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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.
► Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

EDWIN PHILLIPS T/U/W

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

Room/suite

P O BOX 1802

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

PROVIDENCE, RI 02901-1802

G Check all that apply.

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

H Check type of organization

Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation 00

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 11,867,174.

(Part I, column (d) must be on cash basis)

A Employer identification number

04-6025549

B Telephone number (see instructions)

888-866-3275

C If exemption application is pending, check here ► 3D 1 Foreign organizations, check here ►
2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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))

Revenue	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	256,165.	257,027.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	804,680.			
b Gross sales price for all assets on line 6a	4,050,183			
7 Capital gain net income (from Part IV, line 2)		804,680.		
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)		-79,825.		
12 Total Add lines 1 through 11	1,060,845.	981,882.		STMT 2
13 Compensation of officers, directors, trustees, etc	142,265.	85,359.		56,906.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	STMT 3	10,073.	NONE	10,073.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	STMT 4	49,965.	7,708.	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	STMT 5	3,011.	3,098.	125.
24 Total operating and administrative expenses				
Add lines 13 through 23.	205,314.	96,165.	NONE	67,104.
25 Contributions, gifts, grants paid	563,629.			563,629.
26 Total expenses and disbursements Add lines 24 and 25	768,943.	96,165.	NONE	630,733.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	291,902.			
b Net investment income (if negative, enter -0-)		885,717.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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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				
	2 Savings and temporary cash investments		264,392.	290,759.	290,759.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►	NONE			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule)	STMT 6.	11,265,811.	11,605,849.	11,576,415.
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, and equipment basis ►				
Less accumulated depreciation ►					
12 Investments - mortgage loans					
13 Investments - other (attach schedule)					
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation ►					
15 Other assets (describe ►)					
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		11,530,203.	11,896,608.	11,867,174.	
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20* Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)				NONE
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26, and lines 30 and 31			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds		11,530,203.	11,896,608.	
	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)		11,530,203.	11,896,608.		
31 Total liabilities and net assets/fund balances (see instructions)		11,530,203.	11,896,608.		
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	11,530,203.	
2 Enter amount from Part I, line 27a			2	291,902.	
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 8			3	76,203.	
4 Add lines 1, 2, and 3			4	11,898,308.	
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 9			5	1,700.	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30			6	11,896,608.	

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 PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 2,302,923.		2,079,574.	223,349.		
b 1,747,260.		1,165,929.	581,331.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			223,349.		
b			581,331.		
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	804,680.	
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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	595,356.	12,791,234.	0.046544
2016	627,196.	11,779,967.	0.053243
2015	583,672.	12,296,990.	0.047465
2014	615,972.	12,670,581.	0.048614
2013	554,962.	12,202,475.	0.045479
2 Total of line 1, column (d)			2 0.241345
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 0.048269
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 13,135,109.
5 Multiply line 4 by line 3			5 634,019.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,857.
7 Add lines 5 and 6			7 642,876.
8 Enter qualifying distributions from Part XII, line 4			8 630,733.
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 ► <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	17,714.
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		NONE
3	Add lines 1 and 2	3		17,714.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4		NONE
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	5		17,714.
6	Credits/Payments			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	25,000.	
b	Exempt foreign organizations - tax withheld at source	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7		25,000.
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		
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		7,286.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ► 7,286. Refunded ► 11			

Part VII-A Statements Regarding Activities

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

1b 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

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b 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*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered See instructions ► MA

8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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	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	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► BANK OF AMERICA Located at ► P.O. BOX 1802, PROVIDENCE, RI	Telephone no ► (888) 866-3275	ZIP+4 ► 02901-1802
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 2018, 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 ►	16	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

	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X 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	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ►	1b	X
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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ►	<input type="checkbox"/> Yes	X No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2018 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 2018)	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 2018?	4b	X

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

5a	During the year, did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?						
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?						
(3) Provide a grant to an individual for travel, study, or other similar purposes?						
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions						
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?						
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 ► <input type="checkbox"/>						
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b		X
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? . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		142,265.		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ► NONE

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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		NONE

Total number of others receiving over \$50,000 for professional services ►

NONE

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.	1a	13,071,026.
a Average monthly fair market value of securities	1b	264,110.
b Average of monthly cash balances	1c	NONE
c Fair market value of all other assets (see instructions).	1d	13,335,136.
d Total (add lines 1a, b, and c)		
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	NONE
3 Subtract line 2 from line 1d.	3	13,335,136.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	200,027.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,135,109.
6 Minimum investment return Enter 5% of line 5	6	656,755.

