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 TBL CHARITABLE FOUNDATION	**A** Employer identification number 20-3982689
Number and street (or P O box number if mail is not delivered to street address) Room/suite 15 CHARLESDEN PARK	**B** Telephone number (see instructions) (617) 332-0705
City or town, state or province, country, and ZIP or foreign postal code NEWTONVILLE, MA 02460	**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) ▶ $ 18,606,921. **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)	4,600,001.			
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	188,086.	188,086.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	18,962.			
b	Gross sales price for all assets on line 6a 4,110,671.				
7	Capital gain net income (from Part IV, line 2)		18,962.		
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) ATCH 2	1,891.			
12	**Total.** Add lines 1 through 11	4,808,940.	207,048.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 3	24,400.	12,200.		12,200.
c	Other professional fees (attach schedule) [4]	73,888.	73,888.		
17	Interest				
18	Taxes (attach schedule) (see instructions) [5]	25,035.	7,035.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	123,323.	93,123.		12,200.
25	Contributions, gifts, grants paid	2,285,150.			2,285,150.
26	Total expenses and disbursements Add lines 24 and 25	2,408,473.	93,123.	0.	2,297,350.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	2,400,467.			
b	**Net investment income** (if negative, enter -0-)		113,925.		
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	119,802.	123,298.	123,298.
	2 Savings and temporary cash investments			
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 6	6,935,435.	6,250,411.	13,883,072.
	c Investments - corporate bonds (attach schedule) ATCH 7	5,601,376.	4,072,741.	4,057,788.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 8)	573,916.	583,798.	542,763.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	13,230,529.	11,030,248.	18,606,921.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	13,230,529.	11,030,248.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	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)	13,230,529.	11,030,248.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	13,230,529.	11,030,248.	

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	13,230,529.
2	Enter amount from Part I, line 27a	2	2,400,467.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,630,996.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	4,600,748.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,030,248.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
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				
b				
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	18,962.
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	0.

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	1,191,354.	12,040,809.	0.098943
2014	1,341,598.	12,552,262.	0.106881
2013	551,125.	10,363,300.	0.053180
2012	578,670.	8,688,802.	0.066600
2011	254,000.	4,612,533.	0.055067

2	**Total** of line 1, column (d)	2	0.380671
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	0.076134
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	14,278,148.
5	Multiply line 4 by line 3	5	1,087,053.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,139.
7	Add lines 5 and 6	7	1,088,192.
8	Enter qualifying distributions from Part XII, line 4	8	2,297,350.

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	1,139.
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	1,139.
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	1,139.
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	15,606.		
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	15,606.
8	Enter any **penalty** for underpayment of estimated tax Check here X 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	14,467.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 14,467. **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		N/A
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		N/A
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 ▶ F. THOMSON LEIGHTON Telephone no ▶ 617-332-0705

Located at ▶ 15 CHARLESDEN PARK NEWTONVILLE, MA ZIP+4 ▶ 02460

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 ▶			N/A

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		N/A
	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		N/A
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		N/A
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)?	**5b**		N/A
	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**		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?	**7b**		N/A

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
ATCH 10		0.	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				

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

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		0.
Total number of others receiving over $50,000 for professional services . . . ▶		

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** (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	13,994,470.
b	Average of monthly cash balances	1b	501,112.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	14,495,582.
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	
3	Subtract line 2 from line 1d	3	14,495,582.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	217,434.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,278,148.
6	**Minimum investment return.** Enter 5% of line 5	6	713,907.

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	713,907.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,139.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,139.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	712,768.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	712,768.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	712,768.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,297,350.
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	
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	2,297,350.
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	1,139.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,296,211.

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				712,768.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011 ... 24,577.				
b From 2012 ... 149,827.				
c From 2013 ... 44,408.				
d From 2014 ... 729,789.				
e From 2015 ... 612,156.				
f Total of lines 3a through e	1,560,757.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 2,297,350.				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount				712,768.
e Remaining amount distributed out of corpus	1,584,582.			
5 Excess distributions carryover applied to 2016 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,145,339.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
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				
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	24,577.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	3,120,762.			
10 Analysis of line 9				
a Excess from 2012 ... 149,827.				
b Excess from 2013 ... 44,408.				
c Excess from 2014 ... 729,789.				
d Excess from 2015 ... 612,156.				
e Excess from 2016 ... 1,584,582.				

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))

F. THOMSON LEIGHTON

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

N/A

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

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

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

ATCH 11

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

NO STANDARD FORMAT REQUIRED

c Any submission deadlines

NONE

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

NONE

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*				
ATCH 12				
Total . . . . ▶ **3a**				2,285,150.
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	188,086.	
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	18,962.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13				1,891.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				208,939.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 208,939.

(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)

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

		Line	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		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

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

▶ Signature of officer or trustee — Date 4/4/17 — ▶ OFFICER Title

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
JENNIFER D RHODERICK	Jennifer D Rhoderick	03/14/17		P00395735

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 111 MONUMENT CIRCLE, SUITE 4000 INDIANAPOLIS, IN 46204 — Phone no 317.681.7000

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
TBL CHARITABLE FOUNDATION

Employer identification number
20-3982689

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 TBL CHARITABLE FOUNDATION

Employer identification number

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	F. THOMSON & BONNIE BERGER LEIGHTON 15 CHARLESDEN PARK NEWTONVILLE, MA 02460	$ 4,600,001.	Person [X] Payroll [ ] Noncash [X] (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 TBL CHARITABLE FOUNDATION

Employer identification number

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
2	AKAMAI TECHNOLOGIES INC STOCK WITH COST BASIS OF $378., 12/30/16 FMV OF $4,600,001	$ 4,600,001.	12/30/2016
(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 TBL CHARITABLE FOUNDATION

