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Return of Private Foundation

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

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2015 or tax year beginning

12/1/2015

, and ending

11/30/2016

Name of foundation

SC MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY

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

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

- | | |
|---|--|
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return |
| <input type="checkbox"/> Address change | <input type="checkbox"/> Name change |

H Check type of organization

- | | |
|---|---|
| <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation | <input type="checkbox"/> Other taxable private foundation |
| <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust | <input type="checkbox"/> Other taxable private foundation |

I Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ► \$ 330,571

J Accounting method

 Cash Accrual Other (specify)
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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	5,854	5,797		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,888			
b	Gross sales price for all assets on line 6a	113,818			
7	Capital gain net income (from Part IV, line 2)		3,888		
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)	2,124	2,124		
12	Total. Add lines 1 through 11	11,866	11,809	0	
13	Compensation of officers, directors, trustees, etc	4,178	3,760		418
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,158			1,158
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	189	88		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	638	638		
24	Total operating and administrative expenses.				
	Add lines 13 through 23	6,163	4,486	0	1,576
25	Contributions, gifts, grants paid	18,000			18,000
26	Total expenses and disbursements. Add lines 24 and 25	24,163	4,486	0	19,576
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-12,297			
b	Net investment income (if negative, enter -0-)		7,323		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2015)

R
2015

	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		46		
	2 Savings and temporary cash investments		14,723	20,342	20,342
	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)		11,028		
	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)		282,954	275,891	310,229
	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)		308,751	296,233	330,571
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 ►)		0	0	
	23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		308,751	296,233	
	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)		308,751	296,233	
	31 Total liabilities and net assets/fund balances (see instructions)		308,751	296,233	

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	308,751
2 Enter amount from Part I, line 27a	2	-12,297
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	296,454
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	221
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	296,233

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	3,888	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

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

 Yes No

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries	(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
	2014	19,306	360,340	0 053577
	2013			0 000000
	2012			0 000000
	2011			0 000000
	2010			0 000000
2 Total of line 1, column (d)				2 0 053577
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 053577
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5				4
5 Multiply line 4 by line 3				5
6 Enter 1% of net investment income (1% of Part I, line 27b)				6 0
7 Add lines 5 and 6				7 0
8 Enter qualifying distributions from Part XII, line 4				8 0
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)
- 1 146
- b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b
- 2 0
- c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)
- 3 146
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
- 5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-
- 6 Credits/Payments
- a 2015 estimated tax payments and 2014 overpayment credited to 2015 6a 185
- 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 7 185
- 8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached 8
- 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 9 0
- 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10 39
- 11 Enter the amount of line 10 to be Credited to 2016 estimated tax ► 39 Refunded ► 11 0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no ► 888-730-4933 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 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			
			7b N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	Trustee SEE ATTACHED	4,178		
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----

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		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	319,167
b	Average of monthly cash balances	1b	14,838
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	334,005
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	334,005
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,010
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	328,995
6	Minimum investment return. Enter 5% of line 5	6	16,450

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	16,450
2a	Tax on investment income for 2015 from Part VI, line 5	2a	146
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	146
3	Distributable amount before adjustments Subtract line 2c from line 1	3	16,304
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	16,304
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	16,304

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	19,576
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	19,576
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	6	19,576
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				16,304
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			16,659	
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 ► \$ 19,576				
a Applied to 2014, but not more than line 2a			16,659	
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				2,917
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				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				13,387
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)

NA

- 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

4942(j)(3) or 4942(j)(5)

- b** Check box to indicate whether the foundation is a private operating foundation described in section 23. Enter the lesser of the adjusted net assets and the fair market value of the assets.

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	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)				
<i>a Paid during the year</i> See Attached Statement				
Total				► 3a 18,000
<i>b Approved for future payment</i> NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)		
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>OTHER TAXABLE INCOME</u>					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		11,866	0
13	Total. Add line 12, columns (b), (d), and (e)				13	11,866

(See worksheet in line 13 instructions to verify calculations)

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

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

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

 - a Transfers from the reporting foundation to a noncharitable exempt organization of
 - (1) Cash
 - (2) Other assets
 - b Other transactions
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
 - c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
 - d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)	X	
1a(2)	X	
1b(1)	X	
1b(2)	X	
1b(3)	X	
1b(4)	X	
1b(5)	X	
1b(6)	X	
1c	X	

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

- b** If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge May the 17th

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

Sign Here	►  John S. Sclater SVP Wells Fargo Bank N A	1/11/2017	► SVP Wells Fargo Bank N A	May the IRS discuss this return with the preparer shown below (see instructions)?
	Signature of officer or trustee		Date	Title
Paid Preparer Use Only	Print/Type preparer's name JOSEPH J CASTRIANO	Preparer's signature 	Date 1/11/2017	Check <input checked="" type="checkbox"/> if self-employed PTIN P01251603
	Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324
	Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000

