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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2016

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

Name of foundation
C G SWEBILIUS RES TR U/W

Number and street (or P O box number if mail is not delivered to street address) Room/suite
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
06-6021035

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) ▶ \$ **12,294,251.**

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

ENVELOPE DATE MAY 10 2017 POSTMARK DATE

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	288,842.	274,455.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	211,017.			
b	Gross sales price for all assets on line 6a 5,596,072.				
7	Capital gain net income (from Part IV, line 2)		211,017.		
8	Net short-term capital gain.				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	3,928.			STMT 2
12	Total. Add lines 1 through 11	503,787.	485,472.		
13	Compensation of officers, directors, trustees, etc	166,961.	100,177.		66,785.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 3	1,326.	NONE	NONE	1,326.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 4	13,429.	8,058.		
17	Interest (attach schedule)				
18	Taxes (attach schedule) (see instructions) STMT 5	4,345.	4,345.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	818.	NONE	NONE	818.
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	1,957.	850.		1,107.
24	Total operating and administrative expenses. Add lines 13 through 23.	188,836.	113,430.	NONE	70,036.
25	Contributions, gifts, grants paid	560,000.			560,000.
26	Total expenses and disbursements Add lines 24 and 25	748,836.	113,430.	NONE	630,036.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-245,049.			
b	Net investment income (if negative, enter -0-)		372,042.		
c	Adjusted net income (if negative, enter -0-).				

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	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	443,676.	592,741.	592,741.
	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 7.	11,305,117.	10,886,467.	11,701,510.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,748,793.	11,479,208.	12,294,251.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	11,748,793.	11,479,208.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	11,748,793.	11,479,208.		
31	Total liabilities and net assets/fund balances (see instructions)	11,748,793.	11,479,208.		

Part III	Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,748,793.
2	Enter amount from Part I, line 27a	2	-245,049.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	7,429.
4	Add lines 1, 2, and 3	4	11,511,173.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	31,965.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,479,208.

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				
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 5,595,708.		5,384,691.	211,017.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			211,017.	
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	211,017.
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	615,363.	12,747,363.	0.048274
2014	611,997.	12,958,798.	0.047226
2013	581,889.	12,406,021.	0.046904
2012	536,749.	11,689,462.	0.045917
2011	514,183.	11,746,986.	0.043771
2 Total of line 1, column (d)			2 0.232092
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 0.046418
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 12,245,197.
5 Multiply line 4 by line 3.			5 568,398.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 3,720.
7 Add lines 5 and 6.			7 572,118.
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.			8 630,036.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	3,720.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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	3,720.
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	3,720.
6 Credits/Payments		
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,536.
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	5,536.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,816.
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 1,816. Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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	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)

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 ▶ <u>N/A</u>	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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
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
				X

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

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

		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? <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)? <input type="checkbox"/> 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 ▶ _____, _____, _____			
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? <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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		166,961.		

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

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

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



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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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



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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,292,875.
b	Average of monthly cash balances	1b	1,138,797.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,431,672.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,431,672.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	186,475.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,245,197.
6	Minimum investment return. Enter 5% of line 5	6	612,260.

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	612,260.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,720.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,720.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	608,540.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	608,540.
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	608,540.

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	630,036.
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	630,036.
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	3,720.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	626,316.

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				608,540.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			622,049.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011		NONE		
b From 2012		NONE		
c From 2013		NONE		
d From 2014		NONE		
e From 2015		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>630,036.</u>				
a Applied to 2015, but not more than line 2a			622,049.	
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.				7,987.
e Remaining amount distributed out of corpus.	NONE			
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	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				600,553.
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)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			



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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>YALE SCHOOL OF MEDICINE</p>	N/A	PC	CANCER RESEARCH & EPILEPSY RESEARCH	560,000.
Total ▶ 3a				560,000.
b Approved for future payment				
Total ▶ 3b				



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets... (2) Purchases of assets... (3) Rental of facilities... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (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

Signature of officer or trustee: [Handwritten Signature]

Date: 05/01/2017

Title: SVP Tax

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

BANK OF AMERICA, N.A.

