

Form **990**
Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
Do not enter social security numbers on this form as it may be made public
Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2017
Open to Public Inspection

A For the 2017 calendar year, or tax year beginning 07-01-2017, and ending 06-30-2018

- B** Check if applicable
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization
SEVEN HILLS FOUNDATION INC & AFFILIATES

Doing business as

Number and street (or P O box if mail is not delivered to street address) Room/suite
81 HOPE AVENUE

City or town, state or province, country, and ZIP or foreign postal code
WORCESTER, MA 01603

D Employer identification number
91-1969322

E Telephone number
(508) 755-2340

G Gross receipts \$ 230,294,878

F Name and address of principal officer
MICHAEL MATTHEWS
81 HOPE AVENUE
WORCESTER, MA 01603

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
If "No," attach a list (see instructions)
H(c) Group exemption number ▶ 3444

I Tax-exempt status 501(c)(3) 501(c) () ◀ (insert no) 4947(a)(1) or 527

J Website: ▶ WWW.SEVENHILLS.ORG

K Form of organization Corporation Trust Association Other ▶

L Year of formation 1953

M State of legal domicile MA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
THE MISSION OF THE SEVEN HILLS FOUNDATION IS TO PROMOTE AND ENCOURAGE THE EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES SO THAT EACH MAY PURSUE THEIR HIGHEST POSSIBLE DEGREE OF PERSONAL WELL-BEING AND INDEPENDENCE

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	17
4 Number of independent voting members of the governing body (Part VI, line 1b)	16
5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	4,606
6 Total number of volunteers (estimate if necessary)	500
7a Total unrelated business revenue from Part VIII, column (C), line 12	-1,347
7b Net unrelated business taxable income from Form 990-T, line 34	-1,347

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	1,931,536	8,417,789
9 Program service revenue (Part VIII, line 2g)	196,108,022	204,677,417
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,207,976	2,640,040
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,299,485	2,090,451
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	201,547,019	217,825,697
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	156,910	150,611
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	118,977,017	125,970,807
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 119,994		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	80,153,346	81,720,791
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	199,287,273	207,842,209
19 Revenue less expenses Subtract line 18 from line 12	2,259,746	9,983,488

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	195,966,198	213,291,234
21 Total liabilities (Part X, line 26)	125,244,703	131,430,205
22 Net assets or fund balances Subtract line 21 from line 20	70,721,495	81,861,029

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here
Signature of officer: _____ Date: 2019-05-10
MICHAEL MATTHEWS EXECUTIVE VP/COO
Type or print name and title

Paid Preparer Use Only
Print/Type preparer's name: BARBARA E KING
Preparer's signature: BARBARA E KING
Date: 2019-05-10
Check if self-employed PTIN: P00005629
Firm's name: BOLLUS LYNCH LLP Firm's EIN: 04-3037870
Firm's address: 89 SHREWSBURY STREET Phone no: (508) 755-7107
WORCESTER, MA 01604

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission

THE MISSION OF THE SEVEN HILLS FOUNDATION IS TO PROMOTE AND ENCOURAGE THE EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES SO THAT EACH MAY PURSUE THEIR HIGHEST POSSIBLE DEGREE OF PERSONAL WELL-BEING AND INDEPENDENCE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 69,715,335 including grants of \$) (Revenue \$ 77,952,043)

See Additional Data

4b (Code) (Expenses \$ 31,769,591 including grants of \$) (Revenue \$ 31,692,054)

See Additional Data

4c (Code) (Expenses \$ 24,039,976 including grants of \$) (Revenue \$ 23,886,470)

See Additional Data

(Code) (Expenses \$ 67,514,742 including grants of \$ 150,611) (Revenue \$ 73,400,390)

OTHER PROGRAM SERVICES INCLUDE FAMILY SUPPORT, VOCATIONAL TRAINING, COMMUNITY ORIENTATION, DAY HAB, SPECIALIZED HOME CARE, PEDIATRIC NURSING HOME SERVICES, SCHOOL SERVICES, AND BEHAVIORAL HEALTH SERVICES

4d Other program services (Describe in Schedule O)
(Expenses \$ 67,514,742 including grants of \$ 150,611) (Revenue \$ 73,400,390)

4e Total program service expenses ▶ 193,039,644

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Question text, and Yes/No response columns. Rows include questions 1 through 19 regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	Yes	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		No
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		No
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		No
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		No
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		No
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	Yes	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	Yes	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	Yes	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		No
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		No
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question ID, question text, and Yes/No response boxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (17), 1b (16), 2 (Yes), 3 (No), 4 (No), 5 (No), 6 (No), 7a (Yes), 7b (Yes), 8a (Yes), 8b (Yes), 9 (No).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a (Yes), 10b (Yes), 11a (Yes), 12a (Yes), 12b (Yes), 12c (Yes), 13 (Yes), 14 (Yes), 15a (Yes), 15b (No), 16a (Yes), 16b (Yes).

Section C. Disclosure

Table with 3 columns: Question, Yes, No. Rows include: 17 (MA, RI, NJ), 18 (Own website, Another's website, Upon request, Other), 19, 20 (JOSEPH TOSCHES EXECUTIVE VPCOO 81 HOPE AVENUE WORCESTER, MA 01603 (508) 983-2901).

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a** Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
 - List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
 - List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations
- List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										

1b Sub-Total			
1c Total from continuation sheets to Part VII, Section A			
1d Total (add lines 1b and 1c)		2,530,363	0 866,284

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 23

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
RP MASIELLO PO BOX 742 BOYLSTON, MA 01505	BUILDING CONTRACTOR	1,539,316
INISHOWEN CONTRACTING LLC 6 HICKORY DRIVE RUTLAND, MA 01543	BUILDING CONTRACTOR	986,907
MARTINS MAINTENANCE INC PO BOX 14607 EAST PROVIDENCE, RI 02914	MAINTENANCE CONTRACTOR	932,873
R&H ROOFING LLP 59 SOUTH STREET EAST HAMPTON, MA 01027	BUILDING CONTRACTOR	679,058
APEX COMMUNICATIONS PO BOX 304 BELMONT, MA 02478	COMMUNICATIONS	554,011

