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: WHEELER FOUNDATION

A Employer identification number: 93-0553801

Number and street (or P O box number if mail is not delivered to street address): 900 WASHINGTON STREET, SUITE 900 — Room/suite:

B Telephone number (see instructions): 360-693-7442

City or town, state or province, country, and ZIP or foreign postal code: VANCOUVER, WA 98660

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: [X] 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) ▶ $ 15,140,231.

J Accounting method: [X] 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)
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	357,274.	355,998.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	909,710.			
b	Gross sales price for all assets on line 6a 7,143,291.				
7	Capital gain net income (from Part IV, line 2)		909,710.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	1,266,984.	1,265,708.		
13	Compensation of officers, directors, trustees, etc	100,265.	75,198.		25,066.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 4	210.	NONE	NONE	210.
b	Accounting fees (attach schedule) STMT 5	1,800.	1,350.	NONE	450.
c	Other professional fees (attach schedule) STMT 6	12,609.	12,609.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 7	13,018.	2,544.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 8	1,182.	12.		1,170.
24	**Total operating and administrative expenses.** Add lines 13 through 23	129,084.	91,713.	NONE	26,896.
25	Contributions, gifts, grants paid	795,095.			795,095.
26	**Total expenses and disbursements** Add lines 24 and 25	924,179.	91,713.	NONE	821,991.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	342,805.			
b	**Net investment income** (if negative, enter -0-)		1,173,995.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue — Operating and Administrative Expenses

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	370,691.	586,716.	586,716.
	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) STMT 12	267,173.	216,301.	232,862.
	b Investments - corporate stock (attach schedule) STMT 13-15	9,415,784.	9,608,515.	10,175,681.
	c Investments - corporate bonds (attach schedule) STMT 16	4,339,449.	4,339,449.	4,144,972.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	14,393,097.	14,750,981.	15,140,231.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		NONE	
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	14,393,097.	14,750,981.	
	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)	14,393,097.	14,750,981.	
	31 Total liabilities and net assets/fund balances (see instructions)	14,393,097.	14,750,981.	

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	14,393,097.
2	Enter amount from Part I, line 27a	2	342,805.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	27,137.
4	Add lines 1, 2, and 3	4	14,763,039.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	12,058.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,750,981.

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	7,143,291.		6,233,581.	909,710.
b				
c				
d				
e				

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				909,710.
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** 909,710.

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	856,667.	16,452,812.	0.052068
2013	845,208.	16,058,362.	0.052634
2012	812,493.	15,475,019.	0.052504
2011	748,086.	15,318,002.	0.048837
2010	714,632.	14,764,524.	0.048402

2	**Total** of line 1, column (d)	2	0.254445
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	0.050889
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	15,687,573.
5	Multiply line 4 by line 3	5	798,325.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,740.
7	Add lines 5 and 6	7	810,065.
8	Enter qualifying distributions from Part XII, line 4	8	821,991.

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	11,740.
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	11,740.
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	11,740.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . 6a: 8,868.		
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	8,868.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	2.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,874.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ NONE **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)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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) ▶ OR			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RIVERVIEW ASSET MANAGEMENT CORP Telephone no ▶ (360)693-7442

Located at ▶ 900 WASHINGTON ST, STE. 900, VANCOUVER, WA ZIP+4 ▶ 98660

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

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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		X
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? . . . . . . *If "Yes" to 6b, file Form 8870.*	6b		X
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
RIVERVIEW ASSET MANAGMENT CORP 900 WASHINGTON ST, SUITE 900, VANCOUVER, WA 98660	TRUSTEE 2	100,265.	-0-	-0-
JOHN C. WHEELER 900 WASHINGTON ST, SUITE 900, VANCOUVER, WA 98660	DIRECTOR 0	-0-	-0-	-0-
CHARLES B. WHEELER 900 WASHINGTON ST, SUITE 900, VANCOUVER, WA 98660	DIRECTOR 0	-0-	-0-	-0-
THOMAS K. WHEELER 900 WASHINGTON ST, SUITE 900, VANCOUVER, WA 98660	DIRECTOR 0	-0-	-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	15,926,470.
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	15,926,470.
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	15,926,470.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	238,897.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,687,573.
6	**Minimum investment return.** Enter 5% of line 5	6	784,379.

