



Form **990-PF**  
Department of the Treasury  
Internal Revenue Service  
C&E  
950

**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](http://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  
**THOMAS ATKINS MEML FD TR U/W**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**P O BOX 1802**

City or town, state or province, country, and ZIP or foreign postal code  
**PROVIDENCE, RI 02901-1802**

A Employer identification number  
**06-6030489**

B Telephone number (see instructions)  
**888-866-3275**

C If exemption application is pending, check here. ☐ **3**

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. ☐

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 **00**

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,449,383.**  
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).)

	(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	26,980.	26,825.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	110,845.			
b Gross sales price for all assets on line 6a <b>525,650.</b>				
7 Capital gain net income (from Part IV, line 2)		110,845.		
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)		112.		STMT 2
12 Total. Add lines 1 through 11	137,825.	137,782.		
13 Compensation of officers, directors, trustees, etc.	12,708.	7,625.		5,083.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) <b>STMT 3</b>	2,089.			2,089.
17 Interest				
18 Taxes (attach schedule) (see instructions) <b>STMT 4</b>	1,184.	935.		
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) <b>STMT 5</b>	302.	427.		
24 Total operating and administrative expenses. Add lines 13 through 23.	16,283.	8,987.	NONE	7,172.
25 Contributions, gifts, grants paid	68,000.			68,000.
26 Total expenses and disbursements. Add lines 24 and 25	84,283.	8,987.	NONE	75,172.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	53,542.			
b Net investment income (if negative, enter -0-)		128,795.		
c Adjusted net income (if negative, enter -0-)				

623 20

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	52,871.	66,851.	66,851.
	3	Accounts receivable ▶ . . . . .			
		Less: allowance for doubtful accounts ▶ . . . . .			
	4	Pledges receivable ▶ . . . . .			
		Less: allowance for doubtful accounts ▶ . . . . .			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .			
		Less: allowance for doubtful accounts ▶ . . . . .	NONE		
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . STMT 6 . . . . .	1,142,458.	1,160,109.	1,382,532.
	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) . . . . .	1,195,329.	1,226,960.	1,449,383.	
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"/> X				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	1,195,329.	1,226,960.	
	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) . . . . .	1,195,329.	1,226,960.		
31	Total liabilities and net assets/fund balances (see instructions) . . . . .	1,195,329.	1,226,960.		

## 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	1,195,329.
2	Enter amount from Part I, line 27a . . . . .	2	53,542.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	5.
4	Add lines 1, 2, and 3 . . . . .	4	1,248,876.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	21,916.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,226,960.

Form 990-PF (2017)

**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)
<b>1 a PUBLICLY TRADED SECURITIES</b>					
<b>b OTHER GAINS AND LOSSES</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					

  

(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)
<b>a</b> 256,772.		230,707.	26,065.
<b>b</b> 268,878.		184,098.	84,780.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			26,065.
<b>b</b>			84,780.
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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	<b>2</b>	110,845.
<b>3</b> 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 . . . . .		<b>3</b>	

**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	55,517.	1,277,940.	0.043443
2015	67,447.	1,347,775.	0.050043
2014	70,289.	1,410,193.	0.049844
2013	68,932.	1,381,914.	0.049882
2012	65,710.	1,342,181.	0.048958

  

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	0.242170
<b>3</b> 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 . . . . .	<b>3</b>	0.048434
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .	<b>4</b>	1,384,691.
<b>5</b> Multiply line 4 by line 3. . . . .	<b>5</b>	67,066.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	1,288.
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	68,354.
<b>8</b> 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.	<b>8</b>	75,172.

Form 990-PF (2017)

**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)		1	1,288.
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 . . . . .			
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	NONE
3 Add lines 1 and 2 . . . . .		3	1,288.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	1,288.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . .	6a	360.	
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	360.	
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	928.	
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 <input checked="" type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See 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.		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

Form 990-PF (2017)

**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 ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no. ► <u>(888) 866-3275</u> Located at ► <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ► <u>02901-1802</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . .		15
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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions . . . . . Organizations relying on a current notice regarding disaster assistance, check here . . . . .		1b
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? . . . . .		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? . . . . . If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is 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) . . . . .		2b
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) . . . . .		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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?		4b

Form 990-PF (2017)

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

		Yes	No
<b>5a</b>	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))?	<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>b</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	<input type="checkbox"/>	
<b>c</b>	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).		
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
	If "Yes" to 6b, file Form 8870.		
<b>7a</b>	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>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		

**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		12,708.		

**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**



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	1,353,466.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	52,312.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	1,405,778.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	1,405,778.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	21,087.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	1,384,691.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	69,235.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	69,235.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5 . . . . .	<b>2a</b>	1,288.
<b>b</b>	Income tax for 2017. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	1,288.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	67,947.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	67,947.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	67,947.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	75,172.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	75,172.
<b>5</b>	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 . . . . .	<b>5</b>	1,288.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	73,884.

