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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.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation

A Employer identification number

JOHN CRAIN KUNKEL FOUNDATION

23-7026914

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

Room/suite

B Telephone number

225 MARKET STREET, 2ND FLOOR

717-902-9817

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

HARRISBURG, PA 17101

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 12,414,136. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	1.	1.		
	4	Dividends and interest from securities	239,414.	239,414.		
	5a	Gross rents	36,000.	36,000.		
	b	Net rental income or (loss)	36,000.			
	6a	Net gain or (loss) from sale of assets not on line 10	319,375.			
	b	Gross sales price for all assets on line 6a	4,924,152.			
	7	Capital gain net income (from Part IV, line 2)		319,375.		
	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)					
11	Other income					
12	Total. Add lines 1 through 11	594,790.	594,790.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	90,000.	0.		90,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	11,567.	0.		11,567.
	16a	Legal fees				
	b	Accounting fees	10,000.	500.		9,500.
	c	Other professional fees	37,644.	33,880.		3,764.
	17	Interest				
	18	Taxes	13,415.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy	5,400.	0.		5,400.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	3,328.	0.		3,328.
	24	Total operating and administrative expenses. Add lines 13 through 23	171,354.	34,380.		123,559.
	25	Contributions, gifts, grants paid	675,440.			675,440.
26	Total expenses and disbursements. Add lines 24 and 25	846,794.	34,380.		798,999.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-252,004.				
b	Net investment income (if negative, enter -0-)		560,410.			
c	Adjusted net income (if negative, enter -0-)			N/A		

P 7

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	99,493.	149,262.	149,262.
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			
7	Other notes and loans receivable ▶			
	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 STMT 8	2,154,608.	1,673,227.	1,666,427.
b	Investments - corporate stock STMT 9	7,024,105.	6,979,676.	8,029,141.
c	Investments - corporate bonds STMT 10	2,323,917.	2,548,697.	2,529,782.
11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 11	37,900.	37,900.	37,900.
14	Land, buildings, and equipment: basis ▶ 1,624.			
	Less: accumulated depreciation ▶	2,367.	1,624.	1,624.
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,642,390.	11,390,386.	12,414,136.

Liabilities

17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.	

Net Assets or Fund Balances

	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	11,642,390.	11,390,386.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30	Total net assets or fund balances	11,642,390.	11,390,386.	
31	Total liabilities and net assets/fund balances	11,642,390.	11,390,386.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,642,390.
2	Enter amount from Part I, line 27a	2	-252,004.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,390,386.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,390,386.

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.)
1a PUBLICLY TRADED SECURITIES	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,924,152.		4,604,777.	319,375.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			319,375.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	319,375.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	791,504.	13,355,685.	.059263
2013	780,698.	12,502,696.	.062442
2012	680,867.	12,011,870.	.056683
2011	687,862.	12,335,329.	.055764
2010	680,581.	11,851,011.	.057428

2 Total of line 1, column (d)	2	.291580
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.058316
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	13,052,716.
5 Multiply line 4 by line 3	5	761,182.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,604.
7 Add lines 5 and 6	7	766,786.
8 Enter qualifying distributions from Part XII, line 4	8	798,999.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	5,604.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,604.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,604.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	7,960.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	7,960.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,356.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ 2,356. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>KUNKELFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>FOUNDATION OFFICE</u> Telephone no. ► <u>717-902-9817</u> Located at ► <u>225 MARKET STREET, 2ND FLOOR, HARRISBURG, PA</u> ZIP+4 ► <u>17101</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		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? 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		90,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,197,622.
b	Average of monthly cash balances	1b	14,292.
c	Fair market value of all other assets	1c	39,574.
d	Total (add lines 1a, b, and c)	1d	13,251,488.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,251,488.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	198,772.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,052,716.
6	Minimum investment return. Enter 5% of line 5	6	652,636.

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

1	Minimum investment return from Part X, line 6	1	652,636.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	5,604.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,604.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	647,032.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	647,032.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	647,032.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	798,999.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	798,999.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,604.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	793,395.

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
1 Distributable amount for 2015 from Part XI, line 7				647,032.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	95,166.			
b From 2011	82,590.			
c From 2012	90,621.			
d From 2013	191,393.			
e From 2014	139,576.			
f Total of lines 3a through e	599,346.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 798,999.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				647,032.
e Remaining amount distributed out of corpus	151,967.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	751,313.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	95,166.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	656,147.			
10 Analysis of line 9:				
a Excess from 2011	82,590.			
b Excess from 2012	90,621.			
c Excess from 2013	191,393.			
d Excess from 2014	139,576.			
e Excess from 2015	151,967.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (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)				
a Paid during the year				
AMERICAN RED CROSS OF CENTRAL PA 1804 N. 6TH STREET HARRISBURG, PA 17102	NONE	PUBLIC CHARITY	FUND HEALTH SERVICES PROGRAMS	25,000.
BEACON CLINIC FOR HEALTH AND HOPE 248 SENECA STREET HARRISBURG, PA 17110	NONE	PUBLIC CHARITY	FUND HEALTH SERVICES PROGRAMS	20,000.
BIG BROTHERS BIG SISTERS OF THE CAPITAL REGION 1500 N.2ND STREET HARRISBURG, PA 17102	NONE	PUBLIC CHARITY	FUND COMMUNITY SERVICE PROGRAMS	20,000.
BRETHREN HOUSING ASSOCIATION 219 HUMMEL STREET HARRISBURG, PA 17104	NONE	PUBLIC CHARITY	FUND COMMUNITY SERVICE PROGRAMS	10,000.
CAPITAL AREA SCIENCE AND ENGINEERING FAIR 225 MARKET STREET HARRISBURG, PA 17101	NONE	PUBLIC CHARITY	FUND EDUCATION PROGRAMS	5,000.
Total			SEE CONTINUATION SHEET(S)	675,440.
b Approved for future payment				
NONE				
Total				0.

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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
N/A		

