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 12/01 , 2015, and ending 11/30, 2016

Name of foundation: GIBBS - VAR CHAR

A Employer identification number: 23-6754370

Number and street (or P O box number if mail is not delivered to street address): 1525 W W.T. HARRIS BLVD. D1114-044

Room/suite:

B Telephone number (see instructions): 540-510-3755

City or town, state or province, country, and ZIP or foreign postal code: CHARLOTTE, NC 28262

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 12,773,432.

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	113.	113.		STMT 1
	4	Dividends and interest from securities	284,020.	282,208.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	64,652.			
	b	Gross sales price for all assets on line 6a 4,334,426.				
	7	Capital gain net income (from Part IV, line 2)		64,652.		
	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)	3,371.			STMT 9
	12	**Total.** Add lines 1 through 11	352,156.	346,973.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	113,632.	102,269.		11,363.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 10	1,000.	NONE	NONE	1,000.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 11	5,377.	3,634.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 12	113.	113.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	120,122.	106,016.	NONE	12,363.
	25	Contributions, gifts, grants paid	650,016.			650,016.
	26	**Total expenses and disbursements** Add lines 24 and 25	770,138.	106,016.	NONE	662,379.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-417,982.			
	b	**Net investment income** (if negative, enter -0-)		240,957.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	200,672.	152,716.	152,716.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations (attach schedule) STMT 13	1,111,274.	1,049,032.	1,058,578.
b	Investments - corporate stock (attach schedule) STMT 15	7,450,742.	7,039,639.	8,565,335.
c	Investments - corporate bonds (attach schedule) STMT 21	2,902,524.	3,004,737.	2,996,803.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,665,212.	11,246,124.	12,773,432.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	11,665,212.	11,246,124.	
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)	11,665,212.	11,246,124.	
31	**Total liabilities and net assets/fund balances** (see instructions)	11,665,212.	11,246,124.	

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	11,665,212.
2	Enter amount from Part I, line 27a	2	-417,982.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 24	3	4,283.
4	Add lines 1, 2, and 3	4	11,251,513.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 25	5	5,389.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,246,124.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,334,426.		4,269,774.	64,652.
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				64,652.
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	64,652.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	660,020.	13,373,913.	0.049351
2013	612,368.	13,743,961.	0.044555
2012	586,506.	13,100,241.	0.044771
2011	516,652.	12,455,323.	0.041480
2010	536,019.	11,314,580.	0.047374

2	**Total** of line 1, column (d)	2	0.227531
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	0.045506
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	12,531,870.
5	Multiply line 4 by line 3	5	570,275.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,410.
7	Add lines 5 and 6	7	572,685.
8	Enter qualifying distributions from Part XII, line 4	8	662,379.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	2,410.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	2,410.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,410.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 4,395.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	4,395.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,985.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 1,985. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *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 NA Telephone no. ▶ (540) 510-3755
Located at ▶ 10 S JEFFERSON ST 21ST FLOOR, ROANOKE, VA ZIP+4 ▶ 24011

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 26		113,632.		

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,444,756.
b	Average of monthly cash balances	1b	277,955.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	12,722,711.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) [1e]		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,722,711.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	190,841.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,531,870.
6	**Minimum investment return.** Enter 5% of line 5	6	626,594.

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	626,594.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,410.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,410.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	624,184.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	624,184.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	624,184.

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	662,379.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	662,379.
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	2,410.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	659,969.

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				624,184.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			162,574.	
b Total for prior years 20 13 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010 NONE				
b From 2011 NONE				
c From 2012 NONE				
d From 2013 NONE				
e From 2014 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 662,379.				
a Applied to 2014, but not more than line 2a			162,574.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount				499,805.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				124,379.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2011 NONE				
b Excess from 2012 NONE				
c Excess from 2013 NONE				
d Excess from 2014 NONE				
e Excess from 2015 NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
READING MUSICAL FOUNDATION POST OFFICE BOX 14835 READING PA 19612-4835	NONE	PC	GENERAL SUPPORT	162,506.
ST JOHNS LUTHERAN CHURCH TREASURER 521 WALNUT STREET READING PA 19601-3418	NONE	PC	GENERAL SUPPORT	162,506.
DIAKON LUTHERAN SOCIAL MINISTRIES ATTN DENISE POST OFFICE BOX 2001 MECHANICSBURG PA 17055	NONE	PC	GENERAL SUPPORT	325,004.
Total ▶ 3a				650,016.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	113.	
4 Dividends and interest from securities			14	284,020.	
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	64,652.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b EXCISE TAX REFUND			1	3,371.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				352,156.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 352,156.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

S.V.P

Wells Fargo Bank, N.A. | 03/20/2017 | Trustee

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SECURED MARKET DEPOSIT ACCOUNT	113.	113.
TOTAL	113.	113.

