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Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

BRUCE N GRIFFING TRUST U W POR 3

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

Room/suite

Wells Fargo Bank N A Trust Tax Dept - 100 N Main St MAC D4001-117

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

Winston Salem NC 27101

Foreign country name

Foreign province/state/county

Foreign postal code

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) ► \$ 628,953	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)
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(Part I, column (d) must be on cash basis)

A Employer identification number

06-6020281

B Telephone number (see instructions)

(888) 730-4933

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 ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		14,220	13,332		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		22,326			
b Gross sales price for all assets on line 6a	380,554				
7 Capital gain net income (from Part IV, line 2)			22,326		
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)					
12 Total. Add lines 1 through 11		36,546	35,658	0	
13 Compensation of officers, directors, trustees, etc		10,104	7,578		2,526
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		846			846
c Other professional fees (attach schedule)		632			632
17 Interest					
18 Taxes (attach schedule) (see instructions)		132	132		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.					
Add lines 13 through 23		11,714	7,710	0	4,004
25 Contributions, gifts, grants paid		28,400			28,400
26 Total expenses and disbursements. Add lines 24 and 25		40,114	7,710	0	32,404
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-3,568			
b Net investment income (if negative, enter -0-)			27,948		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see Instructions.

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Form 990-PF (2016)

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		64,619	46,821	46,821
	3 Accounts receivable ►				
	Less. allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less. allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		560,693	574,828	582,132
	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)		625,312	621,649	628,953
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22))		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		625,312	621,649	
	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)		625,312	621,649	
	31 Total liabilities and net assets/fund balances (see instructions)		625,312	621,649	

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	625,312
2 Enter amount from Part I, line 27a	2	-3,568
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	1,009
4 Add lines 1, 2, and 3	4	622,753
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	1,104
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	621,649

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement					
b					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	22,326
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	33,379	650,700	0 051297
2014	35,060	698,341	0 050205
2013	31,337	683,134	0 045872
2012	30,205	663,885	0 045497
2011	33,289	661,688	0 050309

- 2 Total of line 1, column (d) 2 0 243180
- 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 048636
- 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 4 623,081
- 5 Multiply line 4 by line 3 5 30,304
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 279
- 7 Add lines 5 and 6 7 30,583
- 8 Enter qualifying distributions from Part XII, line 4 8 32,404

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► 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-

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only) Others enter -0-

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2016 estimated tax payments and 2015 overpayment credited to 2016 6a 176

b Exempt foreign organizations—tax withheld at source 6b

c Tax paid with application for extension of time to file (Form 8868) 6c

d Backup withholding erroneously withheld 6d

7 Total credits and payments Add lines 6a through 6d 7 176

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 6 is more than line 7, enter **amount owed** ► 9 103

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► 10 0

11 Enter the amount of line 10 to be **Credited to 2017 estimated tax** ► Refunded ► 11 0

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year? 1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities 2 X

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a X

b If "Yes," has it filed a tax return on Form 990-T for this year? 4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T 5 X

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV 7 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CT

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 8b X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 100 N Main St MAC D4001-117 Winston Salem NC	Telephone no ► 888-730-4933 ZIP+4 ► 27101		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	► X
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 ►	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20_____, 20_____, 20_____, 20_____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____, 20_____, 20_____, 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 100 N Main St MAC D4001-117 Winston Salem, NC 27	Trustee SEE ATTACHED	10,104		

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

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

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

► 0

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		► 0

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

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	576,980
b	Average of monthly cash balances	1b	55,590
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	632,570
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	632,570
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	9,489
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	623,081
6	Minimum investment return. Enter 5% of line 5	6	31,154

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	31,154
2a	Tax on investment income for 2016 from Part VI, line 5	2a	279
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	279
3	Distributable amount before adjustments Subtract line 2c from line 1	3	30,875
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	30,875
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	30,875

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	32,404
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	32,404
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	279
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	6	32,125
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				30,875
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			30,118	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 32,404			30,118	
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				2,286
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d); the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				28,589
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	28,400
b Approved for future payment NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue	a				
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)			0		36,546
13	Total. Add line 12, columns (b), (d), and (e)			13		36,546

(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

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

Recipient(s) paid during the year

Name

GIRL SCOUTS OF CONNECTICUT INC

Street

340 WASHINGTON AVE

City SHOLETON	State CT	Zip Code 06484	Foreign Country
------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 16,400
--	------------------

Name

YOUNG AUDIENCES OF CONNECTICUT

Street

3074 WHITNEY AVE

City HAMDEN	State CT	Zip Code 06518	Foreign Country
----------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 7,000
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Name

