Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: LISWHIT FOUNDATION 12023111

A Employer identification number: 27-3988759

Number and street (or P O box number if mail is not delivered to street address): 200 LEXINGTON STREET

Room/suite:

B Telephone number (see instructions): 602-776-4738

City or town, state or province, country, and ZIP or foreign postal code: WESTON, MA 02493

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 4,729,862.

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

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

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

	Line	Description	(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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	134,053.	135,642.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	78,384.			
	b	Gross sales price for all assets on line 6a 646,980.				
	7	Capital gain net income (from Part IV, line 2)		78,380.		
	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)	1,876.	1,433.		STMT 2
	12	**Total.** Add lines 1 through 11	214,313.	215,455.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 3	33,725.	33,696.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	4,191.	191.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 5		92.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	37,916.	33,979.	NONE	
	25	Contributions, gifts, grants paid	279,000.			279,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	316,916.	33,979.	NONE	279,000.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-102,603.			
	b	**Net investment income** (if negative, enter -0-)		181,476.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	359,684.	426,422.	426,619.
	2	Savings and temporary cash investments			
	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 ▶ NONE			
	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) STMT 6	2,089,242.	1,952,956.	1,174,214.
	c	Investments - corporate bonds (attach schedule) STMT 7	370,311.	242,014.	250,180.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	997,101.	1,043,176.	2,878,849.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ SEE ATTACHED STATEMENT)	54,740.	100,900.	
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,871,078.	3,765,468.	4,729,862.
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)		NONE	
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	3,871,078.	3,765,468.	
	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)	3,871,078.	3,765,468.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,871,078.	3,765,468.	

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	3,871,078.
2	Enter amount from Part I, line 27a	2	-102,603.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	3,225.
4	Add lines 1, 2, and 3	4	3,771,700.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	6,232.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,765,468.

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	PUBLICLY TRADED SECURITIES			
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	646,980.		568,600.	78,380.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				78,380.
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	78,380.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	222,500.	4,641,430.	0.047938
2014	296,995.	4,801,421.	0.061856
2013	792,097.	5,002,060.	0.158354
2012	255,400.	5,055,625.	0.050518
2011	275,500.	5,085,723.	0.054171

2	Total of line 1, column (d)	2	0.372837
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	0.074567
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,437,389.
5	Multiply line 4 by line 3	5	330,883.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,815.
7	Add lines 5 and 6	7	332,698.
8	Enter qualifying distributions from Part XII, line 4	8	279,000.

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	3,630.
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	
3	Add lines 1 and 2	3	3,630.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	3,630.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 3,232.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 770.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	4,002.
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	372.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 372. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* STMT 11	8b		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RBC TRUST COMPANY (DELAWARE) LTD Telephone no. ▶ (602)776-4738

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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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b	N/A	X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	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)?	5b	N/A
	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	X (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	N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHARLOTTE D'ARCY DONALDSON P.O BOX 215, WESTON, MA 02493	TRUSTEE	-0-	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

Total number of other employees paid over $50,000 ▶ NONE

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		NONE

Total number of others receiving over $50,000 for professional services . . . . ▶ NONE

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	4,222,310.
b	Average of monthly cash balances	1b	282,653.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,504,963.
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	NONE
3	Subtract line 2 from line 1d	3	4,504,963.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	67,574.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,437,389.
6	**Minimum investment return.** Enter 5% of line 5	6	221,869.

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	221,869.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,630.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,630.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	218,239.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	218,239.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	218,239.

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	279,000.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	279,000.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	279,000.

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.