Table for Paid Preparer Use Only with fields for Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, and Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	5,747.	5,747.
FOREIGN DIVIDENDS	43,409.	43,409.
NONDIVIDEND DISTRIBUTIONS	14,387.	
DOMESTIC DIVIDENDS	96,560.	96,560.
OTHER INTEREST	18.	18.
NONQUALIFIED FOREIGN DIVIDENDS	6,713.	6,713.
NONQUALIFIED DOMESTIC DIVIDENDS	122,008.	122,008.
TOTAL	288,842.	274,455.



FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	3,928.
TOTALS	----- 3,928. =====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	597.			597.
LEGAL FEES - INCOME (ALLOCABLE	597.			597.
LEGAL FEES - CHARITABLE	132.			132.
TOTALS	1,326.	NONE	NONE	1,326.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	13,429.	8,058.
TOTALS	13,429.	8,058.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	760.	760.
FOREIGN TAXES ON QUALIFIED FOR	2,558.	2,558.
FOREIGN TAXES ON NONQUALIFIED	1,027.	1,027.
TOTALS	4,345.	4,345.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE - INCOME	754.	754.	
OTHER INVESTMENT FEE	96.	96.	
OTHER CHARITABLE EXPENSES	1,107.		1,107.
TOTALS	1,957.	850.	1,107.

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

=====

DESCRIPTION -----	AMOUNT -----
SALES ADJUSTMENT	7,415.
ROUNDING	14.

TOTAL	7,429.
	=====

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

=====

DESCRIPTION -----	AMOUNT -----
INCOME ADJUSTMENT	14,314.
SECURITIES ADJUSTMENT	10,687.
SALES GAIN/LOSS ADJUSTMENT	3,667.
YEAR END WASH SALES ADJUSTMENT	3,297.

TOTAL	31,965.
	=====



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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

777 MAIN STREET

HARTFORD,, CT 06115

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 70,951.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

OFFICER NAME:

STEPHEN HOTCHKISS

ADDRESS:

17401 EDGEWATER DRIVE

LAKEWOOD,, OH 44107

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 48,005.

OFFICER NAME:

JOHN F. BRENNAN III

ADDRESS:

107 W JEFFERSON ST

ROCKVILLE, MD 20850-4205

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 48,005.

TOTAL COMPENSATION:

166,961.

=====

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Balance Sheet
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Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	592741 000	592,741 00	592,741.00
002824100	ABBOTT LABS	469.000	16,940.10	18,014.29
00287Y109	ABBVIE INC	236.000	14,727.25	14,778 32
00404A109	ACADIA HEALTHCARE CO INC	133 000	5,918.72	4,402.30
00507V109	ACTIVISION BLIZZARD INC	302 000	10,078 60	10,905 22
00508Y102	ACUITY BRANDS INC	33.000	4,516.48	7,618.38
00751Y106	ADVANCED AUTO PTS INC	12 000	1,862.41	2,029 44
00758M139	CAMBIAR INTL EQUITY FUND	13614 064	333,000 00	325,784 55
008252108	AFFILIATED MANAGERS GROUP	45 000	8,350 50	6,538.50
00971T101	AKAMAI TECHNOLOGIES INC	103 000	6,254 47	6,868 04
01609W102	ALIBABA GROUP HLDG LTD	545 000	43,424 26	47,856 45
017175100	ALLEGHANY CORP DEL	10 000	4,776 04	6,081.20
018581108	ALLIANCE DATA SYS CORP	48 000	12,699.04	10,968 00
018802108	ALLIANT CORP	67.000	1,944 38	2,538.63
020002101	ALLSTATE CORP	53 000	3,088 01	3,928.36
02079K107	ALPHABET INC	40.000	21,763 71	30,872.80
02079K305	ALPHABET INC	40.000	24,275 62	31,698 00
02209S103	ALTRIA GROUP INC	404 000	16,052.14	27,318 48
023135106	AMAZON COM INC	97.000	34,344.64	72,737.39
023608102	AMEREN CORP	44.000	1,702 79	2,308.24
024013104	AMERICAN ASSETS TR INC	44.000	1,716 27	1,895.52
025537101	AMERICAN ELEC PWR INC	214 000	10,784 68	13,473 44
025816109	AMERICAN EXPRESS CO	427.000	32,518 30	31,632 16
02665T306	AMERICAN HOMES 4 RENT	59 000	919 37	1,237 82
031162100	AMGEN INC	144.000	22,369 88	21,054 24
032511107	ANADARKO PETE CORP	28 000	1,146 71	1,952.44
032654105	ANALOG DEVICES INC	70 000	4,330.87	5,083.40
037833100	APPLE INC	297 000	25,833 96	34,398.54
039483102	ARCHER DANIELS MIDLAND CO	440.000	19,106.60	20,086.00
042735100	ARROW ELECTRS INC	70 000	3,903 62	4,991 00
052769106	AUTODESK INC	446.000	26,378.89	33,008.46
053015103	AUTOMATIC DATA PROCESSING INC	277.000	19,912 61	28,470.06
053611109	AVERY DENNISON CORP	13.000	735.51	912 86
054937107	BB&T CORP	279 000	10,680 40	13,118.58