**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
<b>1</b> Distributable amount for 2017 from Part XI, line 7 . . . . .				67,947.
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			8,546.	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2017:				
<b>a</b> From 2012 . . . . .	NONE			
<b>b</b> From 2013 . . . . .	NONE			
<b>c</b> From 2014 . . . . .	NONE			
<b>d</b> From 2015 . . . . .	NONE			
<b>e</b> From 2016 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4: ► \$ 75,172.				
<b>a</b> Applied to 2016, but not more than line 2a . . .			8,546.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2017 distributable amount. . . . .				66,626.
<b>e</b> Remaining amount distributed out of corpus. . .	NONE			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018. . . . .				1,321.
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .	NONE			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2013 . . .	NONE			
<b>b</b> Excess from 2014 . . .	NONE			
<b>c</b> Excess from 2015 . . .	NONE			
<b>d</b> Excess from 2016 . . .	NONE			
<b>e</b> Excess from 2017 . . .	NONE			

NOT APPLICABLE

4942(1)(5)

**(4) Gross investment income .**

[illegible]

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a Paid during the year</b>  SEE ATTACHED SCHEDULE	N/A	SEE ATTACH	SEE ATTACHED SCHEDULE	68,000.
<b>Total</b> .....			▶ <b>3a</b>	68,000.
<b>b Approved for future payment</b>				
<b>Total</b> .....			▶ <b>3b</b>	



		Yes	No
<b>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</b>			
<b>a Transfers from the reporting foundation to a noncharitable exempt organization of:</b>			
(1) Cash . . . . .	<b>1a(1)</b>		X
(2) Other assets . . . . .	<b>1a(2)</b>		X
<b>b Other transactions:</b>			
(1) Sales of assets to a noncharitable exempt organization . . . . .	<b>1b(1)</b>		X
(2) Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		X
(3) Rental of facilities, equipment, or other assets . . . . .	<b>1b(3)</b>		X
(4) Reimbursement arrangements . . . . .	<b>1b(4)</b>		X
(5) Loans or loan guarantees . . . . .	<b>1b(5)</b>		X
(6) Performance of services or membership or fundraising solicitations . . . . .	<b>1b(6)</b>		X
<b>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</b>	<b>1c</b>		X
<b>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.</b>			

[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

May the IRS discuss this return with the preparer shown below? See instructions ☐ Yes ☐ No

Phone no

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	341.	341.
FOREIGN DIVIDENDS	6,282.	6,282.
NONDIVIDEND DISTRIBUTIONS	219.	
DOMESTIC DIVIDENDS	9,735.	9,735.
OTHER INTEREST	2,341.	2,341.
FOREIGN INTEREST	200.	200.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	655.	655.
NON-TAXABLE FOREIGN INCOME	-64.	
US GOVERNMENT INTEREST REPORTED AS QUALI	144.	144.
NONQUALIFIED FOREIGN DIVIDENDS	2,214.	2,214.
NONQUALIFIED DOMESTIC DIVIDENDS	4,913.	4,913.
	-----	-----
TOTAL	26,980.	26,825.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		112.
	-----	-----
TOTALS	-----	112. =====

THOMAS ATKINS MEML FD TR U/W

06-6030489

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	2,089.	2,089.
	-----	-----
TOTALS	2,089.	2,089.
	=====	=====



THOMAS ATKINS MEML FD TR U/W

06-6030489

FORM 990PF, PART I - TAXES

=====

DESCRIPTION

-----

FOREIGN TAXES  
EXCISE TAX ESTIMATES  
FOREIGN TAXES ON QUALIFIED FOR  
FOREIGN TAXES ON NONQUALIFIED

TOTALS

REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----
613.	613.
249.	
214.	214.
108.	108.
-----	-----
1,184.	935.
=====	=====

THOMAS ATKINS MEML FD TR U/W

06-6030489

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSE-PRINCI	151.	151.
OTHER ALLOCABLE EXPENSE-INCOME	151.	151.
PARTNERSHIP EXPENSES		125.
TOTALS	----- 302. =====	----- 427. =====

