

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.

For calendar year 2015 or tax year beginning **JUL 1, 2015**, and ending **JUN 30, 2016**

Name of foundation
THE HELTON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2236 COLEY FOREST PLACE

City or town, state or province, country, and ZIP or foreign postal code
RALEIGH, NC 27607

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 340,492.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number
56-2094702

B Telephone number
(919) 782-3377

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	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	769.	769.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,888.			
	b Gross sales price for all assets on line 6a	1,019,856.			
	7 Capital gain net income (from Part IV, line 2)		2,888.		
	8 Net short-term capital gain				
	9 Income modifications				
	Operating and Administrative Expenses	10a Gross sales less returns and allowances			
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		3,657.	3,657.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 1		2,500.	0.		2,500.
c Other professional fees					
17 Interest					
18 Taxes STMT 2	157.	157.		0.	
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23	2,657.	157.		2,500.	
25 Contributions, gifts, grants paid	15,000.			15,000.	
26 Total expenses and disbursements. Add lines 24 and 25	17,657.	157.		17,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<14,000.>				
b Net investment income (if negative, enter -0-)		3,500.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		237,106.	237,769.	237,769.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 3		3,489,659.	3,474,996.	102,723.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,726,765.	3,712,765.	340,492.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <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		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		3,726,765.	3,712,765.	
30	Total net assets or fund balances		3,726,765.	3,712,765.		
31	Total liabilities and net assets/fund balances		3,726,765.	3,712,765.		

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	3,726,765.
2	Enter amount from Part I, line 27a	2	<14,000.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,712,765.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,712,765.

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 SUMMARY STATEMENT (SHORT TERM)	P	07/01/15	06/30/16
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 1,019,856.		1,016,968.	2,888.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,888.
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	2,888.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	66,000.	1,320,037.	.049999
2013	48,000.	1,663,265.	.028859
2012	312,373.	1,746,603.	.178846
2011	107,256.	2,328,682.	.046059
2010	188,767.	3,385,415.	.055759

2 Total of line 1, column (d)	2	.359522
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	.071904
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	464,965.
5 Multiply line 4 by line 3	5	33,433.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35.
7 Add lines 5 and 6	7	33,468.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	17,500.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	70.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	70.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	70.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	70.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NO WEBSITE</u>	X	
14 The books are in care of ► <u>W. CHARLES HELTON</u> Telephone no. ► <u>(919) 782-3377</u> Located at ► <u>2236 COLEY FOREST PLACE, RALEIGH, NC</u> ZIP+4 ► <u>27607</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" 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		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)		
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? <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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		X

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

5a During the year did the foundation pay or incur any amount to:

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 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). **N/A**

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? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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.

(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
SEE STATEMENT 4		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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	225,080.
b	Average of monthly cash balances	1b	246,966.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	472,046.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	472,046.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,081.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	464,965.
6	Minimum investment return. Enter 5% of line 5	6	23,248.

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	23,248.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	70.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	70.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,178.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	23,178.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	23,178.

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	17,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	17,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,500.

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				23,178.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012	167,642.			
d From 2013				
e From 2014	155.			
f Total of lines 3a through e	167,797.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 17,500.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				17,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	5,678.			5,678.
6 Enter the net total of each column as indicated below:	162,119.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	162,119.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012	161,964.			
c Excess from 2013				
d Excess from 2014	155.			
e Excess from 2015				

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

1 a 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	
2 a 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).)

W. CHARLES HELTON
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:

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

c Any submission deadlines:

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

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				
ALLIANCE MEDICAL MINISTRIES 101 DONALD ROSS DR RALEIGH, NC 27610	N/A	PUBLIC CHARITY	SUPPORT CHARITABLE MEDICAL ACTIVITIES	5,000.
THE SALVATION ARMY 1863 CAPITAL BLVD RALEIGH, NC 27604	N/A	RELIGIOUS ORGANIZATION	CURRENT BUDGET	10,000.
Total			▶ 3a	15,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

