Form **990-PF** | **Return of Private Foundation** | OMB No 1545-0052

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*

Department of the Treasury
Internal Revenue Service

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning 03/09 , 2016, and ending 02/28, 2017

Name of foundation: TUW KINGSLEY GILLESPIE CHARIT

A Employer identification number: 30-6513520

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1802 | Room/suite

B Telephone number (see instructions): 888-866-3275

City or town, state or province, country, and ZIP or foreign postal code: PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ► [X]

G Check all that apply: [X] 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)* ► $ 62,120,485.

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

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

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

		(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)	60,344,666.			
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	522,494.	463,987.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,459,449.			
b	Gross sales price for all assets on line 6a 59,456,747.				
7	Capital gain net income (from Part IV, line 2)		4,459,449.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)		20,091.		STMT 2
12	**Total** Add lines 1 through 11	65,326,609.	4,943,527.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	169,463.	101,678.		67,785.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 3	63,523.	NONE	NONE	63,523.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 4	12,591.	12,591.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	150,274.	12,274.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	835.	7,458.		
24	**Total operating and administrative expenses** Add lines 13 through 23	396,686.	134,001.	NONE	131,308.
25	Contributions, gifts, grants paid	2,626,612.			2,626,612.
26	**Total expenses and disbursements** Add lines 24 and 25	3,023,298.	134,001.	NONE	2,757,920.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	62,303,311.			
b	**Net investment income** (if negative, enter -0-)		4,809,526.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

	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		3,962,438.	3,962,438.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 7		55,369,194.	58,158,047.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		59,331,632.	62,120,485.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27	Capital stock, trust principal, or current funds		59,331,632.	
	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)		59,331,632.	
	31	Total liabilities and net assets/fund balances (see instructions)		59,331,632.	

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	Enter amount from Part I, line 27a	2	62,303,311.
3	Other increases not included in line 2 (itemize) ▶ TYE INCOME ADJ	3	307.
4	Add lines 1, 2, and 3	4	62,303,618.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	2,971,986.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	59,331,632.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES			
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	59,456,747.		54,997,298.	4,459,449.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				4,459,449.
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	4,459,449.
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 N/A

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015			
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.

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	96,191.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	96,191.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	96,191.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 138,000.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	138,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached SEE STATEMENT 9	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	41,809.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 41,809. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICE Telephone no ▶ (888)866-3275

Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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			
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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

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 [X]		
	(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 [X]		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	Yes [ ] No [X]		
	(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 [X]		
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? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	Yes [ ] No [ ]		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes [ ] No [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*		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]		
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
BANK OF AMERICA 99 FOUNDERS PLZ, EAST HARTFORD, CT 06108	TRUSTEE 1	169,463.	-0-	-0-

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	29,083,985.
b	Average of monthly cash balances	1b	2,015,272.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	31,099,257.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	31,099,257.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	466,489.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,632,768.
6	**Minimum investment return.** Enter 5% of line 5	6	1,498,068.

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	1,498,068.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	96,191.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	330.		
c	Add lines 2a and 2b			2c	96,521.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,401,547.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,401,547.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,401,547.

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	2,757,920.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,757,920.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,757,920.

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				1,401,547.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			NONE	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 ...... NONE				
b From 2012 ...... NONE				
c From 2013 ...... NONE				
d From 2014 ...... NONE				
e From 2015 ...... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 2,757,920.				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				1,401,547.
e Remaining amount distributed out of corpus	1,356,373.			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,356,373.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	1,356,373.			
10 Analysis of line 9				
a Excess from 2012 ... NONE				
b Excess from 2013 ... NONE				
c Excess from 2014 ... NONE				
d Excess from 2015 ... NONE				
e Excess from 2016 ... 1,356,373.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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

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

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

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*				
MASSACHUSETTS INSTITUTE OF TECH C/O CHRISTINE 238 MAIN ST STE 200 CAMBRIDGE MA 02142-1016	NONE	PC	UNRESTRICTED GENERAL SUPPORT	262,661.
THE STAMFORD HOSPITAL PO BOX 9317 STAMFORD CT 06904	NONE	PC	UNRESTRICTED GENERAL SUPPORT	1,283,809.
FIRST PRESBYTERIAN CHURCH ATTN: THE REV. DR. 1101 BEDFORD ST STAMFORD CT 06905-5308	NONE	PC	UNRESTRICTED GENERAL SUPPORT	262,661.
STAMFORD ROTARY TRUST FUND CHAIRMAN STAMFORD CT 06905-8180	NONE	PC	UNRESTRICTED GENERAL SUPPORT	292,159.
THE LONG ISLAND MUSEUM OF AMERIC ATTN: KAREN 1200 ROUTE 25A STONY BROOK NY 11790-1931	NONE	PC	UNRESTRICTED GENERAL SUPPORT	262,661.
SETAUKET PRESBYTERIAN CHURCH ATTN: RICHARD HO 5 CAROLINE AVE SETAUKET NY 11733-3008	NONE	PC	UNRESTRICTED GENERAL SUPPORT	262,661.
Total ▶ **3a**				2,626,612.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	522,494.	
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	4,459,449.	
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)				4,981,943.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 4,981,943.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Karen J Kiser | 09/25/2017 | SVP Tax

