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Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
TALBOTT FOUNDATION 430057018

A Employer identification number
80-0313615

Number and street (or P O box number if mail is not delivered to street address) PO BOX 477 | Room/suite

B Telephone number (see instructions)
(877) 773-1229

City or town, state or province, country, and ZIP or foreign postal code
CONCORD, NH 033020477

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 2,280,014

J Accounting method ☐ Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis)

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	54,591	54,591		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-13,493			
	b	Gross sales price for all assets on line 6a 632,146				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	41,098	54,591		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	27,909	27,909		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	725	725	0	0
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	701	555		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	96	96		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	29,431	29,285	0	0
	25	Contributions, gifts, grants paid	115,000			115,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	144,431	29,285	0	115,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-103,333			
	b	**Net investment income** (if negative, enter -0-)		25,306		
	c	**Adjusted net income**(if negative, enter -0-)			0	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Section	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	119,350	87,621	87,621
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	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 ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	593,133	521,916	519,117
	b	Investments—corporate stock (attach schedule)	1,000,443	1,022,273	1,213,624
	c	Investments—corporate bonds (attach schedule)	489,458	467,361	459,652
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,202,384	2,099,171	2,280,014
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)		0	
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	2,202,384	2,099,171	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,202,384	2,099,171	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,202,384	2,099,171	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,202,384
2	Enter amount from Part I, line 27a	2	-103,333
3	Other increases not included in line 2 (itemize) ▶	3	120
4	Add lines 1, 2, and 3	4	2,099,171
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,099,171

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

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

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

	(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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-13,493
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	124,186	2,397,711	0 051794
2014	108,519	2,456,162	0 044182
2013	110,000	2,392,314	0 045981
2012	120,000	2,295,556	0 052275
2011	115,000	2,339,240	0 049161

2	**Total** of line 1, column (d)	2	0 243393
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 048679
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,315,421
5	Multiply line 4 by line 3	5	112,712
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	253
7	Add lines 5 and 6	7	112,965
8	Enter qualifying distributions from Part XII, line 4	8	115,000

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	253
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	253
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	253
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	816		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	816
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
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	563
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 256	**Refunded** ▶		11	307

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶

14 The books are in care of ▶TD Bank NA Telephone no ▶(877) 773-1229

Located at ▶143 NORTH MAIN STREET CONCORD NH ZIP+4 ▶03302

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

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? ☐ 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

			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		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?.	1c		No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?. ☐ Yes ☑ No
If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

			Yes	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).	2b		No

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☑ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period?*(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(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
TD Bank NA 143 North Main Street Concord, NH 033020477	Trustee 1	27,909		

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				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	2,243,808
b	Average of monthly cash balances.	1b	106,873
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	2,350,681
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e 0		
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,350,681
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	35,260
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,315,421
6	**Minimum investment return.** Enter 5% of line 5.	6	115,771

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	115,771
2a	Tax on investment income for 2016 from Part VI, line 5. 2a 253		
b	Income tax for 2016 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	253
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	115,518
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	115,518
6	Deduction from distributable amount (see instructions).	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	115,518

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	115,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	115,000
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	253
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	114,747

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				115,518
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 2014 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011. 0				
b From 2012. 0				
c From 2013. 0				
d From 2014. 0				
e From 2015. 4,305				
f **Total** of lines 3a through e.	4,305			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 115,000				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				115,000
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*	518			518
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,787			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	3,787			
10 Analysis of line 9				
a Excess from 2012. . . . 0				
b Excess from 2013. . . . 0				
c Excess from 2014. . . . 0				
d Excess from 2015. . . . 3,787				
e Excess from 2016. . . .				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				115,000
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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	54,591	
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	-13,493	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				41,098	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 41,098

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2017-04-14	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶				Firm's EIN ▶
Firm's address ▶				Phone no

