EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: ARCADIA CHARITABLE TRUST

A Employer identification number: 13-7102310

Number and street (or P O box number if mail is not delivered to street address): HEMENWAY & BARNES LLP, PO BOX 961209 | Room/suite

B Telephone number: (617) 227-7940

City or town, state or province, country, and ZIP or foreign postal code: BOSTON, MA 02196-1209

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 7,315,476.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	319,252.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20.	20.		STATEMENT 1
	4 Dividends and interest from securities	158,236.	184,634.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	152,685.			
	b Gross sales price for all assets on line 6a 1,400,135.				
	7 Capital gain net income (from Part IV, line 2)		115,765.		
	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)				
	11 Other income	8,478.	<9,271.>		STATEMENT 3
	12 **Total.** Add lines 1 through 11	638,671.	291,148.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	20,625.	0.		20,625.
	b Accounting fees STMT 5	11,728.	5,864.		5,864.
	c Other professional fees STMT 6	57,149.	57,149.		0.
	17 Interest				
	18 Taxes STMT 7	4,000.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	70.	0.		70.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	93,572.	63,013.		26,559.
	25 Contributions, gifts, grants paid	362,820.			362,820.
	26 **Total expenses and disbursements.** Add lines 24 and 25	456,392.	63,013.		389,379.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	182,279.			
	b **Net investment income** (if negative, enter -0-)		228,135.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	153,930.	134,708.	134,708.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S. and state government obligations			
	b Investments - corporate stock STMT 10	1,527,969.	3,892,753.	4,539,686.
	c Investments - corporate bonds STMT 11	0.	630,063.	623,721.
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	4,546,112.	1,752,714.	2,017,361.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,228,011.	6,410,238.	7,315,476.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,926,525.	5,926,473.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	301,486.	483,765.	
	30 **Total net assets or fund balances**	6,228,011.	6,410,238.	
	31 **Total liabilities and net assets/fund balances**	6,228,011.	6,410,238.	

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	6,228,011.
2	Enter amount from Part I, line 27a	2	182,279.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,410,290.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	52.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,410,238.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	NATIONAL FINANCIAL SERVICES	P		
b	NATIONAL FINANCIAL SERVICES	P		
c	PALO ALTO FUND II LP			
d	BLACKSTONE GROUP			
e	AUREUS FUND II			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	739,098.		798,711.	<59,613.>
b	661,037.		448,739.	212,298.
c				<2,455.>
d				969.
e				<35,434.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<59,613.>
b				212,298.
c				<2,455.>
d				969.
e				<35,434.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 115,765.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	477,325.	7,285,558.	.065517
2014	429,961.	7,396,509.	.058130
2013	318,461.	6,921,675.	.046009
2012	320,462.	6,476,536.	.049480
2011	297,452.	6,574,451.	.045244

2	**Total** of line 1, column (d)	2	.264380
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.052876
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,118,584.
5	Multiply line 4 by line 3	5	376,402.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,281.
7	Add lines 5 and 6	7	378,683.
8	Enter qualifying distributions from Part XII, line 4	8	389,379.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI | Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	2,281.
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	0.
3 Add lines 1 and 2		3	2,281.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	2,281.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 8,590.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	8,590.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	6,309.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 6,309. **Refunded** ▶		11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HEMENWAY & BARNES, LLP Telephone no. ▶617-227-7940

Located at ▶75 STATE STREET, BOSTON, MA ZIP+4 ▶02109-1466

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 N/A

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SARAH S FITZGERALD C/O HEMENWAY & BARNES LLP 75 STATE ST BOSTON, MA 02109	TRUSTEE 0.50	0.	0.	0.
CATHERINE M STONE C/O HEMENWAY & BARNES LLP 75 STATE ST BOSTON, MA 02109	TRUSTEE 0.50	0.	0.	0.
R. GREGG STONE III C/O HEMENWAY & BARNES LLP 75 STATE ST BOSTON, MA 02109	TRUSTEE 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	7,039,308.
b	Average of monthly cash balances		1b	187,681.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	7,226,989.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	7,226,989.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	108,405.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,118,584.
6	**Minimum investment return.** Enter 5% of line 5		6	355,929.

