Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052
2015
Open to Public Inspection

For calendar year 2015 or tax year beginning 07/01, 2015, and ending 06/30, 2016

Name of foundation: HAROLD B WETHERBEE TRUST U/W FOR THRONATEESKA FOUNDATION 4655000070

A Employer identification number: 58-6205494

Number and street (or P O box number if mail is not delivered to street address): REGIONS BANK TRUST DEPT PO BOX 2886
Room/suite:

B Telephone number (see instructions): 251-690-1024

City or town, state or province, country, and ZIP or foreign postal code: MOBILE, AL 36652-2886

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,762,654.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc received (attach schedule)				
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	14,417.	14,417.		STMT 1
4	Dividends and interest from securities	37,071.	30,858.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	33,915.			
b	Gross sales price for all assets on line 6a 743,289.				
7	Capital gain net income (from Part IV, line 2)		33,915.		
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	85,403.	79,190.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	17,169.	13,735.		3,434.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	800.	NONE	NONE	800.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	4,375.	306.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 5	300.	300.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	22,644.	14,341.	NONE	4,234.
25	Contributions, gifts, grants paid	83,426.			83,426.
26	**Total expenses and disbursements** Add lines 24 and 25	106,070.	14,341.	NONE	87,660.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-20,667.			
b	**Net investment income** (if negative, enter -0-)		64,849.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	31,880.	56,018.	56,018.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule) STMT 6	396,832.	232,363.	236,788.
	b	Investments - corporate stock (attach schedule) STMT 7	716,294.	654,698.	709,234.
	c	Investments - corporate bonds (attach schedule) STMT 8	273,646.	473,920.	486,752.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	299,367.	273,862.	273,862.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,718,019.	1,690,861.	1,762,654.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27	Capital stock, trust principal, or current funds	1,718,019.	1,690,861.	
	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)	1,718,019.	1,690,861.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,718,019.	1,690,861.	

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	1,718,019.
2	Enter amount from Part I, line 27a	2	-20,667.
3	Other increases not included in line 2 (itemize) ▶ ACCRETION ADJUSTMENT	3	533.
4	Add lines 1, 2, and 3	4	1,697,885.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	7,024.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,690,861.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	743,289.		709,374.	33,915.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				33,915.
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** 33,915.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	87,866.	1,839,343.	0 047770
2013	89,357.	1,816,341.	0.049196
2012	86,022.	1,724,985.	0.049868
2011	86,912.	1,711,996.	0.050766
2010	82,681.	1,754,193.	0.047133

2	**Total** of line 1, column (d)	2	0.244733
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	0.048947
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,748,355.
5	Multiply line 4 by line 3	5	85,577.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	648.
7	Add lines 5 and 6	7	86,225.
8	Enter qualifying distributions from Part XII, line 4	8	87,660.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	648.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	648.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	648.
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 2,188.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	2,188.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,540.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 648. **Refunded** ▶		11	892.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ REGIONS BANK, TRUST DEPARTMENT Telephone no. ▶ (251)690-1024

Located at ▶ 11 NORTH WATER ST, 25TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

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

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK P O BOX 8, ALBANY, GA 31702-0008	CO-TRUSTEE 2	17,169.	-0-	-0-
MICHAEL J WETHERBEE P O. BOX 70337, ALBANY, GA 31702-0008	CO-TRUSTEE 1	-0-	-0-	-0-
HUFF CROXTON P.O. BOX 71209, ALBANY, GA 31708	CO-TRUSTEE 1	-0-	-0-	-0-

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,774,980.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,774,980.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,774,980.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,625.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,748,355.
6	**Minimum investment return.** Enter 5% of line 5	6	87,418.

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	87,418.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	648.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	648.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	86,770
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	86,770.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	86,770.

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	87,660.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	87,660.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	648.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	87,012.

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					86,770.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				20,271.	
b Total for prior years 20 13 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2015					
a From 2010	NONE				
b From 2011	NONE				
c From 2012	NONE				
d From 2013	NONE				
e From 2014	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 87,660.					
a Applied to 2014, but not more than line 2a				20,271.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2015 distributable amount					67,389.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016					19,381.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9.					
a Excess from 2011	NONE				
b Excess from 2012	NONE				
c Excess from 2013	NONE				
d Excess from 2014	NONE				
e Excess from 2015	NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

