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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ 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 Whimsie Fund		A Employer identification number 27-5271127
Number and street (or P.O. box number if mail is not delivered to street address) c/o E.R. Boynton, 30 Valley Stream Pkwy		B Telephone number (610) 640-5800
City or town, state or province, country, and ZIP or foreign postal code Malvern, PA 19355		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) ▶ \$ 5721833.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		6118.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		11004.	11004.		Statement 1
4 Dividends and interest from securities		100540.	100540.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		74489.			
b Gross sales price for all assets on line 6a 1535308.			74489.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		192151.	186033.		
13 Compensation of officers, directors, trustees, etc		95302.	45152.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		5355.	0.		0.
16a Legal fees Stmt 3		17091.	17091.		0.
b Accounting fees					
c Other professional fees Stmt 4		25055.	25055.		0.
17 Interest					
18 Taxes Stmt 5		2083.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		5638.	2819.		0.
22 Printing and publications					
23 Other expenses Stmt 6		1976.	1976.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		152500.	92093.		0.
25 Contributions, gifts, grants paid		285000.			285000.
26 Total expenses and disbursements. Add lines 24 and 25		437500.	92093.		285000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-245349.			
b Net investment income (if negative, enter -0-)			93940.		
c Adjusted net income (if negative, enter -0-)				N/A	

523501
11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		2.	-1.	-1.
	2	Savings and temporary cash investments		417030.	583299.	583299.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock Stmt 7		2145317.	1890554.	2493576.
	c	Investments - corporate bonds Stmt 8		202130.	174596.	167449.
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other Stmt 9		2159613.	2030295.	2477510.
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		4924092.	4678743.	5721833.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
		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		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		4924092.	4678743.	
	30	Total net assets or fund balances		4924092.	4678743.	
	31	Total liabilities and net assets/fund balances		4924092.	4678743.	

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	4924092.
2	Enter amount from Part I, line 27a	2	-245349.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4678743.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4678743.

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			
b See Attached Statements			
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 1535308.		1460819.	74489.

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			74489.

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	74489.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	283047.	5756525.	.049170
2013	260652.	5281134.	.049355
2012	287324.	5308305.	.054127
2011	122500.	4544349.	.026957
2010			

2 Total of line 1, column (d)	2	.179609
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	.044902
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	5814445.
5 Multiply line 4 by line 3	5	261080.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	939.
7 Add lines 5 and 6	7	262019.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	285000.

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)		1	939.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	939.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	939.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	1480.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2015 estimated tax payments and 2014 overpayment credited to 2015		6d	
b Exempt foreign organizations - tax withheld at source		7	1480.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	541.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax			

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>Edwin R. Boynton, Esquire</u> Telephone no. ► <u>(610) 640-5800</u> Located at ► <u>30 Valley Stream Parkway, Malvern, PA</u> ZIP+4 ► <u>19355</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Harry L. Atterbury	President/Director			
30 Valley Stream Parkway				
Malvern, PA 19355	10.00	45151.	0.	0.
Wendy S. Atterbury	Secretary/Treasurer/Direct			
30 Valley Stream Parkway				
Malvern, PA 19355	10.00	45151.	0.	0.
Edwin R. Boynton	Director			
30 Valley Stream Parkway				
Malvern, PA 19355	1.00	5000.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. 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

0

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 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	5548024.
b	Average of monthly cash balances	1b	354966.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5902990.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5902990.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	88545.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5814445.
6	Minimum investment return. Enter 5% of line 5	6	290722.

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	290722.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	939.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	939.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	289783.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	289783.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	289783.

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	285000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	285000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	939.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	284061.

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.

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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				289783.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012	5036.			
d From 2013				
e From 2014				
f Total of lines 3a through e	5036.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$	285000.			
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				285000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	4783.			4783.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	253.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	253.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012	253.			
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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				
Community Coalition 174 Bridge Street Phoenixville, PA 19460	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Ensemble Theatre Company 33 W. Victoria Street Santa Barbara, CA 93101	N/A	501(c)(3)	Grant to another 501(c)(3) organization	5000.
Hearts Therapeutic Equestrian Center P.O. Box 30662 Santa Barbara, CA 93130	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Herreshoff Marine Museum 1 Burnside Street Bristol, RI 02809	N/A	501(c)(3)	Grant to another 501(c)(3) organization	5000.
Laguna Blanca School 4125 Paloma Drive Santa Barbara, CA 93110	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Total	See continuation sheet(s)			285000.
b Approved for future payment				
None				
Total				0.

Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations	27
-----------	---	----

- | | | Yes |
|----------|--|--------------|
| 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) |
| | (2) Other assets | 1a(2) |
| b | Other transactions: | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) |
| | (4) Reimbursement arrangements | 1b(4) |
| | (5) Loans or loan guarantees | 1b(5) |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c |
| 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. | |

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  5/2/2016 **President**

Signature of officer or trustee Date Title

☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Edwin R. Boynton		4/25/10		P01207912
	Firm's name ▶ STRADLEY RONON STEVENS & YOUNG				Firm's EIN ▶ 23-1130381
	Firm's address ▶ 30 VALLEY STREAM PARKWAY MALVERN, PA 19355-1481			Phone no. 610-640-5800	

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

Whimsie Fund

Employer identification number

27-5271127

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 33 1/3% 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

Employer identification number

Whimsie Fund**27-5271127****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	Distribution received from the Estate of George Atterbury 30 Valley Stream Parkway MALVERN, PA 19355	\$ 6118.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

Whimsie Fund27-5271127**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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

Whimsie Fund

27-5271127

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 info once) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Whimsie Fund

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 515 shares Devon Energy Corp		P	Various	01/12/15
b 5,685.518 shares Artisan Small Cap Value Fund		P	Various	01/13/15
c 2,266 shares Vanguard MSCI Emerging Markets ETF		P	Various	01/15/15
d 455 shares McDonalds Corp		P	Various	02/10/15
e 145 shares Apple Inc		P	Various	02/11/15
f 35 shares Amazon.com		P	Various	02/20/15
g 860 shares Ishares MSCI Emerging Markets ETF		P	Various	02/23/15
h 300 shares Stratasy Ltd		P	Various	02/23/15
i Becton Dickinson Merger		P	Various	03/18/15
j 40 shares Salesforce.com Inc		P	Various	03/19/15
k .5625 shares Becton Dickinson		P	Various	03/23/15
l 605 shares Freeport-McMoran Copper & Gold		P	Various	03/31/15
m 582 shares American Express Co		P	Various	04/02/15
n 845 shares Kraft Food Group		P	Various	04/07/15
o 48 shares Becton Dickinson & Co		P	Various	04/17/15

(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 30204.		37622.	-7418.
b 164255.		144375.	19880.
c 90199.		103233.	-13034.
d 42833.		45501.	-2668.
e 17404.		13150.	4254.
f 13111.		7584.	5527.
g 34857.		33606.	1251.
h 18437.		32436.	-13999.
i 54905.		24280.	30625.
j 2644.		1514.	1130.
k 80.		281.	-201.
l 11711.		26427.	-14716.
m 45534.		31952.	13582.
n 75142.		39273.	35869.
o 6819.		23998.	-17179.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-7418.
b			19880.
c			-13034.
d			-2668.
e			4254.
f			5527.
g			1251.
h			-13999.
i			30625.
j			1130.
k			-201.
l			-14716.
m			13582.
n			35869.
o			-17179.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Whimsie Fund

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 490 shares Davita Healthcare Partners	P	Various	05/05/15
b .2334 shares Google Inc	P	Various	05/07/15
c .7909 shares Talen Energy	P	Various	06/08/15
d 700 shares Tractor Supply CO	P	Various	06/23/15
e 111 shares Talen Energy	P	Various	06/25/15
f 575 shares Whole Foods Market Inc	P	Various	07/15/15
g 360 shares National Oilwell Varco	P	Various	07/22/15
h 48 shares Amazon.com	P	Various	08/13/15
i 220 shares Precision Castparts	P	Various	08/26/15
j 330 shares Mead Johnson Nutrition Co	P	Various	08/26/15
k 345 shares Caterpillar Inc	P	Various	08/28/15
l 945 shares Ishars MSCI Emerging Markets ETF	P	Various	08/28/15
m 170 shares Qualcomm Inc	P	Various	09/14/15
n 1,186.641 shares Oppenheimer Developing Markets F	P	Various	09/18/15
o 465 shares Qualcomm Inc	P	Various	09/22/15