Employer identification number

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 information once. See instructions) ▶ $ __________
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 - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		GOLDMAN SACHS 010-46618					VAR	VAR
1,575,000.		1,565,207.					9,797.	
		GOLDMAN SACHS 010-46618					VAR	VAR
500,000.		545,504.					-44,712.	
		GOLDMAN SACHS 010-74932					VAR	VAR
285,978.		283,900.					2,408.	
		GOLDMAN SACHS 010-74932					VAR	VAR
29,685.		40,212.					-10,527.	
		GOLDMAN SACHS 010-74936					VAR	VAR
247,919.		263,432.					-15,476.	
		GOLDMAN SACHS 010-74933					VAR	VAR
248,580.		310,865.					-62,285.	
		GOLDMAN SACHS 010-74936					VAR	VAR
799,379.		616,034.					185,291.	
		GOLDMAN SACHS 010-74936					VAR	VAR
374,130.		418,259.					-44,129.	
		GOLDMAN SACHS 010-74944						
		GOLDMAN SACHS 010-74944					VAR	VAR
50,000.		51,405.					-1,405.	
TOTAL GAIN(LOSS)							18,962.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS 010-46618-3	83,900.	83,900.
GOLDMAN SACHS 010-74932-3	50,839.	50,839.
GOLDMAN SACHS 010-74933-1	2,231.	2,231.
GOLDMAN SACHS 010-74936-4	13,805.	13,805.
GOLDMAN SACHS 010-74944-8	37,283.	37,283.
GOLDMAN SACHS 010-66896-0	24.	24.
BOSTON PRIVATE 943475759	4.	4.
TOTAL	188,086.	188,086.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
NON-DIVIDEND DISTRIBUTIONS		1,891.
	TOTALS	1,891.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	24,400.	12,200.		12,200.
TOTALS	24,400.	12,200.		12,200.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS 010-46618-3	21,932.	21,932.
GOLDMAN SACHS 010-74932-3	20,251.	20,251.
GOLDMAN SACHS 010-74933-1	1,957.	1,957.
GOLDMAN SACHS 010-74936-4	25,524.	25,524.
GOLDMAN SACHS 010-74944-8	4,224.	4,224.
TOTALS	73,888.	73,888.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	7,035.	7,035.
FEDERAL TAXES	18,000.	
TOTALS	25,035.	7,035.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS		6,935,435.	6,250,411.	13,883,072.
	TOTALS	6,935,435.	6,250,411.	13,883,072.

TBL FOUNDATION MANAGED

Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US EQUITY STRUCTURED PRODUCTS								
CREDIT SUISSE AG LINKED TO S&P 500 INDEX UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 06/01/2017 (OCSPXE18)	1,295,000 00	107 7400	1,395,233 00	100 0000	1,295,000 00	100,233 00		
NON-US EQUITY								
WISDOMTREE EUROPE HEDGED EQUITY INDEX FUND (WISDOMTREE)								
WISDOMTREE EUR HDGD EQ FD CMN (HEDJ)	5,660 00	57 4000	324,884 00	52 9398	299,639 27	25,244 73	2 7358	8,888 18
NON-US EQUITY STRUCTURED PRODUCTS								
CREDIT SUISSE AG LINKED TO BASKET OF INDICES UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 06/01/2017 (OCIDEE17)	400,000 00	96 6600	386,640 00	100 0000	400,000 00	(13,360 00)		
TOTAL NON-US EQUITY			**711,524.00**		**699,639.27**	**11,884.73**	**2.7358**	**8,888.18**
TOTAL PUBLIC EQUITY			**2,106,757.00**		**1,994,639.27**	**112,117.73**	**2.7358**	**8,888.18**

OTHER INVESTMENTS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
ASSET ALLOCATION INVESTMENTS								
GS TACTICAL TILT OVERLAY FUND								
GS TACTICAL TILT OVERLAY MUTUAL FUND (TTIFX)	55,271 150	9 8200	542,762 69	10 5624	583,797 83	(41,035 14)		

