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Return of Private Foundation

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

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- 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.

For calendar year 2015 or tax year beginning 5/1/2015, and ending 4/30/2016

<p>Name of foundation SOUTH DAKOTA ELKS ASSOCIATION CHARITABLE & WELFARE TRUST FUND Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 City or town Winston Salem State NC ZIP code 27101-3818 Foreign country name Foreign province/state/county Foreign postal code</p>		<p>A Employer identification number 46-6016424 B Telephone number (see instructions) (888) 730-4933 C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																
<p>G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change</p> <p>H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 1,281,343 J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p> <p>(Part I, column (d) must be on cash basis)</p>																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																		
<p>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))</p> <p>Revenue</p>		<p>(a) Revenue and expenses per books</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td>1 Contributions, gifts, grants, etc., received (attach schedule)</td><td style="text-align: right;">565</td></tr> <tr><td>2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B</td><td></td></tr> <tr><td>3 Interest on savings and temporary cash investments</td><td></td></tr> <tr><td>4 Dividends and interest from securities</td><td style="text-align: right;">24,056</td></tr> <tr><td>5a Gross rents</td><td></td></tr> <tr><td> b Net rental income or (loss)</td><td></td></tr> <tr><td>6a Net gain or (loss) from sale of assets not on line 10</td><td style="text-align: right;">-3,992</td></tr> <tr><td> b Gross sales price for all assets on line 6a</td><td style="text-align: right;">539,636</td></tr> <tr><td>7 Capital gain net income (from Part IV, line 2)</td><td></td></tr> <tr><td>8 Net short-term capital gain</td><td></td></tr> <tr><td>9 Income modifications</td><td></td></tr> <tr><td>10a Gross sales less returns and allowances</td><td></td></tr> <tr><td> b Less Cost of goods sold</td><td></td></tr> <tr><td> c Gross profit or (loss) (attach schedule)</td><td></td></tr> <tr><td>11 Other income (attach schedule)</td><td></td></tr> <tr><td>12 Total. Add lines 1 through 11</td><td style="text-align: right;">20,629</td></tr> <tr><td></td><td style="text-align: right;">23,553</td></tr> <tr><td></td><td style="text-align: right;">0</td></tr> </table>	1 Contributions, gifts, grants, etc., received (attach schedule)	565	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B		3 Interest on savings and temporary cash investments		4 Dividends and interest from securities	24,056	5a Gross rents		b Net rental income or (loss)		6a Net gain or (loss) from sale of assets not on line 10	-3,992	b Gross sales price for all assets on line 6a	539,636	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) (attach schedule)		11 Other income (attach schedule)		12 Total. Add lines 1 through 11	20,629		23,553		0	<p>(b) Net investment income</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td>13 Compensation of officers, directors, trustees, etc</td><td style="text-align: right;">13,165</td></tr> <tr><td>14 Other employee salaries and wages</td><td style="text-align: right;">9,874</td></tr> <tr><td>15 Pension plans, employee benefits</td><td></td></tr> <tr><td>16a Legal fees (attach schedule)</td><td></td></tr> <tr><td> b Accounting fees (attach schedule)</td><td style="text-align: right;">1,992</td></tr> <tr><td> c Other professional fees (attach schedule)</td><td></td></tr> <tr><td>17 Interest</td><td></td></tr> <tr><td>18 Taxes (attach schedule) (see instructions)</td><td style="text-align: right;">303</td></tr> <tr><td>19 Depreciation (attach schedule) and depletion</td><td style="text-align: right;">303</td></tr> <tr><td>20 Occupancy</td><td></td></tr> <tr><td>21 Travel, conferences, and meetings</td><td></td></tr> <tr><td>22 Printing and publications</td><td></td></tr> <tr><td>23 Other expenses (attach schedule)</td><td></td></tr> <tr><td>24 Total operating and administrative expenses.