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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
THE BACKCOUNTRY CHARITABLE TRUST

A Employer identification number
26-1214808

Number and street (or P O box number if mail is not delivered to street address)
1678 W REDSTONE CENTER DR NO 210

Room/suite

B Telephone number (see instructions)
(801) 746-7566

City or town, state or province, country, and ZIP or foreign postal code
PARK CITY, UT 84098

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 5,231,814

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)	49,466			
	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	79,075	78,089		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	74,787			
	b	Gross sales price for all assets on line 6a 3,670,910				
	7	Capital gain net income (from Part IV, line 2)		1,358,629		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	203,328	1,436,718		
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 (attach schedule)				
	b	Accounting fees (attach schedule)	1,020	1,020		0
	c	Other professional fees (attach schedule)	20,580	17,493		3,087
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,251	10,251		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	32	32		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	31,883	28,796		3,087
	25	Contributions, gifts, grants paid	1,166,666			1,166,666
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,198,549	28,796		1,169,753
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-995,221			
	b	**Net investment income** (if negative, enter -0-)		1,407,922		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	29,089	170,694	170,694
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)			
b	Investments—corporate stock (attach schedule)	5,041,988	3,905,162	5,061,120
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,071,077	4,075,856	5,231,814
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	4,027,814	4,027,814	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	1,043,263	48,042	
30	**Total net assets or fund balances** (see instructions)	5,071,077	4,075,856	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,071,077	4,075,856	

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	5,071,077
2	Enter amount from Part I, line 27a	2	-995,221
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,075,856
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	4,075,856

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
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	See Additional Data Table			
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,358,629
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	234,157	4,965,822	0 047154
2014	214,281	4,788,567	0 044748
2013	203,255	4,635,164	0 043851
2012	195,827	4,006,604	0 048876
2011	178,006	3,947,669	0 045091

2 Total of line 1, column (d)	2	0 229720
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 045944
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	5,600,863
5 Multiply line 4 by line 3	5	257,326
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,079
7 Add lines 5 and 6	7	271,405
8 Enter qualifying distributions from Part XII, line 4	8	1,169,753

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	14,079
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	14,079
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	14,079
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,328		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	22,851		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d.			7	28,179
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	14,100
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 14,100	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		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	Yes	
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) ▶			
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		No

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		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?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶NORTHEAST INVESTMENT MANAGEMENT IN Telephone no ▶(617) 523-3588

Located at ▶100 HIGH STREET BOSTON MA ZIP+4 ▶02110

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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

			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)?	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		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)?	**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?. ☐ 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
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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	**(e)** Expense account, other allowances
JAMES H HOLLAND 1678 WEST REDSTONE CENTER DRIVE 210 PARK CITY, UT 84098	TRUSTEE 1 00	0	0	0
JOSEPH J HOLLAND C/O CLIFFORD PROP PO BOX 850 NORWICH, VT 05055	TRUSTEE 1 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	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
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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
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 ▶	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	5,587,908
b	Average of monthly cash balances.		1b	98,247
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	5,686,155
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	5,686,155
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	85,292
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,600,863
6	**Minimum investment return.** Enter 5% of line 5.		6	280,043

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	280,043
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 14,079		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	14,079
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	265,964
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	265,964
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	265,964

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,169,753
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	1,169,753
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	14,079
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	1,155,674

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					265,964
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				241,444	
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 ▶ $ 1,169,753					
a Applied to 2015, but not more than line 2a				241,444	
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.					265,964
e Remaining amount distributed out of corpus		662,345			
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		662,345			
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					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 (see instructions) . . .		0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		662,345			
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. . . .	662,345				

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))

See Additional Data Table

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,166,666
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	79,075	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	74,787	
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		153,862	0

13 Total. Add line 12, columns (b), (d), and (e). 13 153,862

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2017-05-02	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
RICHARD J SEMPLE		2017-05-02		P00236332
Firm's name ▶ NORTHEAST INVESTMENT MANAGEMENT INC				Firm's EIN ▶04-2815899
Firm's address ▶ 100 HIGH ST STE 1000 BOSTON, MA 021102301				Phone no (888) 404-1557