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**4,606,333.05**	**4,580,713.43**	**25,619.62**	**49,897.72**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
NON-US EQUITY								
INVESCO NON-US EQUITY								
U S DOLLAR	131 07	1 0000	131 07		131 07			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	156,968 32	1 0000	156,968 32	1 0000	156,968 32		0 4330	679 74
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
CK HUTCHISON HLDGS LTD ADR CMN (CKHUY)	4,816 00	11 3500	54,661 60	14 4385	69,535 98	(14,874 38)	2 5558	1,397 02
WH GROUP LIMITED ADR CMN (WGHPY)	3,088 00	16 1740	49,945 31	13 5461	41,830 32	8,114 99	2 4534	1,225 38
WPP PLC ADR CMN (WPPGY)	422 00	110 6600	46,698 52	79 1263	33,391 31	13,307 21	2 9931	1,397 71
ABERDEEN ASSET MANAGEMENT PLC ADR CMN (ABDNY)	2,242 00	6 3590	14,256 88	14 2919	32,042 47	(17,785 59)	12 1676	1,734 72
ALLIANZ SE ADR CMN (AZSEY)	3,232 00	16 5600	53,521 92	15 8717	51,297 19	2,224 73	3 6954	1,977 84
AMADEUS IT GROUP SA ADR CMN (AMADY)	592 00	45 5340	26,956 13	25 9984	15,391 08	11,565 05	1 4093	379 89
AMCOR LTD ADR (NEW) ADR CMN (AMCRY)	1,058 00	43 3010	45,812 46	39 1625	41,433 91	4,378 55	3 9011	1,787 19
BAIDU, INC SPONSORED ADR CMN (BIDU)	120 00	164 4100	19,729 20	155 5878	18,670 54	1,058 66		
BRAMBLES LIMITED SPONSORED ADR CMN (BXBLY)	1,073 00	17 9580	19,268 93	15 9043	17,065 30	2,203 63	2 2424	432 08
BRITISH AMERICAN TOBACCO PLC SPONS ADR (BTI)	320 00	112 6700	36,054 40	102 7408	32,877 06	3,177 35	3 8534	1,389 34
BROADCOM LIMITED CMN (AVGO)	279 00	176 7700	49,318 83	48 9800	13,665 42	35,653 41		
BUNZL PLC SPONSORED ADR CMN (BZLFY)	652 00	26 0600	16,991 12 97 14	19 7762	12,894 10	4,097 02	1 8293	310 82
CANADIAN NATIONAL RAILWAY CO CMN (CNI)	368 00	67 4000	24,803 20	41 4307	15,246 48	9,556 72	1 6561	410 77
CARLSBERG A/S SPONSORED ADR CMN (CABGY)	2,148 00	17 2920	37,143 22	19 7000	42,315 66	(5,172 44)	1 0265	381 26
CENOVUS ENERGY INC CMN (CVE)	1,431 00	15 1300	21,651 03	21 3896	30,608 45	(8,957 42)	0 9837	212 97
CGI GROUP INC CMN CLASS A (GIB)	1,080 00	48 0300	51,872 40	30 1381	32,549 20	19,323 20		
CIELO S A SPONSORED ADR CMN (CIOXY)	2,055 00	8 5690	17,609 30	8 7987	18,081 39	(472 09)	1 6474	290 10
COCA-COLA AMATIL LIMITED SPONSORED ADR CMN (CCLAY)	1,450 00	7 3280	10,625 60	12 0515	17,474 70	(6,849 10)	4 1701	443 09
COMPAGNIE FINANCIERE RICHEMONT UNSPONSORED ADR CMN (CFRUY)	4,537 00	6 6370	30,112 07	7 1380	32,384 90	(2,272 83)	1 5053	453 28
COMPASS GROUP PLC SPONSORED ADR CMN (CMPGY)	1,683 00	18 5470	31,214 60	12 0587	20,294 81	10,919 80	2 0084	626 91
CSL LIMITED SPONSORED ADR CMN (CSLLY)	358 00	36 3540	13,014 73	35 7695	12,805 48	209 25	1 5707	204 42
DEUTSCHE POST AG SPONSORED ADR CMN (DPSGY)	771 00	32 9450	25,400 60	26 8502	20,701 48	4,699 12	2 8241	717 33

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
INVESCO NON-US EQUITY								
ERICSSON AMERICAN ADR CMN CLASS B (ERIC)	1,939 00	5 8300	11,304 37	12 0007	23,269 29	(11,964 92)	5 1429	581 37
FANUC CORP UNSPONSORED ADR CMN (FANUY)	955 00	16 9890	16,224 50	16 7101	15,958 19	266 31	1 5441	250 52
FOMENTO ECONOMICO MEXICANO SAB DE C V NEW SPONS ADR REPSTG UNIT 1 SER B SH FOMENTO ECONOMICO MEXICANO (FMX)	463 00	76 2100	35,285 23	84 8008	39,262 76	(3,977 53)	1 7668	623 43
GETINGE AB UNSPONSORED ADR CMN (GNGBY)	1,499 00	16 0820	24,106 92	23 7859	35,655 13	(11,548 21)	1 5594	375 92
GRUPO TELEVISA, S A GDS REP 5 CPO'S REP 1 L SHARE, 1 A SHARE AND 1 D SHARE (TV)	1,056 00	20 8900	22,059 84	26 6370	28,128 68	(6,068 84)	0 4022	88 71
INFORMA PLC SPONSORED ADR CMN (IFJPY)	931 00	16 8050	15,645 46	16 6586	15,509 16	136 30	3 0302	474 09
JAPAN TOBACCO INC ADR CMN (JAPAY)	2,749 00	16 4790	45,300 77	17 8211	48,990 09	(3,689 32)	2 6811	1,214 58
JULIUS BAER GROUP LTD ADR CMN (JBAXY)	3,877 00	8 9010	34,509 18	7 9700	30,899 53	3,609 64	2 3115	797 68
KAO CORP SPONSORED ADR CMN (KCRPY)	292 00	47 5070	13,872 04	47 9109	13,989 98	(117 94)	1 3569	188 23
KASIKORNBANK PCL ADR CMN (KPCPY)	1,479 00	19 8270	29,324 13	24 3930	36,077 27	(6,753 14)	1 8295	536 48
KINGFISHER PLC SPONSORED ADR CMN (KGFHY)	2,231 00	8 6570	19,313 77	10 6106	23,672 17	(4,358 40)	2 8996	560 02
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (KMTUY)	991 00	22 6990	22,494 71	23 9054	23,690 27	(1,195 56)	1 8279	411 17
LLOYDS BANKING GROUP PLC SPONSORED ADR CMN (LYG)	6,021 00	3 1000	18,665 10	4 9580	29,852 02	(11,186 92)	4 2345	790 36
NOVARTIS AG-ADR SPONSORED ADR CMN (NVS)	232 00	72 8400	16,898 88	63 1231	14,644 56	2,254 32	3 1614	534 24
NOVO-NORDISK A/S ADR ADR CMN (NVO)	284 00	35 8600	10,184 24	29 3341	8,330 89	1,853 35	2 8736	292 65
PERNOD RICARD UNSPONSORRED ADR CMN (PDRDY)	455 00	21 7170	9,881 23	21 0593	9,581 96	299 27	1 2993	128 38
PRADA S P A ADR CMN (PRDSY)	1,575 00	6 7840	10,684 80	14 6009	22,996 46	(12,311 66)	2 3402	250 04
PROSIEBENSAT 1 MEDIA SE UNSPONSORED ADR CMN (PBSFY)	4,955 00	9 6540	47,835 57	10 9797	54,404 48	(6,568 91)	3 3577	1,606 17
PT BANK MANDIRI (PERSERO) TBK ADR CMN (PPERY)	2,977 00	8 5920	25,578 38	7 2871	21,693 72	3,884 66	1 6192	414 17
PUBLICIS GROUPE S A SPONSORED ADR CMN (PUBGY)	3,281 00	17 2850	56,712 09	16 2422	53,290 65	3,421 44	2 0200	1,145 58
REED ELSEVIER PLC SPONSORED ADR CMN (RELX)	3,374 00	17 9700	60,630 78	11 5485	38,964 49	21,666 29	2 5487	1,545 31
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184 (RHHBY)	1,708 00	28 6070	48,860 76	29 4042	50,222 35	(1,361 59)	2 9281	1,430 71

