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 , 2015, and ending , 20

Name of foundation: ADAMS LEGACY FOUNDATION

A Employer identification number: 26-3373791

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 803878 — Room/suite:

B Telephone number (see instructions): 312-630-6000

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60680

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 change

D 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 foundation

E 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) ▶ $ 4,383,491.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(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)				
	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	134,860.	134,849.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	82,428.			
	b	Gross sales price for all assets on line 6a 459,157.				
	7	Capital gain net income (from Part IV, line 2)		82,428.		
	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)	-56.			STMT 2
	12	**Total** Add lines 1 through 11	217,232.	217,277.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	33,000.			33,000.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits	3,228.	NONE	NONE	3,228.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	3,000.	1,500.	NONE	1,500.
	c	Other professional fees (attach schedule) STMT 4	25,091.	25,091.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	8,441.	2,441.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	9,789.	NONE	NONE	9,789.
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	13,029.			13,029.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	95,578.	29,032.	NONE	60,546.
	25	Contributions, gifts, grants paid	175,944.			175,944.
	26	**Total expenses and disbursements.** Add lines 24 and 25	271,522.	29,032.	NONE	236,490.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-54,290.			
	b	**Net investment income** (if negative, enter -0-)		188,245.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	37,810.	45,821.	45,821.
	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 ▶ NONE			
	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) STMT 7	3,280,844.	3,252,656.	3,284,791.
	c	Investments - corporate bonds (attach schedule) STMT 8	967,458.	934,140.	844,593.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 9	157,456.	157,456.	208,286.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ NOTE DUE : WILDLING MUSEUM)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,443,568.	4,390,073.	4,383,491.
Liabilities	17	Accounts payable and accrued expenses	40.	987.	
	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)	40.	987.	
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. ▶ [X]			
	27	Capital stock, trust principal, or current funds	4,443,528.	4,389,086.	
	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)	4,443,528.	4,389,086.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,443,568.	4,390,073.	

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	4,443,528.
2	Enter amount from Part I, line 27a	2	-54,290.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,389,238.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	152.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,389,086.

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			
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	459,157.		376,729.	82,428.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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				82,428.
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	82,428.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation 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	300,048.	4,798,375.	0.062531
2013	207,355.	4,670,858.	0.044393
2012	199,096.	4,375,326.	0.045504
2011	190,061.	4,429,145.	0.042911
2010	183,423.	4,251,325.	0.043145

2	**Total** of line 1, column (d)	2	0.238484
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	0.047697
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	4,546,037.
5	Multiply line 4 by line 3	5	216,832.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,882.
7	Add lines 5 and 6	7	218,714.
8	Enter qualifying distributions from Part XII, line 4	8	236,490.

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 ▶ [X] and enter 1% of Part I, line 27b		1	1,882.
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	
3	Add lines 1 and 2		3	1,882.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,882.
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 9,514.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	9,514.
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	7,632.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 7,632. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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*	1b		X
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		
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) ▶ DE CA			
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)*

		Line	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 ▶ WWW.ADAMSLEGACYFOUNDATION.ORG

14 The books are in care of ▶ BLAIR CARTY Telephone no ▶ (562)431-0011

Located at ▶ P.O. BOX 1957, LOS ALAMITOS, CA ZIP+4 ▶ 90720

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

		Line	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

			Line	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 ▶ ______ , ______ , ______ , ______				
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		
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)*		3b		
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)*

			Yes	No
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		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	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 (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
PETER D. ADAMS P.O. BOX 1957, LOS ALAMITOS, CA 90720	PRESIDENT 0	-0-	-0-	-0-
REBECCA B ADAMS P.O. BOX 1957, LOS ALAMITOS, CA 90720	SECRETARY 1	-0-	-0-	-0-
BLAIR CARTY P.O. BOX 1957, LOS ALAMITOS, CA 90720	EXECUTIVE DIRECT 10	33,000.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	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 ▶	

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	4,615,266.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,615,266.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,615,266.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69,229.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,546,037.
6	**Minimum investment return.** Enter 5% of line 5	6	227,302.

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	227,302.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,882.		
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,882.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	225,420.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	225,420.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	225,420.

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	236,490.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	236,490.
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	1,882.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	234,608.