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

DESCRIPTION			REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	4.000%	2/15/22	1,000.	1,000.
AT & T INC			221.	221.
AT&T INC	3.400%	5/15/25	850.	850.
AMAZON.COM INC	1.200%	11/29/17	300.	300.
AMERICAN EXPRESS CRE	2.375%	5/26/20	950.	950.
AMERIPRISE FINL INC			1,088.	1,088.
AON CORP	3.125%	5/27/16	391.	391.
APPLE INC			2,811.	2,811.
APPLE INC	3.200%	5/13/25	760.	760.
BB&T CORPORATION	2.050%	6/19/18	410.	410.
BP CAPITAL MARKETS	3.200%	3/11/16	400.	400.
BANK OF AMERICA CORP	4.000%	4/01/24	1,000.	1,000.
BANK OF MONTREAL	2.500%	1/11/17	750.	750.
BANK OF NY MELLON CO	2.500%	4/15/21	40.	40.
BANK N S HALIFAX			93.	93.
BARCLAYS BANK PLC	5.000%	9/22/16	1,500.	1,500.
BEMIS INC			23.	23.
BLACKROCK INC			764.	764.
BOEING CO			2,085.	2,085.
BRITISH AMERICAN TOBACCO P.L.C - ADR			97.	97.
CME GROUP INC			2,819.	2,819.
CVS HEALTH CORPORATION			974.	974.
CVS CAREMARK CORP	4.000%	12/05/23	787.	787.
CARDINAL HEALTH INC COM			88.	88.
CARLISLE COS INC			29.	29.
CELANESE CORP			977.	977.
CELGENE CORP	2.125%	8/15/18	381.	381.
CHEVRON CORP			93.	93.
CISCO SYSTEMS INC			2,288.	2,288.
CISCO SYSTEMS INC	5.500%	2/22/16	688.	688.
CISCO SYSTEMS INC	2.200%	2/28/21	381.	381.
CITIGROUP INC.			421.	421.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITIGROUP INC 2.650% 10/26/20	318.	318.
COCA COLA CO	61.	61.
COMCAST CORP CLASS A	1,050.	1,050.
COMPASS GROUP PLC - ADR	24.	24.
CONAGRA FOODS INC 1.900% 1/25/18	595.	595.
CONSTELLATION BRANDS INC	106.	106.
CUMMINS INC.	1,604.	1,604.
DANAHER CORP	54.	54.
DEUTSCHE BANK AG LON 1.350% 5/30/17	405.	405.
DIAGEO PLC - ADR	1,057.	1,057.
WALT DISNEY CO	752.	752.
DODGE & COX INCOME FD COM #147	14,532.	14,532.
DODGE & COX STOCK FUND #145	3,996.	3,996.
DOMINION RES INC VA	41.	41.
DOW CHEMICAL CO/THE 4.250% 11/15/20	553.	553.
DUKE ENERGY HOLDING CORP. COM	65.	65.
DUKE ENERGY CORP 3.950% 10/15/23	988.	988.
ECOLAB INC	103.	103.
ENERGY TRANSFER PART 4.150% 10/01/20	586.	586.
EXPRESS SCRIPTS HOLD 4.750% 11/15/21	1,188.	1,188.
EXXON MOBIL CORPORATION	107.	107.
FHLMC POOL #A40746 5.500% 12/01/35	400.	400.
FHLMC POOL #G11981 5.000% 4/01/21	239.	239.
FHLMC POOL #G08015 5.500% 10/01/34	267.	267.
FHLMC POOL #A95765 4.000% 12/01/40	399.	399.
FHLMC POOL #A10322 5.000% 6/01/33	75.	75.
FHLMC POOL #A14186 5.500% 10/01/33	165.	165.
FHLMC POOL #C49776 6.000% 5/01/31	44.	44.
FHLMC POOL #C58858 6.000% 10/01/31	50.	50.
FED HOME LN BK 1.125% 4/25/18	394.	394.
FHLMC POOL #Q30470 4.000% 12/01/44	440.	440.
FED NATL MTG ASSN 5.000% 5/11/17	750.	750.
FED NATL MTG ASSN 5.000% 3/15/16	1,125.	1,125.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FED NATL MTG ASSN 1.500% 6/22/20	433.	433.
FED NATL MTG ASSN 1.750% 9/12/19	173.	173.
FED NATL MTG ASSN 2.625% 9/06/24	342.	342.
FNMA POOL #250322 7.500% 8/01/25	29.	29.
FNMA POOL #253673 7.500% 2/01/31	72.	72.
FED HOME LN MTG CORP 3.750% 3/27/19	2,813.	2,813.
FED HOME LN MTG CORP 1.000% 3/08/17	350.	350.
FNMA POOL #545064 6.500% 6/01/31	184.	184.
FNMA POOL #634885 6.000% 3/01/32	30.	30.
FNMA POOL #636697 6.000% 5/01/32	172.	172.
FNMA POOL #AH8423 4.500% 4/01/41	305.	305.
FNMA POOL #AR1333 3.500% 1/01/43	394.	394.
FNMA POOL #720307 4.500% 6/01/18	64.	64.
FNMA POOL #722126 5.000% 7/01/33	230.	230.
FNMA POOL #727496 4.500% 5/01/18	168.	168.
FNMA POOL #731742 5.000% 9/01/33	271.	271.
FNMA POOL #755647 5.500% 12/01/18	86.	86.