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 27

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	74,136			
	d Related organizations	1d				
	e Government grants (contributions)	1e	17,500			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	8,326,153			
	g Noncash contributions included in lines 1a-1f \$ <u>6,591,651</u>					
	h Total. Add lines 1a-1f		8,417,789			
Program Service Revenue		Business Code				
	2a FEES/CONTRACT GOV AGENCIES	623990	164,923,222	164,923,222		
	b MEDICARE/MEDICAID	623990	28,790,280	28,790,280		
	c RENT, VENDING, SERVICE FEES	623990	5,802,636	5,802,636		
	d PRIVATE CONTRACT FEES	623990	4,228,953	4,228,953		
	e					
	f All other program service revenue		932,326	932,326		
g Total. Add lines 2a-2f		204,677,417				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,207,317		1,207,317	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6a Gross rents	(i) Real				
		(ii) Personal				
			194,940			
		b Less rental expenses		34,623		
	c Rental income or (loss)		160,317			
	d Net rental income or (loss)		160,317	161,664	-1,347	
	7a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
			11,636,282	812,218		
		b Less cost or other basis and sales expenses		10,306,587	709,190	
	c Gain or (loss)		1,329,695	103,028		
	d Net gain or (loss)		1,432,723	103,028	1,329,695	
8a Gross income from fundraising events (not including \$ <u>74,136</u> of contributions reported on line 1c) See Part IV, line 18	a					
	b Less direct expenses	a	34,543			
	b		59,981			
c Net income or (loss) from fundraising events		-25,438		-25,438		
9a Gross income from gaming activities See Part IV, line 19	a					
	b Less direct expenses	a	1,627,733			
	b		1,358,800			
c Net income or (loss) from gaming activities		268,933	268,933			
10a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue	Business Code					
11a OTHER REVENUE	623990	1,686,639	1,686,639			
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		1,686,639				
12 Total revenue. See Instructions		217,825,697	206,897,681	-1,347	2,511,574	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	4,000	4,000		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.	146,611	146,611		
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	2,530,363	2,530,363		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7 Other salaries and wages.	100,214,579	94,624,763	5,589,816	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).				
9 Other employee benefits.	15,010,888	13,239,326	1,771,562	
10 Payroll taxes.	8,214,977	7,807,029	407,948	
11 Fees for services (non-employees)				
a Management.				
b Legal.	219,531	70,023	149,508	
c Accounting.	136,763	22,515	114,248	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.	70,521		70,521	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).				
12 Advertising and promotion.	278,138	14,752	263,386	
13 Office expenses.	6,184,888	5,831,425	353,463	
14 Information technology.				
15 Royalties.				
16 Occupancy.	9,337,195	8,500,136	837,059	
17 Travel.	4,386,682	4,078,589	308,093	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	733,857	98,924	634,933	
20 Interest.	4,143,544	3,571,753	571,791	
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	5,020,371	4,273,999	746,372	
23 Insurance.	1,165,182	986,320	178,862	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a CHILD CARE VOUCHER PAYM	30,155,182	30,155,182		
b SPECIALIZED HOME CARE	10,867,821	10,867,821		
c MISCELLANEOUS	6,196,655	4,016,114	2,180,541	
d CLINICAL CONSULTANTS	2,739,090	2,234,622	504,468	
e All other expenses	85,371	-34,623		119,994
25 Total functional expenses. Add lines 1 through 24e.	207,842,209	193,039,644	14,682,571	119,994
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part IX

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	9,300,358	1	16,008,653
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	20,000	3	15,000
	4 Accounts receivable, net	24,410,080	4	26,171,716
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	669,921	9	596,646
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	173,907,264		
	b Less accumulated depreciation	50,699,742		
		120,783,511	10c	123,207,522
	11 Investments—publicly traded securities	31,087,616	11	39,635,470
	12 Investments—other securities See Part IV, line 11	1,877,491	12	2,079,451
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets See Part IV, line 11	7,817,221	15	5,576,776	
16 Total assets. Add lines 1 through 15 (must equal line 34)	195,966,198	16	213,291,234	
Liabilities	17 Accounts payable and accrued expenses	15,292,980	17	17,338,314
	18 Grants payable		18	
	19 Deferred revenue	103,533	19	102,516
	20 Tax-exempt bond liabilities	83,118,895	20	99,677,080
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	20,240,946	23	6,990,299
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	6,488,349	25	7,321,996
	26 Total liabilities. Add lines 17 through 25	125,244,703	26	131,430,205
Net Assets or Fund Balances	27 Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. Unrestricted net assets	66,615,970	27	73,087,965
	28 Temporarily restricted net assets	3,533,549	28	4,708,971
	29 Permanently restricted net assets	571,976	29	4,064,093
	30 Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	70,721,495	33	81,861,029
	34 Total liabilities and net assets/fund balances	195,966,198	34	213,291,234

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	217,825,697
2	Total expenses (must equal Part IX, column (A), line 25)	2	207,842,209
3	Revenue less expenses Subtract line 2 from line 1	3	9,983,488
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	70,721,495
5	Net unrealized gains (losses) on investments	5	683,820
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	472,226
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	81,861,029

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a		No
b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes	
c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	Yes	
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	Yes	

Additional Data

Software ID:

Software Version:

EIN: 91-1969322

Name: SEVEN HILLS FOUNDATION INC & AFFILIATES

Form 990 (2017)

Form 990, Part III, Line 4a:

SEVEN HILLS COMMUNITY SERVICES TO PREPARE AND INSTRUCT INDIVIDUALS WITH DISABILITIES TO LIVE IN A VARIETY OF RESIDENTIAL ARRANGEMENTS SHCS ALSO INCLUDES MEDICALLY AND BEHAVIORALLY INTENSIVE RESIDENTIAL OPTIONS AND INDIVIDUAL SUPPORTS

Form 990, Part III, Line 4b:

CHILDRENS AID AND FAMILY SERVICES TO PROVIDE DAY CARE, INFORMATION & REFERRAL, AND COUNSELING SERVICES TO CHILDREN AND THEIR FAMILIES

Form 990, Part III, Line 4c:

SEVEN HILLS RHODE ISLAND TO PROVIDE ADULT SERVICES, RESIDENTAL SERVICES, INDEPENDENT LIVING, AND CHILD AND FAMILY SERVICE PROGRAMS TO
INDIVIDUALS WITH DEVELOPMENTAL DISABILITIES