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

Sign Here Reginald K. Davis 5/10/2016 Treasurer

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature 	Date 5/10/12	Check ☒ if self-employed	PTIN P00252339
	Firm's name ▶ MCKONLY & ASBURY, LLP			Firm's EIN ▶ 23-1909723	
	Firm's address ▶ 415 FALLOWFIELD ROAD CAMP HILL, PA 17011			Phone no. 7177617910	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTRAL PENN COLLEGE EDUCATION FOUNDATION 600 VALLEY ROAD SUMMERDALE, PA 17093-0309	NONE	PUBLIC CHARITY	FUND EDUCATION PROGRAMS	10,000.
CENTRAL PENNSYLVANIA YOUTH BALLET 5 N ORANGE STREET CARLISLE, PA 17013	NONE	PUBLIC CHARITY	FUND ARTS PROGRAMS	50,000.
CHILDREN'S CANCER RECOVERY FOUNDATION 6380 FLANK DR., SUITE 400 HARRISBURG, PA 17112	NONE	PUBLIC CHARITY	FUND HEALTH SERVICES PROGRAMS	3,000.
CLEVE J. FREDRICKSEN LIBRARY ASSOC. 100 NORTH 19TH STREET CAMP HILL, PA 17011	NONE	PUBLIC CHARITY	FUND COMMUNITY SERVICE PROGRAMS	11,440.
CULTURAL ENRICHMENT FUND PO BOX 12084 HARRISBURG, PA 17108	NONE	PUBLIC CHARITY	FUND ARTS PROGRAMS	5,000.
FRIENDS OF INTERNATIONAL HOUSE P.O. BOX 1224 HARRISBURG, PA 17108	NONE	PUBLIC CHARITY	FUND COMMUNITY SERVICE PROGRAMS	100,000.
GAMUT THEATRE GROUP INC. 14 NORTH 4TH STREET HARRISBURG, PA 17101	NONE	PUBLIC CHARITY	FUND ARTS PROGRAMS	10,000.
HISTORICAL SOCIETY OF DAUPHIN COUNTY 219 S. FRONT STREET HARRISBURG, PA 17104	NONE	PUBLIC CHARITY	FUND COMMUNITY SERVICE PROGRAMS	10,000.
HOPE STATION 140 WEST PENN STREET CARLISLE, PA 17013	NONE	PUBLIC CHARITY	FUND COMMUNITY SERVICE PROGRAMS	1,000.
JOSHUA GROUP 1442 MARKET STREET HARRISBURG, PA 17103	NONE	PUBLIC CHARITY	FUND EDUCATION PROGRAMS	15,000.
Total from continuation sheets				595,440.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JUNIOR ACHIEVEMENT OF SOUTH CENTRAL PA 610 S. GEORGE STREET YORK, PA 17401	NONE	PUBLIC CHARITY	FUND EDUCATION PROGRAMS	25,000.
MESSIAH COLLEGE 1 COLLEGE AVENUE MECHANICSBURG, PA 17403	NONE	PRIVATE COLLEGE	FUND EDUCATION PROGRAMS	5,000.
OPERATION MEDICAL 44 HERSHA DRIVE HARRISBURG, PA 17102	NONE	PUBLIC CHARITY	FUND HEALTH SERVICES PROGRAMS	10,000.
OPERATION WARM 6 DICKINSON DR, SUITE 314 CHADDS FORD, PA 19317	NONE	PUBLIC CHARITY	FUND COMMUNITY SERVICE PROGRAMS	15,000.
PENN STATE HARRIBURG 777 WEST HARRISBURG PIKE MIDDLETOWN, PA 17057	NONE	PUBLIC UNIVERSITY	FUND EDUCATION PROGRAMS	150,000.
PLANNED PARENTHOOD KEYSTONE P.O. BOX 813 TREXLERTOWN, PA 18087	NONE	PUBLIC CHARITY	FUND HEALTH SERVICES PROGRAMS	15,000.
STOP THE VIOLENCE HELP CENTER 1660 S CAMERON STREET HARRISBURG, PA 17104	NONE	PUBLIC CHARITY	FUND HEALTH SERVICES PROGRAMS	10,000.
THE LION FOUNDATION 2627 CHESTNUT STREET CAMP HILL, PA 17011	NONE	PUBLIC CHARITY	FUND COMMUNITY SERVICE PROGRAMS	70,000.
THE LUSTGARTEN FOUNDATION 1111 STEWART AVENUE BETHPAGE, NY 11714	NONE	PUBLIC CHARITY	FUND HEALTH SERVICES PROGRAMS	10,000.
UNITED WAY OF THE CAPITAL REGION 2235 MILLENIUM WAY ENOLA, PA 17025	NONE	PUBLIC CHARITY	FUND COMMUNITY SERVICE PROGRAMS	15,000.
Total from continuation sheets				

23-7026914

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MELLON	1.	1.	
TOTAL TO PART I, LINE 3	1.	1.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT PORTFOLIO	239,414.	0.	239,414.	239,414.	
TO PART I, LINE 4	239,414.	0.	239,414.	239,414.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
REAL ESTATE	1	36,000.
TOTAL TO FORM 990-PF, PART I, LINE 5A		36,000.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,000.	500.		9,500.
TO FORM 990-PF, PG 1, LN 16B	10,000.	500.		9,500.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	37,644.	33,880.		3,764.
TO FORM 990-PF, PG 1, LN 16C	37,644.	33,880.		3,764.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX DEPOSIT	6,928.	0.		0.
REAL ESTATE TAXES	6,487.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,415.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSOCIATION DUES	1,410.	0.		1,410.
OFFICE SUPPLIES	1,918.	0.		1,918.
TO FORM 990-PF, PG 1, LN 23	3,328.	0.		3,328.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY OBLIGATIONS	X		1,673,227.	1,666,427.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,673,227.	1,666,427.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,673,227.	1,666,427.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	6,979,676.	8,029,141.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,979,676.	8,029,141.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,548,697.	2,529,782.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,548,697.	2,529,782.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE	COST	37,900.	37,900.
TOTAL TO FORM 990-PF, PART II, LINE 13		37,900.	37,900.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NANCY W. BERGERT 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	10,000.	0.	0.
ELIZABETH K. DAVIS 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	7,500.	0.	0.
DEBORAH K. FACINI 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	7,500.	0.	0.
JOHN C. KUNKEL, II 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	7,500.	0.	0.
PAUL A. KUNKEL 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	7,500.	0.	0.
JOHN K. STARK 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	15,000.	0.	0.
JAY W. STARK 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	15,000.	0.	0.
JENNIFER R. MAGUIRE-WRIGHT 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	10,000.	0.	0.
WILLIAM T. WRIGHT II 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	10,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		90,000.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOHN STARK
225 MARKET STREET, 2ND FLOOR
HARRISBURG, PA 17101

TELEPHONE NUMBER

717-902-9817

FORM AND CONTENT OF APPLICATIONS

WRITTEN, INCLUDING SPECIFIC PROJECT BUDGET INCLUDING TOTAL PROJECT COST AND AMOUNT THAT IS REQUESTED. OTHER INFORMATION IS REQUIRED AS OUTLINED ON THE FOUNDATION'S WEBSITE KUNKELFOUNDATION.ORG.

ANY SUBMISSION DEADLINES

OCTOBER 1ST

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Account summary

December 1, 2015 - December 31, 2015

John Crain Kunkel Foundation
Trust Under Agreement Dated
January 3 1994
BNY Mellon, N.A. Trustee
Account number 10172827BN6

Account activity

Market value

Market value as of December 1, 2015:	\$ 13,237,833.95
Additions	36,088.10
Withdrawals	-700,810.70
Change in investment value (Net of fees, includes income)	-218,790.89
Market value as of December 31, 2015:	\$ 12,354,320.45
Accrued income as of December 31, 2015:	31,872.45
Total market value plus accrued income	\$ 12,386,192.91

Cash and money market activity

Cash/money market balance as of December 1, 2015:	\$ 638,583.41
Income	45,204.86
Receipts	142,266.21
Sales/Maturities	352,600.21
Disbursements	-703,994.53
Purchases	-345,689.48
Cash/money market balance as of December 31, 2015:	\$ 128,970.58

Income summary

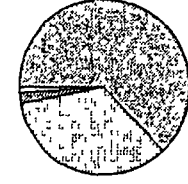
	This period	Year to date
Interest tax exempt	\$ 0.00	\$ 0.00
Interest taxable	5,995.54	101,803.37
Dividends	39,209.32	137,610.75
Other asset income	0.00	0.00
Total income	\$ 45,204.86	\$ 239,414.12