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Cusip	Asset	Units	Basis	Market Value
075887109	BECTON DICKINSON & CO	19.000	2,654.56	3,145.45
084423102	BERKLEY W R CORP	55 000	3,009.93	3,658.05
08579W103	BERRY PLASTICS GROUP INC	81.000	2,812.45	3,947.13
086516101	BEST BUY INC	32 000	1,067.98	1,365.44
09227Q100	BLACKBAUD INC	57 000	3,897.14	3,648.00
09247X101	BLACKROCK INC	42.000	10,138.48	15,982.68
099724106	BORG WARNER INC	55 000	1,958.67	2,169.20
101121101	BOSTON PROPERTIES INC	44 000	5,077.19	5,534.32
101137107	BOSTON SCIENTIFIC CORP	209 000	3,680.39	4,520.67
110122108	BRISTOL MYERS SQUIBB CO	95 000	6,241.07	5,551.80
116794108	BRUKER CORP	44 000	874.27	931.92
117043109	BRUNSWICK CORP	92 000	4,317.54	5,017.68
122017106	BURLINGTON STORES INC	82 000	4,408.61	6,949.50
12514G108	CDW CORP	173 000	7,091.98	9,011.57
125509109	CIGNA CORP	101 000	14,060.02	13,472.39
12572Q105	CME GROUP INC	170 000	11,461.72	19,609.50
125896100	CMS ENERGY CORP	161.000	4,538.59	6,700.82
126650100	CVS HEALTH CORP	471 000	30,245.46	37,166.61
12685J105	CABLE ONE INC	14 000	7,175.94	8,704.22
14149Y108	CARDINAL HEALTH INC	35 000	2,899.08	2,518.95
147528103	CASEYS GEN STORES INC	46.000	5,607.55	5,468.48
156782104	CERNER CORP	443.000	25,971.61	20,984.91
166764100	CHEVRON CORP	153.000	15,533.23	18,008.10
171340102	CHURCH & DWIGHT INC	126.000	4,032.31	5,567.94
171798101	CIMAREX ENERGY CO	7.000	565.20	951.30
17275R102	CISCO SYS INC	2500 000	65,363.66	75,550.00
172967424	CITIGROUP INC	451 000	20,087.98	26,802.93
191216100	COCA COLA CO	824 000	33,547.35	34,163.04
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	38 000	2,170.47	2,129.14
19765Y852	COLUMBIA EMERGING MARKETS	21366 076	221,728.20	201,482.10
20030N101	COMCAST CORP	938 000	45,459.80	64,768.90
20337X109	COMMSCOPE HLDG CO INC	52 000	1,602.92	1,934.40
205363104	COMPUTER SCIENCES CORP	31.000	1,597.85	1,842.02
21036P108	CONSTELLATION BRANDS INC	5.000	632.17	766.55

