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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation AMELIA PEABODY CHARITABLE FUND TRUST		A Employer identification number 23-7364949	
Number and street (or P O box number if mail is not delivered to street address) 185 DEVONSHIRE STREET NO 600		Room/suite	B Telephone number (see instructions) (617) 451-6178
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02110		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 157,482,443	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)	87,200			
	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 . . .	3,345,499	3,345,499		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,224,929			
	b Gross sales price for all assets on line 6a 27,879,552				
	7 Capital gain net income (from Part IV, line 2) . . .		2,224,929		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	218,361	172,991		
	12 Total. Add lines 1 through 11	5,875,989	5,743,419		
	13 Compensation of officers, directors, trustees, etc	400,000	80,000		320,000
	14 Other employee salaries and wages	240,979	24,098		216,881
	15 Pension plans, employee benefits	59,219	5,922		53,297
	16a Legal fees (attach schedule)	2,631	0		2,631
	b Accounting fees (attach schedule)	55,000	43,000		12,000
	c Other professional fees (attach schedule)	282,348	273,985		8,363
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	152,304	90,812		15,198
	19 Depreciation (attach schedule) and depletion . . .	36,543	0		
	20 Occupancy	31,660	3,166		28,494
	21 Travel, conferences, and meetings	1,358	0		1,358
	22 Printing and publications				
	23 Other expenses (attach schedule)	45,193	3,909		41,284
	24 Total operating and administrative expenses. Add lines 13 through 23	1,307,235	524,892		699,506
	25 Contributions, gifts, grants paid	7,460,750			7,460,750
	26 Total expenses and disbursements. Add lines 24 and 25	8,767,985	524,892		8,160,256
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,891,996			
	b Net investment income (if negative, enter -0-)		5,218,527		
	c Adjusted net income (if negative, enter -0-)				

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		55,501	38,241	38,241
	2	Savings and temporary cash investments		3,228,511	1,797,694	1,797,694
	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)	21,960,597	23,357,955	23,474,818	
	b	Investments—corporate stock (attach schedule)	81,721,198	80,258,482	121,138,571	
	c	Investments—corporate bonds (attach schedule)	3,801,832	2,755,794	2,859,702	
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	6,538,614	6,208,551	7,108,537	
	14	Land, buildings, and equipment basis ▶ _____ 1,409,989 Less accumulated depreciation (attach schedule) ▶ _____ 345,109	1,097,776	1,064,880	1,064,880	
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	118,404,029	115,481,597	157,482,443		
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	124,524,483	124,524,483		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
	29	Retained earnings, accumulated income, endowment, or other funds	-6,120,454	-9,042,886		
	30	Total net assets or fund balances (see instructions)	118,404,029	115,481,597		
31	Total liabilities and net assets/fund balances (see instructions) .	118,404,029	115,481,597			

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	118,404,029
2	Enter amount from Part I, line 27a	2	-2,891,996
3	Other increases not included in line 2 (itemize) ▶ _____	3	45,454
4	Add lines 1, 2, and 3	4	115,557,487
5	Decreases not included in line 2 (itemize) ▶ _____	5	75,890
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	115,481,597

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 SECURITIES PROCEEDS	P		
b PUBLICLY TRADED SECURITIES	P		
c PUBLICLY TRADED SECURITIES	P		
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 221			221
b 6,084,974		6,085,633	-659
c 21,794,357		19,568,990	2,225,367
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			221
b			-659
c			2,225,367
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	2,224,929
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	7,919,329	158,779,403	0 049876
2014	8,273,106	163,399,477	0 050631
2013	8,036,988	154,237,267	0 052108
2012	7,723,566	145,289,455	0 053160
2011	7,633,707	145,920,875	0 052314

2 Total of line 1, column (d)	2	0 258089
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 051618
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	153,155,147
5 Multiply line 4 by line 3	5	7,905,562
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	52,185
7 Add lines 5 and 6	7	7,957,747
8 Enter qualifying distributions from Part XII, line 4	8	8,160,256

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	52,185
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	52,185
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	52,185
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	60,000
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	60,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,815
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 7,815 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		No
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		No
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

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		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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW APCFUND ORG	13		No
14	The books are in care of CHERYL GIDEON Telephone no (617) 451-6178			