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
INVESCO NON-US EQUITY								
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES B (RDSB)	446 00	57 9700	25,854 62	65 4925	29,209 65	(3,355 03)	6 4861	1,676 96
SAND VIK (ADR) ADR CMN (SDVKY)	948 00	12 4060	11,760 89	11 0260	10,452 65	1,308 24	1 9804	232 92
SAP SE (SPON ADR) (SAP)	655 00	86 4300	56,611 65	68 0264	44,557 32	12,054 33	1 0771	609 77
SCHNEIDER ELECTRIC SE UNSPONSORED ADR (FRANCE) SCHNEIDER ELECTRIC SE UNSPONSO (SBGSY)	2,247 00	13 9460	31,336 66	14 8342	33,332 49	(1,995 83)	2 9061	910 66
SKY PLC SPONSORED ADR CMN (SKYAY)	1,287 00	48 9810	63,038 55	53 9838	69,477 16	(6,438 61)	3 5433	2,233 62
SMITH & NEPHEW PLC ADR CMN (SNN)	899 00	30 0800	27,041 92	30 3434	27,278 75	(236 83)	2 0146	544 79
SUNCOR ENERGY INC CMN (SU)	1,192 00	32 6900	38,966 48	32 6161	38,878 36	88 12	2 6194	1,020 68
SYNGENTA AG SPONSORED ADR CMN (SYT)	65 00	79 0500	5,138 25	71 8508	4,670 30	467 95	2 4326	124 99
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (TSM)	1,756 00	28 7500	50,485 00	18 8060	33,023 35	17,461 65	2 6141	1,319 72
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	1,302 00	36 2500	47,197 50	43 6641	56,850 67	(9,653 17)	3 1890	1,505 11
TOYOTA MOTOR CORPORATION SPON ADR (TM)	134 00	117 2000	15,704 80	124 4813	16,680 49	(975 69)	2 8651	449 96
UBS GROUP AG CMN (UBS)	2,163 00	15 6700	33,894 21	17 1613	37,119 81	(3,225 60)	4 3657	1,479 71
UNILEVER N V NY SHS (NEW) ADR CMN (UN)	612 00	41 0600	25,128 72	34 7075	21,240 98	3,887 74	2 9026	729 38
UNITED OVERSEAS BK LTD SPONSORED ADR CMN (UOVEY)	589 00	28 2410	16,633 95	35 9212	21,157 58	(4,523 63)	3 6259	603 13
WOLTERS KLUWER NV SPONSORED ADR CMN (WTKWY)	557 00	36 3050	20,221 88	38 8128	21,618 74	(1,396 85)	2 0235	409 19
YAHOO JAPAN CORPORATION UNSPONSORED ADR CMN (YAHOY)	4,093 00	7 6990	31,512 01	7 1433	29,237 69	2,274 32	1 5419	485 89
TOTAL INVESCO NON-US EQUITY			1,949,661 28 97 14		1,913,526 71	36,134 59	2 4624	45,028 18

	Market Value	Adjusted Cost /[6] ~~Original Cost~~	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**1,949,758.42**	**1,913,526.71**	**36,134.59**	**45,028.18**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
DSM LARGE CAP GROWTH								
U S DOLLAR	(9,079 84)	1 0000	(9,079 84)		(9,079 84)			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	36,988 17	1 0000	36,988 17	1 0000	36,988 17		0 4398	162 66
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
ADOBE SYSTEMS INC CMN (ADBE)	1,147 00	102 9500	118,083 65	81 9205	93,962 82	24,120 83		
AFFILIATED MANAGERS GROUP INC CMN (AMG)	515 00	145 3000	74,829 50	196 7472	101,324 83	(26,495 33)		
ALEXION PHARMACEUTICALS INC CMN (ALXN)	572 00	122 3500	69,984 20	146 0406	83,535 25	(13,551 05)		
ALPHABET INC CMN CLASS A (GOOGL)	146 00	792 4500	115,697 70	414 2475	60,480 14	55,217 56		
ALPHABET INC CMN CLASS C (GOOG)	13 00	771 8200	10,033 66	445 0515	5,785 67	4,247 99		
CELGENE CORPORATION CMN (CELG)	894 00	115 7500	103,480 50	63 7517	56,994 02	46,486 48		
CHARLES SCHWAB CORPORATION CMN (SCHW)	2,718 00	39 4700	107,279 46	30 7359	83,540 14	23,739 32	0 7094	761 04
DOLLAR GENERAL CORPORATION CMN (DG)	1,090 00	74 0700	80,736 30 272 50	75 9979	82,837 75	(2,101 45)	1 3501	1,090 00
DOLLAR TREE INC CMN (DLTR)	710 00	77 1800	54,797 80	91 5624	65,009 32	(10,211 52)		
ELECTRONIC ARTS CMN (EA)	1,134 00	78 7600	89,313 84	77 8750	88,310 23	1,003 61		
FACEBOOK, INC CMN CLASS A (FB)	1,146 00	115 0500	131,847 30	84 1780	96,467 94	35,379 36		
FLEETCOR TECHNOLOGIES, INC CMN (FLT)	411 00	141 5200	58,164 72	153 5820	63,122 21	(4,957 49)		
INTUITIVE SURGICAL, INC CMN (ISRG)	89 00	634 1700	56,441 13	475 6569	42,333 46	14,107 67		
INVESCO LTD CMN (IVZ)	1,086 00	30 3400	32,949 24	37 6767	40,916 89	(7,967 65)	3 6915	1,216 32
MONSTER BEVERAGE CORPORATION CMN (MNST)	2,586 00	44 3400	114,663 24	40 1179	103,744 85	10,918 39		
NEWELL BRANDS INC CMN (NWL)	1,795 00	44 6500	80,146 75	46 4750	83,422 65	(3,275 90)	1 7021	1,364 20
PRICELINE GROUP INC/THE CMN (PCLN)	88 00	1,466 0600	129,013 28	1,176 6691	103,546 88	25,466 40		
REGENERON PHARMACEUTICAL INC CMN (REGN)	201 00	367 0900	73,785 09	350 7967	70,510 13	3,274 96		
SHIRE LIMITED SPONSORED ADR CMN (SHPG)	708 00	170 3800	120,629 04	229 4400	162,443 55	(41,814 51)	0 4717	569 02
SIRIUS XM HOLDINGS INC CMN (SIRI)	17,230 00	4 4500	76,673 50	4 1124	70,855 84	5,817 66		
STARBUCKS CORP CMN (SBUX)	1,863 00	55 5200	103,433 76	51 6844	96,288 11	7,145 65	1 8012	1,863 00
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN ADD ADR REL 19358779 (TCEHY)	4,916 00	24 4680	120,284 69	11 3160	55,629 66	64,655 03	0 2175	261 62

