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 12/1/2015 **, and ending** 11/30/2016

Name of foundation: ROBERT MILLS FOUNDATION

A Employer identification number: 22-6311439

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

Room/suite:

B Telephone number (see instructions): (888) 730-4933

City or town: Winston Salem | State: NC | ZIP code: 27101-3818

Foreign country name | Foreign province/state/county | Foreign postal code

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: ☒ 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*) ▶ $ 1,339,754

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	26,633	26,391		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	30,409			
b	Gross sales price for all assets on line 6a 472,538				
7	Capital gain net income (from Part IV, line 2)		30,409		
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	57,042	56,800	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	20,225	15,169		5,056
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	812			812
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	493	293		
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	21,530	15,462	0	5,868
25	Contributions, gifts, grants paid	45,691			45,691
26	**Total expenses and disbursements.** Add lines 24 and 25	67,221	15,462	0	51,559
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-10,179			
b	**Net investment income** (if negative, enter -0-)		41,338		
c	**Adjusted net income** (if negative, enter -0-)			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	79,549	82,792	82,792
	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)	1,161,942	1,147,688	1,256,962
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,241,491	1,230,480	1,339,754
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	1,241,491	1,230,480	
	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)	1,241,491	1,230,480	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,241,491	1,230,480	

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	1,241,491
2	Enter amount from Part I, line 27a	2	-10,179
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,231,312
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	832
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,230,480

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	30,409
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	72,702	1,409,049	0 051597
2013	72,626	1,473,274	0 049296
2012	71,583	1,426,202	0 050191
2011	63,095	1,372,779	0 045962
2010	79,168	1,428,927	0 055404

2	**Total** of line 1, column (d)	2	0 252450
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 050490
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,327,207
5	Multiply line 4 by line 3	5	67,011
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	413
7	Add lines 5 and 6	7	67,424
8	Enter qualifying distributions from Part XII, line 4	8	51,559

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 ▶ ☐ and enter 1% of Part I, line 27b		1	827
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	827
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	827
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 399		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	399
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	428
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶	**Refunded** ▶	11	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?	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	N/A	
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) ▶ NJ			
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 ▶ 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

			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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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 ▶ 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)*

			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	N/A	
	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? N/A ☐ 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	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, I	Trustee SEE ATTACHED	20,225		

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	1,279,613
b	Average of monthly cash balances	1b	67,805
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,347,418
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,347,418
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	20,211
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,327,207
6	**Minimum investment return.** Enter 5% of line 5	6	66,360

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	66,360
2a	Tax on investment income for 2015 from Part VI, line 5	2a	827		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	827
3	Distributable amount before adjustments Subtract line 2c from line 1			3	65,533
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	65,533
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	65,533

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	51,559
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	51,559
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	51,559

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				65,533
2	Undistributed income, if any, as of the end of 2015				
a	Enter amount for 2014 only			0	
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 668				
f	**Total** of lines 3a through e	668			
4	Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 51,559				
a	Applied to 2014, but not more than line 2a				
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				51,559
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).)*	668			668
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				13,306
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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 (a) 2015	Prior 3 years (b) 2014	(c) 2013	(d) 2012	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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* See Attached Statement				
Total			▶ **3a**	45,691
b *Approved for future payment* NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	26,633	
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	30,409	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		57,042	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 57,042

(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
		Not Applicable	

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

SVP Wells Fargo Bank N.A. | 1/13/2017 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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
JOSEPH J CASTRIANO		1/13/2017		P01251603
Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ►	13-4008324
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no	412-355-6000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
GREATER LIFE, INC	272 CHANCELLOR AVENUE	NEWARK	NJ	07112		NONE	PC	GENERAL SUPPORT GRANT	10,000
NEW JERSEY TAP ENSEMBLE	590 BLOOMFIELD AVENUE, SUITE 383	BLOOMFIELD	NJ	07003		NONE	PC	GENERAL SUPPORT GRANT	5,691
CENTER FOR HOPE AND SAFETY INC	12 OVERLOOK AVE A	ROCHELLE PARK	NJ	07662		NONE	PC	GENERAL SUPPORT GRANT	10,000
CHILDREN ON THE GREEN INC	50 SOUTH PARK PLACE	MORRISTOWN	NJ	07960		NONE	PC	GENERAL SUPPORT GRANT	5,000
COMMUNITY FOUNDATION OF NEW JERSEY	35 KNOX HILL RD	MORRISTOWN	NJ	07960		NONE	PC	GENERAL SUPPORT GRANT	5,000
GREATER NEWARK CONSERVANCY	32 PRINCE STREET	NEWARK	NJ	07103		NONE	PC	GENERAL SUPPORT GRANT	10,000