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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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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? ☐ 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		No
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		No
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 ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? ☐ Organizations 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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? ☐ <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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		

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CALEB LORING III 185 DEVONSHIRE STREET BOSTON, MA 02110	TRUSTEE 7 00	100,000	0	0
ROBERT G BANNISH 185 DEVONSHIRE STREET BOSTON, MA 02110	TRUSTEE 7 00	100,000	0	0
KATHERINE L BABSON 185 DEVONSHIRE STREET BOSTON, MA 02110	TRUSTEE 7 00	100,000	0	0
MARGARET H MORTON 185 DEVONSHIRE STREET BOSTON, MA 02110	TRUSTEE 7 00	100,000	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BETHANY B KENDALL 185 DEVONSHIRE STREET SUITE 600 BOSTON, MA 02110	EXECUTIVE DIRECTOR 40 00	148,639	26,937	0
CHERYL A GIDEON 185 DEVONSHIRE STREET SUITE 600 BOSTON, MA 02110	ADMINISTRATOR 40 00	92,332	29,784	0
Total number of other employees paid over \$50,000. ▶				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NORTHERN TRUST	INVESTMENT ADVISORY	132,920
50 SOUTH LASALLE STREET		
CHICAGO, IL 60603		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
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	
2	
All other program-related investments. See instructions.	
3	
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	155,430,112
b	Average of monthly cash balances.	1b	57,347
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	155,487,459
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	155,487,459
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,332,312
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	153,155,147
6	Minimum investment return. Enter 5% of line 5.	6	7,657,757

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	7,657,757
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	52,185
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	52,185
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	7,605,572
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	7,605,572
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	7,605,572

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	8,160,256
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	8,160,256
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	52,185
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,108,071

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				7,605,572
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			963,343	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 8,160,256				
a Applied to 2015, but not more than line 2a			963,343	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				7,196,913
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				408,659
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

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 organization 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 organization 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))

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

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
 CHERYL GIDEON EXEC ASSISTANTBUSINES
 185 DEVONSHIRE STREET SUITE 600
 BOSTON, MA 02110
 (617) 451-6178

b The form in which applications should be submitted and information and materials they should include
 PROPOSALS ARE SUBMITTED ONLINE

c Any submission deadlines
 DEADLINES ARE FEBRUARY 1ST AND JULY 1ST OF EVERY YEAR

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 WE WILL NOT ACCEPT PROPOSALS FROM INDIVIDUALS PRIVATE FOUNDATIONS ORGANIZATIONS EXISTING OR OPERATING OUTSIDE MASSACHUSETTS ORGANIZATIONS FUNDED PRINCIPALLY WITH TAX DOLLARS START-UP ORGANIZATIONS SECTION 509(A)(3) SUPPORTING ORGANIZATIONS RELIGIOUS ORGANIZATIONS FOR RELIGIOUS PURPOSES EDUCATIONAL INSTITUTIONS FOR EDUCATIONAL PURPOSES WE WILL NOT FUND OPERATING BUDGETS PROGRAMS ADMINISTRATIVE OVERHEAD ANNUAL FUND DRIVES EMERGENCIES OR IMMEDIATE FUNDING REQUESTS EVENTS, PERFORMANCES, MEDIA, THEATRICAL PRODUCTIONS, PUBLICATIONS, EXHIBITS, CONFERENCES MULTI-YEAR GRANT PROPOSALS ADVOCACY OR LOBBYING EFFORTS SCHOLARSHIPS / FELLOWSHIPS / ENDOWMENTS

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	7,460,750
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
----------	--

Form **990-PF** (2016)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

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

- b** If "Yes," complete the following schedule

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

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

Print/Type preparer's name STEPHEN D CANDELARIO	Preparer's Signature	Date	Check if self-employed ► ☐	PTIN P00739148
Firm's name ► RUSSELL BRIER & CO LLP				Firm's EIN ► 04-1796830
Firm's address ► TEN POST OFFICE SQUARE - 6TH FL BOSTON, MA 021094689				Phone no (617) 523-7094

