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Form **990-PF**

# Return of Private Foundation

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

OMB No 1545-0052

**2016**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2016 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                 |  |                                                                                                                                                      |                                                                |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--|
| Name of foundation<br><b>BLEWETT, ALICE E AND JOS C FOUNDAT</b>                                                                                                                                                                                                                                                 |  |                                                                                                                                                      | A Employer identification number<br><b>01-6190683</b>          |  |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>Wells Fargo Bank N A Trust Tax Dept - 100 N Main St MAC D4001-117</b>                                                                                                                                                    |  | Room/suite                                                                                                                                           | B Telephone number (see instructions)<br><b>(888) 730-4933</b> |  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>Winston Salem NC 27101</b>                                                                                                                                                                                                       |  |                                                                                                                                                      |                                                                |  |
| Foreign country name                                                                                                                                                                                                                                                                                            |  | Foreign province/state/county                                                                                                                        | Foreign postal code                                            |  |
| <b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change |  |                                                                                                                                                      |                                                                |  |
| <b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                           |  |                                                                                                                                                      |                                                                |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,488,296</b>                                                                                                                                                                                                    |  | <b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ |                                                                |  |
| <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                                                                                                                                                         |  |                                                                                                                                                      |                                                                |  |

| 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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 3 Interest on savings and temporary cash investments                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 4 Dividends and interest from securities                                                      | 35,948                             | 32,457                    |                         |                                                             |
|                                                                                                                                                                    | 5a Gross rents                                                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Net rental income or (loss)                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10                                      | 27,274                             |                           |                         |                                                             |
|                                                                                                                                                                    | b Gross sales price for all assets on line 6a <b>285,242</b>                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2)                                              |                                    | 27,274                    |                         |                                                             |
|                                                                                                                                                                    | 8 Net short-term capital gain                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 9 Income modifications                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 10a Gross sales less returns and allowances                                                   |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                              | b Less Cost of goods sold                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | c Gross profit or (loss) (attach schedule)                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 11 Other income (attach schedule)                                                             | 878                                | 878                       |                         |                                                             |
|                                                                                                                                                                    | 12 Total. Add lines 1 through 11                                                              | 64,100                             | 60,609                    | 0                       |                                                             |
|                                                                                                                                                                    | 13 Compensation of officers, directors, trustees, etc                                         | 21,640                             | 16,230                    |                         | 5,410                                                       |
|                                                                                                                                                                    | 14 Other employee salaries and wages                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 15 Pension plans, employee benefits                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 16a Legal fees (attach schedule)                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Accounting fees (attach schedule)                                                           | 848                                |                           |                         | 848                                                         |
|                                                                                                                                                                    | c Other professional fees (attach schedule)                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 17 Interest                                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 18 Taxes (attach schedule) (see instructions)                                                 | 1,240                              | 1,105                     |                         |                                                             |
|                                                                                                                                                                    | 19 Depreciation (attach schedule and depletion)                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 20 Occupancy                                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 21 Travel, conferences, and meetings                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 22 Printing and publications                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 23 Other expenses (attach schedule)                                                           | 1                                  | 1                         |                         |                                                             |
|                                                                                                                                                                    | 24 Total operating and administrative expenses. Add lines 13 through 23                       | 23,729                             | 17,336                    | 0                       | 6,258                                                       |
|                                                                                                                                                                    | 25 Contributions, gifts, grants paid                                                          | 60,000                             |                           |                         | 60,000                                                      |
|                                                                                                                                                                    | 26 Total expenses and disbursements. Add lines 24 and 25                                      | 83,729                             | 17,336                    | 0                       | 66,258                                                      |
|                                                                                                                                                                    | 27 Subtract line 26 from line 12                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | a Excess of revenue over expenses and disbursements                                           | -19,629                            |                           |                         |                                                             |
|                                                                                                                                                                    | b Net investment income (if negative, enter -0-)                                              |                                    | 43,273                    |                         |                                                             |
|                                                                                                                                                                    | c Adjusted net income (if negative, enter -0-)                                                |                                    |                           | 0                       |                                                             |

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2016)

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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                                                                                  | 78,524            | 23,956         | 23,956                |
|                             | 3   | Accounts receivable ▶                                                                                                   |                   |                |                       |
|                             |     | Less allowance for doubtful accounts ▶                                                                                  |                   |                |                       |
|                             | 4   | Pledges receivable ▶                                                                                                    |                   |                |                       |
|                             |     | Less allowance for doubtful accounts ▶                                                                                  |                   |                |                       |
|                             | 5   | Grants receivable                                                                                                       |                   |                |                       |
|                             | 6   | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) |                   |                |                       |
|                             | 7   | Other notes and loans receivable (attach schedule) ▶                                                                    |                   |                |                       |
|                             |     | Less allowance for doubtful accounts ▶                                                                                  |                   |                |                       |
|                             | 8   | Inventories for sale or use                                                                                             |                   |                |                       |
|                             | 9   | Prepaid expenses and deferred charges                                                                                   |                   |                |                       |
|                             | 10a | Investments—U S and state government obligations (attach schedule)                                                      |                   |                |                       |
|                             | b   | Investments—corporate stock (attach schedule)                                                                           |                   |                |                       |
|                             | c   | Investments—corporate bonds (attach schedule)                                                                           |                   |                |                       |
| Liabilities                 | 11  | Investments—land, buildings, and equipment basis ▶                                                                      |                   |                |                       |
|                             |     | Less accumulated depreciation (attach schedule) ▶                                                                       |                   |                |                       |
|                             | 12  | Investments—mortgage loans                                                                                              |                   |                |                       |
|                             | 13  | Investments—other (attach schedule)                                                                                     | 1,369,691         | 1,402,163      | 1,464,340             |
|                             | 14  | Land, buildings, and equipment basis ▶                                                                                  |                   |                |                       |
|                             |     | Less accumulated depreciation (attach schedule) ▶                                                                       |                   |                |                       |
|                             | 15  | Other assets (describe ▶ )                                                                                              |                   |                |                       |
|                             | 16  | <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)                       | 1,448,215         | 1,426,119      | 1,488,296             |
|                             | 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  | <b>Total liabilities</b> (add lines 17 through 22)                                                                      | 0                 | 0              |                       |
| Net Assets or Fund Balances |     | <b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>                                          |                   |                |                       |
|                             | 24  | Unrestricted                                                                                                            |                   |                |                       |
|                             | 25  | Temporarily restricted                                                                                                  |                   |                |                       |
|                             | 26  | Permanently restricted                                                                                                  |                   |                |                       |
|                             |     | <b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>                        |                   |                |                       |
|                             | 27  | Capital stock, trust principal, or current funds                                                                        | 1,448,215         | 1,426,119      |                       |
|                             | 28  | Paid-in or capital surplus, or land, bldg, and equipment fund                                                           |                   |                |                       |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds                                                        |                   |                |                       |
|                             | 30  | <b>Total net assets or fund balances</b> (see instructions)                                                             | 1,448,215         | 1,426,119      |                       |
|                             | 31  | <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                | 1,448,215         | 1,426,119      |                       |

