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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its 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 QUAKER HILL FOUNDATION INC

A Employer identification number
27-3801257

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 111

Room/suite

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code
North Andover, MA 01845

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

D 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)

J Accounting method

\$ 3,582,493

☒ 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)			
	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	80,566	80,566	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	144,224		
	b Gross sales price for all assets on line 6a	871,527		
	7 Capital gain net income (from Part IV, line 2)		144,224	
	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	224,790	224,790		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	727		
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)	20,168	20,168	
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	4,963	1,616	28
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings	4,273		4,273
	22 Printing and publications			
	23 Other expenses (attach schedule)	6,677		5,933
	24 Total operating and administrative expenses. Add lines 13 through 23	36,808	21,784	10,234
	25 Contributions, gifts, grants paid	203,750		203,750
	26 Total expenses and disbursements. Add lines 24 and 25	240,558	21,784	213,984
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-15,768		
	b Net investment income (if negative, enter -0-)		203,006	
	c Adjusted net income(if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

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	152,228	191,043	191,043
	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)	2,312,822	2,332,373	2,963,342
	c	Investments—corporate bonds (attach schedule)	501,003	426,869	428,108
	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)	2,966,053	2,950,285	3,582,493	
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	2,966,053	2,950,285	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,966,053	2,950,285	
	31	Total liabilities and net assets/fund balances (see instructions) .	2,966,053	2,950,285	

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	2,966,053
2	Enter amount from Part I, line 27a	2	-15,768
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,950,285
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	2,950,285

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES	P		
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 871,527		727,303	144,224
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			144,224
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	144,224
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	208,855	3,816,399	0 054726
2014	185,439	3,900,984	0 047536
2013	204,086	3,645,867	0 055977
2012	193,335	3,397,822	0 0569
2011	186,131	3,392,138	0 054871

2 Total of line 1, column (d)	2	0 27001
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 054002
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,573,854
5 Multiply line 4 by line 3	5	192,995
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,030
7 Add lines 5 and 6	7	195,025
8 Enter qualifying distributions from Part XII, line 4	8	213,984

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	2,030
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	2,030
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	2,030
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,295
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	5,295
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	3,265
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 3,265 Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	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) ☐ NJ		
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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	Yes	
14	The books are in care of ► <u>ELIZABETH DUCOT</u> Telephone no ► <u>(978) 688-7211</u>			

Located at ► PO BOX 111 North Andover MA ZIP+4 ► 01845

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		
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? 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 ►	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	
	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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	☐ Yes ☒ No	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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
	b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	☐ Yes ☒ No	6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
	b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes ☒ No	7b	

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

[illegible][illegible]

Total number of other employees paid over \$50,000.	0
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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. ►		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 _____ _____ _____	
2 _____ _____ _____	
3 _____ _____ _____	
4 _____ _____ _____	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	3,443,544
b	Average of monthly cash balances.	1b	184,734
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,628,278
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,628,278
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	54,424
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,573,854
6	Minimum investment return. Enter 5% of line 5.	6	178,693

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	178,693
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	2,030
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,030
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	176,663
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	176,663
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	176,663

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	213,984
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	213,984
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	2,030
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	211,954

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				176,663
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011. 20,302				
b From 2012. 31,512				
c From 2013. 26,180				
d From 2014.				
e From 2015. 22,865				
f Total of lines 3a through e.	100,859			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 213,984				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				176,663
e Remaining amount distributed out of corpus	37,321			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	138,180			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	20,302			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	117,878			
10 Analysis of line 9				
a Excess from 2012. 31,512				
b Excess from 2013. 26,180				
c Excess from 2014.				
d Excess from 2015. 22,865				
e Excess from 2016. 37,321				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	203,750
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	80,566	
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	144,224	
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). .				224,790	
13 Total. Add line 12, columns (b), (d), and (e).			13		224,790

(See worksheet in line 13 instructions to verify calculations)

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

Part XVII

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

[illegible]

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

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

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

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

Print/Type preparer's name Christopher A Lee	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00750159
Firm's name ► Merrimack Valley Accounting Inc				Firm's EIN ► 47-1604877
Firm's address ► 105 Beverly Street North Andover, MA 01845				Phone no (978) 609-1937

