

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning **SEP 1, 2016**, and ending **AUG 31, 2017**

Name of foundation
EVERETT W. & MARION E. MITCHELL FOUNDATION

Address and street (or P O box number if mail is not delivered to street address)
C/O NIXON PEABODY LLP, 100 SUMMER ST.

City or town, state or province, country, and ZIP or foreign postal code
BOSTON, MA 02110

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)
\$ 8,285,197. (Part I, column (d) must be on cash basis)

J Accounting method:
 Cash
 Accrual
 Other (specify)

A Employer identification number
20-7088204

B Telephone number
617-345-1000

C If exemption application is pending, check here

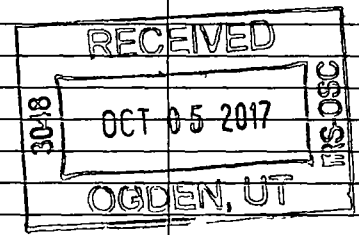
D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

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		(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					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		168,727.	168,727.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		149,102.			
b Gross sales price for all assets on line 6a		593,871.			
7 Capital gain net income (from Part IV, line 2)			149,102.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		317,829.	317,829.		
13 Compensation of officers, directors, trustees, etc		70,596.	35,298.		35,298.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		6,400.	0.		6,400.
c Other professional fees					
17 Interest					
18 Taxes		856.	856.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		70.	0.		70.
24 Total operating and administrative expenses Add lines 13 through 23		77,922.	36,154.		41,768.
25 Contributions, gifts, grants paid		407,664.			407,664.
26 Total expenses and disbursements. Add lines 24 and 25		485,586.	36,154.		449,432.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-167,757.			
b Net investment income (if negative, enter -0-)			281,675.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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	
Assets	1	Cash - non-interest-bearing	200.	200.	200.
	2	Savings and temporary cash investments	195,499.	38,572.	38,572.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 5	705,831.	628,314.	629,516.
	b	Investments - corporate stock STMT 6	4,198,249.	4,260,511.	6,405,821.
	c	Investments - corporate bonds STMT 7	1,172,555.	1,176,438.	1,211,088.
	11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	6,272,334.	6,104,035.	8,285,197.	
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			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
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	6,706,372.	6,706,372.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	-434,038.	-602,337.		
30	Total net assets or fund balances	6,272,334.	6,104,035.		
31	Total liabilities and net assets/fund balances	6,272,334.	6,104,035.		

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	6,272,334.
2	Enter amount from Part I, line 27a	2	-167,757.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,104,577.
5	Decreases not included in line 2 (itemize) ▶ 2016 CLASSIFIED AS RETURN OF CAPITAL	5	542.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,104,035.

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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			
b	SEE ATTACHED STATEMENTS		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	593,871.	444,769.	149,102.

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			
b			
c			
d			
e			149,102.

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	149,102.
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	416,354.	7,735,128.	.053826
2014	441,441.	8,200,144.	.053833
2013	362,996.	8,056,403.	.045057
2012	343,927.	7,512,848.	.045779
2011	318,803.	7,093,695.	.044942

2 Total of line 1, column (d)	2	.243437
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	.048687
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	8,022,972.
5 Multiply line 4 by line 3	5	390,614.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,817.
7 Add lines 5 and 6	7	393,431.
8 Enter qualifying distributions from Part XII, line 4	8	449,432.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,817.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2,817.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	2,817.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,159.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,159.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	658.
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"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 regarding controlled entities, distributions, website address, books in care, and tax-exempt interest.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions, taxes on failure to distribute income, and business holdings.

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)?
Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

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

N/A Yes No

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

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

Yes No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870

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

Yes No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RONALD GARMEY*	TRUSTEE - HOURS AS REQUIRED			
NIXON PEABODY LLP, 100 SUMMER ST BOSTON, MA 02110	0.00	70,596.	0.	0.

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

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

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

0

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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. 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	
3 All other program-related investments. See instructions.	
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	8,145,327.
b	Average of monthly cash balances	1b	-178.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,145,149.
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	8,145,149.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	122,177.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,022,972.
6	Minimum investment return Enter 5% of line 5	6	401,149.

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	401,149.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,817.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,817.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	398,332.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	398,332.
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	398,332.

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	449,432.
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	449,432.
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	2,817.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	446,615.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				398,332.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			32,214.	
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: ▶ \$ 449,432.				
a Applied to 2015, but not more than line 2a			32,214.	
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				398,332.
e Remaining amount distributed out of corpus	18,886.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,886.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	18,886.			
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	18,886.			

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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 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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.					
3 Subtract line 2d from line 2c					
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)(ii)					
(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:
RONALD GARMEY, (617)345-1000
NIXON PEABODY LLP, 100 SUMMER ST, BOSTON, MA 02110

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

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
ONLY STUDENTS RESIDING IN THE TOWN OF MIDDLETON, MA. MADE ON THE BASIS OF CITIZENSHIP, ACADEMIC PROFICIENCY AND FINANCIAL NEED.

