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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2015

Open to Public Inspection

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2015 or tax year beginning

8/1/2015

, and ending

7/31/2016

Name of foundation

MILLER WALTER J TW

A Employer identification number

23-6878958

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

B Telephone number (see instructions)

(888) 730-4933

City or town

State

ZIP code

Winston Salem

NC

27101-3818

Foreign country name

Foreign province/state/county

Foreign postal code

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) ▶ \$

2,746,868

J Accounting method

☒

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 ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	52,992	52,905		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	116,352			
b Gross sales price for all assets on line 6a	1,536,995			
7 Capital gain net income (from Part IV, line 2)		116,352		
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)	407	407		
12 Total. Add lines 1 through 11	169,751	169,664	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	37,755	28,316		9,439
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	921			921
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,631	855		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	41,307	29,171	0	10,360
25 Contributions, gifts, grants paid	138,775			138,775
26 Total expenses and disbursements. Add lines 24 and 25	180,082	29,171	0	149,135
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-10,331			
b Net investment income (if negative, enter -0-)		140,493		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2015)

HTA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	49,576	36,374	36,374
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	2,387,760	2,391,456	2,710,494	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,437,336	2,427,830	2,746,868	
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)	0	0	
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.				
	27	Capital stock, trust principal, or current funds	2,437,336	2,427,830	
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)	2,437,336	2,427,830		
31	Total liabilities and net assets/fund balances (see instructions)	2,437,336	2,427,830		

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	2,437,336
2	Enter amount from Part I, line 27a	2	-10,331
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,359
4	Add lines 1, 2, and 3	4	2,428,364
5	Decreases not included in line 2 (itemize) ▶ Cost Basis Adjustment	5	534
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,427,830

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
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	116,352
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	0

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

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

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

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

☐ 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	115,450	2,958,578	0.039022
2013	129,927	2,923,251	0.044446
2012	148,762	2,817,041	0.052808
2011	156,178	2,744,540	0.056905
2010	154,318	2,845,812	0.054226
2 Total of line 1, column (d)			2 0.247407
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 0.049481
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 2,708,039
5 Multiply line 4 by line 3			5 133,996
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,405
7 Add lines 5 and 6			7 135,401
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.			8 149,135

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 ☒ and enter 1% of Part I, line 27b			
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-)			0
3	Add lines 1 and 2			1,405
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			1,405
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,072	
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			2,072
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			667
11	Enter the amount of line 10 to be Credited to 2016 estimated tax Refunded		667	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 ► 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	N/A
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)

- 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

5b	N/A	
6b		X
7b	N/A	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	Trustee SEE ATTACHED	37,755	NONE	NONE

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
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	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	2,642,840
b	Average of monthly cash balances	1b	106,438
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,749,278
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,749,278
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	41,239
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,708,039
6	Minimum investment return. Enter 5% of line 5	6	135,402

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	135,402
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,405
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,405
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	133,997
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	133,997
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	133,997

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	149,135
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
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	149,135
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	1,405
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	147,730

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				133,997
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			51,570	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 149,135				
a Applied to 2014, but not more than line 2a			51,570	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2015 distributable amount				97,565
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				36,432
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			3a	138,775
b Approved for future payment NONE				
Total			3b	0

