

CHANGE OF ACCOUNTING PERIOD
Return of Private Foundation

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

► 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.

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

SEP 1, 2016

, and ending

JUN 30, 2017

Name of foundation

WOMEN'S AID HOME DBA PEARL MANOR

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

200 ALLIANCE WAY

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

MANCHESTER, NH 03102

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

H Check type of organization: Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

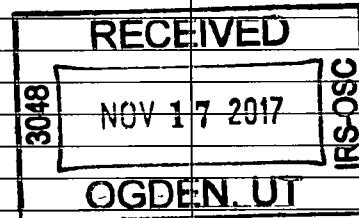
I Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 5,524,004. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
3 Dividends and interest from securities		110,733.	110,733.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)		6,713.	6,713.		
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		117,446.	117,446.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees	STMT 2	23,384.	23,384.		0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		23,384.	23,384.		0.
25 Contributions, gifts, grants paid		62,014.			62,014.
26 Total expenses and disbursements. Add lines 24 and 25		85,398.	23,384.		62,014.
27 Subtract line 26 from line 12:		32,048.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			94,062.		
c Adjusted net income (if negative, enter -0-)				N/A	

623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing		230,091.	
	2	Savings and temporary cash investments		320,113.	320,113.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ► 935,693.	STATEMENT 3		
		Less: allowance for doubtful accounts ► 0.	930,400.	935,693.	935,693.
Assets	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 4	2,612,646.	3,188,804.
	c	Investments - corporate bonds	STMT 5	130,015.	50,198.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 6	1,269,433.	1,029,196.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		5,172,585.	5,524,004.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
Liabilities	23	Total liabilities (add lines 17 through 22)		0.	0.
		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		1,223,834.	1,456,553.
	25	Temporarily restricted		539,089.	657,789.
	26	Permanently restricted		3,409,662.	3,409,662.
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances		5,172,585.	5,524,004.
Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances		5,172,585.	5,524,004.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,172,585.
2	Enter amount from Part I, line 27a	2	32,048.
3	Other increases not included in line 2 (itemize) ► <u>UNREALIZED GAIN ON INVESTMENTS</u>	3	319,371.
4	Add lines 1, 2, and 3	4	5,524,004.
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	5,524,004.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					6,713.
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					6,713.
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	6,713.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	185,864.	4,927,693.	.037718
2014			
2013			
2012			
2011			
2 Total of line 1, column (d)			.037718
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			.037718
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4,334,136.
5 Multiply line 4 by line 3			163,475.
6 Enter 1% of net investment income (1% of Part I, line 27b)			941.
7 Add lines 5 and 6			164,416.
8 Enter qualifying distributions from Part XII, line 4			62,014.

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

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

6a

6b

6c

6d

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

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ►

Refunded ►

7 0.

8 47.

9 1,928.

10

11

Part VII-A Statements Regarding Activities

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

1a Yes No

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

1b Yes 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

1c Yes No

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

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

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Yes No

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

3 Yes 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

4a Yes No

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

4b Yes No

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

5 Yes No

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

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

N/A

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 Yes No

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Yes No

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

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

NH

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 No

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 Yes No

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

10 Yes No

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
14	The books are in care of ► <u>KATHY ZYLAK</u> Located at ► <u>200 ALLIANCE WAY, MANCHESTER, NH</u>	Telephone no. ► <u>603-645-6500</u> ZIP+4 ► <u>03102</u>		
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	► <u>15</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did <u>any</u> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is <u>not</u> 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 <u>all</u> years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to <u>any</u> of the years listed in 2a, list the years here. ►	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4a	
		4b	

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

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

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

▶

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3

▶

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a Average monthly fair market value of securities	1a 4,070,680.
b Average of monthly cash balances	1b 329,458.
c Fair market value of all other assets	1c
d Total (add lines 1a, b, and c)	1d 4,400,138.
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 4,400,138.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 66,002.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 4,334,136.
6 Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6 179,897.

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	1 179,897.
2a Tax on investment income for 2016 from Part VI, line 5	2a 1,881.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c 1,881.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 178,016.
4 Recoveries of amounts treated as qualifying distributions	4 0.
5 Add lines 3 and 4	5 178,016.
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	7 178,016.

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 62,014.
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
3 Amounts set aside for specific charitable projects that satisfy the:	
a Suitability test (prior IRS approval required)	3a
b Cash distribution test (attach the required schedule)	3b
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 62,014.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 62,014.

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				178,016.
2 Undistributed income, if any, as of the end of 2016			58,680.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 62,014.			58,680.	
a Applied to 2015, but not more than line 2a				
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				3,334.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instr.				0.
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				
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	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

N/A

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BIRCH HILL TERRACE 200 ALLIANCE WAY MANCHESTER, NH 03102		PC	SUPPORT OPERATING NEEDS OF NONPROFIT CONTINUING CARE RETIREMENT COMMUNITY	62,014.
Total			► 3a	62,014.
b Approved for future payment				
NONE				
Total			► 3b	0

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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	110,733.
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	6,713.
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)		0.		117,446.	0.
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)			13		117,446.

