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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

2016

Open to Public
Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

<p>Name of foundation Byck-Rothschild Foundation Inc</p> <p>Number and street (or P O box number if mail is not delivered to street address) PO Box 568</p> <p>City or town, state or province, country, and ZIP or foreign postal code Statesboro, GA 30459</p> <p>G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change</p> <p>H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,528,252</p>		<p>A Employer identification number 14-1859523</p> <p>B Telephone number (see instructions) (912) 489-9302</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
		<p>J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p> <p>(Part I, column (d) must be on cash basis)</p>			
<p>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))</p>		<p>(a) Revenue and expenses per books</p>	<p>(b) Net investment income</p>	<p>(c) Adjusted net income</p>	<p>(d) Disbursements for charitable purposes (cash basis only)</p>
<p>Revenue</p> <p>1 Contributions, gifts, grants, etc., received (attach schedule)</p> <p>2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B</p> <p>3 Interest on savings and temporary cash investments</p> <p>4 Dividends and interest from securities</p> <p>5a Gross rents</p> <p>b Net rental income or (loss) _____</p> <p>6a Net gain or (loss) from sale of assets not on line 10</p> <p>b Gross sales price for all assets on line 6a 389,094</p> <p>7 Capital gain net income (from Part IV, line 2)</p> <p>8 Net short-term capital gain</p> <p>9 Income modifications</p> <p>10a Gross sales less returns and allowances</p> <p>b Less Cost of goods sold</p> <p>c Gross profit or (loss) (attach schedule)</p> <p>11 Other income (attach schedule)</p> <p>12 Total. Add lines 1 through 11 183,366</p>		<p>25,145</p>	<p>55,245</p>	<p>55,245</p>	
<p>Operating and Administrative Expenses</p> <p>13 Compensation of officers, directors, trustees, etc</p> <p>14 Other employee salaries and wages</p> <p>15 Pension plans, employee benefits</p> <p>16a Legal fees (attach schedule)</p> <p>b Accounting fees (attach schedule)</p> <p>c Other professional fees (attach schedule)</p> <p>17 Interest</p> <p>18 Taxes (attach schedule) (see instructions)</p> <p>19 Depreciation (attach schedule) and depletion</p> <p>20 Occupancy</p> <p>21 Travel, conferences, and meetings</p> <p>22 Printing and publications</p> <p>23 Other expenses (attach schedule)</p> <p>24 Total operating and administrative expenses.</p> <p>Add lines 13 through 23 17,992</p> <p>25 Contributions, gifts, grants paid 118,522</p> <p>26 Total expenses and disbursements. Add lines 24 and 25 136,514</p> <p>27 Subtract line 26 from line 12</p> <p>a Excess of revenue over expenses and disbursements 46,852</p> <p>b Net investment income (if negative, enter -0-) 142,059</p> <p>c Adjusted net income (if negative, enter -0-)</p>			<p>102,976</p>	<p>102,976</p>	<p>158,221</p>

	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	117,970	52,705	52,705	
	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)	1,990,202	2,102,398	2,472,859	
	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 ► _____)	2,767	2,688	2,688	
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,110,939	2,157,791	2,528,252	
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			
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				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	2,110,939	2,157,791	2,157,791	
	30 Total net assets or fund balances (see instructions)	2,110,939	2,157,791	2,157,791	
	31 Total liabilities and net assets/fund balances (see instructions)	2,110,939	2,157,791	2,157,791	

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	2,110,939
2	Enter amount from Part I, line 27a	2	46,852
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,157,791
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	2,157,791

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 Additional Data Table					
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 See Additional Data Table					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a See Additional Data Table					
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	102,976	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	

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

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

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

 Yes No

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

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

1 Enter the appropriate amount in each column for each year, see 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	126,247	2,494,307	0 05061
2014	110,880	2,413,993	0 04593
2013	99,080	2,206,247	0 04491
2012	101,226	1,969,571	0 05140
2011	86,000	1,919,063	0 04481
2 Total of line 1, column (d)			0 237664
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			0 047533
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			2,453,631
5 Multiply line 4 by line 3			116,628
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,421
7 Add lines 5 and 6			118,049
8 Enter qualifying distributions from Part XIII, line 4			120,352

