EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation
LINCOLN & THERESE FILENE FOUNDATION, INC
#0706176

A Employer identification number
23-7423946

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
NUTTER MCCLENNEN & FISH LLP PO BOX 5140

B Telephone number
617-439-2498

City or town, state or province, country, and ZIP or foreign postal code
BOSTON, MA 02205

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 23054343.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1703.	1703.		STATEMENT 2
	4 Dividends and interest from securities	650481.	650481.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	908421.			STATEMENT 1
	b Gross sales price for all assets on line 6a 1953646.				
	7 Capital gain net income (from Part IV, line 2)		839038.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1560605.	1491222.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	132443.	86088.		46355.
	b Accounting fees STMT 5	5000.	3250.		1750.
	c Other professional fees STMT 6	67712.	44013.		23699.
	17 Interest				
	18 Taxes STMT 7	3173.	3173.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	78393.	50955.		27438.
	22 Printing and publications				
	23 Other expenses STMT 8	265.	0.		265.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	286986.	187479.		99507.
	25 Contributions, gifts, grants paid	1075100.			1075100.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1362086.	187479.		1174607.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	198519.			
	b **Net investment income** (if negative, enter -0-)		1303743.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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623501 11-23-16 LHA **For Paperwork Reduction Act Notice, see instructions.**

P 11

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2979.	500.	500.
	2 Savings and temporary cash investments	928933.	1220559.	1220559.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	1349674.	1348773.	1363937.
	b Investments - corporate stock STMT 10	8051136.	8407064.	17023793.
	c Investments - corporate bonds STMT 11	3753024.	3307369.	3445554.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	14085746.	14284265.	23054343.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	12163601.	12163601.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1922145.	2120664.	
	30 **Total net assets or fund balances**	14085746.	14284265.	
	31 **Total liabilities and net assets/fund balances**	14085746.	14284265.	

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	14085746.
2	Enter amount from Part I, line 27a	2	198519.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	14284265.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14284265.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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	1953646.		1114608.	839038.

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				839038.

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 839038.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1101258.	22267046.	.049457
2014	1017150.	22562705.	.045081
2013	1054769.	21189536.	.049778
2012	963504.	19675661.	.048969
2011	814700.	18884614.	.043141

2	Total of line 1, column (d)	2	.236426
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	.047285
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	22115605.
5	Multiply line 4 by line 3	5	1045736.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13037.
7	Add lines 5 and 6	7	1058773.
8	Enter qualifying distributions from Part XII, line 4	8	1174607.

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	13037.
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	13037.
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	13037.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	16103.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	5000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	21103.
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	8066.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 8066. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ NUTTER, MCCLENNEN & FISH, LLP Telephone no. ▶617-439-2000 Located at ▶SEAPORT WEST, 155 SEAPORT BLVD, BOSTON, MA ZIP+4 ▶02210-2604			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

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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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NUTTER, MCCLENNEN & FISH, LLP - SEAPORT WEST, 155 SEAPORT BLVD., BOSTON, MA 02210	TRUSTEE, LEGAL & TAX PREPARATION FEES	205155.
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	21625359.
b	Average of monthly cash balances		1b	827032.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	22452391.
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	22452391.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	336786.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	22115605.
6	**Minimum investment return.** Enter 5% of line 5		6	1105780.

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	1105780.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 13037.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	13037.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1092743.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1092743.
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	1092743.

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	1174607.
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	1174607.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	13037.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1161570.

