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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.

For calendar year 2016 or tax year beginning

DEC 28, 2016

, and ending

DEC 31, 2016

Name of foundation

Barbara Newington Foundation
Agreement dated 12/17/14

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

c/o Mettler, 340 Royal Palm Way Ste 100

Room/suite

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

Palm Beach, FL 33480

G Check all that apply:

<input checked="" type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization:

<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust
<input type="checkbox"/> Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, col. (c), line 16)J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 45,853,003.11 (Part I, column (d) must be on cash basis)

A Employer identification number

59-3611060

B Telephone number

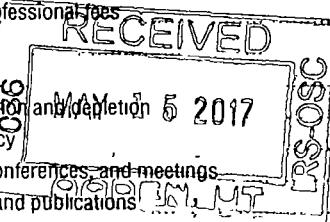
(561)833-9631

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test,
check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	45,890,369.04			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	0.24	0.24		
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.00		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	45,890,369.28	0.24	0.00	0.00
13	Compensation of officers, directors, trustees, etc	0.00	0.00	0.00	0.00
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion	5/2017			
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	0.00	0.00	0.00	0.00
25	Contributions, gifts, grants paid	0.00			0.00
26	Total expenses and disbursements. Add lines 24 and 25	0.00	0.00	0.00	0.00
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	45,890,369.28			
b	Net investment income (if negative, enter -0-)		0.24		
c	Adjusted net income (if negative, enter -0-)			0.00	



ORIGINAL

Barbara Neffington Foundation
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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
				(c) Fair Market Value
1	Cash - non-interest-bearing			100,000.24
2	Savings and temporary cash investments			561,886.83
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations Stmt 2		0.00	708,191.50
b	Investments - corporate stock Stmt 3		0.0044,520,290.71	44,482,924.54
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		0.0045,890,369.28	45,853,003.11
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		0.00	0.00
Liabilities	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
27	Capital stock, trust principal, or current funds		0.0045,890,369.04	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.00	0.00
29	Retained earnings, accumulated income, endowment, or other funds		0.00	0.24
30	Total net assets or fund balances		0.0045,890,369.28	
31	Total liabilities and net assets/fund balances		0.0045,890,369.28	

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	0.00
2	Enter amount from Part I, line 27a	2	45,890,369.28
3	Other increases not included in line 2 (itemize) ►	3	0.00
4	Add lines 1, 2, and 3	4	45,890,369.28
5	Decreases not included in line 2 (itemize) ►	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	45,890,369.28

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Barbara Neffington Foundation
Agreement dated 12/17/14**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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				
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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	

Part 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.)

N/A

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			
2014			
2013			
2012	.		
2011			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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.

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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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a
6b
6c
6d

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ►

Refunded ►

0.00

0.00

0.00

0.00

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1a		X
1b		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0.00 (2) On foundation managers. ► \$ 0.00

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.00

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		X
4a		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		X
4b		

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

	5	X
6		X
7		X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CT

	8b	X
9		X
10		X

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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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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 ► **Barbara Newington** Telephone no. ► **(561) 833-9631**
Located at ► **Box 1098, Greenwich, CT** ZIP+4 ► **06836**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes X

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.

	Yes	No
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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	1b
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? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?		4a X 4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

(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 Yes No Yes No Yes No Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations

section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Barbara Newington Box 1098 Greenwich, CT 06836	Trustee 0.00	0.00	0.00	0.00
Adelia C. Rasines 51 Midbrook Lane Greenwich, CT 06836	Co-Trustee 0.00	0.00	0.00	0.00
Anthony M. Speiser 10 Field Point Pk Greenwich, CT 06830	Co-Trustee 0.00	0.00	0.00	0.00
Michael V. Sterlacci 2934 Winding Oak Lane Wellington, FL 33414	Co-Trustee 0.00	0.00	0.00	0.00

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
(a) continued				
Douglas B. Downes 55 Dandy Drive Cos Cob, CT 06807	Co-Trustee 0.00	0.00	0.00	0.00

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

►

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

► 0

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

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

1	N/A	Expenses
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A	Amount
2		
3		
	All other program-related investments. See instructions.	

