S 7-1

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: UW HAROLD S GENEEN CHARITABLE TR

A Employer identification number: 13-7163001

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

Room/suite:

B Telephone number (see instructions): 888-866-3275

City or town, state or province, country, and ZIP or foreign postal code: PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 37,127,832.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	150,000.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	825,230.	764,051.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	319,350.			
	b Gross sales price for all assets on line 6a 6,296,537.				
	7 Capital gain net income (from Part IV, line 2)		319,350.		
	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)	16,478.	5,015.		STMT 2
	12 **Total.** Add lines 1 through 11	1,311,058.	1,088,416.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	208,092.	124,855.		83,237.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 3	141,967.	NONE	NONE	141,967.
	b Accounting fees (attach schedule) STMT 4	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	32,301.	21,801.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	768.	NONE	NONE	768.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	11,475.	10,725.		750.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	395,853.	157,381.	NONE	227,972.
	25 Contributions, gifts, grants paid	1,679,129.			1,679,129.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,074,982.	157,381.	NONE	1,907,101.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-763,924.			
	b **Net investment income** (if negative, enter -0-)		931,035.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	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	1,033,301.	582,960.	582,960.
	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 7	3,525,977.	4,298,240.	4,302,675.
	b	Investments - corporate stock (attach schedule) STMT 8	23,883,314.	23,300,926.	28,017,050.
	c	Investments - corporate bonds (attach schedule) STMT 12	4,682,108.	4,167,816.	4,158,872.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 14	66,182.	63,570.	66,275.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ STMT 15)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	33,190,882.	32,413,512.	37,127,832.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	33,190,882.	32,413,512.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	33,190,882.	32,413,512.	
	31	Total liabilities and net assets/fund balances (see instructions)	33,190,882.	32,413,512.	

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	33,190,882.
2	Enter amount from Part I, line 27a	2	-763,924.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	32,426,958.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 16	5	13,446.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,413,512.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,782,347.		5,336,230.	446,117.
b	514,190.		640,957.	-126,767.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				446,117.
b				-126,767.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 319,350.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,858,374.	37,157,397.	0.050014
2014	991,214.	36,405,747.	0.027227
2013	352,329.	20,278,879.	0.017374
2012	299,819.	5,942,463.	0.050454
2011	302,155.	6,016,472.	0.050221

2	**Total** of line 1, column (d)	2	0.195290
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years. . . .	3	0.039058
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	36,661,504.
5	Multiply line 4 by line 3. . . .	5	1,431,925.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,310.
7	Add lines 5 and 6	7	1,441,235.
8	Enter qualifying distributions from Part XII, line 4	8	1,907,101.

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 ▶ [X] and enter 1% of Part I, line 27b	1	9,310.
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	9,310.
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	9,310.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 17,700.		
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	17,700.
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	8,390.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 8,390. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

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

Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

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

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

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 [X]		
	(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 [X]		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	Yes [ ] No [X]		
	(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 [X]		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945-5(d).*	Yes [ ] No [ ]		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes [ ] No [X]		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*		6b	X (No)
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 114 W 47TH ST, NEW YORK, NY 10036	TRUSTEE 1	159,727.	-0-	-0-
ALLEN KEESEE 1124 TREESIDE LN, HERNDON, VA 20170-3809	TRUSTEE 81	24,183.	-0-	-0-
THOMAS SILBIGER C/O CAMERON & HORNBOSTEL, LLP, NEW YORK, NY 10017-182	TRUSTEE 81	24,182.	-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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over $50,000 for professional services . . . . . . ▶ NONE

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 . . . . . . ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	35,710,071.
b	Average of monthly cash balances	1b	1,509,730.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	37,219,801.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	37,219,801.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	558,297.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,661,504.
6	**Minimum investment return.** Enter 5% of line 5	6	1,833,075.

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	1,833,075.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	9,310.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,310.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,823,765.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,823,765.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,823,765.

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	1,907,101.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,907,101.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	9,310.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,897,791.