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				1092743.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012 4420.				
c From 2013 25016.				
d From 2014				
e From 2015 55700.				
f Total of lines 3a through e	85136.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 1174607.				
a Applied to 2015, but not more than line 2a			0.	
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				1092743.
e Remaining amount distributed out of corpus	81864.			
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	167000.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	167000.			
10 Analysis of line 9:				
a Excess from 2012 4420.				
b Excess from 2013 25016.				
c Excess from 2014				
d Excess from 2015 55700.				
e Excess from 2016 81864.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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*				
ASCENTRIA COMMUNITY SERVICES	NONE	PUBLIC	SURVIVORS OF EMPOWERMENT PROJECT	15000.
ASHBROOK CENTER AT ASLAND UNIVERSITY	NONE	PUBLIC	CORE AMERICAN DOCUMENTS PUBLICATION	12000.
ASIAN TASK FORCE AGAINST DOMESTIC VIOLENCE	NONE	PUBLIC	SUPPORT OF ASIAN SHELTER & ADVOCACY PROGRAMS	10000.
BETH ISRAEL DEACONESS MEDICAL CENTER	NONE	PUBLIC	GENERAL FUND	5000.
BILL OF RIGHTS INSTITUTE	NONE	PUBLIC	CONSTITUTIONAL SEMINARS IN BOSTON	25000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1075100.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1703.	
4 Dividends and interest from securities			14	650481.	
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			14		
8 Gain or (loss) from sales of assets other than inventory			18	908421.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1560605.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1560605.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee — Date 6/12/2017 — Title Director

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
		5/23/17		P00567473

Firm's name ▶ NUTTER MCCLENNEN & FISH LLP — Firm's EIN ▶ 04-2106505

Firm's address ▶ SEAPORT WEST 155 SEAPORT BLVD. BOSTON, MA 02210-2604 — Phone no. (617)439-2503

623622 11-23-16

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2500 CHUBB CORP	P	06/18/91	01/15/16
b	1500 EMERSON ELECTRIC CO	P	05/08/86	06/06/16
c	2000 GENERAL ELECTRIC CO	P	11/07/08	08/08/16
d	700 HOME DEPOT INC	P	03/03/08	08/08/16
e	500 INTERNATIONAL BUSINESS MACHINES	P	01/26/15	12/15/16
f	1000 JPMORGAN CHASE & CO	P	10/22/13	12/12/16
g	500 JOHNSON & JOHNSON	P	03/21/89	08/08/16
h	1000 MICROSOFT CORP	P	12/08/13	12/12/16
i	500 NEXTERA ENERGY INC	P	01/11/10	08/08/16
j	500 PEPSICO INC	P	01/14/02	08/08/16
k	500 PROCTOR & GAMBLE CO	P	01/01/20	08/08/16
l	200 3M CO	P	06/05/06	08/08/16
m	1000 WELLS FARGO & COMPANY	P	09/14/95	12/12/16
n	851.3030 GOV'T NAT'L MTG ASSN GTD PASS THRU CTF	P	10/07/91	03/15/16
o	250000 CISCO SYSTEMS INC 5.5% 2/22/16	P	04/10/06	02/22/16

	(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	324473.		43188.	281285.
b	78778.		10854.	67924.
c	62627.		37033.	25594.
d	95888.		18609.	77279.
e	82703.		82397.	306.
f	85459.		53970.	31489.
g	61714.		2772.	58942.
h	61729.		25930.	35799.
i	63134.		26779.	36355.
j	54004.		24200.	29804.
k	42684.		1032.	41652.
l	35715.		16813.	18902.
m	56824.		7806.	49018.
n	851.		884.	-33.
o	250000.		247784.	2216.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				281285.
b				67924.
c				25594.
d				77279.
e				306.
f				31489.
g				58942.
h				35799.
i				36355.
j				29804.
k				41652.
l				18902.
m				49018.
n				-33.
o				2216.

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

Part IV .Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	200000 HOME DEPOT INC SENIOR NOTES 5.4% 3/1/16	P	04/10/06	03/01/16
b	741 SHIRE PLC-ADR	P	06/03/16	12/12/16
c	.75 CHUBB LTD	P	01/15/16	01/22/16
d	1000 AT&T INC	P	01/01/20	08/08/16
e	5000 BAXALTA INC	P	01/26/15	06/03/16
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	200000.		196698.	3302.
b	121731.		142216.	-20485.
c	83.		83.	0.
d	43033.		3088.	39945.
e	232216.		172472.	59744.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				3302.
b				-20485.
c				0.
d				39945.
e				59744.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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 839038.