FNMA POOL #757866 5.500% 11/01/33	440.	440.
FNMA POOL #794348 5.000% 9/01/34	133.	133.
FNMA POOL #825743 4.500% 7/01/35	290.	290.
FNMA POOL #881437 6.000% 7/01/36	87.	87.
FNMA POOL #898329 5.500% 12/01/36	39.	39.
FID ADV EMER MKTS INC- CL I #607	6,037.	6,037.
FIFTH THIRD BANK 2.150% 8/20/18	393.	393.
FORTIVE CORP	8.	8.
FORTUNE BRANDS HOME & SECURITY	104.	104.
GNMA POOL #570489 6.000% 12/15/31	189.	189.
VR GNMA II PL#002699 6.000% 1/20/29	77.	77.
GNMA POOL #422650 6.500% 4/15/26	127.	127.
GNMA POOL #519620 8.000% 9/15/30	38.	38.
GNMA POOL #780570 7.000% 5/15/27	119.	119.
GNMA POOL #780615 6.500% 8/15/27	121.	121.
GENERAL ELEC CAP COR 1.600% 11/20/17	400.	400.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GILEAD SCIENCES INC	592.	592.
GLAXOSMITHKLINE PLC - ADR	38.	38.
GOLDMAN SACHS GROUP INC	337.	337.
GOLDMAN SACHS GROUP 3.625% 1/22/23	906.	906.
HCP INC 3.875% 8/15/24	775.	775.
HSBC - ADR	431.	431.
HSBC USA INC 2.350% 3/05/20	454.	454.
HARBOR INTERNATION FD INST #2011	13,568.	13,568.
OAKMARK INTERNATIONAL FD #109	3,517.	3,517.
HILTON WORLDWIDE HOLDINGS IN	26.	26.
HOME DEPOT INC	441.	441.
HOME DEPOT INC 5.400% 3/01/16	2,415.	2,415.
HOME DEPOT INC 3.950% 9/15/20	524.	524.
INTEL CORP	72.	72.
INTERCONTINENTAL EXCHANGE, INC	135.	135.
INTUIT COM	74.	74.
ISHARES CORE S & P 500 ETF	5,995.	5,995.
ISHARES MSCI EAFE ETF	11,836.	11,836.
ISHARES RUSSELL MID-CAP ETF	16,843.	16,843.
ISHARES RUSSELL 2000 GROWTH ETF	1,401.	1,401.
ISHARES CORE S&P SMALL-CAP E	6,501.	6,501.
JPMORGAN CHASE & CO	1,865.	1,865.
JPMORGAN CHASE & CO 3.900% 7/15/25	605.	605.
JOHNSON & JOHNSON	66.	66.
JOHNSON CONTROLS INC	474.	474.
JPMORGAN HIGH YIELD FUND SS #3580	8,213.	8,213.
LAS VEGAS SANDS CORP	2,159.	2,159.
ESTEE LAUDER COMPANIES INC	110.	110.
LOCKHEED MARTIN CORP	48.	48.
LOCKHEED MARTIN CORP 4.250% 11/15/19	1,063.	1,063.
MANULIFE FINANCIAL CORP	1,156.	1,156.
MCGRAW-HILL FINANCIAL INC	75.	75.
MCKESSON CORP	279.	279.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERCK & CO INC NEW	932.	932.
MICROSOFT CORP	2,542.	2,542.
MICROSOFT CORP 3.625% 12/15/23	1,088.	1,088.
MICROSOFT CORP 3.125% 11/03/25	350.	350.
MONDELEZ INTERNATIONAL INC	153.	37.
MONSANTO CO NEW	1,129.	1,129.
MORGAN STANLEY 3.875% 4/29/24	775.	775.
MORGAN STANLEY 2.650% 1/27/20	48.	48.
NESTLE S.A. REGISTERED SHARES - ADR	1,062.	1,062.
NETAPP INC 2.000% 12/15/17	420.	420.
NEWELL RUBBERMAID INC	30.	30.
NEXTERA ENERGY INC	49.	49.
NIKE INC CL B	148.	148.
OCCIDENTAL PETROLEUM 2.500% 2/01/16	638.	638.
ORACLE CORPORATION	134.	134.
ORACLE CORP 1.200% 10/15/17	360.	360.
OPPENHEIMER DEVELOPING MKT-I #799	5,851.	5,851.
PIMCO FOREIGN BD FD USD H-INST #103	34,036.	33,522.
PNC FINANCIAL SERVICES GROUP	989.	989.
PNC FINANCIAL SERVIC 2.854% 11/09/22	856.	856.
PPG INDUSTRIES INC	138.	138.
PEPSICO INC 3.500% 7/17/25	559.	559.
PFIZER INC	103.	103.
PHILIP MORRIS INTERNATIONAL IN	177.	177.
PROCTER & GAMBLE CO	100.	100.
PRUDENTIAL PLC - ADR	48.	48.
PUBLIC SVC ENTERPRISE GROUP INC	41.	41.
QUALCOMM INC 2.250% 5/20/20	450.	450.
RECKITT BENCKIS/S ADR	53.	53.
ROCHE HOLDINGS LTD - ADR	1,241.	1,241.
T ROWE PRICE INST FLOAT RATE #170	3,627.	3,627.
ROYAL DUTCH SHELL PLC ADR	90.	90.
S&P GLOBAL INC	62.	62.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SCHLUMBERGER LTD	1,271.	1,271.
SHERWIN WILLIAMS CO	25.	25.
SINGAPORE TELECOMMUNICATIONS LTD ADR	98.	98.
STARBUCKS CORP COM	141.	141.