Year to date realized net gain/loss	Short term	Long term
(For annual tax preparation please refer to your annual tax letter)	\$ -18,919.93	\$336,171.15

Account profile

Investment objective:
Growth with income

Asset allocation



Asset summary

	Market value
Cash and cash equivalents	\$ 128,970.68
(Includes income cash of \$ 15,145.50)	
Fixed income	4,196,208.34
Equities	7,779,615.47
Alternatives investments	249,525.97
Other assets	0.00
Liabilities	0.00
Total assets	\$ 12,354,320.45

Bond maturities

	Less than 1 year	1 to 5 years	5 to 10 years	over 10 years	Par value	% of par value
	\$ 245,000.00	\$ 2,805,766.89	\$ 941,658.10	\$ 17,620.00		
	6.1%	70.0%	23.5%	0.4%		

Estimated annual income

\$ 227,713.43



BNY MELLON
WEALTH MANAGEMENT
www.bnymellonwealthmanagement.com

Portfolio manager

James R Hepfer, III
717 991 3036



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Cash and cash equivalents

Individual securities

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Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
20,000	Hydro-Quebec DTD 6/30/2011 2% 6/30/2016 Moody's: AA2 S&P: A+	100.5340	20,106.80	20,031.48	75.32	400.00	2.0	0.2
80,000	United States Treas Note DTD 7/15/2013 0.625% 7/15/2016 Moody's: AAA S&P: AA+	100.0080	80,006.40	80,048.86	-42.46	500.00	0.6	0.7
10,000	Duke Energy Carolinas DTD 12/8/2011 1.75% 12/15/2016 Moody's: AA2 S&P: A	100.5510	10,055.10	9,983.70	71.40	175.00	1.7	0.1
230,000	United States Treasury Note DTD 12/31/2011 0.875% 12/31/2016 Moody's: AAA S&P: AA+	100.0630	230,144.90	230,522.90	-378.00	2,012.50	0.9	1.9
160,000	United States Treasury Notes DTD 1/15/2014 0.75% 01/15/2017 Moody's: AAA S&P: AA+	99.9100	159,856.00	160,108.01	-252.01	1,200.00	0.8	1.3
25,000	Nova Scotia Province DTD 1/26/2007 5.125% 1/26/2017 Moody's: AA2 S&P: A+	104.0640	26,016.00	26,586.75	-570.75	1,281.25	4.9	0.2
160,000	United States Treasury Note DTD 1/31/2012 0.875% 1/31/2017 Moody's: AAA S&P: AA+	100.0080	160,012.80	159,212.40	800.40	1,400.00	0.9	1.3
25,000	British Telecom PLC DTD 2/14/2014 1.25% 2/14/2017 Moody's: BAA2 S&P: BBB	99.5280	24,882.00	24,974.75	-92.75	312.50	1.3	0.2
50,000	United States Treasury Note DTD 2/29/2012 0.875% 2/28/2017 Moody's: AAA S&P: AA+	100.0390	50,019.50	49,918.10	101.40	437.50	0.9	0.4
25,000	Burlington Northn Santa F DTD 4/13/2007 5.65% 5/1/2017 Moody's: A3 S&P: BBB+	105.1670	26,291.75	26,431.80	-140.05	1,412.50	5.4	0.2

Fixed income

Taxable

Individual securities continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
30,000	A.B.B. Finance USA Inc DTD 5/8/2012 1.625% 5/8/2017 Moody's: A2 S&P: A	100.0670	30,020.10	30,332.71	-312.61	487.50	1.6	0.2
25,000	Diageo Capital PLC DTD 5/11/2012 1.5% 5/11/2017 Moody's: A3 S&P: A-	99.9480	24,987.00	25,111.43	-124.43	375.00	1.5	0.2
23,751.27	Federal National Mortgage Assn Passthr CTF Pool Number 465274 DTD 6/1/2010 3.69% 6/1/2017 Moody's: N/A S&P: N/A	102.2870	24,294.46	25,652.29	-1,357.83	876.42	3.6	0.2
25,000	Ford Motor Credit Co LLC DTD 6/12/2012 3% 6/12/2017 Moody's: BAA3 S&P: BBB-	100.9720	25,243.00	25,209.46	33.54	750.00	3.0	0.2
20,000	United States Treasury Note DTD 6/30/2015 0.625% 6/30/2017 Moody's: AAA S&P: AA+	99.4960	19,899.20	20,017.14	-117.94	125.00	0.6	0.2
15,000	American Honda Finance DTD 7/15/2014 1.2% 7/14/2017 Moody's: A1 S&P: A+	99.5590	14,933.85	14,978.85	-45.00	180.00	1.2	0.1
25,000	Anheuser-Busch Inbev Wor DTD 7/16/2012 1.375% 7/15/2017 Moody's: A2 S&P: A-	99.6670	24,916.75	24,968.08	-51.33	343.75	1.4	0.2
20,000	Comerica Bank DTD 8/22/2005 5.2% 8/22/2017 Moody's: A3 S&P: A-	104.9080	20,981.60	21,106.81	-125.21	1,040.00	5.0	0.2
50,000	United States Treasury Note DTD 8/31/2010 1.875% 8/31/2017 Moody's: AAA S&P: AA+	101.3710	50,685.50	50,964.67	-279.17	937.50	1.9	0.4
30,000	Astrazeneca PLC DTD 9/12/2007 5.9% 9/15/2017 Moody's: A3 S&P: A-	107.1040	32,131.20	30,165.31	1,965.89	1,770.00	5.5	0.3



BNY MELLON
WEALTH MANAGEMENT

Portfolio manager

James R Hepfer, III
717 221 3036



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Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
15,000	Royal Bank Of Canada DTD 9/19/2012 1.20% 9/19/2017 Moody's: AAA S&P: N/R	99.5270	14,929.05	14,998.50	-69.45	180.00	1.2	0.1
20,000	Thomson Reuters Corp DTD 9/29/2014 1.65% 9/29/2017 Moody's: BAA2 S&P: BBB+	99.4860	19,897.20	19,970.55	-73.35	330.00	1.7	0.2
80,000	United States Treasury Note DTD 9/30/2012 0.625% 9/30/2017 Moody's: AAA S&P: AA+	99.3090	79,447.20	79,364.30	82.90	500.00	0.6	0.6
25,000	McDonald's Corp DTD 10/18/2007 5.8% 10/15/2017 Moody's: BAA1 S&P: BBB+	106.7640	26,691.00	25,680.54	1,010.46	1,450.00	5.4	0.2
45,000	United States Treasury Note DTD 10/31/2012 0.75% 10/31/2017 Moody's: AAA S&P: AA+	99.4690	44,761.05	44,750.44	10.61	337.50	0.8	0.4
40,000	Intel Corp DTD 12/11/2012 1.35% 12/15/2017 Moody's: A1 S&P: A+	100.1330	40,053.20	40,028.30	24.90	540.00	1.4	0.3
165,000	United States Treasury Note DTD 1/31/2011 2.625% 1/31/2018 Moody's: AAA S&P: AA+	103.0940	170,105.10	170,938.87	-833.77	4,331.25	2.6	1.4
35,000	Rabobank Nederland NY DTD 3/19/2013 1.7% 3/19/2018 Moody's: AA2 S&P: A+	99.9490	34,982.15	34,879.25	102.90	595.00	1.7	0.3
15,000	Coca-Cola Co/The DTD 3/5/2013 1.15% 4/1/2018 Moody's: AA3 S&P: AA	99.7190	14,957.85	14,828.85	129.00	172.50	1.2	0.1
20,000	Bank Of Montreal DTD 4/10/2015 1.4% 4/10/2018 Moody's: AA3 S&P: A+	99.0780	19,815.60	19,991.47	-175.87	280.00	1.4	0.2

