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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation  
**SPORKIN, LILLIAN**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041**

City or town State ZIP code  
**Winston Salem NC 27101-3818**

Foreign country name Foreign province/state/county Foreign postal code

**A Employer identification number**  
**23-6913990**

**B Telephone number (see instructions)**  
**(888) 730-4933**

**C If exemption application is pending, check here** ☐

**D 1. Foreign organizations, check here** ☐  
**2. Foreign organizations meeting the 85% test, check here and attach computation** ☐

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

**F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here** ☐

**G Check all that apply** ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change

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

**I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$** **775,130** **J Accounting method** ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	15,092	14,716		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,695			
	b Gross sales price for all assets on line 6a	355,902			
	7 Capital gain net income (from Part IV, line 2)		11,695		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	26,787	26,411	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	12,640	9,480		3,160
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,139			1,139
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,003	194		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	14,782	9,674	0	4,299
	25 Contributions, gifts, grants paid	38,850			38,850
26 Total expenses and disbursements. Add lines 24 and 25	53,632	9,674	0	43,149	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-26,845				
b Net investment income (if negative, enter -0-)		16,737			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2015)

HTA

ENVELOPE  
POSTMARK DATE MAY 6 2016

SCANNED MAY 16 2016

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	14,708	13,677	13,677
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
<b>Liabilities</b>	11 Investments—land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	750,400	725,570	761,453
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ )			
	16 <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	765,108	739,247	775,130
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
<b>Net Assets or Fund Balances</b>	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	765,108	739,247	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see instructions)	765,108	739,247	
<b>Net Assets or Fund Balances</b>	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	765,108	739,247	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	765,108
2 Enter amount from Part I, line 27a	2	-26,845
3 Other increases not included in line 2 (itemize) ▶ <b>MUTUAL FUND &amp; CTF INCOME ADDITION</b>	3	2,081
4 Add lines 1, 2, and 3	4	740,344
5 Decreases not included in line 2 (itemize) ▶ <b>See Attached Statement</b>	5	1,097
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	739,247

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> See Attached Statement			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	11,695
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	<b>3</b>	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	42,534	867,980	0.049003
2013	40,697	847,257	0.048034
2012	38,862	817,571	0.047533
2011	43,412	858,969	0.050540
2010	39,319	813,782	0.048316

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.243426
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.048685
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	<b>4</b>	828,638
<b>5</b> Multiply line 4 by line 3	<b>5</b>	40,342
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	167
<b>7</b> Add lines 5 and 6	<b>7</b>	40,509
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	43,149

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	167
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	167
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	167
<b>6</b>	<b>Credits/Payments:</b>		
<b>a</b>	2015 estimated tax payments and 2014 overpayment credited to 2015	<b>6a</b>	698
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	698
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	531
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2016 estimated tax</b> 167 <b>Refunded</b>	<b>11</b>	364

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>1c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <b>\$</b> _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>PA</b>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933			
Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	Trustee	4 00	12,640	

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

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

Total number of other employees paid over \$50,000

0

## STATEMENT B

SPORKIN, LILLIAN

EIN: 23-6913990

TAX YEAR END: December 31, 2015

FORM 990-PF, PART VII-B, LINE 5C

THE following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amount Expended by Grantee	To the Grantor's knowledge Grantee Has Diverted a portion of Funds from the Purpose of the Grant	Date of Reports Received from the Grantee	Dates and results of Any Verification by the Grantee's Reports
UNITED ACTION FOR ANIMALS, INC Post Office Box 635 Lennox Hill Station New York, NY 10021	\$12,950.00	12/29/2015	To provide Charitable assistance to 501C(3) public charities	\$12,950.00	NO	12/31/2015	



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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

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

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	810,283
<b>b</b>	Average of monthly cash balances	<b>1b</b>	30,974
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	841,257
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	841,257
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	12,619
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	828,638
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	41,432

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	41,432
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	167
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	167
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	41,265
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	41,265
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	41,265

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	43,149
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	43,149
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	167
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	42,982

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7				41,265
<b>2</b> Undistributed income, if any, as of the end of 2015				
<b>a</b> Enter amount for 2014 only			38,559	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2015				
<b>a</b> From 2010				
<b>b</b> From 2011				
<b>c</b> From 2012				
<b>d</b> From 2013				
<b>e</b> From 2014				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 43,149				
<b>a</b> Applied to 2014, but not more than line 2a			38,559	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2015 distributable amount				4,590
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions				
<b>e</b> Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				36,675
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2011				
<b>b</b> Excess from 2012				
<b>c</b> Excess from 2013				
<b>d</b> Excess from 2014				
<b>e</b> Excess from 2015				