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ELIZABETH DUCOT	TREASURER 0 50	0	0	0
PO BOX 111 North Andover, MA 01845				
DANIEL MINER	TRUSTEE 0 50	0	0	0
PO BOX 111 North Andover, MA 01845				
PHEBE RICHARDS	SECRETARY 0 50	0	0	0
PO BOX 111 North Andover, MA 01845				
MARY STEVENS	TRUSTEE 0 50	0	0	0
PO BOX 111 North Andover, MA 01845				
ANDREW CURRIE	TRUSTEE 0 50	0	0	0
PO BOX 111 North Andover, MA 01845				
ROBERT WILCOX	CHAIRMAN 0 50	0	0	0
PO BOX 111 North Andover, MA 01845				
SARA WILCOX	TRUSTEE 0 50	0	0	0
PO BOX 111 North Andover, MA 01845				
LEA MILLER	TRUSTEE 0 50	0	0	0
PO BOX 111 North Andover, MA 01845				
HELEN STEVENS	TRUSTEE 0 50	0	0	0
PO BOX 111 North Andover, MA 01845				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE CHAPIN SCHOOL 100 EAST END AVENUE New York, NY 10028	UNRELATED	PC	GENERAL SUPPORT	150
THE CHURCH OF THE EPIPHANY 1317 G STREET Washington, DC 20005	UNRELATED	PC	20000 FOR REPAIR AND 5000 FOR GENERAL SUPPORT	25,000
ALZHEIMERS FOUNDATION 455 SHERMAN STREET UNIT 500 Denver, CO 80203	UNRELATED	PC	GENERAL SUPPORT	50
ACLU OF MINNESOTA 2300 MYRLE AVENUE SUITE 180 Saint Paul, MN 55114	UNRELATED	PC	GENERAL SUPPORT	60
AMERICAN INST FOR CANCER RESEARCH 1759 R STREET NW Washington, DC 20009	UNRELATED	PC	GENERAL SUPPORT	500
Total ► 3a				203,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMNESTY INTERNATIONAL 5 PENN PLAZA New York, NY 10001	UNRELATED	PC	GENERAL SUPPORT	200
ANDOVER VILLAGE IMPROVEMENT SOCIETY PO BOX 5097 Andover, MA 01810	UNRELATED	PC	GENERAL SUPPORT	500
ASCENSION HOLY TRINITY EP CHURCH 334 BURNS AVENUE Cincinnati, OH 45215	UNRELATED	PC	GENERAL SUPPORT	2,546
BALLARD FOOD BANK 5130 LEAR AVENUE NW Seattle, WA 98107	UNRELATED	PC	GENERAL SUPPORT	1,000
BENNINGTON COLLEGE ONE COLLEGE DRIVE Bennington, VT 05201	UNRELATED	PC	ANNUAL FUND	1,500
Total 				203,750
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE BLAKE SCHOOL 511 KENWOOD PARKWAY Minneapolis, MN 55403	UNRELATED	PC	LEARNING WORKS SUPPORT	250
BLESSED STEPHEN BELLESINI ACADEMY 94 BRADFORD STREET Lawrence, MA 01840	UNRELATED	PC	GENERAL SUPPORT	250
BOSTON MEDICAL CENTER 801 MASSACHUSETTS AVENUE FIRST FLR Boston, MA 02118	UNRELATED	PC	BOSTON CENTER FOR REFUGEE HEALTH	1,850
BRADY CENTER 840 FIRST STREET NW SUITE 400 Washington, DC 20002	UNRELATED	PC	GENERAL SUPPORT	250
BRAIN AND BEHAVIOR RESEARCH FNDN 90 PARK AVENUE FLR 16 New York, NY 10016	UNRELATED	PC	GENERAL SUPPORT	500
Total 				203,750
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BRIGHT BY THREE 3605 MARTIN LUTHER KING BLVD Denver, CO 80205	UNRELATED	PC	NIGHT OUT GALA AND PROGRAM SUPPORT	825
BRYN MAWR COLLEGE 101 NORTH MARION AVENUE Bryn Mawr, PA 19010	UNRELATED	PC	SCHOLARSHIPS	2,000
CANNON RIVER STEM SCHOOL 1800 1ST STREET NE Faribault, MN 55021	UNRELATED	PC	GENERAL SUPPORT	100
CHILD HAVEN 316 BROADWAY Seattle, WA 98122	UNRELATED	PC	GENERAL SUPPORT	500
CHORUS NORTH SHORE PO BOX 2454 South Hamilton, MA 01982	UNRELATED	PC	ENDOWMENT FUNDING	15,200
Total 				203,750
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHRIST CHURCH CATHEDRAL 900 BROADWAY Nashville, TN 37203	UNRELATED	PC	GENERAL SUPPORT	4,719
COLORADO COLLEGE 14 EAST CACHE LA POUDE STREET Colorado Springs, CO 80903	UNRELATED	PC	GENERAL SUPPORT	150
COLUMBIA UNIVERSITY SCH OF NURSING 622 WEST 113TH STREET MC 4524 New York, NY 10025	UNRELATED	PC	GENERAL SUPPORT	50
COMMUNITY GIVING TREE PO BOX 508 West Boxford, MA 01885	UNRELATED	PC	GENERAL SUPPORT	500
COMPATIBLE TECHNOLOGY INTERNATIONAL 800 TRANSFER ROAD SUITE 6 Saint Paul, MN 55114	UNRELATED	PC	GENERAL SUPPORT	1,850
Total 				203,750
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DUBOIS HIGH SCHOOL TRAVEL CLUB 700A CARSONS STREET Dubois, WY 82513	UNRELATED	PC	TRAVEL CLUB SUPPORT	1,850
ECCF GREATER LAWRENCE SUMMER FUND 175 ANDOVER STREET SUITE 101 Danvers, MA 01923	UNRELATED	PC	GENERAL SUPPORT	500
THE ECOLOGY SCHOOL 8 MORRIS AVE BUILDING 1 Saco, ME 04072	UNRELATED	PC	GENERAL SUPPORT	1,850
EL POMAR FOUNDATION 10 LAKE CIRCLE Colorado Springs, CO 80906	UNRELATED	PC	FERRAND FUND	97
ENGLISH SANGHA TRUST GRANT GREAT GADDESSEN HERTS HP2 3 BZ HEMEL HEMPSTEAD UK	UNRELATED	PC	FUNDING FOR CONSTRUCTION	15,000
Total ► 3a				203,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EPAM ROTARY PO BOX 44603 Eden Prairie, MN 55344	UNRELATED	PC	GENERAL SUPPORT	250
ESPERANZA ACADEMY 198 GARDEN STREET Lawrence, MA 01840	UNRELATED	PC	GENERAL SUPPORT	250
ESSEX ART CENTER 56 ISLAND STREET Lawrence, MA 01840	UNRELATED	PC	GENERAL SUPPORT	250
ESSEX COUNTY GREENBELT ASSOCIATION 82 EASTERN AVENUE Essex, MA 01929	UNRELATED	PC	GENERAL SUPPORT	250
EVERYDAY MIRACLES 1211 JACKSON STREET Minneapolis, MN 55413	UNRELATED	PC	GENERAL SUPPORT	3,700
Total ▶ 3a				203,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EXPLORING NEW HORIZONS PO BOX 1514 Felton, CA 95018	UNRELATED	PC	PROGRAM SUPPORT	1,850
FRIENDS OF 885 FM PO BOX 44459 Tacoma, WA 98448	UNRELATED	PC	GENERAL SUPPORT	500
FRIENDS OF ST PAUL PUBLIC LIBRARY 325 CEDAR STREET SUITE 555 Saint Paul, MN 55101	UNRELATED	PC	ENDOWMENT FUNDING 500 AND PROGRAM SUPPORT 100	600
FRIENDS OF THE HENNEPIN COUNTY LIBR 300 NICOLLET MALL SUITE N 290 Minneapolis, MN 55401	UNRELATED	PC	GENERAL SUPPORT 250 AND EVENT SUPPORT 100	350
GIVING VOICE INITIATIVE 4627 BRUCE AVENUE EDINA, MN 55424	UNRELATED	PC	GENERAL SUPPORT	250
Total ► 3a				203,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GLOBAL WATER DANCES 3626 QUEEN AVENUE NORTH Minneapolis, MN 55412	UNRELATED	PC	GENERAL SUPPORT	1,000
GOVERNORS ACADEMY 1 ELM STREET Byfield, MA 01922	UNRELATED	PC	GENERAL SUPPORT	250
GUTTMACHER INSTITUTE 125 MAIDEN LANE 7TH FLR New York, NY 10038	UNRELATED	PC	GENERAL SUPPORT	139
HAITIAN HEALTH FOUNDATION 97 SHERMAN STREET Norwich, CT 06360	UNRELATED	PC	RECOVERY FROM HURRICANE MATTHEW	75
HIRAM COLLEGE PO BOX 67 Hiram, OH 44234	UNRELATED	PC	PROGRAM FUNDING AND SCHOLARSHIP	7,200
Total ▶ 3a				203,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOME HEALTH VNA 360 MERRIMACK STREET BLDG 9 Lawrence, MA 01843	UNRELATED	PC	GENERAL SUPPORT	50
THE HOMER FOUNDATION PO BOX 2600 Homer, AK 99603	UNRELATED	PC	GENERAL SUPPORT	3,700
THE HOUSE OF HOPE PRESB CHURCH 797 SUMMIT AVENUE Saint Paul, MN 55105	UNRELATED	PC	GENERAL SUPPORT	490
HURRICANE ISLAND OUTWARD BOUND 41 MECHANIC STREET SUITE 313 Camden, ME 04843	UNRELATED	PC	GENERAL SUPPORT	6,500
INFANTS REMEMBERED IN SILENCE 218 THIRD STREET NW Faribault, MN 55021	UNRELATED	PC	GENERAL SUPPORT	100
Total ► 3a				203,750