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

Recipient(s) paid during the year

Name

SPARTANBURG HUMANE SOCIETY

Street

150 DEXTER ROAD

City SPARTANBURG	State SC	Zip Code 29303	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 18,000
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Long Term CG Distributions	Amount	6,003	Check "X" to include in Part IV	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Gross Sales	Gross Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
	Short Term CG Distributions		0							113,810		105,930					3,888
1	AMER CENT SMALL CAP GRW			X	052083320			7/23/2015	5/11/2016	377		3,366				0	-93
2	AMER CENT SMALL CAP GRW			X	052083320			7/23/2015	5/11/2016	2,702		609				43	-564
3	AMER CENT SMALL CAP GRW			X	052083320			3/6/2014	5/11/2016	652		927				22	0
4	ARTISAN INTERNATIONAL FUND			X	04314H402			1/22/2015	5/11/2016	651		712				0	-68
5	ARTISAN INTERNATIONAL FUND			X	04314H402			2/15/2014	8/24/2016	227		247				0	-81
6	ARTISAN INTERNATIONAL FUND			X	04314H402			8/26/2011	8/24/2016	3,458		2,303				0	-60
7	ARTISAN INTERNATIONAL FUND			X	04314H402			3/6/2014	9/23/2016	516		371				0	-20
8	ARTISAN INTERNATIONAL FUND			X	04314H402			8/26/2011	9/23/2016	384		371				0	955
9	ARTISAN INTERNATIONAL FUND			X	04314H402			3/6/2014	9/23/2016	399		193				0	445
10	AQR MANAGED FUTURES ST			X	06203H589			8/26/2011	9/23/2016	513		592				0	-5
11	INV BALANCE RISK COMM ST			X	00888Y508			1/22/2015	8/24/2016	195		210				0	-2
12	ARTISAN MDCP FUNDINS			X	04314H600			1/22/2015	8/24/2016	394		430				0	-79
13	ARTISAN MDCP FUNDINS			X	04314H600			1/22/2015	8/24/2016	285		286				0	-15
14	ARTISAN MDCP FUNDINS			X	04314H600			1/22/2015	8/24/2016	213		229				0	-36
15	ARTISAN MDCP FUNDINS			X	04314H600			10/27/2015	1/20/2016	419		426				0	-31
16	BLACKROCK GL US CREDIT			X	091936732			10/27/2015	9/23/2016	573		593				0	-16
17	BLACKROCK GL US CREDIT			X	091936732			10/27/2015	10/25/2016	564		905				0	0
18	BLACKROCK GL US CREDIT			X	091936732			5/10/2012	8/24/2016	504		504				0	-20
19	CREDIT SUISSE COMM RET			X	22544R005			6/11/2012	8/24/2016	481		738				0	-341
20	CREDIT SUISSE COMM RET			X	22544R005			7/11/2013	8/24/2016	189		193				0	-201
21	CREDIT SUISSE COMM RET			X	22544R005			8/24/2016	1/29/2016	1,292		1,934				0	-251
22	CREDIT SUISSE COMM RET			X	22544R005			8/24/2016	1/29/2016	498		732				0	-124
23	CREDIT SUISSE COMM RET			X	22544R005			1/23/2014	9/23/2016	186		186				0	-342
24	CREDIT SUISSE COMM RET			X	22544R005			1/23/2014	9/23/2016	682		789				0	-233
25	CREDIT SUISSE COMM RET			X	22544R005			1/24/2014	4/20/2016	94		111				0	-17
26	DODGE & COX INTL STOCK			X	258206103			1/22/2015	4/20/2016	837		1,026				0	-107
27	DODGE & COX INTL STOCK			X	258206103			2/5/2008	8/24/2016	1,053		1,129				0	-189
28	DODGE & COX INTL STOCK			X	258206103			5/10/2012	8/24/2016	1,437		1,54				0	-76
29	DODGE & COX INTL STOCK			X	258206103			1/22/2015	8/24/2016	1,005		1,124				0	-283
30	DODGE & COX INTL STOCK			X	258206103			9/13/2011	8/24/2016	277		1759				0	-119
31	DODGE & COX INTL STOCK			X	258206103			9/13/2011	8/24/2016	597		531				0	-518
32	DODGE & COX INTL STOCK			X	258206103			9/13/2011	8/24/2016	311		236				0	-166
