

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation

TIMOTHY J MEE CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address)

P O BOX 1802

City or town, state or province, country, and ZIP or foreign postal code

PROVIDENCE, RI 02901-1802

A Employer identification number

05-6077239

B Telephone number (see instructions)

888-866-3275

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 27,148,525.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

667,569

653,077

STMT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

-178,217

b Gross sales price for all assets on line 6a 13,597,445

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

32,565

1,210

STMT 2

12 Total. Add lines 1 through 11

521,917

654,287

13 Compensation of officers, directors, trustees, etc

103,094

61,857

41,238

14 Other employee salaries and wages

NONE

NONE

15 Pension plans, employee benefits

NONE

NONE

16a Legal fees (attach schedule)

23,410

NONE

NONE

23,410

b Accounting fees (attach schedule)

800

480

NONE

320

c Other professional fees (attach schedule)

22,985

22,985

17 Interest

18 Taxes (attach schedule) (see instructions)

14,301

14,301

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

NONE

NONE

22 Printing and publications

NONE

NONE

23 Other expenses (attach schedule)

5,837

9,230

50

24 Total operating and administrative expenses. Add lines 13 through 23

170,427

108,853

NONE

65,018

25 Contributions, gifts, grants paid

1,865,248

1,865,248

26 Total expenses and disbursements. Add lines 24 and 25

2,035,675

108,853

NONE

1,930,266

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

-1,513,758

b Net investment income (if negative, enter -0-)

545,434

c Adjusted net income (if negative, enter -0-)

Form 990-PF (2016)

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	1,268,335.	1,706,608.	1,706,608.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 8	26,307,827.	24,220,657.	25,441,917.
	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)			
14		Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	27,576,162.	25,927,265.	27,148,525.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	27,576,162.	25,927,265.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	27,576,162.	25,927,265.		
31	Total liabilities and net assets/fund balances (see instructions)	27,576,162.	25,927,265.		

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	27,576,162.
2	Enter amount from Part I, line 27a	2	-1,513,758.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	5,247.
4	Add lines 1, 2, and 3	4	26,067,651.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	140,386.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,927,265.

Form 990-PF (2016)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 13,502,016.		13,703,105.	-201,089.		
b 95,429.		70,149.	25,280.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			-201,089.		
b			25,280.		
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-178,217.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	3,503,014.	28,040,593.	0.124927
2014	2,271,063.	30,297,844.	0.074958
2013	2,090,471.	29,474,833.	0.070924
2012	2,195,806.	27,825,554.	0.078913
2011	2,045,402.	28,273,683.	0.072343
2 Total of line 1, column (d)			2 0.422065
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.084413
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 25,912,736.
5 Multiply line 4 by line 3.			5 2,187,372.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 5,454.
7 Add lines 5 and 6.			7 2,192,826.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,930,266.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	10,909.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	10,909.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	10,909.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	25,204.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	25,204.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,295.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 10,912. Refunded ☐ 3,383.	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ RI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no. ► <u>(888) 866-3275</u> Located at ► <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 ► <u>02901-1802</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		
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?		
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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	
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

Form 990-PF (2016)

**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)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870.

6b**X****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**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		103,094.		

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

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

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2016)

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Part I A Summary of Program-Related Investments (see instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1 NONE		
2		
All other program-related investments See instructions		
3 NONE		
Total. Add lines 1 through 3		

Form **990-PF** (2016)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	24,669,109.
b	Average of monthly cash balances	1b	1,638,237.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	26,307,346.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	26,307,346.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	394,610.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,912,736.
6	Minimum investment return. Enter 5% of line 5	6	1,295,637.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,295,637.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	10,909.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,909.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,284,728.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,284,728.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,284,728.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,930,266.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,930,266.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,930,266.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,284,728.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	651,812.			
b From 2012	831,022.			
c From 2013	690,479.			
d From 2014	808,111.			
e From 2015	2,151,390.			
f Total of lines 3a through e	5,132,814.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,930,266.				
a Applied to 2015, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.				1,284,728.
e Remaining amount distributed out of corpus. . .	645,538.			
5 Excess distributions carryover applied to 2016. (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,778,352.			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	651,812.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	5,126,540.			
10 Analysis of line 9				
a Excess from 2012 . . .	831,022.			
b Excess from 2013 . . .	690,479.			
c Excess from 2014 . . .	808,111.			
d Excess from 2015 . . .	2,151,390.			
e Excess from 2016 . . .	645,538.			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE LEGION OF CHRIST INCORPORATE PO BOX 162 THORNWOOD NY 10594-0162	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,865,248.
Total			▶ 3a	1,865,248.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
		14	667,569.	
		18	-178,217.	
		1	32,565.	
			521,917.	

13 Total. Add line 12, columns (b), (d), and (e)	13	521,917.
(See worksheet in line 13 instructions to verify calculations)		

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
▼	

NOT APPLICABLE

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

- | | | |
|--|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | Yes | No |
| | | |
| 1a(1) | | X |
| 1a(2) | | X |
| | | |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[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

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

**Sign
Here**

Karen J. Kiser
Signature of officer or trustee
BANK OF AMERICA, N.A.

05/01/2017
Date

► SVP Tax
Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Form **990-PF** (2016)

TIMOTHY J MEE CHARITABLE TRUST

05-6077239

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	10,856.	10,856.
FOREIGN DIVIDENDS	143,674.	143,674.
NONDIVIDEND DISTRIBUTIONS	14,190.	
DOMESTIC DIVIDENDS	193,582.	193,582.
OTHER INTEREST	133,192.	133,192.
FOREIGN INTEREST	5,567.	5,567.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	29,734.	29,734.
NON-TAXABLE FOREIGN INCOME	302.	
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	691.	691.
NONQUALIFIED FOREIGN DIVIDENDS	9,546.	9,546.
NONQUALIFIED DOMESTIC DIVIDENDS	123,827.	123,827.
ACCRUED MARKET DISCOUNT	2,408.	2,408.
	-----	-----
TOTAL	667,569.	653,077.
	=====	=====

TIMOTHY J MEE CHARITABLE TRUST

05-6077239

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX REFUND	32,565.	1,210.
PARTNERSHIP INCOME		
TOTALS	32,565.	1,210.
	=====	=====

TIMOTHY J MEE CHARITABLE TRUST

05-6077239

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - CHARITABLE	23,410.			23,410.
TOTALS	23,410.	NONE	NONE	23,410.
	=====	=====	=====	=====

TIMOTHY J MEE CHARITABLE TRUST

05-6077239

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	800.	480.		320.
TOTALS	800.	480.	NONE	320.
	=====	=====	=====	=====

TIMOTHY J MEE CHARITABLE TRUST

05-6077239

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY FEES	22,985.	22,985.
	-----	-----
TOTALS	22,985.	22,985.
	=====	=====

TIMOTHY J MEE CHARITABLE TRUST

05-6077239

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	14,196.	14,196.
FOREIGN TAXES ON QUALIFIED FOR	77.	77.
FOREIGN TAXES ON NONQUALIFIED	28.	28.
	-----	-----
TOTALS	14,301.	14,301.
	=====	=====

TIMOTHY J MEE CHARITABLE TRUST

05-6077239

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER INVESTMENT FEE	5,702.	5,702.	
STATE FILING FEE	50.		50.
INVTMT EXPENSE	85.	85.	
PARTNERSHIP EXPENSES		3,443.	
TOTALS	5,837.	9,230.	50.

TOTALS

=====

=====

=====

TIMOTHY J MEE CHARITABLE TRUST

05-6077239

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

=====

DESCRIPTION

AMOUNT

SECURITIES ADJUSTMENT

3,909.

ACCRUED INTEREST TYE ADJUSTMENT

1,281.

TRANSFER ADJUSTMENT

57.

TOTAL

5,247.

=====



TIMOTHY J MEE CHARITABLE TRUST

05-6077239

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

DESCRIPTION -----	AMOUNT -----
ACCRUED INTEREST PAID CARRYOVER	2,113.
ROUNDING	11.
PARTNERSHIP ADJUSTMENT	55,415.
INCOME ADJUSTMENT	309.
SALES ADJUSTMENT	53,661.
SALES GAIN/LOSS ADJUSTMENT	2,515.
YEAR END TRANSACTION ADJUSTMENT	26,362.

TOTAL	140,386.
	=====

JSA
6F0970 1 000



TIMOTHY J MEE CHARITABLE TRUST

05-6077239

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

55,415.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

55,415.00
=====

~~CONFIDENTIAL~~

TIMOTHY J MEE CHARITABLE TRUST

05-6077239

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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 WESTMINSTER ST

PROVIDENCE, RI 02903

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 103,094.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

TOTAL COMPENSATION:

103,094.

=====

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	1706607 990	1,706,607 99	1,706,607 99
000360206	AAON INC	25 000	591 63	826 25
000361105	AAR CORP	20 000	616 59	661 00
000375204	ABB LTD	1990 000	38,965 96	41,929 30
001055102	AFLAC INC	180 000	11,543 98	12,528 00
001084102	AGCO CORP	35 000	1,850 63	2,025 10
001317205	AIA GROUP LTD	1455 000	33,575 22	32,842 26
00167X205	AMEC FOSTER WHEELER PLC	1335 000	9,118 27	7,622 85
001744101	AMN HEALTHCARE SVCS INC	25.000	985 38	961 25
00206R102	AT&T INC	3115 000	97,017 42	132,480 95
00206RCV2	AT&T INC	50000 000	50,554 50	50,123.00
002824100	ABBOTT LABS	2055 000	95,839 49	78,932 55
00287YAN9	ABBVIE INC	50000 000	50,226 54	50,037 50
00300A104	ABERDEEN ASSET MGMT PLC	180 000	1,514 34	1,144 62
003654100	ABIOMED INC	25 000	2,306 13	2,817 00
00440EAJ6	ACE INA HLDG INC	100000 000	102,341 93	100,496 00
00484M106	ACORDA THERAPEUTICS INC	25 000	850 63	470 00
00507V109	ACTIVISION BLIZZARD INC	265 000	10,476.78	9,569 15
00508Y102	ACUITY BRANDS INC	25 000	5,777 23	5,771 50
00653A107	ADAPTIMMUNE THERAPEUTICS	440 000	5,317 67	1,782 00
00687A107	ADIDAS AG	295 000	14,468 00	23,359 87
00724F101	ADOBE SYS INC	265 000	19,361 09	27,281 75
00756M404	ADVANCED SEMICONDUCTOR ENGR	583 000	2,573 58	2,938 32
00770F104	AEGION CORP	20 000	382 90	474 00
00790T100	ADVANCED ACCELERATOR	175 000	4,648 63	4,683 00
007973100	ADVANCED ENERGY INDS	20 000	756 70	1,095 00
00817Y108	AETNA INC	165 000	17,699 57	20,461 65
00817YAL2	AETNA INC NEW	22000 000	22,030 96	21,982.40
00817YAS7	AETNA INC NEW	28000 000	28,073 50	27,973 96
008252108	AFFILIATED MANAGERS GROUP	30 000	4,723 15	4,359 00
008492100	AGREE REALTY CORP	15 000	664 43	690.75
009119108	AIR FRANCE-KLM	45 000	325 06	245.56
009126202	AIR LIQUIDE	1580 000	34,366 44	35,213 46
009158106	AIR PRODS & CHEMS INC	110 000	4,992 41	15,820 20