THOMAS ATKINS MEML FD TR U/W

06-6030489

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
922908553 VANGUARD REIT ETF	57,885.		13,486.
693390841 PIMCO HIGH YIELD FD	12,729.	12,812.	125,156.
202671913 AGGREGATE BOND CTF	103,039.	125,056.	23,209.
207543877 SMALL CAP GROWTH LEA	15,236.	17,289.	75,288.
29099J109 EMERGING MARKETS STO	76,649.	52,013.	30,713.
302993993 MID CAP VALUE CTF	24,435.	27,072.	22,903.
303995997 SMALL CAP VALUE CTF	15,297.	18,480.	30,755.
323991307 MID CAP GROWTH CTF	24,649.	27,199.	78,019.
45399C107 DIVIDEND INCOME COMM	103,348.	65,964.	109,152.
99Z466197 INTERNATIONAL FOCUSE	80,551.	74,643.	99,065.
464287507 ISHARES CORE S&P MID	19,393.	81,930.	126,847.
464287655 ISHARES RUSSELL 2000	30,499.	105,253.	130,722.
921943858 VANGUARD FTSE DEVELO	48,208.	111,511.	45,772.
922042858 VANGUARD FTSE EMERGI	47,335.	32,243.	22,812.
99Z466163 HIGH QUALITY CORE CO	33,702.	22,015.	77,502.
99Z501647 STRATEGIC GROWTH COM	98,418.	62,404.	13,836.
73935S105 POWERSHARES DB COMMO	58,629.	12,716.	
38145C646 GOLDMAN SACHS STRATE	36,219.	26,186.	26,349.
464287226 ISHARES CORE US AGGR	62,853.	91,871.	126,815.
922908363 VANGUARD S&P 500 ETF	98,801.	16,750.	15,007.
00203H859 AQR MANAGED FUTURES	19,027.	67,690.	68,631.
09256H286 BLACKROCK STRATEGIC	38,053.	25,368.	28,864.
94987W737 WELLS FARGO ABSOLUTE	18,475.	12,902.	13,320.
589509108 THE MERGER FD	19,028.	13,035.	13,727.
00203H446 AQR LONG-SHORT EQUIT		18,583.	18,677.
62827P816 CATALYST/MILLBURN HE		39,124.	45,905.
74253Q747 PRINCIPAL MIDCAP BLE			
TOTALS	1,142,458.	1,160,109.	1,382,532.
	=====	=====	=====



THOMAS ATKINS MEML FD TR U/W

06-6030489

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

=====

## DESCRIPTION

-----

## AMOUNT

-----

INCOME ADJUSTMENT	64.
CTF ADJUSTMENT	1,302.
SECURITIES ADJUSTMENT	109.
PARTNERSHIP TRANSACTION ADJUSTMENT	305.
SALES GAIN/LOSS ADJUSTMENT	20,136.
	-----
TOTAL	21,916.
	=====



THOMAS ATKINS MEML FD TR U/W

06-6030489

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

## OFFICER NAME:

BANK OF AMERICA

## ADDRESS:

777 MAIN STREET

HARTFORD, CT 06115

## TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 12,708.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

TOTAL COMPENSATION:

12,708.  
=====



THOMAS ATKINS MEML FD TR U/W  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

06-6030489

## RECIPIENT NAME:

BANK OF AMERICA, C/O AMY LYNCH

## ADDRESS:

99 FOUNDERS PLAZA

EAST HARTFORD, CT 06108

RECIPIENT'S PHONE NUMBER: 860-244-4870

FORM, INFORMATION AND MATERIALS:

NONE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RESTRICTED TO MIDDLETOWN CT AREA

[illegible]

THOMAS ATKINS MEML FD TR U/W  
Schedule D Detail of Long-term Capital Gains and Losses

06-6030489

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
301.519 EMERGING MARKETS STOCK COMMON TRUST FUND	02/28/2014	01/31/2017	14,003.00	12,788.00	1,215.00
30.445 EMERGING MARKETS STOCK COMMON	02/28/2014	09/30/2017	1,809.00	1,425.00	384.00
178.672 EMERGING MARKETS STOCK COMMON TRUST FUND	11/30/2012	09/30/2017	10,614.00	8,091.00	2,523.00
48.54 EMERGING MARKETS STOCK COMMON TRUST FUND	09/30/2013	09/30/2017	2,883.00	2,189.00	694.00
24.957 MID CAP VALUE CTF	04/20/2012	01/31/2017	821.00	708.00	113.00
910.385 DIVIDEND INCOME COMMON TRUST	08/31/2012	01/31/2017	51,984.00	43,373.00	8,611.00
91.749 DIVIDEND INCOME COMMON TRUST	08/31/2012	12/22/2017	6,144.00	5,187.00	957.00
1183. POWERSHARES DB COMMODITY INDEX	06/30/2014	01/31/2017	18,549.00	18,518.00	31.00
559. POWERSHARES DB COMMODITY INDEX	10/31/2013	01/31/2017	8,765.00	8,292.00	473.00
1017.493 HIGH QUALITY CORE COMMON TRUST FUND	10/31/2013	01/31/2017	14,854.00	14,502.00	352.00
690.057 INTERNATIONAL FOCUSED EQUITY	02/28/2013	12/22/2017	9,755.00	7,289.00	2,466.00
194.198 INTERNATIONAL FOCUSED EQUITY	11/30/2012	12/22/2017	2,745.00	1,948.00	797.00
3474.136 STRATEGIC GROWTH COMMON TRUST FUND	04/30/2013	01/31/2017	47,210.00	37,366.00	9,844.00
663.478 STRATEGIC GROWTH COMMON TRUST FUND	04/30/2013	12/22/2017	11,037.00	8,840.00	2,197.00
TOTAL OTHER GAINS AND LOSSES			201,173.00	170,516.00	30,657.00
Totals			201,173.00	170,516.00	30,657.00



## GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS	4,350.00	
	-----	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		4,350.00
		=====

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

COMMON TRUST FUNDS	49,263.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	305.00	
	-----	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		49,568.00
		=====

## 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.