33	DODGE & COX INTL STOCK			X	258206103			9/13/2011	8/24/2016	905		936				0	-75
34	DODGE & COX INCOME FD			X	258210105			8/13/2015	9/23/2016	987		1,006				0	-31
35	MFS VALUE FUND-CLASS #1			X	552983694			8/29/2016	10/25/2016	664		668				0	9
36	MFS VALUE FUND-CLASS #1			X	552983694			8/29/2016	10/25/2016	149		157				0	-19
37	MFS VALUE FUND-CLASS #1			X	552983694			9/13/2011	9/23/2016	201		204				0	-19
38	MERGER FUND-INST #301			X	569509207			9/13/2011	10/25/2016	248		251				0	-8
39	MERGER FUND-INST #301			X	569509207			1/22/2015	8/24/2016	1,273		1,039				0	-1
40	MERGER FUND-INST #301			X	569509207			1/22/2015	8/24/2016	2,879		2,871				0	3
41	MET WEST TOTAL RETURN FUND			X	562905509			1/22/2015	8/24/2016	226		243				0	-26
42	MET WEST TOTAL RETURN FUND			X	562905509			7/23/2014	4/20/2016	63		164				0	8
43	AQR MANAGED FUTURES ST			X	002031859			8/13/2015	8/24/2016	167		165				0	2
44	DODGE & COX INCOME FD			X	258210105			5/11/2016	8/24/2016	1,395		1,365				0	20
45	DODGE & COX INCOME FD			X	258210105			6/11/2016	12/24/2015	184		207				0	9
46	DODGE & COX INCOME FD			X	258210105			7/12/2013	12/24/2015	1,950		2,544				0	-394
47	DODGE & COX INCOME FD			X	258210105			8/29/2014	12/24/2015	459		519				0	-120
48	DODGE & COX INCOME FD			X	258210105			1/22/2015	12/24/2015	648		750				0	-102
49	DREYFUS ENG MKT DEBT Q			X	261980494			10/27/2015	12/24/2015	771		771				0	6
50	DREYFUS ENG MKT DEBT Q			X	261980494			10/27/2015	12/24/2015	518		582				0	-34
51	DREYFUS ENG MKT DEBT Q			X	261980494			10/27/2015	12/24/2015	2,829		2,764				0	0
52	DREYFUS ENG MKT DEBT Q			X	261980494			10/27/2015	12/24/2015	2,829		164				0	0
53	DREYFUS ENG MKT DEBT Q			X	261980494			10/27/2015	12/24/2015	0		0				0	0
54	EATON VANCE GLOBAL MAC			X	277923728			10/27/2015	9/23/2016	346		348				0	-8
55	EATON VANCE GLOBAL MAC			X	277923728			10/27/2015	10/25/2016	438		440				0	-2
56	EATON VANCE GLOBAL MAC			X	277923728			7/23/2015	9/23/2016	397		431				0	-34
57	FID ADV EMER MKTS INC-CL			X	315620702			8/29/2016	9/23/2016	289		289				0	0
58	FID ADV EMER MKTS INC-CL			X	315620702			8/29/2016	9/23/2016	136		136				0	3
59	FID ADV EMER MKTS INC-CL			X	315620702			8/29/2016	9/23/2016	508		544				0	4
60	JP MORGAN MID CAP VALUE			X	339128100			8/29/2016	10/25/2016	329		326				0	-36
61	JP MORGAN MID CAP VALUE			X	339128100			8/29/2016	10/25/2016	274		290				0	3
62	JP MORGAN MID CAP VALUE			X	339128100			8/29/2016	10/25/2016	410		417				0	-16
63	JP MORGAN MID CAP VALUE			X	339128100			8/29/2016	10/25/2016	134		136				0	-7
64	JP MORGAN MID CAP VALUE			X	339128100			7/23/2015	9/23/2016	289		289				0	0
65	JP MORGAN MID CAP VALUE			X	339128100			8/29/2014	9/23/2016	136		136				0	0
66	HARBOR CAPITAL AFRCITION			X	411511504			8/29/2016	10/25/2016	508		544				0	-36
67	HARBOR CAPITAL AFRCITION			X	411511504			8/29/2016	10/25/2016	322		322				0	0
68	HARBOR CAPITAL AFRCITION			X	411511504			8/29/2016	10/25/2016	1,346		1,363				0	-17
69	HARBOR CAPITAL AFRCITION			X	411511504			8/29/2016	10/25/2016	322		322				0	0
70	HARBOR CAPITAL AFRCITION			X	411511504			8/29/2016	10/25/2016	322		322				0	0
71	HARBOR CAPITAL AFRCITION			X	411511504			8/29/2016	10/25/2016	322		322				0	0
72	HARBOR CAPITAL AFRCITION			X	411511504			8/29/2016	10/25/2016	322		322				0	0