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
009728106	AKORN INC	425 000	16,305 82	9,277 75
011659109	ALASKA AIR GROUP INC	70 000	4,871 56	6,211 10
012423109	ALBANY MOLECULAR RESH INC	15 000	279 68	281.40
012653101	ALBEMARLE CORP	60 000	2,937 30	5,164 80
013872106	ALCOA UPSTREAM CORP	72 000	2,363 69	2,021 76
015351109	ALEXION PHARMACEUTICALS INC	210 000	28,913 44	25,693 50
01609W102	ALIBABA GROUP HLDG LTD	310 000	25,189 33	27,221 10
016255101	ALIGN TECHNOLOGY INC	35 000	2,741 22	3,364 55
017175100	ALLEGHANY CORP DEL	10 000	5,175 65	6,081 20
01741R102	ALLEGHENY TECHNOLOGIES INC	80.000	2,410 00	1,274 40
01748X102	ALLEGIANT TRAVEL CO	10 000	1,616 85	1,664 00
018802108	ALLIANT CORP	120 000	3,755.70	4,546 80
018805101	ALLIANZ SE	2370 000	38,186 86	39,247 20
020002101	ALLSTATE CORP	270 000	8,335 32	20,012 40
02079K107	ALPHABET INC	155 000	84,277 57	119,632 10
02079K305	ALPHABET INC	145 000	70,946.35	114,905 25
02209S103	ALTRIA GROUP INC	1080 000	54,371 84	73,029.60
023135106	AMAZON COM INC	200 000	75,293 50	149,974 00
02319V103	AMBEV S A	1715.000	11,832 29	8,420 65
023436108	AMEDISYS INC	15 000	561.77	639 45
023608102	AMEREN CORP	135 000	5,697 68	7,082 10
02364W105	AMERICA MOVIL S A B DE C V	535 000	10,544 94	6,724 95
024835100	AMERICAN CAMPUS CMNTYS INC	65 000	2,752 84	3,235 05
025537101	AMERICAN ELEC PWR INC	450 000	25,767 45	28,332 00
025816109	AMERICAN EXPRESS CO	485 000	42,855 54	35,928.80
0258M0DZ9	AMERICAN EXPRESS CR CORP	100000 000	100,710 97	100,145 00
026874784	AMERICAN INTL GROUP INC	755 000	41,520 25	49,309 05
02913V103	AMERICAN PUB ED INC	10 000	270 55	245 50
03027X100	AMERICAN TOWER CORP	210 000	19,003 75	22,192 80
030420103	AMERICAN WTR WKS CO INC	85 000	6,595 58	6,150 60
030506109	AMERICAN WOODMARK CORP	10 000	814 85	752 50
03073E105	AMERISOURCEBERGEN CORP	115 000	9,325 32	8,991 85
031162100	AMGEN INC	575 000	92,572 25	84,070 75
032095101	AMPHENOL CORP NEW	185 000	9,508 00	12,432 00

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
032511107	ANADARKO PETE CORP	280 000	23,342.20	19,524 40
035128206	ANGLOGOLD ASHANTI LTD	70 000	524 85	735 70
035243104	ANHUI CONCH CEM CO LTD	855 000	10,063 20	11,633 99
03524A108	ANHEUSER BUSCH INBEV SA/NV	225 000	25,551 73	23,724 00
036752103	ANTHEM INC	150 000	23,301 75	21,565 50
037411105	APACHE CORP	180 000	17,911 82	11,424 60
037598109	APOGEE ENTERPRISES INC	15 000	657 38	803 40
037833100	APPLE INC	2760 000	346,285 89	319,663 20
037833BU3	APPLE INC	60000 000	60,134.06	60,373 80
038222105	APPLIED MATLS INC	855 000	12,952 78	27,590 85
038336103	APTARGROUP INC	35 000	2,230 38	2,570 75
03835L108	APTEVO THERAPEUTICS INC	122 000	526 35	297 68
03836W103	AQUA AMERICA INC	95 000	2,877 08	2,853 80
03938L104	ARCELORMITTAL SA LUXEMBOURG	1980 000	13,235 00	14,454 00
039483102	ARCHER DANIELS MIDLAND CO	300 000	15,618 04	13,695 00
03965L100	ARCONIC INC	218 000	6,534 72	4,041 72
042735100	ARROW ELECTRS INC	55 000	3,401 19	3,921 50
04351P101	ASCENDIS PHARMA A/S	425 000	7,866 80	8,602 00
045387107	ASSA ABLOY AB	2135 000	20,064.13	19,870 44
04621X108	ASSURANT INC	35 000	2,863 53	3,250 10
046224101	ASTEC INDS INC	10 000	543.85	674 60
049560105	ATMOS ENERGY CORP	55 000	3,535 13	4,078 25
050095108	ATWOOD OCEANICS INC	130 000	4,022 85	1,706 90
05278C107	AUTOHOME INC	15 000	552 11	379 20
053015103	AUTOMATIC DATA PROCESSING INC	275 000	19,989 67	28,264 50
053484101	AVALONBAY CMNTYS INC	75 000	13,937 63	13,286 25
053611109	AVERY DENNISON CORP	45 000	3,408 53	3,159 90
05379B107	AVISTA CORP	30 000	1,271 67	1,199 70
053807103	AVNET INC	490 000	19,844.42	23,328 90
05382A104	AVIVA PLC	1325 000	17,058.27	15,648 25
054536107	AXA SA	1160 000	30,433 47	29,345 68
054937107	BB&T CORP	410 000	15,978 05	19,278.20
05531FAQ6	BB&T CORP SR MEDIUM TERM NT	100000.000	100,697 91	100,779 00
055622104	BP P L C	885 000	28,182 83	33,081 30

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
05565A202	BNP PARIBAS	785 000	21,390 25	25,067.40
05577E101	BT GROUP PLC	620 000	10,190 39	14,278 60
056525108	BADGER METER INC	20 000	719 45	739 00
056752108	BAIDU INC	90 000	8,043 80	14,796 90
057224107	BAKER HUGHES INC	75 000	3,492 13	4,872 75
057665200	BALCHEM CORP	15 000	914 18	1,258 80
059460303	BANCO BRADESCO S A	1054 000	11,357 76	9,180 34
05961W105	ADRBANCO MACRO S A	15 000	580 18	965 25
05965X109	BANCO SANTANDER CHILE NEW	47 000	875 57	1,027 89
05967A107	BANCO SANTANDER BRASIL S A	65 000	254 83	577 85
05968L102	BANCOLOMBIA S A	35 000	1,175 13	1,283 80
06366QW86	BANK MONTREAL	60000 000	60,363 90	60,014 40
064058100	BANK NEW YORK MELLON CORP	825 000	29,669 77	39,088 50
064159AM8	BANK NOVA SCOTIA B C	100000 000	100,769 62	100,027 00
06426M104	BANK OF CHINA	2000 000	21,430 95	22,184 00
06684L103	BAOZUN INC	5 000	40 93	60 35
067383109	BARD C R INC	35 000	6,199 73	7,863 10
06738E204	BARCLAYS PLC	2645 000	32,128 65	29,095 00
06777U101	BARNES & NOBLE EDUCATION INC	20 000	191 50	229 40
067806109	BARNES GROUP INC	30 000	1,211 25	1,422 60
07329M100	BBVA BANCO FRANCES SA	15 000	300.23	261.45
073302101	BE AEROSPACE INC	580 000	29,150.92	34,910 20
081437105	BEMIS INC	60 000	2,659 53	2,869 20
08160H101	BENCHMARK ELECTRS INC	30 000	709.95	915 00
086516101	BEST BUY INC	135 000	4,849 87	5,760 45
08915P101	BIG 5 SPORTING GOODS CORP	70 000	703 95	1,214 50
09062X103	BIOGEN IDEC INC	140 000	33,235 80	39,701 20
09074D103	BIOTIE THERAPIES OYJ	250 000	6,116 25	6,221 95
091727107	BITAUTO HLDGS LTD	15 000	389 68	284 10
092113109	BLACK HILLS CORP	25 000	1,553 38	1,533 50
09247X101	BLACKROCK INC	180 000	61,225 30	68,497 20
093671105	BLOCK H & R INC	140 000	2,544 50	3,218 60
101121101	BOSTON PROPERTIES INC	75 000	9,562 97	9,433 50
101137107	BOSTON SCIENTIFIC CORP	715 000	12,809 09	15,465 45

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
10552T107	BRF S A	280 000	5,598 60	4,132 80
105532105	BRASKEM SA	325.000	3,869 05	6,893 25
109043109	BRIGGS & STRATTON CORP	25 000	512 63	556 50
110448107	BRITISH AMERN TOB PLC	250.000	26,744 28	28,167 50
11373M107	BROOKLINE BANCORP INC	70 000	588 35	1,148 00
117043109	BRUNSWICK CORP	45 000	2,080 58	2,454 30
124857202	CBS CORP	180 000	9,348 93	11,451 60
12508E101	CDK GLOBAL INC	75 000	1,211.32	4,476 75
125269100	CF INDS HLDGS INC	1 000	21 27	31 48
12527DAP5	CFCRE COML MTG TR	2896.108	2,913 08	2,894 13
125509109	CIGNA CORP	125 000	16,254 37	16,673 75
12562Y100	CK HUTCHISON HLDGS LTD	2810 000	38,300 73	31,893 50
12572Q105	CME GROUP INC	300 000	23,061 60	34,605 00
125896100	CMS ENERGY CORP	145 000	5,333 83	6,034 90
12592XAZ9	COMM MORTGAGE TR	100000 000	103,859 38	101,852 00
126132109	CNOOC LTD	105 000	14,100.82	13,015 80
126153105	CPFL ENERGIA S A	115 000	1,742 64	1,771 00
12626K203	CRH PLC	470 000	13,291 08	16,158 60
12630BAW8	COMM 2013-CCRE13 MTG TR	51540 845	51,442 19	51,441 37
126408103	CSX CORP	545 000	17,160 63	19,581 85
126650100	CVS HEALTH CORP	630 000	65,371 76	49,713 30
126650CU2	CVS HEALTH CORP	50000 000	47,605 00	47,658.50
12673P105	CA INC	480 000	14,020 46	15,249 60
127097103	CABOT OIL & GAS CORP	220 000	3,753 79	5,139 20
12776P200	CAIRN ENERGY PLC	1 000	34 15	5 83
128195104	CALATLANTIC GROUP INC	44 000	1,439 30	1,496 44
13057Q206	CALIFORNIA RESOURCES CORP	2 000	27 14	42 58
132011107	CAMBREX CORP	20 000	849 50	1,079 00
134429109	CAMPBELL SOUP CO	100 000	4,660 50	6,047 00
138006309	CANON INC	1185 000	41,065 94	33,345 90
138098108	CANTEL MED CORP	20.000	1,457 30	1,575 00
139594105	CAPELLA ED CO	10 000	522 45	878 00
14040H105	CAPITAL ONE FINL CORP	285 000	23,525.32	24,863 40
14041NEP2	CAPITAL ONE MULTI-ASSET	100000.000	100,296 88	100,056 00