STATE STREET CORP 3.700% 11/20/23	749.	749.
SUNCOR ENERGY INC NEW F	1,652.	1,652.
SUNTRUST BANKS INC 2.350% 11/01/18	705.	705.
TJX COMPANIES INC	447.	447.
TARGET CORP	1,352.	1,352.
TELENOR ASA - ADR	80.	80.
TELSTRA CORP-ADR	172.	172.
THERMO FISHER SCIENTIFIC INC	169.	169.
TORONTO DOMINION BK ONT COM NEW	101.	101.
TOTAL S.A. - ADR	2,539.	2,539.
TOYOTA MOTOR CREDIT 1.375% 1/10/18	344.	344.
TRACTOR SUPPLY CO COM	195.	195.
TRANSDIGM GROUP INC	840.	706.
UNILEVER N.V. - ADR	67.	67.
UNION PACIFIC CORP	1,447.	1,447.
UNITED PARCEL SERVICE-CL B	1,193.	1,193.
US TREASURY BOND 6.250% 8/15/23	625.	625.
US TREASURY NOTE 2.375% 8/15/24	1,069.	1,069.
U S TREASURY NOTES 5.125% 5/15/16	513.	513.
US TREASURY NOTE 2.250% 11/15/24	1,913.	1,913.
U S TREASURY NOTES 4.625% 2/15/17	1,156.	1,156.
US TREASURY NOTE 4.750% 8/15/17	3,748.	3,748.
US TREASURY NOTE 2.750% 2/15/19	550.	550.
US TREASURY NOTE 3.625% 2/15/20	1,904.	1,904.
US TREASURY NOTE 2.125% 8/15/21	1,488.	1,488.
US TREASURY NOTE 1.000% 10/31/16	350.	350.
US TREASURY NOTE 2.000% 2/15/22	800.	800.
US TREASURY NOTE 1.750% 5/15/22	1,041.	1,041.
US TREASURY NOTE 2.750% 11/15/23	1,100.	1,100.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY NOTE 2.500% 5/15/24	750.	750.
US TREASURY NOTE 1.500% 5/31/19	975.	975.
UNITEDHEALTH GROUP INC	1,196.	1,196.
UNITEDHEALTH GROUP 3.875% 10/15/20	775.	775.
VANGUARD HIGH YIELD CORP-ADM #529	742.	742.
VERIZON COMMUNICATIO 5.150% 9/15/23	1,288.	1,288.
VISA INC-CLASS A SHRS	161.	161.
VOYA REAL ESTATE FUND CLASS I #2190	11,793.	11,793.
WALGREEN CO 3.100% 9/15/22	620.	620.
WALGREENS BOOTS ALLIANCE INC	49.	49.
WESTERN ASSET INTERM BOND FND-I #224	19,560.	19,560.
WESTPAC BANKING CORP 2.850% 5/13/26	413.	413.
XILINX INC 2.125% 3/15/19	531.	531.
ZOETIS INC	18.	18.
ACCENTURE PLC	178.	178.
COCA-COLA EUROPEAN PARTNERS	20.	20.
EATON CORP PLC	1,048.	
PERRIGO CO PLC	16.	16.
LYONDELLBASELL INDU-CL A	60.	60.
TOTAL	284,020.	282,208.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	3,371.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	703.	703.
FEDERAL ESTIMATES - PRINCIPAL	1,743.	
FOREIGN TAXES ON QUALIFIED FOR	2,712.	2,712.
FOREIGN TAXES ON NONQUALIFIED	219.	219.
TOTALS	5,377.	3,634.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR FEES	113.	113.
TOTALS	113.	113.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
3137EACA5 FED HOME LN MTG CORP	79,296.	79,296.	79,259.
31296JLB0 FHLMC POOL #A10322	1,753.	1,415.	1,527.
31296NUK1 FHLMC POOL #A14186	3,580.	2,707.	2,959.
3128K0ZK2 FHLMC POOL #A40746	7,847.	6,955.	7,929.
312944MN8 FHLMC POOL #A95765	11,146.	9,108.	9,463.
31298J2H6 FHLMC POOL #C49776	740.	711.	819.
31298VZX8 FHLMC POOL #C58858	1,094.	630.	719.
3128MJAR1 FHLMC POOL #G08015	5,577.	4,331.	4,759.
3128M1CS6 FHLMC POOL #G11981	5,636.	3,842.	4,120.
31359MH89 FED NATL MTG ASSN	44,821.		
31359M7X5 FED NATL MTG ASSN	15,353.	15,353.	15,287.
3138AALD1 FNMA POOL #AH8423	8,003.	6,002.	6,253.
31371FAX0 FNMA POOL #250322	415.	346.	406.
31371JXA7 FNMA POOL #253673	1,011.	931.	1,098.
31385HQR6 FNMA POOL #545064	3,359.	2,604.	2,861.
31389TJ60 FNMA POOL #634885	1,390.	301.	346.
31389VKJ5 FNMA POOL #636697	3,188.	2,433.	2,746.
31401WGQ6 FNMA POOL #720307	1,923.	957.	958.
31401YHB4 FNMA POOL #722126	5,551.	3,752.	4,026.
31402FGD1 FNMA POOL #727496	6,175.	2,024.	2,039.
31402K5B6 FNMA POOL #731742	5,480.	4,924.	5,487.