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 ► <input type="checkbox"/> and enter "N/A" on line 1	1	1,421
	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 ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 2b	1	1,421
c	All other domestic foundations enter 2% of line 2b 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	1,421
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	1,421
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,577
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	3,577
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	2,156
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►	11	Refunded ► 2,156

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	No
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?	2	Yes	No
	<i>If "Yes," attach a detailed description of the activities</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> 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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	►GA			
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? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes	No

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 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 No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► www.guidestar.org 13 Yes

14 The books are in care of ► EDWIN R BYCK Telephone no ► (912) 489-9302

Located at ► PO BOX 10105 SAVANNAH GAZIP+4 ► 31412

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 □

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 Yes No

See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). 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.**

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)? 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 No

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? If "Yes," list the years ► 20____, 20____, 20____, 20____ Yes No

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 No

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 No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No

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 No

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

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

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

1000-1000

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELLEN R BYCK 305 MCLAWS STREET SAVANNAH, GA 31405	President 0 00	0		
EDWIN R BYCK 145 EAST STATE STREET SAVANNAH, GA 31401	Secretary 0 00	0		
DAVID B BYCK 4750 WATERS AVENUE SAVANNAH, GA 31404	Treasurer 0 00	0		
NANCY B BURTON 6181 TIDEWATER ISLAND CIRCLE FT MYERS, FL 33908	Trustee 0 00	0		

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

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	2,402,638
b	Average of monthly cash balances.	1b	88,358
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,490,996
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,490,996
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	37,365
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,453,631
6	Minimum investment return. Enter 5% of line 5.	6	122,682

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

1	Minimum investment return from Part X, line 6.	1	122,682
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,421
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,421
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	121,261
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	121,261
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	121,261

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	120,352
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	120,352
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	1,421
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	118,931
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				121,261
2 Undistributed income, if any, as of the end of 2016			71,251	
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 120,352			71,251	
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).	0			
d Applied to 2016 distributable amount.				49,101
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				72,160
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

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

Part XV Supplementary Information (Complete this part only if the organization 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))
ELLEN R BYCK

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

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 email 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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.			14	55,245
5	Net rental income or (loss) from real estate				
a	Debt-financed property.				
b	Not debt-financed property.				
6	Net rental income or (loss) from personal property				
7	Other investment income.				
8	Gain or (loss) from sales of assets other than inventory			18	102,976
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).				158,221
13	Total. Add line 12, columns (b), (d), and (e).				158,221

(See worksheet in line 13 instructions to verify calculations)

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
CONOCOPHILLIPS	P	2016-03-04	2016-09-14
FOUR CORNERS PPTY TR INC	P	2016-03-02	2016-03-04
VICTORY MUNDER MIDCAP CORE GROWTH FUND	P	2015-08-04	2016-03-04
AMERICAN EUROPACIFIC GROWTH FD	P	2014-10-01	2016-10-19
BRISTOL MYERS SQUIBB CO	P	2012-01-05	2016-08-15
CONOCOPHILLIPS	P	2014-09-01	2016-09-14
CONSOLIDATED EDISON INC COM	P	2012-01-05	2016-06-07
FORD MOTOR COMPANY	P	2014-03-17	2016-03-04
FOUR CORNERS PPTY TR INC	P	2016-03-04	2012-01-05
HARBOR INTERNATIONAL FUND	P	2014-10-01	2016-10-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis (h) plus expense of sale	(h) (e) plus (f) minus (g)
3,008		2,920	88
238		226	12
4,050		5,000	-950
10,000		10,621	-621
13,624		7,618	6,006
9,023		13,955	-4,932
9,345		7,442	1,903
4,060		4,595	-535
634		526	108
20,000		22,071	-2,071

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			88
			12
			-950
			-621
			6,006
			-4,932
			1,903
			-535
			108
			-2,071

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
OPPENHEIMER DEV MKTS FUND CL I	P	2014-03-01	2016-03-04
VANGUARD SHORT TERM INVESTMENT GRADE FUN	P	2013-10-01	2016-09-23
VF CORP COM	P	2015-06-02	2016-08-15
VICTORY MUNDER MIDCAP CORE GROWTH FUND	P	2015-01-23	2016-03-04
SENTINEL COMMON STOCK FUND	P	2008-10-15	2016-09-08
TOTAL SYS SVCS INC	P	1990-12-25	2016-03-04
TOTAL SYS SVCS INC	P	1990-12-25	2016-09-26
VICTORY MUNDER MIDCAP CORE GROWTH FUND	P	2014-03-01	2016-03-04
Capital Gain Dividends			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
32,261		38,541	-6,280
20,000		19,870	130
6,400		7,096	-696
4,246		5,000	-754
100,000		52,125	47,875
6,876		4,878	1,998
10,155		6,992	3,163
104,437		76,642	27,795
			30,737