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

	Amount
Long Term CG Distributions	21,894
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	472,538	442,129	30,409
Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	DODGE & COX INCOME FD C	256210105	X				7/23/2015	9/19/2016	3,917	3,844				0	73
2	DREYFUS EMG MKT DEBT LC	261980494	X				10/20/2011	12/4/2015	2,884	3,695				0	-811
3	DREYFUS EMG MKT DEBT LC	261980494	X				7/1/2013	12/4/2015	4,294	5,554				0	-1,260
4	DREYFUS EMG MKT DEBT LC	261980494	X				1/23/2014	12/4/2015	2,343	2,946				0	-603
5	DREYFUS EMG MKT DEBT LC	261980494	X				1/22/2015	12/4/2015	3,738	4,326				0	-588
6	EATON VANCE GLOBAL MAC	277923728	X				10/27/2015	1/20/2016	814	834				0	-20
7	EATON VANCE GLOBAL MAC	277923728	X				10/27/2015	9/19/2016	1,966	1,979				13	0
8	FID ADV EMER MKTS INC- CL	315920702	X				7/23/2015	1/20/2016	1,083	1,176				0	-93
9	FID ADV EMER MKTS INC- CL	315920702	X				8/26/2016	9/19/2016	2,161	2,186				0	-25
10	JP MORGAN MID CAP VALUE	339128100	X				7/23/2015	4/20/2016	3,788	4,022				0	-234
11	JP MORGAN MID CAP VALUE	339128100	X				7/23/2015	8/24/2016	754	767				0	-13
12	JP MORGAN MID CAP VALUE	339128100	X				6/20/2014	8/24/2016	4,320	4,388				0	-68
13	JP MORGAN MID CAP VALUE	339128100	X				6/20/2014	9/19/2016	416	428				0	-12
14	JP MORGAN MID CAP VALUE	339128100	X				4/24/2014	9/19/2016	1,130	1,108				0	22
15	HARBOR CAPITAL APRCTION	411511504	X				8/28/2015	4/20/2016	13,904	14,882				0	-978
16	HARBOR CAPITAL APRCTION	411511504	X				8/28/2015	9/19/2016	1,401	1,452				52	1
17	HARBOR CAPITAL APRCTION	411511504	X				10/28/2014	9/19/2016	4,087	4,127				41	1
18	JPMORGAN HIGH YIELD FUN	4812C0803	X				1/23/2014	9/19/2016	2,070	2,292				222	0
19	MFS VALUE FUND-CLASS I #	552983694	X				7/23/2015	4/20/2016	11,938	12,342				0	-404
20	AMER CENT SMALL CAP GRV	025083320	X				7/23/2015	9/19/2016	1,223	1,334				111	0
21	ARTISAN INTERNATIONAL FD	04314H402	X				1/22/2016	5/11/2016	4,053	3,841				0	212
22	ARTISAN INTERNATIONAL FD	04314H402	X				8/26/2011	5/11/2016	2,795	2,044				0	751
23	ARTISAN INTERNATIONAL FD	04314H402	X				8/26/2011	8/24/2016	19,730	14,280				0	5,450
24	ARTISAN INTERNATIONAL FD	04314H402	X				8/26/2011	9/19/2016	926	680				0	246
25	ARTISAN MID CAP FUND-INS	04314H600	X				6/20/2014	8/24/2016	5,145	5,935				0	-790
26	ARTISAN MID CAP FUND-INS	04314H600	X				1/22/2015	8/24/2016	1,709	1,844				0	-135
27	ARTISAN MID CAP FUND-INS	04314H600	X				1/22/2015	9/19/2016	501	550				0	-49
28	ARTISAN MID CAP FUND-INS	04314H600	X				7/1/2013	9/19/2016	932	953				0	-21
29	BLACKROCK GL L/S CREDIT-	091936732	X				10/27/2015	9/19/2016	2,275	2,371				96	0
30	CREDIT SUISSE COMM RET S	22544R305	X				10/20/2011	8/24/2016	3,282	5,581				0	-2,299
31	CREDIT SUISSE COMM RET S	22544R305	X				5/10/2012	8/24/2016	2,751	4,415				0	-1,664
32	CREDIT SUISSE COMM RET S	22544R305	X				2/11/2013	8/24/2016	1,836	3,036				0	-1,200
33	CREDIT SUISSE COMM RET S	22544R305	X				1/23/2014	8/24/2016	6,841	10,045				0	-3,204
34	CREDIT SUISSE COMM RET S	22544R305	X				7/1/2013	8/24/2016	51	74				0	-23
35	DODGE & COX INT'L STOCK	256206103	X				11/10/2015	4/20/2016	3,290	3,505				0	-215