31403RP85 FNMA POOL #755647	2,023.	1,188.	1,175.
31403T6B5 FNMA POOL #757866	8,575.	7,646.	8,486.
31405NP90 FNMA POOL #794348	2,970.	2,313.	2,557.
31409XHN2 FNMA POOL #881437	1,586.	1,265.	1,446.
31410VA67 FNMA POOL #898329	766.	645.	727.
36202C7L1 VR GNMA II PL#002699	1,384.	1,133.	1,343.
36206VQB6 GNMA POOL #422650	2,012.	1,797.	2,095.
36211QG54 GNMA POOL #519620	505.	485.	496.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
36200RXS6 GNMA POOL #570489	3,561.	2,841.	3,357.
36225AT34 GNMA POOL #780570	1,860.	1,552.	1,816.
36225AVG2 GNMA POOL #780615	2,032.	1,628.	1,884.
912828FF2 U S TREASURY NOTES	20,773.		
912828GH7 U S TREASURY NOTES	25,000.	25,000.	25,216.
912810EQ7 US TREASURY BOND	10,225.	10,225.	12,581.
912828MP2 US TREASURY NOTE	69,721.	69,721.	69,347.
912828KD1 US TREASURY NOTE	20,407.	20,407.	20,675.
912828HA1 US TREASURY NOTE	94,995.	94,995.	92,499.
912828RC6 US TREASURY NOTE	70,059.	70,059.	70,818.
31407BLY3 FNMA POOL #825743	6,895.	6,686.	6,864.
912828RM4 US TREASURY NOTE	35,462.		
912828SF8 US TREASURY NOTE	39,306.	39,306.	40,131.
912828SV3 US TREASURY NOTE	58,735.	58,735.	59,269.
3138NXPT8 FNMA POOL #AR1333	24,115.		
912828D56 US TREASURY NOTE	44,316.	44,316.	45,334.
912828WE6 US TREASURY NOTE	40,103.	40,103.	41,439.
912828WJ5 US TREASURY NOTE	30,229.	30,229.	30,539.
912828WL0 US TREASURY NOTE	65,133.	65,133.	65,376.
3130A4GJ5 FED HOME LN BK	35,118.	35,118.	35,039.
3135G0D75 FED NATL MTG ASSN	49,418.	49,418.	49,826.
3135G0ZR7 FED NATL MTG ASSN	10,008.	20,614.	20,304.
3137EADC0 FED HOME LN MTG CORP	35,215.	35,215.	35,045.
912828G38 US TREASURY NOTE	85,429.	85,429.	84,714.
3132QLQY2 FHLMC POOL #Q30470		22,956.	22,610.
3135G0ZG1 FED NATL MTG ASSN		20,294.	20,183.
9128282A7 US TREASURY NOTE		33,958.	32,326.
TOTALS	1,111,274.	1,049,032.	1,058,578.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
023135106 AMAZON COM INC COM	14,159.	11,344.	23,268.
517834107 LAS VEGAS SANDS CORP	38,892.	33,267.	38,667.
872540109 TJX COMPANIES INC	26,068.	7,359.	22,562.
03076C106 AMERIPRISE FINL INC	42,530.	37,115.	37,689.
09247X101 BLACKROCK INC	27,279.	21,321.	25,214.
015351109 ALEXION PHARMACEUTIC	12,860.	16,175.	12,136.
883556102 THERMO FISHER SCIENT	15,974.	11,980.	30,684.
91324P102 UNITEDHEALTH GROUP I	40,870.	16,787.	59,370.
097023105 BOEING CO	25,142.	11,045.	48,330.
231021106 CUMMINS INC.	54,816.		
907818108 UNION PACIFIC CORP	50,197.	36,421.	52,084.
037833100 APPLE INC	75,175.	38,466.	116,157.
192446102 COGNIZANT TECH SOLUT	13,944.	43,298.	40,869.
285512109 ELECTRONIC ARTS INC	9,760.		
594918104 MICROSOFT CORP	43,116.	75,853.	112,807.
68389X105 ORACLE CORPORATION	13,722.		
79466L302 SALESFORCE COM INC	12,466.	12,466.	12,168.
92826C839 VISA INC-CLASS A SHR	18,226.	13,952.	21,031.
61166W101 MONSANTO CO NEW	56,861.	39,636.	39,441.
03524A108 ANHEUSER-BUSCH INBEV	39,126.		
12572Q105 CME GROUP INC	30,721.	14,089.	30,486.
375558103 GILEAD SCIENCES INC	22,158.	13,999.	20,194.
411511306 HARBOR INTERNATION F	678,283.	400,120.	425,539.
437076102 HOME DEPOT INC	24,467.	17,666.	19,798.
464287465 ISHARES MSCI EAFE ET	390,349.	212,272.	254,874.
464287499 ISHARES RUSSELL MID-	709,635.	709,635.	1,031,186.
464287648 ISHARES RUSSELL 2000	58,082.	58,082.	153,833.
464287804 ISHARES CORE S&P SMA	328,435.	328,435.	533,052.
77954Q106 T ROWE PRICE BLUE CH	972,855.	653,675.	875,255.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