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				
BENTLEY UNIVERSITY - SCHOLARSHIP FOR SARAH KIMIA POURSHADI	NONE	N/A	SCHOLARSHIP	10,000.
BOSTON UNIVERSITY - SCHOLARSHIP FOR ARIN YEJIN KIM	NONE	N/A	SCHOLARSHIP	10,000.
BOSTON UNIVERSITY - SCHOLARSHIP FOR BIANCA M DEVIRGILIO	NONE	N/A	SCHOLARSHIP	5,000.
BOSTON UNIVERSITY - SCHOLARSHIP FOR OLIVIA CASEY NIEVES	NONE	N/A	SCHOLARSHIP	2,500.
CATHERINE HINES INSTITUTE OF ESTHETICS - FOR STEPHANIE FORD PROGRAM	NONE	N/A	SCHOLARSHIP	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				407,664.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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 100,000 ASSET MATURED U.S. TREAS NTS DTD 11/30/09	P	05/19/10	11/30/16
b 325 SHS ABBOTT LABS	P	11/13/06	02/03/17
c 325 SHS ABBOTT LABS	P	02/26/07	02/03/17
d 200 SHS ABBOTT LABS	P	09/19/07	02/03/17
e 150 SHS ABBOTT LABS	P	11/12/09	02/03/17
f 154.6220 SHS AMERICAN BEACON SMALL CAP VALUE FD I	P	01/29/13	02/03/17
g 180.2930 SHS AMERICAN BEACON SMALL CAP VALUE FD I	P	12/30/13	02/03/17
h 306.7960 SHS AMERICAN BEACON SMALL CAP VALUE FD I	P	12/24/14	02/03/17
i 207.5070 SHS CONESTOGA SMALL CAP FUND	P	01/29/13	02/03/17
j 38.4350 SHS CONESTOGA SMALL CAP FUND	P	11/12/15	02/03/17
k 750 SHS GENERAL MILLS	P	08/19/09	02/03/17
l 400 SHS ISHARES S&P SMALL CAP 600 INDEX FD	P	01/29/13	02/03/17
m 71.6430 SHS MERIDIAN GROWTH FUND	P	12/15/06	02/03/17
n 8.5200 SHS MERIDIAN GROWTH FUND	P	12/15/06	02/03/17
o 23.5040 SHS MERIDIAN GROWTH FUND	P	12/18/07	02/03/17

(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 100,000.		100,036.	-36.
b 13,848.		7,133.	6,715.
c 13,848.		8,530.	5,318.
d 8,522.		5,191.	3,331.
e 6,391.		3,843.	2,548.
f 4,337.		3,538.	799.
g 5,057.		4,805.	252.
h 8,606.		7,627.	979.
i 8,437.		5,418.	3,019.
j 1,563.		1,385.	178.
k 47,017.		21,845.	25,172.
l 27,543.		16,644.	10,899.
m 2,626.		2,831.	-205.
n 312.		337.	-25.
o 862.		886.	-24.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-36.
b			6,715.
c			5,318.
d			3,331.
e			2,548.
f			799.
g			252.
h			979.
i			3,019.
j			178.
k			25,172.
l			10,899.
m			-205.
n			-25.
o			-24.

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

Part 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 183.3780 SHS MERIDIAN GROWTH FUND	P	12/18/07	02/03/17
b 26.0160 SHS MERIDIAN GROWTH FUND	P	05/05/10	02/03/17
c 559.8250 SHS MERIDIAN GROWTH FUND	P	12/26/12	02/03/17
d 700 SHS ORACLE SYS CORP	P	11/13/06	02/03/17
e 700 SHS ORACLE SYS CORP	P	02/26/07	02/03/17
f 50 SHS ORACLE SYS CORP	P	09/19/07	02/03/17
g 300 SHS ORACLE SYS CORP	P	04/10/08	02/03/17
h 250 SHS TARGET CORP	P	05/15/07	02/03/17
i 250 SHS TARGET CORP	P	05/15/07	02/03/17
j 200 SHS TARGET CORP	P	11/05/07	02/03/17
k 200 SHS TARGET CORP	P	01/18/08	02/03/17
l 100 SHS VERSUM MATERIALS INC	P	11/13/06	02/03/17
m 100 SHS VERSUM MATERIALS INC	P	02/26/07	02/03/17
n 100 SHS VERSUM MATERIALS INC	P	10/08/08	02/03/17
o 50,000 ASSET MATURED U.S. TREAS NTS DTD 07/31/10	P	05/04/11	07/31/17

(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 6,723.		6,912.	-189.
b 954.		936.	18.
c 20,523.		22,505.	-1,982.
d 28,181.		13,440.	14,741.
e 28,181.		11,851.	16,330.
f 2,013.		1,044.	969.
g 12,078.		6,198.	5,880.
h 15,900.		14,412.	1,488.
i 15,900.		14,412.	1,488.
j 12,720.		11,599.	1,121.
k 12,720.		10,020.	2,700.
l 2,884.		1,140.	1,744.
m 2,884.		1,283.	1,601.
n 2,884.		994.	1,890.
o 50,000.		50,000.	0.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-189.
b			18.
c			-1,982.
d			14,741.
e			16,330.
f			969.
g			5,880.
h			1,488.
i			1,488.
j			1,121.
k			2,700.
l			1,744.
m			1,601.
n			1,890.
o			0.