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
180 CONOCOPHILLIPS COM		2013-12-02	2016-01-21
70 CONOCOPHILLIPS COM		2015-08-26	2016-01-22
140 CONOCOPHILLIPS COM		2012-01-12	2016-01-22
220 ENTERGY CORP COMMON NEW		2014-01-28	2016-01-22
5000 BK OF NOVA SCOTIA 1 1% 12/13/2016 DTD 12/13/2013		2015-04-09	2016-01-25
15000 BK OF NOVA SCOTIA 1 1% 12/13/2016 DTD 12/13/2013		2013-12-17	2016-01-25
20000 BERKSHIRE HATHAWAY 5 40% 5/15/2018 DTD 11/15/2008		2013-06-26	2016-01-25
5000 BERKSHIRE HATHAWAY 5 40% 5/15/2018 DTD 11/15/2008		2015-01-26	2016-01-25
20000 PROVINCE OF QUEBEC 2 750% 08/25/2021 DTD 08/25/11		2014-03-14	2016-01-25
10000 TOYOTA MOTOR CREDIT 2 00% 09/15/2016 DTD 09/08/11		2012-08-21	2016-01-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,488		11,805	-5,317
2,616		3,022	-406
5,231		7,643	-2,412
15,104		13,462	1,642
5,002		5,013	-11
15,006		15,005	1
21,859		21,552	307
5,465		5,464	1
20,572		20,139	433
10,072		10,165	-93

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5,317
			-406
			-2,412
			1,642
			-11
			1
			307
			1
			433
			-93

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
5000 TOYOTA MOTOR CREDIT 2 00% 09/15/2016 DTD 09/08/11		2015-04-09	2016-01-25
30 AT&T INC		2012-01-12	2016-02-08
10 ALTRIA GROUP INC		2013-12-02	2016-02-08
10 CME GROUP INC		2013-12-02	2016-02-08
5000 CISCO SYSTEMS INC 4 950% DUE 02/15/19		2011-05-06	2016-02-08
10 DOW CHEMICAL CO		2013-12-02	2016-02-08
10000 F H L M C NOTES 3 75% 03/27/2019 DTD 03/27/2009		2011-08-24	2016-02-08
5000 FNMA 5 375% 06/12/2017 DTD 06/08/07		2008-12-23	2016-02-08
30 INTEL CORP COM		2012-01-12	2016-02-08
5000 ONTARIO PROVINCE OF 1 65% 09/27/2019 DTD 09/27/2012		2013-04-02	2016-02-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,036		5,044	-8
1,103		908	195
599		371	228
893		819	74
5,507		5,357	150
455		402	53
10,850		10,853	-3
5,312		5,690	-378
854		775	79
5,009		4,997	12

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-8
			195
			228
			74
			150
			53
			-3
			-378
			79
			12

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10 PROCTER & GAMBLE CO		2014-03-26	2016-02-08
10 RAYTHEON CO		2014-01-28	2016-02-08
10 ROYAL DUTCH SHELL PLC SPONS ADR A		2014-01-28	2016-02-08
10 TIME WARNER INC		2014-01-28	2016-02-08
5000 US TREASURY BOND 2 125% 01/31/2021 DTD 01/31/2014		2016-01-25	2016-02-08
5000 U S TREASURY NOTE 4 875% 08/15/2016 DTD 08/15/2006		2015-01-26	2016-02-08
10000 U S TREASURY NOTE 3 125% 05/15/2019 DTD 05/15/09		2012-05-03	2016-02-08
5000 U S TREASURY BOND 2 625% 08/15/2020 DTD 08/15/10		2011-11-30	2016-02-08
10000 U S TREASURY NOTE 1 875% 09/30/2017 DTD 09/30/10		2014-03-14	2016-02-08
5000 U S TREAS BONDS 1 75% 05/15/2022 DTD 05/15/2012		2012-06-26	2016-02-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
819		797	22
1,251		892	359
439		706	-267
663		607	56
5,223		5,151	72
5,113		5,116	-3
10,718		10,861	-143
5,325		5,231	94
10,196		10,143	53
5,106		5,047	59

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			22
			359
			-267
			56
			72
			-3
			-143
			94
			53
			59