## Part III Analysis of Changes in Net Assets or Fund Balances

|   |                                                                                                                                                          |   |           |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------|
| 1 | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 1,448,215 |
| 2 | Enter amount from Part I, line 27a                                                                                                                       | 2 | -19,629   |
| 3 | Other increases not included in line 2 (itemize) ▶ See Attached Statement                                                                                | 3 | 1,165     |
| 4 | Add lines 1, 2, and 3                                                                                                                                    | 4 | 1,429,751 |
| 5 | Decreases not included in line 2 (itemize) ▶ See Attached Statement                                                                                      | 5 | 3,632     |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30                                                      | 6 | 1,426,119 |

**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<br>P—Purchase<br>D—Donation    | (c) Date acquired<br>(mo., day, yr.)                                                            | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------|
| <b>1a</b> See Attached Statement                                                                                                                                                                          |                                            |                                                 |                                                                                                 |                                  |
| <b>b</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>c</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>d</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>e</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| (e) Gross sales price                                                                                                                                                                                     | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                  |
| <b>a</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>b</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>c</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>d</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>e</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                               |                                            |                                                 | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                  |
| (i) F M V as of 12/31/69                                                                                                                                                                                  | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |                                  |
| <b>a</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>b</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>c</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>d</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>e</b>                                                                                                                                                                                                  |                                            |                                                 |                                                                                                 |                                  |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                |                                            |                                                 | <b>2</b>                                                                                        | 27,274                           |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in<br>Part I, line 8 } |                                            |                                                 | <b>3</b>                                                                                        | 0                                |

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

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

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

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

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                          | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2015                                                                                                                                                                                                                          | 76,878                                   | 1,529,885                                    | 0.050251                                                    |
| 2014                                                                                                                                                                                                                          | 77,069                                   | 1,612,269                                    | 0.047802                                                    |
| 2013                                                                                                                                                                                                                          | 56,910                                   | 1,589,185                                    | 0.035811                                                    |
| 2012                                                                                                                                                                                                                          | 89,310                                   | 1,563,841                                    | 0.057109                                                    |
| 2011                                                                                                                                                                                                                          | 102,536                                  | 1,616,580                                    | 0.063428                                                    |
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                          |                                          |                                              | <b>2</b> 0.254401                                           |
| <b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years                                        |                                          |                                              | <b>3</b> 0.050880                                           |
| <b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5                                                                                                                                         |                                          |                                              | <b>4</b> 1,442,526                                          |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                            |                                          |                                              | <b>5</b> 73,396                                             |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                           |                                          |                                              | <b>6</b> 433                                                |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                    |                                          |                                              | <b>7</b> 73,829                                             |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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<br>Part VI instructions |                                          |                                              | <b>8</b> 66,258                                             |

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

|           |                                                                                                                                                                                                                                   |           |       |  |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------|--|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) |           |       |  |
| <b>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                   | <b>1</b>  | 865   |  |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                            |           |       |  |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                         | <b>2</b>  | 0     |  |
| <b>3</b>  | Add lines 1 and 2                                                                                                                                                                                                                 | <b>3</b>  | 865   |  |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                       | <b>4</b>  |       |  |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                    | <b>5</b>  | 865   |  |
| <b>6</b>  | <b>Credits/Payments</b>                                                                                                                                                                                                           |           |       |  |
| <b>a</b>  | 2016 estimated tax payments and 2015 overpayment credited to 2016                                                                                                                                                                 | <b>6a</b> | 1,182 |  |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source                                                                                                                                                                               | <b>6b</b> |       |  |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                               | <b>6c</b> |       |  |
| <b>d</b>  | Backup withholding erroneously withheld                                                                                                                                                                                           | <b>6d</b> |       |  |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                               | <b>7</b>  | 1,182 |  |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                          | <b>8</b>  |       |  |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                       | <b>9</b>  | 0     |  |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                           | <b>10</b> | 317   |  |
| <b>11</b> | Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <b>Refunded</b>                                                                                                                                           | <b>11</b> | 0     |  |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                            | Yes | No  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| <b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                             |     | X   |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?<br><i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i> |     | X   |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                       |     | X   |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____                                                                                                                                                            |     |     |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____                                                                                                                                                                                              |     |     |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If "Yes," attach a detailed description of the activities</i>                                                                                                                                                                               |     | X   |
| <b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>                                                                                                                 |     | X   |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                      |     | X   |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                           |     | N/A |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If "Yes," attach the statement required by General Instruction T</i>                                                                                                                                                                         |     | X   |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                | X   |     |
| <b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>                                                                                                                                                                                                           | X   |     |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>TX</b>                                                                                                                                                                                                                                     |     |     |
| <b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>                                                                                                                        | X   |     |
| <b>9</b> 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>                                                                                       |     | X   |
| <b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>                                                                                                                                                                                                        |     | X   |

**Part VII-A Statements Regarding Activities (continued)**

|    |                                                                                                                                                                                                                                                                                                                                 |    |     |    |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                         | 11 | Yes | No |
| 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?<br>Website address ► N/A                                                                                                                                                                                    | 13 | X   |    |
| 14 | The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933<br>Located at ► 100 N Main St MAC D4001-117 Winston Salem NC ZIP+4 ► 27101                                                                                                                                                                          |    |     |    |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A                                                                                                                                      |    |     |    |
| 16 | At any time during calendar year 2016, 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► | 16 | Yes | No |
|    |                                                                                                                                                                                                                                                                                                                                 |    |     | X  |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |    |     |    |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 1a  | During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                             |    | Yes | No |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                         |    |     |    |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                 |    |     |    |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                     |    |     |    |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                           |    |     |    |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                  |    |     |    |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                 |    |     |    |
| b   | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>                                                                                                                                                             | 1b |     | X  |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?                                                                                                                                                                                                                                                                                                        | 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ► 20____, 20____, 20____, 20____                                                                                                                                                                                                             |    |     |    |
| b   | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)                                                                                                                                                                                         | 2b | N/A |    |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                               |    |     |    |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                 |    |     |    |
| b   | If "Yes," did it have excess business holdings in 2016 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 2016) | 3b | N/A |    |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                | 4a |     | X  |
| b   | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?                                                                                                                                                                                                                                                              | 4b |     | X  |

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No  
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

| (a) Name and address                                                      | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| Wells Fargo Bank, N A<br>100 N Main St MAC D4001-117 Winston Salem, NC 27 | Trustee<br>SEE ATTACHED                                   | 21,640                                    |                                                                       |                                       |
| MARGARET KELIHER<br>2200 ROSS AVENUE DALLAS, TX 75201                     | ADVISORY COMM<br>2 00                                     | 0                                         |                                                                       |                                       |
| MARK ZACHEIS<br>1445 ROSS AVENUE DALLAS, TX 75202                         | ADVISORY COMM<br>2 00                                     | 0                                         |                                                                       |                                       |
| JOHN S DUCHALA<br>1445 ROSS AVENUE DALLAS, TX 75202                       | ADVISORY COMM<br>2 00                                     | 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                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

0

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services

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

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

Expenses

|   |      |  |
|---|------|--|
| 1 | NONE |  |
| 2 |      |  |
| 3 |      |  |
| 4 |      |  |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

|                                                        |      |  |
|--------------------------------------------------------|------|--|
| 1                                                      | NONE |  |
| 2                                                      |      |  |
| All other program-related investments See instructions |      |  |
| 3                                                      | NONE |  |

Total. Add lines 1 through 3



0



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

|          |                                                                                                             |           |           |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |           |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 1,417,963 |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 46,530    |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> |           |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 1,464,493 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |           |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  |           |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 1,464,493 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)     | <b>4</b>  | 21,967    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 1,442,526 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 72,126    |