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	784,379.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	11,740.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	11,740.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	772,639.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	772,639.
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	772,639.

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	821,991.
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	821,991.
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	11,740.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	810,251.

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				772,639.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			NONE	
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 85,086.				
d From 2013 56,806.				
e From 2014 51,758.				
f **Total** of lines 3a through e	193,650.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 821,991.				
a Applied to 2014, but not more than line 2a			NONE	
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				772,639.
e Remaining amount distributed out of corpus	49,352.			
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	243,002.			
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			NONE	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				NONE
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	243,002.			
10 Analysis of line 9				
a Excess from 2011 NONE				
b Excess from 2012 85,086.				
c Excess from 2013 56,806.				
d Excess from 2014 51,758.				
e Excess from 2015 49,352.				

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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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:

N/A

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

N/A

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STMT 17-18-19	NONE	PC	PROGRAM SUPPORT	795,095.
Total . . . . ▶ 3a				795,095.
b *Approved for future payment*				
SEE ATTACHED				
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	357,274.	
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	909,710.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,266,984.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,266,984.

(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 of officer or trustee: [signature] Date: 5/11/2016 Title: DIRECTOR

WHEELER FOUNDATION

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
KELLY KOWALCZYK	[signature]	05/04/2016		P01387686

Firm's name ▶ ERNST & YOUNG U.S. LLP Firm's EIN ▶ 34-6565596

Firm's address ▶ 155 N WACKER DRIVE CHICAGO, IL 60606 Phone no 312-879-2000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC.	2,589.	2,589.
ABBVIE INC.	1,412.	1,412.
ALLEGHENY TECHNOLOGIES INC.	496.	496.
APPLE COMPUTER INC.	1,421.	1,421.
ARCHER-DANIELS-MIDLAND	1,174.	1,174.
BB&T CORPORATION	611.	611.
BP PLC SPONSORED ADR	600.	600.
BANK OF AMERICA CORPORATION	200.	200.
BLACKROCK INC.	523.	523.
BOSTON PROPERTIES INC.	347.	347.
BRISTOL-MYERS SQUIBB CO.	740.	740.
CALIFORNIA STATE GO GEN PURP/PUB IMP 6.8	2,063.	2,063.
CATERPILLAR INC.	1,332.	1,332.
CHEVRON CORP NEW	2,568.	2,568.
CHICAGO, IL BOARD OF ED GO 5.182% DUE 12	705.	705.
CHUBB CORP	738.	738.
CISCO SYS INC	1,519.	1,519.
CITIGROUP 5.000% DUE 04/15/2026 CALLABLE	5,000.	5,000.
CLOROX COMPANY	1,486.	1,486.
CONOCOPHILLIPS	2,020.	2,020.
COOK COUNTY IL SCH DIST LTGO 5.70% DUE 1	2,850.	2,850.
COSTCO WHOLESALE CORP NEW	2,622.	2,622.
CRACKER BARREL OLD COUNTRY STORE INC	2,952.	2,952.
CROSWELL & LEXINGTON MI CMNTY SCHS 6.05%	3,025.	3,025.