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIRD STREET COMMUNITY CENTER	NONE	PUBLIC	VIOLENCE PREVENTION PROGRAM	25000.
BOSTON CHILDREN'S MUSEUM	NONE	PUBLIC	SUPPORT OF THE SCHOOL READINESS FRIDAY NIGHTS PROGRAM	15000.
BOSTON EDUCATION DEVELOPMENT FOUNDATION INC	NONE	PUBLIC	MAKING MUSIC MATTERS	10000.
BOSTON YOUTH SYMPHONY ORCHESTRA	NONE	PUBLIC	GENERAL FUND	20000.
BRIDGE OVER TROUBLED WATERS	NONE	PUBLIC	GED TO COLLEGE PATHWAYS	15000.
BUILD	NONE	PUBLIC	YOUTH ENTREPRENEURSHIP	10000.
CASA MYRNA VAZQUEZ INC	NONE	PUBLIC	CHILDRENS SERVICES	15000.
CHELSEA COLLABORATIVE INC	NONE	PUBLIC	SUMMER YOUTH EMPLOYMENT INITIATIVE	15000.
CODMAN ACADEMY FOUNDATION	NONE	PUBLIC	THEATRE ARTS PROGRAM	10000.
COMBINED JEWISH PHILANTROPIES	NONE	PUBLIC	GENERAL FUND	5000.
Total from continuation sheets				1008100.

LINCOLN & THERESE FILENE FOUNDATION, INC
#0706176 23-7423946

Part XV **Supplementary Information**

3 **Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY ART CENTER	NONE	PUBLIC	TEEN MEDIA PROGRAM	10000.
CRITTENTON WOMAN'S UNION	NONE	PUBLIC	HORIZONS HOUSING PROGRAM	20000.
DARTMOUTH COLLEGE	NONE	PUBLIC	ALUMNI FUND	100.
DISCOVERING JUSTICE	NONE	PUBLIC	SUPPORT OF CHILDREN DISCOVERING JUSTICE	25000.
EMERGE INC	NONE	PUBLIC	SUPPORT OF RESPONSIBLE FATHERHOOD PROGRAM	7000.
ENGLISH AT LARGE INC	NONE	PUBLIC	CAREER ACCESS LAB	10000.
EPIPHANY SCHOOL	NONE	PUBLIC	SUMMER INTENSIVE PROGRAM	10000.
FAMILY SERVICES OF THE MERRIMACK VALLEY	NONE	PUBLIC	SIEMPRE PAPA PROGRAM	10000.
HARBORCOV INC	NONE	PUBLIC	COMMUNITY EDUCATION AND SUPPORT	15000.
HERE-IN-OUR MOTIVES EVOLVE INC	NONE	PUBLIC	MEDIA MENTORS PROJECT	10000.
Total from continuation sheets				