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

Recipient(s) paid during the year

Name

ACADEMY OF NATUAL SCIENCE

Street

1900 BENJAMIN FRANKLIN PARKWAY

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

LIBRARY COMPANY OF PHILADELPHIA

Street

1314 LOCUST STREET

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

MAINLINE HOSPITALS

Street

950 E HAVERFORD ROAD

City

BRYN MAWR

State

PA

Zip Code

19010

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

19,275

Name

TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA

Street

3420 WALNUT STREET

City

PHILADELPHIA

State

PA

Zip Code

19104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

WAYNE ART CENTER

Street

413 MAPLEWOOD ROAD

City

WAYNE

State

PA

Zip Code

19087

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

WOODMERE ART MUSEUM

Street

9201 GERMANTOWN AVE

City

PHILADELPHIA

State

PA

Zip Code

19118

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,500

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

Recipient(s) paid during the year

Name

ATHENAEUM OF PHILADELPHIA

Street

219 SOUTH 6TH STREET

City

PHILADELPHIA

State

PA

Zip Code

19016

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,500

Name

COLONIAL WILLIAMSBURG FOUNDATION

Street

POST OFFICE BOX 1776

City

WILLIAMSBURG

State

VA

Zip Code

23187

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

JOHN BARTRAM ASSOCIATION

Street

5400 LINDBERGH BLVD

City

PHILADELPHIA

State

PA

Zip Code

19143

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

NATURE CONSERVANCY - KITTATINNY RIDGE

Street

200 POTTERSVILLE ROAD

City

CHESTER

State

NJ

Zip Code

07930

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

Awbury Arboretum

Street

1 Awbury Rd

City

PHILADELPHIA

State

PA

Zip Code

19138

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

Historical Society of Pennsylvania

Street

1300 Locust St

City

PHILADELPHIA

State

PA

Zip Code

19107

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

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

Recipient(s) paid during the year

Name

ROSENBACH MUSEUM AND LIBRARY

Street

2008 Delancey Pl

City

PHILADELPHIA

State

PA

Zip Code

19103

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

THE SCHUYLKILL CENTER

Street

8480 Hagys Mill Rd

City

PHILADELPHIA

State

PA

Zip Code

19128

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Supplemental Information:

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

Wells Fargo Bank N.A
1 W 4th Street 4th Floor Mac 4000-041
Winston-Salem, NC 27101-3818

The compensation reported in column (c) is calculated based on periodic market values and/or the applicable fee agreement. It is not determined solely on an hourly basis. Corporate Trustee services include, but are not limited to, administrative services such as fiduciary accounting, custody of assets, complying with tax filing requirements, complying with distribution provisions, and complying with federal and state laws applicable to private foundations, plus asset management services such as creating asset allocation strategies, investment reporting and reallocating and rebalancing of portfolios as necessary.

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

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss	
Short Term CG Distributions										35,704		Capital Gains/Losses		1,536,995		1,420,643		116,352	
										0		Other sales		0		0		0	

Part I, Line 11 (990-PF) - Other Income

		407	407	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER NI INCOME - INCLUDABLE ON FORM 8960	407	407	

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

		921	0	0	921
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	921			921

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

		2,631	855	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	855	855		
2	Estimated Excise Payments	1,776			

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

		2,387,760	2,391,456	2,710,494
		Book Value	Book Value	FMV
		Beg of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
1			0	
2	HARBOR INTERNATIONAL FD INST 2011	0	131,358	129,911
3	PIMCO HIGH YIELD FD-INST 108	0	55,000	56,360
4	PIMCO FOREIGN BD FD USD H-INST 103	0	26,193	26,368
5	T ROWE PRICE BLUE CHIP GRWTH 93	0	153,226	269,335
6	VANGUARD INSTL INDEX FD 94	0	79,992	214,303
7	VANGUARD SMALL CAP GRWTH INDX 86	0	29,157	45,059
8	ARTISAN INTERNATIONAL FD I 662	0	100,000	108,372
9	MERGER FUND-INST #301	0	44,239	43,517
10	FID ADV EMER MKTS INC- CL I 607	0	40,000	40,919
11	ISHARES S&P SMALL CAP 600 VALUE	0	40,897	44,064
12	DODGE & COX INT'L STOCK FD 1048	0	118,496	132,635
13	MFS VALUE FUND-CLASS I 893	0	257,000	269,060
14	ABERDEEN EMERG MARKETS-INST 840	0	105,000	90,136
15	HARTFORD MIDCAP FUND-Y 229	0	114,100	122,155
16	DRIEHAUS ACTIVE INCOME FUND	0	58,000	53,884
17	PIMCO EMERG MKTS BD-INST 137	0	76,538	74,466
18	AQR MANAGED FUTURES STR-I	0	54,000	56,602
19	PRINCIPAL INV R/E SEC-IS FUND 4934	0	82,400	91,924
20	JPMORGAN HIGH YIELD FUND SS 3580	0	62,310	56,323
21	OPPENHEIMER DEVELOPING MKT-I 799	0	113,790	103,834
22	INV BALANCE RISK COMM STR-Y 8611	0	25,700	29,792
23	SPDR DOW JONES REIT ETF	0	82,031	90,816
24	SPDR DJ WILSHIRE INTERNATIONAL REA	0	53,630	53,478
25	VANGUARD INTERMEDIATE TERM B	0	302,399	311,133
26	ROBECO BP LNG/SHRT RES-INS	0	70,000	70,658
27	TOUCHSTONE MID CAP VAL-INST #552	0	116,000	125,390