CUMMINS INC.	1,053.	1,053.
DFA US CORE EQUITY 1	17,113.	17,113.
DFA ONE-YEAR FIXED-INCOME I	4,383.	4,383.
DFA US LARGE CAP EQUITY PORTFOLIO	3,734.	3,734.
DSW INC CL A	200.	200.
DEARBORN MI SCH DIST FAC GO 7.30% DUE 5/	3,650.	3,650.
DISNEY WALT CO.	1,086.	1,086.
DOW CHEMICAL COMPANY	1,344.	1,344.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DU PONT E I DE NEMOURS & CO	1,325.	1,325.
EMERSON ELECTRIC CO.	566.	566.
EXXON MOBIL CORP	584.	584.
FEDERATED TOTAL RETURN BOND FD INSTL	45,467.	45,467.
FORD MOTOR COMPANY	1,657.	1,657.
FRANKLIN INCOME FUND CLASS A	8,574.	8,574.
FREEPORT MCMORAN COPPER & GOLD	397.	397.
GANNETT CO. INC.	517.	517.
GENERAL ELECTRIC COMPANY	2,507.	2,507.
GENUINE PARTS CO	196.	196.
GLAXOSMITHKLINE PLC SPONSORED ADR	2,466.	2,466.
GREAT PLAINS ENERGY INC.	1,781.	1,781.
HCP INC. REIT	1,270.	1,207.
HARBOR INTERNATIONAL FUND	18,781.	18,781.
HARSCO CORPORATION	423.	423.
HEALTH CARE PPTY INVS INC NT 6.300% DUE	1,575.	1,575.
HOLLY FRONTIER CORP	520.	520.
HUNTSMAN CORPORATION	250.	250.
INTEL CORP	2,093.	2,093.
JP MORGAN CHASE & CO.	2,378.	2,378.
JOHNSON & JOHNSON	3,044.	3,044.
LILLY ELI & CO	890.	890.
LOWES COS INC	596.	596.
MARATHON OIL CORP.	1,055.	1,055.
MEDTRONIC INC	183.	183.
METWEST TOTAL RETURN BOND FD I	22,460.	22,460.
MICHIGAN FIN AUTH REV 6.246% 9/1/23 SCH	1,874.	1,874.
MICROSOFT CORP	645.	645.
FEDERATED GOVERNMENT OBLIGATIONS	10.	10.
NORDSTROM INC	3,798.	3,798.
NORTHWEST NATURAL GAS COMPANY	559.	559.
OCCIDENTAL PETROLEUM CORP	692.	692.
OPPENHEIMER INTL SMALL-MID CO FD I	2,208.	2,208.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PAYCHEX, INC.	1,477.	1,477.
PEPSICO INC	1,609.	1,609.
PFIZER INC	1,568.	1,568.
PHILIP MORRIS INT'L INC.	3,012.	3,012.
PRECISION CAST PARTS CORP.	26.	26.
PRIMECAP ODYSSEY GROWTH FUND	4,006.	4,006.
PROCTER & GAMBLE CO	1,186.	1,186.
PRUDENTIAL FIN'L INC.	1,708.	1,708.
PUBLIC SERVICE ENTERPRISE GROUP	2,064.	2,064.
QUALCOMM INC	1,674.	1,674.
TRUST LIQUIDITY BANK FUND A	751.	751.
TRUST LIQUIDITY BANK FUND B	477.	477.
TRUST LIQUIDITY BANK FUND C	373.	373.
TRUST LIQUIDITY BANK FUND D	159.	159.
SPECTRA ENERGY CORP COM	1,880.	1,880.
TEMPLETON GLOBAL BOND FUND ADV SHS	30,842.	30,842.
TEVA PHARMACEUTICAL INDUSTRIES LTD ADR	429.	429.
3M COMPANY	1,230.	1,230.
UBS US SMALL CAP GROWTH P	26,761.	26,761.
VALERO ENERGY CORP. NEW	1,220.	1,220.
VANGUARD DIVIDEND GROWTH INV	16,219.	16,219.
VERIZON COMMUNICATIONS	2,944.	2,944.
VOYA GLOBAL REAL ESTATE FUND CLASS I	15,256.	15,256.
WISDOMTREE MIDCAP DIVIDEND ETF	31,954.	31,954.
XILINX INC.	1,085.	1,085.
EATON CORP. PLC	769.	
ENSCO PLC CLASS A	240.	240.
MEDTRONIC PLC	639.	195.
NOBLE CORP PLC	506.	506.
SEAGATE TECHNOLOGY PLC	2,313.	2,313.
TOTAL	357,274.	355,998.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PREP OF ANNUAL STATE REPORT	210.			210.
TOTALS	210.	NONE	NONE	210.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	1,800.	1,350.		450.
TOTALS	1,800.	1,350.	NONE	450.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES	12,609.	12,609.
TOTALS	12,609.	12,609.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD	2,544.	2,544.
EXCISE TAX BALANCE DUE	1,606.	
ESTIMATED EXCISE TAX PAID	8,868.	
TOTALS	13,018.	2,544.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FEES	12.	12.	
STATE FORM CT-12 FEE	1,170.		1,170.
TOTALS	1,182.	12.	1,170.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
INCOME POSTED IN 2015 TAXABLE IN 2014	25,230.
BOSTON PROPS DEFERRED INCOME ADJUSTMENT	1,907.
TOTAL	27,137.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
INCOME POSTED IN 2016 TAXABLE IN 2015	12,054.
ROUNDING	4.
TOTAL	12,058.