**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.)

|           |                                                                                                           |           |        |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 72,126 |
| <b>2a</b> | Tax on investment income for 2016 from Part VI, line 5                                                    | <b>2a</b> | 865    |
| <b>b</b>  | Income tax for 2016 (This does not include the tax from Part VI.)                                         | <b>2b</b> |        |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 865    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 71,261 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |        |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 71,261 |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  |        |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 71,261 |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |           |        |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                            |           |        |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26                                                                          | <b>1a</b> | 66,258 |
| <b>b</b> | Program-related investments—total from Part IX-B                                                                                                     | <b>1b</b> |        |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  |        |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                  |           |        |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> |        |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> |        |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 66,258 |
| <b>5</b> | 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) | <b>5</b>  |        |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 66,258 |

**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)<br>Corpus | (b)<br>Years prior to 2015 | (c)<br>2015 | (d)<br>2016 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2016 from Part XI, line 7                                                                                                                       |               |                            |             | 71,261      |
| <b>2</b> Undistributed income, if any, as of the end of 2016                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2015 only                                                                                                                                               |               |                            | 0           |             |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                             |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2016                                                                                                                          |               |                            |             |             |
| <b>a</b> From 2011                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2012                                                                                                                                                                | 1,000         |                            |             |             |
| <b>c</b> From 2013                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2014                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2015                                                                                                                                                                | 1,701         |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 2,701         |                            |             |             |
| <b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 66,258                                                                                                      |               |                            |             |             |
| <b>a</b> Applied to 2015, but not more than line 2a                                                                                                                               |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions)                                                                                      |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions)                                                                                              |               |                            |             |             |
| <b>d</b> Applied to 2016 distributable amount                                                                                                                                     |               |                            |             | 66,258      |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               |               |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )                                        | 2,701         |                            |             | 2,701       |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 0             |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0                          |             |             |
| <b>c</b> 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 |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions                                                                                                            |               |                            |             |             |
| <b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions                                                                              |               |                            | 0           |             |
| <b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017                                                                |               |                            |             | 2,302       |
| <b>7</b> 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)         |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)                                                                              |               |                            |             |             |
| <b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a                                                                                              |               |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| <b>a</b> Excess from 2012                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2013                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2014                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2015                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2016                                                                                                                                                         |               |                            |             |             |



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

| Recipient                                               | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|--------|
| Name and address (home or business)                     |                                                                                                           |                                |                                  |        |
| <b>a</b> Paid during the year<br>See Attached Statement |                                                                                                           |                                |                                  |        |
| <b>Total</b>                                            |                                                                                                           |                                | <b>3a</b>                        | 60,000 |
| <b>b</b> Approved for future payment<br>NONE            |                                                                                                           |                                |                                  |        |
| <b>Total</b>                                            |                                                                                                           |                                | <b>3b</b>                        | 0      |



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

- |   |                                                                                                                                                                                                                                                                                                                                                                                             |    |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?                                                                                                                                         |    |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                           |    |
|   | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                    | 1a |
|   | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                            | 1a |
| b | Other transactions                                                                                                                                                                                                                                                                                                                                                                          |    |
|   | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                  | 1b |
|   | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                            | 1b |
|   | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                        | 1b |
|   | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                              | 1b |
|   | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                | 1b |
|   | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                      | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                            |    |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received |    |

|                                           | Yes | No |
|-------------------------------------------|-----|----|
| <b>1a(1)</b>                              |     | X  |
| <b>1a(2)</b>                              |     | X  |
| <small>222<br/>天条</small><br><b>1b(1)</b> |     | X  |
| <b>1b(2)</b>                              |     | X  |
| <b>1b(3)</b>                              |     | X  |
| <b>1b(4)</b>                              |     | X  |
| <b>1b(5)</b>                              |     | X  |
| <b>1b(6)</b>                              |     | X  |
| <b>1c</b>                                 |     | X  |

[illegible]