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
24 ADVANSIX INC	P	2013-07-31	2016-10-05
16 ADVANSIX INC	P	2014-08-05	2016-10-05
1172 AKAMAI TECHNOLOGIES INC	P	2005-03-11	2016-08-03
610 AKAMAI TECHNOLOGIES INC	P	2008-03-26	2016-08-03
580 AKAMAI TECHNOLOGIES INC	P	2009-02-11	2016-08-03
500 APPLE INC	P	2007-08-24	2016-06-23
455 APPLE INC	P	2007-08-24	2016-11-17
13387 APPLE	P	2015-12-29	2016-01-13
780 ATHENAHEALTH INC	P	2016-01-14	2016-11-02
420 ATHENAHEALTH INC	P	2016-08-03	2016-11-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
343		267	76
229		195	34
57,874		21,633	36,241
30,122		19,715	10,407
28,640		9,916	18,724
47,790		9,610	38,180
49,836		8,745	41,091
1,347,665		189,121	1,158,544
78,670		119,152	-40,482
42,361		52,878	-10,517

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			76
			34
			36,241
			10,407
			18,724
			38,180
			41,091
			1,158,544
			-40,482
			-10,517

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
189 CVS HEALTH CORP	P	2007-11-26	2016-06-23
1266 CARTER'S INC	P	2016-01-14	2016-10-25
583 FORTIVE CORP	P	2015-06-22	2016-08-03
118 FORTIVE CORP	P	2016-01-14	2016-08-03
7160 OAKMARK INTERNATIONAL FD-I	P	2012-05-21	2016-06-16
156 OAKMARK INTERNATIONAL FD-I	P	2012-12-13	2016-06-16
1725 OAKMARK INTERNATIONAL FD-I	P	2013-01-02	2016-06-16
258 OAKMARK INTERNATIONAL FD-I	P	2013-12-19	2016-06-16
2045 OAKMARK INTERNATIONAL FD-I	P	2014-04-17	2016-06-16
756 OAKMARK INTERNATIONAL FD-I	P	2014-12-18	2016-06-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,709		7,874	9,835
107,405		116,666	-9,261
28,676		24,788	3,888
5,784		5,056	728
139,260		120,000	19,260
3,034		3,147	-113
33,549		36,878	-3,329
5,021		6,596	-1,575
39,770		54,042	-14,272
14,714		17,838	-3,124

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			9,835
			-9,261
			3,888
			728
			19,260
			-113
			-3,329
			-1,575
			-14,272
			-3,124

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
616 OAKMARK INTERNATIONAL FD-I	P	2015-12-17	2016-06-16
1200 MAGNA INTERNATIONAL INC CL A	P	2013-10-04	2016-01-13
240 MAGNA INTERNATIONAL INC CL A	P	2014-02-04	2016-01-13
368 MAGNA INTERNATIONAL INC CL A	P	2014-06-20	2016-01-13
677 MANHATTAN ASSOCS INC	P	2014-06-20	2016-08-23
700 MANHATTAN ASSOCS INC	P	2014-08-05	2016-08-23
3214 MATTHEWS PACIFIC TIGER-INST	P	2015-03-09	2016-01-13
1254 MATTHEWS PACIFIC TIGER-INST	P	2015-03-17	2016-01-13
519 MATTHEWS PACIFIC TIGER-INST	P	2015-12-10	2016-01-13
1200 MONDELEZ INTERNATIONAL INC	P	2013-02-13	2016-08-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,977		13,073	-1,096
43,932		50,367	-6,435
8,786		9,940	-1,154
13,472		19,973	-6,501
40,790		23,524	17,266
42,176		21,224	20,952
70,617		90,000	-19,383
27,541		35,000	-7,459
11,409		11,975	-566
51,770		32,974	18,796

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,096
			-6,435
			-1,154
			-6,501
			17,266
			20,952
			-19,383
			-7,459
			-566
			18,796