</td><td></td></tr> <tr><td> Add lines 13 through 23</td><td style="text-align: right;">15,460</td></tr> <tr><td>25 Contributions, gifts, grants paid</td><td style="text-align: right;">60,000</td></tr> <tr><td>26 Total expenses and disbursements. Add lines 24 and 25</td><td style="text-align: right;">75,460</td></tr> <tr><td></td><td style="text-align: right;">10,177</td></tr> <tr><td></td><td style="text-align: right;">0</td></tr> <tr><td></td><td style="text-align: right;">5,283</td></tr> </table>	13 Compensation of officers, directors, trustees, etc	13,165	14 Other employee salaries and wages	9,874	15 Pension plans, employee benefits		16a Legal fees (attach schedule)		b Accounting fees (attach schedule)	1,992	c Other professional fees (attach schedule)		17 Interest		18 Taxes (attach schedule) (see instructions)	303	19 Depreciation (attach schedule) and depletion	303	20 Occupancy		21 Travel, conferences, and meetings		22 Printing and publications		23 Other expenses (attach schedule)		24 Total operating and administrative expenses.		Add lines 13 through 23	15,460	25 Contributions, gifts, grants paid	60,000	26 Total expenses and disbursements. 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Received in Mar 21 2017	1,700	27 Received in Mar 21 2017	1,700	28 Received in Mar 21 2017	1,700	29 Received in Mar 21 2017	1,700	30 Received in Mar 21 2017	1,700	31 Received in Mar 21 2017	1,700	32 Received in Mar 21 2017	1,700	33 Received in Mar 21 2017	1,700	34 Received in Mar 21 2017	1,700	35 Received in Mar 21 2017	1,700	36 Received in Mar 21 2017	1,700	37 Received in Mar 21 2017	1,700	38 Received in Mar 21 2017	1,700	39 Received in Mar 21 2017	1,700	40 Received in Mar 21 2017	1,700	41 Received in Mar 21 2017	1,700	42 Received in Mar 21 2017	1,700	43 Received in Mar 21 2017	1,700	44 Received in Mar 21 2017	1,700	45 Received in Mar 21 2017	1,700	46 Received in Mar 21 2017	1,700	47 Received in Mar 21 2017	1,700	48 Received in Mar 21 2017	1,700	49 Received in Mar 21 2017	1,700	50 Received in Mar 21 2017	1,700	51 Received in Mar 21 2017	1,700	52 Received in Mar 21 2017	1,700	53 Received in Mar 21 2017	1,700	54 Received in Mar 21 2017	1,700	55 Received in Mar 21 2017	1,700	56 Received in Mar 21 2017	1,700	57 Received in Mar 21 2017	1,700	58 Received in Mar 21 2017	1,700	59 Received in Mar 21 2017	1,700	60 Received in Mar 21 2017	1,700	61 Received in Mar 21 2017	1,700	62 Received in Mar 21 2017	1,700	63 Received in Mar 21 2017	1,700	64 Received in Mar 21 2017	1,700	65 Received in Mar 21 2017	1,700	66 Received in Mar 21 2017	1,700	67 Received in Mar 21 2017	1,700	68 Received in Mar 21 2017	1,700	69 Received in Mar 21 2017	1,700	70 Received in Mar 21 2017	1,700	71 Received in Mar 21 2017	1,700	72 Received in Mar 21 2017	1,700	73 Received in Mar 21 2017	1,700	74 Received in Mar 21 2017	1,700	75 Received in Mar 21 2017	1,700	76 Received in Mar 21 2017	1,700	77 Received in Mar 21 2017	1,700	78 Received in Mar 21 2017	1,700	79 Received in Mar 21 2017	1,700	80 Received in Mar 21 2017	1,700	81 Received in Mar 21 2017	1,700	82 Received in Mar 21 2017	1,700	83 Received in Mar 21 2017	1,700	84 Received in Mar 21 2017	1,700	85 Received in Mar 21 2017	1,700	86 Received in Mar 21 2017	1,700	87 Received in Mar 21 2017	1,700	88 Received in Mar 21 2017	1,700	89 Received in Mar 21 2017	1,700	90 Received