Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation
LORE KANN FOUNDATION, INC

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
177 OLD CLYDE PARK ROAD

City or town, state or province, country, and ZIP or foreign postal code
LIVINGSTON MT 59047

Foreign country name | Foreign province/state/county | Foreign postal code

A Employer identification number
13-3374261

B Telephone number (see instructions)
(406) 224-1049

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)* ▶ $ 517,058

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

SCANNED MAY 25 2017

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	10	10		
	4	Dividends and interest from securities	11,427	11,427		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	17,028			
	b	Gross sales price for all assets on line 6a 81,422				
	7	Capital gain net income (from Part IV, line 2)		17,028		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	32		32	
	12	**Total.** Add lines 1 through 11	28,497	28,465	32	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,200	1,200		
	c	Other professional fees (attach schedule)	6,963	6,963		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	597	597		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	72	72		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,832	8,832	0	0
	25	Contributions, gifts, grants paid	58,650			58,650
	26	**Total expenses and disbursements.** Add lines 24 and 25	67,482	8,832	0	58,650
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-38,985			
	b	**Net investment income** (if negative, enter -0-)		19,633		
	c	**Adjusted net income** (if negative, enter -0-)			32	

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For Paperwork Reduction Act Notice, see instructions.
HTA

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	12,488	2,305	
	2	Savings and temporary cash investments			
	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)	548,198	519,404	517,058
	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)	560,686	521,709	517,058
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	560,686	521,709	
	30	**Total net assets or fund balances** (see instructions)	560,686	521,709	
	31	**Total liabilities and net assets/fund balances** (see instructions)	560,686	521,709	

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	560,686
2	Enter amount from Part I, line 27a	2	-38,985
3	Other increases not included in line 2 (itemize) ▶ Rounding	3	8
4	Add lines 1, 2, and 3	4	521,709
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	521,709

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 List	P	1/1/2016	12/31/2016
b	See Attached List	P	1/1/2015	12/31/2016
c	Cash In Lieu	P	1/1/2015	12/31/2016
d				
e	Capital Gains Distributions			

	(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	9,163		7,144	2,019
b	70,627		57,250	13,377
c	17			17
d				
e				1,615

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				2,019
b				13,377
c				17
d				
e				1,615

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	17,028
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? ☐ 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	69,115	617,385	0 111948
2014	55,550	794,880	0 069885
2013	83,856	689,393	0 121637
2012	88,145	692,470	0 127291
2011	89,633	779,170	0 115037

2	**Total** of line 1, column (d)	2	0 545798
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 109160
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	524,249
5	Multiply line 4 by line 3	5	57,227
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	196
7	Add lines 5 and 6	7	57,423
8	Enter qualifying distributions from Part XII, line 4	8	58,650

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	1	196
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	0
3	Add lines 1 and 2	3	196
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	196
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a		
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	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	196
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

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		
	*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		
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) ▶ MT			
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		
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Robert Forstenzer Telephone no ▶ (406) 224-1049

Located at ▶ 177 Old Clyde park Road Livingston MT ZIP+4 ▶ 59047

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 |

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A
	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? *If "Yes" to 6b, file Form 8870*	**6b**	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	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
KAREN HASKEL IN NEW ROCHELLE, NY 10801	TREAS 5 00	0		
ROBERT FORSTENZER 177 OLD CP ROAD LIVINGSTON, MT 59047	PRES 5 00	0		
GARY AMBROSE IN NEW YORK, NY 10101	SEC 1 00	0		

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

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

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

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 N/A	
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 N/A	
2	
All other program-related investments See instructions 3	
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	524,971
b	Average of monthly cash balances	1b	7,261
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	532,232
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	532,232
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	7,983
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	524,249
6	**Minimum investment return.** Enter 5% of line 5	6	26,212

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	26,212
2a	Tax on investment income for 2016 from Part VI, line 5	2a	196		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	196
3	Distributable amount before adjustments Subtract line 2c from line 1			3	26,016
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	26,016
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	26,016

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	58,650
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		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	58,650
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	196
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	58,454