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
600 MONDELEZ INTERNATIONAL INC	P	2013-04-10	2016-08-23
1100 MONDELEZ INTERNATIONAL INC	P	2014-10-24	2016-08-23
750 NESTLE SA SPONS ADR	P	2009-02-11	2016-08-03
865 NESTLE SA SPONS ADR	P	2016-01-14	2016-08-03
380 NOVARTIS AG SPONS ADR	P	2010-11-17	2016-08-03
270 NOVARTIS AG SPONS ADR	P	2011-08-19	2016-08-03
350 NOVARTIS AG SPONS ADR	P	2014-08-05	2016-08-03
1500 NOVO NORDISK AS SPONS ADR	P	2013-07-31	2016-06-23
750 T ROWE PRICE GROUP INC	P	2006-09-26	2016-06-23
1850 STIFEL FINL CORP	P	2015-03-12	2016-04-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,885		17,989	7,896
47,456		37,415	10,041
59,188		24,443	34,745
68,264		61,824	6,440
31,288		21,265	10,023
22,231		14,974	7,257
28,818		30,320	-1,502
79,691		50,759	28,932
54,850		37,244	17,606
52,163		104,275	-52,112

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			7,896
			10,041
			34,745
			6,440
			10,023
			7,257
			-1,502
			28,932
			17,606
			-52,112

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
700 US BANCORP NEW	P	2012-05-21	2016-11-29
300 US BANCORP NEW	P	2012-08-20	2016-11-29
100 US BANCORP NEW	P	2012-08-20	2016-10-25
900 US BANCORP NEW	P	2012-02-15	2016-11-29
228 UNION PAC CORP	P	2016-01-14	2016-06-23
116 UNITED TECHNOLOGIES CORP	P	2016-01-14	2016-06-23
732 V F CORP	P	2011-08-05	2016-08-03
368 V F CORP	P	2011-09-19	2016-08-03
1402 VANGUARD FTSE DEVELOPED MARKETS ETF	P	2016-08-03	2016-11-17
1200 VANGUARD REIT ETF	P	2016-06-16	2016-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
34,460		21,518	12,942
14,769		9,924	4,845
4,389		3,308	1,081
44,306		25,875	18,431
20,150		17,293	2,857
11,835		10,373	1,462
44,267		20,398	23,869
22,255		11,463	10,792
50,176		50,907	-731
94,474		102,569	-8,095

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			12,942
			4,845
			1,081
			18,431
			2,857
			1,462
			23,869
			10,792
			-731
			-8,095

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
159 VANGUARD MID CAP INDEX-ADM	P	2015-05-27	2016-08-23
90 VANGUARD MID CAP INDEX-ADM	P	2015-05-27	2016-08-23
65 VANGUARD MID CAP INDEX-ADM	P	2015-01-12	2016-08-23
15 VANGUARD MID CAP INDEX-ADM	P	2015-01-12	2016-10-25
273 VANGUARD MID CAP INDEX-ADM	P	2013-04-10	2016-10-25
151 VANGUARD SMALL-CAP INDEX-ADM	P	2006-11-21	2016-10-25
173 VANGUARD SMALL-CAP INDEX-ADM	P	2015-01-12	2016-10-25
476 VANGUARD SMALL-CAP INDEX-ADM	P	2010-04-08	2016-10-25
427 VANGUARD SMALL-CAP INDEX-ADM	P	2015-05-27	2016-08-23
241 VANGUARD SMALL-CAP INDEX-ADM	P	2015-05-27	2016-08-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,665		25,669	-4
14,534		14,536	-2
10,572		9,851	721
2,296		2,218	78
42,630		31,529	11,101
8,608		5,000	3,608
9,826		9,482	344
27,081		14,787	12,294
25,204		25,246	-42
14,218		14,242	-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-4
			-2
			721
			78
			11,101
			3,608
			344
			12,294
			-42
			-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
185 VANGUARD SMALL-CAP INDEX-ADM	P	2015-01-12	2016-08-23
1100 WAYFAIR INC	P	2015-11-03	2016-11-08
516 WAYFAIR INC	P	2015-11-24	2016-11-08
1174 WAYFAIR INC	P	2016-01-14	2016-11-08
1800 ALKERMES PLC	P	2016-01-14	2016-01-26
400 PERRIGO CO PLC	P	2013-12-19	2016-03-01
600 NXP SEMICONDUCTORS	P	2014-12-03	2016-11-17
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,940		10,189	751
35,756		51,064	-15,308
16,773		20,038	-3,265
38,161		47,208	-9,047
62,136		117,752	-55,616
50,408		60,882	-10,474
59,057		46,285	12,772
5,208			5,208