Total. Add lines 1 through 3

► 0.00

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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 1,882,963.17
b Average of monthly cash balances	1b 27,578.63
c Fair market value of all other assets	1c 0.00
d Total (add lines 1a, b, and c)	1d 1,910,541.80
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.00
2 Acquisition indebtedness applicable to line 1 assets	2 0.00
3 Subtract line 2 from line 1d	3 1,910,541.80
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 28,658.13
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,881,883.67
6 Minimum investment return. Enter 5% of line 5 Adjusted for Short Tax Period	6 1,031.27

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 1,031.27
2a Tax on investment income for 2016 from Part VI, line 5	2a
b Income tax for 2016. (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c 0.00
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 1,031.27
4 Recoveries of amounts treated as qualifying distributions	4 0.00
5 Add lines 3 and 4	5 1,031.27
6 Deduction from distributable amount (see instructions)	6 0.00
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 1,031.27

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 0.00
b Program-related investments - total from Part IX-B	1b 0.00
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 0.00
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.00
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 0.00

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.

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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				1,031.27
2 Undistributed income, if any, as of the end of 2016			0.00	
a Enter amount for 2015 only				
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e		0.00		
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 0.00			0.00	
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)		0.00		
d Applied to 2016 distributable amount				0.00
e Remaining amount distributed out of corpus		0.00		
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))		0.00		0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.00		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,031.27
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0.00		
8 Excess distributions carryover from 2011 not applied on line 5 or line 7		0.00		
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a		0.00		
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part 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)				
<i>a Paid during the year</i>				
None				
Total			► 3a	0.00
<i>b Approved for future payment</i>				
None				
Total			► 3b	0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

13 Total. Add line 12, columns (b), (d), and (e)
(See worksheet in line 13 instructions to verify calculations.)

Relationship of Activities to the Accomplishment of Exempt Purposes

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 .

OMB No. 1545-0047

2016**Name of the organization****Barbara Newington Foundation
Agreement dated 12/17/14****Employer identification number****59-3611060****Organization type (check one):****Filers of:**

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Don't complete any of the parts unless the General Rule applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ► \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Barbara Newington Foundation
Agreement dated 12/17/14

Employer identification number

59-3611060

Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Barbara Newington Box 1098 Greenwich, CT 06836	\$ 45,228,482.21	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Barbara Newington Foundation
Agreement dated 12/17/14

Employer identification number

59-3611060

Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	<u>Equities and Municipal Bonds</u> 	\$ 12,241,200.21	12/28/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	<u>Equities</u> 	\$ 32,987,282.00	12/29/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	 	\$	

Name of organization

Barbara Newington Foundation

Employer identification number

Agreement dated 12/17/14

59-3611060

Part III

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

Use duplicate copies of Part III if additional space is needed

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

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Janney Montgomery Scott	0.24	0.24	0.24
Total to Part I, line 3	0.24	0.24	0.24

Form 990-PF U.S. and State/City Government Obligations Statement 2

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
CT State Bonds		X	708,191.50	708,191.50
Total U.S. Government Obligations				
Total State and Municipal Government Obligations			708,191.50	708,191.50
Total to Form 990-PF, Part II, line 10a			708,191.50	708,191.50

Form 990-PF Corporate Stock Statement 3

Description	Book Value	Fair Market Value
Corporate Stocks	44,520,290.71	44,482,924.54
Total to Form 990-PF, Part II, line 10b	44,520,290.71	44,482,924.54

Form 990-PF

List of Substantial Contributors
Part VII-A, Line 10

Statement 4

Name of Contributor

Barbara Newington

Address

Box 1098
Greenwich, CT 06836

Schedule F

Statement of Principal Assets on Hand 12/31/16

	<u>Inventory Value</u>	<u>Market Value</u>
<u>Bonds, Notes, etc.</u>		
Griswold CT dated 02/01/10 3.25% Due 02/01/17 \$100,000.00	\$100,174.00	\$100,174.00
Thomaston CT Ser A Dated 02/01/10 3% Due 02/01/17 \$100,000.00	100,149.00	100,149.00
Norwalk CT Rfdg Ser A Dated 02/16/10 3% Due 07/01/17 \$100,000.00	101,032.00	101,032.00
West Hartford CT Rfdg Ser B Dated 10/06/09 3% Due 10/01/17 \$150,000.00	152,280.00	152,280.00
Wilton CT Rfdg Dated 02/01/10 3% Due 02/01/18 \$150,000.00	153,012.00	153,012.00
Madison CT Rfdg Dated 11/07/12 2% Due 03/15/19 \$50,000.00	50,711.00	50,711.00
Cromwell CT Fire Dist Ser A 2.25% Due 10/01/19 \$50,000.00	50,833.50	50,833.50
<u>Stock</u>		
BP PLC Sponsored ADR 102,845 Shs.	3,843,126.25	3,844,346.10
Bristol-Myers Squibb Company Common 12,000 Shs.	706,800.00	701,280.00

