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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning

08/01, 2016, and ending

07/31, 2017

Name of foundation

FRANK L PALMER FD TR U/W

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

P O BOX 1802

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

PROVIDENCE, RI 02901-1802

G Check all that apply:

☐

Initial return

☐

Final return

☐

Address change

☐

Initial return of a former public charity

☐

Amended return

☐

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 (from Part II, col. (c), line
16) ▶ \$ 36,360,097.J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

06-6026043

B Telephone number (see instructions)

888-866-3275

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3	Interest on savings and temporary cash investments.				
	4	Dividends and interest from securities	649,931.	635,935.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,714,352.			
	b	Gross sales price for all assets on line 6a 14,834,480.				
	7	Capital gain net income (from Part IV, line 2)		2,714,352.		
	8	Net short-term capital gain.				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	2,619.			STMT 2
	12	Total. Add lines 1 through 11	3,366,902.	3,350,287.		
	13	Compensation of officers, directors, trustees, etc.	166,454.			66,582.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 3	1,818.	NONE	NONE	1,818.
	b	Accounting fees (attach schedule) STMT 4	1,250.	750.	NONE	500.
	c	Other professional fees (attach schedule) STMT 5	86,552.			86,552.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 6	17,739.	7,059.		
	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 7	600.	600.		
	24	Total operating and administrative expenses. Add lines 13 through 23.	274,413.	108,282.	NONE	155,452.
	25	Contributions, gifts, grants paid	1,479,600.			1,479,600.
	26	Total expenses and disbursements Add lines 24 and 25	1,754,013.	108,282.	NONE	1,635,052.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	1,612,889.			
	b	Net investment income (if negative, enter -0-)		3,242,005.		
	c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,569,493.	1,151,746.	1,151,746.
	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)	28,923,040.	30,929,407.	35,208,351.
	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)	STMT 11.			
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)	30,492,533.	32,081,153.	36,360,097.	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	30,492,533.	32,081,153.	
	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)	30,492,533.	32,081,153.	
	31	Total liabilities and net assets/fund balances (see instructions)	30,492,533.	32,081,153.	

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	30,492,533.
2	Enter amount from Part I, line 27a	2	1,612,889.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	32,105,422.
5	Decreases not included in line 2 (itemize) ▶ ADJUST CARRYING VALUE	5	24,269.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,081,153.

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 14,834,480.		12,120,128.	2,714,352.
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
a			2,714,352.
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	2,714,352.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ }	3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,699,087.	32,725,030.	0.051920
2014	1,771,365.	34,975,770.	0.050645
2013	1,599,459.	34,330,443.	0.046590
2012	1,538,657.	32,386,655.	0.047509
2011	1,301,183.	30,452,186.	0.042729

2 Total of line 1, column (d)	2	0.239393
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.047879
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	34,273,954.
5 Multiply line 4 by line 3.	5	1,641,003.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	32,420.
7 Add lines 5 and 6.	7	1,673,423.
8 Enter qualifying distributions from Part XII, line 4. 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.	8	1,635,052.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	64,840.
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	64,840.
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	64,840.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	16,038.
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	16,038.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	22.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	48,824.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> NONE <input type="checkbox"/> Refunded <input type="checkbox"/> 11	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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"/>	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
14 The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no <u>(888) 866-3275</u> Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 <u>02901-1802</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	<input type="checkbox"/>	<input type="checkbox"/>
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 <u></u>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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?	<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 checked="" type="checkbox"/> Yes <input 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 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)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	<input type="checkbox"/>
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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <u></u>		
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.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
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)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 99 FOUNDERS PLAZA, EAST HARTFORD, CT 06108-3208	TRUSTEE 1	166,454.	-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**

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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
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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

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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	33,396,201.
b	Average of monthly cash balances	1b	1,399,691.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	34,795,892.
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	34,795,892.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	521,938.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,273,954.
6	Minimum investment return. Enter 5% of line 5	6	1,713,698.

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	1,713,698.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	64,840.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	64,840.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,648,858.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,648,858.
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	1,648,858.

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	1,635,052.
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	1,635,052.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,635,052.

