Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ 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
PHILIP I KENT FOUNDATION

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
26-1552762

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)* ▶ $ 2,500,737

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)
(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) (see instructions))*

			(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 (attach schedule)	716,045			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	39,759	39,653		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	408,724			
	b	Gross sales price for all assets on line 6a 1,273,045				
	7	Capital gain net income (from Part IV, line 2)		408,724		
	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)	4,366	4,366		
	12	**Total.** Add lines 1 through 11	1,168,894	452,743	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	34,456	25,842		8,614
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	760			760
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,344	894		
	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	38,560	26,736	0	9,374
	25	Contributions, gifts, grants paid	60,000			60,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	98,560	26,736	0	69,374
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,070,334			
	b	**Net investment income** (if negative, enter -0-)		426,007		
	c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED
11 22 2016
OGDEN SERVICE CENTER

POSTMARK
11 1 2016

For Paperwork Reduction Act Notice, see instructions.
HTA

Form **990-PF** (2015)

6727

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	615,724	64,885	64,885
	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)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,267,884	2,479,444	2,435,852
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,883,608	2,544,329	2,500,737
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	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	1,883,608	2,544,329	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,883,608	2,544,329	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,883,608	2,544,329	

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	1,883,608
2	Enter amount from Part I, line 27a	2	1,070,334
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND & CTF INCOME ADDITIONS	3	3,592
4	Add lines 1, 2, and 3	4	2,957,534
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	413,205
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,544,329

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	See Attached Statement			
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	408,724
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	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

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	86,212	1,519,392	0 056741
2013	68,542	991,954	0 069098
2012	58,958	835,255	0 070587
2011	127,872	777,144	0 164541
2010	68,318	617,873	0 110570

2	**Total** of line 1, column (d)	2	0 471537
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	0 094307
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	2,410,580
5	Multiply line 4 by line 3	5	227,335
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,260
7	Add lines 5 and 6	7	231,595
8	Enter qualifying distributions from Part XII, line 4	8	69,374

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	8,520
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	8,520
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	8,520
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,741		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	13,600		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	15,341
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6,821
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 6,821 **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to ***1a*** *or* ***1b,*** *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶$ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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)	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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	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?	☐ 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)*		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	N/A
	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 (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	N/A

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, I	Trustee 4 00	34,456		

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

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)

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	2,374,923
b	Average of monthly cash balances	1b	72,366
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,447,289
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,447,289
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	36,709
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,410,580
6	**Minimum investment return.** Enter 5% of line 5	6	120,529

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	120,529
2a	Tax on investment income for 2015 from Part VI, line 5	2a	8,520		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,520
3	Distributable amount before adjustments Subtract line 2c from line 1			3	112,009
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	112,009
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	112,009

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	69,374
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	69,374
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	69,374

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					112,009
2	Undistributed income, if any, as of the end of 2015					
a	Enter amount for 2014 only				0	
b	Total for prior years 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2015					
a	From 2010	37,660				
b	From 2011	90,601				
c	From 2012	19,106				
d	From 2013	19,976				
e	From 2014	11,983				
f	**Total** of lines 3a through e		179,326			
4	Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 69,374					
a	Applied to 2014, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2015 distributable amount					69,374
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a))*		42,635			42,635
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		136,691			
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					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				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)					
8	Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		136,691			
10	Analysis of line 9					
a	Excess from 2011	85,626				
b	Excess from 2012	19,106				
c	Excess from 2013	19,976				
d	Excess from 2014	11,983				
e	Excess from 2015					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

WELLS FARGO BANK NA 3280 PEACHTREE RD NE ATLANTA, GA 30305 (404) 238-0444

b The form in which applications should be submitted and information and materials they should include

NONE

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NO GRANTS TO INDIVIDUALS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	60,000
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	39,759	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	408,724	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	4,366	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		452,849	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 452,849

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) 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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

SVP Wells Fargo Bank N A | 10/31/2016 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		10/31/2016		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	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** ***www.irs.gov/form990.***

OMB No 1545-0047

2015

Name of the organization	**Employer identification number**
PHILIP I KENT FOUNDATION	26-1552762

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 331/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ____________________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
PHILIP I KENT FOUNDATION	26-1552762