CHILDREN MUSEUM INC

Street

950 TROUT BROOK DRIVE

City WEST HARTFORD	State CT	Zip Code 06119	Foreign Country
-----------------------	-------------	-------------------	-----------------

Relationship NOEN	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 5,000
--	-----------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Supplemental Information:

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

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

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

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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	Capital Gains/Losses		Other sales		Gross Sales		Cost of Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss		
Description	CUSIP #		Check "X" to include in Part IV	Purchaser		Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1 ISHARES SAP MID-CAP 400 C	462878606	X						10/28/2015	12/1/2016	3,696	3,392			0	404	
2 LAZARD EMERGING MKTS P	521068N899	X						6/30/2009	10/7/2016	5,578	4,738			0	840	
3 LAZARD EMERGING MKTS P	521068N899	X						6/30/2009	11/2/2016	5,415	4,738			0	621	
4 LAZARD EMERGING MKTS P	521068N899	X						6/30/2009	12/1/2016	5,145	4,624			0		
5 PIMCO HIGH YIELD FD-INST	693390841	X						10/28/2015	10/7/2016	3,325	3,347			0	-15	
6 PIMCO HIGH YIELD FD-INST	693390841	X						11/13/2009	10/7/2016	2,075	2,024			0	-51	
7 PIMCO HIGH YIELD FD-INST	693390841	X						11/13/2009	11/2/2016	5,328	5,273			0	-55	
8 DRIEHAUS ACTIVE INCOME F	262028855	X						9/7/2012	11/2/2016	3,560	3,210			0	-150	
9 DRIEHAUS ACTIVE INCOME F	262028855	X						9/7/2012	12/1/2016	3,448	3,532			0	-84	
10 FEDERATED STRAT VAL DIV	314172560	X						4/29/2010	10/7/2016	9,036	6,178			0	-2,858	
11 FEDERATED STRAT VAL DIV	314172560	X						4/29/2010	11/2/2016	8,862	6,163			0	-2,79	
12 DODGE & COX INTL STOCK	256208103	X						1/24/2014	10/7/2016	8,13	8,13			0	-80	
13 DODGE & COX INTL STOCK	256208103	X						1/24/2014	11/2/2016	8,75	957			0	-82	
14 FEDERATED STRAT VAL DIV	314172560	X						4/29/2010	12/1/2016	8,497	5,898			0	-2,599	
15 JP MORGAN MID CAP VALUE	339129100	X						10/11/2016	12/1/2016	159	147			0	-12	
16 GATEWAY FUND Y #1986	367829894	X						9/7/2012	10/7/2016	7,191	6,529			0	-682	
17 DODGE & COX INTL STOCK	256208103	X						1/24/2014	12/1/2016	1,004	1,040			0	-39	
18 GATEWAY FUND Y #1986	367829894	X						9/7/2012	11/2/2016	7,147	6,557			0	-590	
19 GATEWAY FUND Y #1986	367829894	X						9/7/2012	12/1/2016	7,048	6,554			0	-74	
20 DREYFUS EMG MKT DEBT LQ	261980494	X						9/7/2012	10/7/2016	2,668	3,325			0	-660	
21 HARBOR INTERNATIONAL FD IN	411511306	X						8/18/2011	10/7/2016	9,190	8,141			0	1,049	
22 HARBOR INTERNATIONAL FD IN	411511306	X						8/18/2011	11/2/2016	8,889	8,141			0	748	
23 HARBOR INTERNATIONAL FD IN	411511306	X						8/18/2011	12/1/2016	8,634	7,814			0	820	
24 ISHARES SELECT DIVIDEND	46287168	X						4/27/2016	10/7/2016	8,141	8,141			0	366	
25 ISHARES SELECT DIVIDEND	46287168	X						4/27/2016	11/2/2016	6,951	6,770			0	181	
26 ISHARES SELECT DIVIDEND	46287168	X						4/28/2015	11/2/2016	1,407	1,303			0	104	
27 DREYFUS EMG MKT DEBT LQ	261980494	X						9/7/2012	10/20/2016	8,050	10,133			0	-2,043	
