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -15,000 00 | SPACE 4 ART                      | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | STORYARTS, INC                   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -5,000 00  | THE STUDIO POTTER                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |

|            |            |                                         |     |                              |    |
|------------|------------|-----------------------------------------|-----|------------------------------|----|
| 06/13/2016 | -33,000 00 | TILE HERITAGE FOUNDATION                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -15,000 00 | THE VILLAGE OF ARTS AND                 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -20,000 00 | QUILT SAN DIEGO                         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -15,000 00 | VISTA HILL FOUNDATION                   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/13/2016 | -15,000 00 | VOICES FOR CHILDREN                     | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -20,000 00 | BARYSHNIKOV DANCE FOUNDATION            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -35,000 00 | CITY HARVEST, INC                       | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -10,000 00 | CHAMBER MUSIC SOCIETY OF LINCOLN        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -25,000 00 | COMMUNITY-WORD PROJECT, INC             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -35,000 00 | ENACT, INC                              | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -30,000 00 | LOWER EAST SIDE TENEMENT MUSEUM         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -15,000 00 | NATIONAL COUNCIL OF JEWISH WOMEN        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -25,000 00 | NEW LEADERS                             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -20,000 00 | NEW TEACHER CENTER                      | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -15,000 00 | NEW YORK CITY BALLET                    | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -20,000 00 | NEW YORK CLASSICAL THEATRE INC          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -10,000 00 | PARTNERSHIP FOR THE HOMELESS            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -20,000 00 | PLAYWRIGHTS HORIZONS, INC               | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -10,000 00 | PRIMARY STAGES                          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -40,000 00 | RAMAPO FOR CHILDREN                     | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -15,000 00 | READING PARTNERS                        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -25,000 00 | ST JOHN'S BREAD AND LIFE                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -25,000 00 | SECOND STAGE THEATRE                    | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -25,000 00 | SOHO REPERTORY THEATRE, INC             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 06/30/2016 | -30,000 00 | URBAN UPBOUND                           | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 08/26/2016 | 25,000 00  | STOP PAY CHECK # 18528292 DTD 6/30/2016 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 08/26/2016 | -25,000 00 | NEW LEADERS                             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 10/05/2016 | 5,000 00   | STOP PAY CHECK # 18507075 DTD 6/13/2016 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 10/11/2016 | -5,000 00  | HURRICANE ISLAND FOUNDATION             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00  | ATLANTIC CHALLENGE FOUNDATION           | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -4,000 00  | MID-COAST RECREATION CENTER INC         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 | BIG TREE BOATING ASSOCIATION            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -6,000 00  | BOSTON BALLET INC                       | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 | BOWDOIN COLLEGE                         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -15,000 00 | CLARKE SCHOOL FOR THE DEAF              | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00  | TRUSTEES OF COLUMBIA UNIVERSITY         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 | TRUSTEES OF DARTMOUTH COLLEGE           | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,500 00  | DOWN EAST SINGERS                       | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 | DUXBURY BAY MARITIME SCHOOL, INC        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00  | EPISCOPAL CHURCH OF ST JOHN             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -3,000 00  | FRIDAY NIGHT SUPPER PROGRAM             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -9,000 00  | GULF OF MAINE RESEARCH INSTITUTE        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00  | HANDEL & HAYDN SOCIETY                  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -2,000 00  | SOCIETY FOR THE PRESERVATION OF         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 | HURRICANE ISLAND FOUNDATION             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -20,000 00 | MAINE PUBLIC BROADCASTING               | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 | MILTON ACADEMY                          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -15,000 00 | NEW ART PUBLICATIONS INC                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -20,000 00 | NEW ENGLAND CONSERVATORY OF             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -1,000 00  | NEW HOPE FOR WOMEN INC                  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -6,500 00  | PENOBSCOT BAY RINGERS                   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -20,000 00 | PENOBSCOT EAST RESOURCE CENTER          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -20,000 00 | PINE STREET INN                         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |

|            |                                             |     |                              |    |
|------------|---------------------------------------------|-----|------------------------------|----|
| 11/14/2016 | -20,000 00 REVELS, INC                      | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -43,000 00 RILEY SCHOOL, INC                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -25,000 00 ROSIE'S PLACE, INC               | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 ROZALIA PROJECT                   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -15,000 00 ST MARK'S SCHOOL                 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 THE TRUSTEES OF SMITH COLLEGE    | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -20,000 00 ALL ABOUT MUSIC SAN DIEGO        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -6,000 00 THE AMERICAS FOUNDATION           | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 A REASON TO SURVIVE              | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -2,000 00 LIBRARY ASSOCIATION OF LA JOLLA   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 CASD, INC                         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -20,000 00 COMMUNITY RESOURCE CENTER        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 CORAZON DE VIDA FOUNDATION        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -20,000 00 CRAFT EMERGENCY RELIEF FUND, INC | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 EDUCATION FOUNDATION OF ALACHUA   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 ENCINITAS FRIENDS OF THE ARTS     | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 FEEDING AMERICA SAN DIEGO         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 OCEAN BEACH COMMUNITY            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 FRACTURED ATLAS PRODUCTIONS, INC  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 FRESH START SURGICAL GIFTS       | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -15,000 00 HDI, INC                         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 INTERNATIONAL UNIVERSITY AT       | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 PHOENIX FOODS USA, INC           | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 THEATRE & ARTS FOUNDATION OF SAN  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 LATHAM CENTERS                   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 MIRA COSTA COLLEGE FOUNDATION     | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 NATURAL RESOURCES DEFENSE        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 NORTH COUNTY HEALTH SERVICES     | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 PALOMAR HEALTH FOUNDATION        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -12,000 00 PENLAND SCHOOL OF CRAFTS         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 PHILADELPHIA'S MAGIC GARDENS      | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 PHYSICS FACTORY                   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 PRO MUSICIS FOUNDATION           | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -6,000 00 RIDDLE EDUCATION CENTER           | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 SAMARITANS, INC                   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 SAN DIEGO ART INSTITUTE           | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 SAN DIEGO MUSEUM OF MAN          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -2,000 00 SAN DIEGO NORTH COAST SINGERS     | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 SAN DIEGO RESCUE MISSION         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 SAN DIEGO STATE UNIVERSITY        | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -16,000 00 SAN DIEGO SYNERGY ARTS NETWORK   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000 00 STATION MAINE                     | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -30,000 00 SEEDS FOUNDATION                 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -30,000 00 THE CAMDEN CONFERENCE            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -45,000 00 SPACE 4 ART                      | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 WELLESLEY COLLEGE                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -3,000 00 STORYARTS, INC                    | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -20,000 00 WILDLANDS TRUST, INC             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 THE STUDIO POTTER                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -15,000 00 WILLIAM A FARNSWORTH LIBRARY     | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -20,000 00 TILE HERITAGE FOUNDATION         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -16,000 00 THE VILLAGE OF ARTS AND          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -10,000 00 WORCESTER POLYTECHNIC INSTITUTE  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |

|            |            |                                          |     |                              |    |
|------------|------------|------------------------------------------|-----|------------------------------|----|
| 11/14/2016 | -15,000.00 | QUILT SAN DIEGO                          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -25,000.00 | WORLD OCEAN OBSERVATORY                  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -15,000.00 | VISTA HILL FOUNDATION                    | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -5,000.00  | VOICES FOR CHILDREN                      | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/14/2016 | -2,000.00  | YMCA OF SAN DIEGO COUNTY                 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -10,000.00 | ABILITY BEYOND DISABILITY                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -22,000.00 | NATIONAL CENTER FOR THE AMERICAN         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -40,000.00 | BATTERY CONSERVANCY, INC                 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -5,500.00  | THE BONE MARROW FOUNDATION               | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -5,000.00  | BOYS CLUB OF NEW YORK, INC               | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -10,000.00 | BOYS' LATIN OF PHILADELPHIA              | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -10,000.00 | CHRISTODOORA                             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -5,000.00  | CENTRAL PARK CONSERVANCY                 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -25,000.00 | TRUSTEES OF COLUMBIA UNIVERSITY          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -15,000.00 | HENRY MORRISON FLAGLER MUSEUM            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -5,000.00  | FOUNDATION FOR LANDSCAPE STUDIES         | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -5,000.00  | TRUSTEES FOR HARVARD UNIVERSITY          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -5,000.00  | INTERNATIONAL CENTER FOR                 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -10,000.00 | KINGS COLLEGE                            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -20,000.00 | MASSACHUSETTS GENERAL HOSPITAL           | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -15,000.00 | MONTPELIER FOUNDATION                    | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -10,000.00 | NEW YORK BOTANICAL GARDEN                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -20,000.00 | NEW-YORK HISTORICAL SOCIETY              | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -10,000.00 | NEW YORK AND PRESBYTERIAN                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -45,000.00 | NEW YORK AND PRESBYTERIAN                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -50,000.00 | NEW YORK AND PRESBYTERIAN                | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -15,000.00 | OUR LADY QUEEN OF ANGELS SCHOOL          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -5,000.00  | THE PALM BEACH SYMPHONY SOCIETY          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -5,000.00  | PRESERVATION FOUNDATION OF PALM          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -10,000.00 | ST. JOHN'S CHURCH FOUNDATION             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -15,000.00 | SOCIETY OF THE FOUR ARTS                 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -15,000.00 | SOLOMON R. GUGGENHEIM                    | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -5,000.00  | SOLOMON R. GUGGENHEIM                    | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -5,000.00  | SOLOMON R. GUGGENHEIM                    | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -7,500.00  | JEFFERSON SCHOLARS FOUNDATION            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -15,000.00 | NATIONAL SHINGLES FOUNDATION             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 11/15/2016 | -20,000.00 | WOODBERRY FOREST SCHOOL                  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/02/2016 | 43,000.00  | STOP PAY CHECK # 18646438 DTD 11/14/2016 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -25,000.00 | CENTER FOR NEW YORK CITY                 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -20,000.00 | GODDARD RIVERSIDE COMMUNITY              | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -25,000.00 | FIFTH AVENUE COMMITTEE                   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -30,000.00 | NEW YORK HALL OF SCIENCE                 | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -25,000.00 | GENERATION CITIZEN, INC                  | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -25,000.00 | COUNCIL OF URBAN PROFESSIONALS           | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -16,500.00 | LAWYERS ALLIANCE FOR NEW YORK            | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -25,000.00 | CENTER FOR ALTERNATIVE                   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -41,500.00 | NATIONAL CENTER FOR FAMILY               | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -25,000.00 | BRONXWORKS, INC                          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -10,000.00 | APOLLO THEATRE FOUNDATION, INC           | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -20,000.00 | CYPRESS HILLS LOCAL DEVELOPMENT          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -10,000.00 | NEW YORK CITY ARTS-IN-EDUCATION          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -30,000.00 | BRIDGE FUND OF NEW YORK, INC             | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -9,500.00  | BEHIND THE BOOK                          | N/A | UNRESTRICTED GENERAL SUPPORT | PC |

|            |               |                                  |     |                              |    |
|------------|---------------|----------------------------------|-----|------------------------------|----|
| 12/06/2016 | -15,000 00    | NEW YORK CITY OUTWARD BOUND      | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -35,000 00    | YOUNG WOMEN'S LEADERSHIP NETWORK | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -30,000 00    | COMMUNITY SOLUTIONS              | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -25,000 00    | PROJECT HOSPITALITY              | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -15,000 00    | BROOKLYN COMMUNITY HOUSING AND   | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/06/2016 | -2,500 00     | HOLY NAME HOSPITAL               | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| 12/14/2016 | -43,000 00    | RILEY SCHOOL                     | N/A | UNRESTRICTED GENERAL SUPPORT | PC |
| TOTAL      | -3,640,000 00 |                                  |     |                              |    |

UD SETH SPRAGUE EDUC &amp; CHAR FDN

13-6071886

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

| DESCRIPTION                               | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------------------------------------|-----------------------------------------|-----------------------------|
| USGI REPORTED AS NONQUALIFIED DIVIDENDS   | 15,374.                                 | 15,374.                     |
| FOREIGN DIVIDENDS                         | 69,515.                                 | 69,515.                     |
| NONDIVIDEND DISTRIBUTIONS                 | 88,350.                                 |                             |
| DOMESTIC DIVIDENDS                        | 478,050.                                | 478,050.                    |
| OTHER INTEREST                            | 197,170.                                | 197,170.                    |
| U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE | 74,814.                                 | 74,814.                     |
| NONQUALIFIED FOREIGN DIVIDENDS            | 3,629.                                  | 3,629.                      |
| NONQUALIFIED DOMESTIC DIVIDENDS           | 380,441.                                | 380,441.                    |
| ACCRUED MARKET DISCOUNT                   | 26,410.                                 | 26,410.                     |
| TOTAL                                     | 1,333,753.                              | 1,245,403.                  |