THE HELTON FOUNDATION

TIN: 56-2094702

FORM 990-PF

FISCAL YEAR ENDING JUNE 30, 2016

Part IV Capital Gains and Losses for Tax on Investment Income

	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Revenue Per Books</u>
See July Statement	97,389.93	95,680.00	1,709.93
See August Statement	115,340.83	116,507.50	(1,166.67)
See September Statement	77,732.53	75,477.00	2,255.53
See October Statement	105,424.03	107,521.50	(2,097.47)
See November Statement	120,490.40	120,804.50	(314.10)
See December Statement	42,545.19	39,910.00	2,635.19
See January Statement	52,929.01	54,480.00	(1,550.99)
See February Statement	88,009.18	88,862.50	(853.32)
See March Statement	83,605.15	82,775.00	830.15
See April Statement	94,872.52	92,401.50	2,471.02
See May Statement	58,155.70	57,995.00	160.70
See June Statement	<u>83,361.52</u>	<u>84,553.66</u>	<u>(1,192.14)</u>
Total Short Term	1,019,855.99	1,016,968.16	2,887.83
Total Long Term	<u>-</u>	<u>-</u>	<u>-</u>
GRAND TOTALS	<u><u>1,019,855.99</u></u>	<u><u>1,016,968.16</u></u>	<u><u>2,887.83</u></u>

Active Assets Account XXXXXXXXXX THE HELTON FOUNDATION SYNDICATE ACCOUNT

Account Detail

INVESTMENT RELATED ACTIVITY

TAXABLE INCOME AND DISTRIBUTIONS

Date	Activity Type	Description	Comments	Credits/(Debits)
7/15	Interest Income	RESOURCE CAPITAL 8000 20JA15	CUSIP: 76120WAB0	\$606.67
7/30	Dividend	MS ACTIVE ASSETS MONEY TRUST		2 01
		DIV PAYMENT		
TOTAL TAXABLE INCOME AND DISTRIBUTIONS				\$608.68
TOTAL OTHER DIVIDENDS				\$2 01
TOTAL INTEREST				\$606.67

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

Date	Activity Type	Description	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
7/1	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST					
7/1	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	100 000	\$2,692 95	\$2,000 00	\$692.95	
7/2	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	850 000	22,212 59	22,100 00	112 59	
7/9	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	200 000	7,779 85	6,800 00	979 85	
7/16	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	200 000	7,405.86	7,400 00	5.86	
7/21	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	350 000	7,725.35	6,300 00	1,425.35	
7/24	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	300 000	23,123 57	23,355 00	(231 43)	
7/28	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	15,000,000	14,169 00	14,850 00	(681 00)	
7/31	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	100 000	3,892 92	3,875 00	17 92	
			600 000	8,387 84	9,000 00	(612 16)	
NET ACTIVITY FOR PERIOD							\$27,996.62

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
BLUE BUFFALO PET PRODS INC COM	07/22/15	07/22/15	100 000	\$2,692 95	\$2,000 00	\$692.95	
CITIZENS FINANCIAL GROUP INC	07/28/15	07/29/15	850 000	22,212 59	22,100 00	112 59	
DBV TECHNOLOGIES S.A	07/14/15	07/15/15	200 000	7,779 85	6,800 00	979 85	
MACROGENICS INC	07/14/15	07/15/15	200 000	7,405.86	7,400 00	5.86	
NATERA INC	07/01/15	07/02/15	350 000	7,725.35	6,300 00	1,425.35	
QUINTILES TRANSNATIONAL HLDGS	07/30/15	07/31/15	300 000	23,123 57	23,355 00	(231 43)	
RESOURCE CAPITAL 8 000 T-15-20	01/08/15	07/20/15	15,000,000	14,169 00	14,850 00	(681 00)	
SERITAGE GROWTH PPTYS CL A	07/21/15	07/22/15	100 000	3,892 92	3,875 00	17 92	
TERRAFORM GLOBAL INC CL A	07/31/15	07/31/15	600 000	8,387 84	9,000 00	(612 16)	

Active Assets Account ████████████████████
 THE HELTON FOUNDATION
 SYNDICATE ACCOUNT

Account Detail

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
Short-Term This Period				\$97,389.93	\$95,680.00	\$1,709.93	
Short-Term Year to Date				\$1,084,317.46	\$1,063,045.34	\$21,272.12	
Net Realized Gain/(Loss) This Period				\$97,389.93	\$95,680.00	\$1,709.93	
Net Realized Gain/(Loss) Year to Date				\$1,086,590.61	\$1,089,045.34	\$(2,454.73)	

Treasury regulations require that we report on Form 1099-B a) adjusted cost basis on the sale of covered securities acquired on or after 1/1/11 (or the applicable date for the type of security), b) the gain or loss as either long-term or short-term, and c) basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance. This section may not reflect all the basis adjustments required when filing your tax return. Refer to the Expanded Disclosures