in Mar 21 2017	1,700	91 Received in Mar 21 2017	1,700	92 Received in Mar 21 2017	1,700	93 Received in Mar 21 2017	1,700	94 Received in Mar 21 2017	1,700	95 Received in Mar 21 2017	1,700	96 Received in Mar 21 2017	1,700	97 Received in Mar 21 2017	1,700	98 Received in Mar 21 2017	1,700	99 Received in Mar 21 2017	1,700	100 Received in Mar 21 2017	1,700	101 Received in Mar 21 2017	1,700	102 Received in Mar 21 2017	1,700	103 Received in Mar 21 2017	1,700	104 Received in Mar 21 2017	1,700	105 Received in Mar 21 2017	1,700	106 Received in Mar 21 2017	1,700	107 Received in Mar 21 2017	1,700	108 Received in Mar 21 2017	1,700	109 Received in Mar 21 2017	1,700	110 Received in Mar 21 2017	1,700	111 Received in Mar 21 2017	1,700	112 Received in Mar 21 2017	1,700	113 Received in Mar 21 2017	1,700	114 Received in Mar 21 2017	1,700	115 Received in Mar 21 2017	1,700	116 Received in Mar 21 2017	1,700	117 Received in Mar 21 2017	1,700	118 Received in Mar 21 2017	1,700	119 Received in Mar 21 2017	1,700	120 Received in Mar 21 2017	1,700	121 Received in Mar 21 2017	1,700	122 Received in Mar 21 2017	1,700	123 Received in Mar 21 2017	1,700	124 Received in Mar 21 2017	1,700	125 Received in Mar 21 2017	1,700	126 Received in Mar 21 2017	1,700	127 Received in Mar 21 2017	1,700	128 Received in Mar 21 2017	1,700	129 Received in Mar 21 2017	1,700	130 Received in Mar 21 2017	1,700	131 Received in Mar 21 2017	1,700	132 Received in Mar 21 2017	1,700	133 Received in Mar 21 2017	1,700	134 Received in Mar 21 2017	1,700	135 Received in Mar 21 2017	1,700	136 Received in Mar 21 2017	1,700	137 Received in Mar 21 2017	1,700	138 Received in Mar 21 2017	1,700	139 Received in Mar 21 2017	1,700	140 Received in Mar 21 2017	1,700	141 Received in Mar 21 2017	1,700	142 Received in Mar 21 2017	1,700	143 Received in Mar 21 2017	1,700	144 Received in Mar 21 2017	1,700	145 Received in Mar 21 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Received in Mar 21 2017	1,700	176 Received in Mar 21 2017	1,700	177 Received in Mar 21 2017	1,700	178 Received in Mar 21 2017	1,700	179 Received in Mar 21 2017	1,700	180 Received in Mar 21 2017	1,700	181 Received in Mar 21 2017	1,700	182 Received in Mar 21 2017	1,700	183 Received in Mar 21 2017	1,700	184 Received in Mar 21 2017	1,700	185 Received in Mar 21 2017	1,700	186 Received in Mar 21 2017	1,700	187 Received in Mar 21 2017	1,700	188 Received in Mar 21 2017	1,700	189 Received in Mar 21 2017	1,700	190 Received in Mar 21 2017	1,700	191 Received in Mar 21 2017	1,700	192 Received in Mar 21 2017	1,700	193 Received in Mar 21 2017	1,700	194 Received in Mar 21 2017	1,700	195 Received in Mar 21 2017	1,700	196 Received in Mar 21 2017	1,700	197 Received in Mar 21 2017	1,700	198 Received in Mar 21 2017	1,700	199 Received in Mar 21 2017	1,700	200 Received in Mar 21 2017	1,700	201 Received in Mar 21 2017	1,700	202 Received in Mar 21 2017	1,700	203 Received in Mar 21 2017	1,700	204 Received in 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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	62,373	47,892	47,892
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,294,614	1,255,977	1,233,451
	14	Land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,356,987	1,303,869	1,281,343
Net Assets or Fund Balances	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,356,987	1,303,869	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,356,987	1,303,869	
	31	Total liabilities and net assets/fund balances (see instructions)	1,356,987	1,303,869	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,356,987
2	Enter amount from Part I, line 27a	2	-54,831
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	2,241
4	Add lines 1, 2, and 3	4	1,304,397
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	528
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,303,869