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

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

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

TUW KINGSLEY GILLESPIE CHARIT

Employer identification number

30-6513520

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☐ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

[X] 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).

Name of organization	Employer identification number
TUW KINGSLEY GILLESPIE CHARIT	30-6513520

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	SUC TUW KINGSLEY GILLESPIE CRUT P.O. BOX 1802 PROVIDENCE, RI 02901	$ 23,561,645.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
2	KENYON GILLESPIE TR U/A ESTATE P.O. BOX 1802 PROVIDENCE, RI 02901	$ 36,783,021.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: TUW KINGSLEY GILLESPIE CHARIT

Employer identification number: 30-6513520

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	VARIOUS STOCK DONATED	$ 21,134,336.	03/09/2016
2	VARIOUS STOCK CONTRIBUTED	$ 34,383,021.	01/17/2017
		$	
		$	
		$	
		$	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	11,332.	11,332.
FOREIGN DIVIDENDS	93,062.	93,062.
NONDIVIDEND DISTRIBUTIONS	12,390.	
DOMESTIC DIVIDENDS	200,091.	200,091.
OTHER INTEREST	10,762.	10,762.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	43,626.	
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - ST	2,413.	
EXEMPT DIVIDENDS SUBJECT TO AMT - STATES	29.	
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - TE	49.	
NONQUALIFIED FOREIGN DIVIDENDS	37,412.	37,412.
NONQUALIFIED DOMESTIC DIVIDENDS	111,328.	111,328.
TOTAL	522,494.	463,987.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		20,091.
TOTALS		20,091.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	25.			25.
LEGAL FEES - INCOME (ALLOCABLE	25.			25.
LEGAL FEES - CHARITABLE	63,473.			63,473.
TOTALS	63,523.	NONE	NONE	63,523.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	12,591.	12,591.
TOTALS	12,591.	12,591.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,439.	3,439.
EXCISE TAX ESTIMATES	138,000.	
FOREIGN TAXES ON QUALIFIED FOR	4,492.	4,492.
FOREIGN TAXES ON NONQUALIFIED	4,343.	4,343.
TOTALS	150,274.	12,274.

TUW KINGSLEY GILLESPIE CHARIT 30-6513520

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INVESTMENT FEE	835.	835.
PARTNERSHIP EXPENSES		6,623.
TOTALS	835.	7,458.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		55,369,194.	58,158,047.
	TOTALS	55,369,194.	58,158,047.

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

DESCRIPTION		AMOUNT
ACCRUED INTEREST		11,938.
TYE SALES ADJ		4,353.
SECURITIES ADJ		607.
ADJ FROM TAX TO FMV		2,955,086.
ROUNDING		2.
	TOTAL	2,971,986.