Active Assets Account **[REDACTED]**
 THE HELTON FOUNDATION
 SYNDICATE ACCOUNT

Account Detail

TRANSFERS, CORPORATE ACTIONS AND ADDITIONAL ACTIVITY

CORPORATE ACTIONS

Date	Activity Type	Description	Comments	Quantity
8/3	Exchange Delivered Out	MIDSTATES PETROLEUM CO INC	EXCHANGE	3,000,000
8/3	Exchange Received In	MIDSTATES PETE CO INC	EXCHANGE	300,000

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
AFFIRMED THERAPEUTICS N V	08/13/15	08/14/15	2,050,000	\$25,044.53	\$25,112.50	\$(67.97)	
DOLBY CLA A COM STK	08/20/15	08/21/15	750,000	23,836.06	24,225.00	(388.94)	
IMS HEALTH HOLDINGS INC	08/06/15	08/06/15	800,000	25,105.53	25,120.00	(14.47)	
NATIONAL GEN HLDGS CORP	08/12/15	08/13/15	1,100,000	20,662.61	20,900.00	(237.39)	
RESOURCE CAPITAL 8 000 1-15-20	01/08/15	07/20/15	15,000,000	14,169.00	14,850.00	(681.00)	
SHAKE SHACK INC CL A	08/13/15	08/13/15	150,000	8,917.33	9,000.00	(82.67)	
SUNRUN INC	08/05/15	08/05/15	300,000	3,908.92	4,200.00	(291.08)	
TRANSUNION	08/17/15	08/18/15	300,000	7,865.85	7,950.00	(84.15)	
Short-Term This Period				\$115,340.83	\$116,507.50	\$(1,166.67)	

Short-Term Year to Date

\$1,199,658.29 **\$1,179,552.84** **\$20,105.45**

Net Realized Gain/(Loss) This Period

\$115,340.83 **\$116,507.50** **\$(1,166.67)**

Net Realized Gain/(Loss) Year to Date

\$1,201,931.44 **\$1,205,552.84** **\$(3,621.40)**

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CLIENT STATEMENT | For the Period September 1 -30, 2015

Active Assets Account XXXXXXXXXX
 THE HELTON FOUNDATION
 SYNDICATE ACCOUNT

Account Detail

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
HOUGHTON MIFFLIN HARCOURT CO	09/08/15	09/09/15	1,200,000	\$27,281.49	\$27,300.00	\$(18.51)	
NEW MOUNTAIN FINANCE CP	09/22/15	09/22/15	550,000	7,660.85	7,777.00	(116.15)	
NEXTERA ENERGY PARTNERS LP	09/11/15	09/11/15	250,000	6,598.87	6,500.00	98.87	
PARSLEY ENERGY INC CL A	09/18/15	09/18/15	300,000	4,430.91	4,500.00	(69.09)	
REGENXBIO INC	09/16/15	09/17/15	150,000	4,534.41	3,300.00	1,234.41	
	09/16/15	09/17/15	150,000	4,534.42	3,300.00	1,234.42	
THE J.M. SMUCKER COMPANY	09/21/15	09/22/15	200,000	22,691.58	22,800.00	(108.42)	
Short-Term This Period				\$77,732.53	\$75,477.00	\$2,255.53	
Short-Term Year to Date				\$1,277,390.82	\$1,255,029.84	\$22,360.98	

Net Realized Gain/(Loss) This Period

\$77,732.53

Net Realized Gain/(Loss) Year to Date

\$1,279,663.97

Treasury regulations require that we report on Form 1099-B a) adjusted cost basis on the sale of covered securities acquired on or after 1/1/11 (or the applicable date for the type of security), b) the gain or loss as either long-term or short-term, and c) basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance. This section may not reflect all the basis adjustments required when filing your tax return. Refer to the Expanded Disclosures.

MESSAGES

Statement of Financial Condition

At June 30, 2015 Morgan Stanley Smith Barney LLC had net capital of \$5,031 which exceeded the Securities and Exchange Commission's minimum requirement by \$4,868. A copy of the Morgan Stanley Smith Barney LLC Consolidated Statement of Financial Condition at June 30, 2015 can be viewed online at: http://www.morganstanley.com/about-us-ir/shareholder/morganstanley_smithbarney_llc.pdf or may be mailed to you at no cost by calling 1 (866) 825-1675, after September 15, 2015.