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b>				<b>3a</b> 38,850
<b>b</b> Approved for future payment NONE				
<b>Total</b>				<b>3b</b> 0



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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

- a** Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash

- (2) Other assets**

- b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations**

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

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

John A. Salento SVP Wells Fargo Bank N.A.  
Signature of officer or trustee

3/30/2016  
Date

**SVP Wells Fargo Bank N A**  
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Pnnt/Type preparer's name
---------------------------

JOSEPH J CASTRIANO

Preparer's signature

*John C. Smith*

Date \_\_\_\_\_

3/30/2016

Check ☒ if self-employed

PTIN
------

P01251603

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

UNITED ACTION FOR ANIMALS, INC

**Street**

PO Box 635

**City**

NEW YORK

**State**

NY

**Zip Code**

10021

**Foreign Country****Relationship**

NONE

**Foundation Status**

NC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

12,950

**Name**

AMERICAN ANTIVIVISECTION SOCIETY

**Street**

801 OLD YORK ROAD STE 204

**City**

JENKINTOWN

**State**

PA

**Zip Code**

19046

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

12,950

**Name**

RYERSS FARM FOR AGED EQUINES

**Street**

1710 RIDGE ROAD

**City**

POTTSTOWN

**State**

PA

**Zip Code**

19465

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

12,950

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**



Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Short Term CG Distributions										Amount	
										15,462												0	
Description										CUSIP #	Check "X" if to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	PIMCO FOREIGN BD FD USD									693390882	X				12/10/2014	1/20/2015	71	73				0	-2
2	PIMCO FOREIGN BD FD USD									693390882	X				8/29/2011	1/20/2015	1,186	1,152				0	34
3	PIMCO FOREIGN BD FD USD									693390882	X				6/10/2015	4/13/2017	4,082	4,137				0	-55
4	PIMCO FOREIGN BD FD USD									693390882	X				1/23/2014	6/10/2015	1,885	1,904				0	-19
5	PIMCO FOREIGN BD FD USD									693390882	X				10/11/2013	6/10/2015	1,478	1,490				0	-12
6	PIMCO FOREIGN BD FD USD									693390882	X				12/10/2008	7/21/2015	924	756				0	168
7	PIMCO FOREIGN BD FD USD									693390882	X				12/9/2009	7/21/2015	533	504				0	29
8	PIMCO FOREIGN BD FD USD									693390882	X				12/13/2006	7/21/2015	188	188				0	7
9	PIMCO FOREIGN BD FD USD									693390882	X				12/13/2006	7/21/2015	129	125				0	4
10	PIMCO FOREIGN BD FD USD									693390882	X				12/9/2009	7/21/2015	114	108				0	6
11	PIMCO FOREIGN BD FD USD									693390882	X				9/28/2006	7/21/2015	7,504	7,384				0	120
12	PIMCO FOREIGN BD FD USD									693390882	X				12/6/2010	7/21/2015	340	332				0	8
13	PIMCO FOREIGN BD FD USD									693390882	X				12/7/2011	7/21/2015	260	259				0	1
14	PIMCO FOREIGN BD FD USD									693390882	X				12/12/2012	7/21/2015	0	0				0	2
15	PIMCO FOREIGN BD FD USD									693390882	X				10/11/2013	7/21/2015	533	531				0	2
16	AQR MANAGED FUTURES ST									00203H659	X				1/22/2015	10/27/2015	3,145	3,145				0	0
17	AQR MANAGED FUTURES ST									00203H659	X				10/24/2014	10/27/2015	5,345	5,030				0	315
18	ARTISAN INTERNATIONAL FC									04314H402	X				6/20/2014	7/21/2015	4,310	4,271				0	39
19	ARTISAN INTERNATIONAL FC									04314H402	X				10/24/2014	7/21/2015	1,582	1,477				0	105
20	ARTISAN INTERNATIONAL FC									04314H402	X				1/22/2015	7/21/2015	1,428	1,381				0	47
21	ARTISAN INTERNATIONAL FC									04314H402	X				8/29/2011	7/21/2015	2,430	1,603				0	627
22	ARTISAN INTERNATIONAL FC									04314H402	X				11/10/2015	12/30/2015	321	324				0	-3
23	CREDIT SUISSE COMM RET									22544R305	X				8/29/2011	7/21/2015	6,606	11,250				0	-4,644
24	DODGE & COX INTL STOCK									256206103	X				9/5/2014	7/21/2015	7,967	10,362				0	-2,395
25	DODGE & COX INTL STOCK									256206103	X				6/20/2014	7/21/2015	2,451	2,605				0	-154
26	T ROWE PRICE SHORT TERM									77957P105	X				10/11/2013	7/21/2015	6,327	6,380				0	-53