36	DODGE & COX INT'L STOCK	256206103	X				11/10/2015	5/11/2016	488	551				0	-63
37	DODGE & COX INT'L STOCK	256206103	X				1/22/2016	5/11/2016	3,454	3,244				0	210
38	DODGE & COX INT'L STOCK	256206103	X				3/1/2010	8/24/2016	1,114	894				0	220
39	DODGE & COX INT'L STOCK	256206103	X				10/20/2011	8/24/2016	15,871	12,670				0	3,201
40	DODGE & COX INT'L STOCK	256206103	X				1/22/2016	8/24/2016	3,664	3,140				0	524
41	DODGE & COX INT'L STOCK	256206103	X				12/1/2008	8/24/2016	3,589	1,977				0	1,612
42	DODGE & COX INT'L STOCK	256206103	X				12/1/2008	9/19/2016	1,058	590				0	468
43	DODGE & COX INCOME FD C	256210105	X				1/22/2015	1/21/2016	5,540	5,812				0	-272
44	DODGE & COX INCOME FD C	256210105	X				7/23/2015	1/21/2016	2,452	2,530				0	-78
45	DODGE & COX INCOME FD C	256210105	X				7/23/2015	4/20/2016	2,768	2,781				12	-1
46	DODGE & COX INCOME FD C	256210105	X				8/13/2015	8/24/2016	2,846	2,799				0	47
47	DODGE & COX INCOME FD C	256210105	X				7/23/2015	8/24/2016	27,069	26,448				0	621
48	MFS VALUE FUND-CLASS I #	552983694	X				6/20/2014	4/20/2016	8,361	8,447				0	-86
49	MFS VALUE FUND-CLASS I #	552983694	X				8/26/2016	9/19/2016	3,030	3,091				0	-61
50	MERGER FUND-INST #301	589509207	X				10/20/2011	9/19/2016	1,163	1,186				23	0
51	MET WEST TOTAL RETURN B	592905509	X				1/22/2015	1/20/2016	9,298	9,559				0	-261
52	MET WEST TOTAL RETURN B	592905509	X				1/22/2015	8/24/2016	15,663	15,620				0	43
53	MET WEST TOTAL RETURN B	592905509	X				1/22/2015	9/19/2016	6,264	6,281				17	0
54	ASG GLOBAL ALTERNATIVES	63872T885	X				7/1/2013	1/20/2016	706	779				0	-73
55	ASG GLOBAL ALTERNATIVES	63872T885	X				7/1/2013	9/19/2016	845	982				137	0
56	NEUBERGER BERMAN LONG	64128R608	X				6/20/2014	1/20/2016	1,763	1,927				0	-164
57	NEUBERGER BERMAN LONG	64128R608	X				6/20/2014	8/24/2016	12,534	12,671				0	-137
58	NEUBERGER BERMAN LONG	64128R608	X				6/20/2014	9/19/2016	1,377	1,396				0	-19
59	OPPENHEIMER DEVELOPING	683974604	X				7/23/2015	4/20/2016	5,292	5,769				0	-477
60	OPPENHEIMER DEVELOPING	683974604	X				1/23/2014	8/24/2016	22,984	25,219				0	-2,235
61	OPPENHEIMER DEVELOPING	683974604	X				2/11/2013	8/24/2016	919	997				0	-78
62	OPPENHEIMER DEVELOPING	683974604	X				2/11/2013	9/19/2016	2,037	2,182				0	-145
63	T ROWE PRICE SHORT TERM	77957P105	X				6/10/2015	1/20/2016	4,352	4,389				0	-37
64	T ROWE PRICE SHORT TERM	77957P105	X				7/1/2013	4/20/2016	5,029	5,093				0	-64
65	T ROWE PRICE SHORT TERM	77957P105	X				10/11/2013	4/20/2016	11,030	11,170				0	-140
66	T ROWE PRICE SHORT TERM	77957P105	X				6/10/2015	4/20/2016	19,100	19,180				0	-80
67	T ROWE PRICE INST FLOAT R	77958B402	X				1/23/2014	9/19/2016	1,141	1,176				35	0
68	T ROWE PRICE REAL ESTATE	779919109	X				12/24/2015	4/20/2016	925	905				0	20
69	T ROWE PRICE REAL ESTATE	779919109	X				12/24/2015	8/24/2016	865	795				0	70
70	T ROWE PRICE REAL ESTATE	779919109	X				12/24/2015	9/19/2016	671	630				0	41
71	SPDR DJ WILSHIRE INTERNA	78463X863	X				7/21/2015	1/20/2016	6,793	8,236				0	-1,443
72	SPDR DJ WILSHIRE INTERNA	78463X863	X				5/23/2011	1/20/2016	3,308	3,727				0	-419

