

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

- ▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990PF](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

THE ~~AMG~~ CHARITABLE FOUNDATION

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

600 HALE STREET

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

PRIDES CROSSING, MA 01965

A Employer identification number

36-4703120

B Telephone number (see instructions)

(617) 747-3300

C If exemption application is  
pending, check here. . . . . ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity

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

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Part 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 . . . . .		10,724,748.	10,375,195.	10,375,195.
	2	Savings and temporary cash investments . . . . .				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .		500,000.	500,000.	500,000.
	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) . . . . .				
	b	Investments - corporate stock (attach schedule) ATCH 3 . . . . .		866,860.	1,229,294.	1,229,294.
	c	Investments - corporate bonds (attach schedule) . . . . .				
	Liabilities	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) . . . . .		12,091,608.	12,104,489.	12,104,489.
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 . . . . . <input checked="" type="checkbox"/> X					
	and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted . . . . .		12,091,608.	12,104,489.	
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 (see instructions) . . . . .		12,091,608.	12,104,489.		
31	Total liabilities and net assets/fund balances (see instructions) . . . . .		12,091,608.	12,104,489.		

## 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	12,091,608.
2	Enter amount from Part I, line 27a . . . . .	2	-349,554.
3	Other increases not included in line 2 (itemize) ▶ ATCH 4 . . . . .	3	362,435.
4	Add lines 1, 2, and 3 . . . . .	4	12,104,489.
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	12,104,489.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a					
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					
b					
c					
d					
e					
(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))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 . . . . .			3		

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

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

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

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

☐ Yes ☒ No

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

(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	315,744.	11,596,799.	0.027227
2015	711,858.	11,588,422.	0.061428
2014	436,994.	3,345,525.	0.130620
2013	776,304.	2,620,855.	0.296203
2012	442,612.	687,693.	0.643619
2 Total of line 1, column (d) . . . . .			2 1.159097
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years . . . . .			3 0.231819
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .			4 11,442,885.
5 Multiply line 4 by line 3. . . . .			5 2,652,678.
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .			6 48.
7 Add lines 5 and 6. . . . .			7 2,652,726.
8 Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 346,306.

**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	95.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2 . . . . .	3	95.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	95.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . .	6a	
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	0.
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	95.
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 type="checkbox"/> 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 type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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		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 type="checkbox"/> 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 . . . . .	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

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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 ► WWW.AMG.COM	X	
14 The books are in care of ► LAURA THOMPSON Telephone no ► 617-747-3300 Located at ► 600 HALE STREET, PRIDES CROSSING, MA ZIP+4 ► 01965		
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 checked="" type="checkbox"/> Yes <input 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 . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance, check here . . . . . <input type="checkbox"/>		
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	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) . . . . .	2b	X
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	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?	4b	X

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**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 checked="" type="checkbox"/> Yes	<input 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.	<b>5b</b>	X
Organizations relying on a current notice regarding disaster assistance, check here			
<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? <b>ATCH 5</b>	<input checked="" 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?	<b>6b</b>	X
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?	<b>7b</b>	X

**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
ATCH 6		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	(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. **7**

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 NONE	
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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

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	1,052,750.
b	Average of monthly cash balances . . . . .	1b	10,564,392.
c	Fair market value of all other assets (see instructions). . . . .	1c	
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	11,617,142.
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	
3	Subtract line 2 from line 1d . . . . .	3	11,617,142.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	174,257.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,442,885.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	572,144.

**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	572,144.
2a	Tax on investment income for 2017 from Part VI, line 5 . . . . .	2a	95.
b	Income tax for 2017 (This does not include the tax from Part VI) . . . . .	2b	
c	Add lines 2a and 2b . . . . .	2c	95.
3	Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	3	572,049.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4	
5	Add lines 3 and 4 . . . . .	5	572,049.
6	Deduction from distributable amount (see instructions). . . . .	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	572,049.

