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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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		A Employer identification number
FRANK S BARKS		43-6022462
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
135 S. LASALLE ST IL4-135-14-19		866-752-2127
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending, check here ▶ ☐
CHICAGO, IL 60603		

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) ▶ $ 18,067,912.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	342,341.	340,924.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	229,974.			
	b Gross sales price for all assets on line 6a 8,237,955.				
	7 Capital gain net income (from Part IV, line 2)		229,974.		
	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)	19,538.			STMT 2
	12 **Total.** Add lines 1 through 11	591,853.	570,898.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	121,305.	72,783.		48,522.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule) STMT 4	11,258.	10,820.		438.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	6,081.	2,810.		
	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 6	10,125.	9,865.		260.
	24 **Total operating and administrative expenses** Add lines 13 through 23	150,019.	96,278.	NONE	50,470.
	25 Contributions, gifts, grants paid	947,503.			947,503.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,097,522.	96,278.	NONE	997,973.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-505,669.			
	b **Net investment income** (if negative, enter -0-)		474,620.		
	c **Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2015)
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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	461,001.	524,960.	524,960.
	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)			
	b	Investments - corporate stock (attach schedule)	16,466,578.	15,879,302.	17,542,952.
	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)			
	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)	16,927,579.	16,404,262.	18,067,912.
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	16,927,579.	16,404,262.	
	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)	16,927,579.	16,404,262.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	16,927,579.	16,404,262.	

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	16,927,579.
2	Enter amount from Part I, line 27a	2	-505,669.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,421,910.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	17,648.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,404,262.

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	8,237,955.		8,007,981.	229,974.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				229,974.
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	229,974.
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	911,626.	18,426,068.	0.049475
2013	841,089.	18,706,633.	0.044962
2012	808,921.	17,488,734.	0.046254
2011	802,643.	16,450,556.	0.048791
2010	765,545.	16,611,035.	0.046087

2	**Total** of line 1, column (d)	2	0.235569
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	0.047114
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	13,586,778.
5	Multiply line 4 by line 3	5	640,127.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,746.
7	Add lines 5 and 6	7	644,873.
8	Enter qualifying distributions from Part XII, line 4	8	997,973.

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	4,746.
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	4,746.
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	4,746.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . 6a 7,927.		
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	7,927.
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	3,181.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 2,374. **Refunded** ▶	11	807.

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) ▶ MO IL			
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 ▶ NONE			
14	The books are in care of ▶ BANK OF AMERICA Telephone no ▶ (866)752-2127			
	Located at ▶ 135 S. LASALLE, CHICAGO, IL ZIP+4 ▶ 60603			
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			
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
BANK OF AMERICA 135 S. LaSalle, Chicago, IL 60603	TRUSTEE 1	121,305	-0-	-0-

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

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

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

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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	13,523,829.
b	Average of monthly cash balances	1b	269,854.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	13,793,683.
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	13,793,683.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	206,905.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,586,778.
6	**Minimum investment return.** Enter 5% of line 5	6	679,339.

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	679,339.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	4,746.		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,746.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	674,593.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	674,593.
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	674,593.

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	997,973.
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	997,973.
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	4,746.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	993,227.

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					674,593.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				295,849.	
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 ▶ $ 997,973.					
a Applied to 2014, but not more than line 2a				295,849.	
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					674,593.
e Remaining amount distributed out of corpus		27,531.			
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		27,531.			
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					NONE
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		27,531.			
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	27,531.				

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).)

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 ▶ [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*				
FATHER FLANAGAN'S GIRLS & BOYS HOME 14100 CRAWFORD BOYSTOWN NE 68010	N/A	PC	UNRESTRICTED GENERAL SUPPORT	947,503.
Total . . . . . . ▶ 3a				947,503.
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					
4 Dividends and interest from securities			14	342,341.	
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	229,974.	
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	19,538.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				591,853.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 591,853.

(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

Karen J Kiser | 01/12/2017 | SVP Tax

Signature of officer or trustee | Date | Title

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

BANK OF AMERICA, N.A.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	416.	416.
FOREIGN DIVIDENDS	39,261.	39,261.
NONDIVIDEND DISTRIBUTIONS	1,417.	
DOMESTIC DIVIDENDS	225,968.	225,968.
OTHER INTEREST	545.	545.
NONQUALIFIED FOREIGN DIVIDENDS	382.	382.
NONQUALIFIED DOMESTIC DIVIDENDS	74,352.	74,352.
TOTAL	342,341.	340,924.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		19,538.
	TOTALS	19,538.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	10,820.	10,820.	
OTHER PROFESSIONAL FEES - CHAR	438.		438.
TOTALS	11,258.	10,820.	438.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX ESTIMATES	3,271.	
FOREIGN TAXES ON QUALIFIED FOR	2,586.	2,586.
FOREIGN TAXES ON NONQUALIFIED	224.	224.
TOTALS	6,081.	2,810.