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7)	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

Part 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 50,000 ASSET MATURED U.S. TREAS NTS DTD 07/31/10	P	05/07/15	07/31/17
b 150 SHS AFLAC INC	P	02/26/07	08/10/17
c 250 SHS AFLAC INC	P	09/19/07	08/10/17
d 75 SHS BIOVERATIV INC	P	08/05/16	08/10/17
e 1,000 SHS CORNING INC	P	03/06/12	08/10/17
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 50,000.		50,002.	-2.
b 12,135.		7,355.	4,780.
c 20,226.		13,945.	6,281.
d 4,247.		3,852.	395.
e 28,700.		12,820.	15,880.
f 15,049.			15,049.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2.
b			4,780.
c			6,281.
d			395.
e			15,880.
f			15,049.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	149,102.
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

EVERETT W. & MARION E. MITCHELL
FOUNDATION

20-7088204

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ELON UNIVERSITY - SCHOLARSHIP FOR KYLIE J DONAHUE	NONE	N/A	SCHOLARSHIP	5,000.
EMERSON COLLEGE - SCHOLARSHIP FOR CELIA A CARBONE	NONE	N/A	SCHOLARSHIP	10,000.
FASHION INSTITUTE OF TECHNOLOGY - SCHOLARSHIP FOR MACKENZIE GLEASON	NONE	N/A	SCHOLARSHIP	5,000.
FITCHBURG STATE UNIVERSITY - SCHOLARSHIP FOR JOE J WESTON	NONE	N/A	SCHOLARSHIP	5,000.
GEORGE WASHINGTON UNIVERSITY - SCHOLARSHIP FOR ALEXANDER MURAWSKI	NONE	N/A	SCHOLARSHIP	5,000.
GORDON COLLEGE - SCHOLARSHIP FOR MOLLY LIN SHUXIAN GRAY	NONE	N/A	SCHOLARSHIP	10,000.
JOHNS HOPKINS UNIVERSITY - SCHOLARSHIP FOR JACQUELINE ELIZABETH RHUDA	NONE	N/A	SCHOLARSHIP	10,000.
MASSACHUSETTS COLLEGE OF ART AND DESIGN-SCHOLARSHIP FOR KIMBERLY A BLUNDELL	NONE	N/A	SCHOLARSHIP	6,350.
MCPHS UNIVERSITY - SCHOLARSHIP FOR DANIELE CATALDO	NONE	N/A	SCHOLARSHIP	10,000.
MERRIMACK COLLEGE - SCHOLARSHIP FOR HANNAH D MARSHALL	NONE	N/A	SCHOLARSHIP	3,653.
Total from continuation sheets				370,164.

EVERETT W. & MARION E. MITCHELL
FOUNDATION

20-7088204

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MIDDLETON CONGREGATIONAL CHURCH	NONE	PUBLIC CHARITY	GRANT	170,000.
NEW YORK UNIVERSITY - SCHOLARSHIP FOR SAMANTHA J VANTINE	NONE	N/A	SCHOLARSHIP	10,000.
NORTH SHORE COMMUNITY COLLEGE - SCHOLARSHIP FOR HANNAH D MARSHALL	NONE	N/A	SCHOLARSHIP	635.
PURDUE UNIVERSITY - SCHOLARSHIP FOR JESSICA KROLL	NONE	N/A	SCHOLARSHIP	10,000.
PURDUE UNIVERSITY - SCHOLARSHIP FOR SAMANTHA M KROLL	NONE	N/A	SCHOLARSHIP	10,000.
SALEM STATE UNIVERSITY - SCHOLARSHIP FOR ELIZABETH ANNE PERRY	NONE	N/A	SCHOLARSHIP	4,537.
SALEM STATE UNIVERSITY - SCHOLARSHIP FOR WILLIAM F TWISS	NONE	N/A	SCHOLARSHIP	11,493.
SALVE REGINA UNIVERSITY - SCHOLARSHIP FOR COURTNEY A BOUCHARD	NONE	N/A	SCHOLARSHIP	10,000.
SIMMONS COLLEGE - SCHOLARSHIP FOR JULIA GAIL TOROPOV	NONE	N/A	SCHOLARSHIP	10,000.
THE UNIVERSITY OF THE ARTS - SCHOLARSHIP FOR NICOLE A BRUYETTE	NONE	N/A	SCHOLARSHIP	10,000.
Total from continuation sheets				