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
14149Y108	CARDINAL HEALTH INC	175 000	14,038 56	12,594 75
141624106	CARE CAP PPTYS INC	1 000	27 84	25 00
142339100	CARLISLE COS INC	35.000	3,122.88	3,860 15
142795202	CARLSBERG AS	870 000	15,745 09	15,044 04
143658300	CARNIVAL CORP	245 000	8,031 58	12,754 70
14365C103	CARNIVAL PLC	80 000	3,922 90	4,095 20
144430204	CARREFOUR SA	1085 000	6,378 67	5,227 53
146229109	CARTER HLDGS INC	30 000	2,714 55	2,591 70
149123101	CATERPILLAR INC	335 000	29,840 76	31,067 90
149205106	CATO CORP NEW	15 000	565 28	451 20
151290889	CEMEX S A B DE C V SPONSOR	836 000	5,936 41	6,713 08
15132H101	CENCOSUD S A	145 000	2,703 23	1,218 00
15189T107	CENTERPOINT ENERGY INC	240 000	4,902 00	5,913 60
153527205	CENTRAL GARDEN & PET CO	40 000	376 92	1,236 00
156700106	CENTURYLINK INC	439 000	17,927 66	10,439 42
156782104	CERNER CORP	145 000	10,597 63	6,868 65
15911M107	CHANGYOU COM LTD	5 000	131 38	106 10
159864107	CHARLES RIV LABORATORIES INTL	30 000	2,346 45	2,285 70
16119P108	CHARTER COMMUNICATIONS INC NEW	73 000	9,563 37	21,018 16
163075104	CHEETAH MOBILE INC	5 000	105 78	47 80
16939P106	CHINA LIFE INS CO	1290 000	19,661 45	16,602 30
16941M109	CHINA MOBILE LTD	300 000	16,199 95	15,729 00
16941R108	CHINA PETE & CHEM CORP	97 000	7,247 20	6,888 94
16944W104	CHINA DISTANCE ED HLDGS LTD	5 000	45 48	55 90
16945R104	CHINA UNICOM (HONG KONG) LTD	215 000	3,314 80	2,483 25
16949N109	CHINA LODGING GROUP LTD	10 000	293 70	518 40
16950M107	CHINACACHE INTL HLDG LTD	10 000	64 55	25 60
17133Q502	CHUNGHWA TELECOM CO LTD	140 000	4,213 05	4,417 00
171778202	CIELO S A	476 000	3,700 94	4,078 84
172062101	CINCINNATI FINL CORP	120 000	6,391 60	9,090 00
17275R102	CISCO SYS INC	2910 000	80,556 55	87,940 20
17275RBL5	CISCO SYS INC	150000 000	150,193 26	142,666 50
172967424	CITIGROUP INC	2275 000	111,750 05	135,203 25
172967HU8	CITIGROUP INC	50000 000	50,478 65	50,343 00

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
17323VAY1	CITIGROUP COML MTG TR	65000 000	65,648 33	63,961 95
174610105	CITIZENS FINL GROUP INC	250 000	5,522 25	8,907 50
179895107	CLARCOR INC	20 000	1,193 10	1,649 40
189054109	CLOROX CO	355 000	45,408 87	42,607 10
189754104	COACH INC	165.000	9,186 37	5,778 30
191216100	COCA COLA CO	1910 000	79,790 63	79,188 60
191241108	COCA-COLA FEMSA S A DE C V	20 000	2,398 73	1,270 80
192422103	COGNEX CORP	55 000	2,094 12	3,499 10
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	305 000	7,254 88	17,089 15
192479103	COHERENT INC	15 000	1,399 28	2,060 78
194162103	COLGATE PALMOLIVE CO	1200 000	82,222 85	78,528 00
19624Y101	COLOPLAST A/S	3320 000	26,289 10	22,433 24
199908104	COMFORT SYS USA INC	20 000	578 60	666 00
20030N101	COMCAST CORP	1395 000	34,375 18	96,324 75
20048EAV3	COMM 2013-LC6 MTG TR	100000 000	100,187 50	100,337 00
203668116	COMMUNITY HEALTH SYS INC NEW	170 000	10 46	0 77
204319107	COMPAGNIE FINANCIERE RICHEMONT	3575.000	25,097 35	23,727 28
20440T201	COMPANHIA BRASILEIRA DE	65 000	2,806 84	1,075 75
20441A102	COMPANHIA DE SANEAMENTO	125 000	1,384 15	1,085 00
20441B407	COMPANHIA PARANAENSE ENERG	40 000	492 20	339 20
204429104	COMPANIA CERVECERIAS UNIDAS S A	30 000	652 82	629 40
20449X302	COMPASS GROUP PLC	1061 000	16,289 30	19,678 37
20451N101	COMPASS MINERALS INTL INC	20 000	1,692.40	1,567 00
205363104	COMPUTER SCIENCES CORP	70 000	1,965 91	4,159 40
205887102	CONAGRA FOODS INC	205 000	5,004 26	8,107 75
20605P101	CONCHO RES INC	60 000	7,188 90	7,956 00
20825C104	CONOCOPHILLIPS	585 000	36,872.55	29,331.90
20854P109	CONSOL ENERGY INC	130 000	3,606 85	2,369 90
209115104	CONSOLIDATED EDISON INC	45 000	3,470 63	3,315 60
21036P108	CONSTELLATION BRANDS INC	65 000	9,389 58	9,965.15
21240E105	CONTROLADORA VUELA COMPANIA	30 000	518 55	451 20
218681104	CORE-MARK HLDG CO INC	30 000	1,141 58	1,292.10
21870Q105	CORESITE RLTY CORP	15.000	1,240 73	1,190 55
221006109	CORVEL CORP	5 000	231.03	183 00

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
22160K105	COSTCO WHSL CORP NEW	255 000	32,741 69	40,828 05
224399105	CRANE CO	30 000	1,872 15	2,163 60
225401108	CREDIT SUISSE GROUP	1232 000	34,285 56	17,629 92
226406106	CRESUD S A C I F Y A	10 000	133 32	157.70
226718104	CRITEO S A	20 000	810.40	821 60
22822V101	CROWN CASTLE INTL CORP	180 000	14,929 13	15,618 60
22943F100	CTRIPO COM INTL LTD	110 000	2,228 84	4,400 00
229669106	CUBIC CORP	125 000	6,478 26	5,993 75
231021106	CUMMINS INC	95 000	13,169 38	12,983 65
23304Y100	DBS GROUP HLDGS LTD	770 000	35,748.82	36,967 70
23306J101	DBV TECHNOLOGIES SA	215 000	8,330 72	7,552.95
23331A109	D R HORTON INC	220 000	4,948 60	6,012.60
233331107	DTE ENERGY CO	100 000	8,061.50	9,851 00
234064301	DAIWA SECS GROUP INC	4545 000	25,099.22	28,069 92
234264109	DAKTRONICS INC	40 000	574 00	428 00
23636T100	DANONE	830 000	12,587 17	10,540 17
23918K108	DAVITA INC	90 000	6,678 45	5,778 00
244199105	DEERE & CO	145 000	12,198 52	14,940 80
24703L103	DELL TECHNOLOGIES INC	121 000	5,711 20	6,651 37
247361702	DELTA AIR LINES INC DEL	430 000	13,287 26	21,151 70
24906P109	DENTSPLY SIRONA INC	115 000	7,447 83	6,638.95
249908104	DEPOMED INC	500 000	9,572 99	9,010 00
251566105	DEUTSCHE TELEKOM AG	1170 000	19,136 37	20,183 67
25179M103	DEVON ENERGY CORP NEW	245 000	14,829.89	11,189 15
251893103	DEVRY EDUCATION GROUP INC	30 000	512 85	936 00
25243Q205	DIAGEO PLC	235 000	24,756 89	24,425 90
25271C102	DIAMOND OFFSHORE DRILLING INC	35 000	934 00	619 50
253393102	DICKS SPORTING GOODS INC	45 000	1,550 03	2,389.50
253868103	DIGITAL RLTY TR INC	70 000	7,014 92	6,878 20
25456K101	DIPLOMAT PHARMACY INC	20 000	669 70	252 00
254687106	DISNEY WALT CO	860 000	90,953 34	89,629 20
254709108	DISCOVER FINL SVCS	200 000	9,991.54	14,418 00
256677105	DOLLAR GEN CORP	180 000	10,773 90	13,332 60
256746108	DOLLAR TREE INC	120 000	9,142 28	9,261 60

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
25746U109	DOMINION RES INC VA NEW	530 000	28,894 35	40,592 70
257559203	DOMTAR CORP	45 000	1,934 10	1,756 35
257651109	DONALDSON INC	60 000	2,118 90	2,524 80
260003108	DOVER CORP	90 000	6,237 45	6,743 70
260543103	DOW CHEM CO	600.000	28,911 00	34,332 00
26168L205	DREW INDS INC	15 000	1,169 03	1,616 25
263534109	DU PONT E I DE NEMOURS & CO	775 000	45,373 12	56,885 00
26441C204	DUKE ENERGY CORP	468 000	35,677 99	36,326 16
26441CAD7	DUKE ENERGY CORP	50000 000	53,587 12	53,902 00
267475101	DYCOM INDS INC	20 000	1,254 80	1,605 80
26853A100	EHF CAR SVCS INC	5 000	49 53	45 30
26874R108	ENI S P A	505 000	16,919 11	16,281 20
26875P101	EOG RES INC	260 000	25,226.76	26,286 00
268780103	E ON SE	740 000	7,151 62	5,229 58
26884L109	EQT CORP	85 000	7,055 43	5,559 00
26884U109	EPR PPTYS	35 000	2,084 25	2,511 95
269246401	E TRADE FINL CORP	135 000	3,441 83	4,677 75
277432100	EASTMAN CHEM CO	85 000	5,891 78	6,392 85
278642103	EBAY INC	515 000	8,453.45	15,290 35
278865100	ECOLAB INC	210 000	24,231 62	24,616 20
279158109	ECOPETROL S A	70 000	653.45	633 50
28140H203	EDUCATION RLTY TR INC	30 000	1,288 65	1,269 00
28176E108	EDWARDS LIFESCIENCES CORP	110 000	7,649.12	10,307 00
285512109	ELECTRONIC ARTS INC	150 000	6,216 75	11,814 00
29082A107	EMBRAER S A	60 000	2,162 66	1,155 00
29084Q100	EMCOR GROUP INC	55.000	2,568.88	3,891 80
29089Q105	EMERGENT BIOSOLUTIONS INC	245 000	9,387 37	8,045 80
291011104	EMERSON ELEC CO	990 000	55,124 62	55,192 50
29244A102	EMPRESA DISTRIBUIDORA Y COMERCI-	5 000	77 93	139 25
29244T101	EMPRESA NACIONAL DE	235 000	5,974 68	4,568 40
29251M106	ENANTA PHARMACEUTICALS INC	10 000	284 65	335 00
29265N108	ENERGEN CORP	50 000	2,266 75	2,883 50
29274F104	ENERSIS S A	145 000	1,198.33	1,190 45
29278D105	ENERSIS CHILE S A	145 000	972 91	659 75