LINCOLN & THERESE FILENE FOUNDATION, INC
#0706176 23-7423946

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOUSING FAMILIES INC	NONE	PUBLIC	GENERAL FUND	15000.
HYDE SQUARE TASK FORCE	NONE	PUBLIC	SUPPORT OF MUSICIANS IN THE COMMUNITY	10000.
INTERCOLLEGIATE STUDIES INSTITUTE	NONE	PUBLIC	GENERAL FUND	50000.
INTERNATIONAL INSTITUTE OF NEW ENGLAND	NONE	PUBLIC	REFUGEE SCHOOL SUCESS PROGRAM	10000.
JEWISH VOCATIONAL SERVICES	NONE	PUBLIC	GENERAL FUND	35000.
JOSHIA QUINCY ORCHESTRA PROGRAM LTD	NONE	PUBLIC	AFTER SCHOOL PROGRAM	10000.
JUSTICE RESOURCE INSTITUTE INC	NONE	PUBLIC	SUPPORT OF MY LIFE MY CHOICE SURVIVOR MENTORSHIP & LEADERSHIP DEVELOPMENT	15000.
LA VIDA INC	NONE	PUBLIC	LA VIDA SCHOLARS	10000.
LEAGUE OF WOMEN VOTERS OF MASSACHUSETTS	NONE	PUBLIC	SUPPORT MASS VOTER ENGAGEMENT 2016	10000.
LONGY SCHOOL OF MUSIC OF BARD COLLEGE	NONE	PUBLIC	EL SISTEMA SIDE BY SIDE	15000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOWELL'S BOAT SHOP	NONE	PUBLIC	SUPPORT OF WATERWAYS PROGRAM	8000.
MUSICONNECTS	NONE	PUBLIC	BOSTON PUBLIC SCHOOLS PROGRAMING	10000.
NEIGHBORHOOD DEVELOPERS INC	NONE	PUBLIC	CONNECT'S FAMILY-FOCUSED FINANCIAL EDUCATION PROGRAM	20000.
NETWORK FOR TEACHING ENTREPRENEURSHIP NEW ENGLAND	NONE	PUBLIC	SOUTHERN NEW ENGLAND ENTREPRENEURSHIP EDUCATION INITIATIVE	20000.
NOBLE AND GREENOUGH SCHOOL	NONE	PUBLIC	GENERAL FUND	10000.
NORTHEASTERN UNIVERSITY MARINE SCIENCE CENTER	NONE	PUBLIC	FROM SEA TO SCHOOL	10000.
PHILLIPS BROOKS HOUSE ASSOCIATION	NONE	PUBLIC	MISSION HILL SUMMER PROGRAM	8000.
PRESS PASS TV	NONE	PUBLIC	EVENT MATCHING GRANT/COMMUNITY CONNECT PROGRAM	10000.
PROJECT STEP	NONE	PUBLIC	ARTS EDUCATION PROGRAM	20000.
RIA HOUSE INC	NONE	PUBLIC	SISTERS LEADING SISTERS	10000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SKIDMORE COLLEGE	NONE	PUBLIC	FILENE MUSIC SCHOLARSHIP/HELEN FILENE LADD CONCERT H	175000.
STRAIGHT AHEAD MINISTEIES	NONE	PUBLIC	YOUTH RE-ENTRY PROJECT-WORCESTER	10000.
STRONG WOMEN, STRONG GIRLS INC	NONE	PUBLIC	SUPPORT OF SKILLS BUILDING PROGRAMMING	10000.
SUFFOLK UNIVERSITY LAW SCHOOL	NONE	PUBLIC	THE MARSHALL-BRENNEN CONSTITUTIONAL LITERCY PROJECT	10000.
TUFTS UNIVERSITY	NONE	PUBLIC	COMMUNITY MUSIC AT TUFTS	10000.
UNITED TEEN EQUALITY CENTER	NONE	PUBLIC	PREPARATION AND COMPUTER LITERACY SKILLS	10000.
WGBH EDUCATIONAL FOUNDATION	NONE	PUBLIC	SUPPORT OF DESIGN SQUAD NATION:BUILD IT BETTER	25000.
WOLF TRAP FOUNDATION FOR THE PERFORMING ARTS	NONE	PUBLIC	BUILDING FUND, INTERNSHIP, OPERA & EARLY LEARNING	175000.
YOUTHBUILD BOSTON	NONE	PUBLIC	CIVIC JUSTICE CORPS	10000.
ZUMIX INC	NONE	PUBLIC	ADVENTURES IN MUSIC	10000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2500 CHUBB CORP	PURCHASED	06/18/91	01/15/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
324473.	47673.	0.	0.	276800.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 EMERSON ELECTRIC CO	PURCHASED	05/08/86	06/06/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78778.	22194.	0.	0.	56584.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 GENERAL ELECTRIC CO	PURCHASED	11/07/08	08/08/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62627.	8093.	0.	0.	54534.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
700 HOME DEPOT INC	PURCHASED	03/03/08	08/08/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
95888.	18936.	0.	0.	76952.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 INTERNATIONAL BUSINESS MACHINES	PURCHASED	01/26/15	12/15/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
82703.	57643.	0.	0.	25060.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 JPMORGAN CHASE & CO	PURCHASED	10/22/13	12/12/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
85459.	15274.	0.	0.	70185.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 JOHNSON & JOHNSON	PURCHASED	03/21/89	08/08/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
61714.	3037.	0.	0.	58677.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 MICROSOFT CORP	PURCHASED	12/08/13	12/12/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
