

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation The Fleetwing Charitable Foundation Trust		A Employer identification number 20-1448765	
% Foundation Source			
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		Room/suite	B Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,607,421	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	340	340		
	4 Dividends and interest from securities	70,117	70,117		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	207,982			
	b Gross sales price for all assets on line 6a				
		524,917			
	7 Capital gain net income (from Part IV, line 2)		207,982		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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)				
	12 Total. Add lines 1 through 11	278,439	278,439		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	14,919	14,919		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,382	1,982		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	19,086	222		18,864
	24 Total operating and administrative expenses. Add lines 13 through 23	38,387	17,123		18,864
	25 Contributions, gifts, grants paid	146,500			146,500
	26 Total expenses and disbursements. Add lines 24 and 25	184,887	17,123		165,364
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	93,552			
	b Net investment income (if negative, enter -0-)		261,316		
c Adjusted net income(if negative, enter -0-)					

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	89,876	45,071	45,071
	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 ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	50,001	50,001	48,996
	b	Investments—corporate stock (attach schedule)	1,775,590	1,789,550	2,903,937
	c	Investments—corporate bonds (attach schedule)	485,127	609,524	609,417
	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)	2,400,594	2,494,146	3,607,421	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ 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	2,400,594	2,494,146	
	30	Total net assets or fund balances (see instructions)	2,400,594	2,494,146	
	31	Total liabilities and net assets/fund balances (see instructions) .	2,400,594	2,494,146	

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	2,400,594
2	Enter amount from Part I, line 27a	2	93,552
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,494,146
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	2,494,146

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a Publicly-traded Securities			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 524,917		316,935	207,982
b			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			207,982
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	207,982
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	164,925	3,272,881	0 050391
2015	164,556	3,347,014	0 049165
2014	155,151	3,428,900	0 045248
2013	86,854	3,180,783	0 027306
2012	82,350	2,866,440	0 028729
2 Total of line 1, column (d)			0 200839
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0 040168
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			3,506,882
5 Multiply line 4 by line 3			140,864
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,613
7 Add lines 5 and 6			143,477
8 Enter qualifying distributions from Part XII, line 4			165,364

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

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	1	2,613
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	2,613
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,613
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,713
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	2,713
8	Enter any penalty for underpayment of estimated tax. Check here ☒ 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	100
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 100 Refunded ▶	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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
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? <i>If "No," attach explanation</i> .	8b	Yes
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 taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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).	11		No
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)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	Yes	
14	The books are in care of ▶ Foundation Source Telephone no ▶ (800) 839-1754			

Located at ▶ 501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶ 198091377

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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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)		Yes	No
	(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 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		No
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 ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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		No
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		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Susan G Fay Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Chairman, Trustee 2 0	0	0	0
Diane B Gifford Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Sec, Trustee 1 0	0	0	0
Ian C Gifford Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Treas, Trustee 2 0	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances

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

Total number of others receiving over \$50,000 for professional services. ►**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	
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	
2	
All other program-related investments. See instructions.	
3	
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	3,448,986
b	Average of monthly cash balances.	1b	111,300
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,560,286
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	0
3	Subtract line 2 from line 1d.	3	3,560,286
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	53,404
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,506,882
6	Minimum investment return. Enter 5% of line 5.	6	175,344

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	175,344
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	2,613
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,613
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	172,731
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	172,731
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	172,731

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	165,364
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	165,364
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	2,613
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	162,751

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				172,731
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			161,961	
b Total for prior years 2015, 2014, 2013				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>165,364</u>				
a Applied to 2016, but not more than line 2a			161,961	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				3,403
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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				169,328
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).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.	0			

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

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	146,500
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	340	
4 Dividends and interest from securities. . . .			14	70,117	
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			18	207,982	
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). .				278,439	
13 Total. Add line 12, columns (b), (d), and (e).			13		278,439

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

		Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
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1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
--------------	--	-----------

1b(6)		No
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1c		No
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value
ue

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here ***** Signature of officer or trustee	2018-07-31 Date	***** Title
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May the IRS discuss this return with the preparer shown below

(see instr)? ☒ **Yes** ☐ **No**

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01345770
	Firm's name ▶ Foundation Source				Firm's EIN ▶
	Firm's address ▶ One Hollow Ln Ste 212 Lake Success, NY 11042				Phone no (800) 839-1754