Schedule F (Cont'd)

<u>Stock (Cont'd)</u>		<u>Inventory Value</u>	<u>Market Value</u>
Chevron Corp Common	16,000 Shs.	\$1,885,120.00	\$1,883,200.00
Du Pont E.I. De Nemours & Company Common	15,300 Shs.	1,138,014.00	1,123,020.00
Emerson Electric Company Common	30,600 Shs.	1,722,780.00	1,705,950.00
Express Scripts Hldg Company Common	8,447 Shs.	587,066.50	581,069.13
Exxon Mobil Corp Common	208,000 Shs.	18,726,240.00	18,774,080.00
Fairpoint Commns Inc Chg	115 Shs.	.00	.00
Glaxosmithkline PLC Sponsored ADR	12,381 Shs.	472,458.96	476,792.31
General Electric Company Common	200,300 Shs.	6,351,513.00	6,329,480.00
International Business Machines Corp Common	6,000 Shs.	999,600.00	995,940.00
JPMorgan Chase & Company Common	9,000 Shs.	773,010.00	776,610.00
Merck & Company Inc New Common	45,900 Shs.	2,720,493.00	2,702,133.00

Schedule F (Cont'd)

<u>Stock (Cont'd)</u>		<u>Inventory Value</u>	<u>Market Value</u>
Pfizer Inc Common 81,600	Shs.	\$2,639,760.00	\$2,650,368.00
Schlumberger Ltd 17,000	Shs.	1,438,710.00	1,427,150.00
S&P Global Inc 2,900	Shs.	314,969.00	311,866.00
Verizon Communications Inc Common 2,000	Shs.	107,480.00	106,760.00
Zimmer Biomet Holdings Inc Common 900	Shs.	93,150.00	92,880.00
 <u>Cash and Cash Equivalents</u>			
Cash		561,886.83	561,886.83
Janney Advantage Insured Sweep \$100,000.24		<u>100,000.24</u>	<u>100,000.24</u>
Total Schedule F		\$45,890,369.28	\$45,853,003.11
		=====	=====

AGREEMENT made as of this 17th day of December, 2014 between BARBARA NEWINGTON of Greenwich, Connecticut (the "settlor") and BARBARA NEWINGTON (together with her successors, the "trustee"),

WITNESSETH:

That the settlor hereby irrevocably assigns, transfers and delivers to the trustee the sum of ten dollars, the receipt of which the trustee hereby acknowledges, and which, together with any additions, increments and reinvestments is hereinafter referred to as the "Barbara Newington Foundation"; and the trustees hereby agree to hold the same in trust and to dispose of the net income and principal as follows:

FIRST: The Trustee shall hold and administer the principal of the trust plus all additional contributions to the trust from the Settlor's estate or any other contributor for the benefit of such charitable organizations described under Sections 170 (b)(1)(A), 170 (c), 2522 (a), 2055 (a), and 501 (c) of the Code (including specifically The Newington-Cropsey Foundation ("Cropsey Foundation"), as follows:

A. The Trustee shall pay the sum of one hundred thousand dollars annually to FANTASY FOUNTAIN FUND, INC., so long as it is a charitable organization within the meaning of Section 170 (c) and 501 (c)(3) of the Code and so long as the trustees, in their sole and unrestricted discretion, believe Greg Wyatt is associated with it.

B. Except as provided in Paragraph A above and without limiting the generality of the trustee's discretion, it is the Settlor's intent that the Barbara Newington Foundation shall support the Cropsey Foundation in accordance with Paragraph 1 hereof. In addition, the trustee is authorized to distribute in her sole discretion (in cash, in kind,

The original of this document is
being held in the safe located in the
Law Offices of Mettler Randolph Massey
Carroll & Sterlacci, P.L.
(561) 833-9631

or partly in each) from income and from principal such amount or amounts to such charitable organizations as provided in Paragraph 2 hereof.

1. In exercising their discretion of how much income or principal the Trustee should distribute each year to the Cropsey Foundation, the Trustee shall take into consideration the Settlor's standard of support for the Cropsey Foundation in order to continue its purpose and sustain the Cropsey Foundation's assets according to the standard maintained by the Settlor during her life.