61729.	25714.	0.	0.	36015.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 NEXTERA ENERGY INC	PURCHASED	01/11/10	08/08/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
63134.	26779.	0.	0.	36355.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 PEPSICO INC	PURCHASED	01/14/02	08/08/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54004.	24751.	0.	0.	29253.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 PROCTOR & GAMBLE CO	PURCHASED	01/01/20	08/08/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42684.	1032.	0.	0.	41652.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 3M CO	PURCHASED	06/05/06	08/08/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35715.	16813.	0.	0.	18902.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 WELLS FARGO & COMPANY	PURCHASED	09/14/95	12/12/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56824.	7806.	0.	0.	49018.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
851.3030 GOV'T NAT'L MTG ASSN GTD PASS THRU CTF	PURCHASED	10/07/91	03/15/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
851.	884.	0.	0.	-33.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250000 CISCO SYSTEMS INC 5.5% 2/22/16	PURCHASED	04/10/06	02/22/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250000.	247784.	0.	0.	2216.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200000 HOME DEPOT INC SENIOR NOTES 5.4% 3/1/16	PURCHASED	04/10/06	03/01/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200000.	196698.	0.	0.	3302.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
741 SHIRE PLC-ADR	PURCHASED	06/03/16	12/12/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
121731.	148416.	0.	0.	-26685.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
.75 CHUBB LTD	PURCHASED	01/15/16	01/22/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83.	83.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 AT&T INC	PURCHASED	01/01/20	08/08/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43033.	3143.	0.	0.	39890.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5000 BAXALTA INC				PURCHASED	01/26/15	06/03/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
232216.	172472.	0.	0.	59744.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	908421.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FEDERATED GOV'T OBLIGAION FUND	1703.	1703.	
TOTAL TO PART I, LINE 3	1703.	1703.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CORPORATE INTEREST	155272.	0.	155272.	155272.	
DOMESTIC DIVIDENDS	405789.	0.	405789.	405789.	
FOREIGN DIVIDENDS	63466.	0.	63466.	63466.	
US GOVERNMENT INTEREST	25954.	0.	25954.	25954.	
TO PART I, LINE 4	650481.	0.	650481.	650481.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	132443.	86088.		46355.
TO FM 990-PF, PG 1, LN 16A	132443.	86088.		46355.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	5000.	3250.		1750.
TO FORM 990-PF, PG 1, LN 16B	5000.	3250.		1750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE COMPENSATION	67712.	44013.		23699.
TO FORM 990-PF, PG 1, LN 16C	67712.	44013.		23699.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	3173.	3173.		0.
TO FORM 990-PF, PG 1, LN 18	3173.	3173.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	265.	0.		265.
TO FORM 990-PF, PG 1, LN 23	265.	0.		265.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	X		1348773.	1363937.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1348773.	1363937.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1348773.	1363937.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	8407064.	17023793.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8407064.	17023793.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	3307369.	3445554.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3307369.	3445554.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ALANE H WALLIS;NUTTER MCCLENNEN & FISH LLP;155 SEAPORT BLVD. BOSTON MA 0211