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					26,016
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only				0	
b Total for prior years. 20 ___, 20 ___, 20 ___					
3 Excess distributions carryover, if any, to 2016					
a From 2011	50,786				
b From 2012	53,659				
c From 2013	49,874				
d From 2014	16,742				
e From 2015	38,716				
f **Total** of lines 3a through e		209,777			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 58,650					
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					26,016
e Remaining amount distributed out of corpus		32,634			
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:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		242,411			
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					0
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)		50,786			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		191,625			
10 Analysis of line 9					
a Excess from 2012	53,659				
b Excess from 2013	49,874				
c Excess from 2014	16,742				
d Excess from 2015	38,716				
e Excess from 2016	32,634				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

LORE KANN FOUNDATION, INC 177 OLD CLYDE PARK ROAD LIVINGSTON, MT 59047 406-222-2530

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

WRITTEN REQUESTS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See List Various Various, NY 10001	None	PC	Ongoing need	58,650
Total			▶ 3a	58,650
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		10
4 Dividends and interest from securities			14		11,427
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					32
8 Gain or (loss) from sales of assets other than inventory			18		17,028
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		0	28,497
13 Total. Add line 12, columns (b), (d), and (e)				13	28,497

(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)
3	INCOME TO DISTRIBUTE PER FOUNDATION POLICIES
4	INCOME TO DISTRIBUTE PER FOUNDATION POLICIES
7	INVESTMENT INCOME FOR FOUNDATION DISTRIBUTIONS
8	INVESTMENT INCOME FOR FOUNDATION DISTRIBUTIONS

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | Date 5/10/17 | Title PRES

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES S WALTER	JAMES S WALTER	5/8/2017		P01254699

Firm's name ▶	BLAKELY & WALTER PC	Firm's EIN ▶	81-0522237
Firm's address ▶	PO BOX 887, LIVINGSTON, MT 59047	Phone no	406-222-2462

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

	Amount
Long Term CG Distributions	1,615
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	81,422	64,394	17,028
Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	See Attached List		X			P	1/1/2016	12/31/2016	9,163	7,144					2,019
2	See Attached List		X			P	1/1/2015	12/31/2016	70,627	57,250					13,377
3	Cash In Lieu		X			P	1/1/2015	12/31/2016	17	0					17

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		32	0	32
1	Non dividend distribution	32	0	32

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)
		1,200	1,200	0	0
1	BLAKELY & WALTER, P C	1,200	1,200		0

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		6,963	6,963	0	0
1	INVESTMENTS COSTS AT BROKERS	6,963	6,963		0

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		597	597	0	0
1	Real estate tax not included in line 20	0			
2	Tax on investment income	335	335		
3	FOREIGN TAXES	262	262		

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		72	72	0	0
1	OFFICE EXPENSES	72	72		

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				548,198	519,404	576,535	517,058
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	See Attached List			548,198	519,404	576,535	517,058

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

	Amount
Long Term CG Distributions	1,615
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						79,807	0	0	64,394	15,413	0	0	0	15,413
1	See Attached List		P	1/1/2016	12/31/2016	9,163			7,144	2,019	0	0	0	2,019
2	See Attached List		P	1/1/2015	12/31/2016	70,627			57,250	13,377	0	0	0	13,377
3	Cash In Lieu		P	1/1/2015	12/31/2016	17			0	17	0	0	0	17

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

										0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	KAREN HASKEL		IN	NEW ROCHELLE	NY	10801		TREAS	5 00	0		
2	ROBERT FORSTENZER		177 OLD CP ROAD	LIVINGSTON	MT	59047		PRES	5 00	0		
3	GARY AMBROSE		IN	NEW YORK	NY	10101		SEC	1 00	0		