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
29286C107	ENGILITY HLDGS INC	10 000	301 36	337 00
29286D105	ENGIE	595 000	10,585 79	7,606 48
29414D100	ENVISION HEALTHCARE CORP	30 000	1,859 85	1,898 70
294429105	EQUIFAX INC	70 000	6,532 05	8,276 10
29444U700	EQUINIX INC	35 000	10,331 41	12,509 35
29476L107	EQUITY RESIDENTIAL	230 000	7,675 65	14,802.80
294821608	ERICSSON	1235 000	12,701 44	7,200 05
296315104	ESCO TECHNOLOGIES INC	295 000	11,533 54	16,711 75
297178105	ESSEX PPTY TR INC	35 000	8,097 77	8,137 50
297284200	ESSILOR INTL	400 000	25,641 18	22,645.60
297425100	ESTERLINE TECHNOLOGIES CORP	260 000	16,860 40	23,192 00
30040W108	EVERSOURCE ENERGY	175 000	8,835 88	9,665 25
30161N101	EXELON CORP	536 000	15,098 26	19,022 64
30212P303	EXPEDIA INC DEL	65 000	4,124 19	7,363 20
30219G108	EXPRESS SCRIPTS HLDG CO	501 000	33,263 68	34,463 79
30225T102	EXTRA SPACE STORAGE INC	65 000	4,990 70	5,020 60
30231G102	EXXON MOBIL CORP	2446 000	179,182 34	220,775 96
302445101	FLIR SYS INC	110 000	3,537 66	3,980 90
302941109	FTI CONSULTING INC	20 000	850 70	901 60
30303M102	FACEBOOK INC	1145 000	84,215 93	131,732 25
30712A103	FANHUA INC	15 000	102 83	124 20
307305102	FANUC CORP	1175 000	17,190 03	19,962 08
311900104	FASTENAL CO	150 000	6,244 76	7,047 00
3128P76P3	FEDERAL HOME LN MTG CORP	255985 246	271,984.33	264,716 90
3128P7QT3	FEDERAL HOME LN MTG CORP	203448 456	222,807.86	219,061 09
3128P8A92	FEDERAL HOME LN MTG CORP	220456 002	233,097.77	227,821 44
3136A56N1	FEDERAL NATL MTG ASSN	208888 049	209,736.66	207,513 57
3137ALY78	FEDERAL HOME LN MTG CORP	42120 240	42,564.47	41,541 93
313855108	FEDERAL SIGNAL CORP	30 000	393 15	468 30
3138ATE48	FEDERAL NATL MTG ASSN	20248 900	21,277 17	21,382 43
3138ECEW9	FEDERAL NATL MTG ASSN	50462 210	52,275 66	52,050 25
3138EKFW0	FEDERAL NATL MTG ASSN	238211 810	252,951 17	245,670 22
3138EL4A8	FEDERAL NATL MTG ASSN	158725 556	163,784 92	163,360 34
3138EQ6Q0	FEDERAL NATL MTG ASSN	215504 350	228,906 02	224,768 88

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
3138MDZA3	FEDERAL NATL MTG ASSN	26343 170	27,775 61	27,154.80
3138W4TZ4	FEDERAL NATL MTG ASSN	30443 470	30,843 02	29,823 34
3138WCZ71	FEDERAL NATL MTG ASSN	149382 810	155,603 20	153,441 54
3138XXHG4	FEDERAL NATL MTG ASSN	92807 510	101,218 19	99,913 78
31428X106	FEDEX CORP	130 000	21,534 75	24,206.00
31573A109	FIBRIA CELULOSE S A	85 000	1,177 65	816 85
31620M106	FIDELITY NATL INFORMATION SVCS	250 000	17,091 25	18,910 00
316773100	FIFTH THIRD BANCORP	370 000	4,683 17	9,978 90
31680Q104	58 COM INC	10 000	395 03	280 00
316827104	51JOB INC	255 000	7,332 43	8,619 00
318672706	FIRST BANCORP P R	1 000	14 23	6 61
319829107	FIRST COMWLTH FINL CORP PA	60 000	482 70	850 80
320517105	FIRST HORIZON NATL CORP	1 000	12 82	20 01
33767D105	FIRSTCASH INC	12 000	559.22	564 00
337738108	FISERV INC	115 000	9,168 08	12,222 20
337932107	FIRSTENERGY CORP	210 000	7,343 56	6,503 70
33829M101	FIVE BELOW INC	15 000	660 68	599 40
33829R100	500 COM LTD SPONSORED	10 000	270 71	153 30
338488109	FLAMEL TECHNOLOGIES SA	655.000	11,344 36	6,805 45
34407D109	FLY LEASING LTD	15 000	217 58	199 50
344419106	FOMENTO ECONOMICO MEXICANO SA	40 000	3,942 20	3,048 40
344849104	FOOT LOCKER INC	80 000	5,063 60	5,671 20
34531PAD3	FORD CR AUTO OWNER TR 2016-A	25000 000	24,999 47	24,989 25
345370860	FORD MTR CO DEL	2185 000	35,596 56	26,504 05
345397XH1	FORD MTR CR CO LLC	50000 000	50,284 57	50,068 00
34964C106	FORTUNE BRANDS HOME & SEC INC	85 000	3,940 18	4,544 10
35086T109	FOUR CORNERS PPTY TR INC	30 000	600 15	615 60
354613101	FRANKLIN RES INC	180 000	9,283 41	7,124 40
358029106	FRESENIUS MED CARE AG	595 000	23,706 03	25,114 95
35906A108	FRONTIER COMMUNICATIONS CORP	1 000	7 15	3 38
36197T103	GW PHARMACEUTICALS PLC	125 000	9,417 65	13,968.75
36315X101	GALAPAGOS NV	110 000	6,908.55	7,060 90
363576109	GALLAGHER ARTHUR J & CO	85 000	3,812 98	4,416 60
36473H104	GANNETT CO INC	62 000	841.65	602 02

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
364760108	GAP INC DEL	150 000	5,287 51	3,366 00
369604BG7	GENERAL ELEC CO	100000 000	109,766 01	102,783 00
370023103	GENERAL GROWTH PPTYS INC	375 000	9,404 63	9,367 50
370334104	GENERAL MLS INC	470 000	23,479 61	29,031 90
37045V100	GENERAL MTRS CO	840 000	31,344 36	29,265 60
371559105	GENESEE & WYO INC	30 000	1,883 25	2,082 30
371901109	GENTEX CORP	165 000	3,025 28	3,248 85
372460105	GENUINE PARTS CO	85 000	7,999 78	8,120 90
37364X109	GEOSPACE TECHNOLOGIES CORP	10 000	184 45	203 60
374297109	GETTY RLTY CORP NEW	514 000	9,317.97	13,101 86
374689107	GIBALTAR INDS INC	20 000	296 50	833 00
375558103	GILEAD SCIENCES INC	945 000	48,517 69	67,671 45
377316104	GLATFELTER	20 000	324 30	477 80
37940X102	GLOBAL PMTS INC	75 000	4,987 58	5,205 75
38045R206	GOL LINHAS AEREAS INTELIGENTES	5 000	35 88	68 10
38141G104	GOLDMAN SACHS GROUP INC	190 000	35,995 67	45,495 50
38148LAE6	GOLDMAN SACHS GROUP INC	75000 000	76,908 86	75,195 00
384109104	GRACO INC	30 000	2,389 35	2,492 70
387328107	GRANITE CONSTR INC	20 000	706 30	1,100 00
393222104	GREEN PLAINS INC	20 000	365 10	557 00
397624107	GREIF INC	20 000	802 10	1,026 20
399909100	GRUPO FINANCIERO GALICIA SA	125 000	1,731 83	3,365 00
40049J206	GRUPO TELEVISA SA DE CV	185 000	4,298.85	3,864 65
400506101	GRUPO AEROPORTUARIO DEL	90 000	7,737 45	7,426 80
40053C105	GRUPO FINANCIERO SANTANDER	115 000	987 24	826 85
40053W101	GROUPO AVAL ACCIONES Y	15 000	116 63	119.10
401617105	GUESS INC	40.000	751.00	484 00
40414L109	HCP INC	275 000	10,010 27	8,173 00
40415F101	HDFC BK LTD	65 000	3,665.63	3,944 20
404280406	HSBC HLDGS PLC	1440 000	69,913 69	57,859 20
40434L105	HP INC	815 000	12,038 49	12,094 60
406216101	HALLIBURTON CO	405 000	16,416 48	21,906 45
40650V100	HALYARD HEALTH INC	1 000	32.36	36 98
410120109	HANCOCK HLDG CO	1 000	32.76	43.10

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
410345102	HANESBRANDS INC	205 000	5,523 24	4,421 85
410867105	HANOVER INS GROUP INC	25 000	1,804 63	2,275 25
413086109	HARMAN INTL INDS INC	35 000	2,874 59	3,890 60
416515104	HARTFORD FINL SVCS GROUP INC	190 000	8,927 42	9,053 50
418056107	HASBRO INC	70 000	3,923 80	5,445 30
419879101	HAWAIIAN HLDGS INC	25 000	814 03	1,425 00
423452101	HELMERICH & PAYNE INC	65 000	3,527 78	5,031 00
426281101	HENRY JACK & ASSOC INC	45 000	3,134 03	3,995 10
42751Q105	HERMES INT SCA	235 000	8,665 53	9,666 73
42809H107	HESS CORP	410 000	27,999 44	25,538 90
42824C109	HEWLETT PACKARD ENTERPRISE CO	1000 000	16,556 85	23,140 00
431571108	HILLENBRAND INC	35 000	1,070 83	1,342 25
43289P106	HIMAX TECHNOLOGIES INC	45 000	287 13	271 80
436106108	HOLLYFRONTIER CORP	105 000	4,274 66	3,439 80
437076102	HOME DEPOT INC	800 000	92,292 48	107,264 00
438128308	HONDA MTR LTD	1290.000	37,679 02	37,655 10
438550303	HONG KONG & CHINA GAS LTD	1 000	1.88	1 77
440452100	HORMEL FOODS CORP	150 000	4,276 13	5,221 50
44106M102	HOSPITALITY PPTYS TR	85 000	2,798 15	2,697 90
443304100	HUANENG PWR INTL INC	40 000	1,367 22	1,041 60
443510607	HUBBELL INC	25 000	2,607 13	2,917 50
444859102	HUMANA INC	45 000	6,884 17	9,181 35
445658107	HUNT J B TRANS SVCS INC	45.000	3,642 13	4,368 15
44967H101	ILG INC	59 000	865 80	1,072 03
44980X109	IPG PHOTONIC CORP	20 000	1,663.56	1,974 20
450737101	IBERDROLA S A	1655 000	45,649 72	43,528 15
45104G104	ICICI BK LTD	510 000	4,753 34	3,819 90
45167R104	IDEX CORP	40 000	3,140 31	3,602 40
45168D104	IDEXX LABS INC	45 000	4,001 63	5,277 15
45174L108	IKANG HEALTHCARE GROUP INC	205 000	3,843 58	3,552 65
452308109	ILLINOIS TOOL WKS INC	255 000	24,673 73	31,227 30
45256B101	IMPAX LABORATORIES INC	435 000	20,155 42	5,763 75
45579E105	INDIVIOR PLC	77 000	573 73	1,412 95
45662N103	INFINEON TECHNOLOGIES AG	415 000	4,979 31	7,226 81