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
5000 US TREASURY BOND 2 5% 08/15/2023 DTD 08/15/2013		2015-01-26	2016-02-08
20 VERIZON COMMUNICATIONS		2013-12-02	2016-02-08
10 MEDTRONIC PLC		2015-01-28	2016-02-08
20 SEAGATE TECHNOLOGY PLC		2013-12-02	2016-02-08
400 39 TDAM 5 TO 10 YEAR CORP BD PORTFOLIO		2014-08-15	2016-02-10
263 562 TDAM 1 TO 5 CORP BD PORTFOLIO		2014-08-15	2016-02-10
20 BOEING CO		2013-12-02	2016-03-09
20000 ANHEUSER-BUSCH 1 375% 07/15/2017 DTD 07/16/2012		2013-06-26	2016-03-15
10000 U S TREASURY NOTE 4 875% 08/15/2016 DTD 08/15/2006		2015-04-09	2016-03-15
20000 U S TREASURY NOTE 4 875% 08/15/2016 DTD 08/15/2006		2014-05-20	2016-03-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,346		5,259	87
1,008		987	21
715		767	-52
595		1,003	-408
4,092		4,200	-108
2,649		2,673	-24
2,452		2,690	-238
20,048		20,052	-4
10,182		10,188	-6
20,363		20,370	-7

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			87
			21
			-52
			-408
			-108
			-24
			-238
			-4
			-6
			-7

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1 531 CALIFORNIA RESOURCES CORPORATION		2016-02-08	2016-03-30
22 469 CALIFORNIA RESOURCES CORPORATION		2015-01-01	2016-03-30
341 CALIFORNIA RESOURCES CORPORATION		2016-02-08	2016-04-12
40 AT&T INC		2012-01-12	2016-04-20
10 ABBVIE INC		2015-03-24	2016-04-20
20 ALTRIA GROUP INC		2013-12-02	2016-04-20
10 CME GROUP INC		2013-12-02	2016-04-20
10 CISCO SYSTEMS INC		2016-03-09	2016-04-20
20 COCA COLA CO		2012-01-12	2016-04-20
10 COLGATE PALMOLIVE CO		2011-04-21	2016-04-20

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2		2	
23		32	-9
1,551		1,210	341
605		598	7
1,237		742	495
934		819	115
286		277	9
894		676	218
706		404	302

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-9
			341
			7
			495
			115
			9
			218
			302

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10 COMMONWEALTH BANK OF AUSTRALIA ADR		2014-01-28	2016-04-20
10 DOMINION RES INC VA NEW COM		2015-08-26	2016-04-20
20 DOW CHEMICAL CO		2013-12-02	2016-04-20
20 DUKE ENERGY CORP		2014-03-26	2016-04-20
20 EMERSON ELECTRIC CO		2013-12-02	2016-04-20
20 EVERSOURCE ENERGY		2014-01-28	2016-04-20
10 EXXON MOBIL CORP COM		2016-02-08	2016-04-20
30 INTEL CORP COM		2012-01-12	2016-04-20
10 IRON MOUNTAIN INC		2015-04-17	2016-04-20
10 JOHNSON & JOHNSON CO		2008-12-23	2016-04-20

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
587		654	-67
718		703	15
1,043		804	239
1,585		1,393	192
1,102		1,342	-240
1,123		859	264
874		808	66
962		775	187
351		366	-15
1,139		591	548

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-67
			15
			239
			192
			-240
			264
			66
			187
			-15
			548

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10 KIMBERLY CLARK CORP		2013-12-02	2016-04-20
10 MCDONALDS CORP		2012-01-12	2016-04-20
20 MICROSOFT CORPORATION		2011-09-08	2016-04-20
10 OCCIDENTAL PETROLEUM CO		2015-01-01	2016-04-20
20 PPL CORP COM		2016-02-08	2016-04-20
20 PHILIP MORRIS INTL INC COM		2014-04-10	2016-04-20
10 PROCTER & GAMBLE CO		2014-03-26	2016-04-20
10 RAYTHEON CO		2014-01-28	2016-04-20
20 REYNOLDS AMERICAN INC		2016-02-08	2016-04-20
10 SOUTHERN CO		2016-02-08	2016-04-20