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 <i>Paid during the year</i>				
JOHNS HOPKINS KIMMEL CANCER CENTER 750 EAST PRATT STREET SUITE 1700 Baltimore, MD 21202	UNRELATED	PC	GENERAL SUPPORT	5,000
KCTS 9 401 MERCER STREET Seattle, WA 98109	UNRELATED	PC	GENERAL SUPPORT	165
KECHEMAK BAY BROADCASTING INC 3913 KECHEMAK WAY Homer, AK 99603	UNRELATED	PC	GENERAL SUPPORT	120
KQED 2601 MARIPOSA STREET San Francisco, CA 94110	UNRELATED	PC	GENERAL SUPPORT	139
KTIS PO BOX 130517 ROSEVILLE, MN 55113	UNRELATED	PC	GENERAL SUPPORT	500
Total 3a				203,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LABAN BARTENEIFF INST OF MOVEMENT 54 WEST 40TH STREET SUITE 1123 New York, NY 10018	UNRELATED	PC	PROGRAM SUPPORT	1,000
LAFAYETTE COLLEGE PO BOX 3000 Easton, PA 18042	UNRELATED	PC	ANNUAL FUND SUPPORT	250
LAZARUS HOUSE PO BOX 408 Lawrence, MA 01842	UNRELATED	PC	GENERAL SUPPORT	250
MARSHALL ROAD ELEMENTARY SCHOOL 730 MARSHALL ROAD SW Vienna, VA 22180	UNRELATED	PC	SPONSORSHIP	100
MASSACHUSETTS AUDUBON SOCIETY 208 SOUTH GREAT ROAD Lincoln, MA 01773	UNRELATED	PC	GENERAL SUPPORT	250
Total 3a				203,750