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				1,648,858.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,490,078.	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		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: \blacktriangleright \$ <u>1,635,052.</u>				
a Applied to 2015, but not more than line 2a			1,490,078.	
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				144,974.
e Remaining amount distributed out of corpus.	NONE			
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	NONE			
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				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,503,884.
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	NONE			
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	NONE			

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

NOT APPLICABLE

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

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

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

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

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

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

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE ATTACHED STATEMENT	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,479,600.
Total			▶ 3a	1,479,600.
b Approved for future payment				
Total			▶ 3b	

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	
		14	649,931.	
		18	2,714,352.	
		1	2,619.	
			3,366,902.	

NOT APPLICABLE

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.			

[illegible]

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

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.

▶ SVP Tax

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

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

~~XXXXXX~~

FRANK L PALMER FD TR U/W

06-6026043

PENALTY COMPUTATION DETAIL - FORM 2220

```
=====
DATE PD    UNDERPAYMENT  BEG.DATE    END DATE    DAYS    %    PENALTY
-----
Quarter 3, Rate Period 1 (04/16/2017 - 12/15/2017)
=====
07/14/2017    6,032.    04/15/2017    07/14/2017    90    4    59.
-----
TOTAL FOR QUARTER 3, RATE PERIOD 1    59.
=====

TOTAL UNDERPAYMENT PENALTY    59.
=====
```

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	10,931.	10,931.
FOREIGN DIVIDENDS	49,489.	49,489.
NONDIVIDEND DISTRIBUTIONS	13,996.	
DOMESTIC DIVIDENDS	346,066.	346,066.
OTHER INTEREST	3,739.	3,739.
NONQUALIFIED FOREIGN DIVIDENDS	14,271.	14,271.
NONQUALIFIED DOMESTIC DIVIDENDS	211,439.	211,439.
	-----	-----
TOTAL	649,931.	635,935.
	=====	=====

XXXXXX

FRANK L PALMER FD TR U/W

06-6026043

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	2,619.

TOTALS	2,619.
	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	259.			259.
LEGAL FEES - INCOME (ALLOCABLE	259.			259.
LEGAL FEES - CHARITABLE	1,300.			1,300.
TOTALS	1,818.	NONE	NONE	1,818.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,250.	750.		500.
TOTALS	1,250.	750.	NONE	500.
	=====	=====	=====	=====

0071027

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	86,552.		86,552.
	-----		-----
TOTALS	86,552.		86,552.
	=====		=====

02/11

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX ESTIMATES	10,680.	
FOREIGN TAXES ON QUALIFIED FOR	3,757.	3,757.
FOREIGN TAXES ON NONQUALIFIED	3,302.	3,302.
	-----	-----
TOTALS	17,739.	7,059.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSE-PRINCI	600.	600.
TOTALS	----- 600. =====	----- 600. =====

FRANK L PALMER FD TR U/W

06-6026043

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION

912828EN6 UNITED STATES TREAS

TOTALS

10-11-17

FRANK L PALMER FD TR U/W

06-6026043

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
464287648 ISHARES RUSSELL 2000	1,040,558.	1,204,837.	1,615,400.
921943858 VANGUARD FTSE DEVELO	1,489,759.	1,788,683.	1,991,338.
922042858 VANGUARD FTSE EMERGI	783,842.	1,082,277.	1,306,386.
922908553 VANGUARD REIT ETF	1,394,844.		
00078H281 ASTON MONTAG & CALDW			
269858304 EAGLE SM CAP GROWTH			
47803W406 JOHN HANCOCK FDS III	660,201.	1,310,201.	1,627,282.
552983694 MFS VALUE FUND CL I	2,154,553.	1,902,433.	3,034,736.
87234N302 TCW SELECT EQUITIES			
92646A815 VICTORY SMALL CO OPP	996,329.	1,411,329.	1,810,654.
19765N245 COLUMBIA DIVIDEND IN	2,389,454.		
693390700 PIMCO TOTAL RETURN F			
693390841 PIMCO HIGH YIELD FD		1,070,000.	1,074,745.
04314H204 ARTISAN INTERNATIONAL			
38142Y401 GOLDMAN SACHS GROWTH			
4812A0573 JPMORGAN INTL VALUE	2,093,361.		
592905509 METRO WEST T/R BD CL	3,895,054.	2,414,519.	2,421,708.
464287200 ISHARES CORE S&P 500	2,647,122.		
464287226 ISHARES CORE US AGGR	2,335,558.	2,390,565.	2,424,471.
464287614 ISHARES RUSSELL 1000		2,433,004.	2,489,495.
464288885 ISHARES MSCI EAFE GR	1,932,444.	1,723,981.	1,967,647.
73935S105 POWERSHARES DB COMMO			
922908538 VANGUARD MID-CAP GRO	770,545.		
543487110 NATIXIS LOOMIS SAYLE	2,766,841.	1,858,888.	2,474,450.
22544R305 CREDIT SUISSE COMMOD	743,108.	1,513,108.	1,471,887.
19765Y852 COLUMBIA EMERGING MA	829,467.	1,061,467.	1,328,683.
464287598 ISHARES RUSSELL 1000		2,628,892.	2,643,680.
922908629 VANGUARD MID-CAP ETF		1,783,323.	1,805,790.
057071813 BAIRD MIDCAP FUND IN		1,250,000.	1,281,559.