27	T ROWE PRICE SHORT TERM									77957P105	X				9/5/2014	7/21/2015	4,333	4,369				0	-36
28	T ROWE PRICE SHORT TERM									77957P105	X				7/12/2013	7/21/2015	2,973	2,998				0	-25
29	T ROWE PRICE SHORT TERM									77957P105	X				6/10/2015	12/30/2015	1,838	1,857				0	-19
30	T ROWE PRICE INST FLOAT									77958B402	X				1/23/2014	8/28/2015	6,088	6,264				0	-176
31	SPDR DJ WILSHIRE INTERNA									78463X863	X				7/10/2013	12/20/2015	1,037	866				0	71
32	SPDR DJ WILSHIRE INTERNA									78463X863	X				1/21/2014	12/20/2015	432	408				0	24
33	DODGE & COX INTL STOCK									256206103	X				10/24/2014	7/21/2015	2,076	2,057				0	19
34	HARBOR CAPITAL APFCTON									411511504	X				7/23/2015	11/10/2015	2,772	2,813				0	-41
35	JPMORGAN HIGH YIELD FUN									4812C0803	X				4/24/2014	12/20/2015	1,389	1,486				0	-97
36	HARBOR CAPITAL APFCTON									411511504	X				10/28/2014	11/10/2015	1,433	1,328				0	105
37	ISHARES CORE S & P 500 ET									464287200	X				6/16/2014	12/20/2015	1,216	1,177				0	39
38	ISHARES CORE S & P 500 ET									464287200	X				10/22/2014	12/20/2015	405	392				0	13
39	ISHARES CORE S & P 500 ET									464287200	X				8/25/2011	7/21/2015	6,609	3,637				0	2,972
40	JPMORGAN HIGH YIELD FUN									4812C0803	X				4/24/2014	8/28/2015	1,044	1,158				0	-114
41	ISHARES CORE S & P 500 ET									464287200	X				8/8/2012	7/21/2015	11,513	7,594				0	3,919
42	ISHARES CORE S & P 500 ET									464287200	X				10/22/2014	7/21/2015	4,904	4,504				0	400
43	JPMORGAN HIGH YIELD FUN									4812C0803	X				1/23/2014	8/28/2015	11,466	12,641				0	-1,175
44	KALMAR GR W VAL SM CAP									483438305	X				2/11/2013	7/21/2015	14,547	12,421				0	2,126
45	SPDR DJ WILSHIRE INTERNA									78463X863	X				8/25/2011	12/20/2015	130	107				0	23
46	SPDR DJ WILSHIRE INTERNA									78463X863	X				7/21/2015	12/30/2015	4,623	4,993				0	-319
47	SPDR DJ WILSHIRE INTERNA									78463X863	X				8/25/2011	12/30/2015	3,675	3,327			51	0	348
48	PIMCO FOREIGN BD FD USD									693390882	X				12/11/2013	7/21/2015	205	203				0	2
49	PRINCIPAL GL MULT STRAT									74255L696	X				8/8/2014	10/27/2015	8,797	8,773				0	24
50	STRATTON SM-CAP VALUE F									863137105	X				6/20/2014	12/20/2015	503	547				0	-44
51	VANGUARD TOTAL BOND MA									921937635	X				9/30/2014	12/20/2015	47,512	46,582				0	930
52	VANGUARD FTSE EMERGING									922042858	X				8/25/2011	7/21/2015	6,330	8,600				0	-270
53	VANGUARD FTSE EMERGING									922042858	X				5/8/2012	7/21/2015	1,953	2,014				0	-61
54	VANGUARD FTSE EMERGING									922042858	X				7/10/2013	7/21/2015	3,189	3,057				0	132
55	VANGUARD REIT VIPER									922908553	X				8/25/2011	12/20/2015	5,130	3,069				0	2,061
56	VANGUARD REIT VIPER									922908553	X				7/21/2015	12/30/2015	3,942	3,825				0	117
57	KALMAR GR W VAL SM CAP									483438305	X				4/24/2014	7/21/2015	872	922				0	-50
58	KALMAR GR W VAL SM CAP									483438305	X				6/20/2014	7/21/2015	618	658				0	-40
59	KALMAR GR W VAL SM CAP									483438305	X				1/22/2015	7/21/2015	1,039	953				0	46
60	MFS VALUE FUND-CLASS I #									52983694	X				6/20/2014	12/20/2015	2,893	2,738				0	-45
61	MFS VALUE FUND-CLASS I #									52983694	X				7/23/2015	11/10/2015	3,141	3,187				0	-46
62	MERGER FUND-INST #301									599509207	X				2/11/2013	12/20/2015	444	451				0	-7
63	MERGER FUND-INST #301									599509207	X				8/29/2011	12/20/2015	3,731	3,762				0	-31
64	MERGER FUND-INST #301									599509207	X				8/29/2011	10/27/2015	1,531	1,549				0	-18
65	MET WEST TOTAL RETURN E									592905509	X				1/22/2015	11/10/2015	2,032	2,079				0	-47
66	MET WEST TOTAL RETURN E									592905509	X				1/22/2015	12/30/2015	2,847	3,058				0	-111
67	ASS GLOBAL ALTERNATIVES									638721885	X				7/12/2013	12/20/2015	1,009	1,024				0	-15
68	ASS GLOBAL ALTERNATIVES									638721885	X				7/12/2013	10/27/2015	2,354	2,507				0	-153
69	NEUBERGER BERMAN LONG									64128R608	X				6/20/2014	12/20/2015	1,340	1,358				0	-18
70	OPPENHEIMER DEVELOPING									683974604	X				1/22/2015	11/10/2015	2,532	2,897				0	-365
71	OPPENHEIMER DEVELOPING									683974604	X				7/23/2015	11/10/2015	11,218	12,299				0	-1,081
72	DODGE & COX INTL STOCK									256206103	X				1/22/2015	7/21/2015	4,570	4,430				0	140

