

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

- Do not enter social security numbers on this form as it may be made public.
- Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

EDWIN PHILLIPS T/U/W

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

P O BOX 1802

Room/suite

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

888-866-3275

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PROVIDENCE, RI 02901-1802

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0

G Check all that apply:

Initial return	Initial return of a former public charity
Final return	Amended return
Address change	Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 13,596,409.

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

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

Revenue	(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 (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	253,893	252,119		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	961,940			
b Gross sales price for all assets on line 6a	4,689,012			
7 Capital gain net income (from Part IV, line 2)		961,940	05112010	05142010
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)		1,144		STMT 2
12 Total. Add lines 1 through 11	1,215,833	1,215,203		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	107,497	64,498		42,999
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	STMT 3	9,544	NONE	9,544
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	STMT 4	15,890	8,571	
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 5	3,359	4,270	424
24 Total operating and administrative expenses.				
Add lines 13 through 23	136,290	77,339	NONE	52,967
25 Contributions, gifts, grants paid	542,389			542,389
26 Total expenses and disbursements Add lines 24 and 25	678,679	77,339	NONE	595,356
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	537,154			
b Net investment income (if negative, enter -0)		1,137,864		
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
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		212,074.	264,392.	264,392.
	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			
Assets	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule)	STMT 6.	10,931,009.	11,265,811.	13,332,017.
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		11,143,083.	11,530,203.	13,596,409.
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		11,143,083.	11,530,203.	
	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)		11,143,083.	11,530,203.	
	31 Total liabilities and net assets/fund balances (see instructions)		11,143,083.	11,530,203.	

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	11,143,083.
2 Enter amount from Part I, line 27a	2	537,154.
3 Other increases not included in line 2 (itemize) ► RECOVERY ADJUSTMENT	3	27,043.
4 Add lines 1, 2, and 3	4	11,707,280.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 7	5	177,077.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,530,203.

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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 (for example, 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 OTHER GAINS AND LOSSES					
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 2,127,417.		1,932,785.		194,632.	
b 2,561,595.		1,794,287.		767,308.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a				194,632.	
b				767,308.	
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	961,940.	
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 doesn't 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))
2016	627,196.	11,779,967.	0.053243
2015	583,672.	12,296,990.	0.047465
2014	615,972.	12,670,581.	0.048614
2013	554,962.	12,202,475.	0.045479
2012	533,594.	11,660,603.	0.045760

2 Total of line 1, column (d)	2	0.240561
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.048112
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	12,791,234.
5 Multiply line 4 by line 3.	5	615,412.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,379.
7 Add lines 5 and 6.	7	626,791.
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	595,356.

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 . . .	22,757.
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 . . .	
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-) . . .	NONE
3	Add lines 1 and 2 . . .	22,757.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) . . .	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . .	22,757.
Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 . . .	6a 5,500.
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 5,500.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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 17,257.
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 2018 estimated tax ►	11 NONE Refunded

Part VII-A Statements Regarding Activities

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

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? . . .
 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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
 1c Did the foundation file **Form 1120-POL** for this year? . . .
 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____
 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____
 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .
 If "Yes," attach a detailed description of the activities
 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . .
 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .
 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*
 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? . . .
 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV
 8a Enter the states to which the foundation reports or with which it is registered See instructions. ►
 MA
 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 . . .
 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 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV . . .
 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions

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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

Website address ► N/A

14 The books are in care of ► US TRUST FIDUCIARY TAX SERVICES Telephone no ► (888) 866-3275
Located at ► P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ► 02901-1802

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

16 At any time during calendar year 2017, 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 ►

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.

1a During the year, did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructionsOrganizations relying on a current notice regarding disaster assistance, check here ► c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes No
If "Yes," list the years ► , , , , b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.► , , , , 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes Nob If "Yes," did it have excess business holdings in 2017 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 2017.)4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?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 2017?

	Yes	No
11		X
12		X
13	X	

14	Telephone no ► <u>(888) 866-3275</u>	ZIP+4 ► <u>02901-1802</u>
15		
16		X

	Yes	No
1b		X
1c		X
2b		
3b		
4a		X
4b		X

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Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year, did the foundation pay or incur any amount to:		Yes	No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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	<input type="checkbox"/>				
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?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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
SEE STATEMENT 11		107,497.		

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

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	<u>NONE</u>	
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	<u>NONE</u>	
2		
All other program-related investments See instructions		
3	<u>NONE</u>	
Total. Add lines 1 through 3 ►		



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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	12,648,874.
b Average of monthly cash balances	1b	337,150.
c Fair market value of all other assets (see instructions).	1c	NONE
d Total (add lines 1a, b, and c)	1d	12,986,024.
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	12,986,024.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	194,790.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,791,234.
6 Minimum investment return. Enter 5% of line 5	6	639,562.