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					1,823,765.
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only				1,686,329.	
b Total for prior years 20 14 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2016					
a From 2011	NONE				
b From 2012	NONE				
c From 2013	NONE				
d From 2014	NONE				
e From 2015	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ $ 1,907,101.					
a Applied to 2015, but not more than line 2a				1,686,329.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2016 distributable amount					220,772.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017					1,602,993.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2012	NONE				
b Excess from 2013	NONE				
c Excess from 2014	NONE				
d Excess from 2015	NONE				
e Excess from 2016	NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,679,129.
Total . . . . . . ▶ **3a**				1,679,129.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	825,230.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	319,350.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b OTHER INCOME			1	5,015.	
c EXCISE TAX REFUND			1	11,463.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,161,058.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,161,058.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Karen J Kiser | 03/31/2017 | SVP Tax

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

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
UW HAROLD S GENEEN CHARITABLE TR	13-7163001

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	Employer identification number
UW HAROLD S GENEEN CHARITABLE TR	13-7163001

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	UW HS GENEEN FBO JUNE GENEEN C/O BANK OF AMERICA NA PROVIDENCE, RI 02901-1802	$ 150,000.	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)

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,874.	2,874.
FOREIGN DIVIDENDS	130,782.	130,782.
NONDIVIDEND DISTRIBUTIONS	58,801.	
DOMESTIC DIVIDENDS	440,215.	440,215.
OTHER INTEREST	65,886.	65,886.
FOREIGN INTEREST	11,098.	11,098.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	10,722.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	34,194.	34,194.
NON-TAXABLE FOREIGN INCOME	-8,344.	
NONDISTRIBUTIVE FOREIGN DIVIDENDS	447.	447.
NONQUALIFIED FOREIGN DIVIDENDS	8,579.	8,579.
NONQUALIFIED DOMESTIC DIVIDENDS	69,976.	69,976.
TOTAL	825,230.	764,051.

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		5,015.	5,015.
EXCISE TAX REFUND		11,463.	
	TOTALS	16,478.	5,015.

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	141,967.			141,967.
TOTALS	141,967.	NONE	NONE	141,967.

UW HAROLD S GENEEN CHARITABLE TR   13-7163001

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	21,801.	21,801.
EXCISE TAX ESTIMATES	10,500.	
TOTALS	32,301.	21,801.

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	1,947.	1,947.	
OTHER ALLOCABLE EXPENSE-INCOME	1,947.	1,947.	
OTHER INVESTMENT FEE	6,746.	6,746.	
STATE FILING FEE	750.		750.
INVSTMT EXPENSE	85.	85.	
TOTALS	11,475.	10,725.	750.

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
192450VF8 COHASSET MASS GO MUN			
353838SZ9 FRANKLIN MASS GO MUN			
4367046A3 HOLYOKE MASS ST QUAL			
562158AN5 MANCHESTER ESSEX REG	513,335.	500,523.	500,360.
572835YM2 MARSHFIELD MASS GO M			
574650FS1 MASCONOMET MASS REGL	263,277.	257,619.	255,933.
57582PFD7 MASSACHUSETTS ST GO			
576000AV5 MASSACHUSETTS ST SCH			
6421693Z7 NEW BEDFORD MASS ST	309,351.	301,043.	301,050.
83710D6B9 SOUTH CAROLINA ST GO			
837718NW1 SOUTH ESSEX MASS SEW			
899559ND6 TULSA CNTY OKLA INDP			
961165ZJ9 WESTON MASS REF GO B			
9622006S5 WEYMOUTH MASS GO MUN			
912828B33 UNITED STATES TREAS	299,415.	299,415.	301,629.
912828B41 UNITED STATES TREAS	300,012.		
912828D98 UNITED STATES TREAS	249,347.	249,347.	250,390.
912828PJ3 UNITED STATES TREAS			
912828RF9 UNITED STATES TREAS	401,405.		
912828RR3 UNITED STATES TREAS	490,725.	490,725.	501,385.
912828SM3 UNITED STATES TREAS	200,653.	200,130.	200,248.
912828VE7 UNITED STATES TREAS	498,457.	498,457.	499,805.
912828H94 UNITED STATES TREAS		501,546.	500,175.
912828TR1 UNITED STATES TREAS		499,316.	494,785.
9128282C3 UNITED STATES TREAS		500,119.	496,915.
TOTALS	3,525,977.	4,298,240.	4,302,675.