806857108 SCHLUMBERGER LTD	53,643.	41,997.	44,715.
808513105 SCHWAB CHARLES CORP	10,417.		
92345Y106 VERISK ANALYTICS INC	13,476.	7,714.	9,139.
00724F101 ADOBE SYS INC	13,560.		
008252108 AFFILIATED MANAGERS	31,369.	34,507.	35,544.
084670702 BERKSHIRE HATHAWAY I	50,232.	16,955.	25,033.
126650100 CVS HEALTH CORPORATI	33,120.	24,711.	36,984.
150870103 CELANESE CORP	38,319.	27,140.	45,450.
151020104 CELGENE CORP COM	12,375.	8,587.	13,866.
17275R102 CISCO SYSTEMS INC	44,793.	49,640.	64,471.
20030N101 COMCAST CORP CLASS A	42,823.	32,118.	53,384.
21036P108 CONSTELLATION BRANDS	5,012.	5,488.	11,940.
247361702 DELTA AIR LINES INC	8,872.		
25243Q205 DIAGEO PLC - ADR	31,364.	36,458.	31,688.
254687106 WALT DISNEY CO	38,338.	19,350.	31,718.
30303M102 FACEBOOK INC	10,428.	7,889.	26,408.
38141G104 GOLDMAN SACHS GROUP	26,025.		
404280406 HSBC - ADR	45,736.		
413838202 OAKMARK INTERNATIONA	160,000.		
45866F104 INTERCONTINENTAL EXC	7,510.	5,530.	11,357.
46625H100 JPMORGAN CHASE & CO	46,078.	36,308.	56,841.
478366107 JOHNSON CONTROLS INC	27,881.		
58155Q103 MCKESSON CORP	27,920.	20,967.	27,755.
641069406 NESTLE S.A. REGISTER	33,391.	10,531.	9,489.
74925K581 BOSTON P LNG/SHRT RE	670,000.	670,000.	730,427.
81762P102 SERVICENOW INC	8,413.		
870297801 MLN ELEMENTS ROGERS	130,429.		
87612E106 TARGET CORP	38,615.	20,635.	25,875.
89151E109 TOTAL S.A. - ADR	46,029.	41,069.	39,844.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
911312106 UNITED PARCEL SERVIC	27,667.	20,535.	28,169.
G27823106 DELPHI AUTOMOTIVE PL	9,408.		
G29183103 EATON CORP PLC	29,515.	21,063.	24,276.
172967424 CITIGROUP INC.	49,035.	41,579.	48,552.
256219106 DODGE & COX STOCK FU	300,000.		
501404107 KUTZTOWN FAIR ASSOC	1,200.	1,200.	1,000.
654106103 NIKE INC CL B	10,411.	5,192.	6,609.
683974604 OPPENHEIMER DEVELOPI	570,232.	422,002.	409,485.
697435105 PALO ALTO NETWORKS I	5,723.	9,908.	8,465.
78388J106 SBA COMMUNICATIONS C	13,669.		
92913K595 VOYA REAL ESTATE FUN	560,000.	487,746.	511,695.
00971T101 AKAMAI TECHNOLOGIES	13,471.		
02079K107 ALPHABET INC CL C	45,641.	57,466.	88,691.
02079K305 ALPHABET INC CL A	11,947.		
142339100 CARLISLE COS INC	9,876.		
43300A104 HILTON WORLDWIDE HOL	9,927.		
52729N308 LEVEL 3 COMMUNICATIO	8,139.		
580645109 MCGRAW-HILL FINANCIA	12,876.		
693475105 PNC FINANCIAL SERVIC	42,803.	38,648.	45,653.
75886F107 REGENERON PHARMACEUT	10,860.		
771195104 ROCHE HOLDINGS LTD -	41,485.	52,894.	44,388.
824348106 SHERWIN WILLIAMS CO	11,736.		
867224107 SUNCOR ENERGY INC NE	50,013.	45,392.	54,512.
88032Q109 TENCENT HOLDINGS LTD	8,601.		
931427108 WALGREENS BOOTS ALLI	12,650.		
98978V103 ZOETIS INC	9,888.		
G0177J108 ALLERGAN PLC	11,695.	14,368.	9,326.
G0750C108 AXALTA COATING SYSTE	9,938.		
00206R102 AT & T INC		12,071.	11,280.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
016255101 ALIGN TECHNOLOGY INC		8,829.	12,469.
055262505 BASF AKTIENGESELLSCH		7,399.	8,226.
064149107 BANK N S HALIFAX		5,347.	5,912.
081437105 BEMIS INC		4,013.	3,956.
101137107 BOSTON SCIENTIFIC CO		10,835.	12,296.
110448107 BRITISH AMERICAN TOB		7,343.	6,760.
15135B101 CENTENE CORP DEL		11,171.	10,431.
166764100 CHEVRON CORP		8,928.	9,706.
191216100 COCA COLA CO		7,782.	6,981.
20449X302 COMPASS GROUP PLC -		5,649.	5,196.
20605P101 CONCHO RESOURCES INC		8,660.	11,728.
235851102 DANAHER CORP		6,699.	7,270.