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement					
a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
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	-3,992	
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes No

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	77,130	1,386,486	0.055630
2013	48,022	1,337,751	0.035898
2012	41,530	798,489	0.052011
2011	38,408	773,365	0.049663
2010	30,000	750,108	0.039994

2 Total of line 1, column (d)	2	0.233196
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	0.046639
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,285,212
5 Multiply line 4 by line 3	5	59,941
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	134
7 Add lines 5 and 6	7	60,075
8 Enter qualifying distributions from Part XII, line 4	8	65,283

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)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2015 estimated tax payments and 2014 overpayment credited to 2015 6a 499

b Exempt foreign organizations—tax withheld at source 6b

c Tax paid with application for extension of time to file (Form 8868) 6c

d Backup withholding erroneously withheld 6d

7 Total credits and payments Add lines 6a through 6d 7 499

8 Enter any **penalty** for underpayment of estimated tax Check here if Form 2220 is attached 8

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ► 9 0

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► 10 365

11 Enter the amount of line 10 to be **Credited to 2016 estimated tax** ► 134 Refunded ► 11 231

1	134	
2	0	
3	134	
4		
5	134	
7	499	
8		
9	0	
10	365	
11	231	

Part VII-A Statements Regarding Activities

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 Yes X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b Yes 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 Yes 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? 2 Yes X

If "Yes," attach a detailed description of the activities

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 Yes X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a Yes X

b If "Yes," has it filed a tax return on Form 990-T for this year? 4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 Yes X

If "Yes," attach the statement required by General Instruction T

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 Yes 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 Yes X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► SD 8a Yes X

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 Yes 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 Yes X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* 10 Yes X

Part VII-A Statements Regarding Activities (continued)

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)	<input checked="" type="checkbox"/> 11	<input type="checkbox"/> 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)	<input type="checkbox"/> 12	<input type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
	Website address ► N/A		
14	The books are in care of ► WELLS FARGO BANK N A	Telephone no ► 888-730-4933	
	Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	ZIP+4 ► 27101-3818	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	<input type="checkbox"/> 15	<input checked="" type="checkbox"/> N/A
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.

		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 ►	<input type="checkbox"/> 1b	<input type="checkbox"/> X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	<input type="checkbox"/> 1c	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	<input type="checkbox"/> 2b	<input type="checkbox"/> N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 3b	<input type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a	<input type="checkbox"/> 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?	<input type="checkbox"/> 4b	<input type="checkbox"/> X

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here		► <input type="checkbox"/>	5b N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	Trustee 4 00	13,165		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000			►	0

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

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

(a) Name and address of each person paid more than \$50,000

(b) Type of service

(c) Compensation

NONE

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE

2

4

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

Form 990-PF (2015)

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	1,249,979
b	Average of monthly cash balances	1b	54,805
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,304,784
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,304,784
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	19,572
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,285,212
6	Minimum investment return. Enter 5% of line 5	6	64,261

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	64,261
2a	Tax on investment income for 2015 from Part VI, line 5	2a	134
b	Income tax for 2015. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	134
3	Distributable amount before adjustments Subtract line 2c from line 1	3	64,127
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	64,127
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	64,127

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	65,283
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	65,283
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	134
6	Adjusted qualifying distributions. Subtract line 5 from line 4		65,149

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 Distnbutable amount for 2015 from Part XI, line 7				64,127
2 Undistrbuted income, if any, as of the end of 2015			7,165	
a Enter amount for 2014 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 65,283			7,165	
a Applied to 2014, but not more than line 2a				
b Applied to undistrbuted income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2015 distributable amount				58,118
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0	0	0	0
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distrbuted in 2016			0	6,009
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	60,000
b Approved for future payment NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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					
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					
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)			0	20,064	0
13	Total. Add line 12, columns (b), (d), and (e)			0	20,064	0

(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

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
(2) Other assets

b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

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

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

**Sign
Here**

► *John N. Salant*, SVP Wells Fargo Bank N.A.

3/13/2017

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► SVP Wells Fargo Bank N A

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

Signature of officer or trustee		Date	Title			
Paid Preparer Use Only	Print/Type preparer's name JOSEPH J CASTRIANO	Preparer's signature 	Date 3/13/2017	Check <input checked="" type="checkbox"/> if self-employed	PTIN P01251603	
	Firm's name ► PricewaterhouseCoopers, LLP	Firm's EIN ► 13-4008324				
	Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777	Phone no 412-355-6000				

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

Recipient(s) paid during the year

Name

SOUTH DAKOTA COMMUNITY FOUNDATION

Street

1714 LINCOLN AVE

City PIERRE	State SD	Zip Code 57501	Foreign Country
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Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 60,000
--	------------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------