CONTRIBUTIONS, ETC - Last year

1/1/2016 through 12/31/2016

Date	Description	Memo	Clr	Amount
Akusawre				**-1,000**
2/29/2016	Akusawre	5 Sun Hill Rd Katatonah NY 10536	R	-1,000
Animal Welfare League				**-1,000**
9/22/2016	Animal Welfare League	486 Bedford RE Armonk NY 10504	R	-1,000
Billings Public Schools				**-1,000**
11/25/2016	Billings Public Schools	415 N 30th St, Blgs, Mt 59101	R	-1,000
D B Healing Fund				**-1,000**
4/19/2016	D B Healing Fund	345 Lander Rd Lee MA 01238	R	-1,000
Friands Of Public Radio				**-2,000**
10/21/2016	Friands Of Public Radio	1500 University Dr, Billings,MT 59101	R	-2,000
Greyhound Friends, Inc.				**-8,000**
2/5/2016	Greyhound Friends, Inc	167 Saddle Hill Rd,Hopkinton,MA01748	R	-8,000
GSP Rescue Of NJ				**-1,500**
3/16/2016	GSP Rescue Of NJ	POB 131 Oak Ridge NJ 07438	R	-1,500
Helping Hands				**-10,000**
9/22/2016	Helping Hands	1505 Comm Ave, Boston, MA 021	R	-10,000
Lagond Music School				**-250**
1/20/2016	Lagond Music School	9 Haven St, Elmsford, NY 10523	R	-250
Livingston Depot Foundation				**-1,000**
3/4/2016	Livingston Depot Foundation	PO Box 1319, Livingston, Mt	R	-1,000
Livingston Healthcare Foundation				**-10,000**
2/11/2016	Livingston Healthcare Foundation	320Alpenglow Ln 59047	R	-10,000
Livingston Youth Soccor Association				**-10,000**
6/1/2016	Livingston Youth Soccor Associ	POB 556 59047	R	-10,000
Meals Of Wheels				**-1,000**
9/22/2016	Meals Of Wheels	50 Pintard Ave,NewRochelle, NY10805	R	-1,000
Mount Royal Eelmentary/Middle School PTO				**-1,000**
2/18/2016	Mount Royal Eelmentary/Middle	121 McMechen St Baltimore 21217	R	-1,000
MSDB Foundation				**-500**
3/26/2016	MSDB Foundation	3911 Central Ave, GF, MT 59405	R	-500
Park County Community Foundation				**-1,000**
6/21/2016	Park County Community Found	. PO BOX 2199, LIVINGSTON, MT 59047	R	-1,000
Stafford Animal Shelter				**-200**
4/9/2016	Stafford Animal Shelter	3 Boulder Business Park 59047	R	-200
Teslow Preservation Group				**-5,000**
5/13/2016	Teslow Preservation Group	P O Box 2101 59047	R	-5,000
YWCA				**-3,200**
2/1/2016	YWCA	515 NorthSt WhitePlainsNY10605	R	-3,200
		OVERALL TOTAL		**-58,650**

LORE KANN FOUNDATION, INC — 12/31/2016

SSN: 13-3374261

FORM 990-PF

PART X

LINE 1a:	AVERAGE MONTHLY FMV OF SECURITIES	524,971
LINE 1b:	AVERAGE OF MONTHLY CASH BALANCES	7,261
LINE 1c:	FMV OF OTHER ASSETS	0
	LINE 1d: TOTALS	532,232

	CASH	OTHER	STOCKS
Jan-2015	12,239	0	528,196
Feb-2015	9,039	0	517,145
Mar-2015	6,039	0	532,433
Apr-2015	4,839	0	538,047
May-2015	19,840	0	519,619
Jun-2015	7,305	0	527,706
Jul-2015	7,305	0	535,706
Aug-2015	7,305	0	532,693
Sep-2015	5,305	0	523,546
Oct-2015	3,305	0	515,756
Nov-2015	2,305	0	511,749
Dec-2015	2,305	0	517,058
TOTALS	87,131	0	6,299,654
DIVIDED BY 12	7,261	0	524,971