Fixed income

Taxable

Individual securities continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
108,034.50	WI Treasury Sec. DTD 4/15/2013 0.125% 4/15/2018 Moody's: AAA S&P: AA+	99.8070	107,825.99	111,173.29	-3,347.30	135.04	0.1	0.9
15,677.36	Santander Drive Auto Receivables Trust Passthru CTF DTD 5/16/2012 3.27% 4/16/2018 Series 2012-3 Class C Moody's: AAA S&P: AAA	100.3040	15,725.02	15,967.63	-242.61	471.89	3.0	0.1
25,000	United States Treasury Note DTD 4/30/2013 0.625% 4/30/2018 Moody's: AAA S&P: AA+	98.7150	24,678.75	24,440.32	238.43	156.25	0.6	0.2
20,000	Abbvie Inc DTD 5/14/2015 1.8% 5/14/2018 Moody's: BAA1 S&P: A	99.5400	19,908.00	19,979.60	-71.60	360.00	1.8	0.2
30,000	Glaxosmithkline Cap Inc DTD 5/13/2008 5.65% 5/15/2018 Moody's: A2 S&P: A+	108.9880	32,696.40	29,860.08	2,836.32	1,695.00	5.2	0.3
30,000	Grupo Televisa Sab DTD 5/12/2008 6% 5/15/2018 Moody's: BAA1 S&P: BBB+	107.0700	32,121.00	34,301.83	-2,180.83	1,800.00	5.6	0.3
30,000	Emc Corp DTD 6/6/2013 1.875% 6/1/2018 Moody's: A1 S&P: A	93.3080	27,992.40	29,995.00	-2,002.60	562.50	2.0	0.2
25,000	United States Treasury Note DTD 6/15/2015 1.125% 6/15/2018 Moody's: AAA S&P: AA+	99.7660	24,941.50	24,982.42	-40.92	281.25	1.1	0.2
20,000	Unitedhealth Group Inc DTD 7/23/2015 1.9% 7/16/2018 Moody's: A3 S&P: A+	100.3010	20,060.20	19,974.60	85.60	380.00	1.9	0.2
30,000	American Express Credit DTD 7/31/2015 1.8% 7/31/2018 Moody's: A2 S&P: A-	99.8210	29,946.30	29,960.70	-14.40	540.00	1.8	0.2



Fixed income

Taxable

Individual securities

continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
55,000	United States Treasury Note DTD 9/30/2011 1.375% 9/30/2018 Moody's: AAA S&P: AA+	100.3130	55,172.15	54,733.78	438.37	756.25	1.4	0.5
20,000	Societe Generale DTD 10/1/2013 2.625% 10/1/2018 Moody's: A2 S&P: A	101.1060	20,221.20	20,032.15	189.05	525.00	2.6	0.2
30,000	Hyundai Auto Receivables Trust Passthru CTF DTD 7/19/2012 1.95% 10/15/2018 Series 2012-B Class C Moody's: AAA S&P: AAA	100.0730	30,021.90	30,339.84	-317.94	585.00	2.0	0.2
13,678.56	Santander Drive Auto Receivables TR Passthru CTF DTD 11/20/2013 1.55% 10/15/2018 Series 2013-5 Class B Moody's: AAA S&P: N/A	100.0080	13,679.65	13,766.72	-87.07	212.02	1.6	0.1
35,000	Boston Properties LP DTD 11/10/2011 3.7% 11/15/2018 Moody's: BAA2 S&P: A-	103.5930	36,257.55	36,780.58	-523.03	1,295.00	3.6	0.3
30,000	Bank Of America Corp DTD 10/22/2013 2.6% 1/15/2019 Moody's: BAA1 S&P: BBB+	100.3260	30,097.80	30,053.28	44.52	780.00	2.6	0.2
30,000	Dr Pepper Snapple Group DTD 11/15/2011 2.6% 1/15/2019 Moody's: BAA1 S&P: BBB+	100.5600	30,168.00	30,366.99	-198.99	780.00	2.6	0.2
25,000	Kroger Co/The DTD 12/23/2013 2.3% 1/15/2019 Moody's: BAA2 S&P: BBB	100.2620	25,065.50	25,127.48	-61.98	575.00	2.3	0.2
30,000	Toyota Motor Credit Corp DTD 1/17/2014 2.1% 1/17/2019 Moody's: AA3 S&P: AA-	100.2100	30,063.00	30,009.52	53.48	630.00	2.1	0.2
40,000	Goldman Sachs Group Inc DTD 1/31/2014 2.625% 1/31/19 Moody's: A3 S&P: BBB+	100.7150	40,286.00	40,535.90	-249.90	1,050.00	2.6	0.3

Fixed income

Taxable

Individual securities continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
20,000	Amgen Inc DTD 1/16/2009 5.7% 2/1/2019 Moody's: BAA1 S&P: A	110.2480	22,049.60	19,955.40	2,094.20	1,140.00	5.2	0.2
10,000	United Technologies Corp DTD 12/18/2005 6.125% 2/1/2019 Moody's: A3 S&P: A-	111.5180	11,151.80	9,983.80	1,168.00	612.50	5.5	0.1
35,000	Cisco Systems DTD 03/03/2014 2.125% 03/01/2019 Moody's: A1 S&P: AA-	100.8580	35,300.30	34,975.15	325.15	743.75	2.1	0.3
30,000	BP Cap Mkts P L C DTD 3/10/2009 4.75% 3/10/2019 Moody's: A2 S&P: A	106.9320	32,079.60	32,747.92	-668.32	1,425.00	4.4	0.3
20,000	Pfizer Inc DTD 3/24/2009 6.2% 3/15/2019 Moody's: A1 S&P: AA	112.5000	22,500.00	20,992.70	1,507.30	1,240.00	5.5	0.2
50,000	United States Treasury Note DTD 4/30/2012 1.25% 4/30/2019 Moody's: AAA S&P: AA+	99.3630	49,681.50	49,715.84	-34.34	625.00	1.3	0.4
20,000	Federal Home Loan Bank DTD 5/4/2004 5.375% 5/15/2019 Moody's: AAA S&P: AA+	112.6170	22,523.40	22,447.46	75.94	1,075.00	4.8	0.2
30,000	Caterpillar Financial SE DTD 6/9/2014 2.1% 6/9/2019 Moody's: A2 S&P: A	100.3250	30,097.50	30,000.00	97.50	630.00	2.1	0.2
25,000	California ST Earthquake Auth DTD 11/6/2014 2.805% 7/1/2019 Txbl	100.8870	25,221.75	24,999.35	222.40	701.25	2.8	0.2
20,000	Univ Of California CA Revenues DTD 3/14/2013 1.796% 7/1/2019 Txbl-Nts-Ser Ah Moody's: AA2 S&P: AA	100.0200	20,004.00	20,000.00	4.00	359.20	1.8	0.2