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	656,755.
2a Tax on investment income for 2018 from Part VI, line 5	2a	17,714.
b Income tax for 2018 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b.	2c	17,714.
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	639,041.
4 Recoveries of amounts treated as qualifying distributions.	4	55,015.
5 Add lines 3 and 4	5	694,056.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	694,056.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	630,733.
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26.	1b	
b Program-related investments - total from Part IX-B.		
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	630,733.
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	N/A
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	630,733.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				694,056.
2 Undistributed income, if any, as of the end of 2018			579,636.	
a Enter amount for 2017 only.		NONE		
b Total for prior years 20 ____,20 ____,20 ____				
3 Excess distributions carryover, if any, to 2018				
a From 2013	NONE			
b From 2014	NONE			
c From 2015	NONE			
d From 2016	NONE			
e From 2017	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2018 from Part XII, line 4 ► \$ 630,733.			579,636.	
a Applied to 2017, but not more than line 2a				579,636.
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2018 distributable amount				51,097.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				642,959.
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)	NONE			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2014	NONE			
b Excess from 2015	NONE			
c Excess from 2016	NONE			
d Excess from 2017	NONE			
e Excess from 2018	NONE			

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

NOT APPLICABLE

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.
SEE STATEMENT 14

b The form in which applications should be submitted and information and materials they should include.
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.
SEE ATTACHED STATEMENT FOR LINE 2

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)				
a Paid during the year				
SEE ATTACHED STATEMENTS	N/A	ATTACHED	PURCHASES AND SERVICES FOR DISABLED CHILDREN	563,629.
Total			► 3a	563,629.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate**

a Debt-financed property
 b Not debt-financed property

6 Net rental income or (loss) from personal property**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****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)

1,060,845.

13 Total Add line 12, columns (b), (d), and (e)

(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)

NOT APPLICABLE

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) (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)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
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		

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

(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**

▶ Law & Order

| 05/02/2019

Dat

► MANAGING DIR

Title

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

BANK OF AMERICA, N.A.					
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	5,619.	5,619.
FOREIGN DIVIDENDS	61,297.	61,297.
NONDIVIDEND DISTRIBUTIONS	482.	
DOMESTIC DIVIDENDS	99,666.	99,666.
OTHER INTEREST	23,658.	23,658.
FOREIGN INTEREST	2,043.	2,043.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE)	3,856.	3,856.
NON-TAXABLE FOREIGN INCOME	-1,344.	
US GOVERNMENT INTEREST REPORTED AS QUALI	174.	174.
NONQUALIFIED FOREIGN DIVIDENDS	16,289.	16,289.
NONQUALIFIED DOMESTIC DIVIDENDS	40,596.	40,596.
SECTION 199A DIVIDENDS	3,829.	3,829.
TOTAL	256,165.	257,027.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM PARTNERSHIP/S-CORP	-----	- 79,825.
TOTALS	=====	- 79,825.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	10,073.		10,073.	
TOTALS	10,073.	NONE	NONE	10,073.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	4,436.	4,436.
EXCISE TAX - PRIOR YEAR	17,257.	
EXCISE TAX ESTIMATES	25,000.	
FOREIGN TAXES ON QUALIFIED FOR	2,349.	2,349.
FOREIGN TAXES ON NONQUALIFIED	923.	923.
TOTALS	49,965.	7,708.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI OTHER ALLOCABLE EXPENSE-INCOME STATE FILING FEE FROM PARTNERSHIP/S-CORP	1,443. 1,443. 125. 212.	1,443. 1,443. 125.	
TOTALS	3,011.	3,098.	

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
464287507 ISHARES CORE S&P MID	771,797.	373,129.	463,640.
464287655 ISHARES RUSSELL 2000	961,791.	243,389.	383,088.
921943858 VANGUARD FTSE DEVELO	997,774.	860,172.	875,560.
922042858 VANGUARD FTSE EMERGI	366,475.	307,266.	307,391.
693390841 PIMCO HIGH YIELD FD	133,061.	133,061.	116,268.
202671913 AGGREGATE BOND CTF	1,212,794.	789,099.	761,662.
207543877 SMALL CAP GROWTH LEA	162,238.	161,211.	169,389.
2909J109 EMERGING MARKETS STO	490,483.	534,740.	556,475.
302993993 MID CAP VALUE CTF	244,084.	244,384.	235,834.
303995997 SMALL CAP VALUE CTF	172,952.	171,194.	156,559.
323991307 MID CAP GROWTH CTF	262,127.	257,551.	253,614.
45399C107 DIVIDEND INCOME COMM	666,596.	713,191.	674,367.
99Z466163 HIGH QUALITY CORE CO	182,350.		
99Z466197 INTERNATIONAL FOCUS	744,052.	742,295.	830,908.
99Z501647 STRATEGIC GROWTH COM	662,966.	516,460.	480,530.
73935S105 POWERSHARES DB COMMO	137,050.		
464287226 ISHARES CORE US AGGR	248,868.	140,532.	138,011.
922908363 VANGUARD S&P 500 ETF	1,050,269.	993,719.	1,142,845.
00203H859 AQR MANAGED FUTURES	1,139,396.	139,396.	125,996.
09256H286 BLACKROCK STRATEGIC	625,357.		
94987W737 WELLS FARGO ABSOLUTE	243,366.	118,425.	119,687.
589509108 THE MERGER FD	123,695.		
00203H446 AQR LONG- SHORT EQUIT	124,849.		
62827P816 CATALYST/MILLIBURN HE	171,421.	311,586.	295,526.
74253Q747 PRINCIPAL MIDCAP BLD	370,000.	347,864.	326,006.
46138B103 INVESCO DB COMMODITY		653,934.	555,329.
09257V201 BLACKSTONE ALTERNATI		250,478.	242,980.
09260B382 BLACKROCK STRATEGIC		705,443.	687,344.
00142R539 INVESCO BALANCED-RIS		280,162.	260,858.