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

Long Term CG Distributions										Amount	6,005	0	Short Term CG Distributions															
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	256	Capital Gains/Losses									
73	IPMORGAN HIGH YIELD FUN	4812C0003	X	-	-	-	-	-	-	12/19/2014	9/23/2016	-	-	-	181	-	-	-	-	-	-	-	-	0	0			
74	IPMORGAN HIGH YIELD FUN	4812C0003	-	X	-	-	-	-	-	12/26/2013	10/23/2016	-	-	-	258	-	-	-	-	-	-	-	-	-	-	-24		
75	IPMORGAN HIGH YIELD FUN	4812C0003	-	X	-	-	-	-	-	12/26/2013	10/23/2016	-	-	-	232	-	-	-	-	-	-	-	-	-	-	-6		
76	IPMORGAN HIGH YIELD FUN	4812C0003	X	-	-	-	-	-	-	12/19/2014	10/23/2016	-	-	-	290	-	-	-	-	-	-	-	-	-	-	-160		
77	IPMORGAN HIGH YIELD FUN	4812C0003	X	-	-	-	-	-	-	12/19/2014	10/23/2016	-	-	-	286	-	-	-	-	-	-	-	-	-	-	-		
78	MFS VALUE FUND-CLASS I #79	552883694	X	-	-	-	-	-	-	7/23/2015	4/20/2016	-	-	-	4,746	-	-	4,905	-	-	-	-	-	-	-	-	-	
79	MET WEST TOTAL RETURN	592365509	X	-	-	-	-	-	-	1/22/2015	9/23/2016	-	-	-	605	-	-	605	-	-	-	-	-	-	-	-	-	
80	AGS GLOBAL ALTERNATIVES	638772TB5	X	-	-	-	-	-	-	7/12/2013	1/20/2016	-	-	-	358	-	-	402	-	-	-	-	-	-	-	-	-44	
81	AGS GLOBAL ALTERNATIVES	638772TB5	X	-	-	-	-	-	-	8/24/2016	9/23/2016	-	-	-	2,565	-	-	3,016	-	-	-	-	-	-	-	-	-451	
82	AGS GLOBAL ALTERNATIVES	638772TB5	X	-	-	-	-	-	-	7/12/2013	9/23/2016	-	-	-	256	-	-	299	-	-	-	-	-	-	-	-	-43	
83	AGS GLOBAL ALTERNATIVES	638772TB5	X	-	-	-	-	-	-	7/12/2013	10/23/2016	-	-	-	217	-	-	233	-	-	-	-	-	-	-	-	-36	
84	NEUBERGER BERMAN LONG	64128R008	X	-	-	-	-	-	-	6/22/2015	12/20/2016	-	-	-	237	-	-	238	-	-	-	-	-	-	-	-	-21	
85	NEUBERGER BERMAN LONG	64128R008	X	-	-	-	-	-	-	6/20/2014	8/24/2016	-	-	-	1,987	-	-	1,976	-	-	-	-	-	-	-	-	-21	
86	NEUBERGER BERMAN LONG	64128R008	X	-	-	-	-	-	-	6/20/2014	9/23/2016	-	-	-	205	-	-	207	-	-	-	-	-	-	-	-	-2	
87	NEUBERGER BERMAN LONG	64128R008	X	-	-	-	-	-	-	6/20/2014	10/25/2016	-	-	-	216	-	-	220	-	-	-	-	-	-	-	-	-4	
88	OPPENHEIMER DEVELOPING	663974604	X	-	-	-	-	-	-	3/6/2014	4/20/2016	-	-	-	1,784	-	-	2,049	-	-	-	-	-	-	-	-	-285	
89	OPPENHEIMER DEVELOPING	663974604	X	-	-	-	-	-	-	3/6/2014	8/24/2016	-	-	-	11,458	-	-	11,458	-	-	-	-	-	-	-	-	-133	
90	OPPENHEIMER DEVELOPING	663974604	X	-	-	-	-	-	-	1/23/2014	8/24/2016	-	-	-	687	-	-	754	-	-	-	-	-	-	-	-	-67	
91	OPPENHEIMER DEVELOPING	663974604	X	-	-	-	-	-	-	1/23/2014	9/23/2016	-	-	-	924	-	-	977	-	-	-	-	-	-	-	-	-53	
92	OPPENHEIMER DEVELOPING	663974604	X	-	-	-	-	-	-	10/23/2016	10/23/2016	-	-	-	481	-	-	506	-	-	-	-	-	-	-	-	-	
93	BOSTON P LONGSHIRT RESIN	74925K581	X	-	-	-	-	-	-	3/6/2014	8/24/2016	-	-	-	896	-	-	888	-	-	-	-	-	-	-	-	-38	
94	BOSTON P LONGSHIRT RESIN	74925K581	X	-	-	-	-	-	-	3/6/2014	10/23/2016	-	-	-	16	-	-	160	-	-	-	-	-	-	-	-	6	
95	T ROWE PRICE SHORT TERM	77937P105	X	-	-	-	-	-	-	6/10/2015	12/20/2016	-	-	-	424	-	-	428	-	-	-	-	-	-	-	-	-4	
96	T ROWE PRICE SHORT TERM	77937P105	X	-	-	-	-	-	-	6/10/2015	4/20/2016	-	-	-	3,425	-	-	3,440	-	-	-	-	-	-	-	-	-15	
97	T ROWE PRICE SHORT TERM	77937P105	X	-	-	-	-	-	-	1/23/2014	8/24/2016	-	-	-	714	-	-	714	-	-	-	-	-	-	-	-	-10	
98	T ROWE PRICE INST FLOAT	77938B002	X	-	-	-	-	-	-	1/23/2014	9/23/2016	-	-	-	155	-	-	165	-	-	-	-	-	-	-	-	-21	
99	T ROWE PRICE INST FLOAT	77938B002	X	-	-	-	-	-	-	1/23/2014	10/23/2016	-	-	-	211	-	-	217	-	-	-	-	-	-	-	-	-6	