- 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**

John A. Salento SVP Wells Fargo Bank N.A.  
Signature of officer or trustee

4/26/2017  
Date

**SVP Wells Fargo Bank N A**  
Title

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

**Paid  
Preparer  
Use Only**

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

Recipient(s) paid during the year

**Name**

ASSOCIATION FOR INDEPENDENT LIVING

**Street**

2826 STOREY LN

**City**

DALLAS

**State**

TX

**Zip Code**

75220

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE

**Amount**

10,000

**Name**

CLAYTON DABNEY FOUNDATION FOR KIDS WITH CANCER

**Street**

6500 GREENVILLE AVE #342

**City**

DALLAS

**State**

TX

**Zip Code**

75206

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE

**Amount**

10,000

**Name**

MI ESCUELITA PRESCHOOL INC

**Street**

4231 MAPLE AVE

**City**

DALLAS

**State**

TX

**Zip Code**

75219

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE

**Amount**

10,000

**Name**

PROMISE HOUSE INC

**Street**

224 W PAGE AVE

**City**

DALLAS

**State**

TX

**Zip Code**

75208

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE

**Amount**

15,000

**Name**

SHELTER MINISTRIES OF DALLAS

**Street**

2929 HICKORY ST

**City**

DALLAS

**State**

TX

**Zip Code**

75226

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE

**Amount**

10,000

**Name**

ST SIMON AFTER-SCHOOL

**Street**

PO BOX 700324

**City**

DALLAS

**State**

TX

**Zip Code**

75370

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE

**Amount**

5,000

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

| Long Term CG Distributions |                          |           |                                 |           |                                      |                    |               |           |                   | Amount              | Short Term CG Distributions |                                          |              |             |                  |  |  |  |  |  |
|----------------------------|--------------------------|-----------|---------------------------------|-----------|--------------------------------------|--------------------|---------------|-----------|-------------------|---------------------|-----------------------------|------------------------------------------|--------------|-------------|------------------|--|--|--|--|--|
|                            |                          |           |                                 |           |                                      |                    |               |           |                   | 4,457               |                             |                                          |              |             |                  |  |  |  |  |  |
|                            |                          |           |                                 |           |                                      |                    |               |           |                   | 0                   |                             |                                          |              |             |                  |  |  |  |  |  |
|                            | Description              | CUSIP #   | Check "X" to include in Part IV | Purchaser | Check "X" if Purchaser is a Business | Acquisition Method | Date Acquired | Date Sold | Gross Sales Price | Cost or Other Basis | Valuation Method            | Expense of Sale and Cost of Improvements | Depreciation | Adjustments | Net Gain or Loss |  |  |  |  |  |
| 1                          | JOHNSON & JOHNSON        | 478160104 | X                               |           |                                      |                    | 8/2/2004      | 1/21/2016 | 4,800             | 2,776               |                             |                                          |              |             | 2,024            |  |  |  |  |  |
| 2                          | JOHNSON CONTROLS INC.    | 478366107 | X                               |           |                                      |                    | 10/24/2014    | 4/28/2016 | 3,142             | 3,268               |                             |                                          |              |             | -126             |  |  |  |  |  |
| 3                          | MANULIFE FINANCIAL CORP  | 56501R106 | X                               |           |                                      |                    | 12/21/2015    | 9/21/2016 | 3,945             | 4,179               |                             |                                          |              |             | -234             |  |  |  |  |  |
| 4                          | MCKESSON CORP            | 58155Q103 | X                               |           |                                      |                    | 10/24/2014    | 9/21/2016 | 4,161             | 5,028               |                             |                                          |              |             | -867             |  |  |  |  |  |
| 5                          | MERGER FUND-INST #301    | 585959207 | X                               |           |                                      |                    | 12/23/2010    | 1/28/2016 | 10,000            | 10,686              |                             |                                          |              |             | -686             |  |  |  |  |  |
| 6                          | MICROSOFT CORP           | 594918104 | X                               |           |                                      |                    | 8/2/2004      | 1/21/2016 | 1,767             | 991                 |                             |                                          |              |             | 776              |  |  |  |  |  |
| 7                          | MICROSOFT CORP           | 594918104 | X                               |           |                                      |                    | 8/2/2004      | 3/18/2016 | 7,797             | 4,106               |                             |                                          |              |             | 3,691            |  |  |  |  |  |
| 8                          | MONSANTO CO NEW          | 61166W101 | X                               |           |                                      |                    | 4/23/2015     | 9/21/2016 | 3,126             | 3,529               |                             |                                          |              |             | -403             |  |  |  |  |  |
| 9                          | JP MORGAN MID CAP VALUE  | 339128100 | X                               |           |                                      |                    | 9/28/2012     | 4/29/2016 | 39,000            | 30,574              |                             |                                          |              |             | 8,426            |  |  |  |  |  |
| 10                         | GILEAD SCIENCES INC      | 375558103 | X                               |           |                                      |                    | 8/10/2015     | 9/21/2016 | 2,452             | 3,492               |                             |                                          |              |             | -1,040           |  |  |  |  |  |
| 11                         | GILEAD SCIENCES INC      | 375558103 | X                               |           |                                      |                    | 4/28/2016     | 9/21/2016 | 817               | 996                 |                             |                                          |              |             | -179             |  |  |  |  |  |
| 12                         | GOLDMAN SACHS GROUP INC  | 38141G104 | X                               |           |                                      |                    | 4/28/2016     | 7/7/2016  | 1,468             | 1,645               |                             |                                          |              |             | -179             |  |  |  |  |  |
| 13                         | HAIN CELESTIAL GROUP INC | 405217100 | X                               |           |                                      |                    | 12/21/2015    | 9/21/2016 | 3,313             | 3,916               |                             |                                          |              |             | -603             |  |  |  |  |  |
| 14                         | HONEYWELL INTERNATIONAL  | 438516106 | X                               |           |                                      |                    | 8/2/2004      | 1/21/2016 | 7,248             | 2,792               |                             |                                          |              |             | 4,456            |  |  |  |  |  |
| 15                         | ISHARES CORE U.S. AGGRE  | 464287226 | X                               |           |                                      |                    | 5/14/2004     | 1/28/2016 | 32,693            | 29,808              |                             |                                          |              |             | 2,885            |  |  |  |  |  |
| 16                         | ISHARES RUSSELL MID-CAP  | 464287499 | X                               |           |                                      |                    | 1/28/2016     | 4/29/2016 | 16,373            | 14,607              |                             |                                          |              |             | 1,766            |  |  |  |  |  |
| 17                         | ISHARES RUSSELL MID-CAP  | 464287499 | X                               |           |                                      |                    | 9/28/2012     | 9/22/2016 | 4,368             | 2,768               |                             |                                          |              |             | 1,600            |  |  |  |  |  |
| 18                         | ISHARES CORE S&P SMALL   | 464287804 | X                               |           |                                      |                    | 10/23/2014    | 4/29/2016 | 5,679             | 5,297               |                             |                                          |              |             | 382              |  |  |  |  |  |
| 19                         | ISHARES MICRO-CAP ETF    | 464288869 | X                               |           |                                      |                    | 10/23/2014    | 4/29/2016 | 1,747             | 1,758               |                             |                                          |              |             | -11              |  |  |  |  |  |
| 20                         | JP MORGAN CHASE & CO     | 46625H100 | X                               |           |                                      |                    | 8/2/2004      | 3/18/2016 | 9,050             | 5,572               |                             |                                          |              |             | 3,478            |  |  |  |  |  |
| 21                         | JP MORGAN CHASE & CO     | 46625H100 | X                               |           |                                      |                    | 4/28/2016     | 7/7/2016  | 1,813             | 1,905               |                             |                                          |              |             | -92              |  |  |  |  |  |
| 22                         | JP MORGAN CHASE & CO     | 46625H100 | X                               |           |                                      |                    | 8/2/2004      | 7/7/2016  | 302               | 186                 |                             |                                          |              |             | 116              |  |  |  |  |  |
| 23                         | JP MORGAN CHASE & CO     | 46625H100 | X                               |           |                                      |                    | 9/21/2016     | 10/3/2016 | 2,323             | 2,340               |                             |                                          |              |             | -17              |  |  |  |  |  |
| 24                         | JP MORGAN CHASE & CO     | 46625H100 | X                               |           |                                      |                    | 8/2/2004      | 10/3/2016 | 2,655             | 1,488               |                             |                                          |              |             | 1,169            |  |  |  |  |  |
| 25                         | NESTLE S.A. REGISTERED S | 641069406 | X                               |           |                                      |                    | 1/21/2016     | 4/28/2016 | 2,973             | 2,804               |                             |                                          |              |             | 169              |  |  |  |  |  |
| 26                         | ORACLE CORPORATION       | 68389X105 | X                               |           |                                      |                    | 8/10/2015     | 3/18/2016 | 619               | 600                 |                             |                                          |              |             | 19               |  |  |  |  |  |
| 27                         | PNC FINANCIAL SERVICES G | 693475105 | X                               |           |                                      |                    | 6/4/2015      | 10/3/2016 | 2,230             | 2,375               |                             |                                          |              |             | -145             |  |  |  |  |  |
| 28                         | PEPSICO INC              | 713448108 | X                               |           |                                      |                    | 12/22/2000    | 1/21/2016 | 4,700             | 2,178               |                             |                                          |              |             | 2,522            |  |  |  |  |  |
| 29                         | PROCTER & GAMBLE CO      | 742718109 | X                               |           |                                      |                    | 8/2/2004      | 1/21/2016 | 4,604             | 3,238               |                             |                                          |              |             | 1,366            |  |  |  |  |  |
| 30                         | SCHLUMBERGER LTD         | 808857108 | X                               |           |                                      |                    | 3/2/2015      | 9/21/2016 | 7,274             | 8,044               |                             |                                          |              |             | -770             |  |  |  |  |  |
| 31                         | TJX COMPANIES INC        | 872540109 | X                               |           |                                      |                    | 9/21/2016     | 10/3/2016 | 1,881             | 1,901               |                             |                                          |              |             | -40              |  |  |  |  |  |
| 32                         | TARGET CORP              | 87612E106 | X                               |           |                                      |                    | 8/2/2004      | 7/7/2016  | 8,060             | 5,079               |                             |                                          |              |             | 2,981            |  |  |  |  |  |
| 33                         | 3M CO                    | 88579Y101 | X                               |           |                                      |                    | 8/2/2004      | 1/21/2016 | 4,824             | 2,894               |                             |                                          |              |             | 1,930            |  |  |  |  |  |
| 34                         | ISHARES MSCI EAFE ETF    | 464287465 | X                               |           |                                      |                    | 12/31/2007    | 4/29/2016 | 17,490            | 23,517              |                             |                                          |              |             | -6,027           |  |  |  |  |  |
| 35                         | AFFILIATED MANAGERS GRC  | 008252108 | X                               |           |                                      |                    | 10/24/2014    | 9/21/2016 | 3,606             | 4,794               |                             |                                          |              |             | -1,188           |  |  |  |  |  |
| 36                         | AFFILIATED MANAGERS GRC  | 008252108 | X                               |           |                                      |                    | 3/18/2016     | 9/21/2016 | 2,885             | 3,189               |                             |                                          |              |             | -304             |  |  |  |  |  |
| 37                         | AMERIPRISE FINL INC      | 03076C106 | X                               |           |                                      |                    | 7/29/2015     | 4/28/2016 | 1,476             | 1,901               |                             |                                          |              |             | -425             |  |  |  |  |  |
| 38                         | APPLE INC                | 037833100 | X                               |           |                                      |                    | 5/6/2015      | 7/7/2016  | 1,917             | 2,484               |                             |                                          |              |             | -567             |  |  |  |  |  |
| 39                         | BERKSHIRE HATHAWAY INC   | 084670702 | X                               |           |                                      |                    | 3/2/2015      | 10/3/2016 | 1,437             | 1,463               |                             |                                          |              |             | -26              |  |  |  |  |  |
| 40                         | BOEING CO                | 097023105 | X                               |           |                                      |                    | 3/2/2015      | 9/21/2016 | 1,301             | 1,538               |                             |                                          |              |             | -237             |  |  |  |  |  |
| 41                         | BOEING CO                | 097023105 | X                               |           |                                      |                    | 8/10/2015     | 9/21/2016 | 2,602             | 2,920               |                             |                                          |              |             | -318             |  |  |  |  |  |
| 42                         | BOEING CO                | 097023105 | X                               |           |                                      |                    | 12/21/2015    | 9/21/2016 | 5,854             | 6,322               |                             |                                          |              |             | -468             |  |  |  |  |  |
| 43                         | CME GROUP INC            | 12572Q105 | X                               |           |                                      |                    | 9/21/2016     | 10/3/2016 | 2,600             | 2,723               |                             |                                          |              |             | -123             |  |  |  |  |  |
| 44                         | CITIGROUP INC            | 172967424 | X                               |           |                                      |                    | 10/24/2014    | 10/3/2016 | 1,876             | 2,068               |                             |                                          |              |             | -192             |  |  |  |  |  |
| 45                         | CUMMINS INC              | 231021108 | X                               |           |                                      |                    | 10/24/2014    | 9/21/2016 | 3,015             | 3,439               |                             |                                          |              |             | -421             |  |  |  |  |  |
| 46                         | BERKSHIRE HATHAWAY INC   | 084670702 | X                               |           |                                      |                    | 4/23/2015     | 10/3/2016 | 1,437             | 1,429               |                             |                                          |              |             | 8                |  |  |  |  |  |
| 47                         | PARAMETRIC EMRG MKTS F   | 277923751 | X                               |           |                                      |                    | 1/9/2015      | 4/29/2016 | 4,554             | 5,000               |                             |                                          |              |             | -446             |  |  |  |  |  |
| 48                         | EMERSON ELECTRIC CO      | 281011104 | X                               |           |                                      |                    | 8/2/2004      | 1/21/2016 | 3,873             | 2,727               |                             |                                          |              |             | 1,146            |  |  |  |  |  |
| 49                         | CUMMINS INC              | 231021106 | X                               |           |                                      |                    | 3/18/2016     | 11/7/2016 | 1,298             | 1,093               |                             |                                          |              |             | 205              |  |  |  |  |  |
| 50                         | CUMMINS INC              | 231021106 | X                               |           |                                      |                    | 4/28/2016     | 11/7/2016 | 1,298             | 1,166               |                             |                                          |              |             | 132              |  |  |  |  |  |
| 51                         | WALT DISNEY CO           | 254687106 | X                               |           |                                      |                    | 3/2/2015      | 3/18/2016 | 1,491             | 1,587               |                             |                                          |              |             | -96              |  |  |  |  |  |
| 52                         | WALT DISNEY CO           | 254687106 | X                               |           |                                      |                    | 8/10/2015     | 3/18/2016 | 994               | 1,106               |                             |                                          |              |             | -112             |  |  |  |  |  |
| 53                         | PARAMETRIC EMRG MKTS F   | 277923751 | X                               |           |                                      |                    | 10/23/2014    | 4/29/2016 | 12,599            | 15,000              |                             |                                          |              |             | -2,401           |  |  |  |  |  |



