

Form **990-PF**

OMB No 1545-0052

2018Department 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**Open to Public Inspection****For calendar year 2018 or tax year beginning , 2018, and ending , 20**

Name of foundation

UW THE BETTERMENT FUND

BING

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

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

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) ▶ \$ 36,872,082.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

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

A Employer identification number

13-6072625

B Telephone number (see instructions)

888-866-3275

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	840,696.	840,696.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,270,896.			
b Gross sales price for all assets on line 6a 6 100 079				
7 Capital gain net income (from Part II)		2,270,896.		
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)	33,295.	33,205.		STMT 2
12 Total Add lines 1 through 11	3,144,887.	3,144,797.		
13 Compensation of officers, directors, trustees, etc.	425,614.	137,008.		288,606.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 3	4,806.	NONE	NONE	4,806.
b Accounting fees (attach schedule) STMT 4	1,250.	750.	NONE	500.
c Other professional fees (attach schedule) STMT 5	12,794.	289.		12,505.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 6	65,262.	17,262.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	30,295.	NONE	NONE	30,295.
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 7	5,097.			5,097.
24 Total operating and administrative expenses Add lines 13 through 23.	545,118.	155,309.	NONE	341,809.
25 Contributions, gifts, grants paid	1,798,455.			1,798,455.
26 Total expenses and disbursements Add lines 24 and 25	2,343,573.	155,309.	NONE	2,140,264.
27 Subtract line 26 from line 12	801,314.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		2,989,488.		
c Adjusted net income (if negative, enter -0-)				

ENVELOPE DATE MAY 13 2019

SCANNED JUN 03 2019

RECEIVED
MAY 14 2019
STMT 1
STMT 2
STMT 3
STMT 4
STMT 5
STMT 6
STMT 7
OGDEN, UT

631

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		137,593.	968,278.	968,278.
	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) ▶ *			* 510,380.	
		Less allowance for doubtful accounts ▶ NONE		500,000.	510,380.	510,380.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)	STMT 8	2,528,123.	1,536,510.	1,389,238.
	b	Investments - corporate stock (attach schedule)	STMT 9	12,061,320.	10,912,949.	25,757,281.
	c	Investments - corporate bonds (attach schedule)	STMT 11	6,195,409.	8,320,331.	8,244,180.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 12	90,352.	90,352.	2,725.	
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)		21,512,797.	22,338,800.	36,872,082.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . . . ▶ ☐					
	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		21,512,797.	22,338,800.	
	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)		21,512,797.	22,338,800.		
31	Total liabilities and net assets/fund balances (see instructions)		21,512,797.	22,338,800.		

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	21,512,797.
2	Enter amount from Part I, line 27a	2	801,314.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	26,447.
4	Add lines 1, 2, and 3	4	22,340,558.
5	Decreases not included in line 2 (itemize) ▶ PRIOR YEAR INCOME ADJUSTMENT	5	1,758.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,338,800.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day , yr)	(d) Date sold (mo , day , yr)
1 a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a 6,189,279.		3,918,383.	2,270,896.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
a			2,270,896.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	2,270,896.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	2,223,687.	38,473,527.	0.057798
2016	2,117,379.	36,498,322.	0.058013
2015	2,058,773.	36,708,734.	0.056084
2014	2,153,052.	37,794,183.	0.056968
2013	2,037,412.	36,336,495.	0.056071
2 Total of line 1, column (d)			2 0.284934
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 0.056987
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 39,018,950.
5 Multiply line 4 by line 3.			5 2,223,573.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 29,895.
7 Add lines 5 and 6.			7 2,253,468.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 2,140,264.

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 59,790.	
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 59,790.	
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 59,790.	
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a 75,721.		
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 75,721.		
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 15,931.		
11 Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 15,931. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
14 The books are in care of <u>BANK OF AMERICA</u> Telephone no <u>(888) 866-3275</u> Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 <u>02901-1802</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		15
16 At any time during calendar year 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 <u></u>		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <u></u>		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?		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 <u></u>	☐ Yes ☒ 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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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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		Yes	No
(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		
	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		
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?	☐ Yes	☒ 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 14		425,614.		
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.

