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EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

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

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation THE ELLISON FOUNDATION ELTON DREW, TRUS C/O ELTON DREW		A Employer identification number 04-6050704
Number and street (or P.O. box number if mail is not delivered to street address) 21 KING STREET	Room/suite	B Telephone number 781-584-4755
City or town, state or province, country, and ZIP or foreign postal code LYNN, MA 01902		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 65% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation 04 <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 79,016,570.	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MOD CASH	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received					
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	538,144.	538,144.		STATEMENT 1	
	4 Dividends and interest from securities*	1,182,166.	1,182,166.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	1,616,766.				
	b Gross sales price for all assets on line 6a	25,137,555.				
	7 Capital gain net income (from Part IV, line 2)		1,616,766.			
	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	115,520.	115,520.	0.	STATEMENT 3		
12 Total. Add lines 1 through 11	3,452,596.	3,452,596.	0.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	180,000.	54,000.	0.	126,000.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 4	26,115.	0.	0.	26,115.
	c Other professional fees	STMT 5	649,604.	584,644.	0.	64,960.
	17 Interest					
	18 Taxes	STMT 6	347,274.	24,227.	0.	0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses					
	24 Total operating and administrative expenses. Add lines 13 through 23		890,446.	662,871.	0.	217,075.
	25 Contributions, gifts, grants paid		4,900,000.			4,900,000.
26 Total expenses and disbursements. Add lines 24 and 25		5,790,446.	662,871.	0.	5,117,075.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		-2,337,850.				
b Net investment income (if negative, enter -0-)			2,789,725.			
c Adjusted net income (if negative, enter -0-)				0.		

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C/O ELTON DREW

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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		48,335.	45,608.	45,608.
	2	Savings and temporary cash investments		1,790,222.	2,405,092.	2,405,092.
	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 8	11,643,238.	5,891,258.	5,891,258.	
	b	Investments - corporate stock STMT 9	9,666,967.	9,774,894.	9,774,894.	
	c	Investments - corporate bonds STMT 10	7,728,807.	7,762,794.	7,762,794.	
	Liabilities	11	Investments land buildings, and equipment basis ▶			
		Less accumulated depreciation ▶				
12		Investments - mortgage loans STMT 11	0.	3,340,638.	3,340,638.	
13		Investments - other STMT 12	41,573,119.	49,796,286.	49,796,286.	
14		Land, buildings, and equipment: basis ▶				
		Less accumulated depreciation ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	72,450,688.	79,016,570.	79,016,570.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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 checked="" type="checkbox"/>					
	and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted	72,450,688.	79,016,570.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances	72,450,688.	79,016,570.			
31	Total liabilities and net assets/fund balances	72,450,688.	79,016,570.			

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)	72,450,688.
2	Enter amount from Part I, line 27a	-2,337,850.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	8,903,732.
4	Add lines 1, 2, and 3	79,016,570.
5	Decreases not included in line 2 (itemize) ▶	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	79,016,570.

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.)
1a ROPES & GRAY LLP FIDUCIARY ACCOUNT	P	VARIOUS	12/31/17
b ROPES & GRAY LLP FIDUCIARY ACCOUNT	P	VARIOUS	12/31/17
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 6,580,409.		6,599,962.	-19,553.
b 18,090,163.		16,920,827.	1,169,336.
c 466,983.			466,983.
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			-19,553.
b			1,169,336.
c			466,983.
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	1,616,766.
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 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	4,640,102.	73,054,886.	.063515
2015	5,012,912.	77,332,626.	.064823
2014	5,025,598.	79,921,936.	.062881
2013	4,918,921.	78,521,081.	.062645
2012	4,582,043.	76,805,350.	.059658

2 Total of line 1, column (d)	2	.313522
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	.062704
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	76,681,891.
5 Multiply line 4 by line 3	5	4,808,261.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,897.
7 Add lines 5 and 6	7	4,836,158.
8 Enter qualifying distributions from Part XII, line 4	8	5,117,075.

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 ☐ and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

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

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

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

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ☒ 15,211. Refunded ☒ 0.

Part VII-A Statements Regarding Activities

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

b 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

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

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

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

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

2 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?

N/A

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

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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of ELTON DREW Telephone no. 781-584-4755 Located at 21 KING STREET, LYNN, MA ZIP+4 01902		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
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		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here N/A		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b 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) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes
 ☒ No

(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

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

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

If "Yes" to 6b, file Form 8870

☐ Yes
 ☒ No

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

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

1 List all officers, directors, trustees, and 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
ANDREW SILVERMAN	TRUSTEE			
190 N. MAIN STREET, 1ST FLR				
NATICK, MA 01760	4.00	80,000.	0.	0.
ELTON F. DREW	TRUSTEE			
21 KING STREET				
LYNN, MA 01902	15.00	100,000.	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

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
ROPES & GRAY LLP		
800 BOYLSTON STREET, BOSTON, MA 02199-3600	INVESTMENT ADVISORY	378,083.
FMI	INVESTMENT	
5171 GLENWOOD AVENUE, RALEIGH, NC 27612	MANAGEMENT	84,828.
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 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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	77,803,983.
b Average of monthly cash balances	1b	45,653.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	77,849,636.
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	77,849,636.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,167,745.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	76,681,891.
6 Minimum investment return. Enter 5% of line 5	6	3,834,095.