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Cusip	Asset	Units	Basis	Market Value
216648402	COOPER COS INC	40.000	6,681.09	6,997.20
222070203	COTY INC	716.000	16,487.66	13,109.96
22544R305	CREDIT SUISSE COMMODITY-RETURN	63182.657	349,346.85	320,336.07
22822V101	CROWN CASTLE INTL CORP	65.000	5,623.73	5,640.05
228368106	CROWN HLDGS INC	59.000	3,053.70	3,101.63
231561101	CURTISS WRIGHT CORP	25.000	1,692.75	2,459.00
235851102	DANAHER CORP DEL	246.000	12,404.93	19,148.64
23636T100	DANONE	2704.000	37,453.38	34,338.10
23918K108	DAVITA INC	43.000	3,085.68	2,760.60
244199105	DEERE & CO	262.000	22,191.26	26,996.48
25278X109	DIAMONDBACK ENERGY INC	123.000	9,086.01	12,430.38
253868103	DIGITAL RLTY TR INC	71.000	6,833.26	6,976.46
254709108	DISCOVER FINL SVCS	108.000	5,549.99	7,785.72
256677105	DOLLAR GEN CORP	108.000	7,072.48	7,999.56
25746U109	DOMINION RES INC VA NEW	70.000	3,944.65	5,361.30
25754A201	DOMINOS PIZZA INC	33.000	3,745.67	5,254.92
25960P109	DOUGLAS EMMETT INC	73.000	2,172.14	2,668.88
260543103	DOW CHEM CO	164.000	8,164.42	9,384.08
26138E109	DR PEPPER SNAPPLE INC	67.000	6,218.03	6,074.89
263534109	DU PONT E I DE NEMOURS & CO	133.000	9,072.71	9,762.20
264411505	DUKE RLTY CORP	154.000	4,250.18	4,090.24
26875P101	EOG RES INC	246.000	22,256.47	24,870.60
26884L109	EQT CORP	55.000	3,866.62	3,597.00
27579R104	EAST WEST BANCORP INC	261.000	9,389.42	13,266.63
278642103	EBAY INC	127.000	3,077.10	3,770.63
281020107	EDISON INTL	85.000	4,937.99	6,119.15
28176E108	EDWARDS LIFESCIENCES CORP	79.000	6,419.92	7,402.30
29265N108	ENERGEN CORP	102.000	4,630.19	5,882.34
294429105	EQUIFAX INC	45.000	5,383.30	5,320.35
29476L107	EQUITY RESIDENTIAL	56.000	3,894.95	3,604.16
297178105	ESSEX PPTY TR INC	35.000	7,900.02	8,137.50
298736109	EURONET WORLDWIDE INC	120.000	8,514.14	8,691.60
30040W108	EVERSOURCE ENERGY	139.000	7,015.30	7,676.97
30212P303	EXPEDIA INC DEL	20.000	2,324.15	2,265.60