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

N/A

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

Check here ▶ [X] 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THRONATEESKA HERITAGE FOUNDATION EXECUTIVE DI 100 ROOSEVELT AVENUE ALBANY GA 31701	NONE	PC	CHARITABLE	83,426.
Total . . . . . . ▶ **3a**				83,426.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14,417.	
4 Dividends and interest from securities			14	37,071.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	33,915.	
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)				85,403.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 85,403.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Julie S Chmka | 10/19/2016 | TRUST OFFICER

Signature of officer or trustee | Date | Title

REGIONS BANK, TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST		14,417.	14,417.
	TOTAL	14,417.	14,417.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST FROM SECURITES	37,071.	30,858.
TOTAL	37,071.	30,858.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	2,187.	
FEDERAL ESTIMATES - PRINCIPAL	2,188.	
FOREIGN TAXES ON QUALIFIED FOR		272.
FOREIGN TAXES ON NONQUALIFIED		34.
TOTALS	4,375.	306.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NONALLOCABLE EXPENSES -	300.	300.
TOTALS	300.	300.

HAROLD B WETHERBEE TRUST U/W FOR THRONATEESKA 58-6205494

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

DESCRIPTION		BEGINNING BOOK VALUE
SEE ATTACHED		396,832.
	TOTALS	396,832.

HAROLD B WETHERBEE TRUST U/W FOR THRONATEESKA 58-6205494

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE
SEE ATTACHED	716,294.
TOTALS	716,294.

HAROLD B WETHERBEE TRUST U/W FOR THRONATEESKA 58-6205494

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE
SEE ATTACHED		273,646.
	TOTALS	273,646.

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

DESCRIPTION		AMOUNT
BALANCING		269.
AMMORTIZATION ADJUSTMENT		6,755.
	TOTAL	7,024.

HAROLD B WETHERBEE TRUST U/W FOR THRONATEESKA 58-6205494

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	1,726,066.		
FEBRUARY	1,715,414.		
MARCH	1,758,822.		
APRIL	1,761,680.		
MAY	1,761,336.		
JUNE	1,762,653.		
JULY	1,862,938.		
AUGUST	1,798,152.		
SEPTEMBER	1,769,551.		
OCTOBER	1,812,719.		
NOVEMBER	1,799,048.		
DECEMBER	1,771,379.		
TOTAL	21,299,758.		
AVERAGE FMV	1,774,980.		

REGIONS TRUST

REGIONS BANK

Asset Details

Run on 11/8/2016 10:13:30 AM

As of 06/30/2016

Combined Portfolios
Settlement Date Basis

Account: 4655000070
TRUSTEE H&S WETHERBEE CHARITABLE TR FOR THRONATEESKA HERITAGE FOUNDATION

Administrator: G. EDMUND NOBLES @ 229-438-2451

Investment Officer: KRISTIN SMITH @ 334-230-6104
Investment Authority: Sole
Investment Objective: INCOME WITH MOD GROWTH (35E/65F)
Lot Select Method: LTHC
Sort By: Security Type

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	Cash										
	CASH									0 00	
	Total For Cash	0 000000									
	Short Term Investments										
	999990484 REGIONS TRUST CASH SWEEP	56,017 680000	1.000	56,017.68	56,017.68	56,018		3.18	62	0.11	01/01/1901
	Total For Short Term Investments	56,017.680000		56,017.68	56,017.68	56,018			62		
	U S Government Obligations										
	912828H52 UNITED STATES TREASURY DTD 02/02/2015 1.25% 01/31/2020	79,000 000000	101.461	79,488.95	79,488.95	80,154	665	4 55	988	1 23	06/30/2016
	912828J27 UNITED STATES TREASURY DTD 02/17/2015 2% 02/15/2025	22,000 000000	104.625	21,420.47	21,420 47	23,018	1,597	1.31	440	1.91	06/30/2016
	912828NR7 UNITED STATES TREASURY N/B DTD 07/31/2010 2.375% 07/31/2017	83,000.000000	101.977	84,936.28	84,936.28	84,641	295-	4.80	1,971	2.33	06/30/2016
	912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	21,000 000000	107.141	21,176.06	21,176.06	22,500	1,324	1.28	551	2 45	06/30/2016