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

Long Term CG Distributions		Short Term CG Distributions		Amount		24,419		0		Net Gain or Loss		-3,892			
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Business	Acquisition Date	Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1 AQR MANAGED FUTURES ST	02039H859	X				10/22/2015	10/22/2014	10/22/2015	5,759	5,759				0	
2 AQR MANAGED FUTURES ST	02039H859	X					10/24/2014	10/22/2015		7,603			476		
3 AQR MANAGED FUTURES ST	02039H859	X					10/24/2014	10/20/2016		753			28		
4 ARTISAN INTERNATIONAL FUND	04314H402	X				6/20/2015	7/21/2015	7/21/2015	4,803	4,759				44	
5 ARTISAN INTERNATIONAL FUND	04314H402	X				1/22/2015	7/21/2015	7/21/2015	6,359	6,356				213	
6 ARTISAN INTERNATIONAL FUND	04314H402	X					11/5/2013	7/21/2015		3,911			3,627		
7 TROWNE PRICE SHORT TERM	77857P105	X				11/5/2013	4/20/2016		12,603			158			
8 TROWNE PRICE SHORT TERM	77857P105	X				6/1/2015	4/20/2016		12,445			88			
9 TROWNE PRICE INST FLESTATE	77859P105	X				1/23/2014	4/20/2016		20,986			268			
10 TROWNE PRICE INST FLESTATE	77859P105	X				12/24/2014	4/20/2016		9,288			9,556			
11 SPDR D/W SHIRE INTERN	78465X863	X				7/1/2015	1/20/2016		757			740			
12 SPDR D/W SHIRE INTERN	78465X863	X				11/5/2013	1/20/2016		6,783			1,443			
13 JPMORGAN HIGH YIELD FUN	4813498305	X				11/5/2013	1/20/2016		8,236			208			
14 KALMAR GR W/VAL SM CAP	4834498305	X				11/5/2013	1/20/2016		12,603			1,473			
15 SPDR D/W SHIRE INTERN	78465X863	X				11/5/2013	1/20/2016		12,445			254			
16 VANGUARD FTSE EMERGING	922042858	X				11/5/2013	1/20/2016		3,205			38			
17 VANGUARD FTSE EMERGING	922042858	X				11/5/2013	1/20/2016		20,526			400			
18 CREDIT SUISSE COMM RET	25244R305	X				1/20/2015	1/20/2015		1,435			247			
19 CREDIT SUISSE COMM RET	25244R305	X				9/5/2014	7/21/2015		12,826			3,857			
20 DODGE & COX INT'L STOCK	256208103	X				11/5/2013	7/21/2015		10,397			13,335			
21 DODGE & COX INT'L STOCK	256208103	X				6/20/2014	7/21/2015		1,376			87			
22 DODGE & COX INT'L STOCK	256208103	X				7/19/2014	7/21/2015		1,980			42			
23 DODGE & COX INT'L STOCK	256208103	X				11/5/2013	7/21/2015		12,908			614			
24 DODGE & COX INCOME FD C	256210105	X				1/22/2015	4/20/2016		2,921			457			
25 DODGE & COX INCOME FD C	256210105	X				1/22/2015	10/8/2015		7,889			247			
26 DODGE & COX INCOME FD C	256210105	X				1/22/2015	1/20/2016		1,580			35			
27 DODGE & COX INCOME FD C	256210105	X				6/10/2015	1/20/2016		3,463			115			
28 DODGE & COX INCOME FD C	256210105	X				7/23/2015	1/20/2016		3,227			98			
29 DODGE & COX INCOME FD C	256210105	X				7/23/2015	4/20/2016		2,280			2,290			
30 VANGUARD RETI VIPER	9220908553	X				1/22/2015	10/8/2015		4,339			3,738			
31 VANGUARD RETI VIPER	9220908553	X				1/22/2015	1/20/2016		1,246			91			
32 DREYFUS EM MKT DEBTLC	261980454	X				7/21/2015	1/20/2016		1,580			88			
33 DREYFUS EMG MKT DEBTLC	261980454	X				11/5/2013	7/21/2015		4,494			898			
34 DREYFUS EMG MKT DEBTLC	261980454	X				11/5/2013	1/20/2016		18,642			3,743			