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	3,834,095.
2a Tax on investment income for 2017 from Part VI, line 5	2a	27,897.
b Income tax for 2017 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	27,897.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,806,198.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	3,806,198.
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	3,806,198.

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	5,117,075.
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	5,117,075.
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	27,897.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,089,178.

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				3,806,198.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	785,867.			
b From 2013	1,133,129.			
c From 2014	1,162,777.			
d From 2015	1,210,169.			
e From 2016	1,038,328.			
f Total of lines 3a through e	5,330,270.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$	5,117,075.			
a Applied to 2016, but not more than line 2a			0.	
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 2017 distributable amount				3,806,198.
e Remaining amount distributed out of corpus	1,310,877.			
5 Excess distributions carryover applied to 2017 (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	6,641,147.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	785,867.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	5,855,280.			
10 Analysis of line 9:				
a Excess from 2013	1,133,129.			
b Excess from 2014	1,162,777.			
c Excess from 2015	1,210,169.			
d Excess from 2016	1,038,328.			
e Excess from 2017	1,310,877.			

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

- | | | | | | | | | | | | | | | | | | | | | | |
|---|--|--|-----|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|----|--|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <table border="1"> <tr> <td></td> <td>Yes</td> </tr> <tr> <td>1a(1)</td> <td></td> </tr> <tr> <td>1a(2)</td> <td></td> </tr> <tr> <td>1b(1)</td> <td></td> </tr> <tr> <td>1b(2)</td> <td></td> </tr> <tr> <td>1b(3)</td> <td></td> </tr> <tr> <td>1b(4)</td> <td></td> </tr> <tr> <td>1b(5)</td> <td></td> </tr> <tr> <td>1b(6)</td> <td></td> </tr> <tr> <td>1c</td> <td></td> </tr> </table> | | Yes | 1a(1) | | 1a(2) | | 1b(1) | | 1b(2) | | 1b(3) | | 1b(4) | | 1b(5) | | 1b(6) | | 1c | |
| | Yes | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | | | | | | | | | | | | | | | | | | | | |
| 1c | | | | | | | | | | | | | | | | | | | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below? See instr

☒ Yes ☐

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

RADFORD HINDS

RADFORD HINDS

06/22/18

P00049627

Firm's name ► **DELOITTE TAX LLP**

Firm's EIN ► 86-1065772

Firm's address ► 200 BERKELEY ST. - 10TH FLOOR
BOSTON, MA 02116

Phone no. +617 437 2000

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ROPES & GRAY LLP FIDUCIARY ACCOUNT	538,144.	538,144.	538,144.
TOTAL TO PART I, LINE 3	538,144.	538,144.	538,144.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROPES & GRAY LLP FIDUCIARY	1,649,149.	466,983.	1,182,166.	1,182,166.	1,182,166.
TO PART I, LINE 4	1,649,149.	466,983.	1,182,166.	1,182,166.	1,182,166.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER TAXABLE INCOME	115,520.	115,520.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	115,520.	115,520.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX LLP	23,440.	0.	0.	23,440.
ROPES & GRAY PREPARER FEE	475.	0.	0.	475.
BOOKKEEPING CHARGES	2,200.	0.	0.	2,200.
TO FORM 990-PF, PG 1, LN 16B	26,115.	0.	0.	26,115.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROPES & GRAY	378,083.	340,275.	0.	37,808.
INVESTMENT INTEREST EXPENSE	21,517.	19,365.	0.	2,152.
INVESTMENT MANAGEMENT FEES - MUTUAL FUNDS	109,150.	98,235.	0.	10,915.
INVESTMENT MANAGEMENT FEES - NEUBERGER	34,952.	31,457.	0.	3,495.
INVESTMENT MANAGEMENT FEES - DOLAN	7,991.	7,192.	0.	799.
INVESTMENT MANAGEMENT FEES - FMI	84,828.	76,345.	0.	8,483.
INVESTMENT MANAGEMENT FEES - NBIA LLC	11,851.	10,666.	0.	1,185.
MISC	1,223.	1,101.	0.	122.
BANK CHARGES	9.	8.	0.	1.
TO FORM 990-PF, PG 1, LN 16C	649,604.	584,644.	0.	64,960.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	24,227.	24,227.	0.	0.
2017 ESTIMATES TAXES PAID	10,000.	0.	0.	0.
COMMONWEALTH OF MA	500.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	34,727.	24,227.	0.	0.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 7

DESCRIPTION	AMOUNT
CHANGE IN NET UNREALIZED GAINS & LOSSES ON INVESTMENTS	8,803,732.
OUTSTANDING CHECK	100,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	8,903,732.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT 8	
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT SECURITIES	X		5,891,258.	5,891,258.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,891,258.	5,891,258.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,891,258.	5,891,258.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9	
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
ENERGY			342,948.	342,948.
FINANCE			1,826,952.	1,826,952.
TECHNOLOGY			2,086,201.	2,086,201.
CONSUMER PRODUCTS			1,925,687.	1,925,687.
HEALTH CARE			1,169,350.	1,169,350.
INDUSTRIALS			1,148,337.	1,148,337.
MATERIALS			347,643.	347,643.
MEDIA			927,776.	927,776.
TOTAL TO FORM 990-PF, PART II, LINE 10B			9,774,894.	9,774,894.