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

SUC TUW KINGSLEY GILLESPIE CRUT
P.O. BOX 1802
PROVIDENCE, RI 02901

KENYON GILLESPIE TR U/A ESTATE
P.O. BOX 1802
PROVIDENCE, RI 02901

TUW KINGSLEY GILLESPIE CHARIT
30-6513520
Balance Sheet
02/28/2017

Bank of America

Cusip	Asset	Units	Basis	Market Value
88579Y101	3M CO	273 000	47,757 23	50,873 55
002535300	AARONS INC	974 000	30,910 87	26,570 72
002824100	ABBOTT LABS	762 000	35,251 83	34,350 96
00404A109	ACADIA HEALTHCARE CO INC	296 000	13,629.52	13,237 12
G1151C101	ACCENTURE PLC	589 000	68,272 05	72,152 50
00440EAT4	ACE INA HLDGS INC	175000 000	175,822 26	175,794 50
004446100	ACETO CORP	1240 000	26,110 19	19,021 60
00089H106	ACS ACTIV DE CONSTRUC Y SERV	6446 426	40,513 01	40,586 70
00508Y102	ACUITY BRANDS INC	73 000	16,322 49	15,424 90
006754204	ADECCO GROUP S A	1145.000	33,280 74	41,274 96
007973100	ADVANCED ENERGY INDS	436 000	24,846 02	27,075 60
007924103	AEGON N V	7574 000	41,265 68	40,445.16
N00985106	AERCAP HOLDINGS NV	962 000	40,264 17	43,578 60
008252108	AFFILIATED MANAGERS GROUP	100 000	15,687 26	16,793 00
009279100	AIRBUS GROUP	3503.000	55,168 45	64,507 75
00971T101	AKAMAI TECHNOLOGIES INC	229 000	13,860 21	14,335 40
01609W102	ALIBABA GROUP HLDG LTD	996 000	93,758 24	102,488 40
018581108	ALLIANCE DATA SYS CORP	87 000	18,783 09	21,139 26
020002101	ALLSTATE CORP	239 000	16,305 34	19,636 24
02005N100	ALLY FINL INC	1533 000	29,452 56	34,477 17
02079K107	ALPHABET INC	75 000	59,035 16	61,740 75
02079K305	ALPHABET INC	75 000	60,767 91	63,369 75
023135106	AMAZON COM INC	185 000	140,894 51	156,332 40
02319V103	AMBEV S A	7546 000	43,136 76	42,936 74
G02602103	AMDOCS LTD	147 000	8,678 49	8,915 55
025676206	AMERICAN EQUITY INVT LIFE HLDG	952 000	19,329 33	25,618 32
025816109	AMERICAN EXPRESS CO	613 000	45,278 07	49,076 78
031162100	AMGEN INC	273 000	41,995 99	48,192 69
001744101	AMN HEALTHCARE SVCS INC	878.000	31,237 05	36,129 70
032654105	ANALOG DEVICES INC	131 000	9,121 47	10,732 83
034164103	ANDERSONS INC	465 000	16,599 82	18,390 75
035242AJ5	ANHEUSER-BUSCH INBEV FIN INC	175000 000	176,851 50	176,953 00
G0408V102	AON PLC	290 000	32,304 24	33,538 50
037598109	APOGEE ENTERPRISES INC	634 000	32,334 87	36,252 12

TUW KINGSLEY GILLESPIE CHARIT
30-6513520
Balance Sheet
02/28/2017

Bank of America

Cusip	Asset	Units	Basis	Market Value
00203H446	AQR LONG-SHORT EQUITY FUND	217184 593	2,828,400 88	2,912,445 39
039483102	ARCHER DANIELS MIDLAND CO	711 000	30,886 62	33,395 67
G0464B107	ARGO GROUP INTL HLDGS LTD	511.000	30,691 15	34,211 45
044186104	ASHLAND GLOBAL HLDGS INC	231 000	26,089 80	27,872 46
04621X108	ASSURANT INC	145 000	14,121 49	14,355 00
04623U102	ASTELLAS PHARMA INC	3026 000	44,368 67	40,893 36
052769106	AUTODESK INC	834 000	64,075 40	71,974 20
053015103	AUTOMATIC DATA PROCESSING INC	194 000	19,436 55	19,908 28
053484101	AVALONBAY CMNTYS INC	105 000	18,560 06	19,296 90
05379B107	AVISTA CORP	720 000	28,330 79	28,706 40
054536107	AXA SA	1685 000	39,161 56	39,873 84
05946K101	BANCO BILBAO VIZCAYA ARGENTARIA	6116 000	41,016 83	39,998 64
064159HT6	BANK NOVA SCOTIA B C	150000 000	149,277 00	149,197 50
075887BE8	BECTON DICKINSON & CO	100000 000	101,520 00	101,542 00
05545E209	BHP BILLITON PLC	1759 000	56,554 40	57,149 91
092113109	BLACK HILLS CORP	625 000	38,147 81	40,550 00
09227Q100	BLACKBAUD INC	127 000	8,605 35	9,083 04
74925K581	BOSTON PARTNERS LONG/SHORT	181222 047	2,762,146 03	2,886,867 21
109043109	BRIGGS & STRATTON CORP	1438 000	31,759.55	30,773 20
11133T103	BROADRIDGE FINL SOLUTIONS INC	160.000	10,703 78	11,092 80
117043109	BRUNSWICK CORP	283 000	14,899 79	16,948.87
122017106	BURLINGTON STORES INC	181 000	13,019 82	16,110 81
12685J105	CABLE ONE INC	32 000	18,336 54	20,013 44
127055101	CABOT CORP	445.000	23,590 96	25,801 10
129500104	CALERES INC	784 000	22,756 58	23,418.08
13123X102	CALLON PETE CO DEL	1767 000	23,710 22	22,299 54
14040HBG9	CAPITAL ONE FINL CORP	100000 000	97,378.00	98,306 00
142795202	CARLSBERG AS	2303 000	42,546.38	40,594 98
144430204	CARREFOUR SA	8019 000	41,974 48	38,483 18
144577103	CARRIZO OIL & CO INC	959 000	34,802 74	31,215 45
147528103	CASEYS GEN STORES INC	102 000	12,053 98	11,687 16
124830100	CBL & ASSOC PPTYS INC	885.000	9,754 92	8,876 55
12514G108	CDW CORP	305 000	13,787 40	17,964 50
156782104	CERNER CORP	833.000	44,075 04	45,848 32