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,366		1,029	337
1,293		1,005	288
1,121		526	595
760		847	-87
750		716	34
1,974		1,696	278
820		797	23
1,267		892	375
987		943	44
503		486	17

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			337
			288
			595
			-87
			34
			278
			23
			375
			44
			17

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10 3M CO		2013-12-02	2016-04-20
10 TIME WARNER INC		2014-01-28	2016-04-20
20 VERIZON COMMUNICATIONS		2013-12-02	2016-04-20
30 VODAFONE GROUP PLC-SP ADR		2014-05-09	2016-04-20
10 WEC ENERGY GROUP INC		2016-02-08	2016-04-20
20 WELLS FARGO & CO NEW		2015-04-17	2016-04-20
20 WELLTOWER		2015-08-26	2016-04-20
20 EATON CORP PLC		2013-12-02	2016-04-20
20 SEAGATE TECHNOLOGY PLC		2013-12-02	2016-04-20
200 SEAGATE TECHNOLOGY PLC		2013-12-02	2016-04-21

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,697		1,284	413
750		607	143
1,037		987	50
1,014		1,137	-123
580		572	8
1,006		1,084	-78
1,400		1,285	115
1,247		1,347	-100
516		1,003	-487
5,063		10,029	-4,966

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			413
			143
			50
			-123
			8
			-78
			115
			-100
			-487
			-4,966

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
312 879 INVESCO INTL GROWTH-Y		2010-11-19	2016-04-22
218 345 FIDELITY SPARTAN HIGH INCOME		2013-07-29	2016-04-22
223 779 HARBOR INTERNATIONAL FUND		2010-11-19	2016-04-22
1956 738 EPOCH US SMALL MID CAP EQUITY FD #37		2015-04-13	2016-04-22
200 SEAGATE TECHNOLOGY PLC		2013-12-02	2016-04-22
60 BOEING CO		2013-12-02	2016-06-03
33 COMMONWEALTH BANK OF AUSTRALIA ADR		2014-01-28	2016-06-03
37 COMMONWEALTH BANK OF AUSTRALIA ADR		2014-01-28	2016-06-06
10000 U S TREASURY NOTE 1 875% 09/30/2017 DTD 09/30/10		2015-04-02	2016-06-13
20000 WALMART STORES INC 3 25% 10/25/2020 DTD 10/25/2010		2015-02-26	2016-06-13

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,993		8,550	1,443
1,806		2,033	-227
13,825		13,427	398
21,211		23,403	-2,192
5,052		10,029	-4,977
7,647		8,070	-423
1,831		2,158	-327
2,062		2,420	-358
10,155		10,150	5
21,594		21,121	473

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,443
			-227
			398
			-2,192
			-4,977
			-423
			-327
			-358
			5
			473

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
25000 JPMORGAN CHASE & CO 6% 01/15/2018 DTD 12/20/07		2015-01-26	2016-07-14
10 AT&T INC		2012-01-12	2016-08-10
10 ABBVIE INC		2015-03-24	2016-08-10
10 ALTRIA GROUP INC		2013-12-02	2016-08-10
10 APPLE COMPUTER, INC		2013-06-06	2016-08-10
10 CME GROUP INC		2013-12-02	2016-08-10
10 COCA COLA CO		2012-01-12	2016-08-10
10 COLGATE PALMOLIVE CO		2011-04-21	2016-08-10
10 DOMINION RES INC VA NEW COM		2015-08-26	2016-08-10
10 DOW CHEMICAL CO		2013-12-02	2016-08-10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
26,669		26,480	189
432		303	129
666		598	68
668		371	297
1,081		627	454
1,036		819	217
436		338	98
747		404	343
748		703	45
533		402	131

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			189
			129
			68
			297
			454
			217
			98
			343
			45
			131