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
166764100 CHEVRON CORP COM	450,765.	450,765.	470,800.
25179M103 DEVON ENERGY CORP NE	209,285.		
30231G102 EXXON MOBIL CORP COM	711,823.	711,823.	767,210.
674599105 OCCIDENTAL PETE CORP	175,620.	298,794.	284,920.
806857108 SCHLUMBERGER LTD COM	225,264.	225,264.	268,640.
847560109 SPECTRA ENERGY CORP	339,400.	339,400.	493,080.
867224107 SUNCOR ENERGY INC NE	147,097.		
088606108 BHP BILLITON LTD SPO	111,718.		
61166W101 MONSANTO CO NEW COM	215,360.	215,360.	263,025.
670346105 NUCOR CORP COM	179,285.		
B01CLC3#6 NOBLE GROUP LTD COM			
149123101 CATERPILLAR INC COM			
291011104 EMERSON ELEC CO COM	281,342.		
302130109 EXPEDITORS INTL WASH			
384802104 GRAINGER W W INC COM	374,226.	374,226.	464,500.
438516106 HONEYWELL INTL INC C	290,540.	289,002.	602,420.
775781206 ROLLS-ROYCE HLDGS PL	281,547.	281,547.	189,842.
94106L109 WASTE MGMT INC DEL C	260,608.	260,608.	581,462.
548661107 LOWES COS INC COM	267,539.	267,539.	640,080.
855030102 STAPLES INC COM			
87612E106 TARGET CORP COM	275,250.	275,250.	332,258.
887317303 TIME WARNER INC NEW	289,931.	289,931.	675,710.
968223206 WILEY JOHN & SONS IN			
988498101 YUM BRANDS INC COM	272,794.		
03524A108 ANHEUSER BUSCH INBEV	497,193.	497,193.	632,640.
171340102 CHURCH & DWIGHT INC	258,825.		
23636T100 DANONE SPONSORED ADR	203,724.	203,724.	228,582.
50076Q106 KRAFT FOODS GROUP IN			
582839106 MEAD JOHNSON NUTRITI	206,049.	206,049.	212,280.

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
609207105 MONDELEZ INTL INC CO	327,885.	327,885.	554,125.
713448108 PEPSICO INC COM	471,564.	471,564.	711,484.
742718109 PROCTER & GAMBLE CO	379,851.	235,161.	294,280.
002824100 ABBOTT LABS COM	136,211.	136,211.	161,322.
03073E105 AMERISOURCEBERGEN CO	186,006.	186,006.	469,140.
670100205 NOVO-NORDISK A S ADR	178,273.	178,273.	322,740.
771195104 ROCHE HLDG LTD SPONS	282,400.	282,400.	343,284.
881624209 TEVA PHARMACEUTICAL			
H0023R105 ACE LTD COM	365,471.		
629491101 NYSE EURONEXT COM			
6303866#2 SINGAPORE EXCHANGE L			
6916781#3 UTD O/S BANK SGD1			
037833100 APPLE INC COM			
17275R102 CISCO SYS INC COM	310,067.	310,067.	498,630.
219350105 CORNING INC COM	243,150.	243,150.	448,995.
594918104 MICROSOFT CORP COM	508,144.	434,494.	932,100.
595017104 MICROCHIP TECHNOLOGY			
654902204 NOKIA CORP SPONSORED			
68389X105 ORACLE CORP COM	327,991.	397,794.	461,400.
704326107 PAYCHEX INC COM			
747525103 QUALCOMM INC COM			
983919101 XILINX INC COM	201,437.	201,437.	392,405.
00130H105 AES CORP COM			
748356102 QUESTAR CORP COM	375,974.		
780905691 ROYCE OPPORTUNITY FU	934,047.	934,047.	915,604.
693390841 PIMCO HIGH YIELD FD	143,220.	143,220.	136,555.
722005667 PIMCO COMMODITY REAL	214,318.	214,318.	86,462.
19766J607 COLUMBIA US GOVT MTG	286,600.	286,600.	269,500.
722005626 PIMCO ALL ASSET FUND			

