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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.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2017

Open to Public Inspection

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

Name of foundation
ROXANNE QUIMBY FOUNDATION INC

A Employer identification number
47-5008812

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

Room/suite

B Telephone number (see instructions)
(207) 963-2022

City or town, state or province, country, and ZIP or foreign postal code
PORTLAND, ME 04102

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 ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 41,775,202

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))*

	Line	Description	(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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	151,847	151,847		
	4	Dividends and interest from securities	387,654	387,654		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,730,966			
	b	Gross sales price for all assets on line 6a 14,811,566				
	7	Capital gain net income (from Part IV, line 2)		2,730,966		
	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)	40,014	40,014		
	12	**Total.** Add lines 1 through 11	3,310,481	3,310,481		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	900	0		900
	b	Accounting fees (attach schedule)	7,265	3,633		3,632
	c	Other professional fees (attach schedule)	108,875	108,875		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	75,531	22,531		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	6,970	6,896		74
	24	**Total operating and administrative expenses.** Add lines 13 through 23	199,541	141,935		4,606
	25	Contributions, gifts, grants paid	497,500			497,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	697,041	141,935		502,106
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,613,440			
	b	**Net investment income** (if negative, enter -0-)		3,168,546		
	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)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	5,997	4,758	4,758
	2	Savings and temporary cash investments	875,066	374,971	374,971
	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)			
	b	Investments—corporate stock (attach schedule)	24,182,536	27,138,103	30,230,350
	c	Investments—corporate bonds (attach schedule)	5,073,148	5,618,196	5,489,855
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,021,898	4,636,057	5,675,268
	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)	35,158,645	37,772,085	41,775,202
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	35,158,645	37,772,085	
	30	**Total net assets or fund balances** (see instructions)	35,158,645	37,772,085	
	31	**Total liabilities and net assets/fund balances** (see instructions)	35,158,645	37,772,085	

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	35,158,645
2	Enter amount from Part I, line 27a	2	2,613,440
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	37,772,085
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	37,772,085

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	PUBLICLY TRADED SECURITIES			
c	GOLDMAN SACHS DISTRESSED MANAGERS IV	P		
d	CAPITAL GAINS DIVIDENDS	P		
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	14,065,711		11,513,380	2,552,331
b	583,690		567,220	16,470
c	51,142			51,142
d	111,023			111,023
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				2,552,331
b				16,470
c				51,142
d				111,023
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	2,730,966
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	3,120,640	31,588,493	0 098790
2015			
2014			
2013			
2012			

2	**Total** of line 1, column (d)	2	0 098790
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	3	0 098790
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	39,281,272
5	Multiply line 4 by line 3	5	3,880,597
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	31,685
7	Add lines 5 and 6	7	3,912,282
8	Enter qualifying distributions from Part XII, line 4	8	502,106

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	63,371
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	0
3	Add lines 1 and 2.			3	63,371
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	63,371
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	54,321		
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	0		
7	Total credits and payments Add lines 6a through 6d.			7	72,321
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	0
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	8,950
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 8,950	**Refunded** ▶		11	0

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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ME			
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*	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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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)	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?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶DANIEL P DOIRON CPA Telephone no ▶(207) 772-1981

Located at ▶130 MIDDLE STREET PORTLAND ME ZIP+4 ▶04112

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 |

			Yes	No
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?	16		No
	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 ▶			

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

				Yes	No
	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?	☐ 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)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		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			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ 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	(e) Expense account, other allowances
ROXANNE QUIMBY 769 CONGRESS STREET PORTLAND, ME 04102	PRESIDENT & DIRECTOR 0 00	0	0	0
HANNAH QUIMBY 769 CONGRESS STREET PORTLAND, ME 04102	SECRETARY & DIRECTOR 0 00	0	0	0
RACHELLE QUIMBY 769 CONGRESS STREET PORTLAND, ME 04102	TREASURER & DIRECTOR 0 00	0	0	0
LUCAS ST CLAIR 769 CONGRESS STREET PORTLAND, ME 04102	DIRECTOR 0 00	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	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000. . . . . ▶ 0

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
GOLDMAN SACHS 125 HIGH STREET 17TH FLOOR BOSTON, MA 02110	INVESTMENT MNGMT & ADVICE	108,875

Total number of others receiving over $50,000 for professional services. . . . . ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities.			1a	39,366,435
b	Average of monthly cash balances.			1b	513,029
c	Fair market value of all other assets (see instructions).			1c	0
d	**Total** (add lines 1a, b, and c).			1d	39,879,464
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0		
2	Acquisition indebtedness applicable to line 1 assets.			2	0
3	Subtract line 2 from line 1d.			3	39,879,464
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	598,192
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	39,281,272
6	**Minimum investment return.** Enter 5% of line 5.			6	1,964,064