TUW KINGSLEY GILLESPIE CHARIT
30-6513520
Balance Sheet
02/28/2017

Bank of America

Cusip	Asset	Units	Basis	Market Value
16941M109	CHINA MOBILE LTD	1094 000	62,618 52	60,454 44
H1467J104	CHUBB LTD	325 000	41,678 00	44,905 25
171340102	CHURCH & DWIGHT INC	281 000	12,923 64	14,005 04
125509109	CIGNA CORP	163.000	23,653 80	24,270.70
172755100	CIRRUS LOGIC CORP	473 000	24,420 30	25,579 84
17275R102	CISCO SYS INC	3311.000	99,622.31	113,169.98
125581801	CIT GROUP INC	657.000	25,233 59	28,185.30
172967424	CITIGROUP INC	725 000	39,319 73	43,362 25
12562Y100	CK HUTCHISON HLDGS LTD	3464 000	41,537.94	42,641.84
19765E823	CMG ULTRA SHORT TERM BOND	55493 791	499,999 06	499,999 06
191216100	COCA COLA CO	1542 000	65,343 43	64,702 32
20030N101	COMCAST CORP	2968 000	104,354 23	111,062 56
205363104	COMPUTER SCIENCES CORP	170 000	8,203 29	11,655.20
212485106	CONVERGYS CORP	290.000	7,593 65	6,345.20
216648402	COOPER COS INC	89.000	15,293.62	17,723.46
222070203	COTY INC	1172 000	23,367 72	22,010.16
22544R305	CREDIT SUISSE COMMODITY-RETURN	145823 078	691,739 08	745,155 93
12650T104	CSRA INC	319.000	9,281 26	9,512 58
229899109	CULLEN / FROST BANKERS INC	228 000	17,440 23	21,083 16
23204G100	CUSTOMERS BANCORP INC	1257.000	39,074 17	43,152 81
126650CH1	CVS CAREMARK CORP	100000 000	100,438 12	100,434.00
126650100	CVS HEALTH CORP	509 000	45,850 64	41,015.22
23331A109	D R HORTON INC	608 000	18,511 72	19,456.00
235825205	DANA INC	935.000	15,527 28	17,662 15
235851102	DANAHER CORP DEL	405 000	31,701 70	34,647.75
23636T100	DANONE	5064 000	66,394 38	67,325 88
23304Y100	DBS GROUP HLDGS LTD	776 000	37,363 76	41,570.32
244199105	DEERE & CO	500 000	50,690 53	54,745.00
G27823106	DELPHI AUTOMOTIVE PLC	656 000	47,566 83	49,941 28
25157Y202	DEUTSCHE POST AG	1218 000	38,745 71	41,901 64
25278X109	DIAMONDBACK ENERGY INC	161 000	15,634 54	16,238 46
23328E106	DNB NOR ASA	251 000	37,114 55	41,296 03
256677105	DOLLAR GEN CORP	239 000	17,994 23	17,451 78
25754A201	DOMINOS PIZZA INC	73 000	10,769 90	13,856 13