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	639,562.
2a Tax on investment income for 2017 from Part VI, line 5	2a	22,757.
b Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	22,757.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	616,805.
4 Recoveries of amounts treated as qualifying distributions	4	27,043.
5 Add lines 3 and 4	5	643,848.
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	643,848.

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	595,356.
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	595,356.
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	595,356.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				643,848.
2 Undistributed income, if any, as of the end of 2017			531,144.	
a Enter amount for 2016 only.				
b Total for prior years 20 ____ ,20 ____ ,20 ____		NONE		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	NONE			
b From 2013	NONE			
c From 2014	NONE			
d From 2015	NONE			
e From 2016	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$	595,356.			
a Applied to 2016, but not more than line 2a			531,144.	
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 2017 distributable amount				64,212.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				579,636.
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 2012 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2013	NONE			
b Excess from 2014	NONE			
c Excess from 2015	NONE			
d Excess from 2016	NONE			
e Excess from 2017	NONE			

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

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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) 2017	(b) 2016	(c) 2015	
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)(ii),				
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

SEE STATEMENT 13

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**

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
<i>a Paid during the year</i>				
SEE ATTACHED STATEMENTS	N/A	ATTACHED	PURCHASES AND SERVICES FOR DISABLED CHILDREN	542,389.
Total				► 3a 542,389.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue.

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments**3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate:**

a Debt-financed property
 b Not debt-financed property

6 Net rental income or (loss) from personal property**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue a _____**

b _____
 c _____
 d _____
 e _____

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

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

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

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

NOT APPLICABLE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,426.	3,426.
FOREIGN DIVIDENDS	58,278.	58,278.
NONDIVIDEND DISTRIBUTIONS	2,324.	
DOMESTIC DIVIDENDS	93,638.	93,638.
OTHER INTEREST	21,242.	21,242.
FOREIGN INTEREST	1,894.	1,894.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE NON-TAXABLE FOREIGN INCOME)	6,161.	6,161.
US GOVERNMENT INTEREST REPORTED AS QUALI NONQUALIFIED FOREIGN DIVIDENDS	-550.	
NONQUALIFIED DOMESTIC DIVIDENDS	1,323.	1,323.
TOTAL	20,563.	20,563.
	45,594.	45,594.
	253,893.	252,119.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	- - - - -	1,144.
TOTALS	=====	1,144.



FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - INCOME (ALLOCABLE LEGAL FEES - CHARITABLE	7,000. 2,544.			7,000. 2,544.
TOTALS	9,544.		NONE	NONE



FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	5,566.	5,566.
EXCISE TAX - PRIOR YEAR	1,819.	
EXCISE TAX ESTIMATES	5,500.	
FOREIGN TAXES ON QUALIFIED FOR	2,000.	2,000.
FOREIGN TAXES ON NONQUALIFIED	1,005.	1,005.
TOTALS	15,890.	8,571.



FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCIPAL	1,467.	1,467.	
OTHER ALLOCABLE EXPENSE-INCOME	1,468.	1,468.	
STATE FILING FEE	125.		
OTHER CHARITABLE EXPENSES	299.		
PARTNERSHIP EXPENSES	1,335.		
 TOTALS	3,359.	4,270.	424.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
464287507 ISHARES CORE S&P MID	139,366.	771,797.	968,258.
464287655 ISHARES RUSSELL 2000	215,371.	961,791.	1,229,742.
921943858 VANGUARD FTSE DEVELO	459,492.	997,774.	1,210,951.
922042858 VANGUARD FTSE EMERGI	514,197.	366,475.	440,644.
693390841 PIMCO HIGH YIELD FD	129,179.	133,061.	125,817.
202671913 AGGREGATE BOND CTF	991,652.	1,212,794.	1,195,164.
207543877 SMALL CAP GROWTH LEA	142,967.	162,238.	217,783.
29099J109 EMERGING MARKETS STO	807,378.	490,483.	693,851.
302993993 MID CAP VALUE CTF	213,896.	244,084.	277,486.
303995997 SMALL CAP VALUE CTF	143,166.	172,952.	214,353.
323991307 MID CAP GROWTH CTF	237,569.	262,127.	296,230.
45399C107 DIVIDEND INCOME COMM	1,011,458.	666,596.	788,419.
99Z466163 HIGH QUALITY CORE CO	267,284.	182,350.	211,936.
99Z466197 INTERNATIONAL FOCUS	714,139.	744,052.	1,093,898.
922908553 VANGUARD REIT ETF	581,416.	980,697.	813,905.
99Z501647 STRATEGIC GROWTH COM	980,697.	662,966.	132,448.
73935S105 POWERSHARES DB COMM	529,832.	137,050.	250,912.
464287226 ISHARES CORE US AGGR	602,505.	248,868.	1,289,244.
922908363 VANGUARD S&P 500 ETF	1,050,269.	1,050,269.	1,138,281.
00203H859 AQR MANAGED FUTURES	181,835.	139,396.	632,375.
09256H286 BLACKROCK STRATEGIC	359,469.	625,357.	
38145C646 GOLDMAN SACHS STRATE	301,032.	177,713.	265,960.
94987W737 WELLS FARGO ABSOLUTE	179,127.	123,695.	126,634.
589509108 THE MERGER FD			124,849.
00203H446 AQR LONG-SHORT EQUIT			128,173.
62827P816 CATALYST/MILLBURN HE			172,290.
74253Q747 PRINCIPAL MIDCAP BLE		370,000.	417,263.
TOTALS	10,931,009.	11,265,811.	13,332,017.