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				225,420.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			12,619.	
b Total for prior years 20 13 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 . . . NONE				
b From 2011 . . . NONE				
c From 2012 . . . NONE				
d From 2013 . . . NONE				
e From 2014 . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 236,490.				
a Applied to 2014, but not more than line 2a			12,619.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount				223,871.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2015 (*If an amount appears in column (d), the same amount must be shown in column (a).*)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				1,549.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2011 . . . NONE				
b Excess from 2012 . . . NONE				
c Excess from 2013 . . . NONE				
d Excess from 2014 . . . NONE				
e Excess from 2015 . . . NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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).)

PETER & REBECCA ADAMS

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.

N/A

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·

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 STATEMENT 15				175,944.
Total . . . . . ▶ **3a**				175,944.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	134,860.	
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	82,428.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b REFUND			14	1.	
c DEFERRED INCOME			14	-57.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				217,232.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 217,232.

(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

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

▶ [signature] | 8/2/16 | ▶ PRESIDENT

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
Meredith Glenn	Meredith Glenn	7/26/16		P01613620

Firm's name ▶ THE NORTHERN TRUST COMPANY — Firm's EIN ▶ 36-1561860

Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680 — Phone no 312-630-6000

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		134,860.	134,849.
	TOTAL	134,860.	134,849.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME		-57.
REFUND		1.
	TOTALS	-56.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION		3,000.	1,500.		1,500.
	TOTALS	3,000.	1,500.	NONE	1,500.

ADAMS LEGACY FOUNDATION 26-3373791

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	25,091.	25,091.
TOTALS	25,091.	25,091.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX	6,000.	
FOREIGN TAXES	2,441.	2,441.
TOTALS	8,441.	2,441.

ADAMS LEGACY FOUNDATION 26-3373791

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PAYROLL PROCESSING	707.	707.
MISC FOUNDATION	12,322.	12,322.
TOTALS	13,029.	13,029.

ADAMS LEGACY FOUNDATION 26-3373791

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	3,252,656.	3,284,791.
TOTALS	3,252,656.	3,284,791.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		934,140.	844,593.
	TOTALS	934,140.	844,593.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	157,456.	208,286.
TOTALS		157,456.	208,286.

RECIPIENT NAME:
BLAIR CARTY
ADDRESS:
P.O. BOX 1957
LOS ALAMITOS, CA 90720
RECIPIENT'S PHONE NUMBER: 562-431-0011
FORM, INFORMATION AND MATERIALS:
GRANT PORTAL IS AVAILABLE TO ALL APRIL15
TO SEPTEMBER 15 AT WWW.ADAMSLEGACYFOUNDATION.ORG
SUBMISSION DEADLINES:
LOIs ACCEPTED APRIL 15 - SEPTEMBER 15
RESTRICTIONS OR LIMITATIONS ON AWARDS:
LIMITS: GEOGRAPHY = CA & OH ONLY. AWARD SIZE $5,000 TO $ 20,000
FIELD:NATURE
MORE INFORMATION ON WEBSITE AT ADAMSLEGACYFOUNDATION.ORG

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LAND TRUST FOR SANTA BARBARA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PDA & RBA
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,500.

RECIPIENT NAME:
FOUNDATION FOR SANTA BARBARA
CITY COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTHCARE WORKER TRAINING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
BEXLEY CITY SCHOOLS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LEO'S BENCH
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,944.

RECIPIENT NAME:
ASSISTANCE LEAGUE OF LONG BEACH
(ALLB)
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OSC/ BAC DISC
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 14,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SANTA BARBARA PUBLIC
LIBRARY FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
BRING ME A BOOK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
LOS ALAMITOS EDUCATION FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ART
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
POWER 4 YOUTH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CHARITABLE VENTURE OF OC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SAN GORGONIA OUTDOOR SCHOOL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SOMERSET CONTINUATION HIGHSCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
STEAM AHEAD ENTREPREN
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 23,500.

RECIPIENT NAME:
THE YOUTH CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
LA AUDUBON SOCIETY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE ARCHAELOGICAL CONSERVANCY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
FRIENDS OF CHILDREN CONCERN FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
PELOTONIA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HHS & RRS
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,600.

RECIPIENT NAME:
GLOBAL VILLAGE COLLECTION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ANGLERS OF AU SABLE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
THE TRUST FOR PUBLIC LANDS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
JEWISH COMMUNITY CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,900.

RECIPIENT NAME:
SANTA BARBARA MUSEUM OF NATURAL
HISTORY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,500.

TOTAL GRANTS PAID: 175,944.