100	T ROWE PRICE INST FLOAT	77938B002	X	-	-	-	-	-	-	12/24/2015	9/23/2016	-	-	-	251	-	-	258	-	-	-	-	-	-	-	-	-7	
101	T ROWE PRICE INST FLOAT	77938B002	X	-	-	-	-	-	-	12/24/2015	10/23/2016	-	-	-	300	-	-	300	-	-	-	-	-	-	-	-	-26	
102	SPDR DJ WILSHIRE INTERNAL	78463X653	X	-	-	-	-	-	-	7/10/2013	12/20/2016	-	-	-	106	-	-	121	-	-	-	-	-	-	-	-	-15	
103	SPDR DJ WILSHIRE INTERNAL	78463X653	X	-	-	-	-	-	-	3/4/2014	12/20/2016	-	-	-	1,126	-	-	1,337	-	-	-	-	-	-	-	-	-21	
104	SPDR DJ WILSHIRE INTERNAL	78463X653	X	-	-	-	-	-	-	7/21/2015	12/20/2016	-	-	-	211	-	-	216	-	-	-	-	-	-	-	-	-45	
105	SPDR DJ WILSHIRE INTERNAL	78463X653	X	-	-	-	-	-	-	5/23/2011	12/20/2016	-	-	-	2,745	-	-	3,082	-	-	-	-	-	-	-	-	-347	
106	SPDR DJ WILSHIRE INTERNAL	78463X653	X	-	-	-	-	-	-	5/23/2011	4/20/2016	-	-	-	635	-	-	655	-	-	-	-	-	-	-	-	41	
107	SPDR DJ WILSHIRE INTERNAL	78463X653	X	-	-	-	-	-	-	5/23/2011	8/24/2016	-	-	-	1,026	-	-	951	-	-	-	-	-	-	-	-	75	
108	SPDR DJ WILSHIRE INTERNAL	78463X653	X	-	-	-	-	-	-	4/19/2012	8/24/2016	-	-	-	1,126	-	-	1,126	-	-	-	-	-	-	-	-	-30	
109	SPDR DJ WILSHIRE INTERNAL	78463X653	X	-	-	-	-	-	-	4/19/2012	10/25/2016	-	-	-	218	-	-	218	-	-	-	-	-	-	-	-	-48	
110	SPDR DJ WILSHIRE INTERNAL	78463X653	X	-	-	-	-	-	-	6/24/2011	10/25/2016	-	-	-	1,687	-	-	1,516	-	-	-	-	-	-	-	-	149	
111	STERLING CAPITAL STRATC	859171K546	X	-	-	-	-	-	-	7/23/2015	4/20/2016	-	-	-	430	-	-	448	-	-	-	-	-	-	-	-	-18	
112	STERLING CAPITAL STRATC	859171K546	X	-	-	-	-	-	-	6/20/2014	5/1/2016	-	-	-	3,295	-	-	3,585	-	-	-	-	-	-	-	-300		
113	STERLING CAPITAL STRATC	859171K546	X	-	-	-	-	-	-	8/26/2016	9/23/2016	-	-	-	389	-	-	393	-	-	-	-	-	-	-	-4		
114	STERLING CAPITAL STRATC	859171K546	X	-	-	-	-	-	-	8/26/2016	10/25/2016	-	-	-	310	-	-	314	-	-	-	-	-	-	-	-48		
115	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	7/21/2015	12/20/2016	-	-	-	781	-	-	781	-	-	-	-	-	-	-	-	73	
116	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	147	-	-	147	-	-	-	-	-	-	-	-	137	
117	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	4/20/2016	-	-	-	331	-	-	330	-	-	-	-	-	-	-	-	137	
118	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	8/24/2016	-	-	-	3,890	-	-	2,160	-	-	-	-	-	-	-	-	1,730	
119	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	9/23/2016	-	-	-	266	-	-	4,159	-	-	-	-	-	-	-	-	2,445	
120	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	10/25/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
121	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
122	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
123	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
124	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
125	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
126	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
127	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
128	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
129	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
130	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
131	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
132	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010	12/20/2016	-	-	-	0	-	-	0	-	-	-	-	-	-	-	-	0	
133	VANGUARD REIT VIPER	922908553	X	-	-	-	-	-	-	12/17/2010																		