251542106 DEUTSCHE BOERSE AG A		3,164.	2,995.
25746U109 DOMINION RES INC VA		4,363.	4,251.
26441C204 DUKE ENERGY HOLDING		3,869.	3,467.
278865100 ECOLAB INC		7,302.	7,237.
30231G102 EXXON MOBIL CORPORAT		13,104.	12,484.
34959J108 FORTIVE CORP		5,479.	6,104.
34964C106 FORTUNE BRANDS HOME		11,857.	11,912.
37733W105 GLAXOSMITHKLINE PLC		3,366.	3,061.
405217100 HAIN CELESTIAL GROUP		21,858.	20,888.
458140100 INTEL CORP		8,954.	9,543.
461202103 INTUIT COM		5,778.	6,821.
464287200 ISHARES CORE S & P 5		1,170,408.	1,201,357.
478160104 JOHNSON & JOHNSON		9,745.	9,127.
500472303 PHILIPS ELECTRONICS		6,678.	7,524.
502441306 LVMH MOET HENNESSY U		6,508.	7,442.
518439104 ESTEE LAUDER COMPANI		10,186.	9,479.
532457108 ELI LILLY & CO COM		19,684.	16,377.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
539830109 LOCKHEED MARTIN CORP		7,107.	7,692.
56501R106 MANULIFE FINANCIAL C		33,121.	40,199.
58933Y105 MERCK & CO INC NEW		36,583.	43,078.
596278101 MIDDLEBY CORP		7,132.	8,904.
609207105 MONDELEZ INTERNATION		9,310.	9,032.
61174X109 MONSTER BEVERAGE COR		13,879.	12,217.
62942M201 NTT DOCOMO, INC. - A		3,801.	3,333.
651229106 NEWELL BRANDS, INC		8,776.	7,522.
65339F101 NEXTERA ENERGY INC		7,069.	6,397.
66987V109 NOVARTIS AG - ADR		10,445.	9,076.
67103H107 O'REILLY AUTOMOTIVE		7,166.	6,863.
693506107 PPG INDUSTRIES INC		13,472.	12,279.
717081103 PFIZER INC		12,174.	10,992.
718172109 PHILIP MORRIS INTERN		10,730.	9,534.
741503403 THE PRICELINE GROUP		15,353.	18,044.
742718109 PROCTER & GAMBLE CO		7,858.	7,751.
74435K204 PRUDENTIAL PLC - ADR		4,931.	5,508.
744573106 PUBLIC SVC ENTERPRIS		4,451.	4,090.
756255204 RECKITT BENCKIS/S AD		6,819.	5,939.
780259206 ROYAL DUTCH SHELL PL		4,965.	4,906.
78409V104 S&P GLOBAL INC		8,263.	10,233.
80105N105 SANOFI-ADR		4,542.	4,583.
826197501 SIEMENS AG - SPONSOR		10,275.	11,148.
83084V106 SKY PLC-SPN ADR		3,364.	2,953.
848574109 SPIRIT AEROSYTSEMS H		22,246.	28,659.
855244109 STARBUCKS CORP COM		13,959.	13,623.
87944W105 TELENOR ASA - ADR		3,149.	2,833.
87969N204 TELSTRA CORP-ADR		6,043.	5,455.
88031M109 TENARIS S.A. - ADR		3,645.	4,252.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
891160509 TORONTO DOMINION BK		6,726.	7,345.
892331307 TOYOTA MOTOR CORPORA		6,106.	6,875.
892356106 TRACTOR SUPPLY CO CO		17,325.	15,164.
893641100 TRANSDIGM GROUP INC		8,017.	8,800.
904784709 UNILEVER N.V. - ADR		8,408.	7,568.
92210H105 VANTIV INC		8,470.	8,860.
92334N103 VEOLIA ENVIRONNEMENT		3,535.	2,772.
92927K102 WABCO HOLDINGS INC		8,401.	7,684.
977868306 WOLSELEY PLC		3,344.	3,717.
G1151C101 ACCENTURE PLC		8,125.	9,196.
G25839104 COCA-COLA EUROPEAN P		5,708.	4,934.
G50871105 JAZZ PHARMACEUTICALS		13,404.	10,674.
G66721104 NORWEGIAN CRUISE LIN		16,862.	12,819.
H84989104 TE CONNECTIVITY LTD		22,862.	23,674.
N53745100 LYONDELLBASELL INDU-		5,483.	6,322.
N6596X109 NXP SEMICONDUCTORS N		9,161.	10,113.
TOTALS	7,450,742.	7,039,639.	8,565,335.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
037389AY9 AON CORP	25,268.		
437076AP7 HOME DEPOT INC	28,395.		
674599BZ7 OCCIDENTAL PETROLEUM	24,675.		
91324PBM3 UNITEDHEALTH GROUP	19,726.	19,726.	21,084.
4812C0803 JPMORGAN HIGH YIELD	272,877.	137,756.	137,187.
693390882 PIMCO FOREIGN BD FD	474,337.		
77958B402 T ROWE PRICE INST FL	276,021.		
001055AJ1 AFLAC INC	25,615.	25,615.	26,618.
023135AH9 AMAZON.COM INC	24,311.	24,311.	25,006.