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
1261291M7 INTERM GOVT/CREDIT B	786,032.	786,916.	762,754.
1261292H7 INTERNATIONAL EQUITY	972,926.	993,195.	761,606.
29099J109 EMERGING MARKETS STO	774,238.	744,209.	875,142.
29699T994 SELECT LARGE CAP GRO	593,569.	608,269.	419,381.
847413101 SMALL CAP ENHANCED C			
902973817 US BANCORP DEL PRFD	198,912.	198,912.	189,075.
40414L109 HCP INC REIT	245,950.	245,290.	178,320.
G65431101 NOBLE CORP PLC COM	226,847.		
G29183103 EATON CORP PLC COM	259,529.	250,729.	268,360.
911312106 UNITED PARCEL SVC IN			
00287Y109 ABBVIE INC COM			
071813109 BAXTER INTL INC COM	142,695.	142,695.	155,190.
66987V109 NOVARTIS A G SPONSOR	249,180.	249,180.	291,360.
717081103 PFIZER INC COM	406,000.	406,000.	519,680.
38141G104 GOLDMAN SACHS GROUP	238,401.	238,401.	359,175.
949746101 WELLS FARGO & CO NEW	235,690.	235,690.	303,105.
032654105 ANALOG DEVICES INC C	116,685.	116,685.	217,860.
268648102 EMC CORP COM	405,568.		
459200101 INTERNATIONAL BUSINE	313,830.	313,830.	248,985.
535678106 LINEAR TECHNOLOGY CO	194,490.	194,490.	374,100.
156700106 CENTURYLINK INC COM			
197199805 COLUMBIA ACORN USA F	352,700.	352,700.	172,000.
693475857 PNC FINL SVCS GROUP	199,564.	199,564.	204,675.
78409B207 SCE TR III FXD/FLTG	198,495.	198,495.	191,025.
G6S01W108 PARAGON OFFSHORE PLC			
13057Q107 CALIFORNIA RESOURCES			
98978V103 ZOETIS INC CL A COM	178,601.	178,601.	321,180.
054937107 BB&T CORP COM	256,737.	256,737.	310,332.
254709108 DISCOVER FINL SVCS C	284,612.	284,612.	360,450.

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
4812A4351 JPMORGAN STRATEGIC I		381,660.	381,660.	370,880.
1261291Q8 SMALL CAP CTF		571,207.		
857477608 STATE STR CORP DEP S		211,378.	211,378.	206,960.
828806109 SIMON PPTY GROUP INC		237,689.	237,689.	213,204.
872540109 TJX COS INC NEW COM		242,084.	242,084.	277,981.
07177M103 BAXALTA INC COM		115,810.		
14040H105 CAPITAL ONE FINL COR		262,271.	262,271.	261,720.
74925K581 BOSTON PARTNERS LONG		375,000.	375,000.	386,250.
904504842 UNDISCOVERED MANAGER		658,270.	658,270.	774,720.
94987W737 WELLS FARGO ABSOLUTE		361,350.	361,350.	341,220.
19247U106 COHEN & STEERS INSTI		237,550.	693,580.	647,700.
747545101 QUALITY CARE PPTYS I			37,020.	18,600.
651229106 NEWELL RUBBERMAID IN			238,159.	223,250.
963320106 WHIRLPOOL CORP COM			289,470.	327,186.
G97822103 PERRIGO CO COM			231,148.	149,814.
151020104 CELGENE CORP COM			247,101.	277,800.
879369106 TELEFLEX INC COM			205,371.	241,725.
H1467J104 CHUBB LTD COM			365,471.	660,600.
026874784 AMERICAN INTL GROUP			224,672.	261,240.
70450Y103 PAYPAL HOLDINGS INC			223,580.	276,290.
378690820 GLENMEDE SMALL CAPIT			451,350.	510,680.
	TOTALS	23,883,314.	23,300,926.	28,017,050.