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

		2,124	2,124	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	SALE OR DISTRIBUTION OF REAL ESTATE	2,124	2,124	

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

	1,158	0	0	1,158
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	1,158			1,158

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

		189	88	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	88	88		
2	Estimated Excise Payments	101			

Part I, Line 23 (990-PF) - Other Expenses

		638	638	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	OTHER FARM EXPENSES	532	532		
2	REAL EST/SPEC ASSET FEE	96	96		
3	NON RENTAL INSURANCE	10	10		

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					310,229
2	DODGE & COX INCOME FD COM 147		0	11,456	12,149
3	HARBOR CAPITAL APPRCTN-INST 2012		0	27,084	36,269
4	ARTISAN INTERNATIONAL FD I 662		0	8,030	10,056
5	MERGER FUND-INST #301		0	5,385	5,405
6	ARTISAN MID CAP FUND-INSTL 1333		0	12,791	12,887
7	MET WEST TOTAL RETURN BOND CL I 51		0	20,964	20,633
8	FID ADV EMER MKTS INC- CL I 607		0	17,508	17,455
9	T ROWE PRICE REAL ESTATE FD 122		0	5,850	5,906
10	EATON VANCE GLOBAL MACRO - I		0	9,207	9,077
11	DODGE & COX INT'L STOCK FD 1048		0	6,608	10,751
12	AMER CENT SMALL CAP GRWTH INST 338		0	9,848	9,771
13	MFS VALUE FUND-CLASS 1893		0	31,294	38,591
14	JP MORGAN MID CAP VALUE-7558		0	9,956	14,570
15	STERLING CAPITAL STRATTON SMALL CA		0	9,069	10,156
16	ASG GLOBAL ALTERNATIVES-Y 1993		0	6,049	5,458
17	VANGUARD REIT VIPER		0	2,697	4,421
18	AQR MANAGED FUTURES STR-I		0	9,515	8,763
19	VANGUARD INFLAT-PROT SEC'S-ADM 511		0	1,674	1,670
20	JPMORGAN HIGH YIELD FUND SS 3580		0	12,939	12,744
21	T ROWE PRICE INST FLOAT RATE 170		0	5,391	5,361
22	OPPENHEIMER DEVELOPING MKT-I 799		0	11,936	11,578
23	INV BALANCE RISK COMM STR-Y 8611		0	3,128	3,173
24	BLACKROCK GLS/CREDIT-INS #1833		0	10,940	10,737
25	SPDR DJ WILSHIRE INTERNATIONAL REA		0	4,082	4,388
26	ROBECO BP LNGSHRT RES-INS		0	2,214	2,347
27	NEUBERGER BERMAN LONG SH-INS #1183		0	5,437	5,401
28	CREDIT SUISSE COMM RT ST-CO 2156		0	3,811	3,162
29	MORROW SUBDIVISION SUNSET ROAD L		0	11,028	17,350