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United States - USD							
3M CO COM CUSIP 88579Y101							
161 000	150 64	0 00	24,253 04	21,465 44	2,787 60	0 00	2,787 60
ABBOTT LAB COM CUSIP 002824100							
98 000	44 91	0 00	4,401 18	4,311 10	90 08	0 00	90 08
ABBVIE INC COM USD0 01 CUSIP 00287Y109							
366 000	59 24	0 00	21 681 84	14,876 70	6,805 14	0 00	6,805 14
ALTRIA GROUP INC COM CUSIP 02209S103 MO							
267 000	58 21	150 85	15,542 07	9,080 67	6,461 40	0 00	6,461 40
ANALOG DEVICES INC COM CUSIP 032654105							
238 000	55 32	0 00	13,166 16	9,561 82	3,604 34	0 00	3,604 34
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
114 000	84 72	60 42	9,658 08	6,428 81	3,229 27	0 00	3,229 27
BB&T CORP COM CUSIP 054937107 BBT							
463 000	37 81	0 00	17,506 03	17,891 37	-385 34	0 00	-385 34
BLACKROCK INC COM STK CUSIP 09247X101							
59 000	340 52	0 00	20,090 68	14,136 87	5,953 81	0 00	5,953 81
CISCO SYSTEMS INC CUSIP 17275R102 CSCO							
698 000	27 155	0 00	18,954 19	13,798 87	5,155 32	0 00	5,155 32

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
COCA COLA CO COM CUSIP 191216100							
270 000	42 96	0 00	11,599 20	9,262 14	2,337 06	0 00	2,337 06
EMERSON ELECTRIC CO COM CUSIP 291011104							
332 000	47 83	0 00	15,879 56	16,124 00	-244 44	0 00	-244 44
FASTENAL CO COM CUSIP 311900104							
370 000	40 82	0 00	15,103 40	15,763 14	-659 74	0 00	-659 74
GALLAGHER ARTHUR J & CO COM CUSIP 363576109							
227 000	40 94	0 00	9,293 38	8,075 15	1,218 23	0 00	1,218 23
GENERAL ELECTRIC CO CUSIP 369604103 GE							
553 000	31 15	127 19	17,225 95	11,851 96	5 373 99	0 00	5,373 99
HASBRO INC COM CUSIP 418056107							
175 000	67 36	0 00	11,788 00	9,525 97	2,262 03	0 00	2,262 03
HOME DEPOT INC COM CUSIP 437076102 HD							
182 000	132 25	0 00	24,069 50	21,076 55	2,992 95	0 00	2,992 95
JOHNSON & JOHNSON COM USD1 CUSIP 478160104 JNJ							
177 000	102 72	0 00	18,181 44	12,814 16	5,367 28	0 00	5,367 28
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM							
365 000	66 03	0 00	24,100 95	21,971 94	2,129 01	0 00	2,129 01

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
KIMBERLY-CLARK CORP COM CUSIP 494368103 KMB							
191 000	127 30	168 08	24,314 30	15,350 37	8,963 93	0 00	8,963 93
LOCKHEED MARTIN CORP COM CUSIP 539830109							
81 000	217 15	0 00	17,589 15	9,871 51	7,717 64	0 00	7,717 64
LYONDELLBASELL IND N V COM USD0 01 CL 'A' CUSIP N53745100							
152 000	86 90	0 00	13,208 80	12,212 42	996 38	0 00	996 38
MAXIM INTEGRATED PRODS INC COM CUSIP 57772K101							
342 000	38 00	0 00	12,996 00	11,392 24	1,603 76	0 00	1,603 76
MERCK & CO INC NEW COM CUSIP 58933Y105							
356 000	52 82	163 76	18,803 92	16,380 22	2,423 70	0 00	2,423 70
MICROSOFT CORP COM CUSIP 594918104 MSFT							
522 000	55 48	0 00	28,960 56	16,291 55	12,669 01	0 00	12,669 01
NEXTERA ENERGY INC COM CUSIP 65339F101							
199 000	103 89	0 00	20,674 11	17,278 03	3,396 08	0 00	3,396 08
OCCIDENTAL PETROLEUM CORP CUSIP 674599105 OXY							
281 000	67 61	210 75	18,998 41	20,028 32	-1,029 91	0 00	-1,029 91
PAYCHEX INC COM CUSIP 704326107							
498 000	52 89	0 00	26,339 22	21,280 62	5,058 60	0 00	5,058 60