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Cusip	Asset	Units	Basis	Market Value
302130109	EXPEDITORS INTL WASHINGTON INC	619 000	29,238 60	32,782.24
30231G102	EXXON MOBIL CORP	455 000	40,119.16	41,068 30
30303M102	FACEBOOK INC	569 000	46,614.49	65,463.45
303075105	FACTSET RESH SYS INC	120 000	19,125 17	19,611 60
311900104	FASTENAL CO	139.000	6,363 42	6,530.22
31620M106	FIDELITY NATL INFORMATION SVCS	378 000	22,201 81	28,591.92
316773100	FIFTH THIRD BANCORP	262.000	5,002.66	7,066 14
33616C100	FIRST REP BK SAN FRANCISCO	53 000	3,889.10	4,883 42
337738108	FISERV INC	211.000	19,550 69	22,425 08
337932107	FIRSTENERGY CORP	27.000	827.00	836 19
343412102	FLUOR CORP	33 000	1,533.76	1,733 16
34959J108	FORTIVE CORP	148 000	7,923.84	7,937 24
34964C106	FORTUNE BRANDS HOME & SEC INC	118.000	4,510 15	6,308 28
366651107	GARTNER GROUP INC NEW	75.000	5,485 15	7,580 25
369550108	GENERAL DYNAMICS CORP	139.000	20,667 52	23,999.74
370023103	GENERAL GROWTH PPTYS INC	91.000	2,475 72	2,273.18
370334104	GENERAL MLS INC	239.000	13,037 84	14,763.03
372460105	GENUINE PARTS CO	74 000	6,819 86	7,069 96
38141G104	GOLDMAN SACHS GROUP INC	177.000	26,371 69	42,382.65
384109104	GRACO INC	66.000	4,884 08	5,483 94
388689101	GRAPHIC PACKAGING HLDG CO	381.000	5,279 27	4,754 88
391164100	GREAT PLAINS ENERGY INC	101 000	2,502 45	2,762 35
402635304	GULFPORT ENERGY CORP	56.000	1,594 89	1,211 84
40416M105	HD SUPPLY HLDGS INC	50 000	1,572.46	2,125.50
413875105	HARRIS CORP DEL	70 000	5,328.78	7,172 90
418056107	HASBRO INC	140 000	8,185.34	10,890 60
437076102	HOME DEPOT INC	234.000	17,897.32	31,374 72
438516106	HONEYWELL INTL INC	439.000	32,514 64	50,858.15
443510607	HUBBELL INC	19 000	1,796.05	2,217 30
445658107	HUNT J B TRANS SVCS INC	65.000	5,077 32	6,309 55
446150104	HUNTINGTON BANCSHARES INC	446 000	4,768.65	5,896.12
446413106	HUNTINGTON INGALLS INDS INC	13.000	1,500 59	2,394.47
44919P508	IAC / INTERACTIVECORP	39 000	2,167.79	2,526 81
45168D104	IDEXX LABS INC	67 000	4,485 04	7,857 09

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Cusip	Asset	Units	Basis	Market Value
452308109	ILLINOIS TOOL WKS INC	145.000	12,632.78	17,756.70
458140100	INTEL CORP	370.000	8,865.49	13,419.90
460690100	INTERPUBLIC GROUP COS INC	357.000	8,345.11	8,357.37
46120E602	INTUITIVE SURGICAL INC	13.000	7,563.95	8,244.21
464287648	ISHARES RUSSELL 2000 GROWTH ETF	1226.000	156,355.74	188,730.44
464288885	ISHARES	5015.000	329,033.57	319,405.35
46625H100	J P MORGAN CHASE & CO	1363.000	63,957.60	117,613.27
466313103	JABIL CIRCUIT INC	89.000	1,757.91	2,106.63
478160104	JOHNSON & JOHNSON	710.000	61,261.44	81,799.10
49427F108	KILROY RLTY CORP	17.000	1,224.04	1,244.74
494368103	KIMBERLY CLARK CORP	85.000	7,455.72	9,700.20
49446R109	KIMCO REALTY CORP	137.000	3,195.94	3,446.92
501889208	LKQ CORP	222.000	5,612.27	6,804.30
50540R409	LABORATORY CORP AMER HLDGS	57.000	6,899.67	7,317.66
512807108	LAM RESEARCH CORP	105.000	8,547.26	11,101.65
525327102	LEIDOS HLDGS INC	33.000	1,602.90	1,687.62
539830109	LOCKHEED MARTIN CORP	88.000	17,681.13	21,994.72
540424108	LOEWS CORP	72.000	2,604.95	3,371.76
550021109	LULULEMON ATHLETICA INC	103.000	7,428.54	6,693.97
554382101	MACERICH CO	31.000	2,344.29	2,196.04
56418H100	MANPOWERGROUP INC	50.000	4,255.36	4,443.50
565849106	MARATHON OIL CORP	251.000	3,555.34	4,344.81
56585A102	MARATHON PETE CORP	68.000	2,985.73	3,423.80
57060D108	MARKETAXESS HLDGS INC	19.000	3,002.94	2,791.48
571748102	MARSH & MCLENNAN COS INC	337.000	14,581.29	22,777.83
574599106	MASCO CORP	120.000	3,233.54	3,794.40
579780206	MCCORMICK & CO INC	77.000	5,090.55	7,186.41
580135101	MCDONALDS CORP	102.000	9,865.02	12,415.44
58155Q103	MCKESSON CORP	89.000	16,974.05	12,500.05
58933Y105	MERCK & CO INC	1196.000	63,555.85	70,408.52
59156R108	METLIFE INC	506.000	22,660.88	27,268.34
592905509	METRO WEST T/R BD CL I	274659.542	2,974,572.30	2,892,164.98
594918104	MICROSOFT CORP	1380.000	50,978.49	85,753.20
595137100	MICROSEMI CORP	67.000	2,218.98	3,615.99