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

	Amount
Long Term CG Distributions	21,894
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	472,538	442,129	30,409
Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date *Sold*	Gross Sales *Price*	Cost or *Other Basis*	Valuation *Method*	Expense of Sale and Cost of *Improvements*	Depreciation	Adjustments	Net Gain or Loss
73	SPDR DJ WILSHIRE INTERNA	78463X863	X				5/23/2011	4/20/2016	3,604	3,370				0	234
74	SPDR DJ WILSHIRE INTERNA	78463X863	X				5/23/2011	8/24/2016	11,629	10,783				0	846
75	SPDR DJ WILSHIRE INTERNA	78463X863	X				5/23/2011	10/3/2016	2,900	2,775				0	125
76	SPDR DJ WILSHIRE INTERNA	78463X863	X				8/24/2011	10/3/2016	5,345	4,663				0	682
77	STERLING CAPITAL STRATT(	85917K546	X				7/23/2015	4/20/2016	1,576	1,643				0	-67
78	STERLING CAPITAL STRATT(	85917K546	X				6/20/2014	5/11/2016	13,679	14,929				0	-1,250
79	STERLING CAPITAL STRATT(	85917K546	X				8/26/2016	9/19/2016	693	707				0	-14
80	VANGUARD REIT VIPER	922908553	X				7/21/2015	1/20/2016	4,399	4,683				0	-284
81	VANGUARD REIT VIPER	922908553	X				7/21/2015	4/20/2016	1,913	1,795				0	118
82	VANGUARD REIT VIPER	922908553	X				7/21/2015	8/24/2016	6,807	6,010				0	797
83	VANGUARD REIT VIPER	922908553	X				12/28/2010	8/24/2016	23,604	13,495				0	10,109
84	VANGUARD REIT VIPER	922908553	X				12/28/2010	10/3/2016	18,720	11,069				0	7,651
85	AQR MANAGED FUTURES ST	00203H859	X				10/24/2014	1/20/2016	829	800				0	29
86	AQR MANAGED FUTURES ST	00203H859	X				10/24/2014	9/19/2016	1,326	1,361				35	0
87	INV BALANCE RISK COMM S	00888Y508	X				8/26/2016	9/19/2016	668	667				0	1
88	AMER CENT SMALL CAP GR\	025083320	X				7/23/2015	5/11/2016	13,241	16,494				0	-3,253