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
PEPSICO INC COM CUSIP 713448108							
226 000	99 92	158 76	22,581 92	21,027 79	1,554 13	0 00	1 554 13
PFIZER INC COM CUSIP 717081103							
666 000	32 28	0 00	21,498 48	21,896 56	-398 08	0 00	-398 08
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109 PM							
84 000	87 91	85 68	7,384 44	7,158 70	225 74	0 00	225 74
PNC FINANCIAL SERVICES GROUP COM STK CUSIP 693475105 PNC							
212 000	95 31	0 00	20,205 72	18,404 79	1,800 93	0 00	1,800 93
QUALCOMM INC COM CUSIP 747525103 QCOM							
199 000	49 985	0 00	9,947 01	12,615 83	-2,668 82	0 00	-2,668 82
SMUCKER J M CO COM NEW CUSIP 832696405							
74 000	123 34	0 00	9,127 16	8,717 72	409 44	0 00	409 44
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
659 000	23 94	0 00	15,776 46	20,974 33	-5,197 87	0 00	-5,197 87
T ROWE PRICE GROUP INC CUSIP 74144T108							
183 000	71 49	0 00	13,082 67	14,761 33	-1,678 66	0 00	-1,678 66
TARGET CORP COM STK CUSIP 87612E106							
172 000	72 61	0 00	12,488 92	14,592 51	-2,103 59	0 00	-2,103 59

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
WEC ENERGY GROUP INC COM CUSIP 92939U106							
356 000	51 31	0 00	18,266 36	15,456 58	2,809 78	0 00	2,809 78
WELLTOWER INC COM CUSIP 95040Q104 HCN							
265 000	68 03	0 00	18,027 95	15,558 32	2,469 63	0 00	2,469 63
Total USD		1,125 49	642,766 21	549,266 40	93,499 81	0 00	93,499 81
Total United States		1,125 49	642,766 21	549,266 40	93,499 81	0 00	93,499 81
Total Common Stock **10,833.000**		**1,125.49**	**642,766.21**	**549,266.40**	**93,499.81**	**0.00**	**93,499.81**
Equity funds							
Emerging Markets Region - USD							
MFC VANGUARD FTSE EMERGING MKTS ETF CUSIP 922042858 VWO							
6,200 000	32 71	0 00	202,802 00	268,933 88	-66,131 88	0 00	-66,131 88
MFO DFA EMERGING MARKETS VALUE CUSIP 233203587							
3,734 250	20 40	0 00	76,178 70	109,631 31	-33,452 61	0 00	-33,452 61
Total USD		0 00	278,980 70	378,565 19	-99,584 49	0 00	-99,584 49
Total Emerging Markets Region		0 00	278,980 70	378,565 19	-99,584 49	0 00	-99,584 49
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
4,200 000	22 25	0 00	93,450 00	151,745 16	-58,295 16	0 00	-58,295 16
Total USD		0 00	93,450 00	151,745 16	-58,295 16	0 00	-58,295 16

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
Total Global Region		0 00	93,450 00	151,745 16	-58,295 16	0 00	-58,295 16
International Region - USD							
MFO AQR INTERNATIONAL MOMENTUM STYLE - R6 CUSIP 00203H248							
11,581 430	13 61	0 00	157,623 26	174,300 94	-16,677 68	0 00	-16,677 68
MFO DFA INTL SMALL CO PORTFOLIO FD CUSIP 233203629							
16,635 450	17 21	0 00	286,296 09	289,230 38	-2,934 29	0 00	-2,934 29
MFO DIMENSIONAL FD ADVISORS INTL VALUE PORTFOLIO CUSIP 25434D203							
19,425 720	16 03	0 00	311,394 29	340,460 81	-29,066 52	0 00	-29,066 52
Total USD		0 00	755,313 64	803,992 13	-48,678 49	0 00	-48,678 49
Total International Region		0 00	755,313 64	803,992 13	-48,678 49	0 00	-48,678 49
United States - USD							
MFB NORTHERN ENHANCED LARGE CAP CUSIP 665162590							
16,212 710	14 91	0 00	241,731 50	250,000 00	-8,268 50	0 00	-8,268 50
MFB NORTHERN FDS SMALL CAP VALUE FD CUSIP 665162400							
2,486 820	19 28	0 00	47,945 89	53,685 02	-5,739 13	0 00	-5,739 13
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
2,471 650	19 68	0 00	48,642 07	53,475 12	-4,833 05	0 00	-4,833 05
MFC FLEXSHARES TR MORNINGSTAR US MKT FACTOR TILT INDEX FD CUSIP 33939L100							
6,150 000	83 73	10,185 69	514,939 50	349,566 00	165,373 50	0 00	165,373 50
MFC ISHARES TR RUSSELL 2000 VALUE ETF CUSIP 464287630							
2,350 000	92 01	0 00	216,223 50	213,885 72	2,337 78	0 00	2,337 78