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

1	Minimum investment return from Part X, line 6		1	355,929.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 2,281.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,281.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	353,648.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	353,648.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	353,648.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	389,379.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	389,379.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	2,281.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	387,098.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				353,648.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			103,560.	
b Total for prior years. ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 389,379.				
a Applied to 2015, but not more than line 2a			103,560.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				285,819.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				67,829.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 13

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

NONE

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

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

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

SEE STATEMENT 14

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	NONE	PC	PRESERVATION AND STEWARDSHIP OF BAY CIRCUIT TRAIL & GREENWAY	35,000.
BOSTON EDUCATIONAL DEVELOPMENT FOUNDATION 2300 WASHINGTON STREET, 5TH FL ROXBURY, MA 02119	NONE	PC	EDUCATIONAL PROGRAMS AT CHITTICK ELEMENTARY SCHOOL	1,500.
BOYS & GIRLS CLUBS OF BOSTON 200 HIGH STREET, 3RD FL BOSTON, MA 02110	NONE	PC	YOUTH CONNECT PROGRAMS	66,320.
CIRCLE PROGRAM 85 MAIN STREET PLYMOUTH, NH 03264	NONE	PC	TO FUND A SPECIAL EVENTS & MARKETING COORDINATOR POSITION	15,000.
HARLEM ACADEMY 1330 FIFTH AVENUE NEW YORK, NY 10026	NONE	PC	EXPANSION OF MID-LEVEL STAFFING TO SUPPORT THE SENIOR MANAGEMENT TEAM	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	362,820.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	20.	
4 Dividends and interest from securities			14	158,236.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	8,478.	
8 Gain or (loss) from sales of assets other than inventory			18	152,685.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		319,419.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 319,419.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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
N/A		

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

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

Signature of officer or trustee	Date	Title
R G Steene, Trustee	11/7/17	TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LINDA DISPENSA	Linda Dispensa	10/25/17		P00739263
Firm's name ▶ HEMENWAY & BARNES LLP			Firm's EIN ▶ 04-1433295	
Firm's address ▶ 75 STATE STREET BOSTON, MA 02109-1466			Phone no. (617)227-7940	

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047
2016

Name of the organization	Employer identification number
ARCADIA CHARITABLE TRUST	13-7102310

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: ARCADIA CHARITABLE TRUST

Employer identification number: 13-7102310

Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HARVARD CHARITABLE LEAD TRUST 600 ATLANTIC AVENUE, 14TH FL BOSTON , MA 02210	$ 319,252.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
ARCADIA CHARITABLE TRUST	13-7102310

Part II **Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization	Employer identification number
ARCADIA CHARITABLE TRUST	13-7102310

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of $1,000 or less for the year (Enter this info. once.) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NATIONAL FINANCIAL SERVICES	20.	20.	
TOTAL TO PART I, LINE 3	20.	20.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 AUREUS FUND II,LLC	0.	0.	0.	25,911.	
FROM K-1 BLACKSTONE GROUP L.P. (20-8875684)	0.	0.	0.	954.	
FROM K-1 CEDAR FAIR LP	0.	0.	0.	1.	
NATIONAL FINANCIAL SERVICES	96,503.	0.	96,503.	96,503.	
NATIONAL FINANCIAL SERVICES	61,733.	0.	61,733.	61,263.	
PALO ALTO FUND II LP	0.	0.	0.	2.	
TO PART I, LINE 4	158,236.	0.	158,236.	184,634.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CEDAR FAIR LP-CASH DISTRIBUTION	4,430.	0.	
BLACKSTONE GROUP LP-CASH DISTRIBUTIONS	4,048.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,478.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEMENWAY & BARNES GRANT ADMINISTRATION	20,625.	0.		20,625.
TO FM 990-PF, PG 1, LN 16A	20,625.	0.		20,625.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION - HEMENWAY & BARNES LLP	11,728.	5,864.		5,864.
TO FORM 990-PF, PG 1, LN 16B	11,728.	5,864.		5,864.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES-AUREUS	57,149.	57,149.		0.
TO FORM 990-PF, PG 1, LN 16C	57,149.	57,149.		0.