**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	346,306.
b	Program-related investments - total from Part IX-B . . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	2	
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	346,306.
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	0.



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**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 . . . . .				572,049.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only. . . . .				
b Total for prior years 20 15, 20 14, 20 13 . . . . .				
3 Excess distributions carryover, if any, to 2017				
a From 2012 . . . . . 164,822.				
b From 2013 . . . . . 645,261.				
c From 2014 . . . . . 269,718.				
d From 2015 . . . . . 132,437.				
e From 2016 . . . . .				
f Total of lines 3a through e . . . . .	1,212,238.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 346,306.				
a Applied to 2016, but not more than line 2a . . . . .				
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. . . . .				346,306.
e Remaining amount distributed out of corpus. . . . .				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	225,743.			225,743.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	986,495.			
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. . . . .				
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 . . . . .	986,495.			
10 Analysis of line 9				
a Excess from 2013 . . . . . 584,340.				
b Excess from 2014 . . . . . 269,718.				
c Excess from 2015 . . . . . 132,437.				
d Excess from 2016 . . . . .				
e Excess from 2017 . . . . .				

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

NOT APPLICABLE

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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

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

N/A

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

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

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

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	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)				
<b>a Paid during the year</b> ATCH 7			OPERATING SUPPORT	346,306.
<b>Total</b> . . . . .			▶ <b>3a</b>	346,306.
<b>b Approved for future payment</b> NONE				
<b>Total</b> . . . . .			▶ <b>3b</b>	0.



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

- | 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?   |              | Yes | No |
|---|--------------|-----|----|
| <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

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

11-15-2018  
Date

► C.A.O.  
Title

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

See instructions ☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name  
DAVID MCMILLEN

Preparer's signature *D. Adams* 7/7/11

Date  
11-14-15

Check <input type="checkbox"/> if self-employed	PTIN P01504344
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Firm's name	PRICEWATERHOUSECOOPERS LLP
Firm's address	101 SEAPORT BLVD., SUITE 500 BOSTON, MA

Firm's EIN	▶ 13-4008324
Phone no	617-530-5000

ATTACHMENT 1FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL COMPLIANCE SERVICES	653.			
TOTALS	<u>653.</u>			

ATTACHMENT 2FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
CT CORPORATION	269.
AMERICAN EXPRESS	69.
TOTALS	<u>338.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 3

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AFFILIATED MANAGERS GROUP, INC	1,229,294.	1,229,294.
TOTALS	<u>1,229,294.</u>	<u>1,229,294.</u>



ATTACHMENT 4FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED INVESTMENT GAINS	362,435.
TOTAL	<u>362,435.</u>

ATTACHMENT 5FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: COALITION FOR INCLUSIVE CAPITALISM  
GRANTEE'S ADDRESS: 435 EAST 52ND STREET, APT 18C  
CITY, STATE & ZIP: NEW YORK, NY 10022  
GRANT DATE: 08/29/2016  
GRANT AMOUNT: 100,000.  
GRANT PURPOSE: OPERATING SUPPORT  
AMOUNT EXPENDED:  
ANY DIVERSION? NO  
DATES OF REPORTS: PENDING  
VERIFICATION DATE:  
RESULTS OF VERIFICATION:

THE FOUNDATION HAS MADE GOOD-FAITH ATTEMPTS TO CONTACT THE GRANTEE REGARDING THE DELIVERY OF THE REQUIRED EXPENDITURE RESPONSIBILITY REPORTS, INCLUDING RECENT FOLLOW-UP REQUESTS. AS OF THE DATE OF THIS FILING, THE FOUNDATION STILL IS AWAITING RECEIPT OF THE REPORTS.