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WEALTH MANAGEMENT

Portfolio manager

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Fixed income

Taxable

Individual securities

continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
65,000	Citigroup Inc DTD 7/29/2014 2.5% 7/29/2019 Moody's: BAA1 S&P: BBB+	99.8490	64,901.85	64,498.45	403.40	1,625.00	2.5	0.5
20,000	C V S Caremark Corp DTD 8/12/2014 2.25% 8/12/2019 Moody's: BAA1 S&P: BBB+	99.8680	19,973.60	20,006.77	-33.17	450.00	2.3	0.2
30,000	Ontario (Province Of) DTD 10/7/2009 4% 10/7/2019 Moody's: AA2 S&P: A+	107.1290	32,138.70	29,948.40	2,190.30	1,200.00	3.7	0.3
15,000	Enterprise Products Oper DTD 10/14/2014 2.55% 10/15/2019 Moody's: BAA1 S&P: BBB+	95.8710	14,380.65	15,165.95	-785.30	382.50	2.7	0.1
5,000	United States Treasury Note DTD 11/15/2009 3.375% 11/15/2019 Moody's: AAA S&P: AA+	106.7810	5,339.05	4,980.10	358.95	168.75	3.2	0.0
30,000	Amazon.Com Inc DTD 12/5/2014 2.6% 12/5/2019 Moody's: BAA1 S&P: AA-	101.5680	30,470.40	30,721.59	-251.19	780.00	2.6	0.3
30,000	Adobe Systems Inc DTD 2/1/2010 4.75% 2/1/2020 Moody's: BAA1 S&P: A-	108.3030	32,490.90	33,289.70	-798.80	1,425.00	4.4	0.3
5,000	United States Treasury Note DTD 2/28/2013 1.25% 2/29/2020 Moody's: AAA S&P: AA+	98.3630	4,918.15	5,014.08	-95.93	62.50	1.3	0.0
40,625.20	U S Treasury Inflation Indexed Bond DTD 4/15/2015 0.125% 4/15/2020 Moody's: AAA S&P: AA+	98.7250	40,107.23	40,344.37	-237.14	50.78	0.1	0.3
20,000	Santander Holdings USA DTD 4/17/2015 2.65% 4/17/2020 Moody's: BAA2 S&P: BBB+	98.1070	19,621.40	19,920.20	-298.80	530.00	2.7	0.2

Fixed income

Taxable

Individual securities continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
15,000	Federal National Mortgage Assn DTD 4/30/2012 2% 4/30/2020 Moody's: AAA S&P: AA+	101.0210	15,153.15	14,891.40	261.75	300.00	2.0	0.1
30,000	Apple Inc DTD 5/13/2015 2% 5/6/2020 Moody's: AA1 S&P: AA+	99.8960	29,968.80	30,108.02	-139.22	600.00	2.0	0.2
20,000	Qualcomm Inc DTD 5/20/2015 2.25% 5/20/2020 Moody's: A1 S&P: A+	99.0280	19,805.60	19,984.00	-178.40	450.00	2.3	0.2
40,000	Florida ST Hurricane Catastrophe DTD 4/23/2013 2.995% 7/1/2020 Ser A Moody's: AA3 S&P: AA-	101.4120	40,564.80	40,000.00	564.80	1,198.00	3.0	0.3
40,000	Wal-Mart Stores Inc DTD 7/8/2010 3.625% 7/8/2020 Moody's: AA2 S&P: AA	106.9960	42,798.40	43,706.60	-908.20	1,450.00	3.4	0.4
20,000	Automatic Data Processing DTD 9/15/2015 2.25% 9/15/2020 Moody's: AA3 S&P: AA	100.3790	20,075.80	19,982.20	93.60	450.00	2.2	0.2
19,000	Dow Chemical Co/The DTD 11/9/2010 4.25% 11/15/2020 Moody's: BAA2 S&P: BBB	104.6770	19,888.63	19,454.86	433.77	807.50	4.1	0.2
30,000	United States Treasury N/B DTD 12/2/2013 2% 11/30/2020 Moody's: AAA S&P: AA+	101.0120	30,303.60	29,828.87	474.73	600.00	2.0	0.3
30,000	Intercontinentalexchange DTD 11/24/2015 2.75% 12/1/2020 Moody's: A2 S&P: A	99.9750	29,992.50	29,966.40	26.10	825.00	2.8	0.2
45,000	HSBC Finance Corp DTD 7/15/2011 6.676% 1/15/2021 Moody's: BAA2 S&P: A-	114.7680	51,645.60	51,992.86	-347.26	3,004.20	5.8	0.4



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Portfolio manager

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Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
20,000	Macy's Retail Hldgs Inc DTD 12/10/2015 3.45% 1/15/2021 Moody's: N/A S&P: BBB+	99.4550	19,891.00	19,834.20	56.80	690.00	3.5	0.2
15,000	General Elec Cap Corp DTD 2/11/2011 5.3% 2/1/2021 Moody's: A2 S&P: AA	112.7620	16,914.30	16,338.75	575.55	795.00	4.7	0.1
35,000	Nbc Universal Media LLC DTD 4/1/2011 4.375% 4/1/2021 Moody's: A3 S&P: A-	108.6230	38,018.05	39,442.60	-1,424.55	1,531.25	4.0	0.3
35,000	AT&T Inc DTD 4/29/2011 4.45% 5/15/2021 Moody's: BAA1 S&P: BBB+	106.4350	37,252.25	36,903.79	348.46	1,557.50	4.2	0.3
31,658.10	United States Treasury Inflation Protected Security DTD 7/15/2011 0.625% 7/15/2021 Moody's: AAA S&P: AA+	100.6560	31,865.78	32,855.62	-989.84	197.86	0.6	0.3
5,000	United States Treasury Note DTD 8/15/2011 2.125% 8/15/2021 Moody's: AAA S&P: AA+	101.1840	5,059.20	4,941.82	117.38	106.25	2.1	0.0
40,000	Massachusetts ST DTD 12/1/2010 4.2% 12/1/2021 Build America Bonds-Ser E Moody's: AA1 S&P: AA+	108.4110	43,364.40	40,512.55	2,851.85	1,680.00	3.9	0.4
35,000	Time Warner Inc DTD 10/17/2011 4% 1/15/2022 Moody's: BAA2 S&P: BBB	103.6020	36,260.70	36,547.20	-286.50	1,400.00	3.9	0.3
30,000	Petroleos Mexicanos DTD 7/24/2012 4.875% 1/24/2022 Moody's: BAA1 S&P: BBB+	96.2500	28,875.00	31,123.18	-2,248.18	1,462.50	5.1	0.2
40,000	United States Treasury Note DTD 2/15/2012 2% 2/15/2022 Moody's: AAA S&P: AA+	100.1800	40,072.00	39,391.84	680.16	800.00	2.0	0.3