(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 39729.		28235.	11494.
b 126.		67.	59.
c 15.		13.	2.
d 64444.		42267.	22177.
e 2217.		1827.	390.
f 23509.		30393.	-6884.
g 15474.		24310.	-8836.
h 25145.		10401.	14744.
i 50728.		51683.	-955.
j 26151.		22878.	3273.
k 25541.		30035.	-4494.
l 30126.		36928.	-6802.
m 9286.		12495.	-3209.
n 35777.		49388.	-13611.
o 25742.		32665.	-6923.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			11494.
b			59.
c			2.
d			22177.
e			390.
f			-6884.
g			-8836.
h			14744.
i			-955.
j			3273.
k			-4494.
l			-6802.
m			-3209.
n			-13611.
o			-6923.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Whimsie Fund

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 695 shares Conocophillips		P	Various	10/21/15
b 1,188.997 shares Oppenheimer Developing Markets F		P	Various	10/27/15
c 250 shares Bear Stearns Co		P	Various	10/30/15
d 310 shares Apple Inc		P	Various	11/05/15
e 355 shares Nike Inc		P	Various	11/19/15
f 12,130.478 shares Franklin High Income Trust		P	Various	12/09/15
g 8,844.076 shares Templeton Funds		P	Various	12/18/15
h 1,300 shares Apple Inc		P	Various	12/22/15
i 375 shares EOG Resources Inc		P	Various	12/22/15
j Capital Gains Dividends				
k				
l				
m				
n				
o				

(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 38073.		39931.	-1858.
b 37834.		49288.	-11454.
c 25000.		27534.	-2534.
d 37154.		27952.	9202.
e 43666.		17198.	26468.
f 20622.		24183.	-3561.
g 171310.		198993.	-27683.
h 142749.		107355.	35394.
i 27472.		29568.	-2096.
j 9283.			9283.
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1858.
b			-11454.
c			-2534.
d			9202.
e			26468.
f			-3561.
g			-27683.
h			35394.
i			-2096.
j			9283.
k			
l			
m			
n			
o			

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	74489.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Lake Forest College 555 North Sheridan Road Lake Forest, IL 60045	N/A	501(c)(3)	Grant to another 501(C)(3) organization	5000.
Loberio Theatre 33 E. Canon Perdido Street Santa Barbara, CA 93101	N/A	501(c)(3)	Grant to another 501(C)(3) organization	5000.
Newport Balboa Sailing & Seamanship Association 1048 Irvine Avenue, Suite 628 Newport Beach, CA 92660	N/A	501(c)(3)	Grant to another 501(C)(3) organization	35000.
Newport Harbor Sailing Foundation 720 West Bay Avenue Balboa, CA 92661	N/A	501(c)(3)	Grant to another 501(C)(3) organization	7500.
Newport Historical Society 82 Turo Street Newport, RI 02840	N/A	501(c)(3)	Grant to another 501(C)(3) organization	2500.
Roger Williams University One Ferry Road Bristol, RI 02809	N/A	501(c)(3)	Grant to another 501(c)(3) organization	138000.
Santa Barbara Maritime Museum 113 Harbor Way, Suite 190 Santa Barbara, CA 93109	N/A	501(c)(3)	Grant to another 501(C)(3) organization	10000.
Santa Barbara Wildlife Care Network 1460 N. Fairview Avenue Goleta, CA 93117	N/A	501(c)(3)	Grant to another 501(C)(3) organization	1000.
Santa Barbara Youth Sailing Foundation 130 Harbor Way Santa Barbara, CA 19109	N/A	501(c)(3)	Grant to another 501(C)(3) organization	10000.
Visiting Nurse & Hospice Care Foundation 509 East Montecito St., Suite 200 Santa Barbara, CA 93103	N/A	501(c)(3)	Grant to another 501(C)(3) organization	5000.
Total from continuation sheets				230000.

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

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Fiduciary Trust International	11004.	11004.	
Total to Part I, line 3	11004.	11004.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Fiduciary Trust International	109823.	9283.	100540.	100540.	
To Part I, line 4	109823.	9283.	100540.	100540.	

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Stradley, Ronon, Stevens & Young. LLP	17091.	17091.		0.
To Fm 990-PF, Pg 1, ln 16a	17091.	17091.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fiduciary Trust International - Investment Advisory Fees	25055.	25055.		0.
To Form 990-PF, Pg 1, ln 16c	25055.	25055.		0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
2014 tax on net investment income	603.	0.		0.	
2015 estimated tax	1480.	0.		0.	
To Form 990-PF, Pg 1, ln 18	2083.	0.		0.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Office expenses	1976.	1976.		0.	
To Form 990-PF, Pg 1, ln 23	1976.	1976.		0.	