27-3988759

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				218,239.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			NONE	
b Total for prior years 20 14 ,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 ... NONE				
b From 2012 ... NONE				
c From 2013 ... 321,155.				
d From 2014 ... 59,088.				
e From 2015 ... NONE				
f **Total** of lines 3a through e	380,243.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 279,000.				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				218,239.
e Remaining amount distributed out of corpus	60,761.			
5 Excess distributions carryover applied to 2016 (*If an amount appears in column (d), the same amount must be shown in column (a).*)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	441,004.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				NONE
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	441,004.			
10 Analysis of line 9				
a Excess from 2012 ... NONE				
b Excess from 2013 ... 321,155.				
c Excess from 2014 ... 59,088.				
d Excess from 2015 ... NONE				
e Excess from 2016 ... 60,761.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
THE OXFORD ACADEMY 425 MORSE HILL ROAD AMENIA NY 12501	NONE	N/A	UNRESTRICTED GIFT	110,000.
WOODSTOCK HISTORICAL SOCIETY 26 ELM STREET WOODSTOCK VT 05091	NONE	N/A	UNRESTRICTED GIFT	79,000.
WESTTOWN SCHOOL 975 WESTTOWN ROAD WEST CHESTER PA 19382	NONE	N/A	UNRESTRICTED GIFTS	30,000.
COAST GUARD FOUNDATION 394 TAUGWONK ROAD STONINGTON CT 06378	NONE	N/A	UNRESTRICTED GIFT	10,000.
PENNSYLVANIA ACADEMY OF FINE ARTS 128 N BROAD STREET PHILADELPHIA PA 19102	NONE	N/A	UNRESTRICTED GIFT	40,000.
BOYS AND GIRLS CLUB	NONE	N/A	UNRESTRICTED GIFT	10,000.
Total . . . . . . ▶ **3a**				279,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

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	134,053.	
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	78,384.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b BLACKSTONE GROUP LP			1	1,876.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				214,313.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 214,313.

(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.)
	NOT APPLICABLE

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

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

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

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

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

Signature of officer or trustee — Date: 17 Oct 2017 — Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRISTOPHER L. GILLAM	Christopher L. Gillam	09/29/2017		P01212487
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ ONE FINANCIAL PLAZA, SUITE 2300 PROVIDENCE, RI 02903			Phone no 401-228-2248	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		134,053.	135,642.
	TOTAL	134,053.	135,642.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME FROM BLACKSTONE GROUP	1,876.	1,433.
TOTALS	1,876.	1,433.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISOR FEES	33,725.	33,696.
TOTALS	33,725.	33,696.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	99.	191.
PRIOR YEAR BALANCE DUE	860.	
CURRENT ESTIMATES	3,232.	
TOTALS	4,191.	191.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP DEDUCTIONS - BLACK		52.
INVESTMENT EXPENSE		40.
TOTALS		92.

FEDERAL CAPITAL GAIN DISTRIBUTIONS

LONG-TERM CAPITAL GAIN DISTRIBUTIONS

15% RATE CAPITAL GAIN DISTRIBUTIONS

BLACKSTONE MTG TR INC COM CL A	145.00	
COHEN & STEERS REIT & PFD INCM COM	2,017.00	
COLONY FINL INC COM	1,661.00	
EQUITY RESIDENTIAL PROPS TR	1,468.00	
GENERAL GROWTH PPTYS INC NEW COM	5.00	
TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS		5,297.00
TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS		5,297.00

STATEMENT 1

LISWHIT FOUNDATION 12023111 27-3988759

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT		2,089,242.	1,952,956.	1,174,214.
	TOTALS	2,089,242.	1,952,956.	1,174,214.

LISWHIT FOUNDATION 12023111 27-3988759

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT		370,311.	242,014.	250,180.
	TOTALS	370,311.	242,014.	250,180.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	997,101.	1,043,176.	2,878,849.
TOTALS		997,101.	1,043,176.	2,878,849.

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

DESCRIPTION	AMOUNT
TAX COST ADJ FOR FNMA	2,290.
TAX COST ADJ FOR DUPONT EI DE NEMURS	1.
TAX COST ADJ FOR BLACKROCK	158.
TAX COST ADJ FOR TIME WARNER	774.
TAX COST ADJ FOR SPDR GOLD TRUST	2.
TOTAL	3,225.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
AMORTIZATION	1,591.
TAX COST ADJ FOR GENERAL GROWTH	125.
TAX COST ADJ FOR ALPHABET INC CL C	7.
TAX COST ADJ FOR COLONY CAP	20.
TAX COST ADJ FOR AMERICAN CAMPUS	119.
TAX COST ADJ FOR EATON VANCE	243.
TAX COST ADJ FOR CHARTER COMMUNICATION	4,127.
TOTAL	6,232.

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

APPLICATION HAS NOT BEEN FILED WITH THE MA AG OFFICE BY THE TRUSTEE AS OF THE FILING OF THIS RETURN.