Capital Gains Report - Last year

1/1/2016 through 12/31/2016

5/5/2017

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/
SHORT TERM							
TD Ameritrade 85	ITC Holdings Corp	35 000	8/19/2015	8/2/2016	1,601.26	1,247 91	353 35
TD Ameritrade 85	Brookfield Business Partners LP	3.000	6/15/2016	8/23/2016	55.35	0.00	55.35
TD Ameritrade 97	Precision Castparts Corp	15 000	7/6/2015	2/1/2016	3,525 00	3,011 40	513 60
TD Ameritrade 97	Baxalta Inc	40.000	7/1/2015	6/7/2016	1,851.64	0.00	1,851 64
TD Ameritrade 97	Baxalta Inc	46.000	5/25/2016	6/7/2016	2,129 39	2,884 53	-755 14
TOTAL SHORT TERM					**9,162.64**	**7,143.84**	**2,018.80**
LONG TERM							
TD Ameritrade 83	Metropolitan West	800.368	10/8/2014	5/17/2016	8,676.00	8,717.02	-41.02
TD Ameritrade 83	IVA Funds International	305.998	4/24/2012	9/21/2016	4,976 00	4,673 86	302 14
TD Ameritrade 85	Microsoft Corp	40.000	5/1/2012	1/25/2016	1,998.69	1,283 72	714.97
TD Ameritrade 85	McCormick & Co	27.000	8/13/2014	1/25/2016	2,139 15	1,844 97	294.18
TD Ameritrade 85	Franco Nevada Corp	40.000	4/30/2013	1/25/2016	1,688 77	1,751 74	-62.97
TD Ameritrade 85	Spectra Energy Corp	80.000	5/1/2012	2/3/2016	2,241 54	2,461 78	-220 24
TD Ameritrade 85	Spectra Energy Corp	60.000	5/8/2012	2/3/2016	1,681 15	1,824.88	-143 73
TD Ameritrade 85	McCormick & Co	28.000	8/13/2014	2/12/2016	2,498.69	1,913.30	585 39
TD Ameritrade 85	Sysco Corp	25 000	5/1/2012	2/22/2016	1,058.11	723 48	334 63
TD Ameritrade 85	Sysco Corp	51 000	5/8/2012	2/22/2016	2,158 54	1,437 49	721 05
TD Ameritrade 85	ITC Holdings Corp	88 000	10/10/2014	2/23/2016	3,583 50	3,104 39	479 11
TD Ameritrade 85	Schlumberger LTD	35.000	10/16/2014	4/29/2016	2,755.65	3,163 93	-408 28
TD Ameritrade 85	Becton Dickinson & Co	15 000	10/1/2014	4/29/2016	2,387.44	1,715.52	671 92
TD Ameritrade 85	Philip Morris Intl	30.000	11/7/2013	5/23/2016	2,972 94	2,707 82	265 12
TD Ameritrade 85	Berkley W R Corp	55 000	5/1/2012	5/23/2016	3,068.19	2,077 26	990.93
TD Ameritrade 85	Franco Nevada Corp	15 000	4/30/2013	5/23/2016	1,014.98	656 90	358 08
TD Ameritrade 85	Franco Nevada Corp	25 000	12/20/2013	5/23/2016	1,691 64	1,018 62	673 02
TD Ameritrade 85	ITC Holdings Corp	40 000	10/10/2014	6/3/2016	1,772.15	1,411 09	361 06
TD Ameritrade 85	ITC Holdings Corp	12 000	10/10/2014	8/2/2016	549 01	423 33	125 68
TD Ameritrade 85	Royal Gold Inc	25 000	12/11/2013	8/2/2016	2,131 74	1,110 58	1,021.16
TD Ameritrade 97	Johnson & Johnson	10 000	4/25/2012	2/3/2016	1,029 67	642 94	386 73
TD Ameritrade 97	Becton Dickinson & Co	10 000	4/25/2012	2/3/2016	1,401 21	768 91	632 30
TD Ameritrade 97	3M Co	15 000	4/25/2012	2/3/2016	2,267 36	1,333 95	933 41
TD Ameritrade 97	Medtronic Inc	20 000	4/25/2012	2/3/2016	1,510 64	745 07	765 57
TD Ameritrade 97	Microsoft Corp	35 000	4/25/2012	2/3/2016	1,817 78	1,126 60	691 18
TD Ameritrade 97	Proctor & Gamble Co	15 000	4/25/2012	2/3/2016	1,205.82	1,003 83	201 99
TD Ameritrade 97	Omnicom Group Inc	25 000	4/25/2012	2/3/2016	1,810.40	1,256 65	553 75
TD Ameritrade 97	Omnicom Group Inc	25 000	4/25/2012	5/24/2016	2,053 77	1,256 65	797 12