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PHILIP I KENT 145 15TH STREET NE APT 1219 ATLANTA GA 30309 Foreign State or Province Foreign Country	$ 716,045	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
PHILIP I KENT FOUNDATION	26-1552762

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	8,431 SHARES OF TIME WARNER $1 00	$ 716,045	4/16/2015

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
PHILIP I KENT FOUNDATION	26-1552762

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ 0
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

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

	Amount		Totals	Gross Sales	Cost or Other Basis Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	37,933		Capital Gains/Losses	1,273,045	864,321	408,724
Short Term CG Distributions	0		Other sales	0	0	0

	Description	CUSIP #	Check "X" 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	DODGE & COX INT'L STOCK	256206103	X				3/6/2014	12/7/2015	41,220	47,258				0	-6,038
2	DODGE & COX INT'L STOCK	256206103	X				12/31/2014	12/7/2015	57,599	63,000				0	-5,401
3	DODGE & COX INT'L STOCK	256206103	X				3/16/2015	12/7/2015	4,448	5,000				0	-552
4	DODGE & COX INT'L STOCK	256206103	X				4/27/2015	12/7/2015	4,168	5,000				0	-832
5	DODGE & COX INT'L STOCK	256206103	X				5/1/2015	12/7/2015	23,802	28,000				0	-4,198
6	DODGE & COX INT'L STOCK	256206103	X				5/27/2015	12/7/2015	16,886	20,000				0	-3,114
7	FID ADV EMER MKTS INC- CL	315920702	X				7/2/2012	5/27/2015	17,000	17,836				0	-836
8	FID ADV EMER MKTS INC- CL	315920702	X				7/2/2012	8/25/2015	4,265	4,744				0	-479
9	FID ADV EMER MKTS INC- CL	315920702	X				2/13/2014	8/25/2015	4,785	5,000				0	-215
10	FID ADV EMER MKTS INC- CL	315920702	X				10/27/2014	8/25/2015	15,506	17,000				0	-1,494
11	FID ADV EMER MKTS INC- CL	315920702	X				12/31/2014	8/25/2015	14,419	15,000				0	-581
12	JPMORGAN HIGH YIELD FUN	4812C0803	X				5/27/2015	12/1/2015	13,753	15,000				0	-1,247
13	MLN ELEMENTS ROGERS TC	870297801	X				4/27/2015	12/14/2015	5,189	7,055				0	-1,866
14	MLN ELEMENTS ROGERS TC	870297801	X				5/1/2015	12/14/2015	3,652	5,014				0	-1,362
15	MLN ELEMENTS ROGERS TC	870297801	X				5/27/2015	12/14/2015	3,757	5,010				0	-1,253
16	TEMPLETON GLOBAL BOND	880208400	X				12/20/2013	5/27/2015	59	61				0	-2
17	TEMPLETON GLOBAL BOND	880208400	X				10/27/2014	5/27/2015	15,148	16,000				0	-852
18	TEMPLETON GLOBAL BOND	880208400	X				2/22/2010	5/27/2015	1,794	1,863				0	-69
19	TIME WARNER INC	887317303	X				2/17/2012	4/21/2015	120,332	51,786				0	68,546
20	TIME WARNER INC	887317303	X				2/17/2012	4/28/2015	297,391	126,659				0	170,732
21	TIME WARNER INC	887317303	X				2/17/2012	5/21/2015	299,105	126,659				0	172,446
22	TOUCHSTONE SMALL CAP C	89155H256	X				1/18/2012	11/24/2015	17,853	13,355				0	4,498
23	TOUCHSTONE SMALL CAP C	89155H256	X				2/13/2012	11/24/2015	18,401	14,692				0	3,709
24	TOUCHSTONE SMALL CAP C	89155H256	X				2/14/2012	11/24/2015	6,345	5,000				0	1,345
25	TOUCHSTONE SMALL CAP C	89155H256	X				1/4/2013	11/24/2015	1,132	1,000				0	132
26	TOUCHSTONE SMALL CAP C	89155H256	X				2/21/2013	11/24/2015	4,110	3,822				0	288
27	TOUCHSTONE SMALL CAP C	89155H256	X				12/20/2013	11/24/2015	13,904	15,218				0	-1,314
28	TOUCHSTONE SMALL CAP C	89155H256	X				10/27/2014	11/24/2015	1,878	2,000				0	-122
29	TOUCHSTONE SMALL CAP C	89155H256	X				12/31/2014	11/24/2015	30,141	30,000				0	141
30	TOUCHSTONE SMALL CAP C	89155H256	X				4/27/2015	11/24/2015	7,268	8,000				0	-732
31	TOUCHSTONE SMALL CAP C	89155H256	X				5/1/2015	11/24/2015	18,264	20,000				0	-1,736
32	TOUCHSTONE SMALL CAP C	89155H256	X				5/27/2015	11/24/2015	18,229	20,000				0	-1,771
33	ETRACS ALERIAN MLP UBS A	90267B682	X				10/27/2014	4/27/2015	20,279	23,151				0	-2,872
34	JPMORGAN HIGH YIELD FUN	4812C0803	X				10/10/2013	8/26/2015	20,443	22,708				0	-2,265
35	JPMORGAN HIGH YIELD FUN	4812C0803	X				10/11/2013	8/26/2015	4,557	5,069				0	-512
36	JPMORGAN HIGH YIELD FUN	4812C0803	X				10/10/2013	12/1/2015	7,270	8,361				0	-1,091
37	JPMORGAN HIGH YIELD FUN	4812C0803	X				2/13/2014	12/1/2015	13,139	15,000				0	-1,861
38	JPMORGAN HIGH YIELD FUN	4812C0803	X				10/27/2014	12/1/2015	7,942	9,000				0	-1,058
39	JPMORGAN HIGH YIELD FUN	4812C0803	X				12/31/2014	12/1/2015	13,953	15,000				0	-1,047
40	JPMORGAN HIGH YIELD FUN	4812C0803	X				4/27/2015	12/1/2015	9,098	10,000				0	-902
41	JPMORGAN HIGH YIELD FUN	4812C0803	X				5/1/2015	12/1/2015	36,628	40,000				0	-3,372

