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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 **STANLEY W. WATSON FOUNDATION**

A Employer identification number

22-3100750

B Telephone number (see instructions)

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

Room/suite

220 MAIN STREET, SUITE 202

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

FALMOUTH, MA 02541

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization

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

I Fair market value of all assets at

J Accounting method ☒ Cash ☐ Accrual

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

☐ Other (specify)

16) ▶ \$ 34,867,712.

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

C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

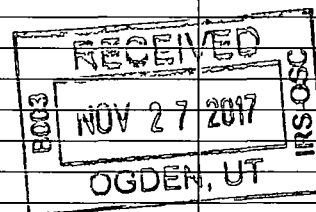
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments	51.	51.		ATCH 1
4	Dividends and interest from securities	687,688.	711,217.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,250,401.			
b	Gross sales price for all assets on line 6a	14,010,887.			
7	Capital gain net income (from Part IV, line 2)		1,253,640.		
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. 3	2,691.	2,398.		
12	Total Add lines 1 through 11	1,940,831.	1,967,306.	0.	
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. 4	5,000.	2,500.		
c	Other professional fees (attach schedule) [5]	298,433.	345,093.		
17	Interest ATCH. 6		19,096.		
18	Taxes (attach schedule) (see instructions) [7]	88,803.	40,143.		250.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 8	697.	697.		
24	Total operating and administrative expenses. Add lines 13 through 23	392,933.	407,529.		250.
25	Contributions, gifts, grants paid	1,635,000.			1,635,000.
26	Total expenses and disbursements Add lines 24 and 25	2,027,933.	407,529.	0.	1,635,250.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-87,102.			
b	Net investment income (if negative, enter -0-)		1,559,777.		
c	Adjusted net income (if negative, enter -0-)			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	2,307,648.	4,120,141.	4,120,141.
	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) <u>ATCH 9</u>	23,021,415.	21,585,011.	25,573,126.
	c Investments - corporate bonds (attach schedule)			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶ (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) <u>ATCH 10</u>		2,926,446.	2,741,666.	2,801,891.
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶ (attach schedule)				
15 Other assets (describe ▶ <u>ATCH 11</u>)		515,000.	415,000.	2,372,554.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		28,770,509.	28,861,818.	34,867,712.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	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 <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	28,770,509.	28,861,818.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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)	28,770,509.	28,861,818.	
31 Total liabilities and net assets/fund balances (see instructions)	28,770,509.	28,861,818.		

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	28,770,509.
2 Enter amount from Part I, line 27a	2	-87,102.
3 Other increases not included in line 2 (itemize) ▶ <u>ATCH 12</u>	3	178,411.
4 Add lines 1, 2, and 3	4	28,861,818.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,861,818.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a 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	1,253,640.
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.

(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	1,777,013.	35,470,937.	0.050098
2014	1,788,251.	36,644,925.	0.048799
2013	1,610,250.	34,649,672.	0.046472
2012	1,548,750.	32,239,844.	0.048038
2011	1,649,043.	32,412,202.	0.050877
2 Total of line 1, column (d)			2 0.244284
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 0.048857
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 34,046,530.
5 Multiply line 4 by line 3.			5 1,663,411.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 15,598.
7 Add lines 5 and 6.			7 1,679,009.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,635,250.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	31,196.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	31,196.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6 Credits/Payments		5	31,196.
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 85,257.	7	85,257.
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		8	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		9	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		10	54,061.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		11	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 54,061. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	No
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 ▶ WILLIAM K. MACKEY, TRUSTEE	Telephone no ▶	508-548-1155	
Located at ▶ 220 MAIN ST., FALMOUTH, MA		ZIP+4 ▶	02541	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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.

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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
ATCH 13		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
ATCH 14		234,333
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		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	29,000,304.
b	Average of monthly cash balances	1b	3,230,289.
c	Fair market value of all other assets (see instructions).	1c	2,334,412.
d	Total (add lines 1a, b, and c)	1d	34,565,005.
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	34,565,005.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	518,475.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,046,530.
6	Minimum investment return. Enter 5% of line 5	6	1,702,327.

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	1,702,327.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	31,196.
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	31,196.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,671,131.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	1,671,131.
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	1,671,131.

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	1,635,250.
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	1,635,250.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,635,250.