RECIPIENT NAME:
WHEELER FOUNDATION
ADDRESS:
900 WASHINGTON ST, SUITE 900
VANCOUVER, WA 98660
FORM, INFORMATION AND MATERIALS:
LETTER STATING PURPOSE OF GRANT AND
INCLUDE A COPY OF 501C(3) DETERMINATION LETTER
NONE
CANNOT MAKE GRANTS TO INDIVIDUALS-GEOGRAPHIC AREA-OREGON

WHEELER FOUNDATION 93-0553801

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CALIFORNIA ST GO 6.875% BAB	30,885.	38,270.
COOK CTY IL SCH DIST 5.7% BAB	50,971.	52,967.
CROSSWELL & LEXINGTON MI 6.05%	51,047.	51,971.
DEARBORN MI SCH DIST 7.3% BAB	52,821.	53,935.
MICHIGAN FIN AUTH 6.246% BAB	30,577.	35,719.
TOTALS	216,301.	232,862.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CATERPILLAR INC	38,330.	30,786.
CLOROX COMPANY	42,412.	62,400.
CONOCOPHILLIPS	76,483.	48,604.
FORD MOTOR COMPANY	45,280.	38,903.
GENERAL ELECTRIC COMPANY	67,035.	84,884.
GREAT PLAINS ENERGY INC	43,642.	48,748.
HCP INC REIT	26,428.	21,797.
LOWES COS INC	22,303.	37,260.
PAYCHEX INC	43,753.	48,817.
PUBLIC SERVICE ENTERPRISE GR	52,138.	51,187.
XILINX INC	37,354.	41,756.
VANGUARD DIVIDEND GROWTH INV	458,770.	650,455.
HARBOR INTERNATIONAL FD	908,924.	957,802.
VOYA GLOBAL REAL ESTATE FD	581,104.	691,855.
SEAGATE TECHNOLOGY PLC	54,593.	37,686.
ABBVIE INC	12,638.	29,620.
ALLEGHENY TECHNOLOGIES INC	25,258.	9,000.
APPLE COMPUTER INC	60,719.	73,682.
AT&T	34,023.	34,410.
BRISTOL-MYERS SQUIBB CO	16,643.	34,395.
CHEVRON CORP NEW	40,489.	53,976.
CISCO SYS INC	22,193.	27,155.
COSTCO WHOLESALE CORP NEW	17,567.	64,600.
CUMMINS INC	41,792.	26,403.
DISNEY WALT CO	14,999.	63,048.
DOW CHEMICAL COMPANY	29,525.	41,184.
DU PONT E I DE NEMOURS & CO	22,589.	46,620.
EMERSON ELECTRIC CO	14,050.	14,349.
EXPRESS SCRIPTS HOLDING CO	12,213.	17,482.