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	1,964,064
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	63,371		
b	Income tax for 2017 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	63,371
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	1,900,693
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	1,900,693
6	Deduction from distributable amount (see instructions).			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	1,900,693

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	502,106
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	502,106
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
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	502,106

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					1,900,693
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2017					
a From 2012.					
b From 2013.					
c From 2014.					
d From 2015.					
e From 2016.	2,170,484				
f **Total** of lines 3a through e.		2,170,484			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 502,106					
a Applied to 2016, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2017 distributable amount.					502,106
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))*		1,398,587			1,398,587
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		771,897			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		771,897			
10 Analysis of line 9					
a Excess from 2013. . . .					
b Excess from 2014. . . .					
c Excess from 2015. . . .					
d Excess from 2016. . . .	771,897				
e Excess from 2017. . . .					

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))

ROXANNE QUIMBY

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 *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				497,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

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	151,847	
4 Dividends and interest from securities. . . .			14	387,654	
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.			01	40,014	
8 Gain or (loss) from sales of assets other than inventory			18	2,730,966	
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). .		0		3,310,481	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 3,310,481

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

******	2018-07-10	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
DANIEL P DOIRON		2018-07-09		P01206204
Firm's name ▶ ALBIN RANDALL & BENNETT				Firm's EIN ▶01-0448006
Firm's address ▶ PO BOX 445 130 MIDDLE STREET PORTLAND, ME 041120445				Phone no (207) 772-1981

Form 990PF Part XV Line 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 *Paid during the year*				
CENTER FOR MAINE CONTEMPORARY ART PO BOX 1767 21 WINTER STREET ROCKLAND, ME 04841	N/A	PC	SPONSORSHIP OF JOHN BISBEE'S "THE ART OF THE DEAL" EXHIBITION	75,000
GATEWAY MILBRIDGEPO BOX 62 MILBRIDGE, ME 04658	N/A	PC	SUPPORT FOR REBUILDING AND REOPENING THE MILBRIDGE THEATRE	2,500
GREATER PORTLAND LANDMARKS 93 HIGH STREET PORTLAND, ME 04101	N/A	PC	OPERATIONAL SUPPORT	15,000
MAINE STATE SOCIETY FOR THE PROTECTION OF ANIMALS PO BOX 10 SOUTH WINDHAM, ME 04082	N/A	PC	OPERATIONAL SUPPORT	75,000
MILLAY HOUSE ROCKLANDPO BOX 831 ROCKLAND, ME 04841	N/A	PC	OPERATIONAL SUPPORT	60,000
Total . . . . ▶ **3a**				497,500

Form 990PF Part XV Line 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 *Paid during the year*				
PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND 443 CONGRESS STREET 3RD FLOOR PORTLAND, ME 04101	N/A	PC	OPERATIONAL SUPPORT	10,000
PREBLE STREET38 PREBLE STREET PORTLAND, ME 04101	N/A	PC	OPERATIONAL SUPPORT	50,000
SCHOODIC INSTITUTEPO BOX 277 WINTER HARBOR, ME 04693	N/A	PC	SCHOODIC MARINE CENTER SUPPORT	185,000
WATERFALL ARTS256 HIGH STREET BELFAST, ME 04915	N/A	PC	WATERFALL RISING CAPITAL CAMPAIGN	25,000
Total . . . 3a ▶				497,500

TY 2017 Accounting Fees Schedule

Name: ROXANNE QUIMBY FOUNDATION INC

EIN: 47-5008812

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,265	3,633		3,632

TY 2017 Investments Corporate Bonds Schedule

Name: ROXANNE QUIMBY FOUNDATION INC

EIN: 47-5008812

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALABAMA POWER CO 2.45% 03/30/2022 USD SER 17A SR LIEN	149,877	149,978
APPLE INC. 2.25% 02/23/2021 USD SR LIEN	177,468	176,195
BERKSHIRE HATHAWAY INC. 2.75% 03/15/2023 USD SR LIEN	102,621	101,464
BRISTOL-MYERS SQUIBB COMPANY 1.6% 02/27/2019 USD SR LIEN	99,831	100,073
CISCO SYSTEMS INC 2.2% 02/28/2021 USD SR LIEN	49,904	50,217
COCA-COLA COMPANY (THE) 3.15% 11/15/2020 USD SR LIEN	202,360	206,261
COMCAST CORP 2.75% 03/01/2023 USD SR LIEN	196,496	202,793
DUKE ENERGY FLORIDA LLC 1.85% 01/15/2020 USD SR LIEN	199,772	200,068
GENERAL DYNAMICS CORP 2.375% 11/15/2024 SR LIEN	124,000	123,117
GILEAD SCIENCES INC 2.55% 09/01/2020 USD SR LIEN	199,530	203,478
GS SHORT DURATION INCOME INSTITUTIONAL MUTUAL FUND	272,185	267,419
INVESCO FINANCE PLC 3.125% 11/30/2022 USD SR LIEN	176,428	177,550
JOHN DEERE CAPITAL CORPORATION MTN 2.65% 01/06/2022 USD SR LIEN	74,979	76,403
JPMORGAN CHASE & CO. HYBRID 04/25/2023 USD SR LIEN CPN 04/25/17 2.776%	100,000	100,606
LOWE'S COMPANIES INC 3.75% 04/15/2021 USD SR LIEN	214,986	209,947
MERCK & CO., INC. 3.875% 01/15/2021 USD SR LIEN	54,087	53,105
MICROSOFT CORPORATION 2.65% 11/03/2022 USD SR LIEN	100,462	101,160
NOVARTIS SECURITIES INVESTMENT 5.125% 02/10/2019 USD SR LIEN	238,588	210,580
ORACLE CORPORATION 5.75% 04/15/2018 USD SR LIEN	54,310	51,180
ORACLE SYSTEMS CORPORATION FRN 10/08/2019 USD USLIB 3MO +51.00BP SR LIEN CPN	100,309	101,218