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				1,671,131.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			935,971.	
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,635,250.</u>				
a Applied to 2015, but not more than line 2a			935,971.	
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.				699,279.
e Remaining amount distributed out of corpus.				
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				
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.				971,852.
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)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

NOT APPLICABLE

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

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

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

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

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

N/A

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

N/A

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

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

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

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				
ATCH 15				
Total			3a	1,635,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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 .			14	51.		
4 Dividends and interest from securities			14	688,311.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income			01	2,691.		
8 Gain or (loss) from sales of assets other than inventory	900099	-253.	18	1,250,654.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory. . .						
11 Other revenue a _____						
b ATCH 16 _____		-623.				
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-876.		1,941,707.		
13 Total. Add line 12, columns (b), (d), and (e)						1,940,831.

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

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				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)	
7,556,567.		FIDELITY SHORT TERM NET GAIN 7,190,586.				VAR 365,981.	VAR
1,601,783.		FIDELITY LONG TERM NET GAIN 1,950,610.				VAR -348,827.	VAR
185,349.		POLARIS SHORT TERM GAIN 136,350.				VAR 48,999.	VAR
2,592,820.		POLARIS LONG TERM GAIN 1,573,967.				VAR 1,018,853.	VAR
83,357.		FIDUCIARY TRUST SHORT TERM GAIN 60,026.				VAR 23,331.	VAR
1,697,884.		FIDUCIARY TRUST LONG TERM GAIN 1,667,975.				VAR 29,909.	VAR
201,307.		TD AMERITRADE SHORT TERM GAIN 115,595.				VAR 85,712.	VAR
		AW JONES ASSOCIATES LP SHORT TERM LOSS 22,663.				VAR -22,663.	VAR
		WAN LI FUND, LIMITED PARTNERSHIP SHORT T 39,475.				VAR -39,475.	VAR
23,705.		AW JONES ASSOCIATES LP LONG TERAM GAIN				VAR 23,705.	VAR
12,469.		THRIFT INVESTORS, LP LONG TERM GAIN				VAR 12,469.	VAR
29,613.		WAN LI FUND, LIMITED PARTNERSHIP LONG TE				VAR 29,613.	VAR

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)	
-410.		EXELCISOR ABSOLUTE RETURN LIQUIDATING TR					VAR -410.	VAR
26,443.		TIFF MULTI ASSET FUND					VAR 26,443.	VAR
TOTAL GAIN (LOSS)							<u>1,253,640.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
TD BANKNORTH	51.	51.	
TOTAL	<u>51.</u>	<u>51.</u>	

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS:			
FIDELITY INVESTMENTS	120,007.	120,007.	
POLARIS CAPITAL MANAGEMENT	318,021.	318,021.	
FIDUCIARY TRUST COMPANY	139,689.	139,689.	
TIFF MULTI ASSET FUND	17,568.	17,568.	
VANGUARD FUNDS	15,171.	15,171.	
TD AMERITRADE	74,199.	74,199.	
INTEREST:			
FIDELITY INVESTMENTS	3,026.	3,026.	
TD AMERITRADE	7.	7.	
SCHEDULE K-1S:			
AW JONES ASSOCIATES LP		16,387.	
THRIFT INVESTORS LP		4,603.	
WAN LI FUND, LP		2,538.	
EXELSIOR ABSOLUTE RETURN LIQUIDTNG TRUST		1.	
TOTAL	<u>687,688.</u>	<u>711,217.</u>	

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
HP SEC. SETTLEMENT FUND	1,825.	1,825.	
LA SALLE PROPERTY TRUST DISTRIBUTION	214.	214.	
LA SALLE PROPERTY TRUST DISTRIBUTION	214.	214.	
LA SALLE PROPERTY TRUST DISTRIBUTION	214.	214.	
LA SALLE PROPERTY TRUST DISTRIBUTION	224.	224.	
AW JONES VIA K-1		-173.	
WAN LI FUND VIA K-1		-120.	
TOTALS	2,691.	2,398.	

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	5,000.	2,500.		
TOTALS	<u>5,000.</u>	<u>2,500.</u>		

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MICHAEL J CREW	60,997.	60,997.		
FUDICIARY TRUST FEES	41,658.	41,658.		
FIDELITY FEES	56,294.	56,294.		
STATE STREET CUSTODY FEES	12,442.	12,442.		
POLARIS CAPITAL FEES	117,042.	117,042.		
AW JONES ASSOCIATES LP		48,001.		
THRIFT INVESTORS LP		5,603.		
WAN LI FUND, LP		2,958.		
EXELSIOR ABSOLUTE RETURN TRUST		98.		
MACKEY & FOSTER PA	10,000.			
TOTALS	298,433.	345,093.		

ATTACHMENT 6FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AW JONES ASSOCIATES LP		19,096.		
TOTALS		19,096.		