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Cusip	Asset	Units	Basis	Market Value
596278101	MIDDLEBY CORP	67 000	5,020.98	8,630.27
609839105	MONOLITHIC PWR SYS INC	75.000	4,508.09	6,144.75
61174X109	MONSTER BEVERAGE CORP	921.000	41,591.92	40,837.14
615369105	MOODYS CORP	11 000	1,092.84	1,036.97
631103108	NASDAQ INC	303 000	13,190.41	20,337.36
63938C108	NAVIENT CORP	191 000	2,248.27	3,138.13
641069406	NESTLE S A	357 000	24,209.73	25,659.38
64110W102	NETEASE INC	14 000	1,832.90	3,014.76
651229106	NEWELL RUBBERMAID INC	95 000	4,042.09	4,241.75
651290108	NEWFIELD EXPL CO	93 000	3,887.52	3,766.50
65339F101	NEXTERA ENERGY INC	80.000	6,471.36	9,556.80
665859104	NORTHERN TR CORP	178.000	13,139.92	15,850.90
666807102	NORTHROP GRUMMAN CORP	123.000	18,832.49	28,607.34
66987V109	NOVARTIS A G	303 000	29,768.96	22,070.52
670100205	NOVO-NORDISK A S	937 000	46,874.11	33,600.82
67103H107	O REILLY AUTOMOTIVE INC	30.000	4,522.49	8,352.30
674599105	OCCIDENTAL PETE CORP DEL	438.000	34,950.49	31,198.74
681116109	OLLIES BARGAIN OUTLET HLDGS INC	226.000	6,143.60	6,429.70
681919106	OMNICOM GROUP INC	28.000	1,889.72	2,383.08
682189105	ON SEMICONDUCTOR CORP	146.000	1,530.04	1,862.96
68389X105	ORACLE CORP	1144.000	47,984.32	43,986.80
688239201	OSHKOSH TRUCK CORP	83.000	5,161.62	5,362.63
69331C108	PG&E CORP	215.000	11,973.36	13,065.55
693390841	PIMCO HIGH YIELD FD	41252 385	373,407.18	363,433.51
693390882	PIMCO FOREIGN BD US\$HD INSTL	28436.019	300,000.00	297,440.76
693475105	PNC FINL SVCS GROUP INC	422.000	33,283.11	49,357.12
693506107	PPG INDS INC	352.000	37,548.34	33,355.52
69840W108	PANERA BREAD CO	29.000	6,172.03	5,947.61
701094104	PARKER HANNIFIN CORP	56 000	5,231.90	7,840.00
701877102	PARSLEY ENERGY INC	169 000	3,074.60	5,955.56
713448108	PEPSICO INC	196.000	19,142.00	20,507.48
717081103	PFIZER INC	1466 000	36,136.93	47,615.68
718172109	PHILIP MORRIS INTL INC	845.000	74,996.00	77,309.05
73278L105	POOL CORP	41 000	3,891.03	4,277.94