2. The preferred charitable organizations, although not limited to should be (a) such charitable organizations that promote research and development of alternative medicines and treatment, (b) educational institutions or programs that promote conservative philosophies or tenets, (c) charitable organizations that promote therapeutic treatments, research and education programs for disable children, (d) charitable organizations which are primarily involved with the causes, prevention and probable cure of cancer and Down's syndrome.

Any amount of income not paid out or distributed in any taxable year to the Cropsey Foundation or charitable organizations described herein shall be added to the principal of the Trust.

C. No amount may be paid to or for the use of any person other than an organization described in each of Section 170 (b)(1)(A), Section 170 (c) , Section 2055 (a), and Section 2522 (a) of the I.R.C., and no amount may be paid to an organization not operated for the purposes described in Section 170 (d)(2)(B) of the I.R.C. In this Agreement, the term "charitable purposes" shall mean and be limited to religious, charitable, scientific, literary, or education purposes, or for the prevention of

cruelty to animals or to children, within the meaning of those terms as used in Section 501 (c)(3) of the Internal Revenue Code of 1986, but only for such purposes as also constitute public charitable purposes.

D. The Trustee is prohibited from engaging in any act of self-dealing as defined in Section 4941 (d) of the I.R.C., from retaining any excess business holdings as defined in Section 4943 (c) of the I.R.C. which would subject the trust to tax under Section 4943 of the I.R.C., from acquiring or retaining assets which would give rise to a tax under Section 4944 of the I.R.C., and from making any taxable expenditures as defined in Section 4945 (d) of the I.R.C. If I.R.C. Section 4942 is deemed applicable to this Trust by reason of I.R.C. Section 508 (e) or otherwise, the Trustee shall make distributions at such time and in such manner as not to subject this Trust to tax under Section 4942 of the I.R.C.

E. Except as specifically provided in Article FOURTH, this Trust shall not be subject to any power to invade, alter, amend, or revoke for the beneficial interest of a person other than a charitable organization.

F. No part of the principal or income therefrom of this Trust shall inure or be payable to or for the benefit of any individual and no substantial part of the activities of this Trust shall be the carrying on of propaganda, or otherwise attempting to influence legislation. No part of the activities of this Trust shall be participation in, or intervention in (including the publishing of or distribution of statements) of any political campaign on behalf of or in opposition to any candidate for public office.

Nothing in this Trust instrument shall be construed to restrict the Trustee from investing the Trust's assets in a manner which could result in the annual

realization of a reasonable amount of income or gain from the sale or disposition of Trust assets.

The Trustee shall have no power to terminate the Foundation for any reason other than as specifically authorized herein.

The Foundation shall not be subject to any power to invade, alter, amend, or revoke for the beneficial interest of a person other than a charitable organization.

G. This Trust shall be governed and interpreted under the laws of the State of Connecticut. However, in any conflict with the I.R.C. and regulations, or any other existing or future legislative or Treasury requirements for the qualification of the Trust and for obtaining the full benefit of any income, gift, and estate tax charitable deductions to which the Settlor or her estate or any other contributors may be entitled, the I.R.C., regulations and the legislative and Treasury requirements shall govern.

H. The first taxable year of this Trust begins on the date of the initial contribution to the Trust, and shall end on December 31 of that same year. Subsequent taxable years shall be calendar years.

I. The Trustee shall hold the Trust estate as a private foundation within the meaning of I.R.C. Section 509. All provisions of this Trust Agreement and all of the powers, duties, and authorities granted to the Trustee are to be interpreted and limited accordingly.

SECOND: This Trust is intended to benefit the Cropsey Foundation and charitable organizations described herein. No power, duty, or discretionary authority granted to the trustee shall be exercised or exercisable with respect to this Trust

Agreement except in a manner consistent with the securing of the charitable deduction (under the applicable provision of the Code). In furtherance of this intent, the Trustee shall have the power, acting alone, to release any power granted to the Trustee and to amend this Trust in any manner required for the sole purpose of ensuring that this Trust complies with the Code and the regulations issued thereunder, and any other applicable pronouncements of the Internal Revenue Service or case law concerning, deductions for charitable, education, and religious purposes; and, provided, however, that no amendment shall authorize the Trustee to conduct the affairs of this Trust in any manner of for any purposes contrary to the provisions of Section 501 of the Internal Revenue code, or corresponding section of any future Federal Tax Code. An amendment to this Article (or any amendment to it) shall be valid only if and to the extent that such amendment further restricts the Trustees' amending power.