UD SETH SPRAGUE EDUC &amp; CHAR FDN

13-6071886

FORM 990PF, PART I - OTHER INCOME  
=====DESCRIPTION  
-----REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

EXCISE TAX REFUND

TOTALS

17,521.  
-----17,521.  
=====

UD SETH SPRAGUE EDUC & CHAR FDN

13-6071886

FORM 990PF, PART I - TAXES  
=====

| DESCRIPTION<br>-----           | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|--------------------------------|--------------------------------------------------|--------------------------------------|
| FOREIGN TAXES ON QUALIFIED FOR | 2,284.                                           | 2,284.                               |
| FOREIGN TAXES ON NONQUALIFIED  | 604.                                             | 604.                                 |
| TOTALS                         | -----<br>2,888.<br>=====                         | -----<br>2,888.<br>=====             |

UD SETH SPRAGUE EDUC & CHAR FDN

FORM 990PF, PART I - OTHER EXPENSES  
=====

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- |
|----------------------|--------------------------------------------------|
|----------------------|--------------------------------------------------|

STATE FILING FEE  
OTHER CHARITABLE EXPENSES

1,500.  
8,000.

TOTALS

-----  
9,500.  
=====

CHARITABLE  
PURPOSES  
-----

1,500.  
8,000.

-----  
9,500.  
=====



13-6071886

UD SETH SPRAGUE EDUC & CHAR FDN

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

13-6071886

DESCRIPTION  
-----

912810FF0 UNITED STATES TREAS  
912828BW9 UNITED STATES TREAS

ENDING  
BOOK VALUE  
-----

1,585,149.

ENDING  
FMV  
---

1,909,575.

TOTALS

-----  
1,585,149.  
=====

-----  
1,909,575.  
=====

UD SETH SPRAGUE EDUC &amp; CHAR FDN

13-6071886

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

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|--------------------------------|-------------------------------|----------------------|
| 464286103 ISHARES INC MSCI AUS |                               |                      |
| 464287234 ISHARES MSCI EMERGIN |                               |                      |
| 78462F103 SPDR S&P 500 ETF TR  | 563,073.                      | 820,809.             |
| 46625H365 JPMORGAN ALERIAN MLP |                               |                      |
| 03027X100 AMERICAN TOWER CORP  |                               |                      |
| 81369Y605 SELECT SECTOR SPDR T | 488,510.                      | 694,245.             |
| 20825C104 CONOCOPHILLIPS COM   | 585,549.                      | 569,590.             |
| 29250X103 ENBRIDGE ENERGY MGMT |                               |                      |
| 30231G102 EXXON MOBIL CORP COM | 15,705.                       | 531,180.             |
| 74005P104 PRAXAIR INC COM      |                               |                      |
| 149123101 CATERPILLAR INC COM  |                               |                      |
| 244199105 DEERE & CO COM       |                               |                      |
| 384802104 GRAINGER W W INC COM |                               |                      |
| 445658107 HUNT J B TRANS SVCS  |                               |                      |
| 858912108 STERICYCLE INC COM   |                               |                      |
| 25470F104 DISCOVERY COMMUNICAT |                               |                      |
| 437076102 HOME DEPOT INC COM   | 677,265.                      | 1,490,970.           |
| 716768106 PETSMART INC COM     |                               |                      |
| 824348106 SHERWIN WILLIAMS CO  | 584,894.                      | 1,054,805.           |
| 872540109 TJX COS INC NEW COM  | 409,720.                      | 980,071.             |
| 171340102 CHURCH & DWIGHT INC  | 650,248.                      | 1,346,469.           |
| 25243Q205 DIAGEO PLC SPONSORED |                               |                      |
| 427866108 HERSHEY CO COM       | 866,946.                      | 1,443,883.           |
| 718172109 PHILIP MORRIS INTL I |                               |                      |
| 015351109 ALEXION PHARMACEUTIC |                               |                      |
| 071813109 BAXTER INTL INC COM  |                               |                      |
| 156782104 CERNER CORP COM      |                               |                      |
| 58155Q103 MCKESSON CORP COM    |                               |                      |
| 670100205 NOVO-NORDISK A S ADR | 232,823.                      | 920,650.             |