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10 EMERSON ELECTRIC CO		2013-12-02	2016-08-10
10 EVERSOURCE ENERGY		2014-01-28	2016-08-10
10 EXXON MOBIL CORP COM		2016-01-22	2016-08-10
63 627 FIDELITY SPARTAN HIGH INCOME		2013-07-29	2016-08-10
326 464 HARBOR INTERNATIONAL FUND		2010-11-19	2016-08-10
20 INTEL CORP COM		2012-01-12	2016-08-10
10 JOHNSON & JOHNSON CO		2009-05-28	2016-08-10
10 OCCIDENTAL PETROLEUM CO		2015-01-01	2016-08-10
10 PPL CORP COM		2015-08-26	2016-08-10
10 PROCTER & GAMBLE CO		2014-03-26	2016-08-10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
535		671	-136
569		430	139
867		761	106
547		592	-45
20,120		19,588	532
691		517	174
1,233		547	686
736		847	-111
359		313	46
862		797	65

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-136
			139
			106
			-45
			532
			174
			686
			-111
			46
			65

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10 REYNOLDS AMERICAN INC		2015-06-15	2016-08-10
10 ROYAL DUTCH SHELL PLC SPONS ADR A		2014-01-28	2016-08-10
10 SOUTHERN CO		2015-08-26	2016-08-10
562 898 EPOCH US SMALL MID CAP EQUITY FD #37		2015-04-13	2016-08-10
10 VERIZON COMMUNICATIONS		2013-12-02	2016-08-10
10 VODAFONE GROUP PLC-SP ADR		2014-05-09	2016-08-10
10 WEC ENERGY GROUP INC		2016-01-22	2016-08-10
10 WELLS FARGO & CO NEW		2015-04-17	2016-08-10
10 WELLTOWER		2015-08-26	2016-08-10
10 EATON CORP PLC		2013-12-02	2016-08-10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
495		360	135
491		706	-215
529		435	94
6,400		6,393	7
538		493	45
308		379	-71
622		536	86
482		542	-60
789		642	147
665		663	2

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			135
			-215
			94
			7
			45
			-71
			86
			-60
			147
			2

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
35000 U S TREASURY NOTE 1 875% 09/30/2017 DTD 09/30/10		2015-04-09	2016-09-15
10000 US TREASURY BOND 2 5% 08/15/2023 DTD 08/15/2013		2014-05-20	2016-09-15
50 TIME WARNER INC		2014-01-28	2016-10-24
5000 CISCO SYSTEMS INC 4 950% DUE 02/15/19		2015-04-09	2016-12-14
5000 F H L M C NOTES 3 75% 03/27/2019 DTD 03/27/2009		2011-08-24	2016-12-14
5000 FNMA 5 375% 06/12/2017 DTD 06/08/07		2008-12-23	2016-12-14
214 015 FIDELITY SPARTAN HIGH INCOME		2013-07-29	2016-12-14
23 347 HARBOR INTERNATIONAL FUND		2010-11-19	2016-12-14
12 257 HARBOR INTERNATIONAL FUND		2010-11-19	2016-12-14
5000 ONTARIO PROVINCE OF 1 65% 09/27/2019 DTD 09/27/2012		2015-04-09	2016-12-14

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
35,429		35,362	67
10,660		9,952	708
4,350		3,035	1,315
5,322		5,361	-39
5,258		5,360	-102
5,112		5,584	-472
1,862		1,992	-130
1,387		1,401	-14
728		735	-7
4,958		5,015	-57

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			67
			708
			1,315
			-39
			-102
			-472
			-130
			-14
			-7
			-57