Active Assets Account XXXXXXXXXX THE HELTON FOUNDATION SYNDICATE ACCOUNT

Account Detail

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY (CONTINUED)

Date	Activity Type	Description	Credits/(Debits)
10/7	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(472.04)
10/14	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	48.17
10/15	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(1,211.85)
10/19	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(175.22)
10/21	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	183.84
10/26	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(15,875.00)
10/28	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	15,563.71
10/30	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	2.08
NET ACTIVITY FOR PERIOD			\$(2,095.39)

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
CORNERSTONE ONDEMAND INC COM	10/21/15	10/22/15	500,000	\$15,563.71	\$15,875.00	\$(311.29)	
FIRST DATA CORP CLS A	10/15/15	10/15/15	500,000	8,183.84	8,000.00	183.84	
FLEX PHARMA INC COM	10/08/15	10/09/15	2,050,000	23,900.65	25,112.50	(1,211.85)	
HANNON ARMSTRONG SUS INFRA	10/14/15	10/14/15	650,000	11,524.78	11,700.00	(175.22)	
PBF ENERGY INC	10/07/15	10/07/15	200,000	6,429.88	6,200.00	229.88	
PERFORMANCE FOOD GROUP CO COM	10/01/15	10/01/15	100,000	1,892.96	1,900.00	(7.04)	
PURE STORAGE INC CLASS A	10/07/15	10/07/15	350,000	5,852.16	5,950.00	(97.84)	
REALTY INCOME CORP	10/07/15	10/07/15	300,000	5,016.13	5,100.00	(83.87)	
SURGERY PARTNERS INC	10/02/15	10/02/15	550,000	25,311.96	25,784.00	(472.04)	
	10/01/15	10/01/15	100,000	1,747.96	1,900.00	(152.04)	
Short-Term This Period				\$105,424.03	\$107,521.50	\$(2,097.47)	
Short-Term Year to Date				\$1,382,814.85	\$1,362,551.34	\$20,263.51	

Active Assets Account XXXXXXXXXX THE HELTON FOUNDATION
SYNDICATE ACCOUNT

Account Detail

DEBIT CARD & CHECKING ACTIVITY

AUTOMATED PAYMENTS

Bill pay and other electronic activity, which may include checks you wrote that were processed by Automated Clearing House processing.

Date of Payment	Date Paid	Activity Type	Payee	Credits/(Debits)
11/16	11/16	Automated Payment	USATAXPYMT	\$(157.00)
TOTAL AUTOMATED PAYMENTS				\$(157.00)

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

Date	Activity Type	Description	Credits/(Debits)
11/16	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	\$(171.27)
11/19	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(157.00)
11/12	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	177.89
11/16	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(527.85)
11/18	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(20.93)
11/25	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	295.90
11/30	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	2.03
11/30	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(67.84)
NET ACTIVITY FOR PERIOD			\$(469.07)

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
AMTRUST FINANCIAL SRV INC	11/10/15	11/11/15	400.000	\$24,960.22	\$25,600.00	\$(639.78)	
ARDMORE SHIPPING CORPORATION	11/03/15	11/03/15	1,100.000	14,403.73	14,575.00	(171.27)	
CONTROLADORA VUELA CIA AVI SPN	11/10/15	11/11/15	200.000	3,311.93	3,200.00	111.93	
FITBIT INC CL A	11/13/15	11/13/15	700.000	20,286.62	20,300.00	(13.38)	
INSTRUCTURE INC	11/13/15	11/13/15	150.000	2,392.45	2,400.00	(7.55)	
RE MAX HLDGS INC CL A	11/18/15	11/19/15	100.000	3,682.93	3,600.00	82.93	
SABRE CORPORATION	11/04/15	11/05/15	850.000	25,068.53	24,879.50	189.03	
SQUARE INC CLASS A	11/19/15	11/19/15	100.000	1,112.97	900.00	212.97	
THE J M SMUCKER COMPANY	11/24/15	11/24/15	150.000	18,082.16	18,150.00	(67.84)	

Active Assets Account XXXXXXXXXX
 THE HELTON FOUNDATION
 SYNDICATE ACCOUNT

Account Detail

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)
SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
TRAVELPORT WORLDWIDE LIMITED	11/04/15	11/05/15	500 000	7,188.86	7,200.00	(11.14)	
Short-Term This Period				\$120,490.40	\$120,804.50	\$(314.10)	
Short-Term Year to Date				\$1,503,305.25	\$1,483,355.84	\$19,949.41	
Net Realized Gain/(Loss) This Period				\$120,490.40	\$120,804.50	\$(314.10)	
Net Realized Gain/(Loss) Year to Date				\$1,505,578.40	\$1,509,355.84	\$(3,777.44)	