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736508847	PORTLAND GEN ELEC CO	49.000	1,765 68	2,123 17
74144T108	PRICE T ROWE GROUP INC	94.000	6,442 17	7,074.44
742718109	PROCTER & GAMBLE CO	580 000	44,709.66	48,766.40
74460D109	PUBLIC STORAGE INC	76.000	13,314 48	16,986 00
745867101	PULTEGROUP INC	54.000	949 77	992 52
74733V100	QEP RES INC	79 000	1,432 47	1,454 39
74736K101	QORVO INC	31.000	1,731.54	1,634 63
747525103	QUALCOMM INC	882.000	56,074 57	57,506 40
74978Q105	RSP PERMIAN INC	85.000	2,306 64	3,792 70
754730109	RAYMOND JAMES FINL INC	74 000	3,787 87	5,125 98
758849103	REGENCY CTRS CORP	71 000	4,282 18	4,895 45
75886F107	REGENERON PHARMACEUTICALS	79 000	31,821 97	29,000 11
759351604	REINSURANCE GROUP AMER INC	43 000	4,045 93	5,410 69
762760106	RICE ENERGY INC	43 000	1,107 34	918 05
770323103	ROBERT HALF INTL INC	104 000	5,220 45	5,073 12
773903109	ROCKWELL AUTOMATION INC	41 000	4,628 81	5,510 40
784117103	SEI INVESTMENTS CO	693.000	30,491.59	34,206.48
78440X101	SL GREEN RLTY CORP	58 000	6,025 36	6,237 90
78442P106	SLM CORP	201 000	1,498.09	2,215 02
806857108	SCHLUMBERGER LTD	926 000	75,096 52	77,737 70
808513105	SCHWAB CHARLES CORP NEW	29 000	883.82	1,144 63
81211K100	SEALED AIR CORP NEW	89 000	4,256 25	4,035 26
816851109	SEMPRA ENERGY	63 000	4,925.98	6,340 32
81762P102	SERVICENOW INC	79 000	6,026 66	5,872 86
828806109	SIMON PPTY GROUP INC NEW	52 000	8,322 04	9,238 84
831865209	SMITH A O	188.000	5,609 57	8,901 80
832696405	SMUCKER J M CO	166.000	22,233 05	21,257 96
833034101	SNAP ON INC	35.000	5,397 18	5,994 45
835495102	SONOCO PRODS CO	149 000	7,268.60	7,852 30
854502101	STANLEY BLACK & DECKER INC	122.000	13,889 15	13,992 18
857477103	STATE STR CORP	36 000	2,470.09	2,797 92
858119100	STEEL DYNAMICS INC	112.000	2,241 17	3,984.96
867224107	SUNCOR ENERGY INC	225.000	7,494.38	7,355.25
867914103	SUNTRUST BKS INC	111.000	4,459 64	6,088 35

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871607107	SYNOPSIS INC	100.000	4,799.22	5,886.00
87165B103	SYNCHRONY FINL	38.000	1,200.33	1,378.26
87236Y108	TD AMERITRADE HLDG CORP	151.000	4,906.18	6,583.60
872540109	TJX COS INC NEW	92.000	6,612.25	6,911.96
880349105	TENNECO INC	42.000	1,826.08	2,623.74
881609101	TESORO CORP	15.000	1,273.19	1,311.75
882508104	TEXAS INSTRS INC	726.000	33,263.99	52,976.22
883203101	TEXTRON INC	67.000	2,652.66	3,253.52
883556102	THERMO FISHER SCIENTIFIC CORP	133.000	10,267.67	18,766.30
88579Y101	3M CO	199.000	30,283.09	35,535.43
887317303	TIME WARNER INC	317.000	24,801.33	30,600.01
887389104	TIMKEN CO	57.000	1,826.60	2,262.90
891027104	TORCHMARK CORP	41.000	2,383.36	3,024.16
891906109	TOTAL SYS SVCS INC	34.000	1,582.69	1,667.02
89417E109	TRAVELERS COS INC	213.000	12,347.03	26,075.46
896239100	TRIMBLE NAVIGATION LTD	204.000	6,177.97	6,150.60
902252105	TYLER TECHNOLOGIES INC	45.000	6,366.40	6,424.65
902973304	US BANCORP DEL	987.000	40,094.07	50,702.19
90384S303	ULTA SALON COSMETICS &	28.000	7,250.31	7,138.32
90385D107	ULTIMATE SOFTWARE GROUP INC	38.000	5,150.05	6,929.30
907818108	UNION PAC CORP	199.000	17,229.79	20,632.32
911312106	UNITED PARCEL SVC INC	468.000	44,543.61	53,651.52
913017109	UNITED TECHNOLOGIES CORP	201.000	16,630.15	22,033.62
91324P102	UNITEDHEALTH GROUP INC	70.000	8,240.13	11,202.80
913903100	UNIVERSAL HLTH SVCS INC	17.000	2,076.64	1,808.46
91529Y106	UNUM GROUP	151.000	4,906.07	6,633.43
91913Y100	VALERO ENERGY CORP NEW	153.000	10,607.60	10,452.96
921943858	VANGUARD FTSE DEVELOPED	10137.000	352,203.84	370,405.98
922042858	VANGUARD FTSE EMERGING MKTS	5671.000	222,854.99	202,908.38
92220P105	VARIAN MED SYS INC	280.000	25,900.84	25,138.40
922475108	VEEVA SYS INC	174.000	5,226.22	7,081.80
922908363	VANGUARD S&P 500 ETF	5366.000	1,075,112.98	1,101,693.46
922908553	VANGUARD REIT	7886.000	494,374.90	650,831.58
92343V104	VERIZON COMMUNICATIONS INC	526.000	23,827.29	28,077.88