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

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

1	Mutual Fund Timing Difference	1	706
2	Federal Excise Tax Refund - 2012 990PF FED EXCISE TAX REFUND TYE 7/31/13	2	653
3	Total	3	1,359

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

1	Cost Basis Adjustment	1	534
2	Total	2	534

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

Long Term CG Distributions												Short Term CG Distributions											
35,704												0											
Acquisition												0											
Description of Property Sold												0											
Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses												
1	OAKMARK FUND - I #110	6/28/2011	5/18/2016	174,799	0	120,065	54,734	0	0	0	80,848	0	80,848	0	80,848								
2	SPDR DJ WILSHIRE INTERNA	8/6/2014	12/11/2015	19,693	0	22,061	-2,368	0	0	0	54,734	0	54,734	0	54,734								
3	OAKMARK FUND - I #110	10/4/2013	5/18/2016	30,357	0	29,000	1,357	0	0	0	1,357	0	1,357	0	1,357								
4	JP MORGAN HIGH YIELD FUN	5/29/2011	9/21/2015	6,532	0	6,325	-793	0	0	0	-793	0	-793	0	-793								
5	SPDR DJ WILSHIRE INTERNA	8/6/2014	7/12/2016	30,267	0	31,249	-982	0	0	0	-982	0	-982	0	-982								
6	JP MORGAN HIGH YIELD FUN	6/28/2011	9/21/2015	11,459	0	12,832	-1,363	0	0	0	-1,363	0	-1,363	0	-1,363								
7	MLN ELEMENTS ROGERS TC	10/4/2013	12/14/2015	18,677	0	34,120	-15,443	0	0	0	-15,443	0	-15,443	0	-15,443								
8	JP MORGAN HIGH YIELD FUN	6/28/2011	5/18/2016	9,801	0	11,337	-1,536	0	0	0	-1,536	0	-1,536	0	-1,536								
9	JP MORGAN HIGH YIELD FUN	9/25/2012	5/18/2016	599	0	690	-91	0	0	0	-91	0	-91	0	-91								
10	MERGER FUND-INST #301	5/1/2012	5/18/2016	9,753	0	10,000	-247	0	0	0	-247	0	-247	0	-247								
11	MERGER FUND-INST #301	10/4/2013	5/18/2016	29,505	0	31,000	-1,495	0	0	0	-1,495	0	-1,495	0	-1,495								
12	MERGER FUND-INST #301	3/21/2012	5/18/2016	743	0	761	-18	0	0	0	-18	0	-18	0	-18								
13	JOHN HENRI DEVELOPING	10/4/2013	5/18/2016	8,000	0	9,635	-1,635	0	0	0	-1,635	0	-1,635	0	-1,635								
14	E-TRACS ALERIAN MLP INFR	12/26/2013	5/18/2016	22,129	0	32,155	-10,026	0	0	0	-10,026	0	-10,026	0	-10,026								
15	PIMCO TOTAL RETN FD II INR	6/22/2009	5/18/2016	22,644	0	23,648	-1,004	0	0	0	-1,004	0	-1,004	0	-1,004								
16	PIMCO TOTAL RETN FD II INR	4/10/2002	5/18/2016	93,508	0	98,328	-4,820	0	0	0	-4,820	0	-4,820	0	-4,820								
17	PIMCO TOTAL RETN FD II INR	4/10/2002	5/18/2016	7,024	0	7,366	-362	0	0	0	-362	0	-362	0	-362								
18	PIMCO FOREIGN BD FD USD	12/11/2015	5/18/2016	23,899	0	25,000	-1,101	0	0	0	-1,101	0	-1,101	0	-1,101								
19	PIMCO FOREIGN BD FD USD	5/11/2010	5/18/2016	3,101	0	3,180	-79	0	0	0	-79	0	-79	0	-79								
20	PIMCO EMERG MKTS BD-INR	3/5/2012	5/18/2016	22,000	0	26,026	-4,026	0	0	0	-4,026	0	-4,026	0	-4,026								
21	VANGUARD INTERMEDIATE	5/23/2016	7/12/2016	54,879	0	53,491	1,388	0	0	0	1,388	0	1,388	0	1,388								
22	T ROWE PRICE SHORT TERM	5/11/2010	5/18/2016	87,562	0	89,959	-2,407	0	0	0	-2,407	0	-2,407	0	-2,407								