Relationship of Activities to the Accomplishment of Exempt Purposes

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

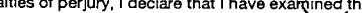
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a 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.		

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
N/A		

Sign Here	<p>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.</p> 		<p>May the IRS discuss this return with the preparer shown below (see instr.)?</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
	Date	11/8/17	Title	CFO, RIVERWOODS GROUP
Signature of officer or trustee				

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SETH BRODY, CPA	SETH BRODY, CPA	11/7/2017		P01586423
	Firm's name ► CLIFTONLARSONALLEN LLP			Firm's EIN ► 41-0746749	
Firm's address ► 610 W. GERMANTOWN PIKE, STE. 400 PLYMOUTH MEETING, PA 19462			Phone no. 215-643-3900		

FORM 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Penalty Due (Sum of Column F).

47.

- * Date of estimated tax payment, withholding credit date or installment due date.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	10,693.	0.	10,693.	10,693.	
INTEREST	100,040.	0.	100,040.	100,040.	
TO PART I, LINE 4	110,733.	0.	110,733.	110,733.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	23,384.	23,384.		0.
TO FORM 990-PF, PG 1, LN 16C	23,384.	23,384.		0.

FORM 990-PF	OTHER NOTES AND LOANS RECEIVABLE	STATEMENT 3
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DESCRIPTION	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
BIRCH HILL TERRACE (A 501(C)(3) ORGANIZATION)	935,693.	0.	935,693.
TOTAL TO FM 990-PF, PART II, LN 7	935,693.	0.	935,693.

FORM 990-PF	CORPORATE STOCK	STATEMENT 4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M CO, 300 SH	62,457.	62,457.
ABBOTT LABORATORIES, 850 SH	41,319.	41,319.
ABBVIE INC, 650 SH	47,132.	47,132.
AIR PRODUCTS & CHEMICALS INC, 350 SH	50,071.	50,071.
ALPHABET INC CAP STK CL A, 85 SH	79,023.	79,023.
APPLE INC., 980 SH	141,140.	141,140.
AUTOMATIC DATA PROCESSING, 600 SH	61,476.	61,476.

BECTON DICKINSON & CO, 360 SH	70,240.	70,240.
BOEING CO, 325 SH	64,269.	64,269.
CHEVRON CORP, 600 SH	62,598.	62,598.
COCA COLA CO, 1500 SH	67,275.	67,275.
CONOCOPHILLIPS, 750 SH	32,970.	32,970.
CONSUMER DISC SECTOR SELT SPDR FUND, 1200 SH	107,556.	107,556.
DANAHER CORP, 560 SH	47,258.	47,258.
DARDEN RESTAURANTS INC, 363 SH	32,830.	32,830.
DOMINION RESOURCES INC VIRGINIA, 750 SH	57,473.	57,473.
ELI LILLY & CO, 800 SH	65,840.	65,840.
EXPRESS SCRIPTS HOLDING INC, 580 SH	37,027.	37,027.
EXXON MOBIL CORPORATION, 670 SH	54,089.	54,089.
FINANCIAL SELECT SECTOR SPDR, 3500 SH	86,345.	86,345.
FORTIVE CORP, 280 SH	17,738.	17,738.
GENERAL MILLS INC, 860 SH	47,644.	47,644.
HONEYWELL INTERNATIONAL INC, 420 SH	55,982.	55,982.
INTERNATIONAL FLAVORS & FRAGRANCES INC, 460 SH	62,100.	62,100.
ISHARES CHINA LARGE CAP ETF, 30 SH	1,191.	1,191.
ISHARES MSCI EAFE INDEX FUND, 675 SH	44,010.	44,010.
ISHARES S&P MID-CAP 400 INDEX FUND, 500 SH	86,975.	86,975.
JOHNSON & JOHNSON, 850 SH	112,447.	112,447.
JPMORGAN CHASE & CO, 1300 SH	118,820.	118,820.
KIMBERLY CLARK CORP, 450 SH	58,100.	58,100.
MASTERCARD INC CL A, 600 SH	72,870.	72,870.
MCDONALDS CORP, 440 SH	67,390.	67,390.
MICROSOFT CORP, 1430 SH	98,570.	98,570.
NEXTERA ENERGY INC, 575 SH	80,575.	80,575.
NIKE INC CL B, 1400 SH	82,600.	82,600.
NOVARTIS AG ADR, 120 SH	10,016.	10,016.
OMNICON GROUP, 352 SH	29,181.	29,181.
PEPSICO INC, 620 SH	71,604.	71,604.
PHILLIPS 66, 460 SH	38,037.	38,037.
PNC FINANCIAL SERVICES GROUP, 800 SH	99,896.	99,896.
PROCTER & GAMBLE CO, 580 SH	50,547.	50,547.
REAL ESTATE SELECT SECTOR SPDR, 487 SH	15,681.	15,681.
TECHNOLOGY SELECT SECTOR SPDR FD, 2440 SH	133,517.	133,517.
VANGUARD 500 INDEX FD ADM, 212.63 SH	47,575.	47,575.
VANGUARD SMALL CAP INDEX INV FD, 124.5 SH	8,087.	8,087.
VANGUARD TOTAI STK MKT IDX ADM, 280.24 SH	16,974.	16,974.
VERSUM MATERIALS INC, 175 SH	5,687.	5,687.
VISA INC CLASS A SHARES, 780 SH	73,148.	73,148.
WALT DISNEY CO, 700 SH	74,375.	74,375.
WELLS FARGO, 1600 SH	88,656.	88,656.
WYNDHAM WORLDWIDE CORP, 355 SH	35,645.	35,645.
ISHARES CORE S&P MID-CAP ETF, 50 SH	8,698.	8,698.
ISHARES FTSE CHINA 25 INDEX FUND, 40 SH	1,588.	1,588.
ISHARES MSCI EAFE INDEX FUND, 35 SH	2,282.	2,282.
SPDR CONSUMER DISC SECTOR, 170 SH	15,237.	15,237.
SPDR CONSUMER STAPLES SECTOR, 210 SH	11,537.	11,537.
SPDR ENERGY SECTOR, 85 SH	5,518.	5,518.
SPDR FINANCIAL SECTOR, 480 SH	11,842.	11,842.
SPDR HEALTH CARE SECTOR, 160 SH	12,678.	12,678.
SPDR INDUSTRIAL SECTOR, 160 SH	10,898.	10,898.
SPDR MATERIALS SECTOR, 50 SH	2,691.	2,691.