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BAY COVE HUMAN SERVICES INC 66 CANAL ST BOSTON, MA 02114	NONE	PC	CAPITAL	51,000
BERKSHIRE FAMILY YOUNG MEN'S CHRISTIAN ASSOCIATION INC 292 NORTH STREET PITTSFIELD, MA 01201	NONE	PC	CAPITAL	50,000
BERKSHIRE HILLS MUSIC ACADEMY 48 WOODBRIDGE ST SOUTH HADLEY, MA 01075	NONE	PC	CAPITAL	50,000
BETH ISRAEL DEACONESS HOSPITAL PLYMOUTH 275 SANDWICH ST PLYMOUTH, MA 02360	NONE	PC	CAPITAL	50,000
BOSTON AREA GLEANERS INC 240 BEAVER ST WALTHAM, MA 02452	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	100,500
Total ► 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BOSTON AREA RAPE CRISIS CENTER 99 BISHOP ALLEN DRIVE CAMBRIDGE, MA 02139	NONE	PC	CAPITAL	60,000
BOSTON CHINATOWN NEIGHBORHOOD CENTER (BCNC) 885 WASHINGTON ST BOSTON, MA 02111	NONE	PC	CAPITAL	55,000
BOSTON HEALTH CARE FOR THE HOMELESS PROGRAM 780 ALBANY STREET BOSTON, MA 02118	NONE	PC	CAPITAL	75,000
BOYS & GIRLS CLUBS OF METROWEST 169 PLEASANT ST MARLBORO, MA 01752	NONE	PC	CAPITAL	75,000
BREAD & ROSES INC 58 NEWBURY ST LAWRENCE, MA 01840	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	60,000
Total ▶ 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BRIDGEWELL INC 471 BROADWAY LYNNFIELD, MA 01940	NONE	PC	CAPITAL	50,000
CAMBRIDGE FAMILY YMCA 820 MASSACHUSETTS AVE CAMBRIDGE, MA 02139	NONE	PC	CAPITAL	25,000
CAPE COD CENTER FOR WOMEN PO BOX 141 N FALMOUTH, MA 02556	NONE	PC	CAPITAL	50,000
CARDINAL CUSHING CENTERS 405 WASHINGTON ST HANOVER, MA 02339	NONE	PC	CAPITAL	250,000
CHAMP HOMES INC 82 SCHOOL ST HYANNIS, MA 02601	NONE	PC	CAPITAL	18,500
Total ► 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CHARLES RIVER CONSERVANCY 43 THORNDIKE ST CAMBRIDGE, MA 02141	NONE	PC	CAPITAL	26,000
COMMUNITY ACTION OF THE FRANKLIN HAMPSHIRE AND N QUABBIN REGIONS 393 MAIN ST GREENFIELD, MA 01301	NONE	PC	CAPITAL	22,500
COMMUNITY HARVEST PROJECT 37 WHEELER ROAD NGRAFTON, MA 01536	NONE	PC	CAPITAL	21,000
COMMUNITY HARVEST PROJECT 37 WHEELER ROAD NGRAFTON, MA 01536	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	53,000
COMMUNITY INVOLVED IN SUSTAINING AGRICULTURE ONE SUGARLOAF STREET SOUTH DEERFIELD, MA 01373	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	50,000
Total ► 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY SERVINGS 18 MARBURY TERRACE JAMAICA PLAIN, MA 02130	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	100,000
COMPASSIONATE CARE ALS PO BOX 1052 WEST FALMOUTH, MA 02574	NONE	PC	CAPITAL	60,000
CONCORD ANTIQUARIAN SOCIETY 200 LEXINGTON ROAD CONCORD, MA 01742	NONE	PC	CAPITAL	250,000
CREATIVE HAVERHILL 21 WINGATE STREET SUITE 104 HAVERHILL, MA 01830	NONE	PC	CAPITAL	25,000
DEVELOPMENTAL EVALUATION AND ADJUSTMENT FACILITIES INC 215 BRIGHTON AVENUE ALLSTON, MA 02134	NONE	PC	CAPITAL	25,000
Total ► 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
EASTER SEALS MASSACHUSETTS 484 MAIN STREET WORCESTER, MA 01608	NONE	PC	CAPITAL	25,000