THIRD: In addition to the powers provided by law, the trustee is authorized in her discretion, until final distribution and without applying to any court for permission or for instructions in regard thereto, as follows:

A. To receive from any person, to retain and to invest and reinvest in any domestic or foreign stocks, bonds, mutual funds, common trust funds or other securities, and other real or personal property (including without limitation investments in general or limited partnerships or other forms of investment made in common with others including other fiduciaries), whether or not authorized by law for the investment of trust funds, regardless of any rule regarding diversity of trust investments, and without any duty to allocate to the income account of any trust any proceeds of the sale of unproductive or underproductive property; to invest in mutual funds or similar

investment funds notwithstanding that a trustee hereunder may directly or indirectly manage or render services to such funds and receive compensation from such funds.

B. To sell at public or private sale, grant options on, exchange or otherwise dispose of any property or any interest therein at such times and upon such terms and conditions, including credit and upon purchase money mortgages, as shall seem proper and to give good and sufficient instruments of transfer and to receive the proceeds of any such disposition.

C. To manage, maintain and insure any property and to lease the same for such periods, irrespective of any statutory period otherwise applicable (all such leases to be in all respects binding upon all persons), and on such terms, limitations and conditions, including provisions for renewals, as shall seem advantageous, and if advisable to pay for the value of any improvements made by a tenant under any such lease; to incur, extend or renew mortgage indebtedness; to make ordinary and extraordinary repairs and alterations to any building, to raze or erect buildings and to make improvements or to abandon any buildings or property; and to make any agreement of partition of such property and to give or receive money or other property in connection therewith.

D. To exercise or sell all rights, options, powers and privileges, and to vote in person or by proxy, respecting any stocks, bonds or other securities, all as fully as might be done by persons owning similar property in their own right.

E. To assent to, oppose and participate in any reorganization, recapitalization, merger, consolidation or similar proceeding, to deposit securities, delegate discretionary powers, pay assessments or other expenses and exchange property,

all as fully as might be done by persons owning similar property in their own right.

F. To organize or join with others in organizing a corporation under the laws of any jurisdiction for the purposes of acquiring any interest in property held hereunder, to convey to such corporation in exchange for its securities any such property or interest, to retain such securities as an investment, and to act as officers and directors of such corporation and be compensated therefor.

G. To extend or modify any note or bond and mortgage held hereunder, to foreclose any mortgage or take title to the property secured thereby in lieu of foreclosure, and to protect any such property against forfeiture.

H. To settle or compromise, by arbitration or otherwise, all claims.

I. To register, transfer or hold any securities in nominee name or, to the extent permitted by applicable law, in bearer form or in the name or names of any other appropriate person, but with full responsibility therefor.

J. To employ or retain such accountants and legal counsel (and, except when there is a corporate trustee acting, such custodians and investment counsel) and other agents and advisors, including any firm with which any trustee may be affiliated, as may seem advisable and to delegate authority thereto, and to compensate them from the funds of the appropriate trust; and specifically to employ a trustee or any of such trustee's affiliates to render brokerage or other services.

K. To make payment from time to time on account of commissions and counsel fees without requiring the payment of interest and without obtaining security for repayment.

L. To make an equitable division of any property and to pay over

portions or undivided interests in cash or in kind (valued as of the date of distribution), and to cause any share to be composed of property different in kind from any other share.

M. To delegate any duties or powers, discretionary or otherwise, to a co-trustee for periods and upon terms and conditions designated in a revocable written instrument signed and delivered to such co-trustee, except that no trustee may exercise through delegation any power from which such trustee is by law or the terms of this agreement expressly excluded.

N. To pay all necessary or proper expenses and charges from income or principal, or partly from each, in such manner as may seem equitable.

No person dealing with the trustees shall be required to inquire into the necessity or propriety of any transaction or into the application of any money or property paid or delivered.

FOURTH: BARBARA NEWINGTON, as the initial Trustee of this Trust is authorized to appoint a corporation and/or as many individuals, either as her co-trustee or co-trustees to act with her, or as her successor trustees if for any reason she ceases to act. If BARBARA NEWINGTON for any reason ceases to act without having appointed a successor trustee who is able and willing to serve, ADELIA C. RASINES, ANTHONY M. SPEISER and MICHAEL V. STERLACCI shall be her successor trustees hereunder. Each individual trustee acting hereunder whether named or appointed hereunder shall be authorized to name their own successor trustee.