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-6,280
			130
			-696
			-754
			47,875
			1,998
			3,163
			27,795

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JUNIOR ACHIEVEMENT OF GEORGIA 2 E BRYAN ST SAVANNAH, GA 31401	N/A	T/E	EDUCATION	4,000
SENIOR CITIZENS INC 3025 BULL STREET SAVANNAH, GA 31405	N/A	T/E	BENEVOLENCE	50,000
SAVANNAH JEWISH COUNCIL INC PO BOX 23527 SAVANNAH, GA 31403	N/A	T/E	BENEVOLENCE	23,322
TELFair MUSEUM OF ART 121 BARNARD STREET SAVANNAH, GA 31401	N/A	T/E	ARTS & EDUCATION	5,700
CANTEBURY SCHOOL ABC ENDOWMENT 3210 SMITH ROAD FORT WAYNE, IN 46804	N/A	T/E	ARTS & EDUCATION	3,000
SAVANNAH MUSIC FESTIVAL 204 W ST JULIAN 2 SAVANNAH, GA 31401	N/A	T/E	ARTS & EDUCATION	10,000
AMERICA'S SECOND HARVEST OF COASTAL 2501 E PRESIDENT ST SAVANNAH, GA 31404	N/A	T/E	BENEVOLENCE	5,000
MEMORIAL HEALTH MEDICAL CTR FOUNDAT PO BOX 23089 SAVANNAH, GA 31403	N/A	T/E	MEDICAL RESEARCH	3,500
CHATHAM-SAVANNAH CITIZEN ADVOCACY 517 E CONGRESS ST SAVANNAH, GA 31401	N/A	T/E	BENEVOLENCE	1,000
HOSPICE SAVANNAH INC PO BOX 13190 SAVANNAH, GA 31416	N/A	T/E	BENEVOLENCE	2,500
UNITED WAY OF THE COASTAL EMPIRE 428 BULL STREET SAVANNAH, GA 31401	N/A	T/E	BENEVOLENCE	2,500
SANIBEL SEA SCHOOL PO BOX 1229 SANIBEL, FL 33957	N/A	PC	EDUCATION	2,500
SOUTHWEST FLORIDA COMMUNITY FOUNDAT 8771 COLLEGE PARKWAY 201 FORT MYERS, FL 33919	N/A	EOF	BENEVOLENCE	5,500
Total				118,522 ►
3a				

TY 2016 Accounting Fees Schedule

Name: Byck-Rothschild Foundation Inc

EIN: 14-1859523

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,800	0	0	1,800

TY 2016 Investments Corporate Stock Schedule

Name: Byck-Rothschild Foundation Inc

EIN: 14-1859523

Software ID: 16000303

Software Version: 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS - SEE ATTACHED LIST	2,102,398	2,472,859

TY 2016 Other Assets Schedule

Name: Byck-Rothschild Foundation Inc

EIN: 14-1859523

Software ID: 16000303

Software Version: 2016v3.0

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT INCOME RECEIVABLE	2,767	2,688	
INVESTMENT INCOME RECIEVABLE			2,688

TY 2016 Other Professional Fees Schedule

Name: Byck-Rothschild Foundation Inc

EIN: 14-1859523

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	16,162	16,162	0	0

TY 2016 Taxes Schedule

Name: Byck-Rothschild Foundation Inc

EIN: 14-1859523

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSES & REGISTRATION	30			30

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF
 ► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990.