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Equity funds							
United States - USD							
MFO AQR LARGE CAP MOMENTUM STYLE R6 CUSIP 00203H263							
20,095 020	19 57	0 00	393,259 54	399,204 62	-5,945 08	0 00	-5,945 08
Total USD		10,185 69	1,462,742 00	1,319,816 48	142,925 52	0 00	142,925 52
Total United States		10,185 69	1,462,742 00	1,319,816 48	142,925 52	0 00	142,925 52
Total Equity Funds							
111,543.050		**10,185.69**	**2,590,486.34**	**2,654,118.96**	**-63,632.62**	**0.00**	**-63,632.62**
Other equity							
United States - USD							
CROWN CASTLE INTL CORP NEW COM CUSIP 22822V101 CCI							
231 000	86 45	0 00	19,969 95	19,336 80	633 15	0 00	633 15
PUB STORAGE COM CUSIP 74460D109							
55 000	247 70	0 00	13,623 50	11,053 28	2,570 22	0 00	2,570 22
VENTAS INC REIT CUSIP 92276F100							
318 000	56 43	0 00	17,944 74	18,880 43	-935 69	0 00	-935 69
Total USD		0 00	51,538 19	49,270 51	2,267 68	0 00	2,267 68
Total United States		0 00	51,538 19	49,270 51	2,267 68	0 00	2,267 68
Total Other Equity							
604.000		**0.00**	**51,538 19**	**49,270 51**	**2,267.68**	**0.00**	**2,267.68**
Total Equity Securities							
122,980.050		**11,311 18**	**3,284,790.74**	**3,252,655 87**	**32,134.87**	**0.00**	**32,134 87**

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United States - USD							
MFO DOUBLELINE CORE FIXED INCOME FUND I CUSIP 258620301							
18,083 180	10 67	0 00	192,947 53	200,000 00	-7,052 47	0 00	-7,052 47
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841							
78,891 660 Issue Date 29 Aug 08	8 26	0 00	651,645 11	734,140 45	-82,495 34	0 00	-82,495 34
Total USD		0 00	844,592 64	934,140 45	-89,547 81	0 00	-89,547 81
Total United States		0 00	844,592 64	934,140 45	-89,547 81	0 00	-89,547 81
Total Corporate/Government **96,974.840**		**0.00**	**844,592.64**	**934,140.45**	**-89,547.81**	**0.00**	**-89,547 81**
Total Fixed Income Securities **96,974.840**		**0.00**	**844,592.64**	**934,140 45**	**-89,547.81**	**0.00**	**-89,547.81**
Real Estate							
Real estate funds							
United States - USD							
MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS PORTFOLIO CUSIP 233203835							
6,283 150	33 15	0 00	208,286 42	157,455 77	50,830 65	0 00	50,830 65
Total USD		0 00	208,286 42	157,455 77	50,830 65	0 00	50,830 65
Total United States		0 00	208,286 42	157,455 77	50,830 65	0 00	50,830 65

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Real Estate							
Total Real Estate Funds							
6,283.150		**0.00**	**208,286.42**	**157,455.77**	**50,830.65**	**0 00**	**50,830.65**
Total Real Estate							
6,283.150		**0 00**	**208,286 42**	**157,455.77**	**50,830.65**	**0.00**	**50,830.65**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	0 14	43,657 72	43,657 72	0 00	0 00	0 00
Total short term - all currencies		0 14	43,657 72	43,657 72	0 00	0 00	0 00
Total short term - all countries		0 14	43,657 72	43,657 72	0 00	0 00	0 00
Total Short Term							
43,657.720		**0.14**	**43,657.72**	**43,657.72**	**0.00**	**0.00**	**0.00**
Total Cash and Short Term Investments							
43,657.720		**0 14**	**43,657.72**	**43,657.72**	**0.00**	**0.00**	**0.00**
Total							
269,895.760		**11,311.32**	**4,381,327.52**	**4,387,909.81**	**-6,582.29**	**0.00**	**-6,582.29**