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		812	0	0	812
1	TAX PREP FEES	812			812

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

		493	293	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	293	293		
2	Estimated Excise Payments	200			

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			1,161,942	1,147,688	1,256,962
1				0	
2	DODGE & COX INCOME FD COM 147		0	87,195	93,229
3	HARBOR CAPITAL APRCTION-INST 2012		0	109,677	144,526
4	ARTISAN INTERNATIONAL FD I 662		0	24,341	30,406
5	MERGER FUND-INST #301		0	23,200	23,210
6	ARTISAN MID CAP FUND-INSTL 1333		0	48,211	48,555
7	MET WEST TOTAL RETURN BOND CL I 51		0	161,120	158,063
8	FID ADV EMER MKTS INC- CL I 607		0	63,183	63,487
9	T ROWE PRICE REAL ESTATE FD 122		0	37,317	37,671
10	EATON VANCE GLOBAL MACRO - I		0	39,624	39,044
11	DODGE & COX INT'L STOCK FD 1048		0	15,958	33,853
12	AMER CENT SMALL CAP GRWTH INST 33		0	27,391	27,546
13	MFS VALUE FUND-CLASS I 893		0	117,476	150,734
14	JP MORGAN MID CAP VALUE-I 758		0	37,533	55,744
15	STERLING CAPITAL STRATTON SMALL C		0	26,290	29,436
16	ASG GLOBAL ALTERNATIVES-Y 1993		0	26,343	23,843
17	VANGUARD REIT VIPER		0	3,841	6,110
18	AQR MANAGED FUTURES STR-I		0	40,263	36,734
19	VANGUARD INFLAT-PROT SECS-ADM 511		0	12,458	12,460
20	JPMORGAN HIGH YIELD FUND SS 3580		0	56,842	55,756
21	T ROWE PRICE INST FLOAT RATE 170		0	23,257	23,078
22	OPPENHEIMER DEVELOPING MKT-I 799		0	39,258	38,307
23	INV BALANCE RISK COMM STR-Y 8611		0	13,145	13,336
24	BLACKROCK GL L/S CREDIT-INS #1833		0	47,478	46,480
25	SPDR DJ WILSHIRE INTERNATIONAL REA		0	16,463	18,234
26	NEUBERGER BERMAN LONG SH-INS #18		0	33,484	33,251
27	CREDIT SUISSE COMM RT ST-CO 2156		0	16,340	13,869