FRANK L PALMER FD TR U/W

06-6026043

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
00758M139 CAMBIAR INTL EQUITY		2,101,900.	2,438,440.
	-----	-----	-----
TOTALS	28,923,040.	30,929,407.	35,208,351.
	=====	=====	=====

2017-03-03

FRANK L PALMER FD TR U/W

06-6026043

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION

COST/
FMV

C OR F

73935S105 POWERSHARES DB COMMO

C

TOTALS

FRANK L PALMER FD TR UW

EIN 06-6026043

YEAR END 7/31/2017

Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
NEW LONDON COMMUNITY ORCHESTRA, OUR PIECE OF THE PIE, INC MYSTIC AREA SHELTER &	N/A	MUSIC CITY STRINGS FREE STRINGS LESSONS	PC	5000
	N/A	OPP IN COMMUNITIES EASTERN CONNECTICUT	PC	5000
	N/A	SHELTER DIVERSION OF HOMELESS FAMILIES WITH CHILDREN	PC	10000
SAFE FUTURES, INC	N/A	PREVENTION EDUCATION PROGRAMMING IN NEW LONDON PUBLIC SCHOOLS	PC	30000
EUGENE O'NEILL THEATER CENTER, SALT MARSH OPERA	N/A	MONTE CRISTO COTTAGE PRESERVATION	PC	25000
	N/A	KIDS LOVE OPERA GIANNI SCHICCHI 2017 IN NEW LONDON	PC	3000
GARDE ARTS CENTER	N/A	IN SUPPORT OF REFOCUSING GARDE OPERATIONAL RESOURCES AND CULTURAL	PC	40000
FLOCK THEATRE COMPANY	N/A	FLOCK THEATRE 2017-2018 SEASON	PC	25000
READ TO GROW, INC.	N/A	READ TO GROW IN NEW LONDON COUNTY	PC	7000
THAMES VALLEY MUSIC SCHOOL	N/A	NEW LONDON MUSIC SCHOLARSHIP	PC	10000
THAMES VALLEY MUSIC SCHOOL	N/A	ARTS CAMP SCHOLARSHIPS	PC	10000
OPERATION FUEL, INC	N/A	GENERAL OPERATING SUPPORT FOR EMERGENCY ENERGY ASSISTANCE IN NEW	PC	5500
NEW LONDON ADULT AND CONTINUING EASTERN CONNECTICUT SYMPHONY, EXPRESSIONES CULTURAL CENTER, FLORENCE GRISWOLD MUSEUM	N/A	ESTABLISHING HEALTHY NUTRITION INITIATIVES	PC	10000
	N/A	GENERAL OPERATIONS OF THE ORGANIZATION ARTVENTURE	PC	20000
	N/A	2017 ART COLONY CAMP SCHOLARSHIP	PC	30000
THE WRITER'S BLOCK INK	N/A	PROGRAM FOR CHILDREN OF THE CITY OF NEW	PC	5000
NEW ENGLAND FOUNDATION FOR THE EASTERN CONNECTICUT BALLET, INC	N/A	GENERAL OPERATIONS OF THE ORGANIZATION	PC	15000
	N/A	CREATIVE COMMUNITIES EXCHANGE 2017	PC	7500
	N/A	THE NUTCRACKER FREE SCHOOLCHILDREN'S PERFORMANCES	PC	6500
NEW LONDON COUNTY HISTORICAL	N/A	SHAW MANSION RESTORATION AND MAINTENANCE PROJECT	PC	20000
HIGHER EDGE, INC.	N/A	COLLEGE ACCESS PROGRAM	PC	15000
NEW LONDON AREA FOOD COALITION, VISITING NURSE ASSOCIATION OF	N/A	FEEDING THE FOOD INSECURE 2017	PC	25000
	N/A	TRANSFORMING CARE APPLYING THE POPULATION HEALTH MODEL TO VNASC NURSE	PC	25000
CATHOLIC CHARITIES, DIOCESE OF	N/A	EMERGENCY BASIC NEEDS & CASE	PC	25000