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92345Y106	VERISK ANALYTICS INC	70 000	5,720 53	5,681.90
92646A815	VICTORY SMALL CO OPPTY FUND	4557.858	149,041.95	202,596 79
92826C839	VISA INC	672.000	39,934.41	52,429 44
92927K102	WABCO HLDGS INC	85 000	8,953 76	9,022 75
92939U106	WEC ENERGY GROUP INC	100 000	4,202 64	5,865 00
931142103	WAL-MART STORES INC	202 000	14,968 66	13,962.24
94106L109	WASTE MGMT INC DEL	178.000	8,366 97	12,621 98
942622200	WATSCO INC	63.000	5,704 15	9,331.56
949746101	WELLS FARGO & CO	1053 000	35,350 84	58,030 83
95082P105	WESCO INTL INC	51.000	2,625 42	3,394 05
958102105	WESTERN DIGITAL CORP	17 000	1,258 45	1,155.15
96145D105	WESTROCK CO	62 000	2,155.20	3,147 74
98389B100	XCEL ENERGY INC	513.000	20,419 23	20,879.10
988498101	YUM BRANDS INC	300.000	16,443.98	18,999.00
98850P109	YUM CHINA HLDGS INC	433.000	10,654.51	11,309.96
98956P102	ZIMMER BIOMET HLDGS INC	18.000	1,808.09	1,857.60
G02602103	AMDOCS LTD	103.000	5,940.41	5,999.75
G0408V102	AON PLC	235 000	24,689 71	26,209 55
G1151C101	ACCENTURE PLC	361 000	30,856.97	42,283 93
G25839104	COCA COLA EUROPEAN PARTNERS	55.000	2,097 15	1,727 00
G27823106	DELPHI AUTOMOTIVE PLC	248 000	14,591 79	16,702 80
G29183103	EATON CORP PLC	254 000	16,137 49	17,040 86
G4705A100	ICON PLC	12 000	846 20	902 40
G47791101	INGERSOLL-RAND CO LTD	159.000	11,266.08	11,931.36
G51502105	JOHNSON CONTROLS INTL PLC	614.000	27,900.69	25,290.66
G5960L103	MEDTRONIC PLC	508.000	38,849 51	36,184 84
G97822103	PERRIGO CO	12.000	1,461.04	998 76
G98294104	XL GROUP LTD	41.000	1,481.46	1,527 66
H1467J104	CHUBB LTD	397.000	36,171 92	52,451.64
H84989104	TE CONNECTIVITY LTD	45.000	2,731 40	3,117.60
N51488117	MOBILEYE NV	96.000	4,092.93	3,659.52
N53745100	LYONDELLBASELL INDUSTRIES NV	72.000	6,123.32	6,176.16
Y09827109	BROADCOM LTD	11 000	1,431.13	1,944 47
Y2573F102	FLEXTRONICS	260.000	2,907.06	3,736.20

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<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
		Totals	11,479,207.85	12,294,250.81

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION

SEE ATTACHED SCHEDULE

TOTALS