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PHILIP MORRIS INTERNATIONAL IN 5.65% 05/16/2018 USD SR LIEN	240,394	204,263
SIMON PROPERTY GROUP, L.P. 2.5% 07/15/2021 USD SER 5YR SR LIEN	103,121	101,408
STATE STREET CORPORATION 3.1% 05/15/2023 USD SRSUB LIEN	101,451	101,264
THE HOME DEPOT, INC. 4.4% 04/01/2021 USD SR LIEN	197,170	187,775
THE TJX COMPANIES, INC. 2.75% 06/15/2021 USD SR LIEN	50,334	50,763
TOYOTA MOTOR CREDIT CORP MTN 2.6% 01/11/2022 USD SR LIEN	149,798	152,647
UNILEVER CAPITAL CORPORATION 1.8% 05/05/2020 USD SR LIEN	124,601	124,429
UNITED PARCEL SERVICE, INC. 2.8% 11/15/2024 SR LIEN	124,559	126,012
UNITEDHEALTH GROUP INC 6.0% 02/15/2018 USD SR LIEN	335,528	282,589
VANGUARD SHORT-TERM INFLATION PROTECTED SECURITIES INDEX FD ETF	640,189	632,463
VISA INC. 2.15% 09/15/2022 USD SER 5YR SR LIEN	149,547	148,900
WAL-MART STORES, INC. 5.8% 02/15/2018 USD SR LIEN	54,315	51,317
WALT DISNEY COMPANY (THE) MTN 2.3% 02/12/2021 USD SR LIEN	174,830	176,318
WELLS FARGO & COMPANY MTN 4.125% 08/15/2023 USD SER M SUB LIEN	182,963	187,273
XILINX INC 2.95% 06/01/2024 USD SR LIEN	101,203	99,622

TY 2017 Investments Corporate Stock Schedule

Name: ROXANNE QUIMBY FOUNDATION INC

EIN: 47-5008812

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY CMN	54,145	62,373
ABBOTT LABORATORIES CMN	39,328	44,058
ABBVIE INC CMN	53,850	69,051
ACCENTURE PLC CMN	36,614	42,865
ADOBE SYSTEMS INC CMN	33,981	38,378
AES CORP. CMN	3,732	3,661
AETNA INC. CMN	23,655	27,058
AFLAC INCORPORATED CMN	14,364	15,274
AGILENT TECHNOLOGIES, INC. CMN	9,191	9,531
AIR PRODUCTS & CHEMICALS INC CMN	14,247	16,173
AKAMAI TECHNOLOGIES, INC. CMN	3,584	4,943
ALASKA AIR GROUP INC(DEL HLDG) CMN	4,032	3,970
ALLERGAN PLC CMN	34,193	24,373
ALLIANCE DATA SYSTEMS CORPORAT CMN	4,961	5,577
ALLIANT ENERGY CORPORATION CMN	2,976	2,940
ALLSTATE CORPORATION COMMON STOCK	14,752	17,128
ALPHABET INC. CMN CLASS A	127,047	140,102
ALPHABET INC. CMN CLASS C	126,908	141,264
AMAZON.COM INC CMN	174,547	208,166
AMEREN CORPORATION CMN	5,639	5,545
AMERICAN ELECTRIC POWER INC CMN	16,641	16,627
AMERICAN EXPRESS CO. CMN	28,500	32,872
AMERICAN INTL GROUP, INC. CMN	24,435	24,070
AMERICAN TOWER CORPORATION CMN	28,722	27,814
AMERICAN WATER WORKS CO, INC. CMN	6,634	7,502
AMERIPRISE FINANCIAL, INC. CMN	12,882	15,761
AMGEN INC. CMN	57,954	56,691
ANALOG DEVICES, INC. CMN	14,559	15,491
ANDEAVOR CMN	6,610	7,546
ANTHEM, INC. CMN	23,133	26,551