TELEPHONE NUMBER

617-439-2498

FORM AND CONTENT OF APPLICATIONS

GUIDELINES AVAILABLE BY REQUEST 617-439-2458 OR @FILENEFOUNDATION.ORG

ANY SUBMISSION DEADLINES

MARCH 1 & SEPTEMBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS LIMITED TO NEW ENGLAND 1)CIVIC EDUCATION 2)HUMAN DEVELOPEMENT
3)BROADCASTING 4)PERFORMING ARTS

Statement of Assets: Inventory Value

Account 0706176

LINCOLN & THERESE FILENE FOUNDATION INC

As of 12/31/2016

Nutter uncommon law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
010 Common Stock						
T	AT&T INC		14,000 0000	$43,998 74	$42 53	$595,420 00
ABT	ABBOTT LABORATORIES		7,500 0000	$168,650 35	$38 41	$288,075 00
ABBV	ABBVIE INC		6,500 0000	$158,501 98	$62 62	$407,030 00
GOOGL	ALPHABET, INC - CLASS A		500 0000	$268,689 40	$792 45	$396,225 00
AXP	AMERICAN EXPRESS CO		4,500 0000	$38,153 38	$74 08	$333,360 00
AMGN	AMGEN INC		1,000 0000	$144,979 40	$146 21	$146,210 00
AAPL	APPLE, INC		4,000 0000	$310,108 25	$115 82	$463,280 00
BMY	BRISTOL-MYERS SQUIBB CO		5,000 0000	$9,619 56	$58 44	$292,200 00
CVS	CVS HEALTH CORP		3,000 0000	$300,564 69	$78 91	$236,730 00
CSCO	CISCO SYSTEMS, INC		16,000 0000	$313,165 36	$30 22	$483,520 00
DIS	DISNEY, WALT CO		2,500 0000	$240,658 00	$104 22	$260,550 00
DD	E I DUPONT DENEMOURS & CO		4,000 0000	$168,570 58	$73 40	$293,600 00
DUK	DUKE ENERGY CORP		3,500 0000	$130,851 49	$77 62	$271,670 00
DNKN	DUNKIN' BRANDS GROUP, INC		5,000 0000	$205,800 00	$52 44	$262,200 00
EMR	EMERSON ELECTRIC CO		5,000 0000	$73,979 81	$55 75	$278,750 00
XOM	EXXON MOBIL CORPORATION		6,000 0000	$37,731 66	$90 26	$541,560 00
FB	FACEBOOK INC		1,000 0000	$104,899 90	$115 05	$115,050 00
GE	GENERAL ELECTRIC CO		18,000 0000	$72,839 62	$31 60	$568,800 00
HD	HOME DEPOT INC		2,000 0000	$54,101 80	$134 08	$268,160 00
INTC	INTEL CORP		15,000 0000	$170,383 61	$36 27	$544,050 00
IBM	INTERNATIONAL BUSINESS MACHINES		2,500 0000	$288,212 69	$165 99	$414,975 00
IP	INTERNATIONAL PAPER CO		4,000 0000	$125,636 60	$53 06	$212,240 00
JPM	JPMORGAN CHASE & CO		7,000 0000	$106,917 58	$86 29	$604,030 00
JNJ	JOHNSON & JOHNSON		4,500 0000	$27,332 59	$115 21	$518,445 00
MCD	MCDONALD'S CORP		4,000 0000	$179,499.34	$121 72	$486,880 00
MSFT	MICROSOFT CORP		9,000 0000	$231,423 74	$62 14	$559,260 00
MDLZ	MONDELEZ INTERNATIONAL, INC		8,000 0000	$152,833 77	$44 33	$354,640 00
NEE	NEXTERA ENERGY, INC		3,000 0000	$160,671 00	$119 46	$358,380 00