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
100 BLACK MEN OF METROPOLITIAN BATON ROUGE 2050 N FOSTER DR BATON ROUGE, LA 70806	N/A	PC	General & Unrestricted	1,000
A FERN NORVILLE KAUFMAN COUNTY CHILDRENS EMERGENCY PO BOX 969 FORNEY, TX 75126	N/A	PC	General & Unrestricted	1,000
AMERICAN NATIONAL RED CROSS 2700 SW FREEWAY HOUSTON, TX 77098	N/A	PC	General & Unrestricted	7,000
ARLINGTON STREET CHURCH 351 BOYLSTON ST BOSTON, MA 02116	N/A	PC	Tiffany Center Marketing Initiative	10,000
BLACK AND PINK INC614 COLUMBIA RD DORCHESTER, MA 02125	N/A	PC	General & Unrestricted	1,000
Total ► 3a				146,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HISTORIC HIGHFIELD INCPO BOX 494 FALMOUTH, MA 02541	N/A	PC	Outdoor Environmental Sculpture Exhibit Initiative	20,000
HOMES FOR OUR TROOPS INC 6 MAIN ST TAUNTON, MA 02780	N/A	PC	General & Unrestricted	1,000
HUDSON VALLEY LGBTQ COMMUNITY CENTER INC 300 WALL ST KINGSTON, NY 12401	N/A	PC	General & Unrestricted	500
ICE STARS FOR WOUNDED WARRIORS 3465 VIA POINCIANA 401 LAKE WORTH, FL 33467	N/A	PC	General & Unrestricted	1,000
LAZARUS HOUSE INCORPORATED 412 HAMPSHIRE ST LAWRENCE, MA 01841	N/A	PC	Nicholas Storz installation of storage lockers and shelving Project	2,000
Total ▶ 3a				146,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
LOGGERHEAD MARINELIFE CENTER INC 14200 US HWY ONE JUNO BEACH, FL 33408	N/A	PC	General & Unrestricted	1,000
LOWELLS MARITIME FOUNDATION DBA LOWELLS BOAT SHOP 459 MAIN ST AMESBURY, MA 01913	N/A	PC	General & Unrestricted	5,000
MAKE-A-WISH FOUNDATION OF MASSACHUSETTS AND RHODE 1 BULFINCH PL 2ND FL BOSTON, MA 02114	N/A	PC	General & Unrestricted	3,000
MARION LIBRARY ASSOCIATION PO BOX 1037 MARION, MA 02738	N/A	PC	General & Unrestricted	5,000
MARIPOSA DR FOUNDATION 421 N AURORA ST ITHACA, NY 14850	N/A	PC	General & Unrestricted	2,000
Total ► 3a				146,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MORGANS CAT CAFE 35 W MARKET ST STE 1 RED HOOK, NY 12571	N/A	PC	General & Unrestricted	500
MUSEUM OF FINE ARTS 465 HUNTINGTON AVE BOSTON, MA 02115	N/A	PC	MFA Fund	10,000
NEW BEDFORD SYMPHONY ORCHESTRA ASSOCIATION INC PO BOX 2053 NEW BEDFORD, MA 02741	N/A	PC	General & Unrestricted	5,000
PINE STREET INN INC 444 HARRISON AVE BOSTON, MA 02118	N/A	PC	General & Unrestricted	3,500
POLITICAL RESEARCH ASSOCIATES 1310 BROADWAY STE 201 SOMERVILLE, MA 02144	N/A	PC	General & Unrestricted	500
Total 				146,500
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
RAPE ABUSE AND INCEST NATIONAL NETWORK INC 1220 L ST NW STE 505 WASHINGTON, DC 20005	N/A	PC	General & Unrestricted	1,000
SAINT PATRICKS PARISH 118 S BROADWAY LAWRENCE, MA 01843	N/A	PC	General & Unrestricted	5,000
SOUTHCOAST HOSPITALS GROUP INC 101 PAGE ST NEW BEDFORD, MA 02740	N/A	PC	General & Unrestricted	15,000
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A	PC	General & Unrestricted	500
STAR KIDS SCHOLARSHIPS PROGRAM PO BOX 50494 NEW BEDFORD, MA 02745	N/A	PC	General & Unrestricted	5,000
Total 				146,500
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
STRONG WOMEN STRONG GIRLS INC 555 AMORY ST STE 3R 3 JAMAICA PLAIN, MA 02130	N/A	PC	General & Unrestricted	2,000
THE CHELMSFORD FRIENDS OF MUSIC INC PO BOX 145 CHELMSFORD, MA 01824	N/A	PC	Charitable Event	6,000
THE NEMASKET GROUP INC 109 FAIRHAVEN RD MATTAPOISETT, MA 02739	N/A	PC	Transportation Van Fund	20,000
TOWN OF CHELMSFORD SCHOLARSHIP FUND INC PO BOX 296 CHELMSFORD, MA 01824	N/A	PC	General & Unrestricted	10,000
WOMENS LUNCH PLACE INC PO BOX 170900 BOSTON, MA 02117	N/A	PC	General & Unrestricted	1,000
Total ► 3a				146,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
WORKER JUSTICE CENTER OF NEW YORK INC 1187 CULVER RD ROCHESTER, NY 14609	N/A	PC	General & Unrestricted	1,000
Total				146,500
3a				

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: The Fleetwing Charitable Foundation Trust