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

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

1	Cost Basis Adjustment	1	52
2	Mutual Fund Timing Difference	2	201
3	PY Return of Capital Adjustment	3	579
4	Total	4	832

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

	Amount
Long Term CG Distributions	21,894
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						450,644	0	794	442,923	8 515	0	0	0	8,515
1	DODGE & COX INCOME FD C	256210105		7/23/2015	9/19/2016	3,917		0	3,844	73	0	0	0	73
2	DREYFUS EMG MKT DEBT LC	261980494		10/20/2011	12/4/2015	2,884		0	3,695	-811	0	0	0	-811
3	DREYFUS EMG MKT DEBT LC	261980494		7/1/2013	12/4/2015	4,294		0	5,554	-1,260	0	0	0	-1,260
4	DREYFUS EMG MKT DEBT LC	261980494		1/23/2014	12/4/2015	2,343		0	2,946	-603	0	0	0	-603
5	DREYFUS EMG MKT DEBT LC	261980494		1/22/2015	12/4/2015	3,738		0	4,326	-588	0	0	0	-588
6	EATON VANCE GLOBAL MAC	277923728		10/27/2015	1/20/2016	814		0	834	-20	0	0	0	-20
7	EATON VANCE GLOBAL MAC	277923728		10/27/2015	9/19/2016	1,966		13	1,979	0	0	0	0	0
8	FID ADV EMER MKTS INC- CL	315920702		7/23/2015	1/20/2016	1,083		0	1,176	-93	0	0	0	-93
9	FID ADV EMER MKTS INC- CL	315920702		8/26/2016	9/19/2016	2,161		0	2,186	-25	0	0	0	-25
10	JP MORGAN MID CAP VALUE	339128100		7/23/2015	4/20/2016	3,788		0	4,022	-234	0	0	0	-234
11	JP MORGAN MID CAP VALUE	339128100		7/23/2015	8/24/2016	754		0	767	-13	0	0	0	-13
12	JP MORGAN MID CAP VALUE	339128100		6/20/2014	8/24/2016	4,320		0	4,388	-68	0	0	0	-68
13	JP MORGAN MID CAP VALUE	339128100		6/20/2014	9/19/2016	416		0	428	-12	0	0	0	-12
14	JP MORGAN MID CAP VALUE	339128100		4/24/2014	9/19/2016	1,130		0	1,108	22	0	0	0	22
15	HARBOR CAPITAL APRCTION	411511504		8/28/2015	4/20/2016	13,904		0	14,882	-978	0	0	0	-978
16	HARBOR CAPITAL APRCTION	411511504		8/28/2015	9/19/2016	1,401		52	1,452	1	0	0	0	1
17	HARBOR CAPITAL APRCTION	411511504		10/28/2014	9/19/2016	4,087		41	4,127	1	0	0	0	1
18	JPMORGAN HIGH YIELD FUN	4812C0803		1/23/2014	9/19/2016	2,070		222	2,292	0	0	0	0	0
19	MFS VALUE FUND-CLASS I #	552983694		7/23/2015	4/20/2016	11,938		0	12,342	-404	0	0	0	-404
20	AMER CENT SMALL CAP GR	025083320		7/23/2015	9/19/2016	1,223		111	1,334	0	0	0	0	0
21	ARTISAN INTERNATIONAL FD	04314H402		1/22/2016	5/11/2016	4,053		0	3,841	212	0	0	0	212
22	ARTISAN INTERNATIONAL FD	04314H402		8/26/2011	5/11/2016	2,795		0	2,044	751	0	0	0	751
23	ARTISAN INTERNATIONAL FD	04314H402		8/26/2011	8/24/2016	19,730		0	14,280	5,450	0	0	0	5,450
24	ARTISAN INTERNATIONAL FD	04314H402		8/26/2011	9/19/2016	926		0	680	246	0	0	0	246
25	ARTISAN MID CAP FUND-INS	04314H600		6/20/2014	8/24/2016	5,145		0	5,935	-790	0	0	0	-790
26	ARTISAN MID CAP FUND-INS	04314H600		1/22/2015	8/24/2016	1,709		0	1,844	-135	0	0	0	-135
27	ARTISAN MID CAP FUND-INS	04314H600		1/22/2015	9/19/2016	501		0	550	-49	0	0	0	-49
28	ARTISAN MID CAP FUND-INS	04314H600		7/1/2013	9/19/2016	932		0	953	-21	0	0	0	-21
29	BLACKROCK GL L/S CREDIT-	091936732		10/27/2015	9/19/2016	2,275		96	2 371	0	0	0	0	0
30	CREDIT SUISSE COMM RET	22544R305		10/20/2011	8/24/2016	3,282		0	5,581	-2,299	0	0	0	-2,299
31	CREDIT SUISSE COMM RET	22544R305		5/10/2012	8/24/2016	2,751		0	4,415	-1,664	0	0	0	-1,664
32	CREDIT SUISSE COMM RET	22544R305		2/11/2013	8/24/2016	1,836		0	3,036	-1,200	0	0	0	-1,200