35 DREYFUS EMG MKT DEBTLC	261980454	X				11/5/2013	12/4/2015		8,830			2,779			
36 DREYFUS EMG MKT DEBTLC	261980454	X				1/23/2014	12/4/2015		1,408			381			
37 DREYFUS INTERNAL BOND	261980668	X				1/22/2015	12/4/2015		2,283			359			
38 DREYFUS INTERNAL BOND	261980668	X				4/24/2014	6/10/2015		10,834			888			
39 DREIHLAS ACTIVE INCOME I	262028895	X				11/5/2013	1/20/2015		17,050			1,507			
40 EATON VANCE GLOBAL MAC	277923728	X				11/5/2013	10/27/2015		13,061			757			
41 FID ADV EMER MKTS INC-CL	315920702	X				11/5/2013	10/8/2015		751			18			
42 FID ADV EMER MKTS INC-CL	315920702	X				7/23/2015	11/10/2015		1,601			90			
43 JP MORGAN MID CAP VALUE	339128100	X				7/23/2015	1/20/2016		988			1085			
44 JP MORGAN MID CAP VALUE	339128100	X				7/23/2015	10/8/2015		10,834			1,107			
45 HARBOR CAPITAL APRTN	411511504	X				4/24/2014	6/10/2015		184			190			
46 HARBOR CAPITAL APRTN	411511504	X				11/5/2013	10/27/2015		13,061			1,507			
47 HARBOR CAPITAL APRTN	411511504	X				11/5/2013	10/8/2015		1,732			757			
48 HARBOR CAPITAL APRTN	411511504	X				10/28/2014	4/20/2016		4,180			4,485			
49 ISHARES CORE S & P 500 ET	641281200	X				11/5/2013	7/21/2015		28,783			28,969			
50 ISHARES CORE S & P 500 ET	641281200	X				10/22/2014	7/21/2015		9,192			7,441			
51 JPMORGAN HIGH YIELD FUN	4812C9803	X				4/24/2014	8/12/2015		3,385			3,534			
52 KALMAR GR W/VAL SM CAP	4834498305	X				6/20/2014	7/21/2015		3,290			25			
53 KALMAR GR W/VAL SM CAP	4834498305	X				1/22/2015	7/21/2015		1,761			355			
54 MFS VALUE FUND-CLASS 1#	552983634	X				1/22/2015	10/8/2015		5,118			5,372			
55 MFS VALUE FUND-CLASS 1#	552983634	X				1/22/2015	11/10/2015		3,776			3,832			
56 MFS VALUE FUND-CLASS 1#	552983634	X				6/20/2014	4/20/2016		11,145			11,261			
57 MFS VALUE FUND-CLASS 1#	552983634	X				6/25/2015	4/20/2016		493			510			
58 MFS VALUE FUND-CLASS 1#	552983634	X				11/5/2013	1/21/2016		3,077			3,413			
59 MFS VALUE FUND-CLASS 1#	552983634	X				6/25/2015	4/20/2016		437			441			
60 MERGER FUND-CLASS A#01	586505207	X				11/5/2013	10/27/2015		2,172			2,172			
61 METWEST TOTAL RETURN E	592905569	X				1/22/2015	10/8/2015		9,713			9,856			
62 METWEST TOTAL RETURN E	592905569	X				1/22/2015	10/27/2015		9,658			9,899			
63 METWEST TOTAL RETURN E	592905569	X				11/5/2013	10/27/2015		4,985			5,132			
64 MFS GLOBAL ALTERNATIVES	63387217885	X				11/5/2013	1/21/2016		633			633			
65 NEUBERGER BERMAN LONG	6412985609	X				6/20/2014	7/21/2015		2,120			2,081			
66 OPPENHEIMER DEVELOPING	6633974604	X				11/5/2013	11/10/2015		6,268			7,174			
67 OPPENHEIMER DEVELOPING	6633974604	X				11/5/2013	11/10/2015		17,315			20,30			
68 OPPENHEIMER DEVELOPING	6633974604	X				11/5/2013	11/10/2015		5,118			5,372			
69 PRINC CO FOREIGN BD USD	6933930882	X				11/5/2013	1/21/2015		28,783			29,969			
70 PRINC CO FOREIGN BD USD	6933930882	X				11/5/2013	1/21/2015		9,192			9,382			
71 PRINC CO FOREIGN MUL T STR	6933930882	X				11/5/2013	1/21/2015		3,411			3,411			
72 PRINC CO FOREIGN MUL T STR	6933930882	X				11/5/2013	1/21/2015		0			0			