EVERETT W. & MARION E. MITCHELL
FOUNDATION

20-7088204

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TRINITY COLLEGE - SCHOLARSHIP FOR JOHN C CARTER	NONE	N/A	SCHOLARSHIP	5,000.
UNIVERSITY OF CONNECTICUT - SCHOLARSHIP FOR ERICA DANIELLE MAGRATH	NONE	N/A	SCHOLARSHIP	10,000.
UNIVERSITY OF MASSACHUSETTS AMHERST - SCHOLARSHIP FOR CANDRA PEPPER	NONE	N/A	SCHOLARSHIP	5,575.
UNIVERSITY OF MASSACHUSETTS AMHERST - SCHOLARSHIP FOR EMMA SCHELL	NONE	N/A	SCHOLARSHIP	5,000.
UNIVERSITY OF MASSACHUSETTS AMHERST - SCHOLARSHIP FOR MADISON GLEASON	NONE	N/A	SCHOLARSHIP	5,000.
UNIVERSITY OF MASSACHUSETTS LOWELL - SCHOLARSHIP FOR JOSEPH C BUCCIERI	NONE	N/A	SCHOLARSHIP	5,000.
UNIVERSITY OF MASSACHUSETTS LOWELL - SCHOLARSHIP FOR TYLER REID	NONE	N/A	SCHOLARSHIP	2,921.
UNIVERSITY OF NEW ENGLAND - SCHOLARSHIP FOR MITCHELL T BECKER	NONE	N/A	SCHOLARSHIP	5,000.
UNIVERSITY OF NEW HAMPSHIRE - SCHOLARSHIP FOR COURTNEY ELIZABETH CONWAY	NONE	N/A	SCHOLARSHIP	10,000.
Total from continuation sheets				

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PC FILING FEE	70.	0.		70.
TO FORM 990-PF, PG 1, LN 23	70.	0.		70.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT 5	
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT BONDS	X		628,314.	629,516.
TOTAL U.S. GOVERNMENT OBLIGATIONS			628,314.	629,516.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			628,314.	629,516.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6	
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK/MUTUAL FUNDS			4,260,511.	6,405,821.
TOTAL TO FORM 990-PF, PART II, LINE 10B			4,260,511.	6,405,821.

FORM 990-PF	CORPORATE BONDS		STATEMENT 7	
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS			1,176,438.	1,211,088.
TOTAL TO FORM 990-PF, PART II, LINE 10C			1,176,438.	1,211,088.

Everett W. & Marion E. Mitchell Foundation
EIN: 20-7088204

990-PF: Page 6, Part VIII

Trustee Compensation

*Ronald Garmey
Nixon Peabody LLP
100 Summer Street
Boston, MA 02110

As required by his employment agreement, Ronald Garmey's trustee compensation is paid to the Law firm of Nixon Peabody LLP and reported on its tax return.

The foundation paid \$70,596 in trustee fees to Ronald Garmey for the fiscal year ended 08/31/2017.

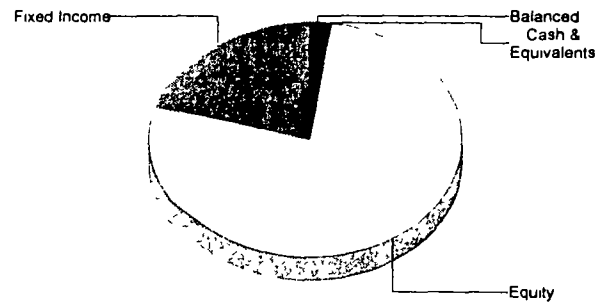


EVERETT W AND MARION E MITCHELL
FOUNDATION RONALD GARMEY TRUSTEE

Account: 33442900
Report Period: From 8/31/2017 To 8/31/2017
Your Contact: RONALD GARMEY
(617) 345-6113
Administrator: Gail L Simonds

Portfolio Summary

	Market Value as of 8/31/17	% of Total	Estimated Income
Cash Equivalents	38,772.07	0.47	333.68
Fixed Income	1,703,811.06	20.56	39,428.31
Equity	6,405,820.74	77.32	114,844.65
Balanced	136,792.63	1.65	3,599.46
Total Assets	8,285,196.50	100.00	158,206.10
Total Assets	8,285,196.50	100.00	158,206.10