EDWIN PHILLIPS T/U/W

FORM 990PF, PART II - CORPORATE STOCK

04-6025549

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
99Z639934 LARGE CAP CORE CTF	-	605,782.	555,456.
99Z639942 MID CAP CORE CTF	-	560,969.	482,204.
99Z639959 SMALL CAP CORE CTF	-	450,417.	378,888.
TOTALS	11,265,811.	11,605,849.	11,576,415.

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

DESCRIPTION	AMOUNT
-----	-----
CTF ADJUSTMENT	15,560.
RECOVERY ADJUSTMENT	55,015.
SALES GAIN/LOSS ADJUSTMENT	1,799.
DIVIDEND ADJUSTMENT	3,829.
-----	-----
TOTAL	76,203.
=====	=====

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

DESCRIPTION	AMOUNT
INCOME ADJUSTMENT	142.
SECURITIES ADJUSTMENT	1,550.
ROUNDING	8.
TOTAL	1,700.

STATEMENT 9

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
20630.53 AGGREGATE BOND CTF	08/31/2012	01/31/2018	342,970.00	354,197.00	-11,227.00
3586.976 AGGREGATE BOND CTF	08/31/2012	11/30/2018	57,577.00	61,158.00	-3,581.00
13331.856 SMALL CAP GROWTH LEADERS CTF	08/31/2012	06/30/2018	43,537.00	33,238.00	10,299.00
12330.121 EMERGING MARKETS STOCK COMMON TRUST FUND	10/31/2016	01/31/2018	83,273.00	65,571.00	17,702.00
240.14 EMERGING MARKETS STOCK COMMON	10/10/2016	01/31/2018	16,256.00	12,491.00	3,765.00
719.63 SMALL CAP VALUE CTF	08/31/2012	06/30/2018	25,476.00	21,498.00	3,978.00
943.695 MID CAP GROWTH CTF	08/31/2012	01/31/2018	35,944.00	30,185.00	5,759.00
565.57 DIVIDEND INCOME COMMON TRUST	08/31/2012	06/30/2018	36,746.00	35,239.00	1,507.00
304.438 DIVIDEND INCOME COMMON TRUST	08/31/2012	11/30/2018	20,626.00	19,825.00	801.00
12488.626 HIGH QUALITY CORE COMMON TRUST FUND	08/31/2012	01/31/2018	224,347.00	184,779.00	39,568.00
6339.905 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND	08/31/2012	01/31/2018	95,957.00	62,356.00	33,601.00
17062.945 STRATEGIC GROWTH COMMON TRUST FUND	05/10/2013	01/31/2018	302,833.00	231,808.00	71,025.00
3273.516 STRATEGIC GROWTH COMMON TRUST FUND	05/10/2013	06/30/2018	59,649.00	53,584.00	6,065.00
TOTAL OTHER GAINS AND LOSSES					
			1,345,191.00	1,165,929.00	179,262.00
Totals					
			1,345,191.00	1,165,929.00	179,262.00

USA 9970 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS	-25,147.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	-25,147.00
	=====

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

COMMON TRUST FUNDS	427,216.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	427,216.00
	=====

EDWIN PHILLIPS T/U/W

04-6025549

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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET

BOSTON, MA 02110

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

109,203.

OFFICER NAME:

ROBERT E GALVIN, ESQ

ADDRESS:

10 ENTERPRISE STREET

DUXBURY, MA 02332

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

1,200.

OFFICER NAME:

KIM BOURESSA

ADDRESS:

188 PEREGRINE DRIVE

MARSHFIELD, MA 02050

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

27,862.

OFFICER NAME:

BEVERLY JOHNSTON

ADDRESS:

134 TILDEN RD

MARSHFIELD, MA 02050

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

600.

STATEMENT 12

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

=====

OFFICER NAME:

L. RICHARD FONTANA

ADDRESS:

10 GENEVIEVE LN
MARSHFIELD, MA 02050-5333

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 1,200.

OFFICER NAME:

TRINA M. BINGHAM

ADDRESS:

1B GREEN ST
FAIRHAVEN, MA 02719

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 800.

OFFICER NAME:

DONNA R ADMIRAND

ADDRESS:

514 WAREHAM RD
PLYMOUTH, MA 02360-3239

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 800.

OFFICER NAME:

WALTER B SULLIVAN

ADDRESS:

893 MAIN ST
HINGHAM, MA 02043-3503

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 600.

TOTAL COMPENSATION:

142,265.

=====

STATEMENT 13

EDWIN PHILLIPS T/U/W
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6025549

RECIPIENT NAME:

SEE ATTACHMENT

FORM, INFORMATION AND MATERIALS:

SEE ATTACHMENT

SUBMISSION DEADLINES:

SEE ATTACHMENT

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHMENT

STATEMENT 14

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

STATEMENT 15