TUW KINGSLEY GILLESPIE CHARIT
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258620103	DOUBLELINE TOTAL RETURN BD FUND	57375 254	625,000 00	610,472 70
260003108	DOVER CORP	231 000	16,939 92	18,503 10
26138E109	DR PEPPER SNAPPLE INC	148 000	13,463 49	13,829 12
263534109	DU PONT E I DE NEMOURS & CO	212 000	15,627 97	16,650 48
26613Q106	DUPONT FABROS TECHNOLOGY INC	787 000	35,636 86	40,522 63
268780103	E ON SE	5233 000	44,983 28	40,738 90
27579R104	EAST WEST BANCORP INC	388 000	17,339 54	20,998 56
277432100	EASTMAN CHEM CO	224 000	17,305 99	17,976 00
G29183103	EATON CORP PLC	473 000	32,205 96	34,046 54
28176E108	EDWARDS LIFESCIENCES CORP	178 000	17,683 35	16,739 12
29286D105	ENGIE	3281 000	45,933 88	40,231 62
26875P101	EOG RES INC	400 000	39,516 63	38,796 00
26875PAD3	EOG RES INC	100000 000	108,005 00	108,004 00
26884U109	EPR PPTYS	247 000	17,609 77	19,009 12
26884L109	EQT CORP	539 000	36,340 35	32,280 71
294429105	EQUIFAX INC	73 000	8,636.47	9,571 03
297284200	ESSILOR INTL	697 000	40,657 04	40,049 62
298736109	EURONET WORLDWIDE INC	225 000	16,783 38	18,625 50
302130109	EXPEDITORS INTL WASHINGTON INC	1155 000	59,838 17	65,118 90
30303M102	FACEBOOK INC	1066 000	130,958 62	144,485 64
303075105	FACTSET RESH SYS INC	230 000	38,354 97	40,917.00
311900104	FASTENAL CO	347 000	16,993 21	17,360 41
31620M106	FIDELITY NATL INFORMATION SVCS	486 000	37,420 41	39,983 22
316773100	FIFTH THIRD BANCORP	737 000	16,704 30	20,223 28
319383204	FIRST BUSEY CORP	906 000	24,547 50	28,013 52
32055Y201	FIRST INTST BANCSYSTEM INC	1124 000	41,032 46	49,287 40
33616C100	FIRST REP BK SAN FRANCISCO	118.000	9,959 98	11,071 94
337738108	FISERV INC	390 000	41,329 34	45,006 00
31620R303	FNF GROUP	675 000	22,635 25	25,872 75
34959J108	FORTIVE CORP	295 000	15,873 63	17,006.75
34964C106	FORTUNE BRANDS HOME & SEC INC	256 000	14,514 35	14,804.48
358029106	FRESENIUS MED CARE AG	1021 000	42,634 09	42,514 44
366651107	GARTNER GROUP INC NEW	166 000	15,844 52	17,132 86
36863N208	GEMALTO NV	1459 000	44,067 40	44,037 00

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36162J106	GEO GROUP INC	638 000	24,100 06	30,375 18
377316104	GLATFELTER	675 000	16,127 71	14,917 50
37953G103	GLOBAL BRASS & COPPER HLDGS	932 000	30,964 97	31,361 80
38141G104	GOLDMAN SACHS GROUP INC	288 000	62,594 66	71,441 28
384109104	GRACO INC	147.000	12,374 96	13,341 72
391164100	GREAT PLAINS ENERGY INC	1122 000	31,729 28	32,605 32
391416104	GREAT WESTN BANCORP INC	833 000	31,823 96	35,602 42
398905109	GROUP 1 AUTOMOTIVE INC	254 000	18,755 75	19,733 26
418056107	HASBRO INC	191 000	16,336 06	18,502 17
G4388N106	HELEN OF TROY LTD	279.000	26,538 52	27,258 30
432748101	HILLTOP HLDGS INC	1081 000	27,016 17	30,678 78
43785V102	HOMESTREET INC	1029 000	29,826 39	28,091 70
438516106	HONEYWELL INTL INC	303 000	35,493 01	37,723 50
404280406	HSBC HLDGS PLC	1462 000	54,936 33	58,918 60
404280BB4	HSBC HLDGS PLC	200000 000	201,686 00	202,680 00
445658107	HUNT J B TRANS SVCS INC	142 000	12,931 56	13,940 14
G4705A100	ICON PLC	83 000	7,026 83	6,952 91
45168D104	IDEXX LABS INC	115.000	11,283 03	16,668 10
452308109	ILLINOIS TOOL WKS INC	234 000	28,279 16	30,890 34
452327109	ILLUMINA INC	58 000	9,422 25	9,709 20
45329R109	INC RESEARCH HLDGS INC CL A	636 000	30,498 54	27,761 40
45768S105	INNOSPEC INC	399 000	24,590 61	26,054 70
458140AQ3	INTEL CORP	175000 000	177,763 25	178,151.75
46115H107	INTESA SANPAOLO	4153 000	63,689 09	58,249 98
46120E602	INTUITIVE SURGICAL INC	29 000	19,004 60	21,373 00
464288646	ISHARES	23749 000	2,510,557 66	2,499,819 74
46432F842	ISHARES CORE MSCI EAFE	110000 000	6,064,850 00	6,177,600 00
46434G103	ISHARES CORE MSCI EMERGING	95000 000	4,221,325 00	4,385,200 00
464287226	ISHARES CORE US AGGREGATE BOND	10500 000	1,147,062 35	1,142,085 00
464285105	ISHARES GOLD TRUST	74535.000	853,881 33	897,401 40
464287655	ISHARES RUSSELL 2000 ETF	32500 000	4,237,891 56	4,479,800 00
464287499	ISHARES RUSSELL MID-CAP ETF	17500 000	3,019,259 91	3,292,800 00
46625H100	J P MORGAN CHASE & CO	1106 000	87,683 48	100,225 72
478160104	JOHNSON & JOHNSON	546 000	61,075 67	66,726 66