33	CREDIT SUISSE COMM RET	22544R305		1/23/2014	8/24/2016	6,841		0	10,045	-3,204	0	0	0	-3,204
34	CREDIT SUISSE COMM RET	22544R305		7/1/2013	8/24/2016	51		0	74	-23	0	0	0	-23
35	DODGE & COX INT'L STOCK	256206103		11/10/2015	4/20/2016	3,290		0	3,505	-215	0	0	0	-215
36	DODGE & COX INT'L STOCK	256206103		11/10/2015	5/11/2016	488		0	551	-63	0	0	0	-63
37	DODGE & COX INT'L STOCK	256206103		1/22/2016	5/11/2016	3,454		0	3,244	210	0	0	0	210
38	DODGE & COX INT'L STOCK	256206103		3/1/2010	8/24/2016	1,114		0	894	220	0	0	0	220
39	DODGE & COX INT'L STOCK	256206103		10/20/2011	8/24/2016	15,871		0	12 670	3,201	0	0	0	3,201
40	DODGE & COX INT'L STOCK	256206103		1/22/2016	8/24/2016	3,664		0	3,140	524	0	0	0	524
41	DODGE & COX INT'L STOCK	256206103		12/1/2008	8/24/2016	3,589		0	1,977	1,612	0	0	0	1,612
42	DODGE & COX INT'L STOCK	256206103		12/1/2008	9/19/2016	1,058		0	590	468	0	0	0	468
43	DODGE & COX INCOME FD C	256210105		1/22/2015	1/21/2016	5,540		0	5,812	-272	0	0	0	-272
44	DODGE & COX INCOME FD C	256210105		7/23/2015	1/21/2016	2,452		0	2,530	-78	0	0	0	-78
45	DODGE & COX INCOME FD C	256210105		7/23/2015	4/20/2016	2,768		12	2,781	-1	0	0	0	-1
46	DODGE & COX INCOME FD C	256210105		8/13/2015	8/24/2016	2,846		0	2,799	47	0	0	0	47
47	DODGE & COX INCOME FD C	256210105		7/23/2015	8/24/2016	27,069		0	26,448	621	0	0	0	621
48	MFS VALUE FUND-CLASS I #	552983694		6/20/2014	4/20/2016	8,361		0	8,447	-86	0	0	0	-86
49	MFS VALUE FUND-CLASS I #	552983694		8/26/2016	9/19/2016	3,030		0	3,091	-61	0	0	0	-61
50	MERGER FUND-INST #301	589509207		10/20/2011	9/19/2016	1,163		23	1 186	0	0	0	0	0
51	MET WEST TOTAL RETURN B	592905509		1/22/2015	1/20/2016	9,298		0	9,559	-261	0	0	0	-261
52	MET WEST TOTAL RETURN B	592905509		1/22/2015	8/24/2016	15,663		0	15 620	43	0	0	0	43
53	MET WEST TOTAL RETURN B	592905509		1/22/2015	9/19/2016	6,264		17	6,281	0	0	0	0	0
54	ASG GLOBAL ALTERNATIVES	63872T885		7/1/2013	1/20/2016	706		0	779	-73	0	0	0	-73
55	ASG GLOBAL ALTERNATIVES	63872T885		7/1/2013	9/19/2016	845		137	982	0	0	0	0	0
56	NEUBERGER BERMAN LONG	64128R608		6/20/2014	1/20/2016	1,763		0	1,927	-164	0	0	0	-164
57	NEUBERGER BERMAN LONG	64128R608		6/20/2014	8/24/2016	12,534		0	12,671	-137	0	0	0	-137
58	NEUBERGER BERMAN LONG	64128R608		6/20/2014	9/19/2016	1,377		0	1,396	-19	0	0	0	-19
59	OPPENHEIMER DEVELOPING	683974604		7/23/2015	4/20/2016	5,292		0	5,769	-477	0	0	0	-477
60	OPPENHEIMER DEVELOPING	683974604		1/23/2014	8/24/2016	22,984		0	25 219	-2,235	0	0	0	-2,235
61	OPPENHEIMER DEVELOPING	683974604		2/11/2013	8/24/2016	919		0	997	-78	0	0	0	-78
62	OPPENHEIMER DEVELOPING	683974604		2/11/2013	9/19/2016	2,037		0	2,182	-145	0	0	0	-145
63	T ROWE PRICE SHORT TERM	77957P105		6/10/2015	1/20/2016	4,352		0	4,389	-37	0	0	0	-37
64	T ROWE PRICE SHORT TERM	77957P105		7/1/2013	4/20/2016	5,029		0	5,093	-64	0	0	0	-64
65	T ROWE PRICE SHORT TERM	77957P105		10/11/2013	4/20/2016	11 030		0	11,170	-140	0	0	0	-140
66	T ROWE PRICE SHORT TERM	77957P105		6/10/2015	4/20/2016	19 100		0	19 180	-80	0	0	0	-80
67	T ROWE PRICE INST FLOAT	77958B402		1/23/2014	9/19/2016	1,141		35	1,176	0	0	0	0	0
68	T ROWE PRICE REAL ESTAT	779919109		12/24/2015	4/20/2016	925		0	905	20	0	0	0	20
69	T ROWE PRICE REAL ESTAT	779919109		12/24/2015	8/24/2016	865		0	795	70	0	0	0	70