WHEELER FOUNDATION 93-0553801

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTEL CORP	43,709.	68,900.
JOHNSON & JOHNSON	42,788.	71,904.
J P MORGAN CHASE & CO	56,157.	79,236.
MARATHON OIL CORP	17,943.	10,072.
MEDTRONIC INC	46,170.	46,152.
MICROSOFT CORP	14,727.	27,740.
NORDSTROM INC	37,460.	29,886.
NORTHWEST NATURAL GAS CO	13,035.	15,183.
PEPSICO INC	26,124.	39,968.
PFIZER INC	32,581.	45,192.
PHILIP MORRIS INTL INC	30,041.	52,746.
PRECISION CAST PARTS CORP	41,073.	69,603.
PROCTER & GAMBLE CO	38,863.	47,646.
PRUDENTIAL FINL INC	42,337.	56,987.
QUALCOM INC	44,951.	44,987.
VALERO ENERGY CORP NEW	20,402.	42,426.
VERIZON COMMUNICATIONS	27,124.	36,976.
3M COMPANY	16,481.	45,192.
NXP SEMICONDUCTORS NV	35,917.	50,550.
ALPHABET INC CL C	30,451.	37,944.
BANK OF AMERICA CORP	32,820.	33,660.
DSW INC CL A	25,450.	23,860.
EXXON MOBIL CORP	32,543.	31,180.
AMEREN CORP	30,006.	30,866.
BB&T CORP	43,702.	42,801.
BLACKROCK INC	40,599.	40,862.
CAMPBELL SOUP CO	37,273.	36,417.
CARDINAL HEALTH INC	35,170.	39,993.
GENUINE PARTS CO	28,174.	27,313.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
METLIFE, INC	32,289.	30,854.
OCCIDENTAL PETROLEUM CORP	33,345.	31,168.
DFA US CORE EQUITY 1	1,293,417.	1,228,317.
PRIMECAP ODYSSEY GROWTH FND	1,083,655.	1,095,973.
WISDOMTREE MIDCAP DIVIDEND ETF	1,558,233.	1,475,748.
UBS US SMALL CAP GROWTH P	742,637.	637,576.
OPPENHEIMER INTL SMALL-MID CO	461,319.	498,327.
AMERICAN FUNDS NEW WORLD FD CL	499,831.	496,941.
EATON CORP PLC	32,427.	24,251.
TEVA PHARMACEUTICAL INDS LTD	44,044.	41,419.
TOTALS	9,608,515.	10,175,680.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CITIGROUP 5% DUE 4/15/2026	100,000.	98,969.
HEALTH CARE PPTY INVS INC 6.3%	25,333.	25,847.
DFA ONE-YEAR FIXED INC I	924,545.	920,961.
FEDERATED TOT RET BOND FD INST	1,379,254.	1,296,195.
METWEST TOTAL RET BOND FD I	925,681.	915,101.
TEMPLETON GLOBAL BOND FD ADV	984,636.	887,900.
TOTALS	4,339,449.	4,144,973.

Organization Name	Status	Purpose	Amount
American Field Services (AFS-USA, Inc.)	501c3	Education	$10,000
ASU Foundation	501c3	Education	$20,000
Big Brothers Big Sisters (Columbia NW)	501c3	General Welfare	$10,000
Boy Scouts of America - Cascade Pacific Council	501c3	General Welfare	$10,000
CDM Services	501c3	General Welfare	$5,000
Chamber Music NW, Inc	501c3	General Welfare	$10,000
CODA, Inc.	501c3	Health	$15,622
De La Salle North Catholic High School	501c3	Education	$10,000
De Paul Treatment Centers	501c3	Health	$40,000
Dress for Success Oregon	501c3	General Welfare	$8,000
Friends of Menucha Foundation	501c3	General Welfare	$2,500
Friends of the San Juans	501c3	General Welfare	$12,000
George Fox University	501c3	Education	$10,000
Impact NW	501c3	General Welfare	$10,000
Incight Company	501c3	Education	$6,000
Incight Company	501c3	Education	$4,000
Junior Achievement	501c3	Education	$7,760
Meals on Wheels People	501c3	Health	$10,000
Oregon Coast Aquarium	501c3	General Welfare	$10,000
Oregon Historical Society	501c3	General Welfare	$30,000
Oregon Museum of Science & Industry	501c3	Education	$10,000
Oregon State Police Foundation	501c3	General Welfare	$1,000
Our House of Portland	501c3	Health	$5,000
Portland Childrens Museum	501c3	Education	$8,000
Portland Opera Association	501c3	Education	$5,000
Portland State University Foundation	501c3	Education	$10,000
Portland Youth Philharmonic	501c3	Education	$10,000
Self Enhancement Inc.	501c3	Education	$5,000
SOLVE	501c3	General Welfare	$12,000
Library Foundation	501c3	Education	$10,000
Trillium Family Services	501c3	General Welfare	$10,000
Tucker-Maxon Oral School	501c3	Education	$7,500
Vernonia Education Foundation Catalyst Campaign	501c3	Education	$5,000
Volunteers of America - Oregon	501c3	Health	$10,000
Stanford University	501c3	Education	$7,000
Roessler-Chadwick Foundation dba Chadwick School	501c3	Education	$7,500
Nature Conservancy - Arizona Chapter	501c3	General Welfare	$10,000
Bradley Angle	501c3	Health	$12,000