A majority of the individual trustees shall have the right to name a corporate fiduciary hereunder, unless BARBARA NEWINGTON has already named a corporate fiduciary to serve as a co-trustee or successor trustee hereunder, in which case, said

named corporate fiduciary shall continue to serve. A majority of the individual trustees serving shall in their sole discretion have the right to remove an acting corporate trustee and may appoint (or not appoint) in its place another bank or trust company, wherever located, as corporate trustee.

Except as otherwise specifically provided, the term "trustee" as used in this agreement is intended to include any one trustee or co-trustee acting hereunder from time to time.

Each appointment of a trustee in accordance herewith shall be by an acknowledged written instrument. Any such instrument may appoint one or more additional individuals as alternates to act in the even the individual first designated is for any reason unable or unwilling to serve. Any such designation may be withdrawn or altered by any individual empowered to make the same at any time prior to the occurrence of the vacancy it is designed to fill. Any trustee so appointed shall qualify by an instrument in writing signed, acknowledged and filed with the trust records.

No bond or other security shall be required in any jurisdiction of any trustee named herein or appointed as herein provided. No one of them shall be liable or responsible for the acts and defaults of any other, and none of them shall be required to file or render periodic accounts in any court. Any trustee may resign at any time without the permission of any court or person, by an instrument in writing signed and acknowledged by such trustee and filed with the trust records.

Any corporate trustee may retain without judicial authorization the commissions provided in its generally published schedule of rate in effect at the time such compensation is payable. Any individual trustee may retain without judicial

authorization the commissions that would be allowed to him or her by the laws and practice of the State of Connecticut in the absence of the preceding sentence. BARBARA NEWINGTON shall not be paid any compensation as trustee.

FIFTH: All of the rights, powers, privileges, discretions, exemptions, and immunities granted to, as well as the duties and obligations imposed upon, the trustees by law or by this agreement shall continue after the termination of any trust hereunder and until the complete distribution of the principal.

SIXTH: References in this agreement to the "Code" or other statute are to the Internal Revenue Code of 1986 or such other statute as amended from time to time, and references to Chapters and Sections of the Code are to such Chapters and Sections and to successor Chapters and Sections thereto respectively.

SEVENTH: The decisions of the trustees with respect to the discretionary powers granted by this agreement and as to any questions that may arise hereunder shall be binding upon all persons.

EIGHTH: Except as otherwise specifically provided, any gift made hereunder to an organization shall be effective only if such organization is at the time of payment of such gift an organization described in Sections 2522 (a), 2055 (a), 170 (b)(1)(A), and 170 (c) of the Code.

NINTH: The constructions, effect and administration of this agreement and of any trust arising hereunder shall be governed by the laws of the State of Connecticut, provided, however, that the legal situs of any trust hereunder may be moved to another state by an acknowledged written instrument executed by the trustees and filed with the trust records, whereupon the administration of such trust or trusts shall be governed in all

respects by the laws of such state.

TENTH: The trustees hereby agree to carry out the provisions of this agreement on their part to be performed.

IN WITNESS WHEREOF, the parties hereto have executed this agreement as of the date above written.

Barbara Newington
Barbara Newington
Settlor

Barbara Newington
Barbara Newington
Trustee

Witnesses:

Michael Newington residing at 2934 WINDING OAK CAMP
WELLINGTON, FL 33419

Sandra New residing at 5 Pine Hill Ave. Ext.
NORWALK, CT 06855

STATE OF CONNECTICUT

:ss.: Greenwich

COUNTY OF)

We, BARBARA NEWINGTON, MICHAEL V. STERCAGGI and
Barbara Green, who have subscribed our names to the foregoing Agreement,
being duly sworn, make solemn oath that BARBARA NEWINGTON, the said Settlor
and Trustee, signed the foregoing instrument in our presence and in the presence of each
of us, and that we each signed our names thereto as witnesses at her request and in her
presence, and in the presence of each other.

Dated this 17th day of December, 2014.

Barbara Newington
BARBARA NEWINGTON

Michael V. Stercaggi

Barbara Green

Sworn to the day and year above written before me,

Adeilia Camillo Rasines
Notary Public

ADELIA CAMILLO RASINES
NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 28, 2016