GRANTEE'S NAME: IMPETUS FOUNDATION  
GRANTEE'S ADDRESS: 183 EVERS HOLT STREET  
CITY, STATE & ZIP: LONDON  
FOREIGN COUNTRY: UNITED KINGDOM NW1 1BU  
GRANT DATE: 10/12/2016  
GRANT AMOUNT: 12,544.  
GRANT PURPOSE: OPERATING SUPPORT  
AMOUNT EXPENDED:  
ANY DIVERSION? NO  
DATES OF REPORTS: PENDING  
VERIFICATION DATE:  
RESULTS OF VERIFICATION:

THE FOUNDATION HAS MADE GOOD-FAITH ATTEMPTS TO CONTACT THE GRANTEE REGARDING THE DELIVERY OF THE REQUIRED EXPENDITURE RESPONSIBILITY REPORTS, INCLUDING RECENT FOLLOW-UP REQUESTS. AS OF THE DATE OF THIS FILING, THE FOUNDATION STILL IS AWAITING RECEIPT OF THE REPORTS.

GRANTEE'S NAME: CHRISTIANS AGAINST POVERTY  
GRANTEE'S ADDRESS: 30 NORTH ST  
CITY, STATE & ZIP: BRADFORD  
FOREIGN COUNTRY: UNITED KINGDOM BD1 4EW  
GRANT DATE: 05/25/2017  
GRANT AMOUNT: 1,000.  
GRANT PURPOSE: OPERATING SUPPORT  
AMOUNT EXPENDED:  
ANY DIVERSION? NO  
DATES OF REPORTS: PENDING  
VERIFICATION DATE:  
RESULTS OF VERIFICATION:

THE FOUNDATION HAS MADE GOOD-FAITH ATTEMPTS TO CONTACT THE GRANTEE REGARDING THE DELIVERY OF THE REQUIRED EXPENDITURE RESPONSIBILITY REPORTS, INCLUDING RECENT FOLLOW-UP REQUESTS. AS OF THE DATE OF THIS FILING, THE FOUNDATION STILL IS AWAITING RECEIPT OF THE REPORTS.

CONT'D ON NEXT PAGE

ATTACHMENT 5 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: ROYAL ACADEMY OF ART LONDON  
GRANTEE'S ADDRESS: BURLINGTON HOUSE  
CITY, STATE & ZIP: PICADILLY  
FOREIGN PROVINCE: MAYFAIR  
FOREIGN COUNTRY: UNITED KINGDOM W1J OBD  
GRANT DATE: 07/13/2017  
GRANT AMOUNT: 13,371.  
GRANT PURPOSE: OPERATING SUPPORT  
AMOUNT EXPENDED:  
ANY DIVERSION? NO  
DATES OF REPORTS: PENDING  
VERIFICATION DATE:  
RESULTS OF VERIFICATION:

THE FOUNDATION HAS MADE GOOD-FAITH ATTEMPTS TO CONTACT THE GRANTEE REGARDING THE DELIVERY OF THE REQUIRED EXPENDITURE RESPONSIBILITY REPORTS, INCLUDING RECENT FOLLOW-UP REQUESTS. AS OF THE DATE OF THIS FILING, THE FOUNDATION STILL IS AWAITING RECEIPT OF THE REPORTS.

GRANTEE'S NAME: SERPENTINE GALLERIES  
GRANTEE'S ADDRESS: KENSINGTON GARDENS  
CITY, STATE & ZIP: LONDON  
FOREIGN COUNTRY: UNITED KINGDOM W2 3XA  
GRANT DATE: 07/13/2017  
GRANT AMOUNT: 1,310.  
GRANT PURPOSE: OPERATING SUPPORT  
AMOUNT EXPENDED:  
ANY DIVERSION? NO  
DATES OF REPORTS: PENDING  
VERIFICATION DATE:  
RESULTS OF VERIFICATION:

THE FOUNDATION HAS MADE GOOD-FAITH ATTEMPTS TO CONTACT THE GRANTEE REGARDING THE DELIVERY OF THE REQUIRED EXPENDITURE RESPONSIBILITY REPORTS, INCLUDING RECENT FOLLOW-UP REQUESTS. AS OF THE DATE OF THIS FILING, THE FOUNDATION STILL IS AWAITING RECEIPT OF THE REPORTS.