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

|             |              | 878                                  | 878                      | 0                      |
|-------------|--------------|--------------------------------------|--------------------------|------------------------|
| Description |              | Revenue<br>and Expenses<br>per Books | Net Investment<br>Income | Adjusted<br>Net Income |
| 1           | OTHER INCOME | 878                                  | 878                      |                        |

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

|             |               | 848                                  | 0                        | 0                      | 848                                                              |
|-------------|---------------|--------------------------------------|--------------------------|------------------------|------------------------------------------------------------------|
| Description |               | Revenue and<br>Expenses per<br>Books | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes<br>(Cash Basis Only) |
| 1           | TAX PREP FEES | 848                                  |                          |                        | 848                                                              |

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

|             |                           | 1,240                                | 1,105                    | 0                      | 0                                           |
|-------------|---------------------------|--------------------------------------|--------------------------|------------------------|---------------------------------------------|
| Description |                           | Revenue<br>and Expenses<br>per Books | Net Investment<br>Income | Adjusted<br>Net Income | Disbursements<br>for Charitable<br>Purposes |
| 1           | FOREIGN TAX PAID          | 1,105                                | 1,105                    |                        |                                             |
| 2           | ESTIMATED EXCISE PAYMENTS | 135                                  |                          |                        |                                             |

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

|             |          | 1                                    | 1                        | 0                      | 0                                           |
|-------------|----------|--------------------------------------|--------------------------|------------------------|---------------------------------------------|
| Description |          | Revenue and<br>Expenses<br>per Books | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes |
| 1           | ADR FEES | 1                                    | 1                        |                        |                                             |