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
456788108	INFOSYS TECHNOLOGIES LTD	545 000	8,633 74	8,082 35
456837103	ING GROEP N V	1430 000	17,211 14	20,163 00
45688C107	INGEVITY CORP	1 000	33 16	54 86
45765U103	INSIGHT ENTERPRISES INC	60 000	706.38	2,426 40
45774N108	INNOPHOS HLDGS INC	10 000	406 65	522 60
45778Q107	INSPERITY INC	10 000	738 35	709 50
45780R101	INSTALLED BLDG PRODS INC	10.000	346 15	413 00
458140100	INTEL CORP	2785.000	64,417.69	101,011 95
45857P608	INTERCONTINENTAL HOTELS GROUP	185 000	7,200.63	8,201 05
45866F104	INTERCONTINENTAL EXCHANGE INC	310.000	13,442 53	17,490 20
459200101	INTERNATIONAL BUSINESS MACHS	480 000	77,722 99	79,675 20
459506101	INTERNATIONAL	45 000	5,282 93	5,302 35
460146103	INTERNATIONAL PAPER CO	425 000	20,260.06	22,550 50
46115H107	INTESA SANPAOLO	875 000	17,692 00	13,433 88
461202103	INTUIT	125 000	10,442 10	14,326 25
46120E602	INTUITIVE SURGICAL INC	20 000	10,883 56	12,683 40
462726100	IROBOT CORP	15 000	557 48	876 75
46284V101	IRON MOUNTAIN INC	106 000	3,860.03	3,442 88
465562106	ITAU UNIBANCO HLDG SA	1229 000	19,319 48	12,634 12
465717106	ITOCHU CORP	1045 000	25,116 58	27,810 58
465741106	ITRON INC	20 000	859 70	1,257 00
466090206	JA SOLAR HLDGS CO LTD	15 000	104 33	71 40
46625H100	J P MORGAN CHASE & CO	2580 000	160,664 40	222,628 20
46625HJE1	JPMORGAN CHASE & CO	100000.000	100,225 93	101,129 00
466313103	JABIL CIRCUIT INC	105.000	2,096 78	2,485 35
46634SAC9	J P MORGAN CHASE COML MTG SECS	90000 000	96,581 25	94,153 50
46639EAE1	J P MORGAN CHASE COML MTG SECS	90000 000	91,279 69	91,106 10
46640LAB8	JPMBB COML MTG SECS TR 2013-C14	75000 000	77,308 59	76,576.50
471059105	JAPAN EXCHANGE GROUP INC	2180 000	12,415 10	15,606 62
471105205	JAPAN TOB INC	1215 000	22,329 86	20,021 99
47215P106	JD.COM INC	330 000	9,987 16	8,395 20
477143101	JETBLUE AWYS CORP	155 000	2,686 93	3,475 10
47759T100	JINKOSOLAR HLDG CO LTD	10.000	279 95	152 30
477839104	JOHN BEAN TECHNOLOGIES CORP	15 000	921.23	1,289 25

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
48137C108	JULIUS BAER GROUP LTD	1895 000	16,520 45	16,867 40
48203R104	JUNIPER NETWORKS INC	100 000	2,328 82	2,826 00
48241A105	KB FINL GROUP INC	240 000	6,930 79	8,469 60
48242W106	KBR INC	80 000	1,186 80	1,335 20
482480100	KLA-TENCOR CORP	175 000	11,471 48	13,769 00
482539103	KLX INC	25 000	963 86	1,127 75
48268K101	KT CORP	70 000	964 95	986.30
485170302	KANSAS CITY SOUTHERN	55 000	5,428 53	4,666 75
48562P103	KAPSTONE PAPER & PACKAGING	40 000	704 60	882 00
48667L106	KDDI CORP	1625 000	20,893 52	20,616 38
488152208	KELLY SVCS INC	15 000	287.48	343 80
489170100	KENNAMETAL INC	45 000	1,532 93	1,406 70
493267108	KEYCORP NEW	666 000	6,384 99	12,167 82
49338L103	KEYSIGHT TECHNOLOGIES INC	95 000	2,040 30	3,474 15
494368103	KIMBERLY CLARK CORP	540 000	62,584 61	61,624 80
49446R109	KIMCO REALTY CORP	225.000	6,057 88	5,661 00
49456B101	KINDER MORGAN INC DEL	1033 000	39,663 46	21,393 43
49456B119	KINDER MORGAN INC DEL	467 000	824 92	2 57
494580103	KINDRED HEALTHCARE INC	45 000	905 68	353 25
495724403	KINGFISHER PLC	420 000	4,548 74	3,635 94
500255104	KOHL'S CORP	110 000	6,307 48	5,431 80
500458401	KOMATSU LTD	1295 000	22,887 66	29,395 21
500467501	KONINKLIJKE AHOLD DELHAIZE NV	1237 000	22,816 84	26,134 10
500472303	KONINKLIJKE PHILIPS NV	360.000	9,342 79	11,005.20
50047P104	KONGZHONG CORP	10 000	55 85	69 40
500631106	KOREA ELECTRIC PWR	185 000	3,568 47	3,418 80
500754106	KRAFT HEINZ CORP	622 000	48,793 71	54,313 04
501044101	KROGER CO	460 000	13,388 67	15,874 60
501797104	L BRANDS INC	135.000	2,924 57	8,888 40
50186V102	LG DISPLAY CO LTD	160 000	2,307.60	2,056 00
50187A107	LHC GROUP INC	10 000	418 15	457 00
50187J108	LEJU HLDGS LTD	1 000	14 15	4 80
501889208	LKQ CORP	145 000	3,958 01	4,444 25
502441306	LVMH MOET HENNESSY LOUIS	820 000	26,952 16	31,378 12

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
50540R409	LABORATORY CORP AMER HLDGS	55 000	6,957 33	7,060 90
512807108	LAM RESEARCH CORP	75 000	6,139.88	7,929 75
512816109	LAMAR ADVERTISING CO NEW	45 000	2,473 33	3,025 80
513272104	LAMB WESTON HLDGS INC	68 000	1,466 56	2,573 80
515098101	LANDSTAR SYS INC	25 000	1,641 63	2,132 50
516012101	LANNETT INC	150 000	7,363 18	3,307.50
51817R106	LATAM AIRLS GROUP S A	95.000	590 43	777 10
524660107	LEGGETT & PLATT INC	70 000	2,987 25	3,421 60
526057104	LENNAR CORP	85 000	4,424 67	3,649 05
526107107	LENNOX INTL INC	60 000	7,611 30	9,190 20
526250105	LENOVO GROUP LTD	435 000	6,006 66	5,273 94
52729N308	LEVEL 3 COMMUNICATIONS INC	80 000	4,106 80	4,508 80
531172104	LIBERTY PPTY TR	80 000	2,857 33	3,160 00
53223X107	LIFE STORAGE INC	20 000	2,028 30	1,705 20
534187109	LINCOLN NATL CORP IND	115 000	4,934 08	7,621 05
537008104	LITTELFUSE INC	10 000	982 55	1,517 70
53931R103	LIXIL GROUP CORP	325.000	11,784 63	14,790 75
540424108	LOEWS CORP	125 000	5,112 43	5,853 75
540424AS7	LOEWS CORP	100000 000	102,701.82	101,652 00
548661107	LOWES COS INC	505 000	24,147 52	35,915 60
55027E102	LUMINEX CORP DEL	25 000	417.88	505 75
550678106	LUXFER HLDGS PLC	5 000	61 68	54 45
550819106	LYDALL INC DEL	5 000	189 98	309 25
55261F104	M & T BK CORP	73 000	8,657 78	11,419 39
552676108	M D C HLDGS INC	105 000	2,610 80	2,694.30
552690109	MDU RES GROUP INC	105 000	2,235 98	3,020 85
553777103	MTS SYS CORP	5 000	271 18	283 50
55405W104	MYR GROUP INC DEL	5.000	118 53	188 40
554489104	MACK CALI RLTY CORP	70 000	1,729 11	2,031 40
564563104	MANTECH INTL CORP	10 000	359 35	422 50
565849106	MARATHON OIL CORP	365 000	9,593 37	6,318 15
56585A102	MARATHON PETE CORP	280 000	6,497 40	14,098 00
567908108	MARINEMAX INC	10 000	162 75	193 50
56824R205	MARINE HARVEST ASA	450 000	6,279 54	8,158 50

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
57060D108	MARKETAXESS HLDGS INC	15 000	1,414 05	2,203 80
570912105	MARKS & SPENCER GROUP P L C	1240 000	13,607 70	10,726 00
57164Y107	MARRIOTT VACATIONS WORLDWIDE	10 000	597 55	848 50
571748102	MARSH & MCLENNAN COS INC	295 000	16,591 34	19,939 05
571903202	MARRIOTT INTL INC NEW	219 000	11,826 13	18,106 92
573284106	MARTIN MARIETTA MATLS INC	32 000	3,905 23	7,088 96
574599106	MASCO CORP	255 000	3,598.31	8,063 10
57636Q104	MASTERCARD INC	525 000	38,858 51	54,206 25
577081102	MATTEL INC	195 000	4,493 77	5,372 25
578787103	MAZDA MTR CORP	2240 000	17,511.68	18,361 28
57886P103	MAZOR ROBOTICS LTD	325 000	5,221 13	7,124 00
580135101	MCDONALDS CORP	620 000	52,186 41	75,466 40
58155Q103	MCKESSON CORP	125 000	28,482 63	17,556 25
584688105	MEDICINES CO	405 000	11,468.14	13,745 70
58470H101	MEDIFAST INC	5 000	162 63	208 15
585464100	MELCO CROWN ENTERTAINMENT LTD	65 000	1,168 02	1,033 50
589378108	MERCURY SYSTEMS INC	15 000	340 28	453 30
589400100	MERCURY GENL CORP NEW	15 000	798 75	903 15
589584101	MERIDIAN BIOSCIENCE INC	1215 000	23,533 58	21,505 50
59156R108	METLIFE INC	610 000	33,518 09	32,872 90
59156RBB3	METLIFE INC	80000 000	84,414 35	86,088 00
59160R102	METRO AG	2245 000	13,717 86	14,958 43
591673207	METROGAS INC	10 000	20 95	78 67
592688105	METTLER TOLEDO INTERNATIONAL	15 000	4,942.88	6,278 40
594918104	MICROSOFT CORP	4110 000	168,144 21	255,395 40
594918BR4	MICROSOFT CORP	100000 000	99,724 24	94,470 00
595112103	MICRON TECHNOLOGY INC	485 000	5,457 70	10,631 20
59522J103	MID-AMER APT CMNTYS INC	40 000	3,095 40	3,916 80
602496101	MIMEDX GROUP INC	50 000	482 75	443 00
608190104	MOHAWK INDS INC	30 000	5,722 65	5,990 40
60871R209	MOLSON COORS BREWING CO	15 000	1,421 32	1,459 65
60879B107	MONO INC	10 000	113 95	183 80
609207105	MONDELEZ INTL INC	900 000	32,054 41	39,897 00
61174X109	MONSTER BEVERAGE CORP	15 000	753.67	665 10