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Account Detail

Active Assets Account

THE HELTON FOUNDATION
SYNDICATE ACCOUNT

INVESTMENT RELATED ACTIVITY

PURCHASES, DIVIDEND REINVESTMENTS, SALES AND REDEMPTIONS (CONTINUED)

Trade Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
12/18	12/23	Sold	YIRENDAL LTD	ACTED AS AGENT PREFERENTIAL RATE COMM 10 CENTS PER SHARE	250 000	10.0000	2,491.45
12/18	12/23	Bought	YIRENDAL LTD	ACTED AS PRINCIPAL	250 000	10.0000	(2,500.00)
TOTAL PURCHASES, DIVIDEND REINVESTMENTS, SALES AND REDEMPTIONS							\$2,635.19
TOTAL PURCHASES							\$(39,910.00)
TOTAL SALES AND REDEMPTIONS							\$42,545.19

Purchase and Sale transactions above may have received an average price execution. Details regarding the actual prices are available upon request.

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

Date	Activity Type	Description	Credits/(Debits)
12/18	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	\$116.39
12/19	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	395.64
12/16	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	2,131.71
12/23	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(8.55)
NET ACTIVITY FOR PERIOD			\$2,635.19

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ATLASSIAN CORP PLC CL A	12/09/15	12/10/15	300 000	\$8,291.84	\$6,300.00	\$1,991.84	
RESTAURANT BRANDS INTL INC COM	12/09/15	12/10/15	200 000	6,999.87	6,860.00	139.87	
STORE CAPITAL CORPORATION	12/02/15	12/02/15	250,000	5,616.39	5,500.00	116.39	
TEVA PHARMACEUTICALS ADR	12/03/15	12/03/15	300 000	19,145.64	18,750.00	395.64	
YIRENDAL LTD	12/18/15	12/18/15	250 000	2,491.45	2,500.00	(8.55)	
Short-Term This Period					\$39,910.00	\$2,635.19	
Short-Term Year to Date					\$1,545,850.44	\$1,523,265.84	\$22,584.60

Active Assets Account XXXXXXXXXX THE HELTON FOUNDATION SYNDICATE ACCOUNT

Account Detail

CASH RELATED ACTIVITY

ELECTRONIC TRANSFERS

Check disbursements from branch offices are displayed as Electronic Transfers

Date	Activity Type	Description	Comments	Credits/(Debits)
1/19	Cash Transfer - Debit	FUNDS TRANSFERRED	CONFIRMATION # 47393282 TO 556	\$(12,500.00)
TOTAL ELECTRONIC TRANSFERS				\$(12,500.00)
TOTAL ELECTRONIC TRANSFERS-DEBITS				\$(12,500.00)

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

Date	Activity Type	Description	Credits/(Debits)	
1/4	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	\$5.42	
1/11	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(8.15)	
1/12	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(1,077.33)	
1/20	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(24,800.00)	
1/22	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	12,044.77	
1/29	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	17.74	
NET ACTIVITY FOR PERIOD				\$(13,817.55)

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ACCELERON PHARMA INC	01/05/16	01/06/16	200.000	\$7,991.85	\$8,000.00	\$(8.15)	
AKEBIA THERAPEUTICS INC	01/06/16	01/07/16	2,100.000	17,822.67	18,900.00	(1,077.33)	
M/A-COM TECHNOLOGY	01/28/16	01/29/16	400.000	15,059.72	15,280.00	(210.28)	
NATL FUEL GAS CO	01/14/16	01/15/16	300.000	12,044.77	12,300.00	(255.23)	
Short-Term This Period				\$52,929.01	\$54,480.00	\$(1,550.99)	
Short-Term Year to Date				\$52,929.01	\$54,480.00	\$(1,550.99)	

Active Assets Account **[REDACTED]** THE HELTON FOUNDATION SYNDICATE ACCOUNT

Account Detail

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
CONN'S INC	02/23/16	02/23/16	1,450,000	\$24,962.45	\$25,375.00	\$(412.55)	
EDITAS MEDICINE INC	02/03/16	02/03/16	100,000	1,792.96	1,600.00	192.96	
HESS CORPORATION	02/04/16	02/05/16	300,000	11,645.78	11,700.00	(54.22)	
OAKTREE CAPITAL GP LLC UT-A	02/11/16	02/11/16	550,000	25,425.44	25,437.50	(12.06)	
ONEOK INC NEW	02/08/16	02/09/16	1,100,000	24,182.55	24,750.00	(567.45)	
Short-Term This Period				\$88,009.18	\$88,862.50	\$(853.32)	
Short-Term Year to Date				\$140,938.19	\$143,342.50	\$(2,404.31)	
Net Realized Gain/(Loss) This Period				\$88,009.18	\$88,862.50	\$(853.32)	
Net Realized Gain/(Loss) Year to Date				\$140,938.19	\$143,342.50	\$(2,404.31)	