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
330 SPDR GOLD TRUST		2016-08-10	2016-12-14
823 5 TDAM 5 TO 10 YEAR CORP BD PORTFOLIO		2015-04-13	2016-12-14
774 867 TDAM 1 TO 5 CORP BD PORTFOLIO		2014-08-15	2016-12-14
107 419 EPOCH US SMALL MID CAP EQUITY FD #37		2015-01-26	2016-12-14
5000 U S TREASURY NOTES 1 125% 08/31/2021 DTD 08/31/2016		2016-09-15	2016-12-14
5000 US TREASURY BOND 2 125% 01/31/2021 DTD 01/31/2014		2016-04-20	2016-12-14
5000 U S TREASURY NOTE 3 125% 05/15/2019 DTD 05/15/09		2012-05-03	2016-12-14
5000 U S TREASURY BOND 2 625% 08/15/2020 DTD 08/15/10		2015-08-21	2016-12-14
5000 U S TREASURY NOTE 1 875% 09/30/2017 DTD 09/30/10		2015-11-16	2016-12-14
5000 U S TREAS BONDS 1 75% 05/15/2022 DTD 05/15/2012		2012-06-26	2016-12-14

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
35,982		40,849	-4,867
8,367		8,644	-277
7,756		7,857	-101
1,312		1,215	97
4,806		4,984	-178
5,048		5,164	-116
5,205		5,356	-151
5,151		5,205	-54
5,039		5,042	-3
4,902		5,042	-140

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,867
			-277
			-101
			97
			-178
			-116
			-151
			-54
			-3
			-140

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
5000 US TREASURY BOND 2 5% 08/15/2023 DTD 08/15/2013		2015-09-16	2016-12-14
256 194 VANGUARD SHORT-TERM FED-ADM #549		2015-04-13	2016-12-14
10000 FNMA 5 375% 06/12/2017 DTD 06/08/07		2011-08-15	2016-12-15
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,053		5,121	-68
2,739		2,767	-28
10,225		11,033	-808
			725

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-68
			-28
			-808

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BOYS AND GIRLS CLUB OF POTTSBORO FOUNDATION PO BOX 1089 POTTSBORO, TX 75076	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
FOUR RIVERS OUTREACH 210 S RUCK STREET 2 SHERMAN, TX 75090	NONE	501(C)(3)	GENERAL OPERATIONS	5,000
UNIVERSITY OF NORTH TEXAS FOUNDATION PO BOX 311250 DENTON, TX 762031250	NONE	501(C)(3)	GENERAL OPERATIONS	20,000
MASTERKEY MINISTRIES 209 S HERITAGE PKWY SHERMAN, TX 75092	NONE	501(C)(3)	GENERAL OPERATIONS	5,000
EMBRACE GRACE INC C/O NIKKI STEEN 16830 VENTURA BLVD SUITE 360 ENCINO, CA 91436	NONE	501(C)(3)	GENERAL OPERATIONS	5,000
RISE AGAIN OUTREACH ATTN ROBERT MAGAN 34 STANIELS ROAD LOUDON, NH 03307	NONE	501(C)(3)	GENERAL OPERATIONS	5,000
MEALS ON WHEELS OF TEXOMA 1500 N BROUGHTON STREET SHERMAN, TX 75090	NONE	501(C)(3)	GENERAL OPERATIONS	5,000
GRAYSON COUNTY SHELTER 331 W MORTON STREET DENNISON, TX 75020	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
GRAYSON COUNTY CRISIS PREGNANCY DBA TRUE OPTIONS OF SHERMAN 105 W PECAN STREET SHERMAN, TX 75090	NONE	501(C)(3)	GENERAL OPERATIONS	10,000
GRAYSON COUNTY COLLEGE FOUND INC C/O SHERMAN PELLEY SHERMAN, TX 750912228	NONE	501(C)(3)	BEHALF OF ELLEN M TALBOTT	20,000
TEXAS TECH FOUNDATION INC PO BOX 41081 LUBBOCK, TX 794091081	NONE	501(C)(3)	GENERAL OPERATIONS	20,000
Total . . . . ▶ 3a				115,000

TY 2016 Accounting Fees Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	725	725		