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
TAMMY MURRAY DIRECTOR	2 00	X						0	0	0
ARLENE LIAN TRUSTEE	2 00	X						0	0	0
CHRISTOPHER MURPHY TRUSTEE	2 00	X						0	0	0
ELLEN AMADIO-AUBUCHON TRUSTEE	2 00	X						0	0	0
STEPHEN BLACK TRUSTEE	2 00	X						0	0	0
DIANE BRAZELTON TRUSTEE	2 00	X						0	0	0
JAMES BUSS TRUSTEE	2 00	X						0	0	0
MICHELLE MURPHY TRUSTEE	2 00	X						0	0	0
MAUREEN R GRAY TRUSTEE	2 00	X						0	0	0
DAVID GREENWOOD TRUSTEE	2 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DEBRA HOKKANEN TRUSTEE	2 00	X						0	0	0
ELLEN HONEYMAN TRUSTEE	2 00	X						0	0	0
PAUL G KALMANSSON ESQ TRUSTEE	2 00	X						0	0	0
MARION MAHAR TRUSTEE	2 00	X						0	0	0
DAVID MASIELLO TRUSTEE	2 00	X						0	0	0
RUTHANN MELANCON TRUSTEE	2 00	X						0	0	0
JONI MILLUZZO TRUSTEE	2 00	X						0	0	0
HONORABLE RICHARD T MOORE TRUSTEE	2 00	X						0	0	0
KAREN MUGGERIDGE TRUSTEE	2 00	X						0	0	0
STEVE NELSON TRUSTEE	2 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOSEPH NUNES TRUSTEE	2 00	X						0	0	0
DR BENJAMIN NWOSU TRUSTEE	2 00	X						0	0	0
LT GOV KARYN POLITO TRUSTEE	2 00	X						0	0	0
PAULA ROSENBLUM TRUSTEE	2 00	X						0	0	0
DEBORAH PENTA TRUSTEE	2 00	X						0	0	0
PATRICIA RUGG TRUSTEE	2 00	X						0	0	0
DR PETER RUGG TRUSTEE	2 00	X						0	0	0
DOUGLAS RUSSELL JR TRUSTEE	2 00	X						0	0	0
R JOSEPH SALOIS TRUSTEE	2 00	X						0	0	0
DR JENNIFER SCHOTT TRUSTEE	2 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
KAREN SHORTSLEEVE TRUSTEE	2 00	X						0	0	0
DAVID E SIMON DIRECTOR	2 00	X						0	0	0
PETER STANTON DIRECTOR	2 00	X						0	0	0
BERNIE STEPHENS TRUSTEE	2 00	X						0	0	0
JO-ANN WHELAN TRUSTEE	2 00	X						0	0	0
OWEN L WILLIAMS TRUSTEE	2 00	X						0	0	0
MORGAN DYKSTAR TRUSTEE	2 00	X						0	0	0
ARLENE BETTERIDGE TRUSTEE	2 00	X						0	0	0
JOHNATHAN CAREY TRUSTEE	2 00	X						0	0	0
CHRIS CIOCILO TRUSTEE	2 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
THOMAS CULLINANE TRUSTEE	2 00	X						0	0	0
DOROTHY DUDLEY TRUSTEE	2 00	X						0	0	0
KATE ROY SULLIVAN PHD TRUSTEE	2 00	X						0	0	0
REPRESENTATIVE HANNAH KANE TRUSTEE	2 00	X						0	0	0
DR CAMILLE ROBERTS TRUSTEE	2 00	X						0	0	0
JOHN LAJOIE TRUSTEE	2 00	X						0	0	0
MINDY MCKENZIE-HEBERT TRUSTEE	2 00	X						0	0	0
BRIAN NEWTON TRUSTEE	2 00	X						0	0	0
MARK O'CONNELL TRUSTEE	2 00	X						0	0	0
DALE DUCASSE TRUSTEE	2 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
WAYNE GRIFFIN TRUSTEE	2 00	X						0	0	0
ALLEN KRAUSE TRUSTEE	2 00	X						0	0	0
HONORABLE MATTHEW BEATON TRUSTEE	2 00	X						0	0	0
JOHN N ALTOMARE ESQ CHAIR	2 00	X		X				0	0	0
JEANNE ANTONUCCI TRUSTEE	2 00	X						0	0	0
CHARLES AUSTIN DIRECTOR	2 00	X						0	0	0
MAUREEN F BINIENDA DIRECTOR	2 00	X						0	0	0
CHARLES P CONROY VICE CHAIR	2 00	X		X				0	0	0
MELVIN P GORDON SECRETARY/CLERK	2 00	X		X				0	0	0
ROBERT L MAHAR TREASURER	2 00	X		X				0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DEBORAH J NEEDLEMAN MEMBER AT LARGE	2 00	X						0	0	0
DAVID PAYDARFAR MD DIRECTOR	2 00	X						0	0	0
FRANCIS POLITO DIRECTOR	2 00	X						0	0	0
JOHN M PROSSER DIRECTOR	2 00	X						0	0	0
MARIANNE E ROGERS DIRECTOR	2 00	X						0	0	0
CLAIRE M SWAN MEMBER AT LARGE	2 00	X						0	0	0
PETER ALDEN TRUSTEE	2 00	X						0	0	0
W ROBERT BENTLEY TRUSTEE	2 00	X						0	0	0
PAUL H GALLAGHER TRUSTEE	2 00	X						0	0	0
SCOTT A GIBBS TRUSTEE	2 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
MEGAN MCDONOUGH TRUSTEE	2 00	X						0	0	0
MARJORIE COHEN TRUSTEE	2 00	X						0	0	0
WILLIAM G O'BRIEN III TRUSTEE	2 00	X						0	0	0
ROBERT E PAULSEN JR TRUSTEE	2 00	X						0	0	0
MATTHEW J PELOQUIN ESQ TRUSTEE	2 00	X						0	0	0
TODD S SOLAR TRUSTEE	2 00	X						0	0	0
STEPHEN F WALSH TRUSTEE	2 00	X						0	0	0
KENNETH S ANSIN TRUSTEE	2 00	X						0	0	0
ROBERT ORIOL DIRECTOR	2 00	X						0	0	0
DOROTHY HARGROVE TRUSTEE	2 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DAVID J STRACHMAN ESQ TRUSTEE	2 00	X						0	0	0
BETH CASAVANT TRUSTEE	2 00	X						0	0	0
THE HONORABLE JENNIFER FLANAGAN TRUSTEE	2 00	X						0	0	0
THOMAS MCNAMARA TRUSTEE	2 00	X						0	0	0
DARLENE MOORE TRUSTEE	2 00	X						0	0	0
MICHAEL NOCKUNAS TRUSTEE	2 00	X						0	0	0
RAYMOND QUINLAN TRUSTEE	2 00	X						0	0	0
ELIZABETH DABEK RHODES TRUSTEE	2 00	X						0	0	0
DAVID WOODBURY TRUSTEE	2 00	X						0	0	0
DR DAVID JORDAN DHA PRESIDENT	40 00			X				354,314	0	324,386

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DR JOSEPH TOSCHES DBA EXECUTIVE VP/COO	40 00			X				383,741	0	162,067
DR KATHLEEN JORDAN DHA EXECUTIVE VP/CEO	40 00			X				216,566	0	138,512
MICHAEL MATTHEWS SENIOR VP/CFO	40 00			X				158,172	0	65,616
RICHARD NECKES SENIOR VP/CPO	40 00			X				200,944	0	36,152
DON MARTEL VP HOME BASED COUNSELING	40 00				X			162,432	0	0
MARILYN LOPEZ HADDAD VP OF HR	40 00				X			212,474	0	3,625
CLIFF CABRAL VP SHRI	40 00					X		147,303	0	15,444
KATHLEEN MYSHRALL VP ADVANCEMENT	40 00					X		139,660	0	19,011
JONATHAN A WORCESTER VP OF NEUROCARE	40 00					X		141,089	0	30,506
JOSEPH N RICCIARDI CHEIF CLINICAL OFFICER	40 00					X		146,814	0	27,741

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)							(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Insttutional Trustee	Officer	Key employee	Highest compensated employee	Former				
HOLLY JAREK VP GROTON AND CAFS	40 00					X		133,815	0	24,099	
WILLIAM STOCK VP GOVT & COMMUNITY RELATIONS	40 00					X		133,039	0	19,125	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization

SEVEN HILLS FOUNDATION INC & AFFILIATES

Employer identification number

91-1969322

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ))
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university _____
- 10 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 11 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
 - f Enter the number of supported organizations _____

g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv), 170(b)(1)(A)(vi), and 170(b)(1)(A)(ix)

(Complete only if you checked the box on line 5, 7, 8, or 9 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

	Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant")						
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3	The value of services or facilities furnished by a governmental unit to the organization without charge						
4	Total. Add lines 1 through 3						
5	The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6	Public support. Subtract line 5 from line 4						

Section B. Total Support

	Calendar year (or fiscal year beginning in) ►	(a)2013	(b)2014	(c)2015	(d)2016	(e)2017	(f)Total
7	Amounts from line 4						
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
11	Total support. Add lines 7 through 10						
12	Gross receipts from related activities, etc (see instructions)					12	

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

14	Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	
15	Public support percentage for 2016 Schedule A, Part II, line 14	15	

- 16a 33 1/3% support test—2017.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ►
- b 33 1/3% support test—2016.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ►
- 17a 10%-facts-and-circumstances test—2017.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ►
- b 10%-facts-and-circumstances test—2016.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ►
- 18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	2,147,034	2,373,598	1,442,441	1,952,676	8,504,160	16,419,909
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	169,037,643	183,973,855	191,551,163	198,187,755	206,662,024	949,412,440
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge	29,292	29,292	29,292	29,292	29,292	146,460
6 Total. Add lines 1 through 5	171,213,969	186,376,745	193,022,896	200,169,723	215,195,476	965,978,809
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						0
8 Public support. (Subtract line 7c from line 6.)						965,978,809

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6	171,213,969	186,376,745	193,022,896	200,169,723	215,195,476	965,978,809
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	679,676	761,966	718,010	847,911	1,207,317	4,214,880
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	679,676	761,966	718,010	847,911	1,207,317	4,214,880
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	270,736	314,266	387,907	320,471	268,933	1,562,313
13 Total support. (Add lines 9, 10c, 11, and 12.)	172,164,381	187,452,977	194,128,813	201,338,105	216,671,726	971,756,002
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f))	15	99.410 %
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	99.430 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	0.430 %
18 Investment income percentage from 2016 Schedule A, Part III, line 17	18	0.400 %
19a 33 1/3% support tests—2017. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33 1/3% support tests—2016. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ <input type="checkbox"/>		

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

		Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
	1		
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
	2		
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
	3a		
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
	4a		
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		
	5a		
b	Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
	5b		
c	Substitutions only. Was the substitution the result of an event beyond the organization's control?		
	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
	6		
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
	7		
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
	8		
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
	9a		
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
	9b		
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
	9c		
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer line 10b below.		
	10a		
b	Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		
	10b		

Part IV Supporting Organizations (continued)

		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?		
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b	A family member of a person described in (a) above?		
c	A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI</i>		

Section B. Type I Supporting Organizations

		Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.</i>		

Section C. Type II Supporting Organizations

		Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

Section D. All Type III Supporting Organizations

		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization (s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

Section E. Type III Functionally-Integrated Supporting Organizations

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)		
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2	Activities Test Answer (a) and (b) below.		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3	Parent of Supported Organizations Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1** Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI)		
2	Acquisition indebtedness applicable to non-exempt use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	

- 7** Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year	
1	Amounts paid to supported organizations to accomplish exempt purposes		
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity		
3	Administrative expenses paid to accomplish exempt purposes of supported organizations		
4	Amounts paid to acquire exempt-use assets		
5	Qualified set-aside amounts (prior IRS approval required)		
6	Other distributions (describe in Part VI) See instructions		
7	Total annual distributions. Add lines 1 through 6		
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions		
9	Distributable amount for 2017 from Section C, line 6		
10	Line 8 amount divided by Line 9 amount		
Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2017
1	Distributable amount for 2017 from Section C, line 6		
2	Underdistributions, if any, for years prior to 2017 (reasonable cause required-- explain in Part VI) See instructions		
3	Excess distributions carryover, if any, to 2017		
a			
b	From 2013.		
c	From 2014.		
d	From 2015.		
e	From 2016.		
f	Total of lines 3a through e		
g	Applied to underdistributions of prior years		
h	Applied to 2017 distributable amount		
i	Carryover from 2012 not applied (see instructions)		
j	Remainder Subtract lines 3g, 3h, and 3i from 3f		
4	Distributions for 2017 from Section D, line 7		
	\$		
a	Applied to underdistributions of prior years		
b	Applied to 2017 distributable amount		
c	Remainder Subtract lines 4a and 4b from 4		
5	Remaining underdistributions for years prior to 2017, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions		
6	Remaining underdistributions for 2017 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions		
7	Excess distributions carryover to 2018. Add lines 3j and 4c		
8	Breakdown of line 7		
a	Excess from 2013.		
b	Excess from 2014.		
c	Excess from 2015.		
d	Excess from 2016.		
e	Excess from 2017.		

Additional Data

Software ID:

Software Version:

EIN: 91-1969322

Name: SEVEN HILLS FOUNDATION INC & AFFILIATES

Part VI Supplemental Information. Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12, Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1, Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b, Part V, line 1, Part V, Section B, line 1e, Part V Section D, lines 5, 6, and 8, and Part V, Section E, lines 2, 5, and 6 Also complete this part for any additional information (See instructions)

Facts And Circumstances Test

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements
► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.
Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2017
Open to Public Inspection

Name of the organization
SEVEN HILLS FOUNDATION INC & AFFILIATES

Employer identification number
91-1969322

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.
Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e g , recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year	
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenue included on Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenue included on Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a** Public exhibition
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange programs
 - e** Other
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5** During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIII and complete the following table
- | | Amount |
|--|--------|
| c Beginning balance | |
| d Additions during the year | |
| e Distributions during the year | |
| f Ending balance | |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b** If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	26,232,553	19,878,664	20,176,216	20,172,549	18,642,589
b Contributions	5,860,170				
c Net investment earnings, gains, and losses	2,360,419	6,613,942	331,432	305,502	1,529,960
d Grants or scholarships					
e Other expenditures for facilities and programs	271,919	260,053	628,984	301,835	
f Administrative expenses					
g End of year balance	34,181,223	26,232,553	19,878,664	20,176,216	20,172,549

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a** Board designated or quasi-endowment ▶ 74 480 %
 - b** Permanent endowment ▶ 11 890 %
 - c** Temporarily restricted endowment ▶ 13 630 %
- The percentages on lines 2a, 2b, and 2c should equal 100%
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- | | Yes | No |
|--|---------------|----|
| (i) unrelated organizations | 3a(i) | No |
| (ii) related organizations | 3a(ii) | No |
| b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4** Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		16,791,257		16,791,257
b Buildings		136,661,016	38,062,250	98,598,766
c Leasehold improvements				
d Equipment		15,845,273	12,637,492	3,207,781
e Other		4,609,718		4,609,718
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				123,207,522

Part VII Investments—Other Securities. Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12.)		