ATTACHMENT 7FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX PAYMENT	49,000.			
FOREIGN TAXES	39,553.	39,553.		
MASS CHARITIES BUREAU	250.			250.
FOREIGN TAXES A.W. JONES		445.		
FOREIGN TAXES THRIFT INVESTORS		17.		
FOREIGN TAXES WAN LI FUND		128.		
TOTALS	<u>88,803.</u>	<u>40,143.</u>	<u></u>	<u>250.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MISC BANK FEES	697.	697.		
TOTALS	697.	697.		

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY INV ADVISORS GROUP	5,193,746.	3,938,553.	4,202,394.
POLARIS CAPITAL MANAGEMENT	8,050,272.	8,259,206.	11,529,947.
FIDUCIARY TRUST COMPANY	6,876,384.	6,484,374.	6,876,879.
TIFF MULTI ASSET FUND	1,898,775.	1,900,640.	1,880,517.
VANGUARD TOTAL WORLD STOCK	1,002,238.	1,002,238.	1,083,389.
TOTALS	<u>23,021,415.</u>	<u>21,585,011.</u>	<u>25,573,126.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD FUNDS	2,926,446.	2,741,666.	2,801,891.
TOTALS	<u>2,926,446.</u>	<u>2,741,666.</u>	<u>2,801,891.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 11

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AW JONES LP	215,000.	115,000.	1,825,630.
THRIFT INVESTORS LP	200,000.	200,000.	412,903.
WAN LI FUND LP	100,000.	100,000.	134,021.
TOTALS	<u>515,000.</u>	<u>415,000.</u>	<u>2,372,554.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
RETURN OF CAPITAL-TIFF MULTI ASSET FUND	84,334.
BOOK TO TAX DIFFERENCES	94,077.
TOTAL	<u>178,411.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
FREDERICA W. VALOIS 220 MAIN STREET, SUITE 202 FALMOUTH, MA 02541	TRUSTEE 1.00	0.	0.	0.
WILLIAM K. MACKEY 220 MAIN STREET, SUITE 202 FALMOUTH, MA 02541	TRUSTEE 1.00	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
POLARIS CAPITAL MANAGEMENT PO BOX 351 BOSTON, MA 02110	INVESTMENT MGMT	117,042.
MICHAEL J. CREW 205 WORCESTER COURT FALMOUTH, MA 02540-3919	INVESTMENT MGMT	60,997.
FIDELITY INVESTMENTS PO BOX 673000 DALLAS, TX 75267-3000	INVESTMENT MGMT	56,294.
TOTAL COMPENSATION		<u>234,333.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE 300 COMMITTEE LAND TRUST 157 LOCUST STREET FALMOUTH, MA 02540	NONE PC		UNRESTRICTED	75,000
ASSOCIATES OF THE MBL 7 MBL STREET WOODS HOLE, MA 02543	NONE PC		UNRESTRICTED	2,500
BUZZARDS BAY COALITION 114 FRONT STREET NEW BEDFORD, MA 02740	NONE PC		UNRESTRICTED	25,000
CAPE COD COMMUNITY COLLEGE EDUCATIONAL FOUNDATION 2240 IYANOUGH ROAD WEST BARNSTABLE, MA 02668	NONE PC		UNRESTRICTED	100,000
CAPE COD HEALTHCARE FOUNDATION ALLOCATED TO THE VISITING NURSE ASSOCIATION P O BOX 370 HYANNIS, MA 02601	NONE PC		ALLOCATED TO THE VISITING NURSE ASSOCIATION	100,000
CAPE COD HEALTHCARE FOUNDATION ALLOCATED TO JML 348 GIFFORD STREET FALMOUTH, MA 02540	NONE PC		ALLOCATED TO JML	250,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CHURCH OF THE MESSIAH 13 CHURCH STREET WOODS HOLE, MA 02543.	NONE PC		UNRESTRICTED	75,000
COMMUNITY HEALTH CENTER OF CAPE COD 107 COMMERCIAL STREET MASHAPEE, MA 02649	NONE PC		UNRESTRICTED	100,000
DUFFY HEALTH CENTER 105 PARK STREET HYANNIS, MA 02601	NONE PC		UNRESTRICTED	15,000.
FALMOUTH EDUCATION FOUNDATION INC P O BOX 1061 FALMOUTH, MA 02541	NONE PC		UNRESTRICTED	25,000
FALMOUTH HIGH SCHOOL SAILING TEAM BOOSTERS CLUB 18 REGIS ROAD EAST FALMOUTH, MA 02536	NONE PC		UNRESTRICTED	2,500
FALMOUTH HISTORICAL SOCIETY P.O BOX 174 FALMOUTH, MA 02541	NONE PC		UNRESTRICTED	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FALMOUTH HOUSING TRUST P O BOX 465 FALMOUTH, MA 02541	NONE	PC	UNRESTRICTED	10,000
FALMOUTH SERVICE CENTER P O BOX 208 FALMOUTH, MA 02541	NONE	PC	UNRESTRICTED	25,000
FRIENDS OF FAIRWINDS, INC P O BOX 37 FALMOUTH, MA 02541	NONE	PC	UNRESTRICTED	100,000
FRIENDS OF NOBSKA LIGHT P O BOX 183 FALMOUTH, MA 02541	NONE	PC	UNRESTRICTED	50,000
GOSNOLD INC 200 TER HUEN DRIVE FALMOUTH, MA 02540	NONE	PC	UNRESTRICTED	20,500
HISTORIC HIGHFIELD INC P O BOX 494 FALMOUTH, MA 02541	NONE	PC	UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HIGHFIELD THEATER RESTORATION PROJECT CAPE ARTS AND ENTERTAINMENT 60 HIGHFIELD DRIVE FALMOUTH, MA 02540	NONE PC		UNRESTRICTED	10,000
MARINE BIOLOGICAL LABORATORY 7 MBL STREET WOODS HOLE, MA 02543	NONE PC		UNRESTRICTED	200,000
MOTHERS AND INFANTS RECOVERY NETWORK 550 MACARTHUR BLVD. BOURNE, MA 02532	NONE PC		UNRESTRICTED	20,000
NEIGHBORHOOD FALMOUTH P.O. BOX 435 WOODS HOLE, MA 02541	NONE PC		UNRESTRICTED	7,500.
NORTH FALMOUTH ELEMENTARY SCHOOL PTO 62 OLD MAIN ROAD NORTH FALMOUTH, MA 02556	NONE PC		PLAY GROUND PROJECT	2,500
UMASS DARTMOUTH SCHOOL FOR MARINE SCIENCE AND TECHNOLOGY 706 SOUTH RODNEY FRENCH BLVD NEW BEDFORD, MA 02744	NONE PC		UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
WCAI P O BOX 82 WOODS HOLE, MA 02543	NONE PC		UNRESTRICTED	10,000
WOODS HOLE COMMUNITY ASSOCIATION P O BOX 327 WOODS HOLE, MA 02543	NONE PC		UNRESTRICTED	10,000
WOODS HOLE FILM FESTIVAL P O BOX 624 WOODS HOLE, MA 02543	NONE PC		UNRESTRICTED	12,500
WOODS HOLE OCEANOGRAPHIC INSTITUTION FENNO HOUSE MS#40 WOODS HOLE, MA 02543	NONE PC		UNRESTRICTED	250,000
WOODS HOLE PUBLIC LIBRARY P O BOX 185 WOODS HOLE, MA 02543	NONE PC		UNRESTRICTED	15,180
THE WOODS HOLE RESEARCH CENTER 149 WOODS HOLE ROAD FALMOUTH, MA 02540	NONE PC		UNRESTRICTED	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNTWOODS HOLE THEATER COMPANY
53 TWO PONDS ROAD
PALMOUTH, MA 02540NONE
PC