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
615394202	MOOG INC	20 000	1,509 30	1,313 60
617446448	MORGAN STANLEY	840 000	30,229 92	35,490 00
61747YDT9	MORGAN STANLEY	50000 000	50,800 55	50,376 50
61761J3R8	MORGAN STANLEY	75000 000	71,150 25	71,653 50
61945C103	MOSAIC CO	170.000	7,746 89	4,986 10
62474M108	MTN GROUP LTD	450 000	6,890.85	4,151 70
624756102	MUELLER INDS INC	25.000	793 63	999.00
626188106	MUNICH RE GROUP	1500 000	27,177 58	28,423.50
626717102	MURPHY OIL CORP	85 000	4,371 98	2,646 05
62942M201	NTT DOCOMO INC.	510 000	10,835 76	11,602 50
631103108	NASDAQ INC	60 000	2,992 50	4,027 20
631512100	NASPERS LTD	1595 000	23,199 28	23,491 16
636180101	NATIONAL FUEL GAS CO N J	45 000	2,717 78	2,548 80
636274300	NATIONAL GRID PLC	490 000	32,472 61	28,581 70
636518102	NATIONAL INSTRS CORP	60 000	1,726.50	1,849 20
637071101	NATIONAL OILWELL VARCO INC	230 000	16,972 86	8,611 20
637417106	NATIONAL RETAIL PPTYS INC	70 000	2,848 44	3,094 00
63938C108	NAVIENT CORP	210 000	3,744 93	3,450 30
640268108	NEKTAR THERAPEUTICS	605 000	6,242 51	7,423 35
640491106	NEOGEN CORP	15 000	701 93	990 00
641069406	NESTLE S A	1170 000	87,335 08	84,093 75
64110D104	NETAPP INC	170.000	6,069 15	5,995 90
64110L106	NETFLIX COM INC	200 000	13,060 65	24,760 00
64110W102	NETEASE INC	15 000	1,805 23	3,230 10
64128K868	NEUBERGER BERMAN HIGH INCOME	155788 364	1,403,951 19	1,355,358 77
646025106	NEW JERSEY RES	40 000	1,369 00	1,420 00
647581107	NEW ORIENTAL ED & TECHNOLOGY	50 000	1,634 63	2,105 00
651191108	NEWCREST MNG LTD	1175 000	17,550 08	17,229 03
651290108	NEWFIELD EXPL CO	80 000	2,616 40	3,240 00
651639106	NEWMONT MNG CORP	330.000	7,203 75	11,243.10
65339F101	NEXTERA ENERGY INC	240 000	24,502 40	28,670 40
653656108	NICE LTD	210 000	13,053 56	14,439.60
654106103	NIKE INC	760 000	38,462 19	38,630 80
654624105	NIPPON TEL'EG & TEL CORP	410 000	14,008 73	17,248 70

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
65473P105	NISOURCE INC	170.000	2,701 25	3,763 80
654744408	NISSAN MOTORS	1385 000	25,392 15	27,917 44
65487X102	NOAH HLDGS LTD	10 000	150 95	219 30
654902204	NOKIA CORP	3035 000	20,910 94	14,598 35
655044105	NOBLE ENERGY INC	200 000	13,293 54	7,612 00
65557A206	NORDEA BK AB	3450.000	33,691 52	38,470 95
655844108	NORFOLK SOUTHERN CORP	165 000	17,098 82	17,831 55
665859104	NORTHERN TR CORP	120 000	8,402 00	10,686 00
667655104	NORTHWEST NAT GAS CO	10 000	592 35	598 00
670184100	NSK LTD	645 000	9,986 54	14,975 61
670346105	NUCOR CORP	185 000	10,018 08	11,011 20
67066G104	NVIDIA CORP	240 000	8,043 60	25,617 60
67069D108	NUTRI SYS INC	10 000	191 95	346.50
67103H107	O REILLY AUTOMOTIVE INC	20 000	4,567 70	5,568 20
674599105	OCCIDENTAL PETE CORP DEL	440 000	34,361 29	31,341 20
679580100	OLD DOMINION FGHT LINE INC	30 000	1,782 75	2,573.70
680223104	OLD REP INTL CORP	110 000	2,067 45	2,090 00
681919106	OMNICOM GROUP INC	110 000	8,597 87	9,362 10
681936100	OMEGA HEALTHCARE INVS INC	85 000	3,058 32	2,657 10
68235P108	ONE GAS INC	180 000	11,254 81	11,512 80
682680103	ONEOK INC NEW	110 000	5,323 45	6,315 10
68389X105	ORACLE CORP	1755 000	76,157 70	67,479 75
68389XBM6	ORACLE CORP	100000.000	99,624 00	94,921.00
684060106	ORANGE S A	800 000	19,495 08	12,112 00
686331109	ORKLA A S	2440 000	21,133 90	22,167 40
688239201	OSHKOSH TRUCK CORP	30 000	1,353 45	1,938 30
689164101	OTSUKA HLDGS CO LTD	2840.000	49,510 51	62,005 72
690732102	OWENS & MINOR INC NEW	30.000	1,018 05	1,058 70
69331C108	PG&E CORP	275 000	14,584 18	16,711 75
693390882	PIMCO FOREIGN BD US\$HD INSTL	25667 230	278,840 11	268,479 23
69344D408	PLDT INC	145 000	7,698 08	3,994 75
693475105	PNC FINL SVCS GROUP INC	285 000	24,864 60	33,333 60
693475AL9	PNC FINL SVCS GROUP INC	85000 000	85,453 09	84,217 15
693483109	POSCO	345 000	14,905 52	18,129 75

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
693506107	PPG INDS INC	130 000	14,678 23	12,318 80
69351T106	PPL CORP	430 000	11,899.32	14,641 50
69353REQ7	PNC BK N A PITTSBURGH PA UNSECD	75000 000	74,626 50	74,868 00
693718108	PACCAR INC	240 000	15,169 81	15,336 00
695156109	PACKAGING CORP AMER	40 000	3,132.60	3,392 80
695263103	PACWEST BANCORP DEL	50 000	1,990 25	2,722 00
697660207	PAMPA ENERGIA S A	30 000	468 56	1,044 30
69832A205	PANASONIC CORP	1795.000	24,282 21	18,307 21
699462107	PAREXEL INTL CORP	30 000	2,070 75	1,971.60
701094104	PARKER HANNIFIN CORP	120 000	14,344 55	16,800 00
703395103	PATTERSON COS INC	45 000	2,214 23	1,846 35
703481101	PATTERSON-UTI ENERGY INC	65 000	1,351 68	1,749 80
704326107	PAYCHEX INC	175 000	8,725 63	10,654 00
70450Y103	PAYPAL HOLDINGS INC	545 000	13,833 00	21,511 15
705015105	PEARSON PLC	700 000	11,111 95	6,993 00
712704105	PEOPLES UTD FINL INC	190 000	2,635 65	3,678 40
713448108	PEPSICO INC	717 000	68,866 35	75,019 71
715684106	P T TELEKOMUNIKASI INDONESIA	480 000	10,253 71	13,996 80
716382106	PETMED EXPRESS INC	665 000	11,816 45	15,341 55
71646E100	PETROCHINA CO LTD	215 000	17,936 41	15,845 50
71646J109	PETROBRAS ARGENTINA S A	20 000	136 70	140 40
71654V408	PETROLEO BRASILEIRO SA PETROBR	730 000	13,171.83	7,380 30
71742Q106	PHIBRO ANIMAL HEALTH CORP	510.000	15,714.94	14,943 00
718172109	PHILIP MORRIS INTL INC	915 000	69,307 78	83,713 35
718546104	PHILLIPS 66	565 000	44,622 66	48,821 65
723787107	PIONEER NAT RES CO	75 000	13,789 93	13,505 25
729132100	PLEXUS CORP	15 000	650 18	810 60
739128106	POWELL INDS INC	5 000	186 63	195 00
73935S105	POWERSHARES DB COMMODITY	34854 000	652,731 21	552,087 36
74005P104	PRAXAIR INC	210 000	25,481 99	24,609.90
74112D101	PRESTIGE BRANDS HLDGS INC	545 000	24,426 07	28,394 50
74144T108	PRICE T ROWE GROUP INC	140 000	11,408 70	10,536 40
741503403	PRICELINE GROUP INC	25 000	29,880 55	36,651 50
74251V102	PRINCIPAL FINL GROUP INC	145 000	7,450 38	8,389 70

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
74267C106	PROASSURANCE CORP	30 000	1,376 85	1,686 00
743315103	PROGRESSIVE CORP OHIO	285 000	8,639 47	10,117 50
74340W103	PROLOGIS INC	276.000	12,011 73	14,570 04
74386T105	PROVIDENT FINL SVCS INC	40 000	660 20	1,132 00
744320102	PRUDENTIAL FINL INC	250 000	22,304 85	26,015 00
744336504	PRUDENTIAL GLOBAL REAL ESTATE	21334 880	541,479 27	487,075 31
74435K204	PRUDENTIAL PLC	465 000	10,492 78	18,502 35
744573106	PUBLIC SVC ENTERPRISE GROUP	275 000	11,468 42	12,067 00
74460D109	PUBLIC STORAGE INC	210 000	45,894 36	46,935 00
745867101	PULTEGROUP INC	250 000	4,280 95	4,595 00
74733V100	QEP RES INC	90 000	1,689 75	1,656 90
74736K101	QORVO INC	60 000	4,386 30	3,163 80
747525103	QUALCOMM INC	740 000	55,950 14	48,248 00
747545101	QUALITY CARE PPTYS INC	55 000	1,696 75	852 50
74762E102	QUANTA SVCS INC	115 000	3,295 33	4,007 75
74834L100	QUEST DIAGNOSTICS INC	85 000	5,044 11	7,811 50
74906P104	QUNAR CAYMAN IS LTD	15 000	528 85	451 95
749685103	RPM INTL INC	70 000	3,356 15	3,768 10
754730109	RAYMOND JAMES FINL INC	60 000	3,414 30	4,156 20
754907103	RAYONIER INC	60 000	1,199 70	1,596 00
756109104	REALTY INCOME CORP	130 000	6,686 41	7,472 40
75886F107	REGENERON PHARMACEUTICALS	50 000	6,173 05	18,354 50
7591EP100	REGIONS FINL CORP	995 000	7,226.78	14,288 20
759351604	REINSURANCE GROUP AMER INC	30 000	2,855 85	3,774 90
759509102	RELIANCE STEEL & ALUMINUM CO	35 000	2,138 39	2,783 90
759530108	RELX PLC	1470 000	23,641 43	26,415 90
75955B102	RELX NV	461 000	6,901 88	7,726 36
759916109	REPLIGEN CORP	15.000	458 18	462 30
760759100	REPUBLIC SVCS INC	945 000	34,770 50	53,912 25
761152107	RESMED INC	75 000	5,473 88	4,653 75
761713106	REYNOLDS AMERN INC	430 000	15,701 03	24,097 20
76973Q105	ROADRUNNER TRANSN SVCS HLDGS	10 000	75 25	103 90
773903109	ROCKWELL AUTOMATION INC	70.000	7,803 25	9,408 00
774341101	ROCKWELL COLLINS	625 000	51,717 28	57,975 00