2016**Name of the organization**
Byck-Rothschild Foundation Inc**Employer identification number**
14-1859523**Organization type** (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

Form 990-PF

527 political organization
 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc. purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc. purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc. contributions totaling \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization Byck-Rothschild Foundation Inc		Employer identification number 14-1859523	
Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELLEN R BYCK 305 MCLAWS STREET	\$ 25,145	Person <input type="checkbox"/>
	SAVANNAH, GA 31405		Payroll <input type="checkbox"/>
			Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
Byck-Rothschild Foundation Inc

Employer identification number

14-1859523

Part II		Noncash Property		
		(see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
1	408 SHARES GENERAL MILLS INC	\$ 25 145	2016-11-21	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		\$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		\$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		\$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		\$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		\$		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received	
		\$		

Name of organization
Byck-Rothschild Foundation Inc

Employer identification number

14-1859523

Part III *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____*
Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Buck-Rothschild Foundation, Inc.
 December 31, 2015 and December 31, 2016 Portfolio

	<u>Units</u>	<u>Tax Cost</u>	<u>Market Value</u>	<u>Units</u>	<u>Tax Cost</u>	<u>Market Value</u>
<u>EQUITIES</u>						
EATON CORP PLC SHS	-	-	-	175 00	11,165 32	11,740 75
ALLIANCE BERNSTEIN SMALL CAP GROWTH #426	931 57	40,000 00	40,252 75	931 56	40,000 00	42,041 35
ABBOTT LABORATORIES COM	-	-	-	200 00	7,851 90	7,682 00
ALPHABET INC CAP STK CL C	-	-	-	8 00	6,181 49	6,174 56
ALPHABET INC CAP STK CL A	-	-	-	8 00	6,402 30	6,339 60
ABBVIE INC	150 00	7,022 51	8,886 00	150 00	7,022 51	9,393 00
ALTRIA GROUP INC	370 00	10,521 84	21,537 70	370 00	10,521 84	25,019 40
AMERICAN EURO PACIFIC GROWTH FD A #16	2,381 53	92,472 81	107,763 96	-	-	-
AT&T INC	320 00	9,682 14	11,011 20	430 00	14,316 16	18,287 90
AUTOMATIC DATA PROCESSING CO	130 00	6,171 00	11,013 60	130 00	6,171 00	13,361 40
BIOGEN, INC	-	-	-	30 00	8,261 88	8,507 40
BRISTOL MYERS SQUIBB CO	225 00	7,617 87	15,477 75	-	-	-
CHEVRON CORPORATION	110 00	13,053 68	9,895 60	130 00	15,035 83	15,301 00
CISCO SYS INC	400 00	9,638 97	10,862 00	640 00	16,425 26	19,340 80
COLUMBIA DIVIDEND OPPORTUNITY FUND CL Z	16,251 18	140,193 28	142,197 82	16,251 18	140,193 28	155,198 76
CONOCOPHILLIPS COM	225 00	13,954 74	10,505 25	-	-	-
CONSOLIDATED EDISON INC COM	125 00	7,442 13	8,033 75	-	-	-
DARDEN RESTAURANTS INC	115 00	4,582 44	7,318 60	115 00	4,582 44	8,362 80
DISNEY WALT CO COM	-	-	-	100 00	9,633 37	10,422 00
DU PONT E I DE NEMOURS & CO	160 00	7,017 23	10,656 00	160 00	7,017 23	11,744 00
DUKE ENERGY CORP	83 00	5,345 43	5,925 37	130 00	9,146 67	10,090 60
EMERSON ELECTRIC CO	165 00	7,766 06	7,891 95	225 00	10,920 06	12,543 75