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

	Amount
Long Term CG Distributions	21,894
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	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 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						450,644	0	794	442,923	8,515	0	0	0	8,515
70	T ROWE PRICE REAL ESTAT	779919109		12/24/2015	9/19/2016	671		0	630	41	0	0	0	41
71	SPDR DJ WILSHIRE INTERNA	78463X863		7/21/2015	1/20/2016	6,793		0	8,236	-1,443	0	0	0	-1,443
72	SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011	1/20/2016	3,308		0	3,727	-419	0	0	0	-419
73	SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011	4/20/2016	3,604		0	3,370	234	0	0	0	234
74	SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011	8/24/2016	11,629		0	10,783	846	0	0	0	846
75	SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011	10/3/2016	2,900		0	2,775	125	0	0	0	125
76	SPDR DJ WILSHIRE INTERNA	78463X863		8/24/2011	10/3/2016	5,345		0	4,663	682	0	0	0	682
77	STERLING CAPITAL STRATT(	85917K546		7/23/2015	4/20/2016	1,576		0	1,643	-67	0	0	0	-67
78	STERLING CAPITAL STRATT(	85917K546		6/20/2014	5/11/2016	13,679		0	14,929	-1,250	0	0	0	-1,250
79	STERLING CAPITAL STRATT(	85917K546		8/26/2016	9/19/2016	693		0	707	-14	0	0	0	-14
80	VANGUARD REIT VIPER	922908553		7/21/2015	1/20/2016	4,399		0	4,683	-284	0	0	0	-284
81	VANGUARD REIT VIPER	922908553		7/21/2015	4/20/2016	1,913		0	1,795	118	0	0	0	118
82	VANGUARD REIT VIPER	922908553		7/21/2015	8/24/2016	6 807		0	6,010	797	0	0	0	797
83	VANGUARD REIT VIPER	922908553		12/28/2010	8/24/2016	23,604		0	13,495	10,109	0	0	0	10,109
84	VANGUARD REIT VIPER	922908553		12/28/2010	10/3/2016	18,720		0	11,069	7,651	0	0	0	7,651
85	AQR MANAGED FUTURES ST	00203H859		10/24/2014	1/20/2016	829		0	800	29	0	0	0	29
86	AQR MANAGED FUTURES ST	00203H859		10/24/2014	9/19/2016	1,326		35	1,361	0	0	0	0	0
87	INV BALANCE RISK COMM ST	00888Y508		8/26/2016	9/19/2016	668		0	667	1	0	0	0	1
88	AMER CENT SMALL CAP GRV	025083320		7/23/2015	5/11/2016	13,241		0	16 494	-3,253	0	0	0	-3,253

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										20,225	0	0
1	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	20,225		

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

		Date		Amount
1	Credit from prior year return		1	199
2	First quarter estimated tax payment	4/12/2016	2	200
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	399

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.