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13.)		

Part IX Other Assets. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.)	

Part X Other Liabilities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
DEFERRED COMPENSATION LIABILITY	7,321,996
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.)	7,321,996

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	220,354,805
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	683,820
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	1,915,809
e	Add lines 2a through 2d	2e	2,599,629
3	Subtract line 2e from line 1	3	217,755,176
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	70,521
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	70,521
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	217,825,697

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	209,215,271
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	1,443,583
e	Add lines 2a through 2d	2e	1,443,583
3	Subtract line 2e from line 1	3	207,771,688
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	70,521
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	70,521
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	207,842,209

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Supplemental Information

Return Reference	Explanation
PART V, LINE 4	<p>THE FOUNDATION'S ENDOWMENT CONSISTS OF FUNDS DESIGNATED BY THE BOARD OF DIRECTORS TO FUNCTION AS ENDOWMENTS AS REQUIRED BY GENERALLY ACCEPTED ACCOUNTING PRINCIPLES, NET ASSETS ASSOCIATED WITH ENDOWMENT FUNDS, INCLUDING FUNDS DESIGNATED BY THE BOARD TO FUNCTION AS ENDOWMENTS, ARE CLASSIFIED AND REPORTED BASED ON THE EXISTENCE OR ABSENCE OF DONOR-IMPOSED OR LEGAL RESTRICTIONS. THE BOARD OF DIRECTORS HAS INTERPRETED STATE LAW AS ALLOWING THE UTILIZATION OF APPRECIATION ON PERMANENTLY RESTRICTED ASSETS UNLESS EXPLICIT DONOR STIPULATIONS SPECIFY HOW NET APPRECIATION MUST BE USED. AS A RESULT OF THIS INTERPRETATION, THE FOUNDATION CLASSIFIES AS PERMANENTLY RESTRICTED NET ASSETS (A) THE ORIGINAL VALUE OF GIFTS DONATED TO THE PERMANENT ENDOWMENT, (B) THE ORIGINAL VALUE OF SUBSEQUENT GIFTS TO THE PERMANENT ENDOWMENT, AND (C) ACCUMULATIONS TO THE PERMANENT ENDOWMENT MADE IN ACCORDANCE WITH THE DIRECTION OF THE APPLICABLE DONOR GIFT INSTRUMENT AT THE TIME THE ACCUMULATION IS ADDED TO THE FUND. THE REMAINING PORTION OF THE DONOR-RESTRICTED ENDOWMENT FUND THAT IS NOT CLASSIFIED IN PERMANENTLY RESTRICTED NET ASSETS IS CLASSIFIED AS TEMPORARILY RESTRICTED NET ASSETS UNTIL THOSE AMOUNTS ARE APPROPRIATED FOR EXPENDITURE BY THE FOUNDATION IN A MANNER CONSISTENT WITH THE STANDARD OF PRUDENCE PRESCRIBED BY STATE LAW. THE FOUNDATION HAS ADOPTED INVESTMENT AND SPENDING POLICIES FOR ITS BOARD-DESIGNATED ENDOWMENT ASSETS THAT ATTEMPT TO PROVIDE A PREDICTABLE STREAM OF FUNDING FOR ITS PROGRAMS WHILE SEEKING TO MAINTAIN THE PURCHASING POWER OF THE ENDOWMENT ASSETS. UNDER THIS POLICY, AS APPROVED BY THE BOARD, THE FOUNDATION'S INVESTMENT COMMITTEE SHALL SEEK TO INVEST THE ENDOWMENT FUNDS IN SUCH A MANNER THAT THE INVESTMENTS WILL PROVIDE A SPENDABLE RETURN CONSISTENT WITH A LONG-TERM GOAL OF PRESERVING THE FUNDS IN REAL TERMS. ACTUAL RETURNS IN ANY GIVEN YEAR MAY VARY FROM THIS AMOUNT. THE STETSON HOME, INC AFFILIATE HAS A RETURNING POLICY OF APPROPRIATING FOR DISTRIBUTION EACH YEAR 7% OF ITS BEGINNING OF THE YEAR RESTRICTED BALANCES. AMOUNTS APPROPRIATED FOR EXPENDITURE WERE \$271,919 AND \$260,053 IN 2018 AND 2017, RESPECTIVELY. THE CHILDREN'S FRIEND, INC AFFILIATE HAS A SPENDING POLICY OF APPROPRIATING FOR DISTRIBUTION EACH YEAR 5% OF THE ENDOWMENT FUND'S TWELVE QUARTER MOVING AVERAGE OF MARKET VALUE, CALCULATED QUARTERLY. THERE WERE NO WITHDRAWALS FOR APPROPRIATION IN 2018 TO SATISFY ITS LONG-TERM RATE-OF-RETURN OBJECTIVES, THE FOUNDATION RELIES ON A TOTAL RETURN STRATEGY IN WHICH INVESTMENT RETURNS ARE ACHIEVED THROUGH BOTH CAPITAL APPRECIATION (REALIZED AND UNREALIZED) AND CURRENT YIELD (INTEREST AND DIVIDENDS). THE FOUNDATION HAS INVESTED IN DEBT AND EQUITY SECURITIES THAT TARGET A DIVERSIFIED ASSET ALLOCATION THAT PLACES A GREATER EMPHASIS ON EQUITY-BASED INVESTMENTS TO ACHIEVE ITS LONG-TERM RETURN OBJECTIVES WITHIN PRUDENT RISK CONSTRAINTS. FROM TIME TO TIME, THE FAIR VALUE OF ASSETS ASSOCIATED WITH INDIVIDUAL DONOR-RESTRICTED ENDOWMENT FUNDS MAY FALL BELOW THE LE</p>

Supplemental Information

Return Reference	Explanation
PART V, LINE 4	VEL THAN THE DONOR IMPOSED RESTRICTIONS REQUIRE THE FOUNDATION TO RETAIN AS A FUND OF PERP ETUAL DURATION IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES, DEFICIENCIES OF THIS NATURE ARE REPORTED IN UNRESTRICTED NET ASSETS THERE WERE NO SUCH DEFICINCIES AS OF JUNE 30, 2018

Supplemental Information

Return Reference	Explanation
PART X, LINE 2	THE FOUNDATION QUALIFIES AS A TAX-EXEMPT, NONPROFIT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE ACCORDINGLY, NO PROVISION FOR FEDERAL INCOME TAX IS REQUIRED MANAGEMENT ANNUALLY REVIEWS FOR UNCERTAIN TAX POSITIONS ALONG WITH ANY RELATED INTEREST AND PENALTIES AND BELIEVES THAT THE FOUNDATION HAS NO UNCERTAIN TAX POSITIONS THAT WOULD HAVE A MATERIAL ADVERSE EFFECT, INDIVIDUALLY OR IN THE AGGREGATE UPON THE FOUNDATION'S STATEMENTS OF FINANCIAL POSITION, OR THE RELATED STATEMENTS OF ACTIVITIES, OR CASH FLOW