EDITH WHARTON RESTORATION INC (THE MOUNT) 2 PLUNKETT ST PO BOX 974 LENOX, MA 01240	NONE	PC	CAPITAL	150,000
EPIPHANY SCHOOL 154 CENTRE STREET DORCHESTER, MA 02124	NONE	PC	CAPITAL	100,000
FOOD BANK OF WESTERN MASSACHUSETTS 97 NORTH HATFIELD ROAD HATFIELD, MA 01038	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	100,000
FOOD FOR FREE COMMITTEE INC 11 INMAN ST CAMBRIDGE, MA 02139	NONE	PC	CAPITAL	50,000
Total ► 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
FOOD FOR FREE COMMITTEE INC 11 INMAN ST CAMBRIDGE, MA 02139	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	60,000
FOUNDATION FOR METROWEST INC 3 ELIOT STREET NATICK, MA 01760	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	51,250
FRIENDS OF MOUNT AUBURN CEMETERY 580 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PC	LAND PRESERVATION	100,000
GENERATIONS INCORPORATED 25 KINGSTON STREET BOSTON, MA 02111	NONE	PC	CAPITAL	40,000
GREATER HOLYOKE YMCA 171 PINE STREET HOLYOKE, MA 01040	NONE	PC	CAPITAL	50,000
Total 				7,460,750
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
GREATER LOWELL FAMILY YMCA 35 YMCA DRIVE LOWELL, MA 01852	NONE	PC	CAPITAL	50,000
GROUNDWORK SOMERVILLE 24 PARK ST 7 SOMERVILLE, MA 02143	NONE	PC	CAPITAL	10,000
HARBOR HOMES INC 45 HIGH ST NASHUA, NH 03060	NONE	PC	CAPITAL	25,000
HEALING ABUSE WORKING FOR CHANGE 27 CONGRESS STREET SALEM, MA 01970	NONE	PC	CAPITAL	14,000
HILLTOWN COMMUNITY HEALTH CENTERS INC 58 OLD NORTH RD WORTHINGTON, MA 01098	NONE	PC	CAPITAL	50,000
Total 				7,460,750
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HISTORIC BOSTON 20 EUSTIS STREET ROXBURY, MA 02119	NONE	PC	CAPITAL	500,000
HYDE SQUARE TASK FORCE 375 CENTRE STREET JAMAICA PLAIN, MA 02130	NONE	PC	CAPITAL	100,000
JEWISH VOCATIONAL SERVICE 75 FEDERAL STREET BOSTON, MA 02110	NONE	PC	CAPITAL	50,000
MANET COMMUNITY HEALTH CENTER 2 GRANITE AVENUE SUITE 101 MILTON, MA 02186	NONE	PC	CAPITAL	60,000
MANOMET INC POST OFFICE BOX 1770 MANOMET, MA 02345	NONE	PC	CAPITAL	80,000
Total 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MASSACHUSETTS AUDUBON SOCIETY INC 208 SOUTH GREAT ROAD LINCOLN, MA 01773	NONE	PC	CAPITAL	125,000
MAY INSTITUTE INC 41 PACELLA PARK DRIVE RANDOLPH, MA 02368	NONE	PC	CAPITAL	25,000
MERRIMACK VALLEY FOOD BANK 735 BROADWAY STREET LOWELL, MA 01854	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	65,000
MINUTE MAN NATIONAL PARK ASSOCIATION 174 LIBERTY STREET CONCORD, MA 01742	NONE	PC	LAND PRESERVATION	45,000
MYSTIC SEAPORT MUSEUM INC POBOX 6000 MYSTIC, CT 06355	NONE	PC	CAPITAL	50,000
Total ► 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL BRAILLE PRESS 88 SAINT STEPHEN STREET BOSTON, MA 02115	NONE	PC	CAPITAL	40,000
NEW ENGLAND GRASSROOTS ENVIRONMENT FUND INC PO BOX 611 NEWMARKET, NH 03857	NONE	PC	CAPITAL	50,000
NORTH SHORE ARTS ASSOCIATION OF GLOUCESTER INC 11 PIRATES LANE GLOUCESTER, MA 01930	NONE	PC	CAPITAL	35,000
NORTHEAST ARC INC 1 SOUTHSIDE RD DANVERS, MA 01923	NONE	PC	CAPITAL	50,000