Fixed income

Taxable

Individual securities continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
20,000	Actavis Funding Scs DTD 3/12/2015 3.45% 3/15/2022 Moody's: BAA3 S&P: BBB-	100.1090	20,021.80	19,971.60	50.20	690.00	3.5	0.2
15,000	Apache Corp DTD 4/9/2012 3.25% 4/15/2022 Moody's: BAA1 S&P: BBB+	95.2440	14,286.60	14,691.30	-404.70	487.50	3.4	0.1
35,000	Orcle Corp DTD 5/5/2015 2.5% 5/15/2022 Moody's: A1 S&P: AA-	98.1510	34,352.85	34,876.80	-523.95	875.00	2.6	0.3
30,000	United States Treasury Note DTD 5/15/2012 1.75% 5/15/2022 Moody's: AAA S&P: AA+	98.3630	29,508.90	30,044.65	-535.75	525.00	1.8	0.2
20,000	United States Treasury Note DTD 7/31/2015 2% 7/31/2022 Moody's: AAA S&P: AA+	99.7300	19,946.00	20,083.86	-137.86	400.00	2.0	0.2
35,000	21ST Centy Fox Amer Inc DTD 9/14/2012 3% 09/15/2022 Moody's: BAA1 S&P: BBB+	98.5420	34,489.70	34,334.30	155.40	1,050.00	3.0	0.3
35,000	Morgan Stanley DTD 10/23/12 4.875% 11/1/22 Moody's: BAA2 S&P: BBB-	106.1250	37,143.75	36,116.15	1,027.60	1,706.25	4.6	0.3
15,000	Halliburton Co DTD 11/13/2015 3.375% 11/15/2022 Moody's: A2 S&P: A	98.4130	14,761.95	14,987.85	-225.90	506.25	3.4	0.1
40,000	JP Morgan Chase & Co DTD 5/1/2013 3.375% 5/1/2023 Moody's: BAA1 S&P: BBB+	98.2820	39,312.80	38,820.55	492.25	1,350.00	3.4	0.3
50,000	Verizon Communications DTD 9/18/2013 5.15% 9/15/2023 Moody's: BAA1 S&P: BBB+	109.9330	54,966.50	50,227.64	4,738.86	2,575.00	4.7	0.4



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Portfolio manager

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Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
25,000	Fidelity Nationalinform DTD 6/3/2014 3.875% 6/5/2024 Moody's: BAA3 S&P: BBB	96.5200	24,130.00	24,919.88	-789.88	968.75	4.0	0.2
90,000	United States Treasury Notes DTD 11/15/2014 2.25% 11/15/2024 Moody's: AAA S&P: AA+	99.9490	89,954.10	92,968.70	-3,014.60	2,025.00	2.3	0.7
15,000	Southwestern Energy Co DTD 1/23/2015 4.95% 1/23/2025 Moody's: BAA3 S&P: BBB-	63.0000	9,450.00	15,215.93	-5,765.93	742.50	7.9	0.1
25,000	United States Treasury Note DTD 2/15/2015 2% 2/15/2025 Moody's: AAA S&P: AA+	97.7540	24,438.50	24,542.97	-104.47	500.00	2.1	0.2
25,000	Waste Managementinc DTD 2/26/2015 3.125% 3/1/2025 Moody's: BAA2 S&P: A-	97.3220	24,330.50	24,927.85	-597.35	781.25	3.2	0.2
15,000	Spectra Energy Partners DTD 3/12/2015 3.5% 3/15/2025 Moody's: BAA2 S&P: BBB	87.4690	13,120.35	14,943.50	-1,823.15	525.00	4.0	0.1
30,000	Bank Of America Corp DTD 4/21/2015 3.95% 4/21/2025 Moody's: BAA3 S&P: BBB	97.3770	29,213.10	29,911.50	-698.40	1,185.00	4.1	0.2
30,000	Fiserv Inc DTD 5/22/2015 3.85% 6/1/2025 Moody's: BAA2 S&P: BBB	99.8550	29,956.50	29,979.90	-23.40	1,155.00	3.9	0.2
30,000	Microsoft Corp DTD 11/3/2015 3.125% 11/3/2025 Moody's: AAA S&P: AAA	100.5310	30,159.30	29,992.20	167.10	937.50	3.1	0.2
30,000	Citizens Financial Group DTD 12/3/2015 4.3% 12/3/2025 Moody's: N/A S&P: BBB	100.5260	30,157.80	29,968.50	189.30	1,290.00	4.3	0.2

Fixed income

Taxable

Individual securities continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
331.38	Government National Mortgage Assoc Passthru CTF DTD 8/1/2005 4.978% 2/16/2037 Series 2005-59 Class C Moody's: N/A S&P: N/A	99.8200	330.78	348.78	-18.00	16.50	5.0	0.0
17,288.62	GNMA REMIC Trust 2013-17 Passthru CTF Gnr 2013-17 Ab DTD 2/1/2013 2.29917% 1/16/2049 Series 2013-17 Class Ab Moody's: N/A S&P: N/A	97.3940	16,838.08	17,276.08	-438.00	397.49	2.4	0.1
Total taxable individual securities								
			\$ 4,057,322.37	\$ 4,067,526.80	\$ -10,204.43	\$ 99,551.65		32.8%
			\$ 4,057,322.37	\$ 4,067,526.80	\$ -10,204.43	\$ 99,551.65		32.8%

High yield

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
23,863.569	Dreyfus High Yield Fund	\$ 5.8200	\$ 138,885.97	\$ 154,397.29	\$ -15,511.32	\$ 9,497.70	6.8%	1.1%
Total high yield pooled vehicle								
			\$ 138,885.97	\$ 154,397.29	\$ -15,511.32	\$ 9,497.70		1.1%
			\$ 138,885.97	\$ 154,397.29	\$ -15,511.32	\$ 9,497.70		1.1%
			\$ 4,196,208.34	\$ 4,221,924.09	\$ -25,715.75	\$ 109,049.35		33.9%

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
239	Allergan PLC (AGN)	\$ 312.5000	\$ 74,687.50	\$ 44,864.84	\$ 29,822.66	\$ 0.00	0.0%	0.6%
564	Accenture PLC (ACN)	104.5000	58,938.00	47,657.97	11,280.03	1,240.80	2.1	0.5
1,037	Eaton Corp PLC (ETN)	52.0400	53,965.48	56,295.30	-2,329.82	2,281.40	4.2	0.4