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MERRIMACK VALLEY CHORUS 18 VERMONT ROAD Wilmington, MA 01887	UNRELATED	PC	GENERAL SUPPORT	3,700
MERR VALLEY HABITAT FOR HUMANITY 60 ISLAND STREET Lawrence, MA 01840	UNRELATED	PC	GENERAL SUPPORT	500
METROPOLITAN OPERA GUILD 70 LINCOLN CENTER PLAZA 6TH FLR New York, NY 10028	UNRELATED	PC	GENERAL SUPPORT	75
MINNEAPOLIS COMM TECH COLLEGE FND 1501 HENNEPIN AVENUE Minneapolis, MN 55403	UNRELATED	PC	SCHOLARSHIP FUND	100
MINNEAPOLIS INSTITUTE OF ART 2400 THIRD AVENUE SOUTH Minneapolis, MN 55404	UNRELATED	PC	GENERAL SUPPORT	60
Total 				203,750
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MINNESOTA CHORALE 528 HENNEPIN AVE SUITE 211 Minneapolis, MN 55403	UNRELATED	PC	GENERAL SUPPORT	500
MINNESOTA HISTORICAL SOCIETY 345 KELLOGG BLVD WEST Saint Paul, MN 55102	UNRELATED	PC	GENERAL SUPPORT	60
MINNESOTA PUBLIC RADIO 45 EAST 7TH STREET Saint Paul, MN 55101	UNRELATED	PC	GENERAL SUPPORT	2,220
MINNETONKA CENTER FOR THE ARTS 2240 NORTH SHORE DR Wayzata, MN 55391	UNRELATED	PC	GENERAL SUPPORT	1,000
MONTEVERDE FRIENDS US PO BOX 1308 Greenfield, MA 01302	UNRELATED	PC	GENERAL SUPPORT	150
Total ▶ 3a				203,750