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FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STATE FILING FEE	230.		230.
STATE FILING FEE	30.		30.
DIVIDEND INVESTMENT EXPENSE -	9,865.	9,865.	
TOTALS	10,125.	9,865.	260.

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

DESCRIPTION	AMOUNT
CARRYING VALUE BASIS ADJUSTMENT	1,975.
SALES ADJUSTMENT	15,343.
ROC COST BASIS ADJUSTMENTS	330.
TOTAL	17,648.

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

FRANK S BARKS
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Balance Sheet
11/30/2016

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	524960 280	524,960 28	524,960 28
001055102	AFLAC INC	541 000	33,673 67	38,616.58
00130H105	AES CORP	2620 000	28,390 34	29,999 00
00206R102	AT&T INC	565 000	19,564 51	21,825 95
00507V109	ACTIVISION BLIZZARD INC	865 000	35,547 91	31,667 65
00724F101	ADOBE SYS INC	317 000	29,381 59	32,590 77
00773T101	ADVANSIX INC	46 000	420 70	860 20
00817Y108	AETNA INC	320 000	35,784 07	41,868 80
011659109	ALASKA AIR GROUP INC	142 000	8,312 10	11,682 34
015351109	ALEXION PHARMACEUTICALS INC	129 000	21,520 06	15,814 11
02079K305	ALPHABET INC	138 000	97,390 18	107,071 44
02209S103	ALTRIA GROUP INC	910 000	47,274 50	58,176 30
023135106	AMAZON COM INC	46 000	26,693 56	34,526.22
026874784	AMERICAN INTL GROUP INC	2000.000	120,318 08	126,660 00
03027X100	AMERICAN TOWER CORP	1400 000	56,978.04	143,178 00
03073E105	AMERISOURCEBERGEN CORP	266 000	25,032 60	20,745 34
031162100	AMGEN INC	70 000	10,673 67	10,084 90
037833100	APPLE INC	2576 000	115,957 35	284,699 52
038222105	APPLIED MATLS INC	141 000	4,188 86	4,540 20
039483102	ARCHER DANIELS MIDLAND CO	350 000	15,282 41	15,130 50
053015103	AUTOMATIC DATA PROCESSING INC	1000 000	66,131 53	96,020 00
057224107	BAKER HUGHES INC	680 000	34,532 78	43,744 40
071813109	BAXTER INTL INC	745 000	35,876 29	33,055 65
075887109	BECTON DICKINSON & CO	934.000	145,122 69	157,939 40
084670702	BERKSHIRE HATHAWAY INC DEL	181 000	25,926 84	28,496 64
086516101	BEST BUY INC	935 000	27,726.02	42,729 50
09062X103	BIOGEN IDEC INC	77 000	23,955 08	22,643 39
09247X101	BLACKROCK INC	383.000	118,601.05	142,012 57
097023105	BOEING CO	367.000	55,230 89	55,255 52
12572Q105	CME GROUP INC	63 000	6,688 74	7,113 33
126650100	CVS HEALTH CORP	1700 000	128,048 25	130,713.00
127097103	CABOT OIL & GAS CORP	1462 000	31,942 08	32,339 44
151020104	CELGENE CORP	243 000	27,860 39	28,797 93
15189T107	CENTERPOINT ENERGY INC	1391.000	31,195 26	33,189 26

FRANK S BARKS
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Balance Sheet
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Bank of America