Supplemental Information

Return Reference	Explanation
PART XI, LINE 2D - OTHER ADJUSTMENTS	GAMING EXPENSES 1,358,800 UNREALIZED GAIN ON HEDGING INSTRUMENT 472,226 SPECIAL EVENT EXPENSE 50,160 GROUP 7 EXPENSES 34,623

Supplemental Information

Return Reference	Explanation
PART XII, LINE 2D - OTHER ADJUSTMENTS	GAMING EXPENSES 1,358,800 SPECIAL EVENT EXPENSE 50,160 GROUP 7 EXPENSES 34,623

SCHEDULE E
(Form 990 or 990-EZ)

Schools

OMB No 1545-0047

2017

Open to Public Inspection

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 13, or Form 990-EZ, Part VI, line 48.**

▶ **Attach to Form 990 or Form 990-EZ.**

▶ **Information about Schedule E (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Department of the Treasury

Name of the organization

SEVEN HILLS FOUNDATION INC & AFFILIATES

Employer identification number

91-1969322

Part I

	YES	NO
1 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	Yes	
2 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	Yes	
3 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe. If "No," please explain. If you need more space use Part II.	Yes	
4 Does the organization maintain the following?		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	Yes	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	Yes	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	Yes	
d Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain. If you need more space, use Part II.	Yes	
5 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?		No
b Admissions policies?		No
c Employment of faculty or administrative staff?		No
d Scholarships or other financial assistance?		No
e Educational policies?		No
f Use of facilities?		No
g Athletic programs?		No
h Other extracurricular activities? If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.		No
6a Does the organization receive any financial aid or assistance from a governmental agency?	Yes	
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either line 6a or line 6b, explain on Part II.		No
7 Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," explain on Part II.	Yes	

Part II Supplemental Information. Provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also provide any other additional information (see instructions).

Return Reference	Explanation
SCHEDULE E, PART I, LINE 3	AS REQUIRED BY THE COMMONWEALTH OF MASSACHUSETTS
PART 1, LINE 6	VARIOUS GRANTS AND EXPENSE REIMBURSEMENTS ARE RECEIVED FROM VARIOUS FEDERAL, STATE AND LOCAL GOVERNMENTAL AGENCIES UNDER VARIOUS PROGRAMS

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990.
▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2017
Open to Public Inspection

Name of the organization
SEVEN HILLS FOUNDATION INC & AFFILIATES

Employer identification number
91-1969322

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) See Add'l Data					
(2)					
(3)					
(4)					
(5)					
3a Sub-total	0	0			146,611
b Total from continuation sheets to Part I					0
c Totals (add lines 3a and 3b)	0	0			146,611

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)	See Add'l Data								
(2)									
(3)									
(4)									
(5)								Schedule F (Form 990) 2017	
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ _____

3 Enter total number of other organizations or entities ▶ _____

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A, do not file with Form 990)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons with Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713, do not file with Form 990)* Yes No

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Return Reference	Explanation
PART I, LINE 2	THERE IS A COMPREHENSIVE MONITORING AND EVALUATION SYSTEM FOR OUTCOME BASED DEVELOPMENT MONITORING AS WELL AS PROGRESS REPORTS AND ANNUAL BUDGET REVIEWS

Additional Data

Software ID:

Software Version:

EIN: 91-1969322

Name: SEVEN HILLS FOUNDATION INC & AFFILIATES

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
SUB-SAHARAN AFRICA			GRANTS	CLINICAL SERVICES	118,131
SOUTH ASIA			GRANTS	CLINICAL SERVICES	8,280

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
CENTL AMERICA			GRANTS	CLINICAL SERVICES	20,200

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		BO,SIERRA LEONE	CLINICAL	8,331	WIRE TRANSFER			BOOK
		ACCRA, GHANA	CLINICAL	16,300	WIRE TRANSFER			BOOK

Form 990 Schedule F Part II - Grants or Entities Outside The United States

(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		LOMA LINDA, GUATEMALA	CLINICAL	20,200	WIRE TRANSFER			BOOK
		KHULA, BANGLADESH	CLINICAL	5,500	WIRE TRANSFER			BOOK

Form 990 Schedule F Part II - Grants or Entities Outside The United States								
(a) Name of organization	(b) IRS code section and EIN(if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		BO,SIERRA LEONE	CLINICAL	89,000	WIRE TRANSFER			BOOK

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2017

Open to Public Inspection

Complete if the organization answered "Yes" on Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a

Attach to Form 990 or Form 990-EZ.

Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service

Name of the organization SEVEN HILLS FOUNDATION INC & AFFILIATES

Employer identification number 91-1969322

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply. a Mail solicitations, b Internet and email solicitations, c Phone solicitations, d In-person solicitations, e Solicitation of non-government grants, f Solicitation of government grants, g Special fundraising events. 2a Did the organization have a written or oral agreement with any individual... 2b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization. Includes rows 1-10 and a Total row.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

Revenue		(a) Event #1	(b) Event #2	(c) Other events	(d)
		NEW BEGINNINGS GOLF TOURNAMENT (event type)	BIG DIPPER (event type)	(total number)	Total events (add col (a) through col (c))
1	Gross receipts	50,962	57,717		108,679
2	Less Contributions	33,865	40,271		74,136
3	Gross income (line 1 minus line 2)	17,097	17,446		34,543
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	9,821			9,821
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	16,457	33,703		50,160
10	Direct expense summary Add lines 4 through 9 in column (d) ▶				59,981
11	Net income summary Subtract line 10 from line 3, column (d) ▶				-25,438

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

Revenue		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
		1	Gross revenue	1,550,213	77,520
Direct Expenses	2 Cash prizes	1,070,084			1,070,084
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses	267,404	21,312		288,716
6	Volunteer labor	<input checked="" type="checkbox"/> Yes 100.000 % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 100.000 % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7	Direct expense summary Add lines 2 through 5 in column (d) ▶				1,358,800
8	Net gaming income summary Subtract line 7 from line 1, column (d) ▶				268,933

9 Enter the state(s) in which the organization conducts gaming activities MA

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

11 Does the organization conduct gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity conducted in

a	The organization's facility	13a	100 000 %
b	An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ JOSEPH TOSCHES

Address ▶ SEVEN HILLS FOUNDATION 81 HOPE AVEN
WORCESTER, MA 01603

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ JOSEPH TOSCHES

Gaming manager compensation ▶ \$ 0

Description of services provided ▶ MANAGER OF EVENTS

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ 374,350

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

Return Reference	Explanation
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Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization
SEVEN HILLS FOUNDATION INC & AFFILIATES