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE INC. CMN	378,728	390,752
APPLIED MATERIALS INC CMN	21,298	24,129
APTIV PLC CMN	9,504	10,010
ARCHER-DANIELS-MIDLAND COMPANY CMN	10,262	9,459
ARCONIC INC CMN	4,458	4,769
ARTISAN INTERNATIONAL FUND INV MUTUAL FUND CLASS I SHARES	1,799,000	2,152,692
AT&T INC CMN	103,273	107,192
AUTODESK INC CMN	10,498	9,644
AVALONBAY COMMUNITIES INC CMN	11,264	10,790
AVERY DENNISON CORPORATION CMN	4,148	5,054
BAKER HUGHES,A GE CO CMN	6,611	6,170
BALL CORPORATION CMN	5,839	5,526
BANK OF AMERICA CORP CMN	105,246	130,036
BARCLAYS BANK PLC LINKED TO S&P 500 INDEX BUFFERED CAPPED BETA 2090.54 STRUC	306,000	366,710
BAXTER INTERNATIONAL INC CMN	13,711	14,321
BECTON, DICKINSON AND COMPANY CMN	20,543	22,048
BEST BUY CO INC CMN	6,566	8,285
BIOGEN INC. CMN	29,757	29,946
BLACKROCK, INC. CMN	25,560	31,336
BNP PARIBAS LINKED TO MSCI EAFE BUFFERED CAPPED BETA STRUCTURED NOTE DUE 03/	112,000	136,046
BNP PARIBAS LINKED TO S&P 500 INDEX BUFFERED CAPPED BETA STRUCTURED NOTE DUE	284,000	358,976
BOFA FINANCE LLC LINKED TO MSCI EAFE BUFFERED CAPPED BETA, 1997.73 STRUCTURE	142,000	143,761
BOFA FINANCE LLC LNKD TO MSCI EMERGING MKT BUFFERED CAPPED BETA, 47.01 STRUC	93,000	93,549
BORGWARNER INC. CMN	3,859	4,036
BOSTON PROPERTIES, INC. COMMON STOCK	8,563	9,289
BOSTON SCIENTIFIC CORP. COMMON STOCK	17,397	14,899
BRIGHTHOUSE FINANCIAL, INC. CMN	2,511	2,580
BRISTOL-MYERS SQUIBB COMPANY CMN	44,213	44,796
BROADCOM INC. CMN	45,877	46,756
BROWN FORMAN CORP CL B CMN CLASS B	4,802	5,990

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CA, INC. CMN	4,181	4,193
CAMPBELL SOUP CO CMN	3,835	3,993
CAPITAL ONE FINANCIAL CORP CMN	17,674	22,107
CARDINAL HEALTH, INC. CMN	9,248	8,457
CARMAX, INC. CMN	5,439	5,195
CARNIVAL CORPORATION CMN	12,785	12,212
CATERPILLAR INC (DELAWARE) CMN	31,253	41,916
CAUSEWAY INTERNATIONAL VALUE I MUTUAL FUND CLASS INST SHARES	1,866,294	2,296,149
CBRE GROUP, INC. CMN CLASS A	5,124	6,150
CELGENE CORPORATION CMN	48,626	36,526
CHARLES SCHWAB CORPORATION CMN	22,853	29,486
CHUBB LTD CMN	28,992	30,051
CIGNA CORPORATION CMN	20,573	22,949
CISCO SYSTEMS, INC. CMN	71,995	85,601
CITIGROUP INC. CMN	83,068	90,855
CITIGROUP INC. LINKED TO S&P 500 INDEX BUFFERED CAPPED BETA, 2091.69 STRUCTU	217,000	226,570
CITIGROUP INC. LNKD TO MSCI EMERGING MKT BUFFERED CAPPED BETA STRUCTURED NOT	79,000	102,692
CLOROX CO (THE) (DELAWARE) CMN	7,204	7,734
COCA-COLA COMPANY (THE) CMN	77,986	78,547
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	18,684	18,749
COLGATE-PALMOLIVE CO CMN	28,370	29,878
COMCAST CORPORATION CMN CLASS A VOTING	84,961	83,785
COMERICA INCORPORATED CMN	5,051	6,446
CONAGRA BRANDS INC CMN	5,616	6,517
CONSOLIDATED EDISON INC CMN	12,051	12,148
CORNING INCORPORATED CMN	11,591	12,892
CSX CORPORATION CMN	20,683	22,664
CUMMINS INC COMMON STOCK	10,997	12,188
CVS HEALTH CORP CMN	34,959	32,770
DANAHER CORPORATION CMN	22,858	25,471