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MOUNT HOLYOKE COLLEGE 50 COLLEGE STREET South Hadley, MA 01075	UNRELATED	PC	REUNION SUPPORT	250
THE MOUNTAINEERS 7700 SAND POINT WAY NE Seattle, WA 98115	UNRELATED	PC	GENERAL SUPPORT	50
NAMI SEATTLE 802 NW 70TH STREET Seattle, WA 98177	UNRELATED	PC	GENERAL SUPPORT	2,500
NASHVILLE RESCUE MISSION PO BOX 333229 Nashville, TN 37203	UNRELATED	PC	GENERAL SUPPORT	250
NATICK SERVICE COUNCIL 9 WEBSTER STREET Natick, MA 01760	UNRELATED	PC	GENERAL SUPPORT	50
Total ▶ 3a				203,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL PUBLIC RADIO 1111 NORTH CAPITAL STREET NE Washington, DC 20022	UNRELATED	PC	GENERAL SUPPORT	1,989
NATL CTR FOR COMPETENCY BASED LRNG 587 BAY ROAD Durham, NH 03824	UNRELATED	PC	MENTOR CONNECT PROJECT 19750 GEN SUPPORT 1000	20,750
NATURE CONSERVANCY 4245 NORTH FAIRFAX DR SUITE 100 Arlington, VA 22203	UNRELATED	PC	GENERAL SUPPORT	375
NEW YORK PUBLIC RADIO 160 VARICK STREET New York, NY 10013	UNRELATED	PC	GENERAL SUPPORT	139
NORTHFIELD MOUNT HERMON SCHOOL ONE LAMPLIGHTER WAY MOUNT HERMON, MA 01354	UNRELATED	PC	NMH FUND	100
Total 				203,750
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTHWEST OUTWARD BOUND SCHOOL 31520 EAST WOODARD ROAD Troutdale, OR 97060	UNRELATED	PC	GENERAL SUPPORT	2,000
THE OPEN DOOR 28 EMERSON AVENUE Gloucester, MA 01930	UNRELATED	PC	GENERAL SUPPORT AND 7600 EQUIPMENT	9,750
OUR SAVIORS LUTHERAN CHURCH 1207 PRAIRIE AVENUE SW Faribault, MN 55021	UNRELATED	PC	GENERAL SUPPORT	1,000
OUTWARD BOUND USA 4 AIRLINE DRIVE SUITE 222 Albany, NY 12205	UNRELATED	PC	GENERAL SUPPORT	390
PARADISE CENTER FOR THE ARTS 321 CENTRAL AVENUE Faribault, MN 55021	UNRELATED	PC	GENERAL SUPPORT	100
Total ▶ 3a				203,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PIKE SCHOOL 34 SUNSET ROCK ROAD Andover, MA 01810	UNRELATED	PC	GENERAL SUPPORT	500
PLANNED PARENTHOOD 434 WEST 33RD STREET New York, NY 10001	UNRELATED	PC	GENERAL SUPPORT	139
PLANNED PARENTHOOD FEDERATION PO BOX 97166 Washington, DC 20077	UNRELATED	PC	GENERAL SUPPORT	350
PLANNED PARENTHOOD OF MN ND SD 671 VANDALIA STREET Saint Paul, MN 55114	UNRELATED	PC	GENERAL SUPPORT	150
PLANNED PARENTHOOD OF THE GREAT NW 2001 EAST MADISON STREET Seattle, WA 98122	UNRELATED	PC	GENERAL SUPPORT	137
Total ► 3a				203,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
POWELL PTO 8000 SOUTH CORONA WAY Littleton, CO 80122	UNRELATED	PC	GENERAL SUPPORT	200
PUBLIC BROADCASTING SERVICE 2100 CRYSTAL DRIVE Arlington, VA 22202	UNRELATED	PC	GENERAL SUPPORT	1,850
QUEBEC LABRADOR FOUNDATION 55 SOUTH MAIN STREET Ipswich, MA 01938	UNRELATED	PC	GENERAL SUPPORT	250
RIVER BEND NATURE CENTER PO BOX 186 Faribault, MN 55021	UNRELATED	PC	GENERAL SUPPORT	100
THE ROTARY FOUNDATION 1860 SHERMAN AVENUE Evanston, IL 60201	UNRELATED	PC	ANNUAL FUND	250
Total ► 3a				203,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SAVE THE CHILDREN 501 KINGS HIGHWAY Fairfield, CT 06825	UNRELATED	PC	GENERAL SUPPORT	1,000
SCHOOL YEAR ABROAD 439 SOUTH UNION STREET UNIT 404 Lawrence, MA 01843	UNRELATED	PC	GENERAL SUPPORT	250
SEATTLE ART MUSEUM 1300 FIRST AVENUE Seattle, WA 98101	UNRELATED	PC	GENERAL SUPPORT	160
SECOND HARVEST HEARTLAND 1140 GERVAIS AVENUE Saint Paul, MN 55109	UNRELATED	PC	GENERAL SUPPORT	150
SHATTUCK ST MARYS SCHOOL PO BOX 218 Faribault, MN 55021	UNRELATED	PC	GENERAL SUPPORT	1,000
Total ▶ 3a				203,750