Employer identification number
91-1969322

Part I Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	<input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III		
	<input type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input checked="" type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4	During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c	Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4c	No
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.			
5	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization? If "Yes," on line 5a or 5b, describe in Part III	5b	No
6	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	No
b	Any related organization? If "Yes," on line 6a or 6b, describe in Part III	6b	No
7	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8	Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
PART I, LINE 4B	DAVID A JORDAN, DHA - DEFINED BENEFIT PLAN & DEFERRED COMPENSATION - \$306,613 JOSEPH L TOSCHES - DEFINED BENEFIT PLAN - \$144,294 DR KATHLEEN JORDAN, DHA - DEFINED BENEFIT PLAN - \$138,512 RICHARD NECKES - DEFERRED COMPENSATION - \$20,817 MICHAEL MATTHEWS - DEFINED BENEFIT PLAN - \$65,616 KATE MYSHRALL - DEFERRED COMPENSATION - \$13,570 WILLIAM STOCK - DEFERRED COMPENSATION - \$19,125 MARILYN LOPEZ HADDAD - DEFERRED COMPENSATION - \$3,625 THE EMPLOYER CONTRIBUTES THESE DEFERRED COMPENSATION PAYMENTS TO A NON QUALIFIED INELIGIBLE 457(F) PLAN THESE AMOUNTS CONTRIBUTED INTO THE 457(F) PLAN ARE NOT VESTED AND ARE SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE IN THE EVENT THAT EMPLOYEES DO NOT FULFIL THEIR OBLIGATIONS OF THEIR EMPLOYMENT WITH THE ORGANIZATION

Schedule K (Form 990)

Supplemental Information on Tax-Exempt Bonds

OMB No 1545-0047

2017

Open to Public Inspection

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**
 ▶ **Attach to Form 990.**
 ▶ **Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

Name of the organization
SEVEN HILLS FOUNDATION INC & AFFILIATES

Employer identification number
91-1969322

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	MASS DEVELOPMENT FINANCE AGENCY	04-3431814		09-01-2008	12,000,000	FINANCE/REFINANCE CAPITAL PROJECTS		X		X		X
B	MASS DEVELOPMENT FINANCE AGENCY	04-3431814		09-01-2008	5,500,000	FINANCE/REFINANCE CAPITAL PROJECTS		X		X		X
C	MASS DEVELOPMENT FINANCE AGENCY	04-3431814		12-29-2011	8,051,000	FINANCE/REFINANCE CAPITAL PROJECTS		X		X		X
D	RI HEALTH & EDUCATIONAL BUILDING CORP	00-0052919		06-01-2012	3,555,000	FINANCE/REFINANCE CAPITAL PROJECTS		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired								
2	Amount of bonds legally defeased								
3	Total proceeds of issue	12,000,000		5,500,000		8,051,000		3,555,000	
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds	284,980		194,288		161,096		71,100	
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds	11,715,020		5,305,712		7,075,135		3,197,063	
11	Other spent proceeds								
12	Other unspent proceeds								
13	Year of substantial completion	2010		2010		2013		2013	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X		X		X		X
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16	Has the final allocation of proceeds been made?	X		X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		X
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X		X		X		X

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		X
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶								
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶								
6 Total of lines 4 and 5								
7 Does the bond issue meet the private security or payment test?		X		X		X		X
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?	X			X		X		X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	17 490 %							
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?		X						
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X		X		X	

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X		X		X
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X		X		X		X	
b Exception to rebate?	X		X		X		X	
c No rebate due?	X		X		X		X	
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X		X		X		X	
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X		X		X			X
b Name of provider	TD BANK		TD BANK		TD BANK			
c Term of hedge	500 0000000000 %		1000 0000000000 %		400 0000000000 %			
d Was the hedge superintegrated?		X		X		X		
e Was the hedge terminated?		X		X		X		

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation
DATE REBATE COMPUTATION PERFORMED	ISSUER NAME MASS DEVELOPMENT FINANCE AGENCY DATE THE REBATE COMPUTATION WAS PERFORMED 10/03/2014 ISSUER NAME MASS DEVELOPMENT FINANCE AGENCY DATE THE REBATE COMPUTATION WAS PERFORMED 10/03/2014 ISSUER NAME MASS HEFA REVENUE BONDS DATE THE REBATE COMPUTATION WAS PERFORMED 11/19/2014

Schedule K (Form 990)

Supplemental Information on Tax-Exempt Bonds

OMB No 1545-0047

2017

Open to Public Inspection

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**
 ▶ **Attach to Form 990.**
 ▶ **Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

Name of the organization
SEVEN HILLS FOUNDATION INC & AFFILIATES

Employer identification number
91-1969322

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	RI HEALTH & EDUCATIONAL BUILDING CORP	00-0052919		06-30-2013	1,655,000	FINANCE/REFINANCE CAPITAL PROJECTS		X		X		X
B	MASS HEFA REVENUE BONDS	04-2456011		11-19-2004	11,653,000	CONSOLIDATE LOANS		X		X		X
C	MASS DEVELOPMENT FINANCE AGENCY	04-3431814	57583U6N3	04-09-2015	55,835,000	FINANCE/REFINANCE CAPITAL PROJECTS		X		X		X
D	MASS DEVELOPMENT FINANCE AGENCY	04-3431814		10-31-2017	20,000,000	FINANCE/REFINANCE CAPITAL PROJECTS		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired								
2	Amount of bonds legally defeased								
3	Total proceeds of issue		1,655,000		11,653,000		55,835,000		20,000,000
4	Gross proceeds in reserve funds						3,368,611		585,000
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds		23,414		159,840		447,673		297,179
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds		1,606,835		11,493,160		59,260,474		1,917,698
11	Other spent proceeds								17,200,123
12	Other unspent proceeds								
13	Year of substantial completion	2014		2004		2015		2017	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X		X	X			X
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16	Has the final allocation of proceeds been made?	X		X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		X
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X		X		X		X

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		X
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶								
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶								
6 Total of lines 4 and 5								
7 Does the bond issue meet the private security or payment test?		X		X		X		X
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X	X			X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of					15 080 %			
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?						X		
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X		X		X	

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X		X		X
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X		X		X		X	
b Exception to rebate?	X		X		X		X	
c No rebate due?	X		X		X		X	
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X		X			X	X	
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X	X			X		X
b Name of provider			TD BANK					
c Term of hedge					1000 0000000000 %			
d Was the hedge superintegrated?				X				
e Was the hedge terminated?				X				

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Schedule L
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
 ▶ **Attach to Form 990 or Form 990-EZ.**
 ▶ **Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
SEVEN HILLS FOUNDATION INC & AFFILIATES

Employer identification number
91-1969322

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)
 Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.
 Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No

Total ▶ \$ _____

Part III Grants or Assistance Benefiting Interested Persons.
 Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) LOUISE PERRY CO-OWNER OF GROUP 7 DE	SIBLING-SISTER OF JOSEPH TOSCHES	295,569	ARCHITECTURAL SERVICES		No
(2) LOUISE PERRY CO-OWNER OF GROUP 7 DE	SIBLING-SISTER OF JOSEPH TOSCHES	20,000	MANAGEMENT FEE EXPENSE		No
(3) LOUISE PERRY CO-OWNER OF GROUP 7 DE	SIBLING-SISTER OF JOSEPH TOSCHES	24,000	RENTAL INCOME		No
(4) LOUISE PERRY CO-OWNER OF GROUP 7 DE	SIBLING-SISTER OF JOSEPH TOSCHES	95,813	AAA DISTRIBUTION AND DIVIDENDS		No