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DAVITA INC CMN	3,631	4,480
DELPHI TECHNOLOGIES PLC CMN	1,871	2,046
DELTA AIR LINES, INC. CMN	14,441	17,136
DIGITAL REALTY TRUST, INC. CMN	10,873	10,564
DOMINION ENERGY INC CMN	23,395	24,075
DOWDUPONT INC. CMN	71,319	73,998
DREYFUS GLOBAL STOCK MUTUAL FUND CLASS I SHARES MUTUAL FUND CLASS I SHARES	1,387,419	1,652,023
DUKE ENERGY CORPORATION CMN	26,196	25,233
DUKE REALTY CORPORATION CMN	3,825	3,537
DXC TECHNOLOGY COMPANY CMN	10,580	11,790
EATON CORP PLC CMN	14,352	15,802
EBAY INC. CMN	16,079	16,794
ECOLAB INC. CMN	15,330	15,478
EDWARDS LIFESCIENCES CORP CMN	10,691	10,595
ENTERGY CORPORATION CMN	7,046	7,244
EQUINIX, INC. REIT	15,845	15,863
EQUITY RESIDENTIAL CMN	11,147	10,669
ESTEE LAUDER COS INC CL-A CMN CLASS A	11,020	13,106
EVERSOURCE ENERGY CMN	7,749	7,771
EXELON CORPORATION CMN	16,948	17,577
EXPEDIA GROUP INC CMN	8,160	6,587
EXPEDITORS INTERNATIONAL OF WA CMN	3,815	4,334
F5 NETWORKS, INC. CMN	3,104	3,412
FEDEX CORP CMN	24,062	28,003
FIFTH THIRD BANCORP CMN	9,538	11,133
FIRST EAGLE GLOBAL FUND I	292,381	336,968
FMC CORPORATION CMN	5,260	5,784
FORD MOTOR COMPANY CMN	19,847	22,470
FRANKLIN RESOURCES INC CMN	8,560	8,625
FREEPORT-MCMORAN INC CMN	8,840	11,338

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GAP INC CMN	2,528	3,644
GARMIN LTD. CMN	2,472	2,859
GENERAL ELECTRIC CO CMN	94,699	67,767
GENERAL MILLS INC CMN	13,955	15,534
GENERAL MOTORS COMPANY CMN	21,377	23,979
GGP INC CMN	5,811	6,611
GQG PARTNERS EMERGING MARKETS EQUITY FUND INSTITUTIONAL	922,683	1,074,332
GS FINANCE CORP. LINKED TO MSCI EAFE UPSIDE LEVERED CAPPED W BUFFER STRUCTUR	250,000	318,010
GS HIGH YIELD FLOATING RATE FUND INSTITUTIONAL SHARES	1,557,847	1,504,635
GS STRATEGIC INCOME FUND INSTITUTIONAL SHARES	1,299,088	1,211,528
GS TACTICAL TILT OVERLAY MUTUAL FUND	2,101,356	2,104,905
HALLIBURTON COMPANY CMN	14,537	18,229
HANESBRANDS INC. CMN	3,955	3,408
HARLEY-DAVIDSON INC CMN	3,352	3,562
HARTFORD FINANCIAL SRVCS GROUP CMN	9,030	9,441
HASBRO, INC. CMN	4,695	4,454
HCA HEALTHCARE, INC CMN	10,226	11,419
HCP, INC. CMN	6,261	5,477
HENRY SCHEIN INC COMMON STOCK	11,580	9,504
HEWLETT PACKARD ENTERPRISE CO CMN	10,272	10,566
HILTON WORLDWIDE HOLDINGS INC. CMN	5,802	6,948
HORMEL FOODS CORPORATION CMN	3,535	4,185
HOST HOTELS & RESORTS INC CMN	6,234	6,914
HP INC. CMN	14,140	15,672
HSBC LINKED TO S&P 500 INDEX BUFFERED CAPPED BETA STRUCTURED NOTE DUE 05/09/	271,000	331,785
HUMANA INC. CMN	16,488	15,902
IHS MARKIT LTD CMN	7,613	7,269
INGERSOLL-RAND PLC CMN	9,393	9,811
INTEL CORPORATION CMN	73,900	97,121
INTERNATIONAL PAPER CO. CMN	10,290	11,067