Asset Detail Summary

	Cost Basis	% Cost	Market Value	% Mkt	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
CASH & EQUIVALENTS							
MONEY MARKET FUNDS	38,572.07	0.63	38,572.07	0.47	0.00	334.00	0.9
TOTAL CASH & EQUIVALENTS	38,572.07	0.63	38,572.07	0.47	0.00	334.00	0.9
FIXED INCOME							
CORPORATE BOND MUTUAL FUNDS	537,369.56	8.80	547,422.63	6.61	10,053.07	14,819.00	2.7
CORPORATE BONDS	100,714.30	1.65	106,502.00	1.29	5,787.70	4,300.00	4.0
FIXED INCOME MUTUAL FUND	422,054.43	6.91	420,370.89	5.07	(1,683.54)	8,683.00	2.1
U S TREASURY NOTES & BONDS	628,314.31	10.29	629,515.54	7.60	1,201.23	11,627.00	1.8
TOTAL FIXED INCOME	1,688,452.60	27.66	1,703,811.06	20.56	15,358.46	39,429.00	2.3
BALANCED							
BALANCED MUTUAL FUNDS	116,299.71	1.91	136,792.63	1.65	20,492.92	3,601.00	2.6
TOTAL BALANCED	116,299.71	1.91	136,792.63	1.65	20,492.92	3,601.00	2.6
EQUITY							
COMMON STOCK	2,238,016.29	36.67	3,871,198.70	46.72	1,633,182.41	84,012.00	2.2
EMERGING MARKETS - ETF	69,265.65	1.13	120,368.55	1.45	51,102.90	1,029.00	0.9
EMERGING MARKETS MUTUAL FUNDS	150,000.00	2.46	190,548.95	2.30	40,548.95	1,064.00	0.6
EQUITY FUNDS - ETF	125,929.54	2.06	205,385.40	2.48	79,455.86	5,451.00	2.7
EQUITY MUTUAL FUNDS	113,715.92	1.86	131,626.59	1.59	17,910.67	3,070.00	2.3
FOREIGN STOCK	47,143.00	0.77	75,861.00	0.92	28,718.00	2,072.00	2.7
INTERNATIONAL EQUITY MUTUAL FUNDS	979,921.17	16.05	1,134,952.00	13.70	155,030.83	12,529.00	1.1
MID CAP MUTUAL FUNDS	337,883.60	5.54	392,970.42	4.74	55,086.82	1,375.00	0.3
PREFERRED STOCK - ETF	52,104.00	0.85	50,765.00	0.61	(1,339.00)	2,757.00	5.4



Account: 33442900
 Report Period: From 8/31/2017 To 8/31/2017

Asset Detail Summary(Cont'd)

	Cost Basis	% Cost	Market Value	% Mkt	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
SMALL CAP FUNDS - ETF	41,610 00	0 68	69,070 00	0 83	27,460 00	824 00	1 2
SMALL CAP MUTUAL FUNDS	104,921 93	1 72	163,074 13	1 97	58,152 20	667 00	0 4
TOTAL EQUITY	4,260,511 10	69 80	6,405,820 74	77 32	2,145,309 64	114,850 00	1 8
Cash							
Principal Cash			100 00				
Income Cash			100 00				
Total Cash			200 00	0 00			

Gains and Losses Summary

	Year To Date
Long Term	139,847 47
Short Term	64 07
Total Realized Gain/Loss on Cost	139,911.54

Account 33442900
Report Period: From 8/31/2017 To 8/31/2017

Page 3

Asset Statement

Units	Description	Cost Basis	Unit Price	Market Value	% Acct	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
<u>CASH & EQUIVALENTS</u>								
Money Markets								
31,523 75	MONEY MKT OBLIGS TR GOVT OBLIGS TAX-MGD FD INSTL SHS - PRINCIPAL	31,523 75	1 00	31,523 75	0 38	0 00	272 71	0 87
7,048 32	MONEY MKT OBLIGS TR GOVT OBLIGS TAX-MGD FD INSTL SHS - INCOME	7,048 32	1 00	7,048 32	0 09	0 00	60 97	0 87
TOTAL Money Markets		38,572.07		38,572.07	0.47	0.00	333.68	0.87
Cash								
	Principal Cash	100 00		100 00				
	Income Cash	100 00		100 00				
	Total Cash	200 00		200 00	0 00			
TOTAL CASH & EQUIVALENTS		38,772.07		38,772.07	0.47	0.00	333.68	0.86
<u>FIXED INCOME</u>								
Corporate Obligations								
100,000	HEWLETT PACKARD CO DTD 05/31/11 4 30% 06/01/21 GLOBAL NT	100,714 30	106 50	106,502 00	1 29	5,787 70	4,300 00	4 04
TOTAL Corporate Obligations		100,714.30		106,502.00	1.29	5,787.70	4,300.00	4.04
Mutual Funds								
11,455 413	FIDELITY CONSERVATIVE INCOME BD FD INST	115,012 30	10 04	115,012 34	1 39	0 04	1,594 60	1 39
8,336 627	LOOMIS SAYLES BOND FUND INSTITUTIONAL CLASS	120,697 75	14 27	118,963 68	1 44	(1,734 07)	3,561 41	2 99
28,705 446	VANGUARD SHORT TERM BOND INDEX ADM	301,356 68	10 50	301,407 21	3 64	50 53	5,122 20	1 70
20,871 726	VANGUARD HIGH YIELD CORP BD FD-ADM	119,640 87	5 97	124,604 20	1 50	4,963 33	6,830 07	5 48
28,713 253	VANGUARD SHORT TERM INVEST GR-ADMIRAL	302,716 39	10 72	307,806 09	3 72	5,089 70	6,395 03	2 08
TOTAL Mutual Funds		959,423.99		967,793.52	11 68	8,369.53	23,503.31	2.43
U S Govt Obligations								
100,000	UNITED STATES TREAS NTS DTD 09/30/10 1 875% 09/30/17	100,238 03	100 07	100,066 30	1 21	(171 73)	1,875 00	1 87
50,000	UNITED STATES TREAS NTS DTD 04/30/11 2 625% 04/30/18	50,024 39	100 92	50,460 95	0.61	436 56	1,312 50	2 60
75,000	UNITED STATES TREAS NTS DTD 10/31/11 1 75% 10/31/18	75,521 05	100 56	75,421 88	0 91	(99 17)	1,312 50	1 74
100,000	UNITED STATES TREAS NTS DTD 09/31/14 1 75% 09/30/19	100,849 61	100 82	100,824 20	1 22	(25 41)	1,750 00	1 74
100,000	UNITED STATES TREAS NTS DTD 05/31/13 1 375% 05/31/20	99,265 63	99 94	99,937 50	1 21	671 87	1,375 00	1 38