TY 2016 Investments Corporate Bonds Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Name of Bond	End of Year Book Value	End of Year Fair Market Value
10000 CISCO SYSTEMS INC 4.95%	10,850	10,690
7000 GE CAP INTL FNDG 3.373%	7,000	7,116
20000 ONTARIO PROVINCE OF 1.65	19,965	19,888
10000 US BANCORP 1.95%	10,006	10,051
25000 WACHOVIA CORP 5.75%	26,802	26,065
3941.289 FIDELITY HIGH INCOME	35,984	34,329
13244,005 TDAM 5 TO 10 YEAR CO	137,168	133,764
12461.860 TDAM 1 TO 5 CORP BD	125,788	124,743
8700.249 VANGUARD SHORT-TERM F	93,798	93,006

TY 2016 Investments Corporate Stock Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Name of Stock	End of Year Book Value	End of Year Fair Market Value
150 MCDONALDS CORP	14,710	18,258
90 TIME WARNER INC	5,803	8,688
410 ALTRIA GROUP INC	15,785	27,724
440 COCA COLA CO	15,487	18,242
220 COLGATE PALMOLIVE CO	7,844	14,397
130 KIMBERLY CLARK CORP	10,400	14,836
300 PHILIP MORRIS INTL INC	25,315	27,447
250 PROCTER & GAMBLE CO	14,216	21,020
410 REYNOLDS AMERICAN INC	16,364	22,976
230 EXXON MOBIL CORP	17,805	20,760
280 OCCIDENTAL PETROLEUM CO	22,220	19,944
150 ROYAL DUTCH SHELL PLC	10,362	8,157
290 CME GROUP INC	24,354	33,452
370 WELLS FARGO & CO NEW	13,889	20,391
350 WELLTOWER	22,352	23,426
110 MEDTRONIC PLC	8,383	7,835
360 ABBVIE INC	21,916	22,543
220 JOHNSON & JOHNSON CO	14,443	25,346
320 EATON CORP PLC	20,892	21,469
90 BOEING CO	6,808	14,011
370 EMERSON ELECTRIC CO	20,251	20,628
220 RAYTHEON CO	20,163	31,240
140 3M CO	10,917	25,000
130 APPLE COMPUTER INC	8,682	15,057
300 CISCO SYSTEMS INC	8,584	9,066
640 INTEL CORP	16,957	23,213
260 IRON MOUNTAIN INC	9,518	8,445
330 MICROSOFT CORPORATION	7,174	20,506
340 QUALCOMM INCORPORATED	18,915	22,168
630 VODAFONE GROUP PLC	20,669	15,391

Name of Stock	End of Year Book Value	End of Year Fair Market Value
340 DOW CHEMICAL CO	14,016	19,455
690 AT&T INC	21,203	29,346
430 VERIZON COMMUNICATIONS	16,582	22,953
190 DOMINION RES INC VA NEW	13,395	14,552
360 DUKE ENERGY CORP	24,228	27,943
339 EVERSOURCE ENERGY	17,312	21,540
440 PPL CORP	13,803	14,982
320 SOURTHERN CO	14,013	15,741
250 WEC ENERGY GROUP INC	13,423	14,663
3747.771 INVESCO INTL GROWTH-Y	103,320	113,932
1526.631 HARBOR INTERNATIONAL	88,745	89,171
410 SPDR GOLD TRUST	49,094	44,940
16593.265 EPOCH US SMALL MID C	181,961	202,770

TY 2016 Investments Government Obligations Schedule

Name:	TALBOTT FOUNDATION 430057018
EIN:	80-0313615
US Government Securities - End of Year Book Value:	521,916
US Government Securities - End of Year Fair Market Value:	519,117
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2016 Other Expenses Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	38	38		0
OTHER NON-ALLOCABLE EXPENSE -	58	58		0

TY 2016 Other Increases Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Description	Amount
WASH SALES ADJUSTMENT & ROUNDING	120

TY 2016 Taxes Schedule

Name: TALBOTT FOUNDATION 430057018

EIN: 80-0313615

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	175	175		0
FEDERAL ESTIMATES - INCOME	73	0		0
FEDERAL ESTIMATES - PRINCIPAL	73	0		0
FOREIGN TAXES ON QUALIFIED FOR	380	380		0