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WEALTH MANAGEMENT

Portfolio manager

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Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,150	Ingersoll-Rand PLC (IR)	55.2900	63,583.50	57,415.29	6,168.21	1,334.00	2.1	0.5
2,060	Invesco Limited (IVZ)	33.4800	68,968.80	67,674.29	1,294.51	2,224.80	3.2	0.6
478	Avago Technologies (AVGO)	145.1500	69,381.70	25,964.72	43,416.98	841.28	1.2	0.6
1,120	AT&T Inc (T)	34.4100	38,539.20	34,544.71	3,994.49	2,150.40	5.6	0.3
860	Abbott Laboratories (ABT)	44.9100	38,622.60	32,573.62	6,048.98	894.40	2.3	0.3
740	Abbvie Inc. (ABBV)	59.2400	43,837.60	40,671.22	3,166.38	1,687.20	3.9	0.4
860	Activision Blizzard Inc (ATVI)	38.7100	33,290.60	27,852.71	5,437.89	197.80	0.5	0.3
730	Adobe Systems Inc (ADBE)	93.9400	68,576.20	39,242.75	29,333.45	0.00	0.0	0.6
1,140	Agilent Technologies Inc (A)	41.8100	47,663.40	47,031.14	632.26	524.40	1.1	0.4
2,190	Ally Financial Inc. (ALLY)	18.6400	40,821.60	48,371.12	-7,549.52	0.00	0.0	0.3
210	Alphabet, Inc. (GOOGL)	778.0100	163,382.10	127,850.42	35,531.68	0.00	0.0	1.3
178	Amazon.Com Inc (AMZN)	675.8900	120,308.42	48,710.93	71,597.49	0.00	0.0	1.0
550	American Tower Corporation (AMT)	96.9500	53,322.50	51,737.54	1,584.96	1,078.00	2.0	0.4
239	Amgen Inc (AMGN)	162.3300	38,796.87	30,988.66	7,808.21	956.00	2.5	0.3
191	Anacor Pharmaceuticals Inc (ANAC)	112.9700	21,577.27	25,546.86	-3,969.59	0.00	0.0	0.2
820	Analog Devices Inc (ADI)	55.3200	45,362.40	50,744.55	-5,382.15	1,312.00	2.9	0.4
1,137	Apple Inc (AAPL)	105.2600	119,680.62	22,854.69	96,825.93	2,364.96	2.0	1.0
5,700	Bank Of America Corporation (BAC)	16.8300	95,931.00	94,023.93	1,907.07	1,140.00	1.2	0.8
218	Biomarin Pharmaceutical Inc (BMRN)	104.7600	22,837.68	23,226.58	-388.90	0.00	0.0	0.2
140	Biogen Idec Inc (BIIB)	306.3500	42,889.00	43,579.69	-690.69	0.00	0.0	0.4
560	Bristol-Myers Squibb Company (BMY)	68.7900	38,522.40	24,560.54	13,961.86	851.20	2.2	0.3
558	CVS Caremark Corporation (CVS)	97.7700	54,555.66	57,202.01	-2,646.35	948.60	1.7	0.4
900	Capital One Financial Corporation (COF)	72.1800	64,962.00	44,710.31	20,251.69	1,440.00	2.2	0.5
520	Cardinal Health Inc (CAH)	89.2700	46,420.40	36,927.72	9,492.68	804.96	1.7	0.4
780	Celanese Corp (CE)	67.3300	52,517.40	38,378.73	14,138.67	936.00	1.8	0.4
	Series A							

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
192	Celgene Corp (CELG)	119.7600	22,993.92	19,741.90	3,252.02	0.00	0.0	0.2
710	The Cheesecake Factory (CAKE)	46.1100	32,738.10	34,679.58	-1,941.48	568.00	1.7	0.3
462	Chevron Corporation (CVX)	89.9600	41,561.52	58,180.70	-16,619.18	1,977.36	4.8	0.3
870	Cognizant Technology Solutions Corp (CTSH) Cl A	60.0200	52,217.40	54,073.18	-1,855.78	0.00	0.0	0.4
1,510	Comcast Corp Cl A (CMCSA)	56.4300	85,209.30	73,552.22	11,657.08	1,510.00	1.8	0.7
331	Constellation Brands Inc-A (STZ)	142.4400	47,147.64	42,218.80	4,928.84	410.44	0.9	0.4
240	Costco Whsl Corp New (COST)	161.5000	38,760.00	31,593.40	7,166.60	384.00	1.0	0.3
363	The Walt Disney Company (DIS)	105.0800	38,144.04	16,634.74	21,509.30	515.46	1.4	0.3
990	Dow Chemical Co (DOW)	51.4800	50,965.20	48,582.30	2,382.90	1,821.60	3.6	0.4
450	Electronic Arts Inc (EA)	68.7200	30,924.00	16,509.52	14,414.48	0.00	0.0	0.3
1,710	Exelon Corp (EXC)	27.7700	47,486.70	57,966.62	-10,479.92	2,120.40	4.5	0.4
978	Exxon Mobil Corp (XOM)	77.9500	76,235.10	54,902.15	21,332.95	2,855.76	3.8	0.6
1,229	Facebook Inc. (FB)	104.6600	128,627.14	69,157.64	59,469.50	0.00	0.0	1.0
1,270	Halliburton Co (HAL)	34.0400	43,230.80	57,855.95	-14,625.15	914.40	2.1	0.4
690	Harley Davidson Inc (HOG)	45.3900	31,319.10	40,269.39	-8,950.29	855.60	2.7	0.3
1,360	Hartford Finl Svcs Group Inc (HIG)	43.4600	59,974.80	50,341.85	9,632.95	1,159.20	1.9	0.5
503	Hershey Co (HSY)	89.2700	44,902.81	52,564.54	-7,661.73	1,173.00	2.6	0.4
570	Home Depot Inc (HD)	132.2500	75,382.50	45,550.36	29,832.14	1,345.20	1.8	0.6
706	Honeywell Intl Inc (HON)	103.5700	73,120.42	59,717.08	13,403.34	1,680.28	2.3	0.6
740	Illinois Tool Wks Inc (ITW)	92.6800	68,583.20	64,442.07	4,141.13	1,628.00	2.4	0.6
353	Intercontinentalexchange Group, Inc.(ICE)	256.2600	90,459.78	50,144.22	40,315.56	1,059.00	1.2	0.7
844	Johnson & Johnson (JNJ)	102.7200	86,695.68	82,954.57	3,741.11	2,532.00	2.9	0.7
660	Marathon Petroleum Corp (MPC)	51.8400	34,214.40	36,117.38	-1,902.98	844.80	2.5	0.3
770	Merck & Co Inc (MRK)	52.8200	40,671.40	40,072.37	599.03	1,416.80	3.5	0.3
950	Microsoft Corporation (MSFT)	55.4800	52,706.00	41,432.73	11,273.27	1,368.00	2.6	0.4
424	Monster Beverage Corporation (MNST)	148.9600	63,159.04	29,124.11	34,034.93	0.00	0.0	0.5