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DSM LARGE CAP GROWTH								
VISA INC CMN CLASS A (V)	1,683 00	78 0200	131,307 66	56 3985	94,918 74	36,388 92	0 8459	1,110 78
ZOETIS INC CMN CLASS A (ZTS)	2,688 00	53 5300	143,888 64	45 3859	121,997 36	21,891 28	0 7846	1,128 96
ALIBABA GROUP HOLDING LIMITED SPONSORED ADR CMN (BABA)	1,332 00	87 8100	116,962 92	87 2493	116,216 01	746 91		
ALLERGAN PLC CMN (AGN)	415 00	210 0100	87,154 15	282 4446	117,214 51	(30,060 36)	1 3333	1,162 00
NXP SEMICONDUCTORS N V CMN (NXPI)	645 00	98 0100	63,216 45	79 4124	51,221 00	11,995 45		
ROYAL CARIBBEAN CRUISES LTD ISIN LR0008862868 (RCL)	1,312 00	82 0400	107,636 48 629 76	77 0664	101,111 18	6,525 30	2 3403	2,519 04
TOTAL DSM LARGE CAP GROWTH			2,600,342 98 902 26		2,341,649 47	258,693 51	1 1462	13,208 64

	Market Value	Adjusted Cost /[6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**2,601,245.24**	**2,341,649.47**	**258,693.51**	**13,208.64**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

Goldman Sachs

TBL FOUNDATION AKAM HOLDINGS

Holdings

Period Ended December 31, 2016

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
AKAMAI TECHNOLOGIES INC CMN (AKAM)	108,358 00	66 6800	7,225,311 44	0 0055	595 97	7,224,715 47		

	Market Value	~~Adjusted Cost /~~ [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**7,225,311.44**	**595.97**	**7,224,715.47**	

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS		5,601,376.	4,072,741.	4,057,788.
	TOTALS	5,601,376.	4,072,741.	4,057,788.

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U S DOLLAR	1,227 71	1 0000	1,227 71		1,227 71			
DEPOSITS & MONEY MARKET FUNDS								
MONEY MARKET FUNDS								
GS FINANCIAL SQUARE TREASURY SOLUTIONS FUND Moody's Aaa	31,129 680	1 0000	31,129 68	1 0000	31,129 68	0 00	0 3936	122 53
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			**32,357.39**		**32,357.39**			**122.53**

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
CORPORATE BONDS								
MORGAN STANLEY LINKED TO 10Y CMS FIXED-TO-FLOAT CPN DUE 02/17/2026 Moody's A3	500,000 00	95 6250	478,125 00	98 7341	493,670 40	(15,545 40)		

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
GS SHORT DURATION GOVERNMENT FUND								
GS SHORT-DURATION GOVERNMENT FUND INSTITUTIONAL SHARES	55,043 432	9 9600	548,232 58	9 9913	549,958 02	(1,725 44) 23,232 59		6,770 34
TOTAL INVESTMENT GRADE FIXED INCOME			**1,026,357.58**		**1,043,628.42**	**(17,270.84)**		**6,770.34**
OTHER FIXED INCOME								
GS HIGH YIELD FLOATING RATE FUND								
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	92,207 227	9 7400	898,098 39	10 0457	926,290 52	(28,192 13) 92,048 43		34,116 67
TOTAL FIXED INCOME			**1,924,455.97**		**1,969,918.94**	**(45,462.97)**		**40,887.02**