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G51502105	JOHNSON CONTROLS INTL PLC	989 000	43,952 36	41,478.66
46625HHS2	JPMORGAN CHASE & CO	250000 000	268,666 12	267,607 50
48137C108	JULIUS BAER GROUP LTD	4464 000	38,557 76	43,818 62
49338L103	KEYSIGHT TECHNOLOGIES INC	452 000	14,503 31	16,995 20
498904200	KNOLL INC	1145.000	29,166 64	25,590 75
500458401	KOMATSU LTD	1702 000	40,019.22	41,232 65
512816109	LAMAR ADVERTISING CO NEW	294 000	20,258 25	22,191.12
529043101	LEXINGTON REALTY TR	2747 000	28,760 42	30,656 52
501889208	LKQ CORP	495 000	15,815 47	15,632 10
550021109	LULULEMON ATHLETICA INC	226.000	15,772 40	14,748 76
55261F104	M & T BK CORP	87 000	12,088.14	14,526 39
56062Y102	MAINSOURCE FINL GROUP INC	605 000	17,330 83	20,721 25
57060D108	MARKETAXESS HLDGS INC	42 000	6,650 34	8,199 66
G5876H105	MARVELL TECHNOLOGY GROUP LTD	1490 000	18,070 81	23,244 00
578787103	MAZDA MTR CORP	5328 000	41,853 83	37,525 10
579780206	MCCORMICK & CO INC	168 000	15,780 78	16,534 56
58155Q103	MCKESSON CORP	200 000	30,739 65	30,026 00
58502B106	MEDNAX INC	413 000	28,400 23	29,401 47
G5960L103	MEDTRONIC PLC	766 000	57,544 16	61,977 06
58933Y105	MERCK & CO INC	846 000	50,440 45	55,726 02
59156R108	METLIFE INC	816 000	43,153.50	42,791 04
55272X102	MFA FINL INC	1636 000	12,046 32	13,120 72
55303A105	MGM GROWTH PPTYS LLC	367 000	9,109 51	9,329 14
594918104	MICROSOFT CORP	880.000	52,697.28	56,302 40
596278101	MIDDLEBY CORP	148.000	18,228 10	20,529 08
606783207	MITSUBISHI ESTATE LTD	2112 000	41,518 64	41,433 22
N51488117	MOBILEYE NV	216.000	9,380 68	9,832 32
609839105	MONOLITHIC PWR SYS INC	165 000	12,977 65	14,515 05
61174X109	MONSTER BEVERAGE CORP	1756 000	75,236 87	72,768 64
626425102	MURATA MFG CO CO LTD	1260 000	40,270 90	45,468 36
626717102	MURPHY OIL CORP	931 000	29,730.26	26,337.99
631103108	NASDAQ INC	491 000	32,777 45	34,915 01
636220303	NATIONAL GEN HLDGS CORP	1279 000	30,268 89	31,130 86
71F679998	NB CROSSROADS PRIVATE MARKETS	40000 000	40,000 00	40,000 00