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 <i>Paid during the year</i>				
SMILE TRAIN PO BOX 96231 Washington, DC 20090	UNRELATED	PC	GENERAL SUPPORT	100
SOLID GROUND 1501 NORTH 45TH STREET Seattle, WA 98103	UNRELATED	PC	GENERAL SUPPORT	1,000
SPRINGBOARD FOR THE ARTS 308 PRINCE STREET SUITE 270 Saint Paul, MN 55101	UNRELATED	PC	SAVAGE UMBRELLA	60
ST BARTHOLOMEW CHURCH 9375 WINTON ROAD Cincinnati, OH 45231	UNRELATED	PC	GENERAL SUPPORT	2,010
ST CATHERINE UNIVERSITY 2004 RANDOLPH AVENUE Saint Paul, MN 55105	UNRELATED	PC	MASTER OF ARTS ORG LEADERSHIP NEWMAN FUND	1,000
Total 3a				203,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST JAMES EPISCOPAL CHURCH GROVELAND 119 WASHINGTON STREET Groveland, MA 01834	UNRELATED	PC	GENERAL SUPPORT	3,000
ST JOHNS EPISCOPAL CHURCH 48 MIDDLE STREET Gloucester, MA 01930	UNRELATED	PC	GENERAL SUPPORT	150
ST JOSEPH HOSPICE MARE STREET E8 4SA LONDON UK	UNRELATED	PC	GENERAL SUPPORT	67
ST JUDE CHILDRENS RESEARCH HOSPIT 501 ST JUDE PLACE Memphis, TN 38105	UNRELATED	PC	GENERAL SUPPORT	1,000
ST LOUIS PARK EMERGENCY ROOM 6812 W LAKE STREET ST LOUIS, MN 55426	UNRELATED	PC	GENERAL SUPPORT	60
Total ► 3a				203,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST LUKES COMMUNITY HOUSE 5601 NEW YORK AVENUE Nashville, TN 37209	UNRELATED	PC	GENERAL SUPPORT	250
SWARTHMORE COLLEGE 500 COLLEGE AVENUE Swarthmore, PA 19081	UNRELATED	PC	PROGRAM FUNDING	500
THE LOFT LITERACY CENTER SUITE 200 WASHINGTON AVENUE Minneapolis, MN 55413	UNRELATED	PC	GENERAL SUPPORT	120
THOMPSON ISLAND OUTWARD BOUND PO BOX 127 South Boston, MA 02127	UNRELATED	PC	SCHOLARSHIPS	1,950
TRINITY COLLEGE 300 SUMMIT STREET Hartford, CT 06106	UNRELATED	PC	ANNUAL FUND	2,000
Total ▶ 3a				203,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TRUSTEES OF PHILLIPS 180 MAIN STREET Andover, MA 01810	UNRELATED	PC	GENERAL SUPPORT	500
TRUSTEES OF RESERVATIONS 572 ESSEX STREET Beverly, MA 01915	UNRELATED	PC	GENERAL SUPPORT	1,100
TWIN CITIES PUBLIC TELEVISION 480 CEDAR STREET Saint Paul, MN 55101	UNRELATED	PC	GENERAL SUPPORT	300
UM GEOSCIENCES 32 CAMPUS DRIVE UNIT 1296 Missoula, MT 59812	UNRELATED	PC	GEOSCIENCE DEPARTMENT	1,850
UNITED WAY OF GREATER CINCINNATI 2400 READING ROAD Cincinnati, OH 45202	UNRELATED	PC	GENERAL SUPPORT	5,210
Total ▶ 3a				203,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY OF KING COUNTY 720 SECOND AVENUE Seattle, WA 98104	UNRELATED	PC	GENERAL SUPPORT	1,200
UNIVERSITY OF WASHINGTON PO BOX 35950 Seattle, WA 98195	UNRELATED	PC	KUOW PUGET SOUND PUBLIC RADIO FUND BROADCAST SERV	139
UNIVERSITY SCHOOL OF NASHVILLE 2100 EDGEHILL AVENUE Nashville, TN 37203	UNRELATED	PC	ANNUAL FUND	200
UNIVERSITY UNITARIAN CHURCH 6556 35TH STREET Seattle, WA 98115	UNRELATED	PC	GENERAL SUPPORT	4,520
USA FOR UNHCR 1775 K STREET NW Washington, DC 20006	UNRELATED	PC	GENERAL SUPPORT	4,200
Total ▶ 3a				203,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WELLSPRING FAMILY SERVICES 1900 RAINIER AVENUE Seattle, WA 98144	UNRELATED	PC	GENERAL SUPPORT	1,000
WIKIMEDIA FOUNDATION 149 NEW MONTGOMERY 6TH FLR San Francisco, CA 94105	UNRELATED	PC	GENERAL SUPPORT	75
WINDRUSH FARM 478 LACY STREET North Andover, MA 01845	UNRELATED	PC	GENERAL SUPPORT	250
YALE UNIVERSITY PO BOX 2038 New Haven, CT 06521	UNRELATED	PC	GENERAL SUPPORT	70
Total ▶ 3a				203,750