Part I, Line 11 (990-PF) - Other Income

		4,366	4,366	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER TAXABLE INCOME	4,366	4,366	

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		760	0	0	760
	Description				
1	TAX PREP FEES	760			760

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

		3,344	894	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	894	894		
2	PY EXCISE TAX DUE	709			
3	ESTIMATED EXCISE PAYMENTS	1,741			

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

			1,267,884	2,479,444	2,435,852
	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	83,978	80,899
3	GENERAL ELECTRIC CO		0	0	15,575
4	OAKMARK FUND - I 110		0	256,740	273,895
5	OAKMARK INTERNATIONAL FD 109		0	149,392	139,406
6	T ROWE PRICE BLUE CHIP GRWTH 93		0	282,953	300,773
7	T ROWE CORPORATE INCOME FD 112		0	82,913	80,319
8	VOYA INTL RL EST FD CL-I #2664		0	52,254	51,459
9	VOYA REAL ESTATE FUND CLASS I #2190		0	90,244	106,558
10	MERGER FUND-INST #301		0	83,000	79,996
11	EATON VANCE GLOBAL MACRO - I		0	58,960	56,920
12	VANGUARD HIGH YIELD CORP-ADM 529		0	101,639	98,613
13	DRIEHAUS ACTIVE INCOME FUND		0	84,434	78,416
14	GOLDEN SMALL CAP CORE FUND		0	136,382	128,576
15	TEMPLETON GLOBAL BOND FD-ADV 616		0	40,955	37,099
16	PRINCIPAL MIDCAP BLEND FD-IN 4749		0	199,956	209,211
17	E-TRACS ALERIAN MLP INFRASTRUCTUR		0	94,961	62,392
18	TEMPLETON EMER MKT S/C-ADV 626		0	87,000	79,743
19	OPPENHEIMER DEVELOPING MKT-I 799		0	155,000	131,050
20	WESTERN ASSET SHRT-TRM BND-I		0	123,944	122,081
21	PRINCIPAL PREFERRED SEC-INS 4929		0	106,870	105,724
22	ROBECO BP LNG/SHRT RES-INS		0	50,000	52,283
23	JOHCM INTERNATIONAL SEL-I #180		0	157,869	144,864