**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

Long Term CG Distributions	Amount		Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Capital Gains/Losses		Totals	Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss
	Short Term CG Distributions	15,462							Gross Sales Price	Other sales		355,902	344,207	Net Gain or Loss		
															0	
Description	CUSIP #															
73 DODGE & COX INT'L STOCK	256206103						8/29/2011	7/21/2015	1,181			853				328
74 DODGE & COX INCOME FDC	256210105		X				1/22/2015	11/10/2015	1,751			1,802				-51
75 DODGE & COX INCOME FDC	256210105		X				7/23/2015	12/30/2015	783			804				-21
76 DREYFUS EMG MKT DEBT LC	261980494		X				8/10/2012	7/21/2015	2,872			3,579				-707
77 DREYFUS EMG MKT DEBT LC	261980494		X				2/14/2012	11/20/2015	2,332			3,068				-736
78 DREYFUS EMG MKT DEBT LC	261980494		X				8/10/2012	11/20/2015	4,098			5,510			-1,412	0
79 DREYFUS EMG MKT DEBT LC	261980494		X				7/12/2013	11/20/2015	1,490			1,914			-424	0
80 DREYFUS EMG MKT DEBT LC	261980494		X				7/12/2013	12/4/2015	6,085			7,938				-1,853
81 DREYFUS EMG MKT DEBT LC	261980494		X				1/22/2015	12/4/2015	1,699			1,866				-267
82 DREYFUS INTERNATL BOND	261900668		X				4/24/2014	6/10/2015	7,349			7,936				-587
83 DREYFUS INTERNATL BOND	261900668		X				4/24/2014	7/21/2015	10,658			11,597				-939
84 DRIEHAUS ACTIVE INCOME	262028855		X				10/11/2013	1/20/2015	4,768			4,905				-137
85 DRIEHAUS ACTIVE INCOME	262028855		X				8/10/2012	1/20/2015	4,008			4,008				0
86 DRIEHAUS ACTIVE INCOME	262028855		X				8/10/2012	10/27/2015	8,158			8,343				-185
87 JP MORGAN MID CAP VALUE	339128100		X				6/20/2014	12/20/2015	912			948				-36
88 T ROWE PRICE SHORT TERM	71957P105		X				2/14/2012	1/20/2015	1,771			1,801				-30
89 T ROWE PRICE SHORT TERM	71957P105		X				2/11/2013	1/20/2015	2,889			2,938				-49
90 T ROWE PRICE SHORT TERM	71957P105		X				1/23/2014	1/20/2015	5,031			5,063				-32
91 T ROWE PRICE SHORT TERM	71957P105		X				9/5/2014	1/20/2015	3,279			3,300				-21
92 DODGE & COX INCOME FDC	256210105		X				12/22/2015	12/30/2015	2,045			2,135				-90