FORM 990-PF — TAXES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX PAID ON EXTENSION	4,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,000.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMONWEALTH OF MASSACHUSETTS - FILING FEE	70.	0.		70.
TO FORM 990-PF, PG 1, LN 23	70.	0.		70.

FORM 990-PF — OTHER DECREASES IN NET ASSETS OR FUND BALANCES — STATEMENT 9

DESCRIPTION	AMOUNT
ADJUST BOOK VALUE TO TAX COST ON SALES	52.
TOTAL TO FORM 990-PF, PART III, LINE 5	52.

FORM 990-PF — CORPORATE STOCK — STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ATTACHED SCHEDULE-FIDELITY	1,737,309.	2,458,941.
ATTACHED SCHEDULE-FIDELITY	49,264.	60,238.
FPA CRESCENT FUND	2,106,180.	2,020,507.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,892,753.	4,539,686.

FORM 990-PF — CORPORATE BONDS — STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ATTACHED SCHEDULE-FIDELITY	630,063.	623,721.
TOTAL TO FORM 990-PF, PART II, LINE 10C	630,063.	623,721.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PALO ALTO FUND II, L.P.	FMV	81,184.	18,074.
AUREUS FUND II LLC	FMV	1,671,530.	1,999,287.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,752,714.	2,017,361.

FORM 990-PF — PART XV - LINE 1A — LIST OF FOUNDATION MANAGERS — STATEMENT 13

NAME OF MANAGER
CATHERINE M STONE
R. GREGG STONE III

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NANCY GARDINER
C/O HEMENWAY & BARNES, 75 STATE STREET
BOSTON, MA 02109

TELEPHONE NUMBER

(617)227-7940

FORM AND CONTENT OF APPLICATIONS

SUFFICIENT INFORMATION CONCERNING THE ORGANIZATION REQUESTING THE GRANT AND THE INTENDED USE OF THE GRANT.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

INTEREST IN MASSACHUSETTS AREA

FIDELITY FAMILY OFFICE SERVICES

Account # 663-047473
TRUST: UNDER AGREEMENT

Holdings

Core Account

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
CASH	134,707.960	$1.0000	$134,707 96	not applicable	not applicable	$20.16
Total Core Account (4% of account holdings)			**$134,707.96**			**$20.16**

Mutual Funds

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
Bond Funds						
VANGUARD INTERMED TRM INVST GR ADMIRAL (VFIDX)	53,611 622	$9 6400	$516,816 03	$522,416 34	-$5,600 31	$19,992 58
VANGUARD SHORT TERM INVMT GRADE ADMIRAL (VFSUX)	307 246	10.6300	3,266 02	3,288 69	-22 67	3,690 45
M VANGUARD SHORT TERM INVMT GRADE ADMIRAL (VFSUX)	9,749.636	10 6300	103,638 63	104,357.92	-719.29	-
Total Bond Funds (19% of account holdings)			$623,720.68	$630,062.95	-$6,342 27	$23,683.03
Total Mutual Funds (19% of account holdings)			**$623,720.68**	**$630,062.95**	**-$6,342.27**	**$23,683.03**

P

Stocks

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
Common Stock						
ALLERGAN PLC. COM USD0.0001(AGN)	300 000	$210.0100	$63,003 00	$71,120 26	-$8,117 26	-
INGERSOLL-RAND PLC SHS USD1(IR)	780 000	75.0400	58,531 20	51,545.38	6,985 82	617.60
M INGERSOLL-RAND PLC SHS USD1(IR)	140 000	75.0400	10,505 60	10,089.09	416 51	-
M ALPHABET INC CAP STK CL A(GOOGL)	120 000	792.4500	95,094 00	45,453 74	49,640 26	-
M AMAZON.COM INC (AMZN)	60 000	749.8700	44,992 20	50,586.66	-5,594 46	-
M AMERICAN INTL GROUP INC COM NEW(AIG)	1,280.000	65 3100	83,596 80	47,977.56	35,619 24	1,638 40
M AMERICAN WTR WKS CO INC NEW COM (AWK)	1,090 000	72.3600	78,872 40	34,936 20	43,936.20	1,705 65
M APPLE INC(AAPL)	575 000	115 8200	66,596.50	40,195 58	26,400 92	1,515 35
BLACKSTONE GROUP LP COM UNIT LTD (BX)	1,100 000	27 0300	29,733.00	29,112 74	620 26	-
M BLACKSTONE GROUP LP COM UNIT LTD (BX)	1,810.000	27.0300	48,924.30	45,281.13	3,643 17	-