OAKES AMES MEMORIAL HALL ASSOCIATION INC PO BOX 34 NORTH EASTON, MA 02356	NONE	PC	CAPITAL	85,000
Total ► 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
OLD NORTH FOUNDATION OF BOSTON INC 193 SALEM STREET BOSTON, MA 02113	NONE	PC	CAPITAL	480,000
OLD STURBRIDGE INC 1 OLD STURBRIDGE VILLAGE RD STURBRIDGE, MA 01566	NONE	PC	CAPITAL	84,000
OUR NEIGHBORS' TABLE PO BOX 592 AMESBURY, MA 01913	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	100,000
PLIMOTH PLANTATION INC PO BOX 1620 PLYMOUTH, MA 02362	NONE	PC	CAPITAL	250,000
PRINCETON LAND TRUST PO BOX 271 PRINCETON, MA 01541	NONE	PC	LAND PRESERVATION	75,000
Total ▶ 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
PROJECT BREAD THE WALK FOR HUNGER 145 BORDER STREET EAST BOSTON, MA 02128	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	100,000
SPORTSMEN'S TENNIS & ENRICHMENT CENTER 950 BLUE HILL AVENUE DORCHESTER, MA 02124	NONE	PC	CAPITAL	25,000
SPRINGFIELD MUSEUMS CORPORATION 21 EDWARDS ST SPRINGFIELD, MA 01103	NONE	PC	CAPITAL	500,000
THE CHILDREN'S CENTER OF FAITH UNITED METHODIST CHURCH 35 LOWELL ST METHUEN, MA 01844	NONE	PC	CAPITAL	30,000
THE DIMOCK CENTER 55 DIMOCK ST ROXBURY, MA 02119	NONE	PC	CAPITAL	250,000
Total ► 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
THE FOOD PROJECT 10 LEWIS STREET LINCOLN, MA 01773	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	100,000
THE LITERACY PROJECT INC 15 BANK ROW SUITE C GREENFIELD, MA 01301	NONE	PC	CAPITAL	18,000
THE MCLEAN HOSPITAL CORPORATION 115 MILL STREET MAIL STOP 126 BELMONT, MA 02478	NONE	PC	CAPITAL	121,000
THE OPEN DOORCAPE ANN FOOD PANTRY INC 28 EMERSON AVE GLOUCESTER, MA 01930	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	100,000
THIRD SECTOR NEW ENGLAND INC 45 MERRIMACK STREET 5TH FLOOR LOWELL, MA 01850	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	100,000
Total ▶ 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
TRUSTEES OF RESERVATIONS 572 ESSEX ST BEVERLY, MA 01915	NONE	PC	LAND PRESERVATION	200,000
URBAN COLLEGE OF BOSTON 178 TREMONT STREET BOSTON, MA 02116	NONE	PC	CAPITAL	35,000
USS CONSTITUTION MUSEUM INC PO BOX 291812 CHARLESTOWN, MA 02129	NONE	PC	CAPITAL	100,000
VERMONT STUDIO CENTER 80 PEARL STREET PO BOX 613 JOHNSON, VT 05656	NONE	PC	CAPITAL	75,000
WADSWORTH ATHENEUM MUSEUM OF ART 600 MAIN STREET HARTFORD, CT 06103	NONE	PC	CAPITAL	50,000
Total ▶ 3a				7,460,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
WEST END HOUSE 105 ALLSTON ST ALLSTON, MA 02134	NONE	PC	CAPITAL	300,000
WEST END HOUSE GIRLS CAMP INC 105 ALLSTON ST ALLSTON, MA 02134	NONE	PC	CAPITAL	50,000
WORCESTER COUNTY FOOD BANK INC 474 BOSTON TPKE SHREWSBURY, MA 01545	NONE	PC	SPECIAL GRANT - FOOD INSECURITY	95,000
YMCA OF THE NORTH SHORE 245 CABOT ST BEVERLY, MA 01915	NONE	PC	CAPITAL	250,000
YWCA OF GREATER LAWRENCE INC 38 LAWRENCE STREET LAWRENCE, MA 01840	NONE	PC	CAPITAL	85,000
Total ▶ 3a				7,460,750