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

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

1 Rounding	1	9
2 Mutual Fund Timing Difference	2	67
3 PY Return of Capital Adjustment	3	145
4 Total	4	221

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

	Amount	Long Term CG Distributions	Short Term CG Distributions	6,003	0	107,815	0	155	110,085	-2,115	0	0	0	0	0	0	0	-2,115
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	F MV as of	Cost or Other Basis Plus	Excess of FMV Over Adjusted Basis	Adjusted Basis as of	Gain or Loss	Adjusted Basis	Excess of FMV Over Adjusted Basis	Gains Minus Losses	Adj Basis or Losses		
1 AMER CENT SMALL CAP GRV	025083320	7/23/2015	5/11/2016	377	2,702		0	3,366	0	0	0	0	0	0	0	0	-664	
2 AMER CENT SMALL CAP GRV	025083320	7/23/2015	9/23/2016	609	43		0	632	0	0	0	0	0	0	0	0	0	
3 AMER CENT SMALL CAP GRV	025083320	3/6/2014	5/11/2016	97	651		22	1,017	0	-86	0	0	0	0	0	0	-68	
4 ARTISAN INTERNATIONAL F	04314h402	-	1/22/2016	-	651		0	712	-	-61	0	0	0	0	0	0	-61	
5 ARTISAN INTERNATIONAL F	04314h402	1/22/2016	8/24/2016	727	0		0	737	-	-60	0	0	0	0	0	0	-60	
6 ARTISAN INTERNATIONAL F	04314h402	8/24/2016	8/24/2016	227	0		0	287	-	-20	0	0	0	0	0	0	-20	
7 ARTISAN INTERNATIONAL F	04314h402	8/26/2011	8/24/2016	3,458	0		0	2,503	0	955	0	0	0	0	0	0	955	
8 ARTISAN INTERNATIONAL F	04314h402	8/26/2011	9/23/2016	516	0		0	311	0	145	0	0	0	0	0	0	145	
9 ARTISAN INTERNATIONAL F	04314h402	3/6/2014	8/26/2016	389	0		0	394	0	5	0	0	0	0	0	0	5	
10 ACR MANAGED FUTURES ST	020318859	8/26/2016	9/23/2016	195	0		0	193	0	2	0	0	0	0	0	0	2	
11 INV BALANCE RISK COMM S	00888Y506	8/26/2016	8/24/2016	513	0		0	532	0	-19	0	0	0	0	0	0	-19	
12 ARTISAN MID CAP FUND-INS	04314h402	-	6/20/2014	-	513		0	520	-	-15	0	0	0	0	0	0	-15	
13 ARTISAN MID CAP FUND-INS	04314h402	6/20/2015	9/23/2016	195	0		0	210	0	-15	0	0	0	0	0	0	-15	
14 ARTISAN MID CAP FUND-INS	04314h402	1/22/2015	10/25/2016	394	0		0	430	0	-36	0	0	0	0	0	0	-36	
15 ARTISAN MID CAP FUND-INS	04314h402	1/22/2015	10/27/2015	255	0		0	265	0	-10	0	0	0	0	0	0	-10	
16 ARTISAN MID CAP FUND-INS	091936732	10/27/2015	12/01/2016	213	0		0	229	0	-16	0	0	0	0	0	0	-16	
17 BLACKROCK GLUS CREDIT	22544R305	10/27/2015	9/23/2016	409	0		0	426	0	-17	0	0	0	0	0	0	-17	
18 BLACKROCK GLUS CREDIT	091936732	10/27/2015	10/25/2016	573	0		0	583	0	-10	0	0	0	0	0	0	-10	
19 CREDIT SUISSE COMM RET	5/10/2012	8/24/2016	564	0		0	0	915	0	-341	0	0	0	0	0	0	-341	
20 CREDIT SUISSE COMM RET	22544R305	4/20/2012	8/24/2016	504	0		0	825	0	-321	0	0	0	0	0	0	-321	
21 CREDIT SUISSE COMM RET	22544R305	6/11/2012	8/24/2016	487	0		0	738	0	-251	0	0	0	0	0	0	-251	
22 CREDIT SUISSE COMM RET	22544R305	2/11/2013	8/24/2016	189	0		0	313	0	-124	0	0	0	0	0	0	-124	
23 CREDIT SUISSE COMM RET	22544R305	7/12/2013	8/24/2016	1,292	0		0	1,934	0	-642	0	0	0	0	0	0	-642	
24 CREDIT SUISSE COMM RET	22544R305	1/23/2014	8/24/2016	499	0		0	732	0	-233	0	0	0	0	0	0	-233	
25 CREDIT SUISSE COMM RET	22544R305	1/23/2014	9/23/2016	166	0		0	111	0	-79	0	0	0	0	0	0	-79	
26 DODGE & COX INTL STOCK	256206103	10/24/2014	4/20/2016	94	0		0	789	0	-107	0	0	0	0	0	0	-107	
27 DODGE & COX INTL STOCK	256206103	1/22/2015	4/20/2016	682	0		0	1,026	0	-189	0	0	0	0	0	0	-189	
28 DODGE & COX INTL STOCK	256206103	5/11/2015	2/25/2016	837	0		0	0	0	0	0	0	0	0	0	0	0	
29 DODGE & COX INTL STOCK	256206103	2/25/2016	8/24/2016	1,053	0		0	1,129	0	-76	0	0	0	0	0	0	-76	
30 DODGE & COX INTL STOCK	256206103	5/10/2012	8/24/2016	1,437	0		0	1,544	0	-106	0	0	0	0	0	0	-106	
31 DODGE & COX INTL STOCK	256206103	1/22/2015	8/24/2016	1,005	0		0	1,124	0	-119	0	0	0	0	0	0	-119	
32 DODGE & COX INTL STOCK	256206103	9/13/2011	9/23/2016	2,277	0		0	1,759	0	518	0	0	0	0	0	0	518	
33 DODGE & COX INTL STOCK	256206103	9/13/2011	9/23/2016	697	0		0	531	0	168	0	0	0	0	0	0	168	