WOMEN'S AID HOME DBA PEARL MANOR

02-0222249

SPDR REAL ESTATE SECTOR, 66 SH	2,125.	2,125.
SPDR TECHNOLOGY SECTOR, 495 SH	27,086.	27,086.
SPDR UTILITIES SECTOR, 50 SH	2,598.	2,598.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,188,804.	3,188,804.

FORM 990-PF	CORPORATE BONDS	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN EXPRESS CREDIT CORP DTD 7/29/13 2.125%, 50000 SH	50,198.	50,198.
TOTAL TO FORM 990-PF, PART II, LINE 10C	50,198.	50,198.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES BARCLAYS AGGREGATE BOND FUND, 250 SH	FMV	27,377.	27,377.
VANGUARD GNMA FD ADM, 5027.45 SH	FMV	52,889.	52,889.
VANGUARD IT INVEST GRADE ADM, 85240.77 SH	FMV	833,655.	833,655.
VANGUARD ST INVEST GRADE ADM, 4636.95 SH	FMV	49,523.	49,523.
VANGUARD IT INVEST GRADE ADM, 6723.06 SH	FMV	65,752.	65,752.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,029,196.	1,029,196.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOAN STEVENS 200 ALLIANCE WAY MANCHESTER, NH 03102	CHAIR 1.00	0.	0.	0.
DONELLA LUBELCZYK 200 ALLIANCE WAY MANCHESTER, NH 03102	VICE CHAIR 1.00	0.	0.	0.
RICHARD ELWELL 200 ALLIANCE WAY MANCHESTER, NH 03102	TREASURER 1.00	0.	0.	0.
JUDITH BOMSTER, ESQ. 200 ALLIANCE WAY MANCHESTER, NH 03102	SECRETARY 1.00	0.	0.	0.
DR. JAMES AIKEN 200 ALLIANCE WAY MANCHESTER, NH 03102	BOARD MEMBER/RESIDENT TRUSTEE 1.00	0.	0.	0.
CAROL BARRETT 200 ALLIANCE WAY MANCHESTER, NH 03102	BOARD MEMBER 1.00	0.	0.	0.
TERESA DUGAN DAINESI 200 ALLIANCE WAY MANCHESTER, NH 03102	BOARD MEMBER 1.00	0.	0.	0.
MICHAEL DUPUIS 200 ALLIANCE WAY MANCHESTER, NH 03102	BOARD MEMBER 1.00	0.	0.	0.
CHUCK SMITH 200 ALLIANCE WAY MANCHESTER, NH 03102	BOARD MEMBER/RESIDENT TRUSTEE 1.00	0.	0.	0.
STEVE MCPHERSON 200 ALLIANCE WAY MANCHESTER, NH 03102	BOARD MEMBER 1.00	0.	0.	0.
JOHN PROCHILO 200 ALLIANCE WAY MANCHESTER, NH 03102	BOARD MEMBER 1.00	0.	0.	0.

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JANET BAMBERG 200 ALLIANCE WAY MANCHESTER, NH 03102	BOARD MEMBER 1.00	0.	0.	0.
PATTY PRUE 200 ALLIANCE WAY MANCHESTER, NH 03102	BOARD MEMBER 1.00	0.	0.	0.
SUSAN WOODS 200 ALLIANCE WAY MANCHESTER, NH 03102	BOARD MEMBER 1.00	0.	0.	0.
JUSTINE VOGEL 200 ALLIANCE WAY MANCHESTER, NH 03102	CEO RIVERWOODS GROUP 1.00	0.	0.	0.
GARY M. ZABIEREK 200 ALLIANCE WAY MANCHESTER, NH 03102	PRESIDENT/CEO 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.