UD SETH SPRAGUE EDUC &amp; CHAR FDN

13-6071886

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

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|--------------------------------|-------------------------------|----------------------|
| 717081103 PFIZER INC COM       |                               |                      |
| 91324P102 UNITEDHEALTH GROUP I |                               |                      |
| 91911K102 VALEANT PHARMACEUTIC |                               |                      |
| H0023R105 ACE LTD COM          |                               |                      |
| 902973304 US BANCORP DEL COM N |                               |                      |
| G1151C101 ACCENTURE PLC CL A C |                               |                      |
| 037833100 APPLE INC COM        | 595,358.                      | 1,737,300.           |
| 278642103 EBAY INC COM         |                               |                      |
| 38259P508 GOOGLE INC CL A COM  |                               |                      |
| 57636Q104 MASTERCARD INC CL A  | 487,133.                      | 2,703,601.           |
| 68389X105 ORACLE CORP COM      |                               |                      |
| 693390700 PIMCO TOTAL RETURN F |                               |                      |
| 693390841 PIMCO HIGH YIELD FD  |                               |                      |
| N53745100 LYONDELLBASELL INDUS | 1,101,938.                    | 1,417,086.           |
| 34354P105 FLOWSERVE CORP COM   |                               |                      |
| 731068102 POLARIS INDS INC COM |                               |                      |
| 741503403 PRICELINE GROUP INC  | 511,377.                      | 1,040,903.           |
| 892356106 TRACTOR SUPPLY CO CO |                               |                      |
| 90130A101 TWENTY-FIRST CENTY F |                               |                      |
| 22160K105 COSTCO WHSL CORP NEW | 672,899.                      | 1,024,704.           |
| 966837106 WHOLE FOODS MKT INC  |                               |                      |
| 375558103 GILEAD SCIENCES INC  | 654,859.                      | 906,225.             |
| 75886F107 REGENERON PHARMACEUT | 823,924.                      | 1,325,195.           |
| 025816109 AMERICAN EXPRESS CO  |                               |                      |
| 617446448 MORGAN STANLEY COM   |                               |                      |
| 675746309 OCWEN FINL CORP NEW  |                               |                      |
| 018581108 ALLIANCE DATA SYS CO |                               |                      |
| 032095101 AMPHENOL CORP NEW CL | 584,574.                      | 941,808.             |
| 79466L302 SALESFORCE COM INC C | 664,115.                      | 841,373.             |

UD SETH SPRAGUE EDUC &amp; CHAR FDN

FORM 990PF, PART II - CORPORATE STOCK  
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13-6071886

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|--------------------------------|-------------------------------|----------------------|
| 277902698 EATON VANCE ATLANTA  |                               |                      |
| 032511107 ANADARKO PETE CORP C | 4,285,710.                    | 4,573,400.           |
| 26875P101 EOG RES INC COM      | 1,969,733.                    | 1,988,637.           |
| 235851102 DANAHER CORP DEL COM | 780,326.                      | 1,017,758.           |
| 88579Y101 3M CO COM            |                               |                      |
| 907818108 UNION PAC CORP COM   |                               |                      |
| 911312106 UNITED PARCEL SVC IN |                               |                      |
| 911363109 UNITED RENTALS INC C |                               |                      |
| 023135106 AMAZON COM INC COM   | 1,014,544.                    | 2,268,357.           |
| 053332102 AUTOZONE INC COM     | 739,099.                      | 1,078,063.           |
| 855244109 STARBUCKS CORP COM   | 716,804.                      | 1,069,870.           |
| 98978V103 ZOETIS INC CL A COM  | 1,497,743.                    | 1,849,997.           |
| 01609W102 ALIBABA GROUP HLDG L |                               |                      |
| 30303M102 FACEBOOK INC CL A CO | 1,243,280.                    | 2,207,234.           |
| 31816Q101 FIREEYE INC COM      |                               |                      |
| 38259P706 GOOGLE INC COM CL C  |                               |                      |
| 594918104 MICROSOFT CORP COM   | 719,371.                      | 1,217,944.           |
| 92343V104 VERIZON COMMUNICATIO | 826,285.                      | 871,695.             |
| 258620103 DOUBLELINE TOTAL RET |                               |                      |
| 922908751 VANGUARD SMALL-CAP E | 1,385,654.                    | 1,521,083.           |
| 254687106 DISNEY WALT CO COM D | 1,536,547.                    | 1,516,401.           |
| 654106103 NIKE INC CL B        | 1,088,002.                    | 877,072.             |
| 518439104 LAUDER ESTEE COS INC |                               |                      |
| G0177J108 ALLERGAN PLC COM     |                               |                      |
| 054937107 BB&T CORP COM        |                               |                      |
| 02079K107 ALPHABET INC CL C CO | 661,233.                      | 2,201,231.           |
| 02079K305 ALPHABET INC CL A CO | 297,302.                      | 1,180,751.           |
| 464288513 ISHARES IBOX \$ HIGH | 857,327.                      | 857,278.             |
| 60871R209 MOLSON COORS BREWING | 693,008.                      | 694,793.             |