**Part I, Line 16b (990-PF) - Accounting Fees**

		1,139	0	0	1,139
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,139			1,139

**Part I, Line 18 (990-PF) - Taxes**

		1,003	194	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	194	194		
2	PY EXCISE TAX DUE	111			
3	ESTIMATED EXCISE PAYMENTS	698			

**Part II, Line 13 (990-PF) - Investments - Other**

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	DODGE & COX INCOME FD COM 147		0	68,123	67,163
3	HARBOR CAPITAL APRCTION-INST 2012		0	55,786	77,656
4	T ROWE PRICE SHORT TERM BD FD 55		0	22,147	21,881
5	ARTISAN INTERNATIONAL FD I 662		0	26,454	35,904
6	MERGER FUND-INST #301		0	6,884	6,708
7	ARTISAN MID CAP FUND-INSTL 1333		0	28,280	29,140
8	MET WEST TOTAL RETURN BOND CL I 51		0	69,200	67,189
9	FID ADV EMER MKTS INC- CL I 607		0	33,621	31,953
10	T ROWE PRICE REAL ESTATE FD 122		0	24,011	24,081
11	EATON VANCE GLOBAL MACRO - I		0	8,235	8,136
12	DODGE & COX INT'L STOCK FD 1048		0	30,156	34,099
13	AMER CENT SMALL CAP GRWTH INST 336		0	21,949	19,033
14	MFS VALUE FUND-CLASS I 893		0	67,842	78,482
15	JP MORGAN MID CAP VALUE-I 758		0	26,662	32,615
16	STERLING CAPITAL STRATTON SMALL CA		0	20,898	18,915
17	ASG GLOBAL ALTERNATIVES-Y 1993		0	14,519	13,484
18	VANGUARD REIT VIPER		0	25,235	34,683
19	AQR MANAGED FUTURES STR-I		0	7,842	7,684
20	JPMORGAN HIGH YIELD FUND SS 3580		0	18,018	16,239
21	T ROWE PRICE INST FLOAT RATE 170		0	6,808	6,460
22	OPPENHEIMER DEVELOPING MKT-I 799		0	39,698	35,536
23	BLACKROCK GL U/S CREDIT-INS #1833		0	20,582	19,335
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	29,352	31,218
25	NEUBERGER BERMAN LONG SH-INS #183		0	29,691	28,612
26	CREDIT SUISSE COMM RT ST-CO 2156		0	23,577	15,247

### Part III (990-PF) - Changes in Net Assets or Fund Balances

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#### Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME ADDITION	1	2,081
2	Total	2	2,081

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#### Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	363
2	GAIN ON CURRENT YEAR SALES NOT SETTLED AT YEAR END	2	96
3	MUTUAL FUND & CTF INCOME SUBTRACTION	3	314
4	PY RETURN OF CAPITAL ADJUSTMENT	4	323
5	ROUNDING	5	1
6	Total	6	1,097