23	T ROWE PRICE SHORT TERM	1/23/2014	5/18/2016	14,812	0	15,000	-188	0	0	0	-188	0	-188	0	-188								
24	ARTISAN SMALL CAP FUND-I	9/29/2012	5/18/2016	34,971	0	29,000	5,971	0	0	0	5,971	0	5,971	0	5,971								
25	ABERDEEN GLOBAL HIGH-IN	6/2/2014	9/21/2015	46,056	0	54,513	-8,457	0	0	0	-8,457	0	-8,457	0	-8,457								
26	COHEN & STEERS INSTL RL	12/11/2015	5/18/2016	135,421	0	129,000	6,421	0	0	0	6,421	0	6,421	0	6,421								
27	WELLS FARGO ADV ENTERP	10/4/2013	12/11/2015	16,044	0	20,000	-3,956	0	0	0	-3,956	0	-3,956	0	-3,956								
28	CREDIT SUISSE COMM RET	4/8/2013	1/25/2016	39,292	0	71,000	-31,708	0	0	0	-31,708	0	-31,708	0	-31,708								
29	ARTISAN SMALL CAP FUND-I	1/23/2014	5/18/2016	12,281	0	15,000	-2,719	0	0	0	-2,719	0	-2,719	0	-2,719								
30	ABERDEEN TOTAL RETURN	3/25/2008	5/18/2016	114,898	0	115,721	-823	0	0	0	-823	0	-823	0	-823								
31	JP MORGAN MID CAP VALUE	9/25/2012	5/18/2016	91,862	0	73,120	18,742	0	0	0	18,742	0	18,742	0	18,742								
32	VANGUARD INFLAT-PROT SE	3/25/2008	5/18/2016	36,751	0	35,496	1,255	0	0	0	1,255	0	1,255	0	1,255								
33	VANGUARD INFLAT-PROT SE	6/2/2009	5/18/2016	13,031	0	11,925	1,206	0	0	0	1,206	0	1,206	0	1,206								
34	VANGUARD FTSE EMERGING	9/2/2015	5/18/2016	33,976	0	35,721	-1,745	0	0	0	-1,745	0	-1,745	0	-1,745								
35	VANGUARD SMALL CAP GRV	6/28/2011	5/18/2016	8,000	0	5,725	2,275	0	0	0	2,275	0	2,275	0	2,275								
36	VOYA REAL ESTATE FUND C	3/24/2009	12/11/2015	101,226	0	30,060	71,146	0	0	0	71,146	0	71,146	0	71,146								
37	WELLS FARGO ADV INTL BOI	2/6/2004	12/11/2015	38,938	24	42,813	-3,851	0	0	0	-3,851	0	-3,851	0	-3,851								
38	WELLS FARGO ADV INTL BOI	12/9/2013	12/11/2015	1,387	0	1,578	-191	0	0	0	-191	0	-191	0	-191								
39	WELLS FARGO ADV INTL BOI	12/11/2014	12/11/2015	116	0	130	-14	0	0	0	-14	0	-14	0	-14								
40	WELLS FARGO INTL BONDHS	2/6/2004	5/18/2016	261	0	268	-7	0	0	0	-7	0	-7	0	-7								
41	WELLS FARGO INTL BONDHS	3/24/2009	12/11/2015	4,508	0	2,086	2,422	0	0	0	2,422	0	2,422	0	2,422								
42	WELLS FARGO ADV ENTERP	3/25/2008	12/11/2015	71,529	0	54,143	17,386	0	0	0	17,386	0	17,386	0	17,386								

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

Part 1 Compensation of Officers, Directors, Trustees and Compensation Managers											
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor	MAC	D4000-041	Winston Salem	NC	27101-3818				
							TRUSTEE	SEE ATTAC	37,755	NONE	NONE
									37,755		

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

	Date	Amount
1 Credit from prior year return		1 296
2 First quarter estimated tax payment	12/10/2015	2 222
3 Second quarter estimated tax payment	1/12/2016	3 518
4 Third quarter estimated tax payment	4/12/2016	4 518
5 Fourth quarter estimated tax payment	7/12/2016	5 518
6 Other payments		6
7 Total		7 2,072

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

1	Distributable amounts for 2014 that remained undistributed at the beginning of the 2015 tax year	1	<u>51,570</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>51,570</u>