TY 2016 Investments Corporate Bonds Schedule**Name:** THE QUAKER HILL FOUNDATION INC**EIN:** 27-3801257

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DELL INC	0	0
CISCO	0	0
CVS CAREMARK CORP	0	0
KELLOGG CO	25,195	25,059
STATOIL ASA	25,325	25,285
ABBVIE INC	0	0
CONAGRA FOODS INC SR	25,308	25,054
CELGENE CORP	50,506	50,306
AMPHENOL CORP	50,115	50,600
EXPRESS SCRIPTS	49,617	49,994
KLA TENCOR CORP	75,538	76,782
ZIMMER HOLDINGS	75,202	75,004
STRYKER CORP	50,063	50,024

TY 2016 Investments Corporate Stock Schedule

Name: THE QUAKER HILL FOUNDATION INC
EIN: 27-3801257

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BBH LIMITED DURATION FUND	607,833	596,397
AKRE FOCUS FUND	115,000	130,556
BED BATH & BEYOND INC	27,164	19,304
COMCAST CORP CL A	10,886	36,251
DISCOVERY COMMUNICATIONS C	22,398	22,495
LIBERTY INTERACTIVE CORP A	11,092	19,121
LIBERTY GLOBAL PLC C	14,416	13,810
DIAGEO PLC	11,431	17,670
NESTLE A	9,222	17,576
UNILEVER	15,105	16,219
WAL-MART STORES INC	2,827	12,303
EOG RESOURCES INC	0	0
OCCIDENTAL PETROLEUM CORP	0	0
SCHLUMBERGER LTD	0	0
SOUTHWSTN ENERGY CO	0	0
BERKSHIRE HATHAWAY INC CL B	21,744	44,005
CHUBB CORP	0	0
PROGRESSIVE CORP	4,886	14,555
US BANCORP	15,891	34,932
WELLS FARGO & CO	16,336	30,862
BAXALTA INC	0	0
DENTSPLY SIRONA INC	5,111	10,218
NOVARTIS	20,680	27,315
HENRY SCHEIN INC	6,144	15,171
ZOETIS INC	14,287	25,962
PERRIGO CO PLC	18,443	14,482
WASTE MANAGEMENT INC	7,173	16,735
NIELSEN HOLDINGS PLC	5,812	5,663
EBAY INC	0	0
ALPHABET INC CL C	12,532	30,101