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### Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount										
		15,462	0											
		Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	-3,767	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
1	PIMCO FOREIGN BD FD USD	693390882	12/10/2014	1/20/2015	71		0	73	-2	0	0	0	0	-3,767
2	PIMCO FOREIGN BD FD USD	693390882	8/29/2011	1/20/2015	1,185		0	1,152	34	0	0	0	0	34
3	PIMCO FOREIGN BD FD USD	693390882	8/29/2011	8/10/2015	1,082		0	4,137	-55	0	0	0	0	-55
4	PIMCO FOREIGN BD FD USD	693390882	1/23/2014	8/10/2015	1,885		0	1,904	-19	0	0	0	0	-19
5	PIMCO FOREIGN BD FD USD	693390882	10/11/2013	8/10/2015	1,478		0	1,490	-12	0	0	0	0	-12
6	PIMCO FOREIGN BD FD USD	693390882	12/10/2008	7/21/2015	924		0	756	168	0	0	0	0	168
7	PIMCO FOREIGN BD FD USD	693390882	12/9/2009	7/21/2015	533		0	504	29	0	0	0	0	29
8	PIMCO FOREIGN BD FD USD	693390882	12/13/2006	7/21/2015	185		0	188	7	0	0	0	0	7
9	PIMCO FOREIGN BD FD USD	693390882	12/13/2006	7/21/2015	129		0	125	4	0	0	0	0	4
10	PIMCO FOREIGN BD FD USD	693390882	12/9/2009	7/21/2015	114		0	108	6	0	0	0	0	6
11	PIMCO FOREIGN BD FD USD	693390882	9/28/2006	7/21/2015	7,504		0	7,384	120	0	0	0	0	120
12	PIMCO FOREIGN BD FD USD	693390882	12/8/2010	7/21/2015	340		0	332	8	0	0	0	0	8
13	PIMCO FOREIGN BD FD USD	693390882	12/7/2011	7/21/2015	260		0	259	1	0	0	0	0	1
14	PIMCO FOREIGN BD FD USD	693390882	12/12/2012	7/21/2015	0		0	0	0	0	0	0	0	0
15	PIMCO FOREIGN BD FD USD	693390882	10/11/2013	7/21/2015	533		0	531	2	0	0	0	0	2
16	AQR MANAGED FUTURES ST	00203H859	10/20/2015	10/27/2015	3,145		0	3,145	0	0	0	0	0	0
17	AQR MANAGED FUTURES ST	00203H859	10/24/2014	10/27/2015	5,345		0	5,030	315	0	0	0	0	315
18	ARTISAN INTERNATIONAL FI	04314H402	6/20/2014	7/21/2015	4,271		0	4,271	39	0	0	0	0	39
19	ARTISAN INTERNATIONAL FI	04314H402	10/24/2014	7/21/2015	1,582		0	1,477	105	0	0	0	0	105
20	ARTISAN INTERNATIONAL FI	04314H402	12/2/2015	7/21/2015	1,428		0	1,381	47	0	0	0	0	47
21	ARTISAN INTERNATIONAL FI	04314H402	8/29/2011	7/21/2015	2,430		0	1,603	827	0	0	0	0	827
22	ARTISAN INTERNATIONAL FI	04314H402	11/10/2015	12/30/2015	321		0	324	-3	0	0	0	0	-3
23	CREDIT SUISSE COMM RET	22544R305	8/29/2011	7/21/2015	6,606		0	11,250	-4,644	0	0	0	0	-4,644
24	CREDIT SUISSE COMM RET	22544R305	9/5/2014	7/21/2015	7,967		0	10,362	-2,395	0	0	0	0	-2,395
25	DODGE & COX INTL STOCK	256206103	6/20/2014	7/21/2015	2,451		0	2,805	-154	0	0	0	0	-154
26	T ROWE PRICE SHORT TERM	77957P105	10/11/2013	7/21/2015	6,327		0	6,380	-53	0	0	0	0	-53
27	T ROWE PRICE SHORT TERM	77957P105	9/5/2014	7/21/2015	4,333		0	4,369	-36	0	0	0	0	-36
28	T ROWE PRICE SHORT TERM	77957P105	7/12/2013	7/21/2015	2,973		0	2,998	-25	0	0	0	0	-25
29	T ROWE PRICE SHORT TERM	77957P105	6/10/2015	7/21/2015	1,838		0	1,857	-19	0	0	0	0	-19
30	T ROWE PRICE INTL FLOAT	77958B402	12/3/2014	8/28/2015	6,088		0	6,264	-176	0	0	0	0	-176
31	SPDR DJ WILSHIRE INTERNA	78463X863	7/10/2013	1/20/2015	1,037		0	966	71	0	0	0	0	71
32	SPDR DJ WILSHIRE INTERNA	78463X863	12/1/2014	1/20/2015	432		0	408	24	0	0	0	0	24
33	DODGE & COX INTL STOCK	256206103	10/24/2014	7/21/2015	2,076		0	2,057	19	0	0	0	0	19