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			751
			-15,308
			-3,265
			-9,047
			-55,616
			-10,474
			12,772
			5,208

Form 990PF Part XV Line 1a - 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).

JAMES H HOLLAND
JOSEPH J HOLLAND

Form 990PF Part XV Line 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*				
AXION RESEARCH FOUNDATION 100 DEEPWOOD DRIVE HAMDEN, CT 06517	NONE	PUBLIC CHARITY	GENERAL	595,000
TACTILE COMMUNICATION & NEUROREHAB LABORATORY 455 SCIENCE DRIVE - STE 165 MADISON, WI 53711	NONE	PUBLIC CHARITY	GENERAL	10,000
USA NORDIC SPORT P O BOX 683757 PARK CITY, UT 84060	NONE	PUBLIC CHARITY	GENERAL	100,000
WOMEN'S SKI JUMPING USA P O BOX 980218 PARK CITY, UT 84098	NONE	PUBLIC CHARITY	GENERAL	3,000
NORTHEAST SLOPES P O BOX 1101 EAST CORINTH, VT 05040	NONE	PUBLIC CHARITY	GENERAL	49,000
YALE UNIVERSITY 157 CHURCH STREET NEW HAVEN, CT 06510	NONE	PUBLIC CHARITY	GENERAL	409,666
Total . . . . ▶ **3a**				1,166,666

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491151004037

TY 2016 Accounting Fees Schedule

Name: THE BACKCOUNTRY CHARITABLE TRUST

EIN: 26-1214808

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NORTHEAST INVESTMENT MGMT	1,020	1,020		0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491151004037

TY 2016 Investments Corporate Stock Schedule

Name: THE BACKCOUNTRY CHARITABLE TRUST

EIN: 26-1214808

Name of Stock	End of Year Book Value	End of Year Fair Market Value
200 AMAZON	93,508	149,974
65 AMAZON	49,466	48,742
788 DISNEY	27,828	32,946
377 DISNEY	37,546	88,470
1600 LOWES COS	58,621	113,792
1808 MAGNA INTL	0	0
1694 NIKE	45,489	86,106
506 NIKE	27,360	25,720
1100 V.F. CORP	0	0
1616 WAYFAIR	0	0
2200 STARBUCKS	129,732	122,144
2600 CHURCH & DWIGHT	128,773	114,894
745 COSTCO WHOLESALE	87,958	119,282
999 CVS CAREMARK	0	0
810 CVS HEALTH	31,602	63,917
470 CVS CAREMARK	0	0
790 CVS HEALTH	43,796	62,339
2900 MONDELEZ INTL	0	0
750 NESTLE	0	0
1800 BRISTOL MYERS SQUIBB	0	0
2300 BRISTOL MYERS SQUIBB	150,707	134,412
1098 CELGENE	85,751	127,093
1500 DANAHER	99,742	116,760
950 GILEAD SCIENCES	0	0
1500 GILEAD SCIENCES	107,826	107,415
769 THERMO FISHER SCIENTIFIC	113,342	108,506
1000 NOVARTIS	0	0
1500 NOVO NORDISK	0	0
400 PERRIGO	0	0
525 CHEVRON	48,187	61,793