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

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

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	3,592
2	Total	2	3,592

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	1,986
2	PY RETURN OF CAPITAL ADJUSTMENT	2	39
3	Excess FMV over Cost of Assets Contributed	3	410,942
4	COST BASIS ADJUSTMENT	4	238
5	Total	5	413,205

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

	Amount
Long Term CG Distributions	37,933
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 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						1,235,112	0	0	864,321	370,791	0	0	0	370,791
1	DODGE & COX INT'L STOCK	256206103		3/6/2014	12/7/2015	41,220		0	47,258	-6,038	0	0	0	-6,038
2	DODGE & COX INT'L STOCK	256206103		12/31/2014	12/7/2015	57,599		0	63,000	-5,401	0	0	0	-5,401
3	DODGE & COX INT'L STOCK	256206103		3/16/2015	12/7/2015	4,448		0	5,000	-552	0	0	0	-552
4	DODGE & COX INT'L STOCK	256206103		4/27/2015	12/7/2015	4,168		0	5,000	-832	0	0	0	-832
5	DODGE & COX INT'L STOCK	256206103		5/1/2015	12/7/2015	23,802		0	28,000	-4,198	0	0	0	-4,198
6	DODGE & COX INT'L STOCK	256206103		5/27/2015	12/7/2015	16,886		0	20,000	-3,114	0	0	0	-3,114
7	FID ADV EMER MKTS INC- CL	315920702		7/2/2012	5/27/2015	17,000		0	17,836	-836	0	0	0	-836
8	FID ADV EMER MKTS INC- CL	315920702		7/2/2012	8/25/2015	4 265		0	4,744	-479	0	0	0	-479
9	FID ADV EMER MKTS INC- CL	315920702		2/13/2014	8/25/2015	4,785		0	5,000	-215	0	0	0	-215
10	FID ADV EMER MKTS INC- CL	315920702		10/27/2014	8/25/2015	15,506		0	17,000	-1,494	0	0	0	-1,494
11	FID ADV EMER MKTS INC- CL	315920702		12/31/2014	8/25/2015	14,419		0	15,000	-581	0	0	0	-581
12	JPMORGAN HIGH YIELD FUN	4812C0803		5/27/2015	12/1/2015	13,753		0	15,000	-1,247	0	0	0	-1,247
13	MLN ELEMENTS ROGERS TO	870297801		4/27/2015	12/14/2015	5,189		0	7,055	-1,866	0	0	0	-1,866
14	MLN ELEMENTS ROGERS TO	870297801		5/1/2015	12/14/2015	3,652		0	5,014	-1,362	0	0	0	-1,362
15	MLN ELEMENTS ROGERS TO	870297801		5/27/2015	12/14/2015	3,757		0	5,010	-1,253	0	0	0	-1,253
16	TEMPLETON GLOBAL BOND	880208400		12/20/2013	5/27/2015	59		0	61	-2	0	0	0	-2
17	TEMPLETON GLOBAL BOND	880208400		10/27/2014	5/27/2015	15,148		0	16,000	-852	0	0	0	-852
18	TEMPLETON GLOBAL BOND	880208400		2/22/2010	5/27/2015	1 794		0	1,863	-69	0	0	0	-69
19	TIME WARNER INC	887317303		2/17/2012	4/21/2015	120,332		0	51,786	68,546	0	0	0	68,546
20	TIME WARNER INC	887317303		2/17/2012	4/28/2015	297,391		0	126,659	170,732	0	0	0	170,732
21	TIME WARNER INC	887317303		2/17/2012	5/21/2015	299,105		0	126,659	172,446	0	0	0	172,446
22	TOUCHSTONE SMALL CAP C	89155H256		1/18/2012	11/24/2015	17,853		0	13,355	4,498	0	0	0	4,498
23	TOUCHSTONE SMALL CAP C	89155H256		2/13/2012	11/24/2015	18,401		0	14,692	3,709	0	0	0	3,709
24	TOUCHSTONE SMALL CAP C	89155H256		2/14/2012	11/24/2015	6,345		0	5,000	1,345	0	0	0	1,345
25	TOUCHSTONE SMALL CAP C	89155H256		1/4/2013	11/24/2015	1,132		0	1,000	132	0	0	0	132
26	TOUCHSTONE SMALL CAP C	89155H256		2/21/2013	11/24/2015	4,110		0	3,822	288	0	0	0	288
27	TOUCHSTONE SMALL CAP C	89155H256		12/20/2013	11/24/2015	13,904		0	15,218	-1,314	0	0	0	-1,314
28	TOUCHSTONE SMALL CAP C	89155H256		10/27/2014	11/24/2015	1,878		0	2,000	-122	0	0	0	-122
29	TOUCHSTONE SMALL CAP C	89155H256		12/31/2014	11/24/2015	30,141		0	30,000	141	0	0	0	141
30	TOUCHSTONE SMALL CAP C	89155H256		4/27/2015	11/24/2015	7,268		0	8,000	-732	0	0	0	-732
31	TOUCHSTONE SMALL CAP C	89155H256		5/1/2015	11/24/2015	18,264		0	20,000	-1,736	0	0	0	-1,736
32	TOUCHSTONE SMALL CAP C	89155H256		5/27/2015	11/24/2015	18,229		0	20,000	-1,771	0	0	0	-1,771
33	ETRACS ALERIAN MLP UBS A	90267B682		10/27/2014	4/27/2015	20,279		0	23,151	-2,872	0	0	0	-2,872
34	JPMORGAN HIGH YIELD FUN	4812C0803		10/10/2013	8/26/2015	20,443		0	22,708	-2,265	0	0	0	-2,265
35	JPMORGAN HIGH YIELD FUN	4812C0803		10/11/2013	8/26/2015	4,557		0	5,069	-512	0	0	0	-512
36	JPMORGAN HIGH YIELD FUN	4812C0803		10/10/2013	12/1/2015	7 270		0	8,361	-1,091	0	0	0	-1,091
37	JPMORGAN HIGH YIELD FUN	4812C0803		2/13/2014	12/1/2015	13,139		0	15,000	-1,861	0	0	0	-1,861
38	JPMORGAN HIGH YIELD FUN	4812C0803		10/27/2014	12/1/2015	7 942		0	9,000	-1,058	0	0	0	-1,058
39	JPMORGAN HIGH YIELD FUN	4812C0803		12/31/2014	12/1/2015	13,953		0	15,000	-1,047	0	0	0	-1,047
40	JPMORGAN HIGH YIELD FUN	4812C0803		4/27/2015	12/1/2015	9,098		0	10,000	-902	0	0	0	-902
41	JPMORGAN HIGH YIELD FUN	4812C0803		5/1/2015	12/1/2015	36,628		0	40,000	-3,372	0	0	0	-3,372