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FIDELITY FAMILY OFFICE SERVICES

Account # 663-047473
TRUST: UNDER AGREEMENT

Holdings

Stocks (continued)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
Common Stock (continued)						
BOOZ ALLEN HAMILTON HLDG CORP CL A (BAH)	700.000	36 0700	25,249.00	19,634 92	5,614.08	1,695 00
M BOOZ ALLEN HAMILTON HLDG CORP CL A (BAH)	2,300 000	36 0700	82,961.00	54,509.46	28,451 54	-
M BOSTON SCIENTIFIC CORP(BSX)	5,780.000	21.6300	125,021 40	99,261.40	25,760.00	-
BRISTOL MYERS SQUIBB(BMY)	240 000	58.4400	14,025 60	13,671 73	353 87	-
M BRISTOL MYERS SQUIBB(BMY)	490 000	58 4400	28,635 60	25,908.21	2,727.39	-
CEDAR FAIR L P DEP UNIT(FUN)	140.000	64.2000	8,988 00	8,213 43	774 57	-
M CEDAR FAIR L P DEP UNIT(FUN)	1,260 000	64 2000	80,892 00	23,784.32	57,107.68	-
M CHARTER COMMUNICATIONS INC NEW CL A (CHTR)	210 000	287 9200	60,463 20	54,124 67	6,338 53	-
M CONSTELLATION BRANDS INC CL A(STZ)	690 000	153 3100	105,783 90	59,839 63	45,944 27	1,041 90
M COSTCO WHOLESALE CORP(COST)	500 000	160 1100	80,055 00	38,347.40	41,707 60	875 00
FACEBOOK INC COM USD0.000006 CL A(FB)	100 000	115.0500	11,505 00	10,632 50	872 50	-
M FACEBOOK INC COM USD0.000006 CL A(FB)	630 000	115.0500	72,481 50	56,885 36	15,596 14	-
M FIRST REP BK SAN FRANCISCO CAL COM (FRC)	1,240.000	92 1400	114,253 60	37,280 86	76,972 74	858 70
HARSCO CORP(HSC)	1,850 000	13 6000	25,160 00	22,572.97	2,587 03	-
M HARSCO CORP(HSC)	990.000	13 6000	13,464 00	11,288 97	2,175 03	-
HEALTHEQUITY INC COM(HQY)	460 000	40.5200	18,639 20	17,755 81	883 39	-
M HEALTHEQUITY INC COM(HQY)	180 000	40.5200	7,293 60	6,208.31	1,085 29	-
M KIRBY CORP FORMERLY KIRBY EXPL INC (KEX)	1,710 000	66 5000	113,715 00	1,146 21 c	112,568 79	-
LEIDOS HLDGS INC COM(LDOS)	1,060 000	51 1400	54,208.40	48,329 79	5,878.61	15,136 80
M MACOM TECH SOLUTIONS HLDGS INC COM (MTSI)	1,710 000	46 2800	79,138.80	62,133 32	17,005.48	-
M NEWELL BRANDS INC COM(NWL)	1,470 000	44 6500	65,635 50	67,045.69	-1,410 19	682.10
NOBLE ENERGY INC COM(NBL)	890 000	38.0600	33,873 40	31,755 36	2,118 04	517 00
M NOBLE ENERGY INC COM(NBL)	1,130.000	38 0600	43,007 80	36,796.30	6,211 50	-
PAYPAL HLDGS INC COM(PYPL)	1,200.000	39 4700	47,364 00	42,997 05	4,366 95	-
M PAYPAL HLDGS INC COM(PYPL)	120 000	39 4700	4,736.40	5,000 28	-263 88	-
M SVB FINL GROUP(SIVB)	470 000	171 6600	80,680.20	56,440 46	24,239 74	-
SALESFORCE COM INC(CRM)	560 000	68.4600	38,337.60	35,317 15	3,020.45	-
SCHLUMBERGER LIMITED COM USD0.01 (SLB)	910.000	83.9500	76,394 50	65,866.49	10,528 01	910.00
M STANLEY BLACK & DECKER INC COM USD2.50 (SWK)	300 000	114 6900	34,407 00	35,404 29	-997.29	174 00