05531FAN3 BB&T CORPORATION	19,910.	19,910.	20,114.
05565QBQ0 BP CAPITAL MARKETS	26,335.		
06366QW86 BANK OF MONTREAL	30,671.	30,671.	30,047.
06739FGF2 BARCLAYS BANK PLC	32,928.		
17275RAC6 CISCO SYSTEMS INC	27,755.		
205887BQ4 CONAGRA FOODS INC	25,063.		
260543CC5 DOW CHEMICAL CO/THE	13,602.	13,602.	13,765.
26441CAL9 DUKE ENERGY CORP	24,949.	24,949.	26,379.
29273RAX7 ENERGY TRANSFER PART	19,966.	9,983.	10,321.
30219GAE8 EXPRESS SCRIPTS HOLD	26,821.	26,821.	26,987.
36962G6K5 GENERAL ELEC CAP COR	24,700.	24,700.	25,085.
38141GRD8 GOLDMAN SACHS GROUP	24,150.	24,150.	25,599.
539830AT6 LOCKHEED MARTIN CORP	26,659.	26,659.	26,649.
64110DAC8 NETAPP INC	19,798.	19,819.	20,042.
68389XAN5 ORACLE CORP	29,509.	29,509.	30,029.
693475AL9 PNC FINANCIAL SERVIC	27,172.	27,172.	29,602.
89233P7E0 TOYOTA MOTOR CREDIT	24,478.	24,478.	24,992.
92343VBR4 VERIZON COMMUNICATIO	26,839.	26,839.	27,679.
931422AH2 WALGREEN CO	19,022.	19,022.	20,036.
983919AG6 XILINX INC	24,934.	24,934.	25,060.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
00206RCN0 AT&T INC	24,024.	24,024.	24,017.
0258M0DT3 AMERICAN EXPRESS CRE	39,667.	39,667.	40,050.
06051GFF1 BANK OF AMERICA CORP	25,617.	25,617.	25,848.
126650CC2 CVS CAREMARK CORP	20,782.	20,782.	20,861.
151020AT1 CELGENE CORP	25,126.	25,126.	25,112.
25152RWY5 DEUTSCHE BANK AG LON	29,995.	29,995.	29,870.
256210105 DODGE & COX INCOME F	545,000.	347,183.	348,414.
31677QBD0 FIFTH THIRD BANK	25,145.	25,145.	25,159.
40414LAL3 HCP INC	26,109.	10,444.	9,925.
40428HPR7 HSBC USA INC	24,862.	24,862.	24,754.
46625HMN7 JPMORGAN CHASE & CO	20,465.	20,465.	20,636.
594918AW4 MICROSOFT CORP	32,464.	32,464.	31,557.
61746BDQ6 MORGAN STANLEY	20,660.	20,660.	20,488.
713448CY2 PEPSICO INC	25,768.	25,768.	25,895.
747525AD5 QUALCOMM INC	19,997.	19,997.	20,029.
867914BF9 SUNTRUST BANKS INC	30,357.	30,357.	30,285.
957663701 WESTERN ASSET INTERM	300,000.	1,040,000.	1,032,003.
037833BG4 APPLE INC		30,429.	30,325.
06406FAA1 BANK OF NY MELLON CO		30,761.	30,002.
17275RBD3 CISCO SYSTEMS INC		34,933.	34,814.
172967KB6 CITIGROUP INC		30,258.	30,115.
315920702 FID ADV EMER MKTS IN		300,000.	294,106.
437076AT9 HOME DEPOT INC		27,161.	26,517.
49326EEF6 KEYCORP		25,811.	25,302.
594918BJ2 MICROSOFT CORP		15,311.	15,168.
61747YDW2 MORGAN STANLEY		5,019.	5,031.
857477AM5 STATE STREET CORP		31,882.	31,370.
922031760 VANGUARD HIGH YIELD		100,000.	98,132.
961214CX9 WESTPAC BANKING CORP		29,990.	28,737.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TOTALS	2,902,524.	3,004,737.	2,996,803.

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	2,157.
ROUNDING	6.
ACCRUED INTEREST POST EFFECTIVE DATE ADJ	2,120.
TOTAL	4,283.

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

DESCRIPTION	AMOUNT
MUTUAL FUND POSTING DATE AFTER TYE	4,218.
ROC COST BASIS ADJ	1,014.
WASH SALES COST ADJ	157.
TOTAL	5,389.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
WELLS FARGO BANK NA
ADDRESS:
1525 WEST WT HARRIS BLVD
CHARLOTTE, NC 28288-1116
TITLE:
TRUSTEE
COMPENSATION .... 113,632.
COMPENSATION EXPLANATION:
Trustee Admin Fee

TOTAL COMPENSATION: 113,632.

	Cert Mail Num - Fed	Account	Name	Tax ID	Tax Due - 990PF	Over Payment	Prep Code
1	7006 2760 0002 3334 7851	1513077250	GIBBS - VAR CHAR	23-6754370	0 00	1,985 00	485

FEDERAL FOOTNOTES

THE COMPENSATION REPORTED IN COLUMN (B) 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.