EDWIN PHILLIPS T/U/W

04-6025549

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

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	13,269.
INCOME ADJUSTMENT	576.
SALES GAIN/LOSS ADJUSTMENT	159,520.
PARTNERSHIP TRANSACTION ADJUSTMENT	2,894.
SECURITIES ADJUSTMENT	490.
ROUNDING	1.
ROC ADJUSTMENT	327.
TOTAL	177,077.

STATEMENT 7



EDWIN PHILLIPS T/U/W

04-6025549

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET
BOSTON, MA 02110

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 105,497.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

OFFICER NAME:

ROBERT E GALVIN, ESQ

ADDRESS:

10 ENTERPRISE STREET
DUXBURY, MA 02332

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

OFFICER NAME:

KIM BOURESSA

ADDRESS:

188 PEREGRINE DRIVE
MARSHFIELD, MA 02050

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

EDWIN PHILLIPS T/U/W

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

BEVERLY JOHNSTON

ADDRESS:

134 TILDEN RD
MARSHFIELD, MA 02050

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

400.

OFFICER NAME:

L. RICHARD FONTANA

ADDRESS:

10 GENEVIEVE LN
MARSHFIELD, MA 02050-5333

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

400.

OFFICER NAME:

TRINA M. BINGHAM

ADDRESS:

1B GREEN ST
FAIRHAVEN, MA 02719

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

400.

TOTAL COMPENSATION:

107,497.

=====

EDWIN PHILLIPS T/U/W
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6025549

RECIPIENT NAME:

SEE ATTACHMENT

FORM, INFORMATION AND MATERIALS:

SEE ATTACHMENT

SUBMISSION DEADLINES:

SEE ATTACHMENT

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHMENT

STATEMENT 13

EDWIN PHILLIPS T/U/W
Schedule D Detail of Short-term Capital Gains and Losses

04 - 6025549

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
6123 .797 EMERGING MARKETS STOCK COMMON TRUST FUND	10/31/2016	02/28/2017	289,389.00	285,937.00	3,452.00
2154 .71 EMERGING MARKETS STOCK COMMON TRUST FUND	10/31/2016	09/30/2017	127,996.00	109,529.00	18,467.00
317.533 DIVIDEND INCOME COMMON TRUST	11/18/2016	02/28/2017	18,829.00	19,418.00	-589.00
4551.724 STRATEGIC GROWTH COMMON TRUST FUND	11/18/2016	02/28/2017	63,661.00	67,905.00	-4,244.00
TOTAL OTHER GAINS AND LOSSES			499,875.00	482,789.00	17,086.00
Totals			499,875.00	482,789.00	17,086.00

Description		Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES						
9068.489 DIVIDEND INCOME COMMON TRUST FUND		08/31/2012	02/28/2017	537,740.00	486,492.00	51,248.00
9698. POWERSHARES DB COMMODITY INDEX		08/31/2012	02/28/2017	151,722.00	182,403.00	-30,681.00
3858. POWERSHARES DB COMMODITY INDEX		11/21/2014	02/28/2017	60,357.00	45,903.00	14,454.00
1791. POWERSHARES DB COMMODITY INDEX		03/05/2015	02/28/2017	28,020.00	14,665.00	13,355.00
8904.771 HIGH QUALITY CORE COMMON TRUST FUND		08/31/2012	02/28/2017	134,737.00	120,567.00	14,170.00
36514.503 STRATEGIC GROWTH COMMON TRUST FUND		05/10/2013	02/28/2017	510,699.00	461,468.00	49,231.00
TOTAL OTHER GAINS AND LOSSES				1,423,275.00	1,311,498.00	111,777.00
Totals						
				1,423,275.00	1,311,498.00	111,777.00

USA 0970 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	46,008.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	46,008.00
=====	

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	589,543.00
PARTNERSHIPS, TRUSTS, S CORPORATIONS	2,894.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	592,437.00
=====	

FEDERAL FOOTNOTES
=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.