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERPUBLIC GROUP COS CMN	2,901	2,903
INTL BUSINESS MACHINES CORP CMN	57,182	61,215
INTL.FLAVORS & FRAGRANCE CMN	4,790	5,366
INTUIT INC CMN	14,994	16,725
INVESCO LTD. CMN	8,622	9,610
IRON MOUNTAIN INCORPORATED CMN	4,415	4,292
ISHARES CURRENCY HEDGED MSCI EAFE ETF	1,826,956	2,144,408
ISHARES RUSSELL 2000 ETF	2,177,924	2,356,727
J B HUNT TRANS SVCS INC CMN	3,758	4,369
J. M. SMUCKER COMPANY (THE) CMN	5,343	6,336
JACOBS ENGINEERING GRP CMN	2,779	3,364
JOHNSON & JOHNSON CMN	158,613	167,385
JOHNSON CONTROLS INTERNATIONAL CMN	16,198	15,519
JPMORGAN CHASE & CO CMN	143,125	168,217
JPMORGAN CHASE & CO. LINKED TO BASKET OF INDICES UPSIDE LEVERED CAPPED W BUF	380,000	478,002
JPMORGAN CHASE & CO. LNKD TO MSCI EMERGING MKT BUFFERED CAPPED BETA STRUCTUR	85,000	96,152
KELLOGG COMPANY CMN	7,725	8,022
KEYCORP CMN	8,623	10,105
KIMBERLY-CLARK CORPORATION CMN	19,706	19,457
KIMCO REALTY CORPORATION CMN	4,297	4,036
KLA-TENCOR CORPORATION CMN	6,277	7,040
KOHL'S CORP (WISCONSIN) CMN	3,143	4,284
L BRANDS, INC. CMN	4,255	6,323
LABORATORY CORPORATION OF AMER CMN	6,309	6,540
LAM RESEARCH CORPORATION CMN	11,785	13,104
LAZARD EMERGING MARKETS EQUITY PORTFOLIO INSTL SHARES MUTUAL FUND CLASS INS	255,681	258,801
LINCOLN NATL.CORP.INC. CMN	7,397	8,379
LOEWS CORPORATION CMN	3,540	3,802
LOWES COMPANIES INC CMN	27,562	34,667
LYONDELLBASELL INDUSTRIES N.V. CMN CLASS A	13,045	15,886

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MACERICH COMPANY CMN	2,797	3,481
MACY'S INC. CMN	2,740	3,119
MARATHON PETROLEUM CORPORATION CMN	11,769	14,714
MARRIOTT INTERNATIONAL, INC CMN CLASS A	14,294	18,731
MARSH & MCLENNAN CO INC CMN	18,037	18,801
MC DONALDS CORP CMN	57,910	62,307
MCCORMICK & CO NON VTG SHRS CMN	4,566	4,917
MCKESSON CORPORATION CMN	14,334	15,004
MEDTRONIC PUBLIC LIMITED COMPA CMN	49,099	49,401
MERCK & CO., INC. CMN	77,785	69,122
METLIFE, INC. CMN	23,486	25,280
METTLER-TOLEDO INTL CMN	6,273	6,195
MGM RESORTS INTERNATIONAL CMN	7,264	7,580
MICRO FOCUS INTERNATIONAL PLC SPONSORED ADR CMN	3,038	3,460
MICROCHIP TECHNOLOGY INCORPORA CMN	8,420	8,524
MICRON TECHNOLOGY, INC. CMN	17,277	20,354
MICROSOFT CORPORATION CMN	257,184	294,087
MOHAWK INDUSTRIES INC COMMON STOCK	7,594	8,277
MOLSON COORS BREWING CO CMN CLASS B	7,575	6,976
MONDELEZ INTERNATIONAL, INC. CMN	27,894	29,512
MONSANTO COMPANY CMN	22,855	22,772
MOODY'S CORPORATION CMN	10,589	11,661
MORGAN STANLEY CMN	31,670	36,519
MORGAN STANLEY LINKED TO MSCI EAFE BUFFERED CAPPED BETA STRUCTURED NOTE DUE	119,000	167,992
MORGAN STANLEY LNKD TO MSCI EMERGING MKT BUFFERED CAPPED BETA STRUCTURED NOT	92,000	117,861
MOSAIC COMPANY (THE) CMN	3,357	4,311
MOTOROLA SOLUTIONS INC CMN	5,992	6,178
NASDAQ INC. CMN	3,995	4,072
NETAPP, INC. CMN	4,601	6,583
NEWELL BRANDS INC CMN	10,477	6,705