TY 2016 Accounting Fees Schedule**Name:** AMELIA PEABODY CHARITABLE FUND TRUST**EIN:** 23-7364949

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NORTHERN TRUST - CUSTODY FEES	35,000	35,000		0
RUSSELL, BRIER & CO LLP - AUDIT AND RELATED ACCOUNTING	20,000	8,000		12,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: AMELIA PEABODY CHARITABLE FUND TRUST

EIN: 23-7364949

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER AND PERIPHERAL EQUIPMENT	1998-01-08	4,852	4,852	SL	5 000000000000	0	0		
COMPUTER AND PERIPHERAL EQUIPMENT	2004-06-03	3,260	3,260	SL	5 000000000000	0	0		
SERVER, SOFTWARE & MANUAL	2006-04-10	350	350	SL	5 000000000000	0	0		
185 DEVONSHIRE STREET, UNIT 600	2008-08-01	1,248,641	236,118	SL	39 000000000000	32,016	0		
DESK AND CHAIRS	2008-09-01	9,147	9,147	SL	5 000000000000	0	0		
CONFERENCE TABLE	2008-10-14	2,318	2,318	SL	5 000000000000	0	0		
BOOKCASES	2008-12-22	822	821	SL	5 000000000000	0	0		
TELEPHONE	2008-08-18	4,804	4,804	SL	5 000000000000	0	0		
COMPUTER HARDWARE	2008-09-12	6,308	6,308	SL	5 000000000000	0	0		
185 DEVONSHIRE STREET, UNIT 600	2008-09-12	99,755	18,863	SL	39 000000000000	2,558	0		
COLOR COPIER	2008-03-17	10,356	10,356	SL	5 000000000000	0	0		
AIR CONDITIONER	2010-07-27	5,733	5,733	SL	5 000000000000	0	0		
COMPUTER	2011-06-01	2,600	2,600	SL	5 000000000000	0	0		
FURNITURE (COUCH, LAMPS)	2011-11-28	1,192	1,192	SL	5 000000000000	0	0		
SERVER BATTERY	2012-07-11	200	160	SL	5 000000000000	40	0		
APPLE LAPTOP	2012-11-06	1,279	1,024	SL	5 000000000000	255	0		
PRINTER	2014-07-01	926	278	SL	5 000000000000	185	0		
NETWORK SOLUTIONS COMPUTER	2015-07-04	3,300	330	SL	5 000000000000	660	0		
TWO DELL MONITORS	2015-07-04	500	50	SL	5 000000000000	100	0		
TELEPHONE SYSTEM	2016-03-17	3,647		SL	5 000000000000	729	0		

TY 2016 Investments Corporate Bonds Schedule

Name: AMELIA PEABODY CHARITABLE FUND TRUST

EIN: 23-7364949

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS-PUBLICLY TRADED	2,755,794	2,859,702

TY 2016 Investments Corporate Stock Schedule

Name: AMELIA PEABODY CHARITABLE FUND TRUST

EIN: 23-7364949

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS-PUBLICLY TRADED	80,258,482	121,138,571

TY 2016 Investments Government Obligations Schedule**Name:** AMELIA PEABODY CHARITABLE FUND TRUST**EIN:** 23-7364949**US Government Securities - End
of Year Book Value:**

22,421,930

**US Government Securities - End
of Year Fair Market Value:**

22,452,123

**State & Local Government
Securities - End of Year Book
Value:**

936,025

**State & Local Government
Securities - End of Year Fair
Market Value:**

1,022,695

TY 2016 Investments - Other Schedule**Name:** AMELIA PEABODY CHARITABLE FUND TRUST**EIN:** 23-7364949

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS-PUBLICLY TRADED	AT COST	1,330,956	1,884,654
PARTNERSHIPS	AT COST	4,877,595	5,223,883