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Holdings

Stocks (continued)

	Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
	Common Stock (continued)						
	TJX COS INC NEW COM(TJX)	160 000	75.1300	12,020 80	12,331 20	-310 40	865.30
M	TJX COS INC NEW COM(TJX)	790 000	75 1300	59,352 70	36,589 90	22,762 80	-
	THERMO FISHER SCIENTIFIC INC(TMO)	100.000	141 1000	14,110 00	13,027 00	1,083 00	417 00
M	THERMO FISHER SCIENTIFIC INC(TMO)	620.000	141 1000	87,482 00	74,274 53	13,207 47	-
M	VISA INC COM CL A(V)	1,190.000	78 0200	92,843.80	65,584.36	27,259 44	732 55
	ZOETIS INC COM USD0.01 CL A(ZTS)	1,250 000	53 5300	66,912 50	61,051 77	5,860.73	218 50
	Total Common Stock (75% of account holdings)			$2,458,941 00	$1,737,309.44	$721,631.56	$29,600 85
	Total Stocks (75% of account holdings)			**$2,458,941.00**	**$1,737,309.44**	**$721,631.56**	**$29,600.85**

Other

	Description	Quantity	Price Per Unit	Total Market Value *Accrued Interest (AI)*	Total Cost Basis	Unrealized Gain/Loss	Income Earned
M	AMERICAN TOWER CORPORATION(AMT)	570 000	$105 6800	$60,237 60	$49,263 62	$10,973.98	$1,777 50
				-			
	Total Other (2% of account holdings)			**$60,237.60**	**$49,263.62**	**$10,973.98**	**$1,777.50**

Total Holdings	**$3,277,607.24**	**$2,416,636.01**	**$726,263.27**	**$55,081.54**
Total income earned on positions no longer held	$6201.30			

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Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

* *This statement does not reflect the distribution for this fund that was declared in December and is payable in January As a result, the total value of this fund may appear lower than you expected Please be assured that the distribution has been correctly credited to your account and the distribution will be reported on your next statement*

c *Cost basis information (or proceeds from short sales) has been provided by you and has not been adjusted except as otherwise indicated When positions are transferred between accounts, in certain cases, cost basis information may be automatically transferred and deemed to be customer-provided.*

M *Position held in margin account.*

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MCLEAN HOSPITAL 115 MILL STREET BELMONT, MA 02478	NONE	PC	GRANT TO SUPPORT THE CO-OCURRING DISORDERS INSTITUTE	25,000.
NEW BEDFORD WHALING MUSEUM 18 JOHNNY CAKE HILL NEW BEDFORD, MA 02740	NONE	PC	CONSERVATION OF A CULTURALLY AND HISTORICALLY SIGNIFICANT PANORAMA FOR EXHIBITION &	25,000.
OUR SISTERS SCHOOL 145 BROWNELL AVENUE NEW BEDFORD, MA 02740	NONE	PC	PROFESSIONAL DEVELOPMENT TO IMPROVE INSTRUCTION	25,000.
PEER HEALTH EXCHANGE BOSTON 262 WASHINGTON STREET, SUITE 602 BOSTON, MA 02108	NONE	PC	PROFESSIONAL STAFF DEVELOPMENT	30,000.
TENACITY 38 EVERETT STREET, LOWER LEVEL ALLSTON, MA 02134	NONE	PC	GRANT FOR THE COLLEGE PREP & ALUMNI SERVICES DEPARTMENT	40,000.
TRUSTEES OF RESERVATIONS 572 ESSEX STREET BEVERLY , MA 01915	NONE	PC	TO FUND A NEWLY CREATED POSITION FOR DIRECTOR OF EDUCATION	50,000.
Total from continuation sheets				195,000.