TBL FOUNDATION GS CORPORATE FIXED INCOME

Holdings

Period Ended December 31, 2016

FIXED INCOME

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORPORATE FIXED INCOME								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	34,322 86	1 0000	34,322 86	1 0000	34,322 86		0 4379	150 30
	Quantity / Current Face	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Adjusted Cost / Original Cost**	**Unrealized Gain (Loss)**	**Yield to Maturity in Percentage**	**Estimated Annual Income**
GENERAL ELECTRIC CAPITAL CORP FRN MTN 02/15/2017 SER A USLIB 3MO +17 00BP SR LIEN CPN 08/15/11-11/14/11 0 456170 S&P AA- /Moody's A1	125,000 00	100 0000	125,000 00 171 81	95 1340	118,917 50	6,082 50		1,344 59
AMERICAN EXPRESS BANK, FSB FRN 06/12/2017 SER BKNT USLIB 1MO +30 00BP SR LIEN CPN 11/13/07-12/11/07 4 95938% S&P A- /Moody's A2	100,000 00	99 9660	99,966 00 50 87	94 9850	94,985 00	4,981 00		963 89
WACHOVIA CORPORATION FRN 06/15/2017 USLIB 3MO +27 00BP SR LIEN CPN 9/15/08-12/14/08 3 08875% S&P A /Moody's A2	125,000 00	100 0240	125,030 00 59 96	94 9270	118,658 75	6,371 25		1,541 80
PEPSICO, INC 1 125% 07/17/2017 USD SR LIEN S&P A /Moody's A1	100,000 00	99 9780	99,978 00 512 50	99 9680	99,968 00	10 00	1 1412	1,125 00
CATERPILLAR FINANCIAL SERVICES MTN 1 25% 11/06/2017 USD SER G SR LIEN S&P A /Moody's A3	50,000 00	99 7620	49,881 00 95 49	99 7360	49,868 00	13 00	1 3731	625 00
WYNDHAM WORLDWIDE CORP 2 5% 03/01/2018 USD SR LIEN Next Call Dt 02 01 18 S&P BBB- /Moody's Baa3	75,000 00	100 8420	75,631 50 625 00	100 2173 100 89	75,162 96 75,666 75	468 54 (35 25)	2 3099	1,875 00
TOTAL SYSTEM SERVICES, INC 2 375% 06/01/2018 USD SR LIEN S&P BBB- /Moody's Baa3	50,000 00	100 4140	50,207 00 98 96	100 0164 100 02	50,008 21 50,011 50	198 79 195 50	2 3632	1,187 50
PFIZER INC FRN 06/15/2018 USD USLIB 3MO +30 00BP SR LIEN CPN 12/15/16-03/14/17 1 26344% S&P AA /Moody's A1	125,000 00	100 2640	125,330 00 65 80	100 0000	125,000 00	330 00		1,579 30
VERIZON COMMUNICATIONS INC FRN 09/14/2018 USD USLIB 3MO +175 00BP SR LIEN CPN 12/14/16-03/13/17 2 70872% S&P BBB+ /Moody's Baa1	100,000 00	102 2320	102,232 00 127 91	105 3660	105,366 00	(3,134 00)		2,708 72

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

TBL FOUNDATION GS CORPORATE FIXED INCOME
Holdings (Continued)

Period Ended December 31, 2016

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORPORATE FIXED INCOME								
EDWARDS LIFESCIENCES CORP 2 875% 10/15/2018 USD SR LIEN S&P BBB- /Moody's Baa3	50,000 00	101 5020	50,751 00 303 47	100 5295 101 32	50,264 77 50,658 50	486 23 92 50	2 5700	1,437 50
AT&T INC FRN 11/27/2018 USD USLIB 3MO +91 00BP 1 0*#US3MLI CPN 11/28/16-02/26/17 1 84706% S&P BBB+ /Moody's Baa1	75,000 00	100 7120	75,534 00 130 61	100 0000	75,000 00	534 00		1,385 30
AIR LEASE CORPORATION 3 375% 01/15/2019 USD SR LIEN Next Call Dt 12 15 18 S&P BBB	100,000 00	101 6960	101,696 00 1,556 25	101 4674 103 14	101,467 44 103,137 00	228 56 (1,441 00)	2 6316	3,375 00
JPMORGAN CHASE & CO FRN 01/28/2019 USD SER 1 USLIB 3MO +63 00BP SR LIEN CPN 10/28/16-01/29/17 1 52039% S&P A- /Moody's A3	100,000 00	100 3210	100,321 00 270 29	100 0000	100,000 00	321 00		1,520 39
LOWE'S COMPANIES, INC 1 15% 04/15/2019 USD SR LIEN S&P A- /Moody's A3	50,000 00	98 7620	49,381 00 121 39	99 8920	49,946 00	(565 00)	1 1869	575 00
ROYAL BANK OF CANADA FRN MTN 04/15/2019 USD USLIB 3MO +71 00BP SR LIEN CPN 01/17/17-04/17/17 1 73317% S&P AA- /Moody's Aa3	50,000 00	100 4220	50,211 00 169 49	100 0000	50,000 00	211 00		795 00
MATTEL INC 2 35% 05/06/2019 USD SR LIEN S&P BBB /Moody's Baa1	100,000 00	100 2590	100,259 00 359 03	99 9250	99,925 00	334 00	2 3660	2,350 00
LEGG MASON, INC 2 7% 07/15/2019 USD SR LIEN S&P BBB /Moody's Baa1	100,000 00	100 7120	100,712 00 1,245 00	100 4719 100 84	100,471 94 100,843 00	240 06 (131 00)	2 5071	2,700 00
BB&T CORPORATION FRN MTN 01/15/2020 USD USLIB 3MO +71 50BP SR LIEN CPN 01/17/17-04/17/17 1 73817% Next Call Dt 12 15 19 S&P A- /Moody's A2	50,000 00	100 3430	50,171 50 170 02	100 0000	50,000 00	171 50		797 50
CA, INC 3 6% 08/01/2020 USD SR LIEN Next Call Dt 07 01 20 S&P BBB+ /Moody's Baa2	75,000 00	102 5360	76,902 00 1,125 00	99 9010	74,925 75	1,976 25	3 6219	2,700 00
CELGENE CORPORATION 2 875% 08/15/2020 USD SR LIEN S&P BBB+ /Moody's Baa2	50,000 00	101 1460	50,573 00 543 06	99 8190	49,909 50	663 50	2 9141	1,437 50
OMNICOM GROUP INC 4 45% 08/15/2020 USD SR LIEN S&P BBB+ /Moody's Baa1	50,000 00	106 3710	53,185 50 840 56	109 0784 110 14	54,539 19 55,068 50	(1,353 69) (1,883 00)	1 8489	2,225 00
BANK OF AMERICA CORPORATION MTN 2 625% 10/19/2020 USD SR LIEN S&P BBB+ /Moody's Baa1	75,000 00	100 0570	75,042 75 393 75	99 1300	74,347 50	695 25	2 8179	1,968 75

TBL FOUNDATION GS CORPORATE FIXED INCOME
Holdings (Continued)