912828VB3 UNITED STATES TREASURY DTD 05/15/2013 1.75% 05/15/2023	15,000.000000	P 103.160	14,331.64	14,331.64	15,474	1,142	0.88	263	1.70	06/30/2016
912828VL1 UNITED STATES TREASURY N/B DTD 07/15/2013 .625% 07/15/2016	11,000.000000	100.017	11,009.48	11,009.48	11,002	8-	0.62	69	0 62	01/01/1901
Total For U S Government Obligations	231,000.000000		232,362.88	232,362.88	236,788	4,425		4,281		
Mortgage Backed Securities										
3128M74W3 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040 OFV 12,000	2,128.060000	109.660	2,269.03	2,269 03	2,334	65	0 13	96	4.10	06/30/2016
3128M7KV7 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036 OFV 23,000	1,901 960000	111.152	2,060.95	2,060.95	2,114	53	0.12	95	4.50	06/30/2016
3128MJPS3 FEDERAL HOME LOAN MORTGAGE CORP POOL# G08432 DTD 01/01/2011 4.5% 01/01/2041 OFV 22,000	6,936 600000	110.052	7,555.48	7,555.48	7,634	78	0.43	312	4.09	06/30/2016
3128MJXK1 FEDERAL HOME LOAN MORTGAGE CORP POOL# G08681 DTD 12/01/2015 3.5% 12/01/2045 OFV 22,000	21,117.840000	105.640	21,998.25	21,998.25	22,309	311	1.27	739	3.31	06/30/2016
3128MMS20 FEDERAL HOME LOAN MORTGAGE CORP POOL #G18536 DTD 01/01/2015 2.5% 01/01/2030 OFV 13,000	10,692 720000	103.523	11,030.21	11,030.21	11,069	39	0.63	267	2.41	06/30/2016
3128PRV48 FEDERAL HOME LOAN MORTGAGE CORP POOL #J12435 DTD	3,627 400000	106.454	3,855 23	3,855.23	3,862	6	0.22	145	3 76	06/30/2016

06/01/2010 4% 06/01/2025 OFV 29,000										
312943WG4 FEDERAL HOME LOAN MORTGAGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040 OFV 10,000	4,011.660000	107.483	4,306.27	4,306.27	4,312	6	0.24	160	3.72	06/30/2016
3138A8RD0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6783 DTD 03/01/2011 4% 03/01/2041 OFV 12,000	4,586.450000	107.553	4,908.93	4,908.93	4,933	24	0.28	183	3.72	06/30/2016
3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 OFV 20,000	3,867.240000	106.543	4,063.01	4,063.01	4,120	57	0 23	155	3.75	06/30/2016
3138E2MD4 FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ9355 DTD 01/01/2012 3% 01/01/2027 OFV 7,000	3,083 510000	105.036	3,178.42	3,178.42	3,239	60	0.18	93	2.86	06/30/2016
3138ENEK1 FEDERAL NATIONAL MORTGAGE ASSN POOL# AL5537 DTD 07/01/2014 4.5% 04/01/2044 OFV 7,000	4,297 220000	109.524	4,687.33	4,687.33	4,706	19	0.27	193	4.11	06/30/2016
3138ENSV2 FEDERAL NATIONAL MORTGAGE ASSN POOL# AL5931 DTD 10/01/2014 3.5% 09/01/2028 OFV 8,000	5,395 840000	106.036	5,704.41	5,704.41	5,722	17	0.32	189	3.30	06/30/2016
3138LUTA3 FEDERAL NATIONAL MORTGAGE ASSN POOL #A04144 DTD 06/01/2012 4% 06/01/2042 OFV	2,617 590000	107 452	2,710.23	2,710.23	2,813	102	0.16	105	3.72	06/30/2016

6,000

3138MFTC1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3.5% 11/01/2042 OFV 5,000	3,246.760000	105.894	3,239.14	3,239.14	3,438	199	0 20	114	3 31	06/30/2016
3138WF2Z8 FEDERAL NATIONAL MORTGAGE ASSN POOL# AS6191 DTD 10/01/2015 3.5% 11/01/2045 OFV 12,000	11,602.030000	105.984	12,144.07	12,144.07	12,296	152	0.70	406	3.30	06/30/2016
3138WPJG0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2062 DTD 04/01/2013 2.5% 04/01/2028 OFV 7,000	4,724 830000	103.774	4,733.67	4,733.67	4,903	169	0.28	118	2.41	06/30/2016
3138WQAW2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2720 DTD 05/01/2013 3% 05/01/2043 OFV 14,000	10,756 420000	104.750	11,079.11	11,079.11	11,267	188	0 64	323	2.86	06/30/2016
3138X3EH1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AU3735 DTD 08/01/2013 3% 08/01/2043 OFV 11,000	9,104.810000	103.994	9,192.26	9,192 26	9,468	276	0.54	273	2.88	06/30/2016
31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 OFV 51,000	3,504.240000	111.557	3,779.66	3,779.66	3,909	130	0.22	175	4.48	06/30/2016
31403CZM6 FEDERAL NATIONAL MORTGAGE ASSN POOL #745148 DTD 12/01/2005 5% 01/01/2036 OFV 61,000	4,131 210000	111.334	4,606.30	4,606.30	4,599	7-	0.26	207	4.49	06/30/2016