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NEWMONT MINING CORPORATION CMN	9,087	8,892
NEWS CORPORATION CMN CLASS A	1,940	2,415
NEXTERA ENERGY, INC. CMN	32,511	33,737
NIELSEN HLDGS PLC CMN	6,178	5,788
NIKE CLASS-B CMN CLASS B	31,265	37,148
NISOURCE INC. CMN	3,735	3,568
NORDSTROM, INC. CMN	2,454	2,606
NORFOLK SOUTHERN CORP CMN	15,547	18,692
NORTHERN TRUST CORP CMN	10,518	11,833
NRG ENERGY, INC. CMN	3,637	4,158
NVIDIA CORPORATION CMN	45,580	52,052
ONEOK INC CMN	9,533	8,980
ORACLE CORPORATION CMN	67,496	63,402
P G & E CORPORATION CMN	15,591	10,042
PARKER-HANNIFIN CORP. CMN	9,975	12,374
PEPSICO, INC. CMN	74,532	77,747
PERRIGO CO PLC CMN	4,817	5,317
PFIZER INC. CMN	90,030	96,128
PHILLIPS 66 CMN	15,841	19,117
PINNACLE WEST CAPITAL CORP CMN	4,589	4,344
PNC FINANCIAL SERVICES GROUP, CMN	26,587	30,589
PPG INDUSTRIES, INC. CMN	11,684	13,084
PRAXAIR, INC. CMN	16,706	19,644
PRICELINE GROUP INC/THE CMN	40,560	38,230
PRINCIPAL FINANCIAL GROUP, INC CMN	7,440	8,397
PROCTER & GAMBLE COMPANY (THE) CMN	105,652	105,203
PROLOGIS INC CMN	15,587	15,869
PRUDENTIAL FINANCIAL INC CMN	21,292	23,916
PUBLIC-SVC ENTERPRISE GROUP HOLDING CO	10,867	11,948
PULTEGROUP INC. CMN	3,053	3,901

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PVH CORP CMN	4,658	5,077
QUALCOMM INC CMN	34,761	42,573
QUEST DIAGNOSTICS INCORPORATED CMN	6,393	5,811
RALPH LAUREN CORP CMN CLASS A	2,197	2,605
REGENCY CENTERS CORPORATION CMN	3,059	3,251
REGENERON PHARMACEUTICAL INC CMN	17,392	13,159
REPUBLIC SERVICES INC CMN	6,068	6,320
ROCKWELL AUTOMATION INC CMN	9,188	10,996
ROSS STORES,INC CMN	9,995	13,723
ROYAL BANK OF CANADA LINKED TO S&P 500 INDEX BUFFERED CAPPED BETA, 2166.89 S	332,000	401,753
ROYAL BANK OF CANADA LNKD TO MSCI EMERGING MKT BUFFERED CAPPED BETA, 33.99 S	94,000	103,776
ROYAL CARIBBEAN CRUISES LTD ISIN: LR0008862868	9,335	8,991
S&P GLOBAL INC. CMN	18,520	20,328
SALESFORCE.COM, INC CMN	29,125	31,180
SCHLUMBERGER LTD CMN	40,017	42,767
SEAGATE TECHNOLOGY PLC CMN	4,036	5,420
SEMPRA ENERGY CMN	12,852	11,744
SIGNET JEWELERS LIMITED CMN	1,530	1,244
SIMON PROPERTY GROUP INC CMN	22,430	24,559
SL GREEN REALTY CORP CMN	4,916	5,189
SOCIETE GENERALE LINKED TO MSCI EAFE BUFFERED CAPPED BETA STRUCTURED NOTE DU	132,000	135,406
SOCIETE GENERALE LINKED TO S&P 500 INDEX BUFFERED CAPPED BETA STRUCTURED NOT	363,000	370,115
SOCIETE GENERALE LNKD TO MSCI EMERGING MKT BUFFERED CAPPED BETA STRUCTURED N	92,000	94,567
SOUTHWEST AIRLINES CO CMN	13,140	16,525
SPDR S&P 500 ETF TRUST	1,244,053	1,545,764
STANLEY BLACK & DECKER, INC. CMN	10,224	12,048
STARBUCKS CORP. CMN	35,906	37,559
STATE STREET CORPORATION (NEW) CMN	17,574	18,626
SUNTRUST BANKS INC CMN	11,553	13,435
SYMANTEC CORPORATION CMN	8,095	7,576

Name of Stock	End of Year Book Value	End of Year Fair Market Value
T. ROWE PRICE GROUP, INC. CMN	10,798	13,431
TAPESTRY, INC. CMN	4,963	5,304
TARGET CORPORATION CMN	13,197	15,791
TE CONNECTIVITY LTD CMN	12,418	14,826
TECHNIPFMC PLC CMN	5,063	6,137
TEXAS INSTRUMENTS INC. CMN	36,829	46,267
THE BANK OF NY MELLON CORP CMN	27,501	28,330
THE GOODYEAR TIRE & RUBBER CO. CMN	3,576	3,813
THE HERSHEY COMPANY CMN	6,505	7,038
THE HOME DEPOT, INC. CMN	79,262	100,072
THE TRAVELERS COMPANIES, INC CMN	15,027	16,819
THERMO FISHER SCIENTIFIC INC CMN	33,499	34,015
TIFFANY & CO CMN	4,022	4,596
TIME WARNER INC. CMN	35,285	31,923
TJX COMPANIES INC (NEW) CMN	20,389	21,562
U.S. BANCORP CMN	36,543	38,416
UBS AG LINKED TO MSCI EAFE BUFFERED CAPPED BETA STRUCTURED NOTE DUE 02/09/20	128,000	154,278
UNION PACIFIC CORP. CMN	37,593	47,874
UNITED CONTINENTAL HOLDING INC CMN	6,894	7,818
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK	36,139	37,651
UNITED RENTALS, INC. CMN	4,723	6,876
UNITEDHEALTH GROUP INCORPORATE CMN	85,926	95,239
UNUM GROUP CMN	4,722	5,379
VALERO ENERGY CORPORATION CMN	13,484	18,198
VARIAN MEDICAL SYSTEMS INC CMN	3,741	3,890
VENTAS, INC. CMN	10,745	9,546
VERIZON COMMUNICATIONS, INC. CMN	87,166	96,174
VF CORP CMN	8,865	10,434
VISA INC. CMN CLASS A	84,267	92,812
VORNADO REALTY TRUST CMN	6,034	6,333