Treasury regulations require that we report on Form 1099-B a) adjusted cost basis on the sale of covered securities acquired on or after 1/1/11 (or the applicable date for the type of security), b) the gain or loss as either long-term or short-term, and c) basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance. This section may not reflect all the basis adjustments required when filing your tax return. Refer to the Expanded Disclosures.

MESSAGES

Looking To Increase Your Retirement Savings?

There's still time before the April 18, 2016* deadline to open a Traditional IRA with contributions that may be tax-deductible on your 2015 tax return, a Traditional IRA with non-deductible contributions or, if you're eligible, a Roth IRA with non-deductible contributions and the advantage of tax-free withdrawals (if certain conditions are met). The maximum contribution is the lesser of (a) your taxable compensation for 2015, or (b) \$5,500 (or \$6,500 if you are age 50 or older). These limits apply to all your IRAs combined. Please call your Financial Advisor for more information about your retirement savings strategy.

*Except for residents of Massachusetts (MA) and Maine (ME) for whom 4/19/16 is the tax filing date due to Patriots' Day (MA) and Patriot's Day (ME)

Account Detail

Active Assets Account

THE HELTON FOUNDATION
SYNDICATE ACCOUNT
Nickname: SYNDICATE

INVESTMENT RELATED ACTIVITY

UNSETTLED PURCHASES/SALES ACTIVITY

Transaction Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)	Pending Credits/(Debits)
3/30	Bought	CARE COM	UNSETTLED PURCHASE	300 000	\$6.1500	\$(1,845.00)	
3/31	Sold	CARE COM	UNSETTLED SALE	300 000	5.8600	1,748.96	
3/31	Bought	SILVER WHEATON CORP	UNSETTLED PURCHASE	100 000	16.6000	(1,660.00)	
NET UNSETTLED PURCHASES/SALES						\$(1,756.04)	

This section displays transactions that have not settled during this statement period. The Holdings section includes positions purchased and omits positions sold or sold short as of the trade-date. The unit/share price for unsettled fixed income new issues in the Holdings section may be approximate in advance of active market pricing or pricing from third party pricing services.

TAXABLE INCOME AND DISTRIBUTIONS

Activity Date	Activity Type	Description	Comments	Credits/(Debits)
3/31	Dividend	MS ACTIVE ASSETS MONEY TRUST		\$30.81
		DIV PAYMENT		\$30.81
TOTAL TAXABLE INCOME AND DISTRIBUTIONS				\$30.81

TOTAL TAXABLE INCOME AND DISTRIBUTIONS

TOTAL OTHER DIVIDENDS

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

Activity Date	Activity Type	Description	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
3/7	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				\$376.99	
3/8	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				926.49	
3/15	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST				(96.18)	
3/23	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST				(281.11)	
3/31	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST				30.81	
NET ACTIVITY FOR PERIOD							\$957.00

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
CARE COM	03/30/16	03/31/16	300 000	\$1,748.96	\$1,845.00	\$(96.04)	
CHINA BIOLOGIC PRODS INC	03/02/16	03/02/16	100 000	10,992.76	11,000.00	(7.24)	
FIDELITY NATL INFORMATION SE	03/17/16	03/18/16	450 000	27,843.89	28,125.00	(281.11)	
MARATHON OIL CO	02/29/16	03/01/16	2,950 000	22,944.49	22,567.50	376.99	

CLIENT STATEMENT | For the Period March 1-31, 2016

Active Assets Account XXXXXXXXXX
 THE HELTON FOUNDATION
 SYNDICATE ACCOUNT
 Nickname: SYNDICATE