34	HARBOR CAPITAL APRCION	411511504	7/23/2015	11/10/2015	2,772		0	2,813	-41	0	0	0	0	-41
35	JP MORGAN HIGH YIELD FUN	4812C0803	4/24/2014	1/20/2015	1,389		0	1,486	-97	0	0	0	0	-97
36	HARBOR CAPITAL APRCION	411511504	10/28/2014	11/10/2015	1,433		0	1,328	105	0	0	0	0	105
37	ISHARES CORE S & P 500 ET	464287200	6/18/2014	1/20/2015	1,216		0	1,177	39	0	0	0	0	39
38	ISHARES CORE S & P 500 ET	464287200	10/22/2014	1/20/2015	405		0	392	13	0	0	0	0	13
39	ISHARES CORE S & P 500 ET	464287200	8/29/2011	7/21/2015	6,609		0	3,637	2,972	0	0	0	0	2,972
40	JP MORGAN HIGH YIELD FUN	4812C0803	4/24/2014	8/28/2015	1,044		0	1,158	-114	0	0	0	0	-114
41	ISHARES CORE S & P 500 ET	464287200	8/8/2012	7/21/2015	11,513		0	7,594	3,919	0	0	0	0	3,919
42	ISHARES CORE S & P 500 ET	464287200	10/22/2014	7/21/2015	4,904		0	4,504	400	0	0	0	0	400
43	JP MORGAN HIGH YIELD FUN	4812C0803	12/3/2014	8/28/2015	11,466		0	12,641	-1,175	0	0	0	0	-1,175
44	KALMAR GR W VAL SM CAP	483438305	2/11/2013	7/21/2015	14,547		0	12,421	2,126	0	0	0	0	2,126
45	SPDR DJ WILSHIRE INTERNA	78463X863	8/25/2011	1/20/2015	130		0	107	23	0	0	0	0	23
46	SPDR DJ WILSHIRE INTERNA	78463X863	7/21/2015	12/30/2015	4,623		51	4,993	-319	0	0	0	0	-319
47	SPDR DJ WILSHIRE INTERNA	78463X863	8/25/2011	12/30/2015	3,675		0	3,327	348	0	0	0	0	348
48	PIMCO FOREIGN BD FD USD	693390882	12/11/2013	7/21/2015	205		0	203	2	0	0	0	0	2
49	PRINCIPAL GL MULT STRAT	742551696	8/8/2014	10/27/2015	8,773		0	8,773	24	0	0	0	0	24
50	STRATTON SM-CAP VALUE F	863137105	6/20/2014	1/20/2015	503		0	547	-44	0	0	0	0	-44
51	VANGUARD TOTAL BOND MA	921937835	9/30/2014	1/20/2015	47,512		0	46,582	930	0	0	0	0	930
52	VANGUARD FTSE EMERGING	922042858	8/25/2011	7/21/2015	8,330		0	8,600	-270	0	0	0	0	-270
53	VANGUARD FTSE EMERGING	922042858	5/8/2012	7/21/2015	1,953		0	2,014	-61	0	0	0	0	-61
54	VANGUARD FTSE EMERGING	922042858	7/10/2013	7/21/2015	3,189		0	3,057	132	0	0	0	0	132
55	VANGUARD REIT VIPER	922085553	8/25/2011	1/20/2015	5,130		0	3,069	2,061	0	0	0	0	2,061
56	VANGUARD REIT VIPER	922085553	7/21/2015	12/30/2015	3,942		0	3,825	117	0	0	0	0	117
57	KALMAR GR W VAL SM CAP	483438305	4/24/2014	7/21/2015	872		0	922	-50	0	0	0	0	-50
58	KALMAR GR W VAL SM CAP	483438305	6/20/2014	7/21/2015	618		0	658	-40	0	0	0	0	-40
59	KALMAR GR W VAL SM CAP	483438305	1/22/2015	7/21/2015	1,039		0	993	46	0	0	0	0	46
60	MFS VALUE FUND-CLASS #	552983694	6/20/2014	11/10/2015	2,893		0	2,738	-155	0	0	0	0	-155
61	MFS VALUE FUND-CLASS #	552983694	7/23/2015	11/10/2015	3,141		0	3,187	-46	0	0	0	0	-46
62	MERGER FUND-INST #301	589509207	2/11/2013	1/20/2015	444		0	451	-7	0	0	0	0	-7
63	MERGER FUND-INST #301	589509207	8/29/2011	10/27/2015	3,762		0	3,762	-31	0	0	0	0	-31
64	MERGER FUND-INST #301	589509207	8/29/2011	10/27/2015	1,531		0	1,549	-18	0	0	0	0	-18
65	MET WEST TOTAL RETURN F	592905509	12/22/2015	11/10/2015	2,032		0	2,079	-47	0	0	0	0	-47
66	MET WEST TOTAL RETURN F	592905509	12/22/2015	12/30/2015	2,947		0	3,058	-111	0	0	0	0	-111
67	ASS GLOBAL ALTERNATIVES	638721885	7/12/2013	1/20/2015	1,009		0	1,024	-15	0	0	0	0	-15
68	ASS GLOBAL ALTERNATIVES	638721885	10/27/2013	10/27/2015	2,354		0	2,907	-553	0	0	0	0	-553
69	NEUBERGER BERMAN LONG	641286808	6/20/2014	1/20/2015	1,340		0	1,358	-18	0	0	0	0	-18