31410FYE9 FEDERAL NATIONAL MORTGAGE ASSN POOL #888209 DTD 02/01/07 5.5% 05/01/2036 OFV 50,000	3,325.470000	113.210	3,371.16	3,371.16	3,765	394	0 21	183	4.86	06/30/2016
31413HU71 FEDERAL NATIONAL MORTGAGE ASSN POOL #946206 DTD 08/01/07 6% 09/01/2037 OFV 60,000	5,636 610000	115.531	5,793.38	5,793.38	6,512	719	0 37	338	5.19	06/30/2016
31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039 OFV 10,000	2,258 720000	107.382	2,388.97	2,388.97	2,425	36	0.14	90	3.73	06/30/2016
31418AFC7 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027 OFV 9,000	4,245.550000	105.036	4,445.86	4,445.86	4,459	14	0 25	127	2 86	06/30/2016
31418UEE0 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5% 06/01/2040 OFV 12,000	2,175.730000	109.557	2,317.85	2,317.85	2,384	66	0.14	98	4.11	06/30/2016
31419BCT0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3.5% 03/01/2041 OFV 11,000	4,330 400000	105.761	4,573.30	4,573.30	4,580	7	0.26	152	3.31	06/30/2016
31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 OFV 22,000	4,126.340000	106.036	4,281.08	4,281.08	4,375	94	0 25	144	3.30	06/30/2016
Total For Mortgage Backed Securities	147,433.210000		154,273.56	154,273.56	157,548	3,275		5,481		

Corporate Bonds

00206RAM4 AT&T INC DTD 05/13/08 5.6% 05/15/2018	7,000 000000	107.629	7,210.08	7,210.08	7,534	324	0.43	392	5.20	06/30/2016
0258M0DX4 AMERICAN EXPRESS CREDIT CORP CALLABLE DTD 09/14/2015 2.6% 09/14/2020-2020	7,000 000000	103.311	6,994.38	6,994.38	7,232	237	0 41	182	2.52	06/30/2016
035242AG1 ANHEUSER-BUSCH INBEV FIN DTD 01/25/2016 1.9% 02/01/2019	15,000.000000	101.698	15,007.53	15,007.53	15,255	247	0.87	285	1 87	06/30/2016
037833AJ9 APPLE INC DTD 05/03/2013 1% 05/03/2018	8,000.000000	100.246	7,930.01	7,930.01	8,020	90	0.45	80	1.00	06/30/2016
046353AH1 ASTRAZENECA PLC DTD 11/16/2015 1.75% 11/16/2018	7,000.000000	101.320	7,000.00	7,000.00	7,092	92	0.40	123	1 73	06/30/2016
12673PAC9 CA INC DTD 11/13/09 5.375% 12/01/2019	7,000.000000	109.894	7,222.19	7,222.19	7,693	470	0 44	376	4.89	06/30/2016
149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	6,000.000000	115.755	6,722.51	6,722.51	6,945	223	0.39	474	6.82	06/30/2016
166764AA8 CHEVRON CORP CALLABLE DTD 12/05/2012 1.104% 12/05/2017-2017	8,000 000000 P	100.165	7,983.38	7,983.38	8,013	30	0 45	88	1 10	06/30/2016
17275RBB7 CISCO SYSTEMS INC DTD 02/29/2016 1.6% 02/28/2019	7,000.000000	101.505	7,013.77	7,013.77	7,105	92	0.40	112	1.58	06/30/2016
172967KB6 CITIGROUP INC DTD 10/26/2015 2.65% 10/26/2020	8,000 000000 P	101 762	7,991.04	7,991.04	8,141	150	0.46	212	2.60	06/30/2016
20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	7,000 000000	113.060	7,401.50	7,401.50	7,914	513	0.45	399	5.04	06/30/2016
24422ESS9 JOHN DEERE CAPITAL CORP SERIES MTN DTD	7,000.000000	103.099	7,006.82	7,006 82	7,217	210	0.41	161	2.23	06/30/2016