UD SETH SPRAGUE EDUC & CHAR FDN  
FORM 990PF, PART II - CORPORATE STOCK  
=====

13-6071886

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|--------------------------------|-------------------------------|----------------------|
| 151020104 CELGENE CORP COM     | 687,071.                      | 768,580.             |
| 45866F104 INTERCONTINENTAL EXC | 916,242.                      | 944,753.             |
| 808513105 SCHWAB CHARLES CORP  | 1,150,014.                    | 1,566,367.           |
| 17275R102 CISCO SYS INC COM    | 1,219,277.                    | 1,229,350.           |
| 258620301 DOUBLELINE CORE FIXE | 3,500,000.                    | 3,385,275.           |
|                                | -----                         | -----                |
| TOTALS                         | 38,955,482.                   | 56,676,756.          |
|                                | =====                         | =====                |

UD SETH SPRAGUE EDUC &amp; CHAR FDN

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

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>---- |
|--------------------------------|-------------------------------|-----------------------|
| 010392DZ8 ALABAMA PWR CO SR NT |                               |                       |
| 149123BQ3 CATERPILLAR INC NT   | 748,020.                      | 775,073.              |
| 209111EK5 CONSOLIDATED EDISON  | 786,834.                      | 837,128.              |
| 428236AS2 HEWLETT PACKARD CO S |                               |                       |
| 438516AS5 HONEYWELL INTL INC S |                               |                       |
| 46625HHU7 JPMORGAN CHASE & CO  |                               |                       |
| 617446HR3 MORGAN STANLEY NT    | 984,720.                      | 1,058,240.            |
| 87612EAG6 TARGET CORP NT       |                               |                       |
| 913017BH1 UNITED TECHNOLOGIES  |                               |                       |
| 931142CT8 WAL-MART STORES INC  |                               |                       |
| 36203K7M0 GOVERNMENT NATL MTG  |                               |                       |
| 36206PSU5 GOVERNMENT NATL MTG  |                               |                       |
| 362152DM9 GOVERNMENT NATL MTG  |                               |                       |
| 0258M0DB2 AMERICAN EXPRESS CR  |                               |                       |
| 084670BA5 BERKSHIRE HATHAWAY I |                               |                       |
| 46623EJH3 J P MORGAN CHASE & C | 1,000,986.                    | 1,001,440.            |
| 035242AG1 ANHEUSER-BUSCH INBEV | 1,003,368.                    | 1,001,860.            |
| 037833BD1 APPLE INC SR UNSEC   | 1,004,652.                    | 1,003,640.            |
| 14912L6B2 CATERPILLAR FINL SVC | 999,890.                      | 997,970.              |
| 172967JJ1 CITIGROUP INC SR NT  | 1,003,790.                    | 999,260.              |
| 46625HXX4 JPMORGAN CHASE & CO  | 997,670.                      | 995,280.              |
| 94974BGF1 WELLS FARGO & CO NEW |                               |                       |
|                                | -----                         | -----                 |
| TOTALS                         | 8,529,930.                    | 8,669,891.            |
|                                | =====                         | =====                 |

UD SETH SPRAGUE EDUC &amp; CHAR FDN

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FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----PRIOR YEAR INCOME ADJUSTMENT  
ROUNDING

20,578.

1.

TOTAL

-----  
20,579.

=====

UD SETH SPRAGUE EDUC & CHAR FDN  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

~~SECRET~~

13-6071886

RECIPIENT NAME:

BANK OF AMERICA, N.A.

E-MAIL ADDRESS: christine.l.o'donnell@ustrust.com