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)
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>NONE</u>	
2	
All other program-related investments See instructions	
3 <u>NONE</u>	
Total. Add lines 1 through 3 ▶	

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Part XI 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	38,295,380.
b	Average of monthly cash balances	1b	813,442.
c	Fair market value of all other assets (see instructions).	1c	504,325.
d	Total (add lines 1a, b, and c)	1d	39,613,147.
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	39,613,147.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	594,197.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,018,950.
6	Minimum investment return. Enter 5% of line 5	6	1,950,948.

Part XII 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	1,950,948.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	59,790.
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	59,790.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,891,158.
4	Recoveries of amounts treated as qualifying distributions.	4	NONE
5	Add lines 3 and 4	5	1,891,158.
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	1,891,158.

Part XIII 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	2,140,264.
b	Program-related investments - total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	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	2,140,264.
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	2,140,264.

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				1,891,158.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2018				
a From 2013	263,210.			
b From 2014	302,316.			
c From 2015	247,783.			
d From 2016	318,685.			
e From 2017	290,617.			
f Total of lines 3a through e	1,422,611.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 2,140,264.				
a Applied to 2017, but not more than line 2a			NONE	
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				1,891,158.
e Remaining amount distributed out of corpus.	249,106.			
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	1,671,717.			
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			NONE	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				NONE
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)	263,210.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	1,408,507.			
10 Analysis of line 9				
a Excess from 2014	302,316.			
b Excess from 2015	247,783.			
c Excess from 2016	318,685.			
d Excess from 2017	290,617.			
e Excess from 2018	249,106.			

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 ATTACHED VARIOUS CHARITIES	N/A	PC	ADVANCEMENT OF HEALTH, EDUCATION, CONSERVATIO	1,798,455.
Total			3a	1,798,455.
b Approved for future payment				
Total			3b	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	6,671.	6,671.
FOREIGN DIVIDENDS	116,223.	116,223.
DOMESTIC DIVIDENDS	470,163.	470,163.
OTHER INTEREST	198,951.	198,951.
FOREIGN INTEREST	15,304.	15,304.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	25,470.	25,470.
NONQUALIFIED DOMESTIC DIVIDENDS	7,914.	7,914.
	-----	-----
TOTAL	840,696.	840,696.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OID INCOME ON USGI FROM PARTNERSHIP/S-CORP	33,295.	33,295. -90.
	-----	-----
TOTALS	33,295. =====	33,205. =====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - CHARITABLE	4,806.			4,806.
TOTALS	4,806.	NONE	NONE	4,806.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,250.	750.		500.
TOTALS	1,250.	750.	NONE	500.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
INVESTMENT ADVISORY FEES	289.	289.	12,505.
OTHER PROFESSIONAL FEES - CHAR	12,505.		
	-----	-----	-----
TOTALS	12,794.	289.	12,505.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	17,262.	17,262.
EXCISE TAX ESTIMATES	48,000.	
	-----	-----
TOTALS	65,262.	17,262.
	=====	=====

UW THE BETTERMENT FUND

13-6072625

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
-----	-----	-----

DROP BOX ANNUAL FEE	980.	980.
INSURANCE - DIRECTORS/OFFICERS	3,539.	3,539.
WEBSITE DEVELOPMENT	578.	578.

TOTALS	5,097.	5,097.
	=====	=====

UW THE BETTERMENT FUND

13-6072625

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
912810PV4 UNITED STATES TREAS	515,180.	529,245.	608,828.
912828JE1 UNITED STATES TREAS	997,447.		
B0JCHN8#3 SINGAPORE GOVT SR UN	490,780.	483,704.	412,577.
B3MXHL7#2 NORWEGIAN GOVT EX DI	524,716.	523,561.	367,833.
	-----	-----	-----
TOTALS	2,528,123.	1,536,510.	1,389,238.
	=====	=====	=====