Cusip	Asset	Units	Basis	Market Value
156700106	CENTURYLINK INC	1179 000	37,233 19	27,730 08
166764100	CHEVRON CORP	476 000	46,439 30	53,102 56
17275R102	CISCO SYS INC	6231.000	175,178 99	185,808 42
172967424	CITIGROUP INC	1337 000	66,847 03	75,393 43
191216100	COCA COLA CO	2936 000	124,046 09	118,467.60
19247U106	COHEN & STEERS INSTITUTIONAL	7701 828	350,000 00	348,661.75
19248X307	COHEN & STEERS PFD SECS &	21575 311	300,000 00	289,540 67
19765N468	COLUMBIA TOTAL RETURN BOND	133463 274	1,183,363 42	1,193,161 67
19766J607	COLUMBIA US GOVT MTG FUND	91152.349	459,179 13	492,222 68
20030N101	COMCAST CORP	3100.000	168,253 84	215,481 00
20825C104	CONOCOPHILLIPS	1022 000	62,100 20	49,587 44
22160K105	COSTCO WHSL CORP NEW	600.000	91,875 72	90,066.00
235851102	DANAHER CORP DEL	700 000	44,190 10	54,719 00
237194105	DARDEN RESTAURANTS INC	495.000	29,236 11	36,283 50
245914817	DELAWARE EMERGING MKTS FUND	51971 916	800,000 00	763,467 45
247361702	DELTA AIR LINES INC DEL	816 000	36,632 79	39,314 88
254709108	DISCOVER FINL SVCS	415 000	23,664.31	28,124.55
26875P101	EOG RES INC	1300 000	116,588 00	133,276 00
278865100	ECOLAB INC	900 000	102,918 23	105,057 00
291011104	EMERSON ELEC CO	729 000	39,674 74	41,144 76
29364G103	ENTERGY CORP NEW	455 000	34,496 40	31,272 15
30219G108	EXPRESS SCRIPTS HLDG CO	274 000	22,432 82	20,791 12
30231G102	EXXON MOBIL CORP	2371 000	208,776 40	206,988 30
30303M102	FACEBOOK INC	754.000	74,566 85	89,288 68
315616102	F5 NETWORKS INC	250 000	30,768 65	35,187 50
316773100	FIFTH THIRD BANCORP	1797 000	29,911 73	46,757 94
345370860	FORD MTR CO DEL	3310.000	48,433 05	39,587 60
369604103	GENERAL ELEC CO	910 000	22,158 78	27,991 60
372460105	GENUINE PARTS CO	101 000	8,632 70	9,719 23
375558103	GILEAD SCIENCES INC	1558 000	133,510 66	114,824 60
436440101	HOLOGIC INC	880 000	29,914 53	33,686.40
437076102	HOME DEPOT INC	1826 000	214,144 78	236,284 40
438516106	HONEYWELL INTL INC	1150 000	79,050 09	131,031 00
452308109	ILLINOIS TOOL WKS INC	328 000	29,888 64	41,059 04

FRANK S BARKS
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Balance Sheet
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Bank of America

Cusip	Asset	Units	Basis	Market Value
458140100	INTEL CORP	435 000	13,106.75	15,094 50
459200101	INTERNATIONAL BUSINESS MACHS	700 000	120,723 12	113,554 00
460146103	INTERNATIONAL PAPER CO	284 000	13,420 65	13,836 48
46625H100	J P MORGAN CHASE & CO	1017 000	63,345 60	81,532 89
47103C795	JANUS ENTERPRISE FUND	7094 094	632,663.46	687,275 83
47803W406	JOHN HANCOCK FDS III DISCIPLINED	37220 942	478,674 66	811,788 75
478160104	JOHNSON & JOHNSON	840 000	84,470 31	93,492 00
500754106	KRAFT HEINZ CORP	2100 000	129,425 59	171,465.00
501044101	KROGER CO	967 000	36,602 28	31,234.10
532457108	LILLY ELI & CO	900 000	73,237 50	60,408.00
539830109	LOCKHEED MARTIN CORP	184 000	39,992 49	48,806 00
548661107	LOWES COS INC	410 000	30,808 34	28,925 50
571748102	MARSH & MCLENNAN COS INC	2028 000	98,340 63	140,560 68
57636Q104	MASTERCARD INC	555 000	48,916 20	56,721 00
580135101	MCDONALDS CORP	276 000	33,598 12	32,918 52
58155Q103	MCKESSON CORP	232 000	44,316.41	33,363.92
58933Y105	MERCK & CO INC	1130 000	62,316 83	69,144.70
594918104	MICROSOFT CORP	5496 000	243,877 54	331,188 96
637071101	NATIONAL OILWELL VARCO INC	316 000	10,109 58	11,805 76
63938C108	NAVIENT CORP	1873 000	23,464 09	32,271 79
64110D104	NETAPP INC	237 000	8,198 79	8,664 72
641224811	NEUBERGER BERMAN INTL FUND	63462 533	700,000 00	670,164 35
651639106	NEWMONT MNG CORP	471 000	18,735 04	15,279 24
65249B109	NEWS CORP NEW	2127.000	30,622 68	24,588 12
655664100	NORDSTROM INC	603 000	31,692 10	33,719 76
670346105	NUCOR CORP	689 000	34,456 27	42,848 91
68380L407	OPPENHEIMER INTL GROWTH FUND	29480 584	1,027,326.25	1,009,120 39
693475105	PNC FINL SVCS GROUP INC	1150 000	78,999 23	127,121 00
713448108	PEPSICO INC	578 000	59,230 48	57,857 80
717081103	PFIZER INC	6186 000	212,341 03	198,818 04
718172109	PHILIP MORRIS INTL INC	1917 000	104,948 56	169,232 76
723484101	PINNACLE WEST CAP CORP	417 000	30,458 56	30,828 81
74144T108	PRICE T ROWE GROUP INC	482 000	38,235 67	35,696 92
74251V102	PRINCIPAL FINL GROUP INC	739 000	32,423.71	42,632 91