* All or part of value is unknown

Statement of Assets: Inventory Value

Account. 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2016

Nutter
uncommon law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
PEP	PEPSICO INC		4,000 0000	$198,009 16	$104 63	$418,520 00
PFE	PFIZER INC		12,500 0000	$284,750 00	$32 48	$406,000 00
PG	PROCTER & GAMBLE CO		5,500 0000	$11,350 62	$84 08	$462,440 00
MMM	3M CO		2,000 0000	$168,132 00	$178 57	$357,140 00
UNP	UNION PACIFIC CORP		2,000 0000	$164,759 80	$103 68	$207,360 00
UTX	UNITED TECHNOLOGIES CORP		2,500 0000	$165,149 25	$109 62	$274,050 00
V	VISA, INC		3,500 0000	$263,099 75	$78 02	$273,070 00
WFC	WELLS FARGO & COMPANY		9,000 0000	$70,254 78	$55 11	$495,990 00
			Total	$5,614,280.25		$13,449,860 00
030 Foreign Stock						
RDS A	ROYAL DUTCH SHELL PLC - ADR A		7,500 0000	$405,401 53	$54 38	$407,850 00
SLB	SCHLUMBERGER LTD		5,500 0000	$362,219 14	$83 95	$461,725 00
CB	CHUBB LTD		1,504 0000	$167,064 32	$132 12	$198,708 48
			Total	$934,684 99		$1,068,283 48
040 Equity Mutual Funds						
IJH	I-SHARES CORE S&P MID-CAP ETF		5,000 0000	$383,958 34	$165 34	$826,700 00
IWM	I-SHARES RUSSELL 2000 ETF		5,000 0000	$387,829 90	$134 85	$674,250 00
			Total	$771,788 24		$1,500,950 00
100 International Equity Mutual Funds						
EFA	I-SHARES MSCI EAFE ETF		12,500.0000	$786,310 57	$57 73	$721,625 00
			Total	$786,310 57		$721,625 00
200 Corporate Bonds						
00206RAR3	AT&T INC NOTES 5 8% DUE 2/15/2019	2/15/2019	100,000.0000	$100,674 00	$107 52	$107,522 80
00206RCE0	AT&T INC NOTES 3 9% DUE 3/11/2024	3/11/2024	250,000 0000	$247,840 06	$101 11	$252,786 25
023135AN6	AMAZON COM, INC SENIOR NOTES 3 8% DUE 12/5/2024	12/5/2024	250,000 0000	$253,885 12	$105 08	$262,707 25
037833BG4	APPLE, INC NOTES 3 2% DUE 5/13/2025	5/13/2025	250,000 0000	$248,948 89	$100 42	$251,037 50
057224AY3	BAKER HUGHES, INC NOTES 7 1/2% DUE 11/15/2018	11/15/2018	100,000 0000	$103,904 00	$110 17	$110,173 10
084664BQ3	BERKSHIRE HATHAWAY FINANCE CORP NOTES 4 1/4% DUE 1/15/2021	1/15/2021	150,000 0000	$149,871 00	$107 77	$161,660 70
084664BT7	BERKSHIRE HATHAWAY FINANCE CORP SENIOR NOTES 3% DUE 5/15/2022	5/15/2022	100,000 0000	$97,500 00	$101 89	$101,893 30