GRANTEE'S NAME: NEW WAYS  
GRANTEE'S ADDRESS: 47 CUMBERLAND STREET  
CITY, STATE & ZIP: LONDON  
FOREIGN COUNTRY: UNITED KINGDOM SW1V 4LY  
GRANT DATE: 10/21/2017  
GRANT AMOUNT: 2,174.  
GRANT PURPOSE: OPERATING SUPPORT  
AMOUNT EXPENDED:  
ANY DIVERSION? NO  
DATES OF REPORTS: PENDING  
VERIFICATION DATE:  
RESULTS OF VERIFICATION:

THE FOUNDATION HAS MADE GOOD-FAITH ATTEMPTS TO CONTACT THE GRANTEE REGARDING THE DELIVERY OF THE REQUIRED EXPENDITURE RESPONSIBILITY REPORTS, INCLUDING RECENT FOLLOW-UP REQUESTS. AS OF THE DATE OF THIS FILING, THE FOUNDATION STILL IS AWAITING RECEIPT OF THE REPORTS.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
PETER MACEWEN 600 HALE STREET PRIDES CROSSING, MA 01965	PRESIDENT & TREASURER/DIRECTOR 3.00	0.	0.	0.	0.
DAVID M. BILLINGS 600 HALE STREET PRIDES CROSSING, MA 01965	EVP & SECRETARY/DIRECTOR 3.00	0.	0.	0.	0.
JENNIFER BENSON KELLY 600 HALE STREET PRIDES CROSSING, MA 01965	EXECUTIVE DIRECTOR/DIRECTOR 8.00	0.	0.	0.	0.
SEAN M. HEALEY 777 SOUTH FLAGLER DRIVE WEST PALM BEACH, FL 33401	DIRECTOR 3.00	0.	0.	0.	0.
ALEXANDRA LYNN 600 HALE STREET, PRIDES CROSSING, MA 01965	EXECUTIVE DIRECTOR/DIRECTOR 3.00	0.	0.	0.	0.
NATHANIEL DALTON 600 HALE STREET PRIDES CROSSING, MA 01965	EXECUTIVE DIRECTOR/DIRECTOR 3.00	0.	0.	0.	0.
GRAND TOTALS		0.	0.	0.	0.