RECIPIENT NAME:
CHARLOTTE D'ARCY DONALDSON
ADDRESS:
P.O BOX 215
WESTON, MA 02483
RECIPIENT'S PHONE NUMBER: 508-459-8037
FORM, INFORMATION AND MATERIALS:
APPLICATION FORM DEVELOPED BY THE FOUNDATION AND POTENTIAL RECEIPTS MAY BE REQUIRED TO COMPLETE THE APPLICATION FOR A REQUEST OF THE DISTRIBUTION OF TRUST FUNDS.
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

Holdings

Core Account

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
CASH	424,462.090	$1.0000	$424,462.09	not applicable	not applicable	-	-
Total Core Account (9% of account holdings)			**$424,462.09**			-	

Mutual Funds

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
Bond Funds							
FIDELITY FOCUSED HIGH INCOME FUND (FHIFX) -- 30-day yield: 4.23%	44,258.230	$8.4900	$375,752 37	$398,002 74c	-$22,250.37	$16,808 54	4.470%
EATON VANCE FLOATING RATE HIGH INCOME ADV (EAFHX)	24,430.036	8 8100	215,228.61	217,382.17	-2,153.56	8,862.03	4.120
JANUS SHORT TERM BOND FUND CLASS T (JASBX)	50,252.438	3.0200	151,762.36	153,826.68	-2,064.32	1,700 25	1.120
T ROWE PRICE HIGH YIELD BOND(PRHYX)	50,543.683	6.6500	336,115.49	273,964.21c	62,151.28	19,283.26	5 740
Total Bond Funds (23% of account holdings)			$1,078,858.83	$1,043,175.80	$35,683.03	$46,654.08	
Total Mutual Funds (23% of account holdings)			**$1,078,858.83**	**$1,043,175.80**	**$35,683.03**	**$46,654.08**	

Exchange Traded Products

Includes exchange-traded funds (ETFs), exchange-traded notes (ETNs), and other exchange-traded vehicles.

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss
Equity ETPs					
ISHARES SELECT DIVIDEND ETF(DVY)	3,765.000	$88.5700	$333,466.05	$244,089.91	$89,376.14
ISHARES S&P 500 GROWTH ETF(IVW)	733.000	121.7900	89,272 07	45,827.16t	43,444.91
ISHARES S&P 500 VALUE ETF(IVE)	1,666.000	101.3800	168,899.08	88,218.87t	80,680.21
ISHARES NASDAQ BIOTECHNOLOGY ETF (IBB)	163.000	265.3800	43,256.94	55,100.87	-11,843.93
ISHARES S&P MIDCAP 400 VALUE ETF (IJJ)	1,600.000	145.2100	232,336.00	161,346.24	70,989.76

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Holdings

Exchange Traded Products (continued)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss
Equity ETPs (continued)					
ISHARES S&P SMALLCAP 600 VALUE ETF (IJS)	1,710.000	140.0100	239,417.10	152,715.92	86,701.18
ISHARES EDGE MSCI MIN VOL EAFE ETF (EFAV)	1,029.000	61.2200	62,995.38	66,464.55	-3,469.17
POWERSHARES QQQ TR UNIT SER 1(QQQ)	550.000	118.4800	65,164.00	53,723.65	11,440.35
POWERSHARES EXCH TRADED FD TST II S&P 500 LOW VOLATILITY PORT (SPLV)	8,500.000	41.5800	353,430.00	279,862.83	73,567.17
SECTOR SPDR TR SHS BEN INT FINANCIAL (XLF)	1,043 000	23.2500	24,249.75	20,009.96	4,239.79
SECTOR SPDR TR SHS BEN INT UTILITIES (XLU)	1,060.000	48.5700	51,484 20	47,632.57	3,851.63
Total Equity ETPs(35% of account holdings)			1,663,970.57	1,214,992.53	448,978.04
Other ETPs					
SPDR GOLD TR GOLD SHS(GLD)	248 000	$109.6100	$27,183.28	$31,514 58	-$4,331 30
Total Other ETPs(1% of account holdings)			27,183.28	31,514.58	-4,331.30
Total Exchange Traded Products (36% of account holdings)			**$1,691,153.85**	**$1,246,507.11**	**$444,646.74**