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
084670BB3 BERKSHIRE HATHAWAY I	254,695.		
36962G4G6 GENERAL ELEC CAP COR			
59156RAW8 METLIFE INC SR UNSEC			
89233P4B9 TOYOTA MTR CR CORP M			
055451AP3 BHP BILLITON FIN USA	252,663.	251,468.	250,188.
084670BH0 BERKSHIRE HATHAWAY I	149,144.	149,144.	150,303.
172967GP0 CITIGROUP INC SR UNS	248,910.		
36962G4L5 GENERAL ELEC CAP COR			
36962G6Z2 GENERAL ELEC CAP COR	250,539.		
59156RBE7 METLIFE INC UNSECD S	250,466.	250,250.	250,418.
718172AN9 PHILIP MORRIS INTL I	251,471.	250,427.	250,008.
89233P5N2 TOYOTA MTR CR CORP S			
94974BFL9 WELLS FARGO & CO NEW	250,443.		
25243YAR0 DIAGEO CAP PLC CO GT	250,397.	250,113.	250,368.
00206RAW2 AT&T INC SR UNSECD N	251,904.		
035242AE6 ANHEUSER-BUSCH INBEV	251,438.	250,981.	251,548.
191216AY6 COCA COLA CO SR UNSE	251,948.	251,069.	250,850.
437076BB7 HOME DEPOT INC SR UN	254,683.	252,963.	253,380.
904764AQ0 UNILEVER CAP CORP SR	251,315.	250,910.	252,530.
89114QAB4 TORONTO DOMINION BK	252,354.		
68389XAQ8 ORACLE CORP SR UNSEC	255,955.	254,027.	253,348.
69349LAP3 PNC BK N A PITTSBURG	250,077.		
713448CB2 PEPSICO INC SR UNSEC	250,305.	250,117.	250,095.
91324PCL4 UNITEDHEALTH GROUP I	253,401.	252,078.	251,110.
037833AX8 APPLE INC SR UNSECD		248,193.	246,945.
58933YAS4 MERCK & CO INC NEW S		251,720.	250,158.
594918AY0 MICROSOFT CORP SR UN		254,164.	249,840.
94974BFQ8 WELLS FARGO & CO NEW		253,349.	251,375.
89114QBJ6 TORONTO DOMINION BK		246,843.	246,408.

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TOTALS	4,682,108.	4,167,816.	4,158,872.

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UW HAROLD S GENEEN CHARITABLE TR 13-7163001

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
8EOT39993 JONES LANG LASALLE I	C			
48021R203 JONES LANG LASALLE I	C	66,182.	63,570.	66,275.
TOTALS		66,182.	63,570.	66,275.

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

FORM 990PF, PART II - OTHER ASSETS
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DESCRIPTION

991822222 BAROR INTERNATIONAL
991822230 ST MARTIN'S PRESS BO

TOTALS

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

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

DESCRIPTION	AMOUNT
INCOME ADJUSTMENT	961.
ADJUST CARRYING VALUE	12,485.
TOTAL	13,446.

UW HAROLD S GENEEN CHARITABLE TR 13-7163001

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
17207.281 SMALL CAP CTF	06/16/2006	04/30/2016	439,736.00	640,957.00	-201,221.00
TOTAL OTHER GAINS AND LOSSES			439,736.00	640,957.00	-201,221.00
Totals			439,736.00	640,957.00	-201,221.00

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UW HAROLD S GENEEN CHARITABLE TR 13-7163001

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS	-5,803.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-5,803.00

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

COMMON TRUST FUNDS	80,257.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		80,257.00

UW HAROLD S GENEEN CHARITABLE TR EIN 13-7163001

TAX YEAR ENDING 12/31/16

Distribution [Part XV(3)(a)]	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
BENTLEY UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	120000
HEALTH RESOURCES IN ACTION	N/A	UNRESTRICTED GENERAL SUPPORT	PC	6000
HOFSTRA UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	60000
HEALTH RESOURCES IN ACTION INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	6000
OBERLIN COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	5000
ONE TO WORLD, INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	21950
BENTLEY UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	40000
PRESIDENT & TRUSTEES OF COLBY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	60000
HEALTH RESOURCES IN ACTION INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	5025
AMERICAN UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	60000
CLAREMONT MCKENNA COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	75000
BOWDOIN COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	60000
MACALESTER COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	60000
LEHIGH UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	61800
BENTLEY UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	54950
COLORADO COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	75000
OBERLIN COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	60000
RENSSELAER POLYTECHNIC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	52800
QUINNIPIAC UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	60000
NORTHEASTERN UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	60000
HEALTH RESOURCES IN ACTION INC.	N/A	UNRESTRICTED GENERAL SUPPORT	PC	500000
BABSON COLLEGE	N/A	UNRESTRICTED GENERAL SUPPORT	PC	60000
WESLEYAN UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	60000
BENTLEY UNIVERSITY	N/A	UNRESTRICTED GENERAL SUPPORT	PC	24629
HEALTH RESOURCES IN ACTION INC	N/A	UNRESTRICTED GENERAL SUPPORT	PC	30000
TOTAL				1678154