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

| Asset Description |                                    | Basis of Valuation | Book Value Beg. of Year | Book Value End of Year | FMV End of Year |
|-------------------|------------------------------------|--------------------|-------------------------|------------------------|-----------------|
| 1                 |                                    |                    |                         | 0                      |                 |
| 2                 | AFFILIATED MANAGERS GROUP INC      |                    | 0                       | 671                    | 726             |
| 3                 | APPLE COMPUTER INC COM             |                    | 0                       | 18,663                 | 19,689          |
| 4                 | CVS/CAREMARK CORPORATION           |                    | 0                       | 6,744                  | 5,918           |
| 5                 | CISCO SYSTEMS INC                  |                    | 0                       | 8,001                  | 9,217           |
| 6                 | COGNIZANT TECH SOLUTIONS CRP COM   |                    | 0                       | 8,934                  | 9,245           |
| 7                 | DIAGEO PLC - ADR                   |                    | 0                       | 3,726                  | 3,638           |
| 8                 | WALT DISNEY CO                     |                    | 0                       | 7,498                  | 8,338           |
| 9                 | JOHNSON & JOHNSON                  |                    | 0                       | 4,718                  | 9,793           |
| 10                | ELI LILLY & CO COM                 |                    | 0                       | 3,239                  | 2,942           |
| 11                | MICROSOFT CORP                     |                    | 0                       | 9,373                  | 16,156          |
| 12                | PNC FINANCIAL SERVICES GROUP       |                    | 0                       | 7,571                  | 9,357           |
| 13                | PROCTER & GAMBLE CO                |                    | 0                       | 5,398                  | 8,408           |
| 14                | ROCHE HOLDINGS LTD - ADR           |                    | 0                       | 5,826                  | 5,135           |
| 15                | TJX COS INC NEW                    |                    | 0                       | 3,486                  | 4,132           |
| 16                | THERMO FISHER SCIENTIFIC INC       |                    | 0                       | 3,965                  | 4,233           |
| 17                | TOTAL FINA ELF S.A. ADR            |                    | 0                       | 3,766                  | 4,078           |
| 18                | UNION PACIFIC CORP                 |                    | 0                       | 8,601                  | 10,368          |
| 19                | MCKESSON CORP                      |                    | 0                       | 2,570                  | 2,107           |
| 20                | MANULIFE FINANCIAL CORP            |                    | 0                       | 2,629                  | 3,653           |
| 21                | UNITED PARCEL SERVICE-CL B         |                    | 0                       | 4,920                  | 5,159           |
| 22                | TARGET CORP                        |                    | 0                       | 3,754                  | 6,140           |
| 23                | UNITEDHEALTH GROUP INC             |                    | 0                       | 7,426                  | 12,003          |
| 24                | BLACKROCK INC                      |                    | 0                       | 6,845                  | 7,611           |
| 25                | VERIZON COMMUNICATIONS             |                    | 0                       | 7,515                  | 11,477          |
| 26                | MONSANTO CO NEW                    |                    | 0                       | 2,513                  | 2,630           |
| 27                | JPMORGAN CHASE & CO                |                    | 0                       | 4,458                  | 10,355          |
| 28                | SUNCOR ENERGY INC NEW F            |                    | 0                       | 7,465                  | 9,153           |
| 29                | CHEVRON CORP                       |                    | 0                       | 6,696                  | 16,478          |
| 30                | MERCK & CO INC NEW                 |                    | 0                       | 4,074                  | 3,827           |
| 31                | 3M CO                              |                    | 0                       | 2,481                  | 5,357           |
| 32                | BERSHIRE HATHAWAY INC.             |                    | 0                       | 4,287                  | 4,889           |
| 33                | ALPHABET INC/CA                    |                    | 0                       | 8,526                  | 11,577          |
| 34                | COMCAST CORP CLASS A               |                    | 0                       | 4,055                  | 5,179           |
| 35                | LAS VEGAS SANDS CORP               |                    | 0                       | 7,468                  | 6,943           |
| 36                | CELANESE CORP                      |                    | 0                       | 5,860                  | 7,480           |
| 37                | TE CONNECTIVITY LTD                |                    | 0                       | 2,261                  | 2,425           |
| 38                | CITIGROUP INC                      |                    | 0                       | 7,694                  | 9,806           |
| 39                | AMERIPRISE FINL INC                |                    | 0                       | 8,172                  | 8,875           |
| 40                | SPIRIT AEROSYTSEMS HOLD-CL A       |                    | 0                       | 5,713                  | 7,294           |
| 41                | EATON CORP PLC                     |                    | 0                       | 4,354                  | 4,696           |
| 42                | CME GROUP INC                      |                    | 0                       | 4,525                  | 5,768           |
| 43                | PIMCO HIGH YIELD FD-INST 108       |                    | 0                       | 50,000                 | 46,222          |
| 44                | PRINCIPAL GL MULT STRAT-INST #4684 |                    | 0                       | 30,000                 | 29,863          |
| 45                | MERGER FUND-INST #301              |                    | 0                       | 89,314                 | 86,584          |
| 46                | FID ADV EMER MKTS INC- CL I 607    |                    | 0                       | 25,000                 | 22,697          |

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

| Asset Description |                                    | Basis of Valuation | Book Value Beg. of Year | Book Value End of Year | FMV End of Year |
|-------------------|------------------------------------|--------------------|-------------------------|------------------------|-----------------|
| 47                | ISHARES TR SMALLCAP 600 INDEX FD   |                    | 0                       | 26,485                 | 34,380          |
| 48                | ISHARES S&P EUROPE 350             |                    | 0                       | 27,215                 | 25,226          |
| 49                | FIDELITY ADV INTER REAL E-IS #1855 |                    | 0                       | 28,000                 | 25,757          |
| 50                | DODGE & COX INT'L STOCK FD 1048    |                    | 0                       | 50,000                 | 44,906          |
| 51                | ISHARES MSCI EAFE                  |                    | 0                       | 68,214                 | 69,276          |
| 52                | ABERDEEN EMERG MARKETS-INST 840    |                    | 0                       | 27,000                 | 27,086          |
| 53                | ISHARES TR RUSSELL MIDCAP INDEX FD |                    | 0                       | 36,753                 | 53,658          |
| 54                | JP MORGAN MID CAP VALUE-I 758      |                    | 0                       | 39,426                 | 51,567          |
| 55                | PIMCO EMERGING LOCAL BOND IS 332   |                    | 0                       | 24,554                 | 15,999          |
| 56                | ISHARES IBOX \$ INV GR CORP BD FD  |                    | 0                       | 52,218                 | 58,590          |
| 57                | TEMPLETON GLOBAL BOND FD-ADV 616   |                    | 0                       | 80,000                 | 80,837          |
| 58                | ISHARES TR MSCI EMERGING MARKETS   |                    | 0                       | 124,971                | 105,030         |
| 59                | ISHARES BARCLAYS AGGREGATE BOND    |                    | 0                       | 29,588                 | 32,418          |
| 60                | ISHARES BARCLAYS TIPS BOND FUND    |                    | 0                       | 14,494                 | 16,976          |
| 61                | ISHARES RUSSELL MICROCAP INDEX FU  |                    | 0                       | 18,629                 | 22,748          |
| 62                | T ROWE PRICE INST FLOAT RATE 170   |                    | 0                       | 25,000                 | 25,403          |
| 63                | POWERSHARES LISTED PRIVATE EQUITY  |                    | 0                       | 10,850                 | 11,110          |
| 64                | BLACKROCK GL L/S CREDIT-INS #1833  |                    | 0                       | 30,000                 | 27,956          |
| 65                | SPDR DJ WILSHIRE INTERNATIONAL REA |                    | 0                       | 12,701                 | 10,824          |
| 66                | ROBECO BP LNG/SHRT RES-INS         |                    | 0                       | 40,000                 | 42,352          |
| 67                | CREDIT SUISSE COMM RT ST-CO 2156   |                    | 0                       | 25,000                 | 21,267          |
| 68                | GAI AGILITY INCOME FUND            |                    | 0                       | 50,000                 | 48,036          |
| 69                | E-TRACS ALERIAN MLP INFRASTRUCTUR  |                    | 0                       | 20,925                 | 17,046          |
| 70                | VANGUARD REIT VIPER                |                    | 0                       | 84,385                 | 86,656          |
| 71                | AQR MANAGED FUTURES STR-I          |                    | 0                       | 25,000                 | 21,615          |

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

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

|   |                               |   |       |
|---|-------------------------------|---|-------|
| 1 | COST BASIS ADJ                | 1 | 398   |
| 2 | MUTUAL FUND TIMING DIFFERENCE | 2 | 767   |
| 3 | Total                         | 3 | 1,165 |