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

Amount											Net Gain or Loss	
Long Term CG Distributions	24,419										-3,692	
Short Term CG Distributions	0										0	

Description	CUSIP #	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
73 T ROWE PRICE SHORT TERM	77957P105	X		11/5/2013	7/2/2015	21,784	21,967	2,983	2,929	0	0	-183
74 T ROWE PRICE SHORT TERM	77957P105	- X		11/5/2013	10/9/2015	--	--	--	--	0	0	-31
75 T ROWE PRICE SHORT TERM	77957P105	-		6/10/2015	1/20/2016	--	--	--	--	0	0	-18

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

	1,992	0	0	1,992
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	1,992			1,992

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

	303	303	0	0
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 FOREIGN TAX WITHHELD	303	303		

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year	
1				0	0	
2	DODGE & COX INCOME FD COM 147		0	102,381	102,768	
3	HARBOR CAPITAL APRTION-INST 2012		0	112,707	114,545	
4	ARTISAN INTERNATIONAL FD I 662		0	60,059	57,279	
5	MERGER FUND-INST #301		0	11,202	10,539	
6	ARTISAN MID CAP FUND-INSTL 1333		0	65,927	54,392	
7	MET WEST TOTAL RETURN BOND CL I 51		0	146,074	145,614	
8	FID ADV EMER MKTS INC- CL I 607		0	51,463	51,937	
9	T ROWE PRICE REAL ESTATE FD 122		0	36,902	37,508	
10	EATON VANCE GLOBAL MACRO - I		0	12,133	11,881	
11	DODGE & COX-INT'L STOCK FD '1048		0	64,361	57,256	
12	AMER CENT SMALL CAP GRWTH INST 338		0	36,758	30,643	
13	MFS VALUE FUND-CLASS I 893		0	94,836	118,273	
14	JP MORGAN MID CAP VALUE-I 758		0	54,655	54,691	
15	STERLING CAPITAL STRATTON SMALL C		0	33,700	31,175	
16	ASG GLOBAL ALTERNATIVES-Y 1993		0	24,800	21,151	
17	VANGUARD REIT VIPER		0	41,682	49,834	
18	AQR MANAGED FUTURES STR-I		0	12,435	12,165	
19	VANGUARD INFLAT-PROT SEC'S ADM 511		0	7,645	7,712	
20	JPMORGAN HIGH YIELD FUND SS 3580		0	47,421	45,472	
21	T ROWE PRICE INST FLOAT RATE 170		0	19,037	18,668	
22	OPPENHEIMER DEVELOPING MKT-I 799		0	65,589	57,954	
23	BLACKROCK GL US CREDIT-INS #1833		0	34,018	32,100	
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	38,791	38,463	
25	NEUBERGER BERMAN LONG SH-INS #183		0	45,534	44,653	
26	CREDIT SUISSE COMM RT ST-CO 2156		0	35,867	26,778	

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	50
2	FEDERAL EXCISE TAX REFUND	2	2,191
3	Total	3	2,241

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

1	COST BASIS ADJUSTMENT	1	25
2	PURCHASED OF ACCRUED INTEREST C/O TO NEXT YEAR	2	503
3	Total	3	528

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

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

Long Term CG Distributions		Amount	24,419	0	515,217	0	104	543,732	-28,411	0	0	0	-28,411
Short Term CG Distributions													
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis	Gains Minus Losses	Excess FMV Over Adjusted Basis or Losses
70 PRIMCO FOREIGN BD-FD USD	69336Q882	---	11/5/2013	7/21/2015	13,463	---	0	13,463	0	0	0	0	0
71 PRIMCO FOREIGN BD-FD USD	69336Q882	---	12/3/2014	7/21/2015	3,761	---	0	3,766	11	0	0	0	11
72 PRINCIPAL GL MULT STRAT	74256L896	8/8/2014	10/27/2015	13,411	---	0	13,374	37	0	0	0	0	37
73 T ROWE PRICE SHORT TERM	77955P105	11/5/2013	7/21/2015	21,784	---	0	21,967	-183	0	0	0	0	-183
74 T ROWE PRICE SHORT TERM	77955P105	11/5/2013	10/8/2015	2,929	---	0	2,929	0	0	0	0	0	0
75 T ROWE PRICE SHORT TERM	77955P105	6/10/2015	12/20/2016	1,988	---	0	2,004	-16	0	0	0	0	-16

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

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

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

	Date	Amount
1 Credit from prior year return	1	499
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	499

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1 Distributable amounts for 2014 that remained undistributed at the beginning of the 2015 tax year	1	7,165
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	7,165