UW THE BETTERMENT FUND

13-6072625

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
166764100 CHEVRON CORP COM	410,420.	344,476.	500,434.
30231G102 EXXON MOBIL CORP COM	209,840.	177,137.	443,235.
806857108 SCHLUMBERGER LTD COM	146,413.	137,130.	238,128.
291011104 EMERSON ELEC CO COM	35,046.	29,654.	657,250.
302130109 EXPEDITORS INTL WASH	353,333.	318,000.	612,810.
369604103 GENERAL ELEC CO COM	519,668.		
438516106 HONEYWELL INTL INC C	256,646.	217,476.	792,720.
452308109 ILLINOIS TOOL WKS IN	5,466.	4,742.	747,471.
826197501 SIEMENS A G SPONSORE	232,286.		
911312106 UNITED PARCEL SVC IN	381,362.	381,362.	682,710.
5756029#6 BAYER MOTOREN WERK E	329,415.	329,415.	363,693.
886547108 TIFFANY & CO NEW COM	280,779.	196,545.	281,785.
B0CCH46#4 HEINEKEN HLDG NV COM	345,703.	294,086.	708,181.
171340102 CHURCH & DWIGHT INC	358,244.	358,244.	1,144,224.
5962280#4 LINDT & SPRUENGLI AG	244,337.	244,337.	618,787.
609207105 MONDELEZ INTL INC CO	102,210.	102,210.	225,049.
641069406 NESTLE S A SPONSORED	432,530.	410,840.	809,600.
713448108 PEPSICO INC COM	248,255.	230,523.	718,120.
742718109 PROCTER & GAMBLE CO	253,447.	240,337.	505,560.
871829107 SYSCO CORP COM	356,915.	332,394.	764,452.
002824100 ABBOTT LABS COM	259,982.	259,982.	723,300.
00287Y109 ABBVIE INC COM	152,241.		
071813109 BAXTER INTL INC COM	57,312.	51,580.	592,380.
075887109 BECTON DICKINSON & C	253,948.	227,217.	766,088.
151020104 CELGENE CORP COM	59,704.	39,803.	256,360.
478160104 JOHNSON & JOHNSON CO	10,394.	9,991.	800,110.
084670108 BERKSHIRE HATHAWAY I	496,160.	496,160.	1,224,000.
902973304 US BANCORP DEL COM N	306,165.	306,165.	639,800.
949746101 WELLS FARGO & CO NEW	244,073.	244,073.	649,728.

UW THE BETTERMENT FUND

13-6072625

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
037833100 APPLE INC COM	447,241.	424,123.	1,009,536.
053015103 AUTOMATIC DATA PROCE	219,174.	199,249.	917,840.
459200101 INTERNATIONAL BUSINE	218,422.		
92343V104 VERIZON COMMUNICATIO	287,086.	239,896.	562,200.
99Z182323 MSB REIT V INC	184,450.	184,450.	
12508E101 CDK GLOBAL INC COM	45,846.	45,846.	173,948.
126804301 CABELAS INC COM			
084670702 BERKSHIRE HATHAWAY I			
96208T104 WEX INC COM			
92345Y106 VERISK ANALYTICS INC	500,306.	464,139.	839,608.
92826C839 VISA INC CL A COM	539,400.	474,672.	1,161,072.
311900104 FASTENAL CO COM	340,260.	340,260.	418,320.
40449J103 HABIT RESTAURANTS IN			
500754106 KRAFT HEINZ CORP COM	52,342.	52,342.	80,657.
02079K107 ALPHABET INC CL C CO	185,133.	185,133.	725,963.
02079K305 ALPHABET INC CL A CO	185,970.	172,687.	679,224.
855244109 STARBUCKS CORP COM	352,401.	352,401.	418,600.
872540109 TJX COS INC NEW COM	353,690.	353,690.	420,556.
H1467J104 CHUBB LTD COM	172,578.	172,578.	736,326.
718546104 PHILLIPS 66 COM	395,467.	395,467.	430,750.
24906P109 DENTSPLY SIRONA INC	239,260.	239,260.	148,840.
023135106 AMAZON COM INC COM	209,829.	209,829.	225,296.
366505105 GARRETT MOTION INC C		2,440.	7,404.
76118Y104 RESIDEO TECHNOLOGIES		6,538.	20,550.
30303M102 FACEBOOK INC CL A CO		414,070.	314,616.
TOTALS	12,061,320.	10,912,949.	25,757,281.
	=====	=====	=====