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Bank of America

Cusip	Asset	Units	Basis	Market Value
742718109	PROCTER & GAMBLE CO	180 000	14,954 06	14,842 80
744320102	PRUDENTIAL FINL INC	501 000	41,766 66	50,400 60
744573106	PUBLIC SVC ENTERPRISE GROUP	262 000	11,021 34	10,823 22
747525103	QUALCOMM INC	815 000	41,132 26	55,525 95
755111507	RAYTHEON CO	900 000	96,403 86	134,586 00
75886F107	REGENERON PHARMACEUTICALS	31.000	12,626 97	11,756 44
778296103	ROSS STORES INC	576 000	35,908 01	38,931.84
78409V104	S&P GLOBAL INC	325 000	29,915 18	38,671 75
806857108	SCHLUMBERGER LTD	1035 000	70,712.77	86,991 75
808513105	SCHWAB CHARLES CORP NEW	2800 000	67,579 36	108,248 00
871829107	SYSCO CORP	712 000	35,304 46	37,914 00
872540109	TJX COS INC NEW	1200 000	83,147 04	94,008 00
87612E106	TARGET CORP	1100 000	89,349 37	84,964.00
87901J105	TEGNA INC	331 000	6,144.23	7,424 33
881609101	TESORO CORP	75 000	5,742 92	6,101 25
88579Y101	3M CO	299 000	51,074 58	51,350 26
8EQO29993	MAN FRM ALTERNATIVE MULTI-	659 411	1,065,689 16	1,010,772 16
902494103	TYSON FOODS INC	525 000	26,969 88	29,825 25
910047109	UNITED CONTL HLDGS INC	469 000	26,554 72	32,337 55
911312106	UNITED PARCEL SVC INC	1241 000	126,803 90	143,856 72
91324P102	UNITEDHEALTH GROUP INC	94 000	13,394 98	14,882 08
917047102	URBAN OUTFITTERS INC	962 000	27,985 97	30,399 20
91913Y100	VALERO ENERGY CORP NEW	678 000	39,030 35	41,737 68
922908553	VANGUARD REIT	3800 000	287,582.66	305,482 00
92343E102	VERISIGN INC	400.000	26,768 28	31,540 00
92343V104	VERIZON COMMUNICATIONS INC	3571 000	171,340 96	178,192 90
92532F100	VERTEX PHARMACEUTICALS INC	212 000	23,562 71	17,301 32
92646A815	VICTORY SMALL CO OPPTY FUND	14299 059	492,534 42	646,460 46
92826C839	VISA INC	2793 000	144,248 00	215,954 76
931142103	WAL-MART STORES INC	791 000	62,192.32	55,710 13
94106L109	WASTE MGMT INC DEL	1942.000	123,637 81	135,007 84
949746101	WELLS FARGO & CO	303 000	9,112 70	16,034 76
949921571	WELLS FARGO SMALL CO GROWTH	11739 014	499,299 09	517,925 30
983919101	XILINX INC	314 000	16,232 73	16,949 72

FRANK S BARKS
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Balance Sheet
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Bank of America

Cusip	Asset	Units	Basis	Market Value
G0177J108	ALLERGAN PLC	500 000	122,589 50	97,150 00
G1151C101	ACCENTURE PLC	890 000	62,469 27	106,292.70
G47791101	INGERSOLL-RAND CO LTD	297 000	21,358 08	22,138 38
G5960L103	MEDTRONIC PLC	1800 000	137,179 11	131,418 00
H1467J104	CHUBB LTD	800 000	96,975 28	102,400 00
H84989104	TE CONNECTIVITY LTD	2200.000	118,785 52	148,808.00
N53745100	LYONDELLBASELL INDUSTRIES NV	454 000	39,814 06	41,005 28
		Totals	16,404,262 69	18,067,912 61