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
775711104	ROLLINS INC	80 000	1,984 40	2,702 40
776696106	ROPER TECHNOLOGIES INC	185 000	33,378 11	33,869 80
778296103	ROSS STORES INC	220 000	11,683 05	14,432 00
780097689	ROYAL BK SCOTLAND GROUP PLC	1980 000	13,622 83	10,949 40
780259107	ROYAL DUTCH SHELL PLC	780 000	42,665 74	45,216 60
780287108	ROYAL GOLD INC	95.000	5,979.81	6,018 25
783513203	RYANAIR HLDGS PLC	58 000	3,395 87	4,829.08
78409V104	S&P GLOBAL INC	125 000	12,966 20	13,442 50
784117103	SEI INVESTMENTS CO	70 000	3,624 78	3,455 20
78440P108	SK TELECOM LTD	120.000	2,707 71	2,508 00
78486Q101	SVB FINL GROUP	20 000	2,046 10	3,433 20
790849103	ST JUDE MED INC	135 000	8,670 38	10,825 65
79466L302	SALESFORCE COM INC	305 000	18,250.32	20,880 30
801056102	SANMINA CORP	35 000	963 73	1,282 75
80105N113	SANOFI CONTINGENT	250 000	600 00	95 00
803054204	SAP SE	505 000	36,747 00	43,647 15
803866300	SASOL LTD	490 000	14,243 11	14,009 10
80589M102	SCANA CORP NEW	75.000	4,120 88	5,496 00
806037107	SCANSOURCE INC	10 000	379 75	403 50
806407102	SCHEIN HENRY INC	40 000	5,554 40	6,068 40
806857108	SCHLUMBERGER LTD	733 000	67,658 71	61,535 35
80687P106	SCHNEIDER ELEC SE	1140 000	19,218 53	15,898 44
808513105	SCHWAB CHARLES CORP NEW	673 000	18,143 98	26,563 31
808541106	SCHWEITZER-MAUDUIT INTL INC	15.000	610 58	682 95
80862K104	SCICLONE PHARMACEUTICALS INC	850 000	12,217 39	9,180 00
81211K100	SEALED AIR CORP NEW	80 000	3,597 20	3,627 20
81603X108	SEIKO EPSON CORP	1330 000	11,163 09	14,111 30
81619Q105	SELECT MED HLDGS CORP	55 000	817.18	728 75
816300107	SELECTIVE INS GROUP INC	25 000	927 63	1,076 25
816851109	SEMPRA ENERGY	115 000	12,342 76	11,573 60
816851AS8	SEMPRA ENERGY	50000 000	50,250.72	50,098 00
81721M109	SENIOR HSG PPTYS TR	125 000	2,694 59	2,366 25
81725T100	SENSIENT TECHNOLOGIES CORP	20 000	1,408.30	1,571 60
817565104	SERVICE CORP INTL	125 000	2,519 13	3,550 00

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
81809A126	SEVENTY SEVEN ENERGY INC NEW	0 050	9 10	1 36
81809A134	SEVENTY SEVEN ENERGY INC NEW	0.056	10 10	1.72
822582AV4	SHELL INTL FIN B V	80000 000	78,216 80	77,309 60
824348106	SHERWIN WILLIAMS CO	35.000	5,922 57	9,405 90
824596100	SHINHAN FINL GROUP CO LTD	160 000	6,431 73	6,022 40
82481R106	SHIRE PLC	257 000	53,900.65	43,787 66
825724206	SIBANYE GOLD LTD	1 000	7 40	7.06
826197501	SIEMENS A G	405 000	44,053 03	49,893 97
82706C108	SILICON MOTION TECHNOLOGY CORP	10 000	203 45	424 80
827084864	SILICONWARE PRECISION INDS LTD	220 000	1,545 92	1,606 00
828806109	SIMON PPTY GROUP INC NEW	220 000	38,742.75	39,087 40
829073105	SIMPSON MFG CO INC	235 000	8,960 68	10,281 25
830566105	SKECHERS U S A INC	60 000	1,742 70	1,474 80
830879102	SKYWEST INC	20 000	488 10	729 00
83088M102	SKYWORKS SOLUTIONS INC	70 000	5,577 95	5,226 20
83175M205	SMITH & NEPHEW PLC	765 000	25,778 87	23,011 20
831865209	SMITH A O	70 000	2,748 38	3,314 50
832696405	SMUCKER J M CO	55 000	6,456 28	7,043 30
833034101	SNAP ON INC	30.000	5,203 95	5,138 10
833635105	SOCIEDAD QUIMICA MINERA DE CHI	330 000	8,012 85	9,454 50
83364L109	SOCIETE GENERALE FRANCE	1465 000	14,235 04	14,446 36
83404D109	SOFTBANK GROUP	940 000	26,323 04	31,290 72
835495102	SONOCO PRODS CO	55 000	2,508 28	2,898 50
835699307	SONY CORP	700.000	18,441 10	19,621 00
842587107	SOUTHERN CO	430 000	20,278.80	21,151 70
844741108	SOUTHWEST AIRLS CO	410 000	18,079 46	20,434 40
844895102	SOUTHWEST GAS CORP	55 000	3,178 11	4,214 10
847560109	SPECTRA ENERGY CORP	840 000	30,571 72	34,515 60
84857L101	SPIRE INC	20 000	1,328 30	1,291 00
854502101	STANLEY BLACK & DECKER INC	83 000	6,888 23	9,519 27
855030102	STAPLES INC	350 000	4,494.10	3,167 50
855244109	STARBUCKS CORP	730.000	29,797 50	40,529 60
857477103	STATE STR CORP	260 000	19,529.12	20,207 20
85771P102	STATOIL ASA	1045 000	16,769 72	19,060 80

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
858119100	STEEL DYNAMICS INC	140 000	3,392 90	4,981 20
86074Q102	STILLWATER MNG CO	65 000	839 48	1,047.15
861012102	STMICROELECTRONICS N V	240 000	1,903 04	2,724 00
863667101	STRYKER CORP	295.000	21,692 65	35,343 95
864159108	STURM RUGER & CO INC	10 000	482 15	527 00
86562M209	SUMITOMO MITSUI FINL GROUP INC	4980 000	33,670 82	38,047 20
86562X106	SUMITOMO MITSUI TR HLDGS INC	1 000	4 23	3 59
867914103	SUNTRUST BKS INC	235 000	9,845 33	12,889 75
868168105	SUPERIOR INDS INTL INC	10 000	271.75	263 50
868459108	SUPERNUS PHARMACEUTICALS INC	610 000	10,254.77	15,402 50
869587402	SVENSKA CELLULOSA	770 000	23,368.73	21,808 71
871503108	SYMANTEC CORP	285 000	6,503 93	6,808 65
87160A100	SYNGENTA AG	325 000	21,602 84	25,691 25
87161C501	SYNOVUS FINL CORP	1 000	16 31	41 08
87162W100	SYNNEX CORP	15 000	940 30	1,815 30
87165B103	SYNCHRONY FINL	390 000	11,885 25	14,145 30
871829107	SYSCO CORP	510 000	19,316 25	28,238.70
872540109	TJX COS INC NEW	455 000	20,856 80	34,184 15
874039100	TAIWAN SEMICONDUCTOR MFG LTD	1300 000	20,197 29	37,375 00
874080104	TAL ED GROUP	80 000	2,610 05	5,612 00
876108101	TARENA INTL INC	5 000	50 13	74.95
87612E106	TARGET CORP	330 000	27,503 65	23,835 90
87651B104	TASER INTL INC	30 000	705 36	727 20
876568502	TATA MTRS LTD	75 000	3,556 12	2,579 25
878237106	TECH DATA CORP	15 000	1,191 23	1,270 20
87927Y102	TELECOM ITALIA S P A	380.000	4,827.74	3,378 20
879360105	TELEDYNE TECHNOLOGIES INC	365 000	38,888.36	44,895 00
879369106	TELEFLEX INC	15.000	2,601 83	2,417 25
87936R106	TELEFONICA BRASIL SA	125 000	1,123 59	1,672.50
879382208	TELEFONICA S A	3105 000	37,205 94	28,566 00
87938WAQ6	TELEFONICA EMISIONES S A U	50000.000	51,117 26	50,719 00
87944W105	TELENOR ASA	240 000	3,750 00	3,596 88
88031M109	TENARIS S A	325 000	15,041 82	11,605 75
88032Q109	TENCENT HLDGS LTD	1450 000	23,209.11	35,478 60

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
880890108	TERNIUM S A	330 000	6,351 56	7,969 50
881575302	TESCO PLC	980 000	13,431 97	7,514 64
881609101	TESORO CORP	65 000	5,955 83	5,684 25
882508104	TEXAS INSTRS INC	735 000	35,713 51	53,632 95
885160101	THOR INDS INC	20 000	1,305.90	2,001 00
88579Y101	3M CO	700 000	79,358 71	124,999 00
88706P205	TIM PARTICIPACOES S A	55 000	475 48	649 00
887228104	TIME INC NEW	1.000	9 51	17 85
887317303	TIME WARNER INC	455 000	14,502 28	43,921 15
88870P106	TIVO CORP	1 000	62 68	20 90
89055F103	TOPBUILD CORP	16 000	544 49	569 60
891092108	TORO CO	50 000	2,150.38	2,797 50
89114QAH1	TORONTO DOMINION BK UNSECD	80000 000	80,071 29	80,236 80
89151E109	TOTAL S A	990 000	48,155 65	50,460.30
891906109	TOTAL SYS SVCS INC	90 000	3,438 45	4,412 70
89231TAD2	TOYOTA AUTO RECEIVABLES 2015-C	75000 000	74,989 05	75,003 75
892331307	TOYOTA MOTOR CORP	720 000	72,944 12	84,384 00
892356106	TRACTOR SUPPLY CO	70 000	5,995 75	5,306 70
893641100	TRANSDIGM GROUP INC	140 000	36,242 50	34,854 40
89417E109	TRAVELERS COS INC	445 000	46,058 47	54,476 90
89465J109	TREASURY WINE ESTATES LTD	1 000	3.58	7 73
896239100	TRIMBLE NAVIGATION LTD	160 000	5,215 46	4,824 00
89628E104	TRINA SOLAR LTD	30 000	330 75	279 00
896438306	TRINITY BIOTECH PLC	145 000	1,593 04	1,003 40
896522109	TRINITY INDS INC	85 000	3,012 98	2,359 60
896818101	TRIUMPH GROUP INC NEW	20.000	1,396 58	530 00
89977P106	TUNIU CORP	15.000	151 28	131 25
899896104	TUPPERWARE BRANDS CORP	25 000	1,733 88	1,315 50
900111204	TURKCELL ILETISIM HIZMETLERI A S	845 000	8,186 48	5,830 50
90130A101	TWENTY-FIRST CENTY FOX INC	525 000	6,216 29	14,721 00
90130A200	TWENTY-FIRST CENTY FOX INC	220 000	6,021 51	5,995 00
90138A103	21VIANET GROUP INC	25 000	651 94	175 25
902494103	TYSON FOODS INC	155 000	5,943 47	9,560 40
902653104	UDR INC	140 000	4,792 49	5,107 20