34 DODGE & COX INTL STOCK	256206103	9/13/2011	10/25/2016	311	0		0	236	0	75	0	0	0	0	0	0	75	
35 DODGE & COX INCOME FFC	256210106	6/10/2015	1/21/2016	905	0		0	936	0	-31	0	0	0	0	0	0	-31	
36 MFS VALUE FUND-CLASS #	552983694	8/28/2016	9/23/2016	997	0		0	1,006	0	-9	0	0	0	0	0	0	-9	
37 MFS VALUE FUND-CLASS #	552983694	8/28/2016	10/25/2016	664	0		0	683	0	-19	0	0	0	0	0	0	-19	
38 MERGER FUND-INST #301	588505207	9/13/2011	9/23/2016	149	0		0	157	0	-3	0	0	0	0	0	0	-3	
39 MERGER FUND-INST #301	588505207	9/13/2011	10/25/2016	201	2		0	204	0	-1	0	0	0	0	0	0	-1	
40 MERGER FUND-INST #301	588505207	9/13/2011	10/25/2016	248	0		0	251	0	-3	0	0	0	0	0	0	-3	
41 METI WEST TOTAL RETURN E	592905599	1/22/2015	1/22/2016	1,273	0		0	1,309	0	-36	0	0	0	0	0	0	-36	
42 METI WEST TOTAL RETURN E	592905599	1/22/2015	8/24/2016	2,879	0		0	2,811	0	8	0	0	0	0	0	0	8	
43 ADR MANAGED FUTURES ST	002031859	3/6/2014	1/20/2016	226	0		0	212	0	14	0	0	0	0	0	0	14	
44 DODGE & COX INCOME FFC	256210105	7/23/2015	1/21/2016	236	0		0	243	0	-7	0	0	0	0	0	0	-7	
45 DODGE & COX INCOME FFC	256210105	7/23/2015	4/20/2016	163	0		0	184	0	0	0	0	0	0	0	0	0	
46 DODGE & COX INCOME FFC	256210105	7/23/2015	8/24/2016	2,829	0		0	2,764	0	65	0	0	0	0	0	0	65	
47 DODGE & COX INCOME FFC	256210105	8/13/2015	8/24/2016	1,373	0		0	1,515	0	-120	0	0	0	0	0	0	-120	
48 DODGE & COX INCOME FFC	256210105	5/11/2016	8/24/2016	1,395	0		0	1,386	0	29	0	0	0	0	0	0	29	
49 DODGE & COX INCOME FFC	256210105	6/11/2016	9/23/2016	391	2		0	382	0	9	0	0	0	0	0	0	9	
50 DREYFUS EMG MKT DEBT LL	261980494	7/12/2013	12/4/2015	164	0		0	207	0	-43	0	0	0	0	0	0	-43	
51 DREYFUS EMG MKT DEBT LL	261980494	7/12/2013	1/24/2015	1,950	0		0	2,544	0	-594	0	0	0	0	0	0	-594	
52 DREYFUS EMG MKT DEBT LL	261980494	1/24/2015	1/24/2015	469	0		0	569	0	-120	0	0	0	0	0	0	-120	
53 DREYFUS EMG MKT DEBT LL	261980494	1/24/2015	10/25/2016	777	0		0	750	0	-102	0	0	0	0	0	0	-102	
54 EATON VANCE GLOBAL MAC	277923728	10/27/2015	1/20/2016	232	0		0	238	0	-6	0	0	0	0	0	0	-6	
55 EATON VANCE GLOBAL MAC	277923728	10/27/2015	9/23/2016	346	2		0	348	0	0	0	0	0	0	0	0	0	
56 EATON VANCE GLOBAL MAC	277923728	10/27/2015	10/25/2016	438	0		0	440	0	-2	0	0	0	0	0	0	-2	
57 FID ADV EMER MKTS INC-CL	315920702	7/23/2013	9/23/2016	397	0		0	431	0	-34	0	0	0	0	0	0	-34	
58 FID ADV EMER MKTS INC-CL	315920702	1/24/2014	9/23/2016	134	0		0	771	0	3	0	0	0	0	0	0	3	
59 FID ADV EMER MKTS INC-CL	315920702	1/22/2015	8/28/2016	289	0		0	289	0	0	0	0	0	0	0	0	0	
60 IP MORGAN MID CAP VALUE	339128100	7/23/2015	10/25/2016	548	0		0	552	0	-34	0	0	0	0	0	0	-34	
61 JP MORGAN MID CAP VALUE	339128100	-	6/20/2014	274	0		0	250	0	16	0	0	0	0	0	0	-16	
62 JP MORGAN MID CAP VALUE	339128100	-	6/20/2014	410	0		0	417	0	-7	0	0	0	0	0	0	-7	
63 JP MORGAN MID CAP VALUE	339128100	-	6/20/2014	134	0		0	136	0	-2	0	0	0	0	0	0	-2	
64 JP MORGAN MID CAP VALUE	339128100	-	6/20/2014	289	0		0	289	0	0	0	0	0	0	0	0	0	
65 JP MORGAN MID CAP VALUE	339128100	-	8/26/2014	136	0		0	136	0	-36	0	0	0	0	0	0	-36	
66 HARBOR CAPITAL ARCTICN	411511504	-	8/26/2014	504	0		0	544	0	-36	0	0	0	0	0	0	-36	
67 JP MORGAN MID CAP VALUE	339128100	-	3/6/2014	329	0		0	326	0	3	0	0	0	0	0	0	3	
68 HARBOR CAPITAL ARCTICN	411511504	-	7/23/2015	294	0		0	262	0	-34	0	0	0	0	0	0	-34	
69 HARBOR CAPITAL ARCTICN	411511504</td																	

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

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

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

	Date	Amount
1 Credit from prior year return	1	84
2 First quarter estimated tax payment	2	101
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	185

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	16,659
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	16,659