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6400822U6	NEENAH WIS	500000 000	514,349 67	509,520.00
641069406	NESTLE S A	582 000	42,795 45	43,151 23
64966GX98	NEW YORK N Y	500000 000	501,069 18	506,865 00
666807102	NORTHROP GRUMMAN CORP	203 000	45,751 29	50,159 27
66987V109	NOVARTIS A G	575 000	54,223 17	44,947 75
670100205	NOVO-NORDISK A S	1699 000	66,485 05	60,025 67
62942X405	NRG YIELD INC	1759 000	28,589 41	30,606 60
67103H107	O REILLY AUTOMOTIVE INC	67 000	17,900 32	18,204 57
674599105	OCCIDENTAL PETE CORP DEL	295 000	22,756.13	19,337 25
681116109	OLLIES BARGAIN OUTLET HLDGS INC	507.000	14,857 64	15,894 45
68389X105	ORACLE CORP	2137 000	87,001.13	91,014 83
68389XAC9	ORACLE CORP	250000 000	277,398 89	262,277 50
684060106	ORANGE S A	2615 000	42,626 11	39,355 75
688239201	OSHKOSH TRUCK CORP	180 000	12,054 55	12,220 20
689164101	OTSUKA HLDGS CO LTD	1776 000	38,383 09	40,563 84
690768403	OWENS ILL INC	891.000	17,169 00	17,641 80
695156109	PACKAGING CORP AMER	244 000	19,144 43	22,552 92
69832A205	PANASONIC CORP	3884 000	41,273 57	42,801 68
69840W108	PANERA BREAD CO	64 000	13,718 43	14,771 20
717081103	PFIZER INC	1599 000	53,854 45	54,557 88
718172109	PHILIP MORRIS INTL INC	894 000	85,673 72	97,758 90
723484101	PINNACLE WEST CAP CORP	346 000	26,012 68	28,437 74
72941W100	PLY GEM HLDGS INC	1483 000	23,277 14	25,804 20
693475105	PNC FINL SVCS GROUP INC	418 000	46,156 08	53,182 14
73278L105	POOL CORP	91.000	9,208 22	10,438 61
693506107	PPG INDS INC	540 000	56,816 64	55,312 20
742718109	PROCTER & GAMBLE CO	772 000	66,003 55	70,306 04
747525103	QUALCOMM INC	1297 000	71,142 04	73,254.56
751452202	RAMCO-GERSHENSON PPTYS TR	1530 000	25,933 33	23,959 80
75886F107	REGENERON PHARMACEUTICALS	141 000	51,152 80	52,663 50
760759100	REPUBLIC SVCS INC	386.000	20,311 08	23,912 70
74965L101	RLJ LODGING TR	1040 000	24,263 28	23,670 40
771195104	ROCHE HLDG LTD	2118 000	68,711 07	64,690 07
773903109	ROCKWELL AUTOMATION INC	92 000	11,974 09	13,901 20

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775371AV9	ROHM & HAAS CO	100000 000	102,744 00	102,379 00
V7780T103	ROYAL CARIBBEAN CRUISES LTD	182 000	14,904 65	17,490 20
780249108	ROYAL DSM N V	2597.000	39,964.96	42,772 59
780259206	ROYAL DUTCH SHELL PLC	1116 000	59,581 68	57,909 24
780641205	ROYAL KPN NV	13937 000	46,572 16	39,469 58
78377T107	RYMAN HOSPITALITY PPTYS INC	456 000	26,947 60	29,398 32
801056102	SANMINA CORP	1025 000	32,222.02	39,975 00
806857108	SCHLUMBERGER LTD	1872 000	155,847 66	150,433 92
811707801	SEACOAST BKG CORP FLA	1169 000	23,132 87	27,155 87
811904101	SEACOR HLDGS INC	102 000	6,710 69	7,022 70
813113206	SECOM LTD	2293 000	42,988 59	41,936 68
784117103	SEI INVESTMENTS CO	1207 000	60,368 93	60,772 45
81603X108	SEIKO EPSON CORP	3952 000	37,532 31	44,380 96
81618T100	SELECT INCOME REIT	910 000	22,665 85	23,660 00
81762P102	SERVICENOW INC	177 000	14,169 89	15,384 84
82481LAD1	SHIRE ACQ UNV IRELAND DA SR	100000 000	94,766 00	95,338 00
828730200	SIMMONS 1ST NATL CORP	633 000	35,300 20	36,397 50
83175M205	SMITH & NEPHEW PLC	1364 000	43,331 85	41,670 20
831865209	SMITH A O	416.000	18,598 02	20,949 76
832696405	SMUCKER J M CO	269 000	35,957 88	38,125 37
833034101	SNAP ON INC	102 000	17,159 14	17,306 34
78464A417	SPDR BLOOMBERG BARCLAYS HIGH	20000 000	736,100 00	744,400 00
857477103	STATE STR CORP	376 000	29,511 64	29,970 96
858155203	STEELCASE INC	285 000	4,457 84	4,560 00
85917A100	STERLING BANCORP DEL	1681 000	35,274 27	41,604 75
86803T104	SUNTORY BEVERAGE & FOOD LTD	1505 000	34,463 01	31,677 24
86787EAR8	SUNTRUST BK ATLANTA GA UNSECD	100000 000	100,158 00	100,357 00
87157D109	SYNAPTICS INC	353 000	22,277.59	18,761 95
87164P103	SYNERGY RES CORP	4097 000	33,180 11	33,472 49
871607107	SYNOPSYS INC	219 000	12,317 26	15,645 36
872275102	TCF FINL CORP	445 000	7,303 69	7,743 00
G87110105	TECHNIPFMC PLC	326 000	10,473 03	10,536 32
880349105	TENNECO INC	468 000	29,911 86	30,097 08
882508104	TEXAS INSTRS INC	791 000	57,160 60	60,606 42