Account Detail

REALIZED GAIN/(LOSS) DETAIL (CONTINUED) SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
SNYDERS-LANCE INC	03/09/16	03/10/16	250,000	7,841.32	7,937.50	(96.18)	
WEATHERFORD INTERNATIONAL	03/02/16	03/02/16	1,000,000	6,116.86	5,650.00	466.86	
	03/02/16	03/02/16	1,000,000	6,116.87	5,650.00	466.87	
Short-Term This Period				\$83,605.15	\$82,775.00	\$830.15	
Short-Term Year to Date				\$224,543.34	\$226,117.50	\$(1,574.16)	
Net Realized Gain/(Loss) This Period				\$83,605.15	\$82,775.00	\$830.15	
Net Realized Gain/(Loss) Year to Date				\$224,543.34	\$226,117.50	\$(1,574.16)	

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MESSAGES

Statement of Financial Condition (In Millions of Dollars)

At December 31, 2015 Morgan Stanley Smith Barney LLC had net capital of \$3,613 which exceeded the Securities and Exchange Commission's minimum requirement by \$3,459. A copy of the Morgan Stanley Smith Barney LLC Consolidated Statement of Financial Condition at December 31, 2015 can be viewed online at http://www.morganstanley.com/about-us-ir/shareholder/morganstanley_smithbarney_llc.pdf or may be mailed to you at no cost by calling 1 (866) 825-1675, after March 15, 2016.

Make Your Annual IRA Contribution

The deadline to make your 2015 IRA contribution is April 18, 2016*, so there is still time to contribute to a Traditional or Roth IRA, subject to IRS eligibility requirements (including any applicable age or income restrictions). The maximum contribution is the lesser of (a) your taxable compensation for 2015, or (b) \$5,500 (or \$6,500 if you are age 50 or older) for 2015. These limits apply to all your IRAs combined. Your Financial Advisor can help you open a new IRA or fund an existing one. You can even move funds from an existing Morgan Stanley non-retirement account to fund your contribution. Speak with your Financial Advisor about making an IRA contribution for 2016 at the same time and take advantage of a year of additional potential growth.

*Except for residents of Massachusetts (MA) and Maine (ME) for whom 4/19/16 is the tax filing date due to Patriots' Day (MA) and Patriot's Day (ME).

Active Assets Account [REDACTED]
 THE HELTON FOUNDATION
 SYNDICATE ACCOUNT
 Nickname: SYNDICATE

Account Detail

CASH RELATED ACTIVITY

ELECTRONIC TRANSFERS

Check disbursements from branch offices are displayed as Electronic Transfers.

Activity Date	Activity Type	Description	Comments	Credits/(Debits)
4/15	Cash Transfer - Debit	FUNDS TRANSFERRED	CONFIRMATION # 51375489 TO [REDACTED]	\$(5,000.00)
TOTAL ELECTRONIC TRANSFERS				\$(5,000.00)
TOTAL ELECTRONIC TRANSFERS-DEBITS				\$(5,000.00)

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

Activity Date	Activity Type	Description	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
4/5	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	200,000	\$4,570.90	\$3,800.00	\$770.90	
4/7	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	200,000	4,570.90	3,800.00	770.90	
4/11	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	1,800,000	17,075.62	16,650.00	425.62	
4/13	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	400,000	12,669.72	12,100.00	569.72	
4/15	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	200,000	2,791.93	2,760.00	31.93	
4/18	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	350,000	7,953.58	7,350.00	603.58	
4/19	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	50,000	1,136.22	1,050.00	86.22	
4/21	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST					
4/26	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST					
4/29	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST					
NET ACTIVITY FOR PERIOD							\$(2,600.07)

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
BATS GLOBAL MARKETS INC	04/15/16	04/15/16	200,000	\$4,570.90	\$3,800.00	\$770.90	
ENSCO PLC CLASS A	04/15/16	04/15/16	1,800,000	17,075.62	16,650.00	425.62	
GODADDY INC CL A	04/07/16	04/07/16	400,000	12,669.72	12,100.00	569.72	
INFLOX INC	04/12/16	04/13/16	200,000	2,791.93	2,760.00	31.93	
MGM GROWTH PROPERTIES LLC CL A	04/20/16	04/20/16	350,000	7,953.58	7,350.00	603.58	
	04/20/16	04/20/16	50,000	1,136.22	1,050.00	86.22	

Active Assets Account XXXXXXXXXX
 THE HELTON FOUNDATION
 SYNDICATE ACCOUNT
 Nickname: SYNDICATE