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										34,456	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	34,456		

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	5/8/2015	2	435
3	Second quarter estimated tax payment	6/10/2015	3	436
4	Third quarter estimated tax payment	9/10/2015	4	435
5	Fourth quarter estimated tax payment	12/10/2015	5	435
6	Other payments		6	
7	Total		7	1,741

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	NATIONAL CENTER FOR CIVIL AND HUMAN RIGHTS, INC			
Street	100 IVAN ALLEN JR BLVD			
City ATLANTA	**State** GA	**Zip Code** 30313	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 10,000

Name	ROBERT W WOODRUFF ARTS CENTER INC			
Street	1280 PEACHTREE ST NE			
City ATLANTA	**State** GA	**Zip Code** 30309	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 10,000

Name	CHRIS KIDS INC			
Street	1017 FAYETTEVILLE ROAD SUITE B			
City ATLANTA	**State** GA	**Zip Code** 30316	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 10,000

Name	ATLANTA BELTLINE PARTNERSHIP INC			
Street	50 HURT PLZ SE STE 910			
City ATLANTA	**State** GA	**Zip Code** 30303	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 5,000

Name	LEHIGH UNIVERSITY			
Street	27 MEMORIAL DRIVE			
City BETHLEHAM	**State** PA	**Zip Code** 18015	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 10,000

Name	HUMAN RIGHTS ACTION CENTER			
Street	451 1ST ST NE			
City WASHINGTON	**State** DC	**Zip Code** 20003	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL SUPPORT GRANT				**Amount** 10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name INNER-CITY FILMMAKERS			
Street 3000 OLYMPIC BLVD			
City SANTA MONICA	**State** CA	**Zip Code** 90404	**Foreign Country**
Relationship NONE	**Foundation Status** PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			**Amount** 5,000
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**
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**