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

|   |                               |   |       |
|---|-------------------------------|---|-------|
| 1 | MUTUAL FUND TIMING DIFFERENCE | 1 | 2,703 |
| 2 | PY RETURN OF CAPITAL ADJ      | 2 | 929   |
| 3 | Total                         | 3 | 3,632 |

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

| Long Term CG Distributions  |                              | Amount    |                    | 280,785       |           | 0                 |                      | 313         |                                          | 258,281      |                      | 22,817                        |                                   | 0 |   | 0 |   | 22,817 |        | Gains Minus Excess FMV Over Adj. Basis or Losses |  |
|-----------------------------|------------------------------|-----------|--------------------|---------------|-----------|-------------------|----------------------|-------------|------------------------------------------|--------------|----------------------|-------------------------------|-----------------------------------|---|---|---|---|--------|--------|--------------------------------------------------|--|
| Short Term CG Distributions |                              | 4,457     |                    | 0             |           |                   |                      |             |                                          |              |                      |                               |                                   |   |   |   |   |        |        |                                                  |  |
|                             | Description of Property Sold | CUSIP #   | Acquisition Method | Date Acquired | Date Sold | Gross Sales Price | Depreciation Allowed | Adjustments | Cost or Other Basis Plus Expense of Sale | Gain or Loss | F M V as of 12/31/69 | Adjusted Basis as of 12/31/69 | Excess of FMV Over Adjusted Basis |   |   |   |   |        |        |                                                  |  |
| 1                           | JOHNSON & JOHNSON            | 478160104 |                    | 8/2/2004      | 1/21/2016 | 4,800             |                      | 0           | 2,776                                    | 2,024        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 2,024  | 22,817                                           |  |
| 2                           | JOHNSON CONTROLS INC         | 478366107 |                    | 10/24/2014    | 4/28/2016 | 3,142             |                      | 0           | 3,268                                    | -126         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -126   |                                                  |  |
| 3                           | MANULIFE FINANCIAL CORP      | 56501R106 |                    | 12/21/2015    | 9/21/2016 | 3,945             |                      | 0           | 4,179                                    | -234         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -234   |                                                  |  |
| 4                           | MCKESSON CORP                | 58155Q103 |                    | 10/24/2014    | 9/21/2016 | 4,161             |                      | 0           | 5,028                                    | -867         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -867   |                                                  |  |
| 5                           | MERGER FUND-INST #301        | 589509207 |                    | 12/23/2010    | 1/28/2016 | 10,000            |                      | 0           | 10,686                                   | -686         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -686   |                                                  |  |
| 6                           | MICROSOFT CORP               | 594918104 |                    | 8/2/2004      | 1/21/2016 | 1,767             |                      | 0           | 991                                      | 776          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 776    |                                                  |  |
| 7                           | MICROSOFT CORP               | 594918104 |                    | 8/2/2004      | 3/18/2016 | 7,797             |                      | 0           | 4,106                                    | 3,691        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 3,691  |                                                  |  |
| 8                           | MONSANTO CO NEW              | 61166W101 |                    | 4/23/2015     | 9/21/2016 | 3,126             |                      | 0           | 3,529                                    | -403         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -403   |                                                  |  |
| 9                           | JP MORGAN MID CAP VALUE      | 339128100 |                    | 9/28/2012     | 4/29/2016 | 39,000            |                      | 0           | 30,574                                   | 8,426        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 8,426  |                                                  |  |
| 10                          | GILEAD SCIENCES INC          | 375558103 |                    | 8/10/2015     | 9/21/2016 | 2,452             |                      | 0           | 3,492                                    | -1,040       |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -1,040 |                                                  |  |
| 11                          | GILEAD SCIENCES INC          | 375558103 |                    | 4/28/2016     | 9/21/2016 | 817               |                      | 0           | 996                                      | -179         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -179   |                                                  |  |
| 12                          | GOLDMAN SACHS GROUP INC      | 38141G104 |                    | 4/28/2016     | 7/7/2016  | 1,466             |                      | 0           | 1,645                                    | -179         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -179   |                                                  |  |
| 13                          | HAIN CELESTIAL GROUP INC     | 405217100 |                    | 12/21/2015    | 9/21/2016 | 3,313             |                      | 0           | 3,916                                    | -603         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -603   |                                                  |  |
| 14                          | HONEYWELL INTERNATIONAL      | 438516105 |                    | 8/2/2004      | 1/21/2016 | 7,248             |                      | 0           | 2,792                                    | 4,456        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 4,456  |                                                  |  |
| 15                          | ISHARES CORE U.S AGGRE       | 464287226 |                    | 5/14/2004     | 1/28/2016 | 32,693            |                      | 0           | 29,808                                   | 2,885        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 2,885  |                                                  |  |
| 16                          | ISHARES RUSSELL MID-CAP      | 464287499 |                    | 1/28/2016     | 4/29/2016 | 16,373            |                      | 0           | 14,607                                   | 1,766        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 1,766  |                                                  |  |
| 17                          | ISHARES RUSSELL MID-CAP      | 464287499 |                    | 9/28/2012     | 9/22/2016 | 4,368             |                      | 0           | 2,768                                    | 1,600        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 1,600  |                                                  |  |
| 18                          | ISHARES CORE S&P SMALL       | 464287804 |                    | 10/23/2014    | 4/29/2016 | 5,679             |                      | 0           | 5,297                                    | 382          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 382    |                                                  |  |
| 19                          | ISHARES MICRO-CAP ETF        | 464288869 |                    | 10/23/2014    | 4/29/2016 | 1,747             |                      | 0           | 1,758                                    | -11          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -11    |                                                  |  |
| 20                          | JP MORGAN CHASE & CO         | 46625H100 |                    | 8/2/2004      | 3/18/2016 | 9,050             |                      | 0           | 5,572                                    | 3,478        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 3,478  |                                                  |  |
| 21                          | JP MORGAN CHASE & CO         | 46625H100 |                    | 4/28/2016     | 7/7/2016  | 1,813             |                      | 0           | 1,905                                    | -92          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -92    |                                                  |  |
| 22                          | JP MORGAN CHASE & CO         | 46625H100 |                    | 8/2/2004      | 7/7/2016  | 302               |                      | 0           | 186                                      | 116          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 116    |                                                  |  |
| 23                          | JP MORGAN CHASE & CO         | 46625H100 |                    | 9/21/2016     | 10/3/2016 | 2,323             |                      | 0           | 2,340                                    | -17          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -17    |                                                  |  |
| 24                          | JP MORGAN CHASE & CO         | 46625H100 |                    | 8/2/2004      | 10/3/2016 | 2,655             |                      | 0           | 1,486                                    | 1,169        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 1,169  |                                                  |  |
| 25                          | NESTLE S.A REGISTERED S      | 641069406 |                    | 1/21/2016     | 4/28/2016 | 2,973             |                      | 0           | 2,804                                    | 169          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 169    |                                                  |  |
| 26                          | ORACLE CORPORATION           | 68389X105 |                    | 8/10/2015     | 3/18/2016 | 619               |                      | 0           | 600                                      | 19           |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 19     |                                                  |  |
| 27                          | PNC FINANCIAL SERVICES G     | 693475105 |                    | 6/4/2015      | 10/3/2016 | 2,230             |                      | 145         | 2,375                                    | 0            |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 0      |                                                  |  |
| 28                          | PEPSICO INC                  | 713448108 |                    | 12/2/2000     | 1/21/2016 | 4,700             |                      | 0           | 2,178                                    | 2,522        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 2,522  |                                                  |  |
| 29                          | PROCTER & GAMBLE CO          | 742718109 |                    | 8/2/2004      | 1/21/2016 | 4,604             |                      | 0           | 3,238                                    | 1,366        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 1,366  |                                                  |  |
| 30                          | SCHLUMBERGER LTD             | 806857108 |                    | 3/2/2015      | 9/21/2016 | 7,274             |                      | 0           | 8,044                                    | -770         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -770   |                                                  |  |
| 31                          | TJX COMPANIES INC            | 872540109 |                    | 9/21/2016     | 10/3/2016 | 1,861             |                      | 0           | 1,901                                    | -40          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -40    |                                                  |  |
| 32                          | TARGET CORP                  | 87612E106 |                    | 8/2/2004      | 7/7/2016  | 8,060             |                      | 0           | 5,079                                    | 2,981        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 2,981  |                                                  |  |
| 33                          | 3M CO                        | 88579Y101 |                    | 8/2/2004      | 1/21/2016 | 4,824             |                      | 0           | 2,894                                    | 1,930        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 1,930  |                                                  |  |
| 34                          | ISHARES MSCI EAFE ETF        | 464287465 |                    | 12/31/2007    | 4/29/2016 | 17,490            |                      | 0           | 23,517                                   | -6,027       |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -6,027 |                                                  |  |
| 35                          | AFFILIATED MANAGERS GRO      | 008252108 |                    | 10/24/2014    | 9/21/2016 | 3,606             |                      | 0           | 4,794                                    | -1,188       |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -1,188 |                                                  |  |
| 36                          | AFFILIATED MANAGERS GRO      | 008252108 |                    | 3/18/2016     | 9/21/2016 | 2,885             |                      | 0           | 3,189                                    | -304         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -304   |                                                  |  |
| 37                          | AMERIPRISE FINL INC          | 03076C106 |                    | 7/29/2015     | 4/28/2016 | 1,476             |                      | 0           | 1,901                                    | -425         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -425   |                                                  |  |
| 38                          | APPLE INC                    | 037833100 |                    | 5/6/2015      | 7/7/2016  | 1,917             |                      | 0           | 2,484                                    | -567         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -567   |                                                  |  |
| 39                          | BERKSHIRE HATHAWAY INC       | 084670702 |                    | 3/2/2015      | 10/3/2016 | 1,437             |                      | 0           | 1,463                                    | -26          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -26    |                                                  |  |
| 40                          | BOEING CO                    | 097023105 |                    | 3/2/2015      | 9/21/2016 | 1,301             |                      | 0           | 1,538                                    | -237         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -237   |                                                  |  |
| 41                          | BOEING CO                    | 097023105 |                    | 8/10/2015     | 9/21/2016 | 2,602             |                      | 0           | 2,920                                    | -318         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -318   |                                                  |  |
| 42                          | BOEING CO                    | 097023105 |                    | 12/21/2015    | 9/21/2016 | 5,854             |                      | 0           | 6,322                                    | -468         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -468   |                                                  |  |
| 43                          | CME GROUP INC                | 12572Q105 |                    | 9/21/2016     | 10/3/2016 | 2,600             |                      | 0           | 2,723                                    | -123         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -123   |                                                  |  |
| 44                          | CITIGROUP INC                | 172967424 |                    | 10/24/2014    | 10/3/2016 | 1,876             |                      | 168         | 2,068                                    | -24          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -24    |                                                  |  |
| 45                          | CUMMINS INC                  | 231021106 |                    | 10/24/2014    | 9/21/2016 | 3,015             |                      | 0           | 3,436                                    | -421         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -421   |                                                  |  |
| 46                          | BERKSHIRE HATHAWAY INC       | 084670702 |                    | 4/23/2015     | 10/3/2016 | 1,437             |                      | 0           | 1,429                                    | 8            |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 8      |                                                  |  |
| 47                          | PARAMETRIC EMRG MKTS F       | 277923751 |                    | 1/9/2015      | 4/29/2016 | 4,554             |                      | 0           | 5,000                                    | -446         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -446   |                                                  |  |
| 48                          | EMERSON ELECTRIC CO          | 291011104 |                    | 8/2/2004      | 1/21/2016 | 3,873             |                      | 0           | 2,727                                    | 1,146        |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 1,146  |                                                  |  |
| 49                          | CUMMINS INC                  | 231021106 |                    | 3/18/2016     | 1/7/2016  | 1,298             |                      | 0           | 1,093                                    | 205          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 205    |                                                  |  |
| 50                          | CUMMINS INC                  | 231021106 |                    | 4/28/2016     | 1/7/2016  | 1,298             |                      | 0           | 1,166                                    | 132          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | 132    |                                                  |  |
| 51                          | WALT DISNEY CO               | 254687108 |                    | 3/2/2015      | 3/18/2016 | 1,491             |                      | 0           | 1,587                                    | -96          |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -96    |                                                  |  |
| 52                          | WALT DISNEY CO               | 254687108 |                    | 8/10/2015     | 3/18/2016 | 994               |                      | 0           | 1,106                                    | -112         |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -112   |                                                  |  |
| 53                          | PARAMETRIC EMRG MKTS F       | 277923751 |                    | 10/23/2014    | 4/29/2016 | 12,589            |                      | 0           | 15,000                                   | -2,401       |                      | 0                             | 0                                 | 0 | 0 | 0 | 0 | 0      | -2,401 |                                                  |  |