Name of Stock	End of Year Book Value	End of Year Fair Market Value
W.W. GRAINGER INC CMN	3,414	4,961
WALMART INC CMN	50,903	64,718
WALT DISNEY COMPANY (THE) CMN	70,303	75,299
WASTE MANAGEMENT INC CMN	13,726	15,361
WEC ENERGY GROUP, INC. CMN	7,837	7,905
WELLS FARGO & CO (NEW) CMN	102,124	121,219
WELLS FARGO & COMPANY LINKED TO S&P 500 INDEX BUFFERED CAPPED BETA STRUCTURE	101,000	105,906
WELLTOWER INC. CMN	11,935	10,395
WESTROCK COMPANY CMN	6,545	7,269
WEYERHAEUSER COMPANY CMN	10,860	11,742
WHIRLPOOL CORP. CMN	5,835	5,734
WILLIS TOWERS WATSON PLC CMN	8,018	8,137
WYNDHAM WORLDWIDE CORP. CMN	4,984	5,794
WYNN RESORTS, LIMITED CMN	5,143	6,238
XCEL ENERGY INC. CMN	11,457	11,197
XEROX CORPORATION CMN	3,001	2,734
XILINX INCORPORATED CMN	7,453	7,349
XL GROUP LIMITED CMN	5,284	4,564
XYLEM INC. CMN	4,842	5,320
YUM BRANDS, INC. CMN	11,447	12,160

TY 2017 Investments - Other Schedule

Name: ROXANNE QUIMBY FOUNDATION INC

EIN: 47-5008812

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BROAD STREET REAL ESTATE CREDIT PARTNER III OFFSHORE LP	AT COST	16,760	17,120
BROAD STREET REAL ESTATE CREDIT PARTNERS II OFFSHORE FEEDER FUND, L.P.	AT COST	93,264	142,635
DISTRESSED MANAGERS IV OFFSHORE HOLDINGS LP	AT COST	0	325,046
GLOBAL TACTICAL TRADING MANAGERS PLC TRANCHE A SERIES 1	AT COST	1,127,536	1,150,788
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. / GSCP VINSTITUTIONAL AIV, L.P.	AT COST	17,993	15,330
HEDGE FUND MANAGERS (DIVERSIFIED) (IRELAND) TRANCHE B SERIES 1	AT COST	2,160,373	2,244,799
HEDGE FUND MANAGERS SUB-FUND TRANCHE B SERIES 1 (II)	AT COST	5,654	5,654
PRIVATE EQUITY MANAGERS (2017) OFFSHORE SCSP	AT COST	28,139	24,595
PRIVATE EQUITY MANAGERS (IMPACT) OFFSHORE LP	AT COST	304,559	283,053
U.S. REAL PROPERTY INCOME FUND, L.P.	AT COST	453,016	568,404
VINTAGE VI OFFSHORE HOLDINGS LP	AT COST	315,263	778,498
VINTAGE VII OFFSHORE HOLDINGS LP	AT COST	113,500	119,346

TY 2017 Legal Fees Schedule

Name: ROXANNE QUIMBY FOUNDATION INC

EIN: 47-5008812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	900	0		900

TY 2017 Other Expenses Schedule

Name: ROXANNE QUIMBY FOUNDATION INC

EIN: 47-5008812

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	74	0		74
OTHER INVESTMENT EXPENSES	6,896	6,896		0

TY 2017 Other Income Schedule

Name: ROXANNE QUIMBY FOUNDATION INC

EIN: 47-5008812

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	40,014	40,014	40,014

TY 2017 Other Professional Fees Schedule

Name: ROXANNE QUIMBY FOUNDATION INC

EIN: 47-5008812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	108,875	108,875		0

TY 2017 Taxes Schedule

Name: ROXANNE QUIMBY FOUNDATION INC

EIN: 47-5008812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED INVESTMENT INCOME TAX	53,000	0		0
FOREIGN TAXES	22,531	22,531		0