Period Ended December 31, 2016

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORPORATE FIXED INCOME								
CITIGROUP INC FRN 10/26/2020 USD USLIB 3MO +131 00BP SR LIEN CPN 10/26/16-01/25/17 2 19372% S&P BBB+ /Moody's Baa1	100,000 00	101 2600	101,260 00 402 18	100 0000	100,000 00	1,260 00		2,193 72
MICROSOFT CORP 1 55% 08/08/2021 SR LIEN Next Call Dt 07 08 21 S&P AAA /Moody's Aaa	75,000 00	96 9910	72,743 25 461 77	99 8950	74,921 25	(2,178 00)	1 5719	1,162 50
UNITEDHEALTH GROUP INCORPORATE 2 875% 12/15/2021 USD SR LIEN S&P A+ /Moody's A3	75,000 00	101 3650	76,023 75 95 83	100 3077 100 38	75,230 76 75,286 50	792 99 737 25	2 8081	2,156 25
TD AMERITRADE HOLDING CO 2 95% 04/01/2022 USD SR LIEN Next Call Dt 02 01 22 S&P A /Moody's A3	50,000 00	101 2450	50,622 50 368 75	99 2310	49,615 50	1,007 00	3 0850	1,475 00
TOTAL GS CORPORATE FIXED INCOME			2,122,967 61 10,364 75		2,102,821 88 2,106,348 36	20,145 73 16,619 25	2 3307	43,355 50

	Market Value	Adjusted Cost /[6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**2,133,332.36**	**2,102,821.88** **2,106,348.36**	**20,145.73** **16,619.25**	**43,355.50**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS	573,916.	583,798.	542,763.
TOTALS	573,916.	583,798.	542,763.

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US EQUITY STRUCTURED PRODUCTS								
CREDIT SUISSE AG LINKED TO S&P 500 INDEX UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 06/01/2017 (OCSPXE18)	1,295,000 00	107 7400	1,395,233 00	100 0000	1,295,000 00	100,233 00		
NON-US EQUITY								
WISDOMTREE EUROPE HEDGED EQUITY INDEX FUND (WISDOMTREE)								
WISDOMTREE EUR HDGD EQ FD CMN (HEDJ)	5,660 00	57 4000	324,884 00	52 9398	299,639 27	25,244 73	2 7358	8,888 18
NON-US EQUITY STRUCTURED PRODUCTS								
CREDIT SUISSE AG LINKED TO BASKET OF INDICES UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 06/01/2017 (OCIDEE17)	400,000 00	96 6600	386,640 00	100 0000	400,000 00	(13,360 00)		
TOTAL NON-US EQUITY			**711,524.00**		**699,639.27**	**11,884.73**	**2.7358**	**8,888.18**
TOTAL PUBLIC EQUITY			**2,106,757.00**		**1,994,639.27**	**112,117.73**	**2.7358**	**8,888.18**

OTHER INVESTMENTS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
ASSET ALLOCATION INVESTMENTS								
GS TACTICAL TILT OVERLAY FUND								
GS TACTICAL TILT OVERLAY MUTUAL FUND (TTIFX)	55,271 150	9 8200	542,762 69	10 5624	583,797 83	(41,035 14)		

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**4,606,333.05**	**4,580,713.43**	**25,619.62**	**49,897.72**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

ATTACHMENT 9

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

DESCRIPTION	AMOUNT
ADJUSTMENT TO BASIS OF CONTRIBUTED STOCK	4,599,622.
WASH SALES	1,126.
TOTAL	4,600,748.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
F. THOMSON LEIGHTON 15 CHARLESDEN PARK NEWTONVILLE, MA 02460	TRUSTEE 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

ATTACHMENT 11

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

F. THOMSON LEIGHTON
15 CHARLESDEN PARK
NEWTONVILLE, MA 02460
617-332-0705

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SWIM ACROSS AMERICA ONE INTERNATIONAL PLACE SUITE 4600 BOSTON, MA 02110	NO RELATIONSHIP PC	DEDICATED TO RAISING MONEY AND AWARENESS FOR CANCER RESEARCH, PREVENTION AND TREATMENT THROUGH SWIMMING-RELATED EVENTS WITH THE HELP OF HUNDREDS OF VOLUNTEERS NATIONWIDE AND PAST AND CURRENT OLYMPIANS, SAA IS HELPING TO FIND A CURE FOR CANCER THROUGH ATHLETICISM, COMMUNITY OUTREACH AND DIRECT SERVICE	5,000
MUSEUM OF SCIENCE 1 SCIENCE PARK BOSTON, MA 02114	NO RELATIONSHIP PC	TO PLAY A LEADING ROLE IN TRANSFORMING THE NATION'S RELATIONSHIP WITH SCIENCE AND TECHNOLOGY THIS ROLE BECOMES EVER MORE IMPORTANT AS SCIENCE AND TECHNOLOGY SHAPE AND RESHAPE OUR LIVES AND WORLD.	50,000
BEACON ACADEMY 477 LONGWOOD AVENUE BOSTON, MA 02215	NO RELATIONSHIP PC	TO PROVIDE A TRANSFORMATIONAL YEAR BETWEEN 8TH AND 9TH GRADES TO PROMISING, MOTIVATED AND HARD-WORKING STUDENTS FROM BOSTON AND SURROUNDING URBAN AREAS INSPIRED BY A CHALLENGING CURRICULUM AND STIMULATING CO-CURRICULAR EXPERIENCES, STUDENTS LEARN VITAL ACADEMIC SKILLS AND DEVELOP HABITS OF MIND THAT EMPOWER THEM TO CHANGE THE TRAJECTORY OF THEIR LIVES THEY EMERGE AS ACTIVE LEARNERS WITH INCREASED CONFIDENCE, CRITICAL THINKING SKILLS, AND BROADER VISION, PREPARED TO THRIVE AT COMPETITIVE INDEPENDENT HIGH SCHOOLS THAT SHARE OUR COMMITMENT TO THEIR SUCCESS BEACON ACADEMY SUPPORTS ITS ALUMNI AS THEY CONTINUE THEIR JOURNEYS THE SCHOOL WELCOMES OPPORTUNITIES TO WORK IN PARTNERSHIP WITH TEACHERS AND SCHOOLS TO HELP CREATE AND MAINTAIN INCLUSIVE COMMUNITIES FOR ALL	22,650