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

| Name |                                  | Check "X" if Business | Street                      | City          | State | Zip Code | Foreign Country | Title         | Avg Hrs Per Week<br>SEE ATTAC | Compensation | Benefits | Expense Account |
|------|----------------------------------|-----------------------|-----------------------------|---------------|-------|----------|-----------------|---------------|-------------------------------|--------------|----------|-----------------|
| 1    | Wells Fargo Bank N A Trust Tax D | X                     | 100 N Main St MAC D4001-117 | Winston Salem | NC    | 27101    |                 | TRUSTEE       | SEE ATTAC                     | 21,640       |          |                 |
| 2    | MARGARET KELIHER                 |                       | 2200 ROSS AVENUE            | DALLAS        | TX    | 75201    |                 | ADVISORY COMM | 2 00                          | 0            |          |                 |
| 3    | MARK ZACHEIS                     |                       | 1445 ROSS AVENUE            | DALLAS        | TX    | 75202    |                 | ADVISORY COMM | 2 00                          | 0            |          |                 |
| 4    | JOHN S DUCHALA                   |                       | 1445 ROSS AVENUE            | DALLAS        | TX    | 75202    |                 | ADVISORY COMM | 2 00                          | 0            |          |                 |
|      |                                  |                       |                             |               |       |          |                 |               |                               | 21,640       | 0        | 0               |

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

|                                        | Date |   | Amount |
|----------------------------------------|------|---|--------|
| 1 Credit from prior year return        |      | 1 | 1,182  |
| 2 First quarter estimated tax payment  |      | 2 |        |
| 3 Second quarter estimated tax payment |      | 3 |        |
| 4 Third quarter estimated tax payment  |      | 4 |        |
| 5 Fourth quarter estimated tax payment |      | 5 |        |
| 6 Other payments                       |      | 6 |        |
| 7 Total                                |      | 7 | 1,182  |

**Supplemental Information:**

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

Wells Fargo Bank N.A  
100 N Main Street Mac 4001-117  
Winston-Salem, NC 27101-3818

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