Form 990-PF	Corporate Stock		Statement	7
Description	Book Value		Fair Market Value	
Abbott Laboratories	38924.		55688.	
Ace Ltd	31425.		52583.	
Affiliated Managers Group Inc	29538.		42336.	
Amazon.com Inc.	11267.		35146.	
American Tower Corp	27378.		39750.	
Apple Inc	73084.		93155.	
Blackrock Inc	37291.		62996.	
Celegene Corp	14265.		46706.	
Chevron Corp	35739.		30137.	
Church & Dwight Inc	30145.		56870.	
Coca Cola Co	28120.		34368.	
Danaher Corp	38238.		65480.	
Diageo PLC	30864.		37629.	
Exxon Mobil Corp	37471.		35078.	
Johnson & Johnson	25709.		35952.	
Laboratory Corp	29809.		39565.	
Microsoft Corp	20830.		43274.	
Nestle SA	37017.		44280.	
Nike Inc	16955.		43750.	

Whimsie Fund

27-5271127

Oracle Corp	22282.	25498.
Praxair Inc	28737.	27136.
Roche Holding Ltd	42171.	57393.
Schlumberger Ltd	34938.	30341.
United Parcel Svc Inc	35031.	45228.
US Bancorp	19758.	31789.
Verizon Communications Inc	30480.	34665.
Wells Fargo & Co	22487.	38867.
PPL Corporation	23731.	30546.
Costco Wholesale Corp	21524.	37953.
Rockwell Automation Inc	33018.	46175.
Borg Warner Inc	32436.	32855.
Lam Research Corp	22383.	36136.
Microchip Technology	27697.	34905.
Salesforce.com Inc	21387.	41944.
Union Pacific Corp	36459.	36832.
Walt Disney Co	38300.	55167.
Bank of America Corp	32054.	34922.
Cerner Corp	38703.	39411.
Facebook Inc	29000.	38201.
Fortinet Inc	28849.	42080.
McKesson Corp	36383.	35501.
Metlife Inc	41515.	35434.
Quintiles Transnational Holdings Inc	35968.	42569.
Red Hat Inc	31305.	41819.
VF Corp	26172.	26456.
Alphabet Inc Cl A	39306.	89471.
Alphabet Inc	24223.	64505.
Avago Technologies	29048.	31933.
Chipotle Mexican Grill	54201.	47985.
CVS Health Corp	51573.	48885.
Discover Financial Services	27506.	25738.
Gilead Sciences Inc	44597.	43512.
Lowes Cos Inc	25345.	25854.
Regeneron Pharmaceuticals Inc	31162.	40715.
Royal Dutch PLC	25348.	26558.
Signature Bank	25231.	25306.
Starbucks Corp	51197.	72636.
United Technologies Corp	45952.	41790.
Visa Inc	29028.	34122.

Total to Form 990-PF, Part II, line 10b

1890554.

2493576.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
US Bancorp SR NT 2.95% 7/15/2022	9968.	9951.
Loews Corp Bond 5.25% 3/15/2016	56432.	50415.
GE Cap Corp 4.65% 10/17/2021	28419.	27665.
Apple Inc Sr Nt 1% 5/3/2018	29889.	29767.
Berkshire Hathaway 1.55% 2/9/2018	19972.	20039.
BP Capital Markets 1.375% 5/10/2018	29916.	29612.
Total to Form 990-PF, Part II, line 10c	174596.	167449.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
Franklin US Government Securities Fund	COST	142948.	138039.
Ishares Barclays Intermediate Crt Bond Fund	COST	348328.	343296.
Ishares S&P US Preferred Stock Index Fund	COST	164868.	171134.
Ishares Tr Russell 2000 Index Fund	COST	130151.	163702.
SPDR Tr Unit Ser 1	COST	793134.	1230680.
Bank of America Corp 7.625% 6/1/2019	COST	26388.	28980.
Vanguard Short Term Corporate Bond Fund	COST	134753.	132703.
Franklin Small Cap Value Fund	COST	103237.	90703.
Ishares CrCy Hgd MSCI Emu ETF	COST	97370.	89854.
Ishares MSCI EAFE ETF	COST	89118.	88419.
Total to Form 990-PF, Part II, line 13		2030295.	2477510.