TY 2016 Land, Etc. Schedule

Name: AMELIA PEABODY CHARITABLE FUND TRUST

EIN: 23-7364949

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER AND PERIPHERAL EQUIPMENT	4,852	4,852	0	
COMPUTER AND PERIPHERAL EQUIPMENT	3,260	3,260	0	
SERVER, SOFTWARE & MANUAL	350	350	0	
185 DEVONSHIRE STREET, UNIT 600	1,248,641	268,134	980,507	
DESK AND CHAIRS	9,147	9,147	0	
CONFERENCE TABLE	2,318	2,318	0	
BOOKCASES	822	821	1	
TELEPHONE	4,804	4,804	0	
COMPUTER HARDWARE	6,308	6,308	0	
185 DEVONSHIRE STREET, UNIT 600	99,755	21,421	78,334	
COLOR COPIER	10,356	10,356	0	
AIR CONDITIONER	5,733	5,733	0	
COMPUTER	2,600	2,600	0	
FURNITURE (COUCH, LAMPS)	1,192	1,192	0	
SERVER BATTERY	200	200	0	
APPLE LAPTOP	1,279	1,279	0	
PRINTER	926	463	463	
NETWORK SOLUTIONS COMPUTER	3,300	990	2,310	
TWO DELL MONITORS	500	150	350	
TELEPHONE SYSTEM	3,647	729	2,918	

TY 2016 Legal Fees Schedule**Name:** AMELIA PEABODY CHARITABLE FUND TRUST**EIN:** 23-7364949

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CASNER & EDWARDS	2,631	0		2,631

TY 2016 Other Decreases Schedule**Name:** AMELIA PEABODY CHARITABLE FUND TRUST**EIN:** 23-7364949

Description	Amount
DIVIDENDS & INTEREST - 2016 BOOK VS TAX ADJUSTMENT	21,147
REALIZED GAINS - 2016 BOOK VS TAX ADJUSTMENT	297
NONDIVIDEND DISTRIBUTION 2016 - BOOK VS TAX	45,370
CAPITAL GAINS DISTRIBUTIONS 2016 BOOKS VS TAX	9,076

TY 2016 Other Expenses Schedule**Name:** AMELIA PEABODY CHARITABLE FUND TRUST**EIN:** 23-7364949**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	13,612	0		13,612
INSURANCE	6,554	655		5,899
MA FILING FEE	500	0		500
OFFICE EXPENSES AND SUPPLIES	14,903	1,949		12,954
POSTAGE	887	177		710
UTILITIES	2,989	299		2,690
MISCELLANEOUS	5,748	829		4,919

TY 2016 Other Income Schedule**Name:** AMELIA PEABODY CHARITABLE FUND TRUST**EIN:** 23-7364949**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HIGHVISTA PASS THRU NET INCOME(TAX BASIS)	172,991	172,991	172,991
NONDIV DISTRIBUTION	45,370		45,370

TY 2016 Other Increases Schedule**Name:** AMELIA PEABODY CHARITABLE FUND TRUST**EIN:** 23-7364949

Description	Amount
FOREIGN TAXES - 2016 BOOK VS TAX ADJUSTMENT	35,185
INVESTMENT ADVISORY FEES PAID - 2016 BOOK VS TAX ADJUSTMENT	10,269

TY 2016 Other Professional Fees Schedule**Name:** AMELIA PEABODY CHARITABLE FUND TRUST**EIN:** 23-7364949

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	266,285	266,285		0
W B SMITH	7,700	7,700		0
COMPLETE NETWORK SOLUTIONS	8,363	0		8,363

**TY 2016 Substantial Contributors
Schedule****Name:** AMELIA PEABODY CHARITABLE FUND TRUST**EIN:** 23-7364949**Name****Address**

AMELIA PEABODY ANNUITY TRUST

SUSAN B RICE TRUSTEE HM PAYSON ONE
PORTLAND SQUARE 5TH FL UNION STREE
PORTLAND, ME 04101

TY 2016 Taxes Schedule**Name:** AMELIA PEABODY CHARITABLE FUND TRUST**EIN:** 23-7364949

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON FOREIGN DIVIDEND	89,124	89,124		0
PAYROLL TAXES	16,886	1,688		15,198
FEDERAL TAXES	46,294	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization AMELIA PEABODY CHARITABLE FUND TRUST	Employer identification number 23-7364949

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 other 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 33¹/₃% 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. Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization AMELIA PEABODY CHARITABLE FUND TRUST	Employer identification number 23-7364949
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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	AMELIA PEABODY ANNUITY TRUST SUSAN B RICE TRUSTEE HMPAYSON ONE P PORTLAND, ME 04101	\$ 87,200	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)
-		\$	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)

Employer identification number

23-7364949

Part II	Noncash Property
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[illegible]

Name of organization AMELIA PEABODY CHARITABLE FUND TRUST	Employer identification number 23-7364949
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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
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(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	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	