Account: 33442900
Report Period: From 8/31/2017 To 8/31/2017

Asset Statement(Cont'd)

Units	Description	Cost Basis	Unit Price	Market Value	% Acct	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
100,000	UNITED STATES TREAS NTS DTD 12/01/14 1 875% 11/30/21	102,431.23	101.02	101,019.51	1.22	(1,411.72)	1,875.00	1.86
100,000	UNITED STATES TREAS NTS DTD 12/31/15 2 125% 12/31/22	99,984.37	101.79	101,785.20	1.23	1,800.83	2,125.00	2.09
TOTAL U.S. Govt Obligations		628,314.31		629,515.54	7.60	1,201.23	11,625.00	1.85
TOTAL FIXED INCOME		1,688,452.60		1,703,811.06	20.56	15,358.46	39,428.31	2.31
<u>BALANCED</u>								
Mutual Funds								
Balanced Mutual Funds								
3,296.208	VANGUARD WELLINGTON FD INV CLOSED TO NEW INVESTORS	116,299.71	41.50	136,792.63	1.65	20,492.92	3,599.46	2.63
TOTAL Balanced Mutual Funds		116,299.71		136,792.63	1.65	20,492.92	3,599.46	2.63
TOTAL Mutual Funds		116,299.71		136,792.63	1.65	20,492.92	3,599.46	2.63
TOTAL BALANCED		116,299.71		136,792.63	1.65	20,492.92	3,599.46	2.63
<u>EQUITY</u>								
Common Stock								
Consumer Discretionary								
2,500	COMCAST CORP NEW CL A	88,137.38	40.61	101,525.00	1.23	13,387.62	1,575.00	1.55
1,575	LOWES COS INC	50,049.75	73.89	116,376.75	1.40	66,327.00	2,583.00	2.22
500	NEWELL BRANDS INC	25,141.40	48.28	24,140.00	0.29	(1,001.40)	460.00	1.91
50	PRICELINE COM INC	72,514.70	1,852.08	92,604.00	1.12	20,089.30	0.00	0.00
1,500	TJX COMPANIES INC COM	94,253.98	72.30	108,450.00	1.31	14,196.02	1,875.00	1.73
TOTAL Consumer Discretionary		330,097.21		443,095.75	5.35	112,998.54	6,493.00	1.47
Consumer Staples								
1,400	CVS HEALTH CORPORATION	41,870.00	77.34	108,276.00	1.31	66,406.00	2,800.00	2.59
800	COLGATE PALMOLIVE CO	30,815.92	71.64	57,312.00	0.69	26,496.08	1,280.00	2.23
800	PEPSICO INC	51,689.25	115.73	92,584.00	1.12	40,894.75	2,576.00	2.78
800	PROCTER & GAMBLE CO	51,189.48	92.27	73,816.00	0.89	22,626.52	2,206.72	2.99
TOTAL Consumer Staples		175,564.65		331,988.00	4.01	156,423.35	8,862.72	2.67
Energy								
1,000	EXXON MOBIL CORP	71,487.44	76.33	76,330.00	0.92	4,842.56	3,080.00	4.04
1,500	ROYAL DUTCH SHELL PLC ADR B SHS	91,846.89	56.63	84,945.00	1.03	(6,901.89)	5,640.00	6.64
1,500	SCHLUMBERGER LTD	105,779.85	63.51	95,265.00	1.15	(10,514.85)	3,000.00	3.15
TOTAL Energy		269,114.18		256,540.00	3.10	(12,574.18)	11,720.00	4.57
Financial								
400	AFLAC INC	18,334.13	82.55	33,020.00	0.40	14,685.87	688.00	2.08
250	INTERCONTINENTALEXCHANGE GROUP INC	16,325.25	64.67	16,167.50	0.20	(157.75)	200.00	1.24

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Asset Statement(Cont'd)