28 DRIEHAUS ACTIVE INCOME F	262028855	X						9/7/2012	10/7/2016	3,553	3,710			0	-157	
29 ISHARES SELECT DIVIDEND	46287168	X						10/28/2015	12/1/2016	8,728	7,437			0	1,291	
30 ISHARES SELECT DIVIDEND	46287168	X						10/28/2015	10/7/2016	3,622	3,456			0	169	
31 ISHARES SELECT DIVIDEND	46287168	X						10/28/2015	11/2/2016	3,337	3,292			0	45	
32 VANGUARD INTERMEDIATE	922086C870	X						4/7/2016	10/7/2016	8,974	8,913			0	161	
33 VANGUARD INTERMEDIATE	922086C870	X						4/7/2016	11/2/2016	1,483	1,483			0	0	
34 VANGUARD INTERMEDIATE	922086C870	X						10/28/2015	11/2/2016	7,412	7,246			0	166	
35 VANGUARD RETI VIPER	922086C870	X						10/28/2015	12/1/2016	8,214	8,281			0	67	
36 VANGUARD RETI VIPER	922086C870	X						10/28/2015	10/7/2016	9,389	7,275			0	2,094	
37 VANGUARD RETI VIPER	922086C870	X						10/28/2015	11/2/2016	9,185	7,339			0	1,846	
38 VANGUARD RETI VIPER	922086C870	X						10/28/2015	12/1/2016	9,45	9,958			0	-2,189	
39 VANGUARD RETI VIPER	922086C870	X						9/7/2012	4/7/2016	9,467	11,667			0	-2,251	
40 PIMCO HIGH YIELD FD-INST	693390841	X						11/13/2009	12/1/2016	1,151	9,905			0	86	
41 PIMCO HIGH YIELD FD-INST	693390841	X						6/30/2009	12/1/2016	1,151	982			0	169	
42 PIMCO FOREIGN BD USD	693390842	X						10/24/2014	10/7/2016	8,488	6,506			0	40	
43 PIMCO FOREIGN BD USD	693390842	X						10/24/2014	11/2/2016	4,542	4,594			0	-42	
44 PIMCO FOREIGN BD USD	693390842	X						4/29/2010	11/2/2016	3,000	2,980			0	-20	
45 PIMCO FOREIGN BD USD	693390842	X						4/29/2010	12/1/2016	7,931	8,000			0	-69	
46 PIMCO FOREIGN BD USD	693390842	X						12/1/2016	1/2/2017	15,302	15,302			0	-622	
47 RIDGEWORTH SIX HY BD-1	768281785	X						9/7/2012	10/7/2016	3,112	3,710			0	632	
48 RIDGEWORTH SIX HY BD-1	768281785	X						9/7/2012	11/2/2016	3,078	3,710			0	-632	
49 RIDGEWORTH SIX HY BD-1	768281785	X						10/28/2015	10/7/2016	9,457	9,532			0	-770	
50 RIDGEWORTH SIX HY BD-1	768281785	X						10/28/2015	11/2/2016	9,457	9,650			0	-193	
51 RIDGEWORTH SIX HY BD-1	768281785	X						10/28/2015	12/1/2016	9,193	9,650			0	-457	
52 T ROWE PRICE BLUE CHIP G	778540106	X						7/22/2012	10/7/2016	9,161	9,202			0	-211	
53 T ROWE PRICE SHORT TERM	778540106	X						10/24/2014	10/7/2016	11,000	11,098			0	-17	
54 T ROWE PRICE SHORT TERM	778540106	X						10/24/2014	11/2/2016	11,011	11,098			0	-96	
55 T ROWE PRICE SHORT TERM	778540106	X						10/24/2014	12/1/2016	10,437	10,96			0	-159	
56 T ROWE PRICE BLUE CHIP G	778540106	X						8/18/2011	10/7/2016	4,379	5,149			0	-770	
57 T ROWE PRICE BLUE CHIP G	778540106	X						8/18/2011	11/2/2016	4,247	5,168			0	-921	
58 T ROWE PRICE SHORT TERM	778540106	X						8/18/2011	12/1/2016	4,711	4,922			0	-211	
59 T ROWE PRICE SHORT TERM	778540106	X						10/24/2014	10/7/2016	1,659	1,676			0	-17	
60 T ROWE PRICE SHORT TERM	778540106	X						10/24/2014	11/2/2016	1,599	1,639			0	-37	
61 T ROWE PRICE SHORT TERM	778540106	X						10/24/2014	12/1/2016	1,599	6,78			0	-159	
62 SPDR DJ MSLSHRE INTERNA	78463X883	X						8/18/2011	10/7/2016	733	752			0	-19	
63 SPDR DJ MSLSHRE INTERNA	78463X883	X						8/18/2011	11/2/2016	5,062	4,938			0	124	
64 WESTERN ASSET CORE PLU	957683503	X						10/28/2015	10/7/2016	5,052	4,624			0	102	
65 WESTERN ASSET CORE PLU	957683503	X						10/28/2015	11/2/2016	4,624	4,718			0	-94	