09/15/2014 2.3% 09/16/2019										
25152RYD9 DEUTSCHE BANK AG DTD 02/13/2015 1.875% 02/13/2018	8,000.000000	99.374	8,002.49	8,002.49	7,950	53-	0 45	150	1.89	06/30/2016
31677QBG3 FIFTH THIRD BANK CALLABLE DTD 06/14/2016 2.25% 06/14/2021-2021	7,000.000000	101 560	7,011.68	7,011.68	7,109	98	0.40	158	2.22	06/30/2016
345397WR0 FORD MOTOR CREDIT DTD 06/06/2014 1.724% 12/06/2017	15,000.000000	100.213	14,895.57	14,895.57	15,032	136	0.85	259	1 72	06/30/2016
369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	7,000.000000	116.019	7,371.24	7,371.24	8,121	750	0.46	371	4.57	06/30/2016
375558BF9 GILEAD SCIENCES INC CALLABLE DTD 09/14/2015 3.65% 03/01/2026-2025	7,000 000000	108.818	6,984.99	6,984.99	7,617	632	0.43	256	3 35	06/30/2016
377373AC9 GLAXOSMITHKLINE CAP PLC CALLABLE DTD 05/09/2012 1 5% 05/08/2017	11,000 000000	100.507	11,057.53	11,057.53	11,056	2-	0.63	165	1 49	06/30/2016
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	7,000 000000	114.361	7,711.81	7,711.81	8,005	293	0 45	525	6.56	06/30/2016
42809HAB3 HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	7,000.000000	111.441	8,014.54	8,014.54	7,801	214-	0.44	569	7 29	06/30/2016
458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	7,000.000000	108.413	7,053.97	7,053.97	7,589	535	0 43	231	3.04	06/30/2016
459200JG7 INTERNATIONAL BUSINESS MACHINES DTD 02/19/2016 3.45% 02/19/2026	7,000.000000	108.760	6,977.64	6,977.64	7,613	636	0.43	242	3.17	06/30/2016
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3%	7,000.000000	112.412	7,789.72	7,789.72	7,869	79	0.45	441	5.60	06/30/2016

04/23/2019										
565849AL0 MARATHON OIL CORP CALLABLE DTD 06/10/2015 3.85% 06/01/2025-2025	9,000 000000	91.873	8,229.00	8,229.00	8,269	40	0.47	347	4.19	06/30/2016
59018YN64 MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875% 04/25/2018	7,000.000000	109.175	7,259.14	7,259.14	7,642	383	0.43	481	6.30	06/30/2016
60871RAC4 MOLSON COORS BREWING CO DTD 05/03/2012 3.5% 05/01/2022	7,000.000000	106.104	7,066.92	7,066.92	7,427	360	0.42	245	3.30	06/30/2016
61761JVL0 MORGAN STANLEY DTD 10/23/2014 3.7% 10/23/2024	14,000 000000	104.637	14,050.86	14,050.86	14,649	598	0.83	518	3.54	06/30/2016
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	7,000 000000	108 255	7,239.10	7,239.10	7,578	339	0.43	403	5.31	06/30/2016
713448DB1 PEPSICO INC SERIES· 1 DTD 10/14/2015 1% 10/13/2017	7,000.000000	100.123	6,990.27	6,990.27	7,009	18	0.40	70	1.00	06/30/2016
74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	7,000 000000	110 359	7,125 36	7,125.36	7,725	600	0 44	315	4 08	06/30/2016
78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	15,000 000000	100.217	14,971.32	14,971.32	15,033	61	0.85	180	1.20	06/30/2016
822582BR2 SHELL INTL FIN DTD 05/10/2016 1.375% 05/10/2019	7,000.000000	100.348	6,984.46	6,984.46	7,024	40	0 40	96	1.37	06/30/2016
867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3.5% 01/20/2017	8,000 000000	101.114	8,053.74	8,053.74	8,089	35	0.46	280	3.46	06/30/2016
87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	7,000.000000	103.674	6,967.59	6,967.59	7,257	290	0.41	376	5.18	06/30/2016
89114QAM0 TORONTO-	7,000 000000	102.875	7,138.79	7,138.79	7,201	62	0.41	184	2.55	06/30/2016