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883556102	THERMO FISHER SCIENTIFIC CORP	221 000	31,520 19	34,847 28
883556BE1	THERMO FISHER SCIENTIFIC INC	100000.000	101,126 00	100,997 00
887317303	TIME WARNER INC	224 000	20,447 19	21,999 04
89151E109	TOTAL S A	803.000	39,661 05	40,125 91
893641100	TRANSDIGM GROUP INC	142 000	32,300 29	36,096 40
89417E109	TRAVELERS COS INC	348 000	39,887.35	42,539 52
G9019D104	TRAVELPORT WORLDWIDE LTD	2252 000	31,906 06	28,600 40
896239100	TRIMBLE NAVIGATION LTD	451 000	12,446 24	13,994 53
901109108	TUTOR PERINI CORP	1094 000	31,449 01	33,312 30
902252105	TYLER TECHNOLOGIES INC	101 000	14,876 62	15,316 65
902681105	UGI CORP NEW	401 000	17,347 80	19,340 23
90384S303	ULTA SALON COSMETICS &	61.000	16,044 72	16,679 23
90385D107	ULTIMATE SOFTWARE GROUP INC	84 000	16,643 28	16,244.76
907818108	UNION PAC CORP	324 000	33,614.56	34,972 56
911312106	UNITED PARCEL SVC INC	501 000	59,297 74	52,985.76
912828S50	UNITED STATES TREAS NT	251802.500	245,774 81	247,511 79
912828U24	UNITED STATES TREAS NT	450000 000	433,167 97	435,429 00
912828V56	UNITED STATES TREAS NT	600000.000	599,226 57	599,064 00
913543104	UNIVERSAL FST PRODS INC	304 000	31,185 96	29,126 24
913903100	UNIVERSAL HLTH SVCS INC	265 000	31,625 87	33,284 00
902973304	US BANCORP DEL	1181 000	58,434.86	64,955 00
8ENM79995	UST GLOBAL PRIVATE MARKETS FUND	322799 454	68,075 78	322,799.45
922908553	VANGUARD REIT	32000 000	2,701,365 27	2,728,320 00
922908363	VANGUARD S&P 500 ETF	45000 000	8,739,814 14	9,768,150.00
92214X106	VAREX IMAGING CORP	211 600	5,776 31	7,367.91
92220P105	VARIAN MED SYS INC	529 000	41,135 35	44,377 81
922475108	VEEVA SYS INC	393 000	14,746 57	17,170 17
92345Y106	VERISK ANALYTICS INC	156 000	12,723 09	12,935 52
92826C839	VISA INC	1261 000	103,222 17	110,892 34
92852T201	VIVENDI SA	2144 000	41,673 61	37,944 51
92927K102	WABCO HLDGS INC	147 000	16,012 78	16,505 16
942622200	WATSCO INC	138 000	20,219 85	20,461 26
G48833100	WEATHERFORD INTL PL	4031 000	23,358 05	22,815 46
94733A104	WEB COM GROUP INC	1563 000	30,963 16	30,087 75

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949746101	WELLS FARGO & CO	1009 000	54,022 72	58,400 92
950755108	WERNER ENTERPRISES INC	236 000	6,128 41	6,608 00
974637100	WINNEBAGO INDS INC	910 000	29,823 88	30,030 00
98310W108	WYNDHAM WORLDWIDE CORP	350 000	26,712 14	29,134.00
98389B100	XCEL ENERGY INC	839 000	34,134.17	36,672 69
988498101	YUM BRANDS INC	568 000	35,714 89	37,101 76
98850P109	YUM CHINA HLDGS INC	808 000	21,364 02	21,484 72
98956P102	ZIMMER BIOMET HLDGS INC	275 000	31,239 51	32,197 00
	Cash/Cash Equivalent	3962438 450	3,962,438 45	3,962,438 45
		Totals	59,331,633 41	62,120,486 07