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		15,482	Amount												
Short Term CG Distributions		0													
	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses	
70	OPPENHEIMER DEVELOPING	683974604		1/22/2015	11/10/2015	2,532		0	2,897	-365	0	0	0	-365	
71	OPPENHEIMER DEVELOPING	683974604		7/23/2015	11/10/2015	11,218		0	12,288	-1,081	0	0	0	-1,081	
72	DODGE & COX INT'L STOCK	256206103		1/22/2015	7/21/2015	4,570		0	4,430	140	0	0	0	140	
73	DODGE & COX INT'L STOCK	256206103		8/29/2011	7/21/2015	1,181		0	853	328	0	0	0	328	
74	DODGE & COX INCOME FD C	256210105		1/22/2015	11/10/2015	1,751		0	1,802	-51	0	0	0	-51	
75	DODGE & COX INCOME FD C	256210105		7/23/2015	12/30/2015	783		0	804	-21	0	0	0	-21	
76	DREYFUS EMG MKT DEBT LC	261980494		8/10/2012	7/21/2015	2,872		0	3,579	-707	0	0	0	-707	
77	DREYFUS EMG MKT DEBT LC	261980494		2/14/2012	11/20/2015	2,332		0	3,068	-736	0	0	0	-736	
78	DREYFUS EMG MKT DEBT LC	261980494		8/10/2012	11/20/2015	4,098		0	5,510	-1,412	0	0	0	-1,412	
79	DREYFUS EMG MKT DEBT LC	261980494		7/12/2013	11/20/2015	1,490		0	1,914	-424	0	0	0	-424	
80	DREYFUS EMG MKT DEBT LC	261980494		7/12/2013	12/4/2015	6,085		0	7,938	-1,853	0	0	0	-1,853	
81	DREYFUS EMG MKT DEBT LC	261980494		1/22/2015	12/4/2015	1,699		0	1,966	-267	0	0	0	-267	
82	DREYFUS INTERNAT'L BOND	261980668		4/24/2014	8/10/2015	7,349		0	7,936	-587	0	0	0	-587	
83	DREYFUS INTERNAT'L BOND	261980668		4/24/2014	7/21/2015	10,658		0	11,597	-939	0	0	0	-939	
84	DRIEHAUS ACTIVE INCOME F	262028855		10/11/2013	1/20/2015	4,768		0	4,905	-137	0	0	0	-137	
85	DRIEHAUS ACTIVE INCOME F	262028855		8/10/2012	1/20/2015	4,008		0	4,008	0	0	0	0	0	
86	DRIEHAUS ACTIVE INCOME F	262028855		8/10/2012	10/27/2015	8,158		0	8,343	-185	0	0	0	-185	
87	JP MORGAN MID CAP VALUE	339128100		6/20/2014	1/20/2015	912		0	948	-36	0	0	0	-36	
88	T ROWE PRICE SHORT TERM	77957P105		2/14/2012	1/20/2015	1,771		0	1,801	-30	0	0	0	-30	
89	T ROWE PRICE SHORT TERM	77957P105		2/11/2013	1/20/2015	2,889		0	2,938	-49	0	0	0	-49	
90	T ROWE PRICE SHORT TERM	77957P105		1/23/2014	1/20/2015	5,031		0	5,063	-32	0	0	0	-32	
91	T ROWE PRICE SHORT TERM	77957P105		9/5/2014	1/20/2015	3,279		0	3,300	-21	0	0	0	-21	
92	DODGE & COX INCOME FD C	256210105		1/22/2015	12/30/2015	2,045		0	2,135	-90	0	0	0	-90	





**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	5/8/2015	175
3 Second quarter estimated tax payment	6/10/2015	174
4 Third quarter estimated tax payment	9/10/2015	175
5 Fourth quarter estimated tax payment	12/10/2015	174
6 Other payments		
7 Total		698

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2014 that remained undistributed at the beginning of the 2015 tax year	1	38,559
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	38,559