Stocks

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
Common Stock							
ALLERGAN PLC. COM USD0.0001(AGN)	195.000	$210.0100	$40,951.95	$40,440.21	$511.74	$546.00	1 330%
AT&T INC COM USD1 (T)	900.000	42.5300	38,277.00	28,349.58 t	9,927.42	1,764 00	4 610
ABBOTT LABORATORIES(ABT)	350.000	38.4100	13,443.50	9,468.10	3,975.40	371 00	2 760
ABBVIE INC COM USD0.01(ABBV)	703.000	62.6200	44,021.86	42,507.80	1,514 06	1,799.68	4.090
AIR LEASE CORP USD0.01(AL)	1,615.000	34.3300	55,442.95	48,737.70	6,705.25	484 50	0 870
ALPHABET INC CAP STK CL C(GOOG)	42.000	771 8200	32,416.44	17,631.69 t	14,784.75	-	-
ALPHABET INC CAP STK CL A(GOOGL)	14 000	792.4500	11,094.30	2,741.92 t	8,352.38	-	-
ALTRIA GROUP INC(MO)	750.000	67.6200	50,715.00	18,820.84 t	31,894.16	1,830.00	3.610
APPLE INC(AAPL)	525 000	115.8200	60,805.50	21,564.28 t	39,241.22	1,197.00	1.970

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Holdings

Stocks (continued)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
Common Stock (continued)							
BLACKROCK CREDIT ALL INC TR COM(BTZ)	2,577.000	12.9700	33,423.69	30,850.72	2,572.97	-	-
BLACKSTONE GROUP LP COM UNIT LTD (BX)	1,130.000	27.0300	30,543.90	29,727.67	816.23	-	-
BOEING CO(BA)	300 000	155 6800	46,704.00	17,792.71 t	28,911.29	1,704.00	3.650
CBS CORP NEW CL B(CBS)	435 000	63.6200	27,674.70	6,604.86 t	21,069.84	313.20	1.130
CELGENE CORP(CELG)	193.000	115.7500	22,339.75	19,974.38	2,365.37	-	-
CHARTER COMMUNICATIONS INC NEW CL A (CHTR)	73.000	287.9200	21,018.16	3,947.09 t	17,071.07	-	-
COCA COLA CO(KO)	508 000	41.4600	21,061.68	12,038.15 t	9,023.53	711.20	3.380
COHEN &STEERS REIT &PFD INCM COM (RNP)	3,945.000	19.1160	75,412.62	64,525.17	10,887 45	-	-
COMCAST CORP NEW CL A(CMCSA)	442.000	69.0500	30,520.10	7,888.29 t	22,631.81	486.20	1.590
EQUIFAX INC(EFX)	311.000	118.2300	36,769.53	12,252.47 t	24,517.06	410.52	1 120
GATX CORP COM STK USD0.625(GATX)	427.000	61.5800	26,294.66	12,286.03 t	14,008.63	683.20	2.600
GENERAL MILLS INC(GIS)	375.000	61.7700	23,163.75	11,816.78 t	11,346 97	720.00	3.110
INTEL CORP(INTC)	645.000	36.2700	23,394.15	13,261.96 t	10,132.19	670.80	2.870
JOHNSON & JOHNSON(JNJ)	421.000	115.2100	48,503.41	22,577.41 t	25,926.00	1,347.20	2 780
KIMBERLY CLARK CORP(KMB)	155.000	114.1200	17,688.60	8,936.02 t	8,752 58	570.40	3.220
LINCOLN NATIONAL CORP IND(LNC)	500.000	66.2700	33,135.00	20,155.00	12,980.00	580.00	1.750
MAGNA INTL INC COM ISIN #CA5592224011 SEDOL #2554475 (MGA)	530.000	43.4000	23,002.00	20,004.85	2,997.15	530.00	2.300
MERCK & CO INC NEW COM(MRK)	550.000	58.8700	32,378.50	18,825.24 t	13,553.26	1,034.00	3.190
MICROSOFT CORP(MSFT)	559 000	62.1400	34,736.26	15,478.71 t	19,257 55	872 04	2.510
PFIZER INC(PFE)	537.000	32.4800	17,441.76	12,640.44 t	4,801.32	687.36	3.940
PHILIP MORRIS INTL INC COM(PM)	120.000	91.4900	10,978 80	4,977.21 t	6,001.59	499.20	4 550
TOLL BROTHERS INC COM(TOL)	829.000	31.0000	25,699.00	24,021.15	1,677 85	-	-
UNION PACIFIC CORP(UNP)	350.000	103.6800	36,288 00	15,194.46	21,093.54	847.00	2.330
UNITED TECHNOLOGIES CORP COM USD1 (UTX)	300.000	109.6200	32,886.00	22,837.70 t	10,048 30	792.00	2.410
VERIZON COMMUNICATIONS(VZ)	754.000	53.3800	40,248.52	28,575.94 t	11,672.58	1,741.74	4.330
WALGREENS BOOTS ALLIANCE INC COM (WBA)	625.000	82.7600	51,725 00	18,996.93 t	32,728 07	937.50	1.810
Total Common Stock (25% of account holdings)			$1,170,200.04	$706,449.46	$463,750.58	$24,129.74	