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	846			846

Part I, Line 16c (990-PF) - Other Professional Fees

		632	0	0	632
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMINISTRATION FEES	632			632

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

		132	132	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	132	132		

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	582,132
2	DODGE & COX INCOME FD COM 147		0	38,283	43,276
3	HARBOR INTERNATIONAL FD INST 2011		0	8,904	9,518
4	HARBOR CAPITAL APRTION-INST 2012		0	48,811	46,099
5	LAZARD EMERGING MKTS PTFL 638		0	5,170	5,782
6	PIMCO HIGH YIELD FD-INST 108		0	5,018	5,879
7	PIMCO FOREIGN BD FD USD H-INST 103		0	9,153	9,179
8	T ROWE PRICE BLUE CHIP GRWTH 93		0	10,497	10,189
9	T ROWE PRICE SHORT TERM BD FD 55		0	12,141	11,938
10	ARTISAN INTERNATIONAL FDI 662		0	11,342	10,941
11	MERGER FUND-INST #301		0	7,781	7,789
12	ARTISAN MID CAP FUND-INSTL 1333		0	18,141	17,158
13	MET WEST TOTAL RETURN BOND CCL 51		0	55,452	54,176
14	FID ADV EMER MKTS INC- CL 1607		0	22,621	22,232
15	T ROWE PRICE REAL ESTATE FD 122		0	13,214	13,693
16	EATON VANCE GLOBAL MACRO - I		0	19,452	18,374
17	DODGE & COX INT'L STOCK FD 1048		0	17,130	15,693
18	ISHARES S&P MIDCAP 400 GROWTH		0	3,621	4,008
19	AMER CENT SMALL CAP GRWTH INST 336		0	8,654	9,154
20	MFS VALUE FUND-CLASS I 893		0	47,900	49,173
21	DRIEHAUS ACTIVE INCOME FUND		0	4,049	3,955
22	JP MORGAN MID CAP VALUE-I 758		0	21,233	22,604
23	ROYCE PREMIER FUND W CLASS 566		0	5,637	4,654
24	STERLING CAPITAL STRATTON SMALL C		0	8,613	9,121
25	VANGUARD INTERMEDIATE-TERM C		0	9,489	9,427
26	ASG GLOBAL ALTERNATIVES-Y 1993		0	7,684	7,928
27	SHARES DOW JONES SELECT DIVIDEND		0	8,402	9,743
28	WESTERN ASSET CORE PLUS BOND-I 28		0	5,394	5,305
29	VANGUARD REIT VIPER		0	10,306	13,370
30	AQR MANAGED FUTURES STR-I		0	15,462	14,529
31	VANGUARD INFLAT-PROT SEC'S-ADM 511		0	4,588	4,400
32	JPMORGAN HIGH YIELD FUND SS 35880		0	18,975	19,036
33	T ROWE PRICE INST FLOAT RATE 170		0	7,808	7,845
34	OPPENHEIMER DEVELOPING MKT-I 799		0	19,300	18,964
35	INV BALANCE RISK COMM STR-Y 8611		0	4,450	4,389
36	BLACKROCK GL L/S CREDIT-INS #1833		0	15,617	15,716
37	SPDR DJ WILSHIRE INTERNATIONAL REA		0	11,118	10,138
38	FEDERATED STRAT VAL DIV FDI 662		0	6,747	9,654
39	RIDGEWORTH SEIX HY BD-I 5855		0	4,048	3,387
40	GATEWAY FUND - Y 1986		0	7,130	7,979
41	NEUBERGER BERMAN LONG SH-INS #183		0	11,078	11,209
42	CREDIT SUISSE COMM RT ST-CO 2156		0	4,415	4,528

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

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

1 Mutual Fund and CTF Income Addition	1	350
2 Federal Excise Tax Refund	2	659
3 Total	3	1,009

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

1 Mutual Fund and CTF Income Subtraction	1	371
2 PY Return of Capital Adjustment	2	477
3 Cost Basis Adjustment	3	256
4 Total	4	1,104

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

Part VIII, Line 1 1990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Part VIII, Line 1330-FF - Compensation of Officers, Directors, Trustees and Consultants									
Name		Check "X" if Business		Street		City		Foreign Country	
1		Wells Fargo Bank N A Trust Tax D		X 100 N Main St MAC D4001-117		Winston Salem		NC 27101	
TRUSTEE	Title	SEE ATTAC	Compensation	Avg Hrs Per Week	Benefits	Expense Account	0	10.104	0

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

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

	Date	Amount
1		176
2		
3		
4		
5		
6		
7		176

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1 Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	30,118
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	30,118