BNY MELLON
WEALTH MANAGEMENT

Portfolio manager

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Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
910	Nike Inc Class B Stock (NKE)	62.5000	56,875.00	48,574.46	8,300.54	582.40	1.0	0.5
820	Nucor Corp (NUE)	40.3000	33,046.00	38,668.74	-5,622.74	1,230.00	3.7	0.3
590	PNC Financial Services Group (PNC)	95.3100	56,232.90	45,694.61	10,538.29	1,203.60	2.1	0.5
392	Palo Alto Networks Inc (PANW)	176.1400	69,046.88	56,935.83	12,111.05	0.00	0.0	0.6
844	Pepsico Inc (PEP)	99.9200	84,332.48	38,157.81	46,174.67	2,371.64	2.8	0.7
2,232	Pfizer Inc (PFE)	32.2800	72,048.96	46,344.33	25,704.63	2,678.40	3.7	0.6
920	Philip Morris International Inc (PM)	87.9100	80,877.20	55,818.89	25,058.31	3,753.60	4.6	0.7
360	Phillips 66 (PSX)	81.8000	29,448.00	25,709.59	3,738.41	806.40	2.7	0.2
325	Pioneer Natural Resources Company (PXD)	125.3800	40,748.50	49,352.47	-8,603.97	26.00	0.1	0.3
520	The Procter & Gamble Company (PG)	79.4100	41,293.20	43,359.31	-2,066.11	1,379.04	3.3	0.3
890	Salesforce.Com Inc (CRM)	78.4000	69,776.00	40,185.54	29,590.46	0.00	0.0	0.6
743	Schlumberger Ltd (SLB)	69.7500	51,824.25	61,549.49	-9,725.24	1,486.00	2.9	0.4
2,200	Schwab Charles Corp New (SCHW)	32.9300	72,446.00	70,493.04	1,952.96	528.00	0.7	0.6
677	Sempra Energy (SRE)	94.0100	63,644.77	64,497.50	-852.73	1,895.60	3.0	0.5
760	Servicenow, Inc. (NOW)	86.5600	65,785.60	32,592.36	33,193.24	0.00	0.0	0.5
308	3M Co (MMM)	150.6400	46,397.12	43,899.88	2,497.24	1,262.80	2.7	0.4
750	Time Warner Inc (TWX)	64.6700	48,502.50	56,264.66	-7,762.16	1,050.00	2.2	0.4
686	Union Pac Corp (UNP)	78.2000	53,645.20	60,535.97	-6,890.77	1,509.20	2.8	0.4
552	United Technologies Corp (UTX)	96.0700	53,030.64	59,334.69	-6,304.05	1,413.12	2.7	0.4
320	Universal Health Services Inc Cl B (UHS)	119.4900	38,236.80	44,417.74	-6,180.94	128.00	0.3	0.3
690	Valero Energy Corp New (VLO)	70.7100	48,789.90	24,891.61	23,898.29	1,380.00	2.8	0.4
700	Verizon Communications Inc (VZ)	46.2200	32,354.00	32,285.99	68.01	1,582.00	4.9	0.3
690	Visa Inc-Class A Shrs (V)	77.5500	53,509.50	52,809.18	700.32	386.40	0.7	0.4
980	Voya Financial Inc (VOYA)	36.9100	36,171.80	39,461.67	-3,289.87	39.20	0.1	0.3
1,300	Wells Fargo & Company (WFC)	54.3600	70,668.00	43,241.05	27,426.95	1,950.00	2.8	0.6
760	Yum! Brands Inc (YUM)	73.0500	55,518.00	56,543.08	-1,025.08	1,398.40	2.5	0.5

Equities

U.S. large cap continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
3,589,434	Dreyfus Strategic Value Fund (DRGYX)	33.6900	120,928.03	143,616.65	-22,688.62	1,748.05	1.5	1.0
26,091,884	BNY Mellon Income Stock Fund (MPISX)	8.0500	210,039.67	228,692.01	-18,652.34	4,618.26	2.2	1.7
4,577,892	Dreyfus U.S. Equity Fund (DPUYX)	16.5500	75,764.11	83,505.91	-7,741.80	791.98	1.0	0.6

Total U.S. large cap

\$ 4,970,352.90 \$ 4,207,016.27 \$ 763,336.63 \$ 90,545.59 40.2%

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
56,624,099	The BNY Mellon Mid Cap (MPMCX) Multi-Strategy Fund	\$ 13.9200	\$ 788,207.46	\$ 570,295.92	\$ 217,911.54	\$ 1,036.22	0.1%	6.4%

Total U.S. mid cap

\$ 788,207.46 \$ 570,295.92 \$ 217,911.54 \$ 1,036.22 6.4%

U.S. small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
6,524,301	Dreyfus Opportunistic Small Cap Fund(DSCVX)	\$ 28.6800	\$ 187,116.95	\$ 165,350.76	\$ 21,766.19	\$ 665.48	0.4%	1.5%
11,851.16	Dreyfus Select Managers Small Cap (DMVYX) Value Fund	19.5000	231,097.62	233,745.46	-2,647.84	754.92	0.3	1.9

Total U.S. small cap

\$ 418,214.57 \$ 399,096.22 \$ 19,118.35 \$ 1,420.40 3.4%

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
299	Anheuser Busch Inbev Spn (BUD)	\$ 125.0000	\$ 37,375.00	\$ 32,289.70	\$ 5,085.30	\$ 963.98	2.6%	0.3%
25,839,723	BNY Mellon International Fund (MPTX)	11.3600	293,539.25	264,118.48	29,420.77	4,108.52	1.4	2.4
6,019,833	Dreyfus International Small Cap Fund(DYYPX)	13.2900	80,003.54	85,000.00	-4,996.46	539.98	0.7	0.7
15,466,179	Dreyfus/Newton International Equity (NIEYX) Fund	18.8900	292,156.12	239,732.88	52,423.24	3,340.69	1.1	2.4



BNY MELLON
WEALTH MANAGEMENT

Portfolio manager

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Developed international
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
20,707.523	Dreyfus International Stock Fund (DISYX)	14.2300	294,668.05	252,331.73	42,336.32	4,783.44	1.6	2.4

Total developed international

			\$ 997,741.96	\$ 873,472.79	\$ 124,269.17	\$ 13,736.61		8.1%
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Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
47,597.723	BNY Mellon Emerging Markets Fund (MEMKX)	\$ 7.7200	\$ 367,454.42	\$ 425,091.97	\$ -57,637.55	\$ 3,546.03	1.0%	3.0%
6,207.966	Dfa Emerging Markets Core Equity (DFCEX)	15.7600	97,837.54	120,000.00	-22,162.46	2,234.87	2.3	0.8

Total emerging markets

			\$ 465,291.96	\$ 545,091.97	\$ -79,800.01	\$ 5,780.90		3.8%
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Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
16,275.509	Dreyfus Global Real Estate (DRLYX)	\$ 8.5900	\$ 139,806.62	\$ 124,702.25	\$ 15,104.37	\$ 3,385.31	2.4%	1.1%

Total equity reits

			\$ 139,806.62	\$ 124,702.25	\$ 15,104.37	\$ 3,385.31		1.1%
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Total equities

			\$ 7,779,615.47	\$ 6,719,675.42	\$ 1,059,940.05	\$ 115,905.03		62.9%
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Alternative investments

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
7,954.754	Advantage Dynamic Total Return Fund	\$ 15.8200	\$ 125,844.21	\$ 130,000.00	\$ -4,155.79	\$ 0.00	0.0%	1.0%
11,892.477	ASG Managed Futures Strategy Fund	10.4000	123,681.76	130,000.00	-6,318.24	2,759.05	2.2	1.0

Total alternative investments

			\$ 249,525.97	\$ 250,000.00	\$ -10,474.03	\$ 2,759.05		2.0%
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Total assets

			\$ 12,354,320.46	\$ 11,330,570.19	\$ 1,023,750.27	\$ 227,713.43		100.0%
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