Organization Name	Status	Purpose	Amount
Bradley Angle	501c3	Health	$3,000
CASA Lane County (Court Appointed Special Advocates) for Children	501c3	General Welfare	$4,000
Northwest Family Services	501c3	Education	$5,000
Morrison Child & Family Services	501c3	Health	$10,000
Sisters of the Road	501c3	Health	$8,000
Jesuit High School	501c3	Education	$7,000
YWCA of Greater Portland	501c3	General Welfare	$8,000
French American International School (FAIS)	501c3	Education	$1,143
CASA Multnomah & Washington County	501c3	General Welfare	$10,000
Friends of the Children	501c3	General Welfare	$5,000
Children's Relief Nursery	501c3	Health	$10,000
Community Partners for Affordable Housing (CPAH)	501c3	General Welfare	$5,000
Northwest Association for Blind Athletes	501c3	General Welfare	$8,000
Special Olympics Oregon	501c3	General Welfare	$10,000
Portland Homeless Family Solutions	501c3	General Welfare	$15,000
Providence Child Center Foundation	501c3	Health	$5,000
Child Crisis Arizona	501c3	Health	$5,000
Lewis & Clark Law School	501c3	Education	$10,000
Oregon Food Bank	501c3	General Welfare	$15,000
University of Chicago - Booth Business School	501c3	Education	$20,000
National Multiple Sclerosis Society - Oregon Chapter	501c3	Health	$5,000
I Have A Dream Foundation - Oregon	501c3	General Welfare	$3,000
Portland Community College Foundation Inc	501c3	Education	$5,000
Foundations For A Better Oregon (FBO)	501c3	Education	$25,000
Union Gospel Mission	501c3	General Welfare	$7,500
Albina Opportunities	501c3	General Welfare	$25,000
Little Sisters of the Poor of Los Angeles	501c3	Health	$5,000
McDowell Sonoran Conservancy	501c3	General Welfare	$5,000
Mercy Corps	501c3	Education	$5,000
Lines for Life (aka The Oregon Partnership Inc)	501c3	Health	$5,000
Kukatonon	501c3	General Welfare	$5,000
Ecumenical Ministries of Oregon	501c3	General Welfare	$5,000
Bag and Baggage Productions	501c3	General Welfare	$2,000
Albertina Kerr Centers	501c3	General Welfare	$50,000
Smile Train Inc	501c3	Health	$5,000
Parrott Creek Child & Family Services Inc	501c3	Health	$5,000
SPOON Foundation	501c3	General Welfare	$2,500

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Organization Name	Status	Purpose	Amount
Regional Arts & Culture Council	501c3	Education	$5,000
Literary Arts Inc.	501c3	General Welfare	$5,000
Raphael House of Portland	501c3	General Welfare	$10,000
MacDonald Center	501c3	General Welfare	$2,970
Achievement Rewards for College Scientists Foundation Inc	501c3	Education	$5,000
Clark County Adventist Community Services	501c3	General Welfare	$4,100
Oregon Paleo Lands Institute	501c3	General Welfare	$20,000
Charitable Partnership Fund	501c3	General Welfare	$5,000
The Old Church Society Inc	501c3	General Welfare	$5,000
Friends of Trees	501c3	General Welfare	$5,000
Metropolitan Family Service	501c3	General Welfare	$8,000
Oregon Jewish Museum & Center for Holocaust Educ (OJMCHE)	501c3	Education	$5,000

$795,095