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR EXCELLENCE IN EDUCATION 8201 GREENSBORO DRIVE SUITE 215 MCLEAN, VA 22102	NO RELATIONSHIP PC	THE CENTER SEEKS HIGH ACHIEVING HIGH SCHOOL AND UNIVERSITY STUDENTS FROM DIVERSE ECONOMIC AND CULTURAL BACKGROUNDS TO FURTHER DEVELOP THEIR MATHEMATICAL AND SCIENTIFIC SKILLS	25,000
MATHEMATICAL SCIENCES RESEARCH INSTITUTE 1000 CENTENNIAL DRIVE BERKELEY, CA 94720	NO RELATIONSHIP PC	FURTHER THE ADVANCEMENT AND COMMUNICATION OF FUNDAMENTAL KNOWLEDGE IN MATHEMATICS AND THE MATHEMATICAL SCIENCES, THE DEVELOPMENT OF HUMAN CAPITAL FOR THE GROWTH AND USE OF SUCH KNOWLEDGE, AND THE CULTIVATION IN THE LARGER SOCIETY OF AWARENESS AND APPRECIATION OF THE BEAUTY, POWER AND IMPORTANCE OF MATHEMATICAL IDEAS AND WAYS OF UNDERSTANDING THE WORLD	25,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 MEMORIAL DRIVE, W98-200 CAMBRIDGE, MA 02139-4822	NO RELATIONSHIP PC	TO ADVANCE KNOWLEDGE AND EDUCATE STUDENTS IN SCIENCE, TECHNOLOGY, AND OTHER AREAS OF SCHOLARSHIP THAT WILL BEST SERVE THE NATION AND THE WORLD IN THE 21ST CENTURY	1,800,000
SOCIETY FOR SCIENCE 1719 N STREET, N W WASHINGTON, DC 20036	NO RELATIONSHIP PC	TO PROMOTE THE UNDERSTANDING AND APPRECIATION OF SCIENCE AND THE VITAL ROLE IT PLAYS IN HUMAN ADVANCEMENT· TO INFORM, EDUCATE AND INSPIRE THE WORLD IN THE 21 ST CENTURY	200,000
MIT MUSEUM 265 MASSACHUSETTS AVENUE BUILDING N51 CAMBRIDGE, MA 02139	NO RELATIONSHIP PC	TO COLLECT AND PRESERVE ARTIFACTS THAT ARE SIGNIFICANT, HELP CREATE EXHIBITS THAT ARE BOTH STIMULATING AND FIRMLY ROOTED IN MIT'S AREAS OF ENDEAVOR, AND FURTHER HELP ENGAGE MIT FACULTY, STAFF AND STUDENTS WITH THE WIDER COMMUNITY.	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN ACADEMY OF ARTS & SCIENCES 136 IRVING STREET CAMBRIDGE, MA 02138	NO RELATIONSHIP PC	TO SPONSOR INTERDISCIPLINARY STUDIES ON TOPICS IN THE PUBLIC INTEREST RE PORTS OF SUCH PROJECTS APPEAR IN THE ACADEMY'S QUARTERLY JOURNAL, "DAEDALUS", AND IN OTHER PUBLICATIONS	5,000
MATHEMATICAL ASSOCIATE OF AMERICA 1529 18TH ST NW WASHINGTON, DC 20036-1358	NO RELATIONSHIP PC	TO ADVANCE THE MATHEMATICAL SCIENCES, ESPECIALLY AT THE COLLEGIATE LEVEL.	25,000.
NEWTON SCHOOLS FOUNDATION P O BOX 590020 NEWTON, MA 02459	NO RELATIONSHIP PC	TO ENHANCE AND BROADEN COMMUNITY SUPPORT FOR PUBLIC EDUCATION AND PROVIDE PRIVATE FUNDING FOR ENHANCEMENT, INNOVATION AND CHALLENGING PROGRAMS ACROSS A STUDENT'S K-12 EXPERIENCES IN THE NEWTON PUBLIC SCHOOLS	75,000
INTERNATIONAL SOCIETY FOR COMPUTATIONAL BIOLOGY 9650 ROCKVILLE PIKE BETHESDA, MD 20814	NO RELATIONSHIP PC	PROVIDING A FORUM FOR SCIENTIFIC RESEARCHERS TO CONNECT AND COLLABORATE, ACCESS TO HIGH QUALITY PUBLICATIONS, ORGANIZING MEETINGS, AND SERVING AS A PORTAL TO INFORMATION ABOUT TRAINING, EDUCATION, EMPLOYMENT AND NEWS FROM RELATED FIELDS AND ADDRESSING SCIENTIFIC POLICIES.	12,500
COURAGEOUS PARENTS NETWORK 21 ROCHESTER ROAD NEWTON, MA 02458	NO RELATIONSHIP PC	ABOUT SHARING THE ESSENTIAL ELEMENTS OF UNDERSTANDING, COPING, GRIEVING AND HEALING.	10,000
BETH ISRAEL DEACONESS MEDICAL CENTER 330 BROOKLINE AVENUE BOSTON, MA 02215	NO RELATIONSHIP PC	TO PROVIDE EXTRAORDINARY CARE, WHERE THE PATIENT COMES FIRST, SUPPORTED BY WORLD-CLASS EDUCATION AND RESEARCH.	5,000
		TOTAL CONTRIBUTIONS PAID	2,285,150

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INVESTMENT INCOME/LOSS			18	1,891.	
TOTALS				1,891.	