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	EIN	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Discovering Justice	One Courthouse Way, Suite 3120, Boston, MA 02210	PC	04-3580231	OPERATING SUPPORT	5,000
International Game Fish Association	300 Gulf Stream Way, Dania Beach, FL 33004	PC	23-7231048	OPERATING SUPPORT	5,000
Boston Children's Hospital	401 Park Drive, Suite 602, Boston, MA 02115	PC	04-2774441	OPERATING SUPPORT	1,000
Everglades Foundation	18001 Old Cutler Road, #625, Palmetto Bay FL 33157	PC	59-3228899	OPERATING SUPPORT	25,000
Essex County Community Foundation	175 Andover Street Danvers, MA 01923	PC	04-3407816	OPERATING SUPPORT	5,000
Juvenile Diabetes Research Foundation	60 Walnut Street, Wellesley, MA 02481	PC	23-1907729	OPERATING SUPPORT	10,000
My Life My choice	989 Commonwealth Avenue Boston, MA 02215	PC	04-2526357	OPERATING SUPPORT	5,000
North Shore United Way	248 Cabot Street, Beverly, MA 01915	PC	04-2257377	OPERATING SUPPORT	15,000
Palm Beach Zoo	1301 Summit Boulevard, West Palm Beach, FL 33405	PC	59-1259270	OPERATING SUPPORT	10,000
Adopt A Family Palm Beach	1712 2nd Avenue North, Lake Worth Florida	PC	59-2471253	OPERATING SUPPORT	5,000
Carroll School	45 Baker Bridge Road, Lincoln MA 01773	PC	04-2145258	OPERATING SUPPORT	1,500
Catholic Schools Foundation	67 Batterymarch Street, 6th Floor, Boston, MA 02110	PC	22-2485502	OPERATING SUPPORT	5,000
COVID Foundation	3300 Ponce de Leon Boulevard, Coral Gables FL 33134	PC	20-1048322	OPERATING SUPPORT	500
Newton Country Day	785 Centre Street, Newton MA 02458	PC	04-2541393	OPERATING SUPPORT	1,500
Wellspring House	302 Essex Ave, Gloucester MA 1930	PC	04-2735048	OPERATING SUPPORT	5,000
Beth Israel Deaconess Medical Center	330 Brookline Avenue, Boston MA, 02215	PC	04-2103881	OPERATING SUPPORT	5,000
St. Clare Catholic School	821 Prosperity Farms Road, North Palm Beach, Florida	PC	59-2438903	OPERATING SUPPORT	3,000
Bottom Line, Inc	50 Milk Street, 16th Floor, Boston MA 02109	PC	04-3351427	OPERATING SUPPORT	1,000
International Game Fish Association	300 Gulf Stream Way, Dania Beach, FL 33004	PC	23-7231048	OPERATING SUPPORT	10,000
Opus for Person to Person	1864 Post Road, Darien CT, 06820	PC	06-1422248	OPERATING SUPPORT	1,000
Christians Against Poverty	30 North Street, Bradford BD1 4EW UNITED KINGDOM	NC	#N/A	OPERATING SUPPORT	1,000
Seashare	600 Erickson Ave NE, Ste 310, Brain Bridge Isl, WA 98110	PC	91-1641242	OPERATING SUPPORT	500
International Thyroid Cancer Study Group	PO Box 270, Yorkville, NY 13495	PC	20-4773370	OPERATING SUPPORT	5,000
Shore Country Day	545 Cabot Street, Beverly MA 01915	PC	04-2104926	OPERATING SUPPORT	25,000
Honored Foundation	1645 31st Street, NW Washington DC 20007	PC	81-2204859	OPERATING SUPPORT	25,000
Royal Academy of Art London £10,000	Burlington Hse, Piccadilly, Mayfair, London W1J 0BD	NC	#N/A	OPERATING SUPPORT	13,371
Serpentine Galleries £1,000	Kensington Gardens, London W2 3XA	NC	#N/A	OPERATING SUPPORT	1,310
Women's fund of Essex (Essex Cty Cmty Fdn)	175 Andover Street Danvers, MA 01923	PC	04-3407816	OPERATING SUPPORT	5,000
Peabody Essex Museum	161 Essex St, Salem, MA 01970	PC	04-3157815	OPERATING SUPPORT	75,000
Boys & Girls Club of Palm Beach	800 Northpoint Parkway, Suite 204, WPB FL 33407	PC	23-7060561	OPERATING SUPPORT	3,450

THE AMG CHARITABLE FOUNDATION

36-4703120

Council on Foreign Relations	58 East 68th Street, New York, New York 10065	PC	68-0480736	OPERATING SUPPORT	5,000
American Red Cross Hurricane Harvey Fund	PO Box 37839 Boone, IA 50037	PC	53-0196605	OPERATING SUPPORT	50,000
New Ways £1,600	47 Cumberland Street, London SW1V 4LY	NC	#N/A	OPERATING SUPPORT	2,174
Covenant House	460 W 41st Street, New York, NY 10036	PC	13-3537710	OPERATING SUPPORT	5,000
The Open Door	28 Emerson Avenue Gloucester, MA 01930	PC	22-2513482	OPERATING SUPPORT	5,000
Loggerhead Marinelifelife Center	14200 U.S. Highway One, Juno Beach FL 33408	PC	59-2445926	OPERATING SUPPORT	5,000
TOTAL:					346,306