	DOMINION BANK SERIES MTN DTD 09/10/2013 2.625% 09/10/2018										
	89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	7,000 000000	108.846	7,071.95	7,071 95	7,619	547	0 43	238	3.12	06/30/2016
	91324PCK6 UNITED HEALTH GROUP INC DTD 07/23/2015 1.45% 07/17/2017	8,000 000000 P	100.499	8,009.12	8,009.12	8,040	31	0 46	116	1.44	06/30/2016
	929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	7,000 000000	104.302	7,111.57	7,111.57	7,301	190	0 41	403	5.51	06/30/2016
	931427AH1 WALGREENS BOOTS ALLIANCE CALLABLE DTD 11/18/2014 3 8% 11/18/2024-2024	7,000.000000	105.948	7,023.71	7,023.71	7,416	393	0.42	266	3.59	06/30/2016
	Total For Corporate Bonds	315,000.000000		319,647.29	319,647.29	329,204	9,556		10,766		
	Common Stock										
T	00206R102 AT&T INC	250 000000	43.210	8,650.00	8,650.00	10,803	2,153	0.61	480	4.44	06/30/2016
ABBV	00287Y109 ABBVIE INC	140 000000	61.910	8,437.05	8,437.05	8,667	230	0.49	319	3.68	06/30/2016
GOOG	02079K107 ALPHABET INC CA-CL C	5 000000	692.100	1,537.15	1,537.15	3,461	1,923	0.20		0 00	06/30/2016
GOOGL	02079K305 ALPHABET INC CA-CL A	10.000000	703.530	5,448.53	5,448.53	7,035	1,587	0.40		0.00	06/30/2016
MO	02209S103 ALTRIA GROUP INC	60 000000	68.960	3,572.40	3,572.40	4,138	565	0.23	136	3 28	06/30/2016
AIG	026874784 AMERICAN INTL GROUP INC	65 000000	52.890	3,588.51	3,588.51	3,438	151-	0 20	83	2.42	06/30/2016
AAPL	037833100 APPLE INC	110 000000	95.600	9,200.81	9,200.81	10,516	1,315	0.60	251	2.38	06/30/2016
BLK	09247X101 BLACKROCK INC	10.000000	342.530	1,547.60	1,547.60	3,425	1,878	0.19	92	2.67	06/30/2016
BMY	110122108 BRISTOL MYERS SQUIBB CO	120.000000	73.550	7,487.51	7,487.51	8,826	1,338	0.50	182	2.07	06/30/2016
CVS	126650100	80 000000	95.740	2,215.19	2,215.19	7,659	5,444	0.43	136	1.78	06/30/2016

	CVS HEALTH CORPORATION										
CELG	151020104 CELGENE CORP	34.000000	98.630	4,009.44	4,009.44	3,353	656-	0 19		0.00	06/30/2016
CSCO	17275R102 CISCO SYSTEMS INC	150.000000	28.690	2,486.91	2,486.91	4,304	1,817	0.24	156	3.62	06/30/2016
C	172967424 CITIGROUP INC	88 000000	42.390	4,307.60	4,307.60	3,730	577-	0.21	18	0.47	06/30/2016
CTXS	177376100 CITRIX SYSTEM INC	55 000000	80.090	3,489.58	3,489.58	4,405	915	0.25		0.00	06/30/2016
KO	191216100 COCA COLA CO	86 000000	45.330	3,675.42	3,675.42	3,898	223	0.22	120	3.09	06/30/2016
CTSH	192446102 COGNIZANT TECHNOLOGY SOLUTIONS CL A	121 000000	57.240	7,423.23	7,423.23	6,926	497-	0.39		0 00	06/30/2016
ECL	278865100 ECOLAB INC	65.000000	118.600	7,488.64	7,488.64	7,709	220	0.44	91	1 18	06/30/2016
XOM	30231G102 EXXON MOBIL CORP	144 000000	93.740	8,689.03	8,689.03	13,499	4,810	0 77	432	3.20	06/30/2016
FB	30303M102 FACEBOOK INC - A	45 000000	114.280	3,539.70	3,539.70	5,143	1,603	0 29		0.00	06/30/2016
GE	369604103 GENERAL ELECTRIC CO	260 000000	31.480	5,050.24	5,050.24	8,185	3,135	0.46	239	2 92	06/30/2016
HSY	427866108 THE HERSHEY COMPANY	90.000000	113.490	9,382.50	9,382.50	10,214	832	0.58	210	2.05	06/30/2016
HFC	436106108 HOLLYFRONTIER CORPORATION	185 000000	23.770	7,887.35	7,887.35	4,397	3,490-	0.25	244	5.55	06/30/2016
HD	437076102 HOME DEPOT INC	29 000000	127.690	3,925.64	3,925.64	3,703	223-	0.21	80	2 16	06/30/2016
HON	438516106 HONEYWELL INTERNATIONAL INC	80 000000	116.320	6,182.37	6,182.37	9,306	3,123	0.53	190	2.05	06/30/2016
INTC	458140100 INTEL CORP	230 000000	32.800	3,863.76	3,863.76	7,544	3,680	0.43	239	3 17	06/30/2016
INTU	461202103 INTUIT INC	80 000000	111.610	6,769.72	6,769.72	8,929	2,159	0 51	96	1.08	06/30/2016
JPM	46625H100 J P MORGAN CHASE & CO	125 000000	62.140	4,247.45	4,247.45	7,768	3,520	0.44	240	3.09	06/30/2016
LB	501797104 L BRANDS INC.	78.000000	67.130	7,456.24	7,456.24	5,236	2,220-	0.30	187	3.58	06/30/2016
MAT	577081102	120.000000	31.290	4,049.20	4,049 20	3,755	294-	0.21	182	4.86	06/30/2016