Account Detail

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

SHORT-TERM GAIN/(LOSS) (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
PARSLEY ENERGY INC CL A	04/05/16	04/05/16	150.000	3,274.42	3,210.00	64.42	
SILVER WHEATON CORP	03/31/16	04/04/16	100.000	1,634.96	1,660.00	(25.04)	
SPIRIT REALTY CAPITAL INC	04/12/16	04/12/16	1,350.000	15,010.80	15,052.50	(41.70)	
SPROTT PHYSICAL SILVER TR	04/08/16	04/08/16	4,100.000	24,183.47	24,969.00	(785.53)	
Short-Term This Period				\$94,872.52	\$92,401.50	\$2,471.02	
Short-Term Year to Date				\$319,415.86	\$318,519.00	\$896.86	
Net Realized Gain/(Loss) This Period				\$94,872.52	\$92,401.50	\$2,471.02	
Net Realized Gain/(Loss) Year to Date				\$319,415.86	\$318,519.00	\$896.86	

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Account Detail

Active Assets Account XXXXXXXXXX
 THE HELTON FOUNDATION
 SYNDICATE ACCOUNT
 Nickname: SYNDICATE

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY (CONTINUED)


Activity Date	Activity Type	Description	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments	Credits/(Debits)
5/31	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST						21.50
NET ACTIVITY FOR PERIOD								\$(307.58)

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
BOOZ ALLEN HAMILTON HLDG CL-A	05/23/16	05/24/16	400.000	\$11,257.75	\$11,280.00	\$(22.25)	
GRUPO SUPERVIELE S.A. CL B ADR	05/19/16	05/19/16	250.000	2,866.43	2,750.00	116.43	
REALTY INCOME CORP	05/19/16	05/19/16	400.000	23,525.48	23,740.00	(214.52)	
SEASPAR CORP	05/24/16	05/24/16	750.000	10,816.26	11,025.00	(208.74)	
US FOODS HOLDING CORP	05/26/16	05/26/16	400.000	9,689.78	9,200.00	489.78	
Short-Term This Period				\$58,155.70	\$57,995.00	\$160.70	
Short-Term Year to Date				\$377,571.56	\$376,514.00	\$1,057.56	
Net Realized Gain/(Loss) This Period				\$58,155.70	\$57,995.00	\$160.70	
Net Realized Gain/(Loss) Year to Date				\$377,571.56	\$376,514.00	\$1,057.56	

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Active Assets Account


THE HELTON FOUNDATION
 SYNDICATE ACCOUNT
 Nickname: SYNDICATE

Account Detail

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

Activity Date	Activity Type	Description	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments	Credits/(Debits)
6/2	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	2,800,000	\$24,325.46	\$24,920.00	\$(594.54)		\$489.78
6/13	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	200,000	3,891.91	3,800.00	91.91		(573.69)
6/16	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	300,000	1,058.97	1,050.00	8.97		91.91
6/21	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	900,000	18,389.59	18,450.00	(60.41)		(60.41)
6/22	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	300,000	6,428.85	6,225.00	203.85		(862.77)
6/30	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	100,000	6,685.85	6,665.00	20.85		25.76
NET ACTIVITY FOR PERIOD								\$(889.42)

REALIZED GAIN/(LOSS) DETAIL

SHORT-TERM GAIN/(LOSS)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ARMORE SHIPPING CORPORATION	06/08/16	06/08/16	2,800,000	\$24,325.46	\$24,920.00	\$(594.54)	
CHINA ONLINE EDUCATION GRP ADR	06/10/16	06/10/16	200,000	3,891.91	3,800.00	91.91	
ECLIPSE RESOURCES CORP	06/29/16	06/29/16	300,000	1,058.97	1,050.00	8.97	
HANNON ARMSTRONG SUS INFRA	06/15/16	06/16/16	900,000	18,389.59	18,450.00	(60.41)	
NATIONAL STORAGE AFFILIATES TR	06/30/16	06/30/16	300,000	6,428.85	6,225.00	203.85	
QUINTILES TRANSNATIONAL HLDGS	06/07/16	06/08/16	100,000	6,685.85	6,665.00	20.85	
SUNCOR ENERGY INC	06/15/16	06/17/16	850,000	22,580.89	23,443.66	(862.77)	
Short-Term This Period				\$83,361.52	\$84,553.66	\$(1,192.14)	
Short-Term Year to Date				\$460,933.08	\$461,067.66	\$(134.58)	
Net Realized Gain/(Loss) This Period				\$83,361.52	\$84,553.66	\$(1,192.14)	
Net Realized Gain/(Loss) Year to Date				\$460,933.08	\$461,067.66	\$(134.58)	

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MESSAGES

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