Units	Description	Cost Basis	Unit Price	Market Value	% Acct	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
1,200	JPMORGAN CHASE & CO	54,959 91	90 89	109,068 00	1 32	54,108 09	2,400 00	2 20
750	T ROWE PRICE GROUP INC	52,469 93	84 36	63,270 00	0 76	10,800 07	1,710 00	2 70
1,000	STATE STR CORP	41,628 87	92 49	92,490 00	1 12	50,861 13	1,520 00	1 64
1,100	THE TRAVELERS COMPANIES INC	57,037 50	121 18	133,298 00	1 61	76,260 50	3,168 00	2 38
1,000	US BANCORP	42,100 00	51 25	51,250 00	0 62	9,150 00	1,120 00	2 19
1,500	WELLS FARGO & CO NEW	83,025 00	51 07	76,605 00	0 92	(6,420 00)	2,340 00	3 05
TOTAL Financial		365,880.59		575,168.50	6.94	209,287.91	13,148.00	2.29
Health Care								
675	ABBVIE INC	17,532 47	75 30	50,827 50	0 61	33,295 03	1,728 00	3 40
150	BIOGEN IDEC INC	43,754 61	316 56	47,484 00	0 57	3,729 39	0 00	0 00
1,000	DANAHER CORP	25,919 81	83 42	83,420 00	1 01	57,500 19	560 00	0 67
750	JOHNSON & JOHNSON	48,188 00	132 37	99,277 50	1 20	51,089 50	2,520 00	2 54
1,500	MERCK & CO	53,277 91	63 86	95,790 00	1 16	42,512 09	2,820 00	2 94
900	NOVARTIS AG SPONSORED ADR	47,143 00	84 29	75,861 00	0 92	28,718 00	2,072 34	2 73
750	STRYKER CORP	40,753 00	141 37	106,027 50	1 28	65,274 50	1,275 00	1 20
200	THERMO FISHER SCIENTIFIC INC	31,485 98	187 14	37,428 00	0 45	5,942 02	120 00	0 32
1,000	MEDTRONIC INC	74,572 82	80 62	80,620 00	0 97	6,047 18	1,840 00	2 28
TOTAL Health Care		382,627.60		676,735.50	8.17	294,107.90	12,935.34	1.91
Industrials								
900	EMERSON ELEC CO	27,333 00	59 04	53,136 00	0 64	25,803 00	1,728 00	3 25
500	FORTIVE CORP	8,440 69	64 97	32,485 00	0 39	24,044 31	140 00	0 43
1,750	GENERAL ELEC CO	58,974 00	24 55	42,962 50	0 52	(16,011 50)	1,680 00	3 91
1,000	ILLINOIS TOOL WORKS INC	58,999 75	137 51	137,510 00	1 66	78,510 25	2,600 00	1 89
975	UNITED TECHNOLOGIES CORP	75,874 00	119 72	116,727 00	1 41	40,853 00	2,730 00	2 34
TOTAL Industrials		229,621.44		382,820.50	4.62	153,199.06	8,878.00	2.32
Information Technology								
85	ALPHABET INC C	21,230 02	939 33	79,843 05	0 96	58,613 03	0 00	0 00
85	ALPHABET INC A	21,342 04	955 24	81,195 40	0 98	59,853 36	0 00	0 00
1,250	APPLE INC	17,769 57	164 00	205,000 00	2 47	187,230 43	3,150 00	1 54
1,000	AUTOMATIC DATA PROCESSING INC	39,066 68	106 47	106,470 00	1 29	67,403 32	2,280 00	2 14
2,000	CISCO SYSTEMS INC	53,453 00	32 21	64,420 00	0 78	10,967 00	2,320 00	3 60
2,000	COGNIZANT TECH SOLUTIONS CORP	26,765 00	70 77	141,540 00	1 71	114,775 00	1,200 00	0 85
1,000	CORNING INC	12,820 00	28 76	28,760 00	0 35	15,940 00	620 00	2 16
2,000	INTEL CORP	40,718 50	35 07	70,140 00	0 85	29,421 50	2,180 00	3 11
1,650	PAYPAL HOLDINGS INC	31,028 78	61 68	101,772.00	1 23	70,743 22	0 00	0 00

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Asset Statement(Cont'd)