UW THE BETTERMENT FUND

13-6072625

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
002824AW0 ABBOTT LABS SR UNSEC	508,781.		
06406HBU2 BANK NEW YORK INC ME	397,556.	397,556.	408,252.
92343VAX2 VERIZON COMMUNICATIO	498,250.	498,250.	516,225.
31403DBY4 FEDERAL NATL MTG ASS	48,516.	39,938.	44,311.
36294WGR3 GOVERNMENT NATL MTG	61,862.	46,550.	46,797.
0258MODT3 AMERICAN EXPRESS CR	496,580.	496,580.	494,755.
172967HU8 CITIGROUP INC SR UNS	500,322.	500,119.	498,290.
94974BFC9 WELLS FARGO & CO NEW	510,578.	508,167.	498,335.
149123CC3 CATERPILLAR INC UNSE	519,621.	516,761.	502,115.
459200HP9 INTERNATIONAL BUSINE	1,041,714.	1,034,677.	989,080.
89236TCA1 TOYOTA MTR CR CORP S	600,101.		
084670BL1 BERKSHIRE HATHAWAY I	503,979.	501,538.	497,585.
46625HJE1 JPMORGAN CHASE & CO	507,549.	506,036.	496,030.
035240AD2 ANHEUSER-BUSCH INBEV		759,065.	750,555.
20030NBN0 COMCAST CORP NEW UNS		502,529.	487,210.
38141GVP6 GOLDMAN SACHS GROUP		990,640.	989,660.
63946BAE0 NBCUNIVERSAL MEDIA L		1,021,925.	1,024,980.
TOTALS	6,195,409.	8,320,331.	8,244,180.
	=====	=====	=====

UW THE BETTERMENT FUND

13-6072625

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
99C063494 COASTAL VENTURES II	C	90,352.	90,352.	2,725.
99C063502 COASTAL VENTURES LIM	C			
TOTALS		90,352.	90,352.	2,725.
		=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
COST ADJUSTMENTS	11,315.
TYE SALES ADJUSTMENT	17.
AMORTIZATION ADJUSTMENT	214.
RECEIPT ADJUSTMENT	14,901.

TOTAL	26,447.
	=====

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

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

114 WEST 47TH STREET

NEW YORK, NY 10036

TITLE:

CO-TTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 174,901.

OFFICER NAME:

WILLIAM P CLOUGH

ADDRESS:

P. O. BOX 1997

NEW LONDON, NH 03257

TITLE:

CO-TTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 15

COMPENSATION 47,639.

OFFICER NAME:

CAROL BERG GEIST

ADDRESS:

210 RIVERSIDE DRIVE

NEW YORK, NY 10025

TITLE:

CO-TTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 15

COMPENSATION 51,301.

OFFICER NAME:

CAROLYN S WOLLEN

ADDRESS:

1 PORTLAND SQ

PORTLAND, ME 04104

TITLE:

CO-TTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 18

COMPENSATION 61,301.

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

=====

OFFICER NAME:-----

ANDREW L TANSEY

ADDRESS:

60 E 42ND ST FL 38

NEW YORK, NY 10165

TITLE:

CO-TTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 9

COMPENSATION 51,301.

OFFICER NAME:

MARTIN GROHMAN

ADDRESS:

9 LISA LANE

BIDDEFORD, ME 04005

TITLE:

CO-TTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 18

COMPENSATION 27,039.

OFFICER NAME:

NANCY S WHITE

ADDRESS:

P.O. BOX 962

BETHEL, ME 04217

TITLE:

CO-TTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 9

COMPENSATION 12,132.

TOTAL COMPENSATION:

425,614.

=====

UW THE BETTERMENT FUND
FORM 990PF, PART XV - LINES 2a - 2d
=====

13-6072625

RECIPIENT NAME:-----
WILLIAM BINGHAM 2ND BETTERMENT FUND
ADDRESS:
114 W 47TH STREET, NY8-114-07-07
NEW YORK, NY 10036
RECIPIENT'S PHONE NUMBER: 212-852-1000
FORM, INFORMATION AND MATERIALS:
APPLICATION INFORMATION AVAILABLE AT
www.bettermentfund.org
SUBMISSION DEADLINES:
March 15, July 15 and November 15
RESTRICTIONS OR LIMITATIONS ON AWARDS:
ADVANCEMENT OF HEALTH, EDUCATION
CONSERVATION AND COMMUNITY
DEVELOPMENT IN STATE OF MAINE

STATEMENT 16

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.