	MATTEL INC										
MCD	580135101 MCDONALDS CORP	59 000000	120.340	7,055.15	7,055.15	7,100	45	0 40	210	2.96	06/30/2016
MRK	58933Y105 MERCK & CO. INC. NEW	75.000000	57.610	2,465.50	2,465 50	4,321	1,855	0.25	138	3.19	06/30/2016
MCHP	595017104 MICROCHIP TECHNOLOGY INC	85 000000	50.760	3,943.99	3,943.99	4,315	371	0.24	122	2.83	06/30/2016
MDLZ	609207105 MONDELEZ INTERNATIONAL	185 000000	45.510	7,607.51	7,607.51	8,419	812	0.48	126	1 49	06/30/2016
NEE	65339F101 NEXTERA ENERGY, INC.	80.000000	130.400	4,272.17	4,272.17	10,432	6,160	0.59	278	2.67	06/30/2016
NKE	654106103 NIKE INC CL B	120.000000	55.200	5,854.54	5,854.54	6,624	769	0.38	77	1 16	06/30/2016
ORCL	68389X105 ORACLE CORPORATION	310.000000	40.930	7,920.31	7,920.31	12,688	4,768	0 72	186	1.47	06/30/2016
PEP	713448108 PEPSICO INC	76 000000	105.940	5,331.56	5,331.56	8,051	2,720	0 46	229	2.84	06/30/2016
PFE	717081103 PFIZER INC	240.000000	35.210	8,529.58	8,529.58	8,450	79-	0 48	288	3.41	06/30/2016
PRU	744320102 PRUDENTIAL FINANCIAL INC	50 000000	71.340	1,785.38	1,785.38	3,567	1,782	0 20	140	3.92	06/30/2016
QCOM	747525103 QUALCOMM INC	81 000000	53 570	3,628.93	3,628.93	4,339	710	0.25	172	3.96	06/30/2016
SLB	806857108 SCHLUMBERGER LTD	107 000000	79.080	8,031.95	8,031.95	8,462	430	0.48	214	2 53	06/30/2016
SO	842587107 SOUTHERN CO	168 000000	53.630	7,796.98	7,796.98	9,010	1,213	0.51	376	4.18	06/30/2016
SBUX	855244109 STARBUCKS CORP	65 000000	57.120	3,053 04	3,053.04	3,713	660	0 21	52	1.40	06/30/2016
SYK	863667101 STRYKER CORP	75 000000	119.830	5,203.70	5,203.70	8,987	3,784	0.51	114	1 27	06/30/2016
STI	867914103 SUNTRUST BKS INC	195 000000	41.080	8,113 93	8,113.93	8,011	103-	0 45	187	2.34	06/30/2016
TMO	883556102 THERMO FISHER SCIENTIFIC, INC	30.000000	147.760	1,402.61	1,402.61	4,433	3,030	0.25	18	0.41	06/30/2016
MMM	88579Y101 3M CO	49 000000	175.120	3,847.97	3,847.97	8,581	4,733	0.49	218	2.54	06/30/2016
UNP	907818108 UNION PAC CORP	52.000000	87.250	5,467.86	5,467.86	4,537	931-	0.26	114	2.52	06/30/2016