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	Explanation

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2017

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**

▶ **Attach to Form 990.**

▶ **Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990**

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
SEVEN HILLS FOUNDATION INC & AFFILIATES

Employer identification number
91-1969322

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (NET ASSETS FROM MERGER)	X	1	6,561,734	FMV
26 Other ▶ (RAFFLE ITEMS DONATED)	X	119	9,821	FMV
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		No
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?	Yes	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		No
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II**Supplemental Information.**

Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Return Reference

Explanation

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

SEVEN HILLS FOUNDATION INC & AFFILIATES

Employer identification number

91-1969322

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 2	MERGER WITH CHILDREN'S FUND

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 3	THE ORGANIZATION SOLD ICW

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	PRESIDENT DAVID JORDAN IS MARRIED TO KATHLEEN JORDAN EXECUTIVE VP/CEO

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	A NOMINATING COMMITTEE MEETS TO REVIEW PROSPECTIVE CANDIDATES FOR SEVEN HILLS FOUNDATION D IRECTOR OR TRUSTEE POSITIONS THE LIST OF NOMINATED CANDIDATES IS THEN PRESENTED TO THE BO ARD OF DIRECTORS AT THE ANNUAL MEETING ELECTED DIRECTORS AND TRUSTEES SERVE FOR A 3-YEAR TERM BOARD OFFICERS SERVE A 1-YEAR TERM

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	MAJOR DECISIONS ARE REVIEWED AND APPROVED BY THE BOARD OF DIRECTORS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	THE BOARD OF DIRECTORS, PRESIDENT, EXEC VP/CEO, SR VP/CFO, AND EXEC VP/COO WILL REVIEW IT PRIOR TO FILING

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	THE BOARD OF DIRECTORS REVIEWS THE ORGANIZATION'S CONFLICT OF INTEREST POLICY ANNUALLY IN ORDER TO ENSURE THAT THE ORGANIZATION'S BOARD OF DIRECTORS, OFFICERS, AND EMPLOYEES ARE REGULARLY AND CONSISTENTLY MONITORING AND ENFORCING IT

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15A	THE PROCESS FOR DETERMINING COMPENSATION FOR THE TOP TWO EMPLOYEES IS THROUGH AN INDEPENDENT COMPENSATION REVIEW EVERY TWO YEARS CONDUCTED BY AN OUTSIDE CONSULTANT

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	UNREALIZED GAIN ON HEDGING INSTRUMENT 472,226

990 Schedule O, Supplemental Information

Return Reference	Explanation
MERCER	ON OCTOBER 1, 2017 THE BOARD OF DIRECTORS OF THE FOUNDATION AND THE BOARD OF DIRECTORS OF CHILDREN'S FRIEND, INC VOTED TO AUTHORIZE A MERGER WITH THE FOUNDATION THE FOUNDATION HAS ASSUMED THE CONTRACTS OF CHILDREN'S FRIEND, INC AND CONTINUED ITS OPERATIONS THE ASSETS , LIABILITIES, NET ASSETS AND ANNUAL OPERATING RESULTS FOR CHILDREN'S FRIEND INC ARE AS FOLLOWS ASSETS - \$6,956,360 LIABILITIES - \$394,625 NET ASSETS - \$6,561,734

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2017

Open to Public Inspection

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- ▶ Attach to Form 990.
- ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization
SEVEN HILLS FOUNDATION INC & AFFILIATES

Employer identification number

91-1969322

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

See Additional Data Table

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) EMPIRICAL ASSET MANAGEMENT LLC ONE HOLLIS STREET WELLESLEY, MA 02482 27-3376835	ASSET MANAGEMENT	MA			27,806	571,868		No			No	6 960 %
(2) BIRCH B LLC (DBA HONEYDROP BEVERAGES) 23-23 BORDEN AVE LONG ISLAND CITY, NY 11101 26-0527345	BEVERAGE MARKET	DE				424,041		No			No	5 030 %
(3) WELLESLEY FRONT LLC 36 WASHINGTON STREET SUITE 390 WELLESLEY, MA 02481 47-5074072	REAL PROPERTY	MA			22,107	456,506		No			No	25 000 %

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No
(1) GROUP 7 DESIGN INC 83 CEDAR STREET MILFORD, MA 01757 26-1688975	ARCHITECTURAL DESIGN	MA	N/A	S	71,125	277,036	73 930 %		No
(2) SEVEN HILLS HOLDING CORPORATION 81 HOPE AVENUE WORCESTER, MA 01603 46-0928673	REAL ESTATE HOLDING	MA		C		78,100	100 000 %		No

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	Yes	
b Gift, grant, or capital contribution to related organization(s)		No
c Gift, grant, or capital contribution from related organization(s)		No
d Loans or loan guarantees to or for related organization(s)		No
e Loans or loan guarantees by related organization(s)		No
f Dividends from related organization(s)		No
g Sale of assets to related organization(s)		No
h Purchase of assets from related organization(s)		No
i Exchange of assets with related organization(s)		No
j Lease of facilities, equipment, or other assets to related organization(s)		No
k Lease of facilities, equipment, or other assets from related organization(s)		No
l Performance of services or membership or fundraising solicitations for related organization(s)	Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		No
o Sharing of paid employees with related organization(s)		No
p Reimbursement paid to related organization(s) for expenses		No
q Reimbursement paid by related organization(s) for expenses	Yes	
r Other transfer of cash or property to related organization(s)		No
s Other transfer of cash or property from related organization(s)	Yes	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) GROUP 7 DESIGN INC	Q	20,000	GAAP
(2) GROUP 7 DESIGN INC	A	24,000	GAAP
(3) GROUP 7 DESIGN INC	S	95,813	GAAP
(4) GROUP 7 DESIGN INC	L	295,569	GAAP
(5) WELLESLEYFRONT LLC	S	45,000	GAAP

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Additional Data

Software ID:
Software Version:
EIN: 91-1969322
Name: SEVEN HILLS FOUNDATION INC & AFFILIATES

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
81 HOPE AVENUE WORCESTER, MA 01603 04-3293665	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-3125422	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-2274992	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-2522064	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-2862244	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-2669835	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-3527672	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-2173052	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 20-0172796	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 05-6013789	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 26-3273731	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 02-0627442	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-2492493	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-2161932	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-2631391	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-2122643	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-2375529	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-2699540	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 47-4001509	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No
81 HOPE AVENUE WORCESTER, MA 01603 04-3293665	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
81 HOPE AVENUE WORCESTER, MA 01603 04-2105856	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MA		501(C)(3)			No