Name of Stock	End of Year Book Value	End of Year Fair Market Value
125 CHEVRON	9,686	14,712
1200 DIAMONDBACK ENERGY	111,727	121,272
392 SCHLUMBERGER	41,313	32,908
760 SCHLUMBERGER	0	0
1108 SCHLUMBERGER	70,766	93,017
588 BERKSHIRE HATHAWAY CL B	44,076	95,832
170 BLACKROCK	0	0
340 BLACKROCK	123,332	129,384
1597 FIRST REPUBLIC BANK	0	0
1890 FIRST REPUBLIC BANK	119,762	174,145
426 GOLDMAN SACHS	0	0
723 GOLDMAN SACHS	106,954	173,122
1850 STIFEL FINL	0	0
750 T ROWE PRICE	0	0
2000 US BANCORP	0	0
1165 DANAHER	0	0
1170 JP MORGAN CHASE	80,391	100,959
4070 GENERAL ELECTRIC	118,924	128,612
1000 HONEYWELL INTL	86,114	115,850
1100 UNION PACIFIC	0	0
1372 UNION PACIFIC	60,745	142,249
1184 UNITED TECHNOLOGIES	105,873	129,790
1172 AKAMAI TECH	0	0
1190 AKAMAI TECH	0	0
51 ALPHABET	30,167	40,415
139 ALPHABET	93,013	110,150
1092 APPLE	0	0
14795 APPLE	0	0
137 APPLE	3,289	15,867
1408 APPLE	152,268	163,075

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1377 MANHATTAN ASSOCS	0	0
1205 FACEBOOK	118,883	138,635
2100 MICROSOFT	111,761	130,494
1013 NXP SEMICONDUCTORS	0	0
1000 NXP SEMICONDUCTORS	73,921	98,010
1800 VISA	49,150	140,436
1024 AMERICAN TOWER	0	0
1200 AMERICAN TOWER	66,926	126,816
2902 WEYERHAEUSER REIT	0	0
4200 WEYERHAEUSER REIT	118,266	126,378
93.772 VANGUARD MID CAP INDEX	9,500	15,279
1460.652 VANGUARD MID CAP INDEX	0	0
859.214 VANGUARD MID CAP INDEX	71,228	140,000
402.196 VANGUARD SMALL CAP	14,562	24,844
3862.611 VANGUARD SMALL CAP	0	0
2209.679 VANGUARD SMALL CAP	32,714	136,492
16652.050 HARDING LOEVNER EMERG MKT	0	0
16755.941 HARDING LOEVNER EMERG MKT	287,322	282,170
4987.133 MATTHEWS PACIFIC TIGER	0	0
12715.97 OAKMARK INTERNATIONAL FUND	0	0
6456 VANGUARD FTSE DEVELOPED MKTS	225,295	235,902

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491151004037

TY 2016 Other Expenses Schedule

Name: THE BACKCOUNTRY CHARITABLE TRUST

EIN: 26-1214808

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NESTLE ADR FEE	32	32		0

TY 2016 Other Professional Fees Schedule

Name: THE BACKCOUNTRY CHARITABLE TRUST

EIN: 26-1214808

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NORTHEAST INVESTMENT MGMT	20,580	17,493		3,087

TY 2016 Taxes Schedule

Name: THE BACKCOUNTRY CHARITABLE TRUST

EIN: 26-1214808

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	3,251	3,251		0
2014 FEDERAL EXCISE TAX PAYMENT	7,000	7,000		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 *www irs gov/form990*.

OMB No 1545-0047

2016

Name of the organization	Employer identification number
THE BACKCOUNTRY CHARITABLE TRUST	26-1214808

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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose 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	Employer identification number
THE BACKCOUNTRY CHARITABLE TRUST	26-1214808

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	CLIFFORD PROPERTIES INC PO BOX 850 NORWICH, VT05055	$ 49,466	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)

Name of organization	Employer identification number
THE BACKCOUNTRY CHARITABLE TRUST	26-1214808

Part II Noncash Property

(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	65 SHS AMAZON	$ 49 466	2016-08-02

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	**Employer identification number**
THE BACKCOUNTRY CHARITABLE TRUST	26-1214808

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of** ***exclusively*** **religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.) ▶ $** ____________

Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	