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Fidelity

Holdings

Stocks (continued)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
Total Stocks (25% of account holdings)			**$1,170,200.04**	**$706,449.46**	**$463,750.58**	**$24,129.74**	

Bonds

Description	Maturity	Quantity	Price Per Unit	Total Market Value / *Accrued Interest (AI)*	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Coupon Rate
Corporate Bonds								
CAMPBELL SOUP CO NOTE CALL MAKE WHOLE	07/15/17	17,000.000	$100.9280	$17,157.76 *$239.09*	$17,004.94 B t	$152.82	$518.500	3.050%
FIXED COUPON MOODYS A3 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL CUSIP: 134429AV1								
EXELON GENERATION CO LLC NOTE	10/01/17	8,000.000	103.3580	8,268.64 *124.00*	8,074.29 B t	194.35	496 000	6.200
FIXED COUPON MOODYS Baa2 S&P BBB SEMIANNUALLY MAKE WHOLE CALL CUSIP: 30161MAE3								
MARATHON OIL CORP NOTE CALL MAKE WHOLE	10/01/17	8,000.000	102.9880	8,239.04 *120.00*	8,117.03 B t	122 01	480.000	6.000
FIXED COUPON MOODYS Ba1 S&P BBB- SEMIANNUALLY MAKE WHOLE CALL CUSIP: 565849AD8								
VERIZON COMMUNICATIONS INC	02/15/18	16,000.000	104.3440	16,695.04 *332.44*	16,285.36 B c	409.68	880.000	5.500
FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL CUSIP: 92343VAL8								
CITIGROUP INC NOTE	05/15/18	5,000.000	105.5010	5,275.05 *39.13*	5,099.05 B t	176.00	306.240	6.125
FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY CUSIP: 172967ES6								
DETROIT EDISON CO NOTE CALL MAKE WHOLE	06/15/18	8,000.000	105.6410	8,451.28 *19.91*	7,988.40 B t	462.88	448.000	5.600
FIXED COUPON MOODYS Aa3 S&P A SEMIANNUALLY MAKE WHOLE CALL CUSIP: 250847ED8								
AMEREN ILL CO NOTE CALL MAKE WHOLE	11/15/18	8,000.000	114.3040	9,144.32 *99 67*	8,514.44 B t	629.88	780.000	9.750
FIXED COUPON MOODYS A1 S&P A SEMIANNUALLY MAKE WHOLE CALL CUSIP. 02361DAG5								
GENERAL MLS INC NOTE CALL MAKE WHOLE	02/15/19	8,000.000	107.5140	8,601.12 *170.76*	7,993.12 B t	608.00	452.000	5.650
FIXED COUPON MOODYS A3 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL CUSIP: 370334BH6								
COMCAST CORP NEW NOTE CALL MAKE WHOLE	07/01/19	8,000.000	109.3990	8,751 92 *228.00*	7,981.04 B t	770.88	456.000	5.700
FIXED COUPON MOODYS A3 S&P A- SEMIANNUALLY MAKE WHOLE CALL CUSIP: 20030NAZ4								

Holdings

Bonds (continued)