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FLEETCOR TECHNOLOGIES INC	7,654	8,916
MICROSOFT CORP	8,141	21,749
ORACLE CORP	48,007	47,140
PAYPAL HOLDINGS INC	11,829	21,314
QUALCOMM INC	31,832	34,882
CELANESE CORP	12,457	22,441
PRAXAIR INC	10,630	11,719
ALPS SER TR CLARKSTON PRTRN FD	100,000	117,267
LONGLEAF PARTNERS SM CAP FD	74,300	79,902
BBH INTERNTL EQUITY FUND	161,872	183,029
AIT GLOBAL EMERG MKTS OPP FUND	0	0
BOLLORE SA	16,951	26,501
PERRIGO CO	18,134	10,404
NOVOZYMES AS SHS B	15,391	34,541
TOMRA SYSTEMS ASA	15,348	21,028
ALPHABET INC	42,287	59,434
APPLE INC	10,024	55,014
APTARGROUP	18,425	44,070
AUTOMATIC DATA PROCESSING INC	16,830	38,542
CVS HEALTH CORP	22,475	61,155
DANAHER CORP	31,404	35,028
WALT DISNEY CO	38,396	39,082
EMC CORP	0	0
F5 NETWORKS INC	0	0
IPG PHOTONICS CORP	0	0
ILLUMINA INC	15,713	38,412
JOHNSON AND JOHNSON	22,773	46,084
JOHNSON CTLS INC	37,192	33,529
KINGFISHER ADR	19,467	14,962
KROGER	37,419	41,412

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MASTERCARD	36,260	49,044
NESTLE	20,734	43,125
NOVARTIS	25,179	36,420
PROCTOR AND GAMBLE	26,569	42,040
QUALCOMM INC	31,385	30,970
ROCKWELL AUTOMATION	33,211	47,040
SIERRA WIRELESS	0	0
SIRONA DENTAL	0	0
SUNOPTA INC	0	0
TARGET	51,271	57,784
TEVA PHARMACEUTICAL	28,423	25,375
WASTE MANAGEMENT	27,359	39,000
XYLEM INC	24,992	38,378
ADIENT PLC	3,773	4,747
SMUCKER J M CO	19,361	19,209
ABBOTT LABORATORIES	28,548	25,927
GILEAD SCIENCES INC	34,539	28,644
FORTIVE CORP	19,161	21,452
DELL TECHNOLOGIES INC	7,882	9,180
FACEBOOK INC	19,369	17,257
NVIDIA CORP	34,626	90,729
PAYPAL HOLDINGS INC	18,367	17,761

TY 2016 Legal Fees Schedule**Name:** THE QUAKER HILL FOUNDATION INC**EIN:** 27-3801257

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL SERVICES	727	0	0	0

TY 2016 Other Expenses Schedule**Name:** THE QUAKER HILL FOUNDATION INC**EIN:** 27-3801257**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WEB HOSTING	233	0	0	233
ADMINISTRATIVE EXPENSE	5,000	0	0	5,000
OFFICE EXPENSE	700	0	0	700
INSURANCE	744	0	0	0

TY 2016 Other Professional Fees Schedule**Name:** THE QUAKER HILL FOUNDATION INC**EIN:** 27-3801257

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	20,168	20,168	0	0

TY 2016 Taxes Schedule**Name:** THE QUAKER HILL FOUNDATION INC**EIN:** 27-3801257

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	1,616	1,616	0	0
FEDERAL TAX	3,319	0	0	0
ANNUAL REPORT	28	0	0	28