UTX	913017109 UNITED TECHNOLOGIES CORP	85 000000	102.550	7,929.10	7,929.10	8,717	788	0.49	224	2.57	06/30/2016
VZ	92343V104 VERIZON COMMUNICATIONS	220.000000	55.840	9,506.19	9,506.19	12,285	2,779	0.70	497	4.05	06/30/2016
VRTX	92532F100 VERTEX PHARMACEUTICALS INC	35.000000	86.020	4,377.10	4,377.10	3,011	1,366-	0.17		0 00	06/30/2016
WMT	931142103 WAL MART STORES INC	111 000000	73.020	6,931.63	6,931.63	8,105	1,174	0 46	222	2.74	06/30/2016
WM	94106L109 WASTE MANAGEMENT INC	90 000000	66.270	4,914 89	4,914.89	5,964	1,049	0.34	148	2.47	06/30/2016
WFC	949746101 WELLS FARGO & CO	220 000000	47.330	7,582.72	7,582.72	10,413	2,830	0.59	334	3.21	06/30/2016
	Total For Common Stock	5,778.000000		298,163.06	298,163.06	372,505	74,342		9,089		
	Foreign Stock										
ETN	G29183103 EATON CORP PLC ISIN: IE00B8KQN827 SEDOL: B8KQN82	125.000000	59.730	7,871.73	7,871.73	7,466	405-	0.42	285	3.82	06/30/2016
IVZ	G491BT108 INVESCO LTD	135.000000	25 540	4,594.85	4,594.85	3,448	1,147-	0 20	151	4.39	06/30/2016
MDT	G5960L103 MEDTRONIC PLC	99.000000	86.770	7,592.15	7,592 15	8,590	998	0.49	170	1.98	06/30/2016
CB	H1467J104 CHUBB LIMITED	70 000000	130.710	8,047.76	8,047.76	9,150	1,102	0.52	193	2 11	06/30/2016
LYB	N53745100 LYONDELLBASELL INDUSTRIES - CL A SEDOL #B3SPXZ3 ISIN #NL0009434992	44 000000	74.420	3,729.43	3,729.43	3,274	455-	0.19	150	4.57	06/30/2016
	Total For Foreign Stock	473.000000		31,835.92	31,835.92	31,929	93		949		
	Mutual Funds - Equity										
ACVIX	025076845 AMERICAN CENTURY SMALL CAP VALUE INST CL	5,288.106000	7 710	51,126.89	51,126.89	40,771	10,356-	2.31	434	1.06	06/30/2016
ARTMX	04314H303	983 254000	39.050	46,871.71	46,871.71	38,396	8,476-	2.18		0.00	06/30/2016

	ARTISAN MID CAP FUND INVESTOR										
FLMVX	339128100 JPMORGAN MID CAP VALUE FD CL I	1,256.266000	36.190	40,878.90	40,878 90	45,464	4,585	2.58	398	0 88	06/30/2016
	74972H689 RS SMALL CAP GROWTH FUND CLASS Y	635.017000	59.120	44,813.17	44,813.17	37,542	7,271-	2.13	71	0.19	06/30/2016
	Total For Mutual Funds - Equity	8,162.643000		183,690.67	183,690.67	162,174	21,517-		903		
	Mutual Funds - International										
AIEVX	008882771 INVESCO INTERNATIONAL GROWTH FD CL R5	2,213 197000	31.220	65,666.56	65,666.56	69,096	3,429	3.92	1,089	1.58	06/30/2016
MRSIX	552983470 MFS RESH INTL FD CL I	4,056.819000	15.670	64,806.50	64,806.50	63,570	1,236-	3 61	1,241	1.95	06/30/2016
	92828T889 VIRTUS EMERGING MARKETS OPPORTUNITY-I	1,022.566000	9.740	10,537.12	10,537.12	9,960	577-	0.57	86	0 86	06/30/2016
	Total For Mutual Funds - International	7,292.582000		141,010.18	141,010.18	142,626	1,616		2,416		
	Notes & Mortgages										
	MS3089336 PROMISSORY NOTE AND DEED TO SECURE DEBT THRONATEESKA HERITAGE FDN INC @5.0 MONTHLY P&I DTD 01/03/08 DUE 01/03/18	17,358 230000		17,358 23	17,358 23	17,358		0.98	868	5.00	01/01/1901
	MS3090359 PROMISSORY NOTE & DEED TO SECURE DEBT THRONATEESKA HERITAGE FOUNDATION INC @5.0 MONTHLY P&I DTD 6/28/2013 DUE 6/28/2028	256,504 050000		256,504.05	256,504.05	256,504		14.56	12,825	5.00	01/01/1901
	Total For Notes & Mortgages	273,862.280000		273,862.28	273,862.28	273,862			13,693		

Total Portfolio	1,690,863.52	1,690,863.52	1,762,653	71,790	100.00	47,640	2.70

P = Pledged Asset

[redacted]