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
902681105	UGI CORP NEW	90.000	2,926.35	4,147.20
902973304	US BANCORP DEL	1050.000	44,241.75	53,938.50
90346E103	U S SILICA HLDGS INC	20.000	645.90	1,133.60
90384S303	ULTA SALON COSMETICS &	30.000	7,131.45	7,648.20
90400P101	ULTRAPAR PARTICIPACOE S A	375.000	6,741.37	7,777.50
904311206	UNDER ARMOUR INC	135.000	4,935.48	3,397.95
904767704	UNILEVER PLC	790.000	33,002.25	32,153.00
904784709	UNILEVER N V	935.000	37,003.34	38,391.10
907818108	UNION PAC CORP	620.000	64,474.91	64,281.60
910047109	UNITED CONTL HLDGS INC	190.000	10,994.35	13,847.20
911312106	UNITED PARCEL SVC INC	400.000	38,940.11	45,856.00
912796JA8	UNITED STATES TREAS BILL	150000.000	149,664.80	149,947.50
912796KB4	UNITED STATES TREAS BILL	350000.000	348,460.77	348,764.50
912828B66	UNITED STATES TREAS NT	75000.000	76,156.94	77,460.75
912828G38	UNITED STATES TREAS NT	160000.000	161,865.54	159,019.20
912828K74	UNITED STATES TREAS NT	120000.000	118,987.50	116,240.40
912828L99	UNITED STATES TREAS NT	140000.000	137,838.67	138,282.20
912828P46	UNITED STATES TREAS NT	925000.000	923,909.37	864,301.50
912828Q94	UNITED STATES TREAS NT	300000.000	299,812.50	299,016.00
912828S50	UNITED STATES TREAS NT	201684.000	201,856.74	195,028.43
912828WN6	UNITED STATES TREAS NT	90000.000	92,054.63	90,551.70
912828XB1	UNITED STATES TREAS NT	30000.000	30,009.30	29,409.30
912909108	UNITED STS STL CORP	60.000	3,554.84	1,980.60
91307C102	UNITED THERAPEUTICS CORP DEL	25.000	4,333.13	3,585.75
91324P102	UNITEDHEALTH GROUP INC	550.000	66,179.64	88,022.00
91324PBY7	UNITEDHEALTH GROUP INC	100000.000	100,337.87	100,146.00
913483103	UNIVERSAL ELECTRS INC	5.000	331.33	322.75
913543104	UNIVERSAL FST PRODS INC	5.000	329.48	510.90
91704F104	URBAN EDGE PPTY	1.000	20.35	27.51
918194101	VCA INC	40.000	2,240.80	2,746.00
918204108	V F CORP	290.000	20,688.69	15,471.50
91913Y100	VALERO ENERGY CORP NEW	680.000	26,133.06	46,457.60
919794107	VALLEY NATL BANCORP	178.000	2,138.54	2,071.92
920253101	VALMONT INDS INC	5.000	666.03	704.50

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
920355104	VALSPAR CORP	20 000	1,686 10	2,072.20
92203J407	VANGUARD TOTAL INTL BOND INDEX	7249 000	390,520.92	393,548 21
92240G101	VECTREN CORP	35 000	1,798.48	1,825 25
92242Y100	VEDANTA LTD	1450 000	9,502 46	18,009 00
92276F100	VENTAS INC	320 000	15,342 90	20,006 40
922908553	VANGUARD REIT	6032 000	377,467 62	497,820.96
92334N103	VEOLIA ENVIRONNEMENT	530 000	13,221 82	9,042 33
92343V104	VERIZON COMMUNICATIONS INC	1865 000	90,962 35	99,553 70
92343VCR3	VERIZON COMMUNICATIONS INC	75000 000	78,064 16	74,759 25
923454102	VERITIV CORP-W/I	2 000	55 11	107 50
92532F100	VERTEX PHARMACEUTICALS INC	130 000	13,674 05	9,577 10
92532W103	VERSUM MATLS INC	55 000	468 54	1,543 85
92657J101	VIDEOCON D2H LTD	10.000	83 55	82 20
92763W103	VIPSHOP HLDGS LTD	115 000	2,292 69	1,266 15
92826C839	VISA INC	1060 000	38,677.73	82,701 20
92826CAA0	VISA INC	125000 000	125,191 62	124,982 50
928377100	VISTA OUTDOOR INC	25 000	1,178 13	922 50
92852T201	VIVENDI SA	455 000	12,150 22	8,665 02
92857W308	VODAFONE GROUP PLC NEW	720 000	30,500 59	17,589 60
929042109	VORNADO RLTY TR	80 000	7,969.54	8,349 60
929160109	VULCAN MATLS CO	80 000	3,600 00	10,012 00
929236107	WD-40 CO	5 000	575 08	584 50
92924F106	WGL HLDGS INC	20 000	1,361 70	1,525 60
92930RBB7	WFRBS COML MTG TR 2012-C9	75000 000	76,871 75	76,167 75
92932M101	WNS HLDGS LTD	15 000	363 98	413 25
92937A102	WPP PLC	80 000	6,654 29	8,852.80
92939U106	WEC ENERGY GROUP INC	160 000	7,821 83	9,384 00
929740108	WABTEC CORP	25 000	1,856 38	2,075 50
931427108	WALGREENS BOOTS ALLIANCE INC	475 000	40,530 38	39,311 00
94106L109	WASTE MGMT INC DEL	295.000	14,842 15	20,918 45
941848103	WATERS CORP	250.000	31,202 18	33,597 50
942622200	WATSCO INC	5 000	663 83	740 60
948596101	WEIBO CORP	10.000	202 66	406 00
949746101	WELLS FARGO & CO	2670 000	145,742.40	147,143 70

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
94974BGA2	WELLS FARGO & CO NEW	80000 000	79,229 60	79,180 00
94989EAE7	WELLS FARGO COMLY MTG TR	100000 000	104,566 41	99,947 00
95040Q104	WELLTOWER INC	195 000	11,098 21	13,051 35
955306105	WEST PHARMACEUTICAL SVSC INC	30 000	2,273 25	2,544 90
958102105	WESTERN DIGITAL CORP	272 000	18,388 22	18,482 40
959802109	WESTERN UNION CO	235 000	4,828 08	5,104 20
961214301	WESTPAC BKG CORP	4345.000	103,923 13	102,020 60
961214BZ5	WESTPAC BKG CORP	75000.000	75,253 81	74,941 50
961214DC4	WESTPAC BKG CORP	75000 000	70,352 25	71,074 50
96145D105	WESTROCK CO	190 000	10,191 54	9,646 30
962166104	WEYERHAEUSER CO	460 000	10,817 82	13,841 40
96221QAC7	WFRBS COML MTG TR 2013-C18	100000 000	107,453 13	104,508 00
963320106	WHIRLPOOL CORP	40 000	7,629 10	7,270 80
966244105	WHITEWAVE FOODS CO	1 000	9 33	55 60
969457100	WILLIAMS COS INC DEL	355 000	17,773 97	11,054 70
97651M109	WIPRO LTD	155 000	1,653 49	1,500.40
977868306	WOLSELEY PLC JERSEY	2931 000	16,786.09	17,969 96
980745103	WOODWARD INC	420 000	21,257 88	29,001 00
981475106	WORLD FUEL SVCS CORP	30 000	1,300 65	1,377 30
98212B103	WPX ENERGY INC	1 000	12 42	14.57
98310W108	WYNDHAM WORLDWIDE CORP	55 000	1,155.84	4,200 35
983134107	WYNN RESORTS LTD	15 000	1,644 55	1,297 65
98389BAQ3	XCEL ENERGY INC	50000 000	49,986 00	49,952 50
984121103	XEROX CORP	570.000	7,353 34	4,976 10
98419E108	XUNLEI LTD	5 000	29 03	19 30
98419M100	XYLEM INC	80 000	3,653 20	3,961 60
984245100	YPF SOCIEDAD ANONIMA	130 000	2,729 00	2,145 00
98426T106	YY INC	10 000	652 86	394 20
984332106	YAHOO INC	475.000	6,779 55	18,368 25
988498101	YUM BRANDS INC	190 000	10,518 90	12,032 70
98850P109	YUM CHINA HLDGS INC	190 000	4,540 37	4,962.80
98956P102	ZIMMER BIOMET HLDGS INC	85 000	9,876 57	8,772 00
98978V103	ZOETIS INC	1700 000	61,932 60	91,001 00
989825104	ZURICH INS GROUP LTD	1040 000	27,763 61	28,692 56

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
D18190898	DEUTSCHE BK AG	1010 000	24,850 92	18,281 00
G0084W101	ADIENT PLC	54.000	2,515 59	3,164 40
G0177J108	ALLERGAN PLC	356 000	67,896 37	74,763 56
G0408V102	AON PLC	145 000	14,009 17	16,171.85
G05384105	ASPEN INS HLDGS LTD	25 000	1,164 13	1,375 00
G1151C101	ACCENTURE PLC	375 000	32,893 63	43,923 75
G27823106	DELPHI AUTOMOTIVE PLC	145 000	10,477 50	9,765.75
G29183103	EATON CORP PLC	590 000	31,713.14	39,583 10
G30397106	ENDURANCE SPECIALITY HLDGS LTD	25 000	1,664 88	2,310.00
G30401106	ENDO INTERNATIONAL PLC	440 000	36,669 66	7,246 80
G3157S106	ENSCO PLC	120 000	1,871 40	1,166 40
G3223R108	EVEREST RE GROUP LTD	20 000	3,725 50	4,328 00
G3323L100	FABRINET	10 000	356 45	403 00
G4388N106	HELEN OF TROY LTD	10.000	967 85	844 50
G47791101	INGERSOLL-RAND CO LTD	135 000	9,225 71	10,130 40
G491BT108	INVESCO LTD	220 000	7,674 81	6,674.80
G51502105	JOHNSON CONTROLS INTL PLC	549 000	24,856 10	22,613 31
G5785G107	MALLINCKRODT PLC	241 000	24,526 99	12,006 62
G5960L103	MEDTRONIC PLC	1201 000	93,669 69	85,547 23
G60754101	MICHAEL KORS HLDGS LTD	5 000	248 83	214 90
G6359F103	NABORS INDS INC	150 000	2,138 75	2,460 00
G6518L108	NIELSEN HLDGS PLC	190 000	8,547 64	7,970 50
G65431101	NOBLE CORP PLC	120 000	1,349.74	710 40
G72800108	PROTHENA CORP PLC	1 000	5 03	49 19
G7665A101	ROWAN COMPANIES PLC	65 000	1,263 93	1,227 85
G7S00T104	PENTAIR PLC	100 000	6,280 26	5,607 00
G81276100	SIGNET JEWELERS LTD	35.000	3,305 73	3,299 10
G84720104	STERIS PLC	40 000	2,736 20	2,695 60
G97822103	PERRIGO CO	245 000	37,265 26	20,391 35
G98294104	XL GROUP LTD	135 000	4,428 33	5,030 10
H1467J104	CHUBB LTD	343.000	28,671 85	45,317 16
H2906T109	GARMIN LTD	195 000	8,473 93	9,455.55
H42097107	UBS GROUP AG	2060 000	41,301 89	32,280 20
H50430232	LOGITECH INTL S A	825 000	12,096 19	20,435 25

TIMOTHY J MEE CHARITABLE TRUST
05-6077239
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
N07059210	ASML HOLDINGS NV	120 000	8,378 77	13,464.00
N53745100	LYONDELLBASELL INDUSTRIES NV	250 000	14,378 35	21,445.00
N59465109	MYLAN INC	765 000	42,819.19	29,184 75
V7780T103	ROYAL CARIBBEAN CRUISES LTD	90 000	7,336.35	7,383 60
Y09827109	BROADCOM LTD	174.000	15,774 34	30,757 98
		Totals.	25,927,265.03	27,118,525.23

TIMOTHY J MEE CHARITABLE TRUST
FORM 990PF, PART II - CORPORATE STOCK
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05-6077239

DESCRIPTION

SEE ATTACHED

TOTALS