FRANK L PALMER FD TR U/W

EIN 06-6026043

YEAR END 7/31/2017

Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
FURNITURE BANK OF SECT	N/A	PURCHASE BEDS FOR FAMILIES IN FINANCIAL NEED IN NEW LONDON	PC	6500
GIRL SCOUTS OF CONNECTICUT, INC	N/A	SURROUNDED BY STEM PROGRAM IN NEW LONDON COUNTY	PC	
HIGH HOPES THERAPEUTIC RIDING,	N/A	FINANCIAL AID PROGRAM	PC	5000
UNITED CEREBRAL PALSY OF EASTERN	N/A	DISABILITY SUPPORT PROGRAM	PC	10000
AMERICAN RED CROSS CONNECTICUT	N/A	AMERICAN RED CROSS EMERGENCY SERVICES	PC	15000
UNITED WAY OF SOUTHEASTERN	N/A	PROJECT WARM UP- EMERGENCY HEATING	PC	10000
CONNECTICUT COLLEGE CHILDREN'S	N/A	ASSISTANCE AND GEMMA E. MORAN UNITED	PC	18000
COVENANT SHELTER OF NEW LONDON	N/A	HEALTHY CHOICES INITIATIVE	PC	15000
NEW LONDON MAIN STREET CORP	N/A	EMERGENCY SHELTER AND HOUSING ASSISTANCE PROGRAM	PC	45000
NATIONAL COAST GUARD MUSEUM	N/A	GENERAL OPERATIONS OF THE ORGANIZATION	PC	25000
OPPORTUNITIES INDUSTRIALIZATION	N/A	SUPPORT THE NATIONAL COAST GUARD MUSEUM ASSOCIATION, INC. (NCGMA)	PC	100000
NEW LONDON ROTARY FOUNDATION,	N/A	EMPLOYMENT TRAINING PROGRAM AND THE CULINARY ARTS TEACHING KITCHEN	PC	
HYGIENIC ART, INC.	N/A	CAMPAIGN FOR THE PAVILION AT OCEAN BEACH	PC	80000
THE SALVATION ARMY	N/A	HYGIENIC ART PARK SUMMER 2017	PC	100000
SEA RESEARCH FOUNDATION, INC.	N/A	NEW LONDON CORPS EMERGENCY SERVICES	PC	5000
CENTER FOR HOSPICE CARE	N/A	NEXT GENERATION OF THE CITY MEETS THE SEA- A LONG ISLAND SOUND AND SCHOOL SPECIAL CARE FUND	PC	10000
NEW LONDON MUSIC FESTIVALS, INC	N/A	2017 PRODUCTION & PROGRAM SUPPORT	PC	5000
THAMES VALLEY COUNCIL FOR	N/A	HOMELESSNESS PREVENTION/DIVERSION	PC	15000
CITY OF NEW LONDON OFFICE OF	N/A	RENTAL ASSISTANCE PROGRAM IN THE CITY OF	PC	30000
CONNECTICUT LANDMARKS	N/A	EARLY CHILDHOOD FAMILY CENTER	PC	10000
SOUTHEASTERN CONNECTICUT	N/A	ENGAGING WITH HISTORY AT THE HEMPSTED	PC	10000
NEW ENGLAND SCIENCE & SAILING	N/A	RISEING TIDE SERIES	PC	20000
S.T.E.P.S., INC	N/A	NESS NEW LONDON INITIATIVE	PC	25000
		GIRLS EMPOWERMENT PROGRAMS	PC	5000