FORM 990-PF	CORPORATE BONDS		STATEMENT 10	
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS			7,552,922.	7,552,922.
NON-US BONDS			209,872.	209,872.
TOTAL TO FORM 990-PF, PART II, LINE 10C			7,762,794.	7,762,794.

FORM 990-PF

MORTGAGE LOANS

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE BACKED BONDS	3,340,638.	3,340,638.
TOTAL TO FORM 990-PF, PART II, LINE 12	3,340,638.	3,340,638.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INTERNATIONAL MUTUAL FUNDS	FMV	23,487,961.	23,487,961.
ALTERNATIVE INVESTMENTS	FMV	4,472,414.	4,472,414.
MUTUAL FUNDS	FMV	14,055,550.	14,055,550.
SMALL CAP VALUE FUNDS	FMV	6,072,766.	6,072,766.
COMMUNICATIONS	FMV	237,390.	237,390.
HIGH YIELD BONDS - MUTUAL FUNDS	FMV	1,470,205.	1,470,205.
TOTAL TO FORM 990-PF, PART II, LINE 13		49,796,286.	49,796,286.

**The Ellison Foundation
Donations List for 2017**

Organization	Address	City/State/Zip	Donation Dat	Amount
American Cancer Society	1025 Connecticut Avenue	Washington, DC 20004	12/15/2017	1,250,000 00
Beth Israel Deaconess Medical Center	330 Brookline Avenue	Boston, MA 02215	12/15/2017	250,000 00
Boston Children's Hospital	300 Longwood Avenue	Boston, MA 02115	12/15/2017	750,000 00
Brigham and Women's Hospital	75 Francis Street	Boston, MA 02115	12/15/2017	125,000 00
City Year	285 Columbus Avenue	Boston, MA 02116	12/15/2017	100,000 00
Crossroads for Kids	119 Myrtle Street	Duxbury, MA 02332	12/15/2017	100,000 00
Dana Farber Cancer Institute	450 Brookline Ave	Boston, MA 02215	12/15/2017	225,000 00
Duxbury Bay Maritime School	P O Box 263A SHS	Duxbury, MA 02331	12/15/2017	100,000 00
Duxbury Beach Reservation, Inc.	P O Box 1364	Duxbury, MA 02331	12/15/2017	20,000 00
Duxbury Senior Center	P O Box 2113	Duxbury, MA 02331	12/15/2017	20,000 00
Elkland Cemetary	102 Taft Avenue	Elkland, PA 16920	12/15/2017	20,000 00
Elkland Library	111 East Main Street	Elkland, PA 16920	12/15/2017	20,000 00
Lahey Clinic	41 Burlington Mall Road	Burlington, MA 01805	12/15/2017	125,000 00
Make-A-Wish Foundation	One Bulfinch Place	Boston, MA 02114	12/15/2017	100,000 00
Mass General Hospital	55 Fruit Street	Boston, MA 02114	12/15/2017	695,000 00
Pine Street Inn	444 Hamson Avenue	Boston, MA 02118	12/15/2017	100,000 00
Plimoth Plantation	P O Box 1620	Plymouth, MA 02362	12/15/2017	20,000 00
Rosie's Place	889 Hamson Avenue	Boston, MA 02118	12/15/2017	100,000 00
South Shore Conservatory	The Ellison Center for the Arts	Duxbury, MA 02331	12/15/2017	200,000 00
The 200 Foundation	P O Box 3449	Framingham, MA 01705	12/15/2017	50,000 00
The Partridge Scholarship Fund	P O Box 2552	Duxbury, MA 02331	12/15/2017	25,000 00
The Salvation Army	147 Berkeley Street	Boston, MA 02116	12/15/2017	75,000 00
Two/Ten International Footwear Foundation	1466 Main Street	Waltham, MA 02451	12/15/2017	30,000 00
Tufts University School of Medicine	145 Hamson Avenue	Boston, MA 02111	12/15/2017	150,000 00
U Mass Medical Center	55 Lake Avenue N	Worcester, MA 0155	12/15/2017	100,000 00
USS Constitution Museum	P O Box 291812	Boston, MA 02129	12/15/2017	50,000 00
West Boylston Jr./Sr. High School	Ellison Fund for Music, Drama	West Boylston, MA 0158	12/15/2017	100,000 00

Grand Total for Donations 4,900,000.00

CONTRIBUTIONS