EIN: 20-1448765

TY 2017 Investments Corporate Bonds Schedule

Name: The Fleetwing Charitable Foundation Trust

EIN: 20-1448765

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERIGAS PARTNERS L P NOTE - 5	50,464	50,500
BANK OF NOVA SCOTIA BOND - 2.8	51,558	50,451
FORD MOTOR CREDIT BOND - 3.500	40,000	39,491
GOLDMAN SACHS - 3.250% - 08/15	49,935	50,200
GOLDMAN SACHS GROUP INC BOND -	50,008	47,556
JP MORGAN CHASE & CO CALLABLE	60,002	58,713
JP MORGAN CHASE - 4.000% - 02/	49,773	49,815
JPM CHASE - 4.400% - 07/22/202	25,167	26,264
JPMORGAN CHASE &CO NOTE - 2.40	25,055	24,866
THERMO SCIENTIFIC INC BOND - 3	49,904	49,558
VERIZON COMMUNICATIONS NOTE -	52,579	51,487
VERIZON INC CONT CALLABLE - 2.	40,141	40,222
WELLS FARGO & CO - 0.000% - 10	14,938	14,742
WELLS FARGO S&P 500 BUFFER NOT	50,000	55,552

TY 2017 Investments Corporate Stock Schedule

Name: The Fleetwing Charitable Foundation Trust
EIN: 20-1448765

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	23,165	70,611
AGNICO EAGLE MINES LTD	23,195	39,253
AKAMAI TECH COM STK	26,091	65,040
ALPHABET INC CL A	47,837	52,670
AMERICAN TOWER CORPORATION PFD	50,130	62,875
AMERICAN TOWER REIT INC	44,757	85,601
AMERICAN WATER WORKS COMPANY I	40,444	45,745
AMPHENOL CORPORATION	23,311	43,900
ASPEN TECHNOLOGY, INC	12,455	69,510
BANK OF NOVA SCOTIA	41,178	64,529
CARMAX INC	31,112	64,130
CELGENE CORP	46,929	41,744
CHUBB LIMITED	24,856	73,065
CIMAREX ENERGY CO	33,819	36,603
COLGATE-PALMOLIVE COMPANY	20,055	45,270
COLUMBIA EMERGING MARKETS CONS	71,853	84,390
CORE LABORATORIES	15,726	38,343
CULLEN FROST BANKERS INC	27,282	47,325
CVS CAREMARK CORP	15,929	36,250
DANAHER CORP	11,541	46,410
ECOLAB INC	17,261	67,090
FIRST REPUBLIC BANK	36,124	47,652
GENERAL ELECTRIC CO	51,420	26,175
GILEAD SCIENCES INC	12,300	42,984
GROUPE DANONE ADS	22,622	33,540
IDEXX CORP	19,562	70,371
MATTHEWS PACIFIC TIGER FUND I	67,903	82,845
MCCORMICK & CO	16,361	50,955
MEDTRONIC PLC	53,865	56,525
MICROSOFT CORP	27,021	85,540

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NOVARTIS AG ADR	44,431	46,178
OPPENHEIMER INTL GROWTH I	70,015	83,537
PAYCHEX	39,390	68,080
PIMCO DYNAMIC CREDIT INCOME FU	17,786	21,318
PORTLAND GEN ELEC	34,229	68,370
QUALCOMM INC	45,971	51,216
ROCHE HOLDING LTD ADR	26,861	44,212
SCHLUMBERGER LTD	33,882	33,695
TE CONNECTIVITY LTD	35,399	57,024
THERMO FISHER SCIENTIFIC INC	20,171	75,952
TJX COMPANIES INC	30,743	30,584
U G I CP	14,708	46,950
US BANCORP	36,887	37,506
VANGUARD FTSE EMERGING MARKETS	77,948	81,031
VANGUARD FTSE EUROPEAN ETF	66,784	73,938
VANGUARD ST BOND ETF	40,754	39,550
VISA INC	11,958	79,814
VODAFONE GROUP PLC	53,825	63,800
WATSCO INC	24,107	68,016
WISDOMTREE INTL M/C DVD FUND	54,034	82,776
YUM BRANDS INC	53,563	73,449

TY 2017 Investments Government Obligations Schedule**Name:** The Fleetwing Charitable Foundation Trust**EIN:** 20-1448765**US Government Securities - End
of Year Book Value:**

50,001

**US Government Securities - End
of Year Fair Market Value:**

48,996

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2017 Other Expenses Schedule**Name:** The Fleetwing Charitable Foundation Trust**EIN:** 20-1448765**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	18,829			18,829
Bank Charges	222	222		
State or Local Filing Fees	35			35

TY 2017 Other Professional Fees Schedule**Name:** The Fleetwing Charitable Foundation Trust**EIN:** 20-1448765

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	14,919	14,919		

TY 2017 Taxes Schedule**Name:** The Fleetwing Charitable Foundation Trust**EIN:** 20-1448765

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2017	2,400			
Foreign Tax Paid	1,982	1,982		