* All or part of value is unknown

Statement of Assets: Inventory Value

Account. 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2016

Nutter
uncommon law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
14912L4E8	CATERPILLAR FINANCIAL SERVICES CORP NOTES (N/C) 7 15% DUE 2/15/2019	2/15/2019	100,000 0000	$100,494 00	$110 71	$110,713 90
20825CAN4	CONOCOPHILLIPS NOTES 5 2% DUE 5/15/2018	5/15/2018	250,000 0000	$248,527 50	$104 52	$261,301 25
209111ET6	CONSOLIDATED EDISON CO OF NY 5 85% DUE 4/1/2018	4/1/2018	250,000 0000	$254,342 50	$105 24	$263,102 00
36962G2G8	GENERAL ELECTRIC CAPITAL CORP SENIOR NOTES (N/C) 5 4% DUE 2/15/2017	2/15/2017	250,000 0000	$251,885 00	$100 49	$251,218 25
459200AM3	INTERNATIONAL BUSINESS MACHINES CORP DEB 7% DUE 10/30/2025	10/30/2025	100,000 0000	$102,499 00	$128 65	$128,654 80
459200HP9	INTERNATIONAL BUSINESS MACHINES CORP NOTES 3 3/8% DUE 8/1/2023	8/1/2023	250,000 0000	$247,809 00	$102 72	$256,796 50
594918BJ2	MICROSOFT CORP NOTES 3 1/8% DUE 11/3/2025	11/3/2025	150,000 0000	$150,277 50	$101 12	$151,675 35
713448BW7	PEPSICO INC NOTES 3% DUE 8/25/2021	8/25/2021	250,000 0000	$246,760 91	$102 91	$257,278 75
822582AJ1	SHELL INT'L FINANCE BV (ROYAL DUTCH SHELL PLC GTD) NOTES 4 3% DUE 9/22/2019	9/22/2019	250,000 0000	$251,400 00	$106 08	$265,209 25
92343VCN2	VERIZON COMMUNICATIONS, INC NOTES 3% DUE 11/1/2021	11/1/2021	250,000 0000	$250,750 16	$100 73	$251,822 75
			Total	$3,307,368 64		$3,445,553 70
305 Fixed Income Mutual Fund						
PAAIX	PIMCO ALL ASSET FUND		25,387 8860	$300,000 00	$11 15	$283,074 93
			Total	$300,000 00		$283,074 93
410 U S Treasury Notes & Bonds						
912828B58	U S TREASURY NOTES 2 1/8% DUE 1/31/2021	1/31/2021	250,000 0000	$249,140 63	$101 33	$253,330 00
912828SF8	U S TREASURY NOTES 2% DUE 2/15/2022	2/15/2022	150,000 0000	$148,687 50	$100 16	$150,234 30
912828VQ0	U S TREASURY NOTES 1 3/8% DUE 7/31/2018	7/31/2018	250,000 0000	$249,140 63	$100 45	$251,113 25
912828VS6	U S TREASURY NOTES 2 1/2% DUE 8/15/2023	8/15/2023	150,000 0000	$149,320 31	$101 77	$152,660 10
912828VV9	U S TREASURY NOTES 2 1/8% DUE 8/31/2020	8/31/2020	300,000 0000	$302,835 94	$101 62	$304,851 60
912828WW6	U S TREASURY NOTES 1 5/8% DUE 7/31/2019	7/31/2019	250,000 0000	$249,648 43	$100 70	$251,748 00
			Total	$1,348,773 44		$1,363,937 25
500 Money Market Funds						
636	FEDERATED GOV'T OBLIGATION FUND #636		1,220,559 2500	$1,220,559 25	$1 00	$1,220,559 25
			Total	$1,220,559 25		$1,220,559 25
Cash						
	Cash			$500 00		$500 00

* All or part of value is unknown

Statement of Assets: Inventory Value

Account: 0706176

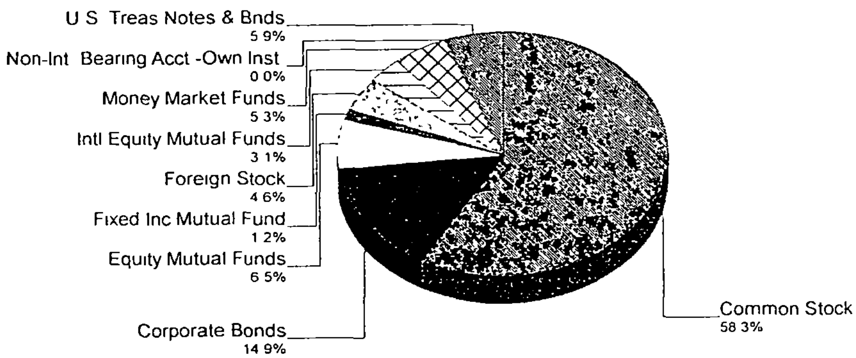
LINCOLN & THERESE FILENE FOUNDATION INC

As of 12/31/2016

Nutter uncommon law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
Grand Total				$14,284,265.38		$23,054,343 61

Market Value by Asset Type



* All or part of value is unknown