Description	Maturity	Quantity	Price Per Unit	Total Market Value *Accrued Interest (AI)*	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Coupon Rate
Corporate Bonds (continued)								
WESTPAC BANKING CORPORATION NOTE	11/19/19	17,000 000	107.1800	18,220 60 -	17,051 85 t	1,168.75	-	4 875
FIXED COUPON MOODYS Aa2 S&P AA- SEMIANNUALLY CUSIP: 961214BK8								
BLACKROCK INC NOTE CALL MAKE WHOLE	12/10/19	8,000 000	108.6050	8,688.40 *23.33*	8,000.64 B t	687 76	400.000	5.000
FIXED COUPON MOODYS A1 S&P AA- SEMIANNUALLY MAKE WHOLE CALL CUSIP: 09247XAE1								
L-3 COMMUNICATIONS CORP	07/15/20	8,000.000	106.3080	8,504.64 *175.22*	8,006.88 B t	497.76	380 000	4.750
FIXED COUPON MOODYS Baa3 S&P BBB- SEMIANNUALLY MAKE WHOLE CALL CUSIP: 502413AZ0								
UIL HLDG CORP NOTE CALL MAKE WHOLE	10/01/20	8,000.000	104.4110	8,352.88 *92.50*	7,911.84 B t	441.04	370 000	4 625
FIXED COUPON MOODYS Baa1 S&P BBB+ SEMIANNUALLY MAKE WHOLE CALL CUSIP: 902748AA0								
Total Corporate Bonds (3% of account holdings)				$134,350.69	$128,028.88	$6,321 81	$5,966.740	
Us Treasury/Agency Securities								
FEDERAL NATL MTG ASSN	05/11/17	58,000.000	$101.5260	$58,885.08 *$402.78*	$57,936.59 B t	$948.49	$1,450.000	5.000%
FIXED COUPON MOODYS Aaa S&P AA+ SEMIANNUALLY CUSIP: 31359M7X5								
FEDERAL HOME LN BKS BOND	05/17/17	43,000.000	101.5700	43,675.10 *256.21*	43,026.32 B t	648.78	1,048 120	4.875
FIXED COUPON MOODYS Aaa S&P AA+ SEMIANNUALLY CUSIP: 3133XKQX6								
UNITED STATES TREAS NTS NOTE	11/15/17	13,000 000	102.8910	13,375.83 *71.73*	13,021.92 B t	353.91	552.500	4.250
FIXED COUPON MOODYS Aaa SEMIANNUALLY CUSIP· 912828HH6								
Total Us Treasury/Agency Securities (2% of account holdings)				$115,936.01	$113,984.83	$1,951.18	$3,050.620	
Total Bonds (5% of account holdings)				**$250,286.70**	**$242,013.71**	**$8,272.99**	**$9,017.360**	

Other

Description	Quantity	Price Per Unit	Total Market Value *Accrued Interest (AI)*	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
BLACKSTONE MORTGAGE TRU-CL A(BXMT)	809.000	$30.0700	$24,326.63 -	$20,002.53	$4,324.10	$2,006 32	8.250%

Holdings

Other (continued)

Description	Quantity	Price Per Unit	Total Market Value *Accrued Interest (AI)*	Total Cost Basis	Unrealized Gain/Loss	Est. Annual Income (EAI)	Est.Yield (EY)
COLONY CAP INC CL A(CLNY)	3,863.000	20.2500	78,225.75	73,664 01	4,561.74	6,180 80	7 900
			-				
EQUITY RESIDENTIAL(EQR)	160.000	64.3600	10,297.60	7,233 54t	3,064.06	322 40	3.130
			-				
Total Other (2% of account holdings)			**$112,849.98**	**$100,900.08**	**$11,949.90**	**$8,509.52**	
Total Holdings			**$4,727,811.49**	[redacted]	**$964,303.24**	**$88,310.70**	
	Accrued Interest (AI)		2,394.77				
	Total Including Accrued Interest (AI)		$4,730,206.26				

All remaining positions held in cash account

Cost Basis - the original amount paid for a security, including the amount of reinvested dividends and capital gains, plus or minus certain adjustments. See last page of statement for details. Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.

EAI & EY ***Estimated Annual Income (EAI) & Estimated Yield (EY)*** *- EAI is an estimate of annual income for a specific security position over the next rolling 12 months. EY is calculated by dividing the current EAI for a security position by its statement closing date market value. EY reflects only the income generated by an investment; it does not reflect changes in its price, which may fluctuate For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated. EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. There is no guarantee that your investments will actually generate the EAI or EY presented. Actual income and yield might be higher or lower. EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security.* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***

AI ***(Accrued Interest)*** *- Presented for domestic fixed income securities and represents interest accumulated since the last coupon date, but not yet paid by the issuer or received by NFS. AI is calculated for the following securities: fixed rate bonds and Certificates of Deposit (CDs).* ***There is no guarantee that AI will be paid by the Issuer.*** *AI for treasury and GNMA securities, however, is backed by the full faith and credit of the United States Government. AI totals represent accruals for only those securities with listed AI in the Holdings section of this statement. Please refer to the Help/Glossary section of Fidelity.com for additional information.*

c *Cost basis information (or proceeds from short sales) has been provided by you and has not been adjusted except as otherwise indicated. When positions are transferred between accounts, in certain cases, cost basis information may be automatically transferred and deemed to be customer-provided.*

t *Third-party provided*

B *See Additional Information and Endnotes for important information about the adjusted cost basis information provided.*

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