Units	Description	Cost Basis	Unit Price	Market Value	% Acct	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
1,000	SALESFORCE COM	82,211.33	95.49	95,490.00	1.15	13,278.67	0.00	0.00
TOTAL	Information Technology	346,404.92		974,630.45	11.76	628,225.53	11,750.00	1.21
	Materials							
600	AIR PRODUCTS & CHEMICALS INC	38,353.59	145.37	87,222.00	1.05	48,868.41	2,280.00	2.61
TOTAL	Materials	38,353.59		87,222.00	1.05	48,868.41	2,280.00	2.61
	Telecommunication Services							
1,600	AT&T INC	45,216.00	37.46	59,936.00	0.72	14,720.00	3,136.00	5.23
1,400	VERIZON COMMUNICATIONS INC	46,618.27	47.97	67,158.00	0.81	20,539.73	3,234.00	4.82
TOTAL	Telecommunication Services	91,834.27		127,094.00	1.53	35,259.73	6,370.00	5.01
	Utilities							
500	DOMINION ENERGY INC	21,196.10	78.77	39,385.00	0.48	18,188.90	1,510.00	3.83
600	DUKE ENERGY CORP NEW	34,464.74	87.30	52,380.00	0.63	17,915.26	2,136.00	4.08
TOTAL	Utilities	55,660.84		91,765.00	1.11	36,104.16	3,646.00	3.97
TOTAL	Common Stock	2,285,159.29		3,947,059.70	47.64	1,661,900.41	86,081.06	2.18
	Exchange Traded Funds							
	Emerging Markets - ETF							
2,685	ISHARES MSCI EMERG MKT INDEX FD	69,265.65	44.83	120,368.55	1.45	51,102.90	1,029.48	0.86
TOTAL	Emerging Markets - ETF	69,265.65		120,368.55	1.45	51,102.90	1,029.48	0.86
	Equity Funds - ETF							
1,380	SPDR S&P DIVIDEND ETF	75,890.60	89.08	122,930.40	1.48	47,039.80	2,829.88	2.30
1,500	SELECT SECTOR SPDR TR UTILS	50,038.94	54.97	82,455.00	1.00	32,416.06	2,621.10	3.18
TOTAL	Equity Funds - ETF	125,929.54		205,385.40	2.48	79,455.86	5,450.98	2.65
	Preferred Stock - ETF							
1,300	ISHARES S&P PREFERRED STOCK INDEX FUND	52,104.00	39.05	50,765.00	0.61	(1,339.00)	2,757.30	5.43
TOTAL	Preferred Stock - ETF	52,104.00		50,765.00	0.61	(1,339.00)	2,757.30	5.43
	Small Cap Funds - ETF							
1,000	ISHARES S&P SMALL CAP 600 INDEX FD	41,610.00	69.07	69,070.00	0.83	27,460.00	824.36	1.19
TOTAL	Small Cap Funds - ETF	41,610.00		69,070.00	0.83	27,460.00	824.36	1.19
TOTAL	Exchange Traded Funds	288,909.19		445,588.95	5.38	156,679.76	10,062.12	2.26
	Mutual Funds							
	Emerging Markets Mutual Funds							
4,646	402 OPPENHEIMER DEVELOPING MKTS FD CL I	150,000.00	41.01	190,548.95	2.30	40,548.95	1,063.98	0.56
TOTAL	Emerging Markets Mutual Funds	150,000.00		190,548.95	2.30	40,548.95	1,063.98	0.56
	Equity Mutual Funds							

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Asset Statement(Cont'd)

Units	Description	Cost Basis	Unit Price	Market Value	% Acct	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
20,794 091	FEDERATED STRATEGIC VALUE DIVD FD INSTITUTIONAL SHS	113,715 92	6 33	131,626 59	1 59	17,910 67	3,069 19	2 33
TOTAL Equity Mutual Funds		113,715.92		131,626.59	1.59	17,910.67	3,069.19	2.33
International Equity Mutual Funds								
7,373 333	AMERICAN EUROPACIFIC GROWTH F3	368,237 50	54 71	403,395 05	4 87	35,157 55	1,255 68	0 31
7,410 71	FIDELITY INTL DISCOVERY FD	234,099 70	45 10	334,223 01	4 03	100,123 31	4,535 36	1 36
5,792 04	HARBOR INTERNATIONAL FUND INSTL	377,583 97	68 60	397,333 94	4 80	19,749 97	6,736 32	1 70
TOTAL International Equity Mutual Funds		979,921.17		1,134,952.00	13.70	155,030.83	12,527.36	1.10
Mid Cap Mutual Funds								
4,154 663	MERIDIAN GROWTH FUND	142,883 60	40 31	167,474 47	2 02	24,590 87	638 99	0 38
1,262 01	VANGUARD MID CAP INDEX ADM	195,000 00	178 68	225,495 95	2 72	30,495 95	735 75	0 33
TOTAL Mid Cap Mutual Funds		337,883.60		392,970.42	4.74	55,086.82	1,374.74	0.35
Small Cap Mutual Funds								
2,760 476	AMERICAN BEACON SMALL CAP VALUE FD INSTL	55,519 25	27 17	75,002 13	0 91	19,482 88	621 67	0 83
1,878 669	CONESTOGA SMALL CAP FUND	49,402 68	46 88	88,072 00	1 06	38,669 32	44 53	0 05
TOTAL Small Cap Mutual Funds		104,921.93		163,074.13	1.97	58,152.20	666.20	0.41
TOTAL Mutual Funds		1,686,442.62		2,013,172.09	24.30	326,729.47	18,701.47	0.93
TOTAL EQUITY		4,260,511.10		6,405,820.74	77.32	2,145,309.64	114,844.65	1.79
GRAND TOTAL ASSETS		6,104,035.48		8,285,196.50	100.00	2,181,161.02	158,206.10	1.91