UNRESTRICTED

1,820.

ZEPHYR EDUCATIONAL FOUNDATION, INC
54 WIDGEON ROAD
PALMOUTH, MA 02540NONE
PC

UNRESTRICTED

5,000

TOTAL CONTRIBUTIONS PAID

1,635,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 16

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
INCOME FROM PARTNERSHIPS	900099	-623.			
TOTALS		<u>-623.</u>			

FEDERAL FOOTNOTES

FORM 990-PF, PART VII-B, LINE 1A(3):

WILLIAM K. MACKEY IS A TRUSTEE OF THE FOUNDATION AND ALSO A PRINCIPAL WITH MACKEY & FOSTER, PA. MACKEY & FOSTER, PA PROVIDED ADMINISTRATIVE SERVICES TO THE FOUNDATION DURING 2016 AND WAS PAID \$10,000 FOR THESE SERVICES. THE FOUNDATION BELIEVES THE SERVICES PROVIDED WERE REASONABLE AND NECESSARY FOR THE CARRYING OUT OF THE FOUNDATION'S EXEMPT PURPOSE AND THE AMOUNT PAID WAS NOT EXCESSIVE. ACCORDINGLY THE FOUNDATION HAS CONCLUDED THAT THESE PAYMENTS ARE PERMISSIBLE UNDER INTERNAL REVENUE REGULATION 53.4941(D)-3.