Capital Gains Report - Last year

1/1/2016 through 12/31/2016

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/.
TD Ameritrade 97	Baxter International Inc	40 000	9/23/2014	5/25/2016	2,884 53	2,884 53	0 00
TD Ameritrade 97	Automatic Data Processing Inc	40 000	4/25/2012	7/6/2016	3,601.53	2,208 74	1,392.79
TOTAL LONG TERM					**70,626.59**	**57,249.55**	**13,377.04**
OVERALL TOTAL					**79,789.23**	**64,393.39**	**15,395.84**

Lore Kann Foundation-Portfolio - As of 12/31/2016

Security	Shares	Quote/Pr..	Cost Basis	Balance
3M Co	25 000	.000	2,223.24	0.00
ACCENTURE LTD	40.000	.000	2,958 11	0 00
Apple Inc	49.000	.000	2,805 77	0 00
BANK OF NY CO	175 000	47 380	5,992 82	8,291 50
Becton Dickinson & Co	32.000	000	2,722 85	0 00
Berkley W R Corp	100 000	66 510	3,928 28	6,651 00
Berkshire Hathaway Inc	60 000	162 980	7,251 19	9,778 80
Biogen Inc	7 000	000	1,722 06	0 00
Brookfield Asset Mgmt Inc	150 000	33 010	4,412 58	4,951 50
C H Robinson Worldwide Inc	45 000	73 260	2,581 11	3,296 70
CISCO SYS INC	180 000	30 220	3,514.23	5,439 60
Coach Inc	55 000	35 020	2,841 40	1,926 10
Coca Cola Co	110 000	41 460	4,119 66	4,560 60
Cognizant Tech Solutions Crp	40 000	56 030	1,886 41	2,241 20
Diageo PLC	65.000	103 940	7,172.69	6,756 10
Diamond Hill	892 335	34 870	29,797 79	31,115 72
Expeditors Intl Wash Inc	126 000	52 960	4,893 35	6,672 96
Express Scripts Holding Co	102 000	68 790	6,709 87	7,016 58
Intl Business Machines	30 000	165.990	6,095 89	4,979 70
IVA Funds International	3,511.169	15 780	54,433 29	55,406 25
Johnson & Johnson	40 000	000	2,571 78	0.00
Medtronic Inc	50 000	000	1,862 70	0.00
Metropolitan West	18,434 934	10 530	200,618 22	194,119 85
Microsoft Corp	95 000	62.140	3,057 90	5,903 30
Monsanto Co	55 000	105 210	5,432 97	5,786 55
Nestle	146 000	71 740	10,342 64	10,474 04
Nike Inc	70 000	50 830	1,561 36	3,558 10
NOVO-NORDISK	80 000	35 860	2,604 50	2,868 80
Omnicom Group Inc	25 000	85 110	1,256 64	2,127 75
Oracle Corp	140 000	38 450	4,045 06	5,383 00
Pepsico Inc	35 000	.000	2,339 07	0.00
Philip Morris Intl	68 000	91 490	5,836 98	6,221.32
Pimco Total Ret Fd	27 071	10 990	-588.44	0 00
Polaris Industries Co	25 000	82 390	2,056.65	2,059 75
Praxair Inc	58.000	117.190	6,534.01	6,797 02
Proctor & Gamble Co	50 000	84 080	3,346.12	4,204 00
Royal Gold Inc	119 000	63 350	4,932 74	7,538 65
Sanofi	185 000	40 440	9,315 19	7,481 40
Schlumberger LTD	20 000	83 950	1,807 96	1,679 00
Spectra Energy Corp	207 000	41 090	7,626 19	8,505 63
United Tech Corp	40 000	.000	3,229.32	0.00
Varian Medical Systems Inc	40 000	89 780	2,771 39	3,591 20
Wal-Mart Stores	80 000	69 120	4,636 03	5,529 60
-Cash-			74,144 72	74,144 72
TOTAL Investments			**519,404.29**	**517,057.99**