AMERICAN EURO PACIFIC GROWTH FUND CLASS F2	-	-	-	2,170 06	81,851 84	97,587 73
FIDELITY SPARTAN 500 INDEX FUND ADV #1523	481 70	35,000 00	34,585 70	658 85	47,500 00	51,614 23
FIDELITY SMALL CAP VALUE FUND 1389	2,775 47	53,500 00	46,460 98	2,775 45	53,500 00	52,206 16
FORD MOTOR COMPANY	300 00	4,594 74	4,227 00	-	-	-
FOUR CORNERS PPTY TR INC COM	38 00	539 19	918 08	-	-	-
GENERAL ELECTRIC CO	525 00	12,227 93	16,353 75	600 00	14,495 74	18,960 00
GENERAL MILLS INC COM	-	-	-	408 00	13 47	25,202 16
GENUINE PARTS CO	85 00	5,194 99	7,300 65	100 00	6,698 22	9,554 00
GILEAD SCIENCES INC COM	-	-	-	125 00	10,484 30	8,951 25
HARBOR INTERNATIONAL FUND	1,615 30	79,401 98	95,997 58	1,289 63	57,331 43	75,327 00
HP INC COM	325 00	4,037 35	3,848 00	325 00	4,037 35	4,823 00
HEWLETT PACKARD CO	325 00	4,525 43	4,940 00	325 00	4,525 43	7,520 50
IBM CORP	45 00	8,262 79	6,192 90	45 00	8,262 79	7,469 55
INTEL CORP	425 00	10,554 91	14,641 25	575 00	15,136 28	20,855 25
ISHARES U.S. PREFERRED STOCK ETF	-	-	-	1,625 00	64,944 67	60,466 25
JANUS ENTERPRISE FUND CLASS I #1150	-	-	-	1,345 97	115,000 00	128,163 64
JPMORGAN CHASE & CO	235 00	9,067 02	15,517 05	275 00	11,767 72	23,729 75
JOHNSON & JOHNSON CO	110 00	7,158 52	11,299 20	110 00	7,158 52	12,673 10
JPMORGAN MID CAP VALUE FUND CL I	3,724 52	88,383 91	126,521 77	3,724 52	88,383 91	135,572 35
KIMBERLY CLARK CORP	100 00	6,981 23	12,730 00	100 00	6,981 23	11,412 00
KRAFT HEINZ INC	120 00	5,388 10	8,731 20	120 00	5,388 10	10,478 40
LILLY ELI & CO	225 00	10,069 85	18,958 50	225 00	10,069 85	16,548 75
LOCKHEED MARTIN CORP COM	-	-	-	20 00	4,764 55	4,998 80
MCDONALDS CORP	85 00	8,375 99	10,041 90	100 00	10,127 43	12,172 00
MERCK & CO INC	200 00	7,681 48	10,564 00	200 00	7,681 48	11,774 00
MICROSOFT CORP	225 00	7,023 92	12,483 00	325 00	12,244 68	20,195 50
MONDELEZ INTL INC CL A	250 00	6,075 11	11,210 00	250 00	6,075 11	11,082 50
VICTORY MUNICIPAL MID CAP CORE GROWTH FUND	3,134 93	86,641 78	115,741 47	-	-	-
OPPENHEIMER DEVELOPING MARKETS FD CL I	1,094 34	38,541 22	32,808 25	-	-	-
ORACLE CORP	175 00	6,171 55	6,392 75	225 00	8,072 43	8,651 25
PACWEST BANCORP DEL COM	100 00	4,664 74	4,310 00	350 00	14,161 12	19,054 00
PEPSICO INC	150 00	9,956 63	14,988 00	150 00	9,956 63	15,694 50
PFIZER INC	350 00	7,520 46	11,298 00	550 00	14,543 96	17,864 00
ROSS STORES INC COM	-	-	-	100 00	5,586 40	6,560 00
SENTINEL COMMON STOCK FUND	7,141 60	155,901 03	277,950 88	4,753 82	103,775 90	191,816 64
SOUTHERN COMPANY	225 00	10,056 76	10,527 75	275 00	12,678 14	13,527 25
SPDR GOLD TR GOLD SHS	-	-	-	115 00	14,755 21	12,605 15
SPECTRA ENERGY CORP	275 00	8,416 92	6,583 50	275 00	8,416 92	11,299 75
T ROWE PRICE INST LARGE CAP GROWTH FD	5,558 52	160,000 00	160,585 53	5,558 52	160,000 00	162,531 01
TOTAL SYS SVCS INC COM	1,547 00	48,667 43	77,040 60	1,182 00	36,797 63	57,953 46
TRAVELERS CO INC	140 00	8,140 65	15,800 40	165 00	11,090 59	20,199 30

UNITED PARCEL SERVICES CL B	100.00	7,235.70	9,623.00	115.00	8,885.81	13,183.60
UNITED TECHNOLOGIES CORP	-	-	-	75.00	7,859.72	8,221.50
VF CORP COM	100.00	7,096.35	6,225.00	-	-	-
VERIZON COMMUNICATIONS INC	176.00	7,259.52	8,134.72	341.00	15,997.89	18,202.58
WALMART STORES INC COM	-	-	-	175.00	11,881.07	12,096.00
WASTE MANAGEMENT INC	225.00	7,251.17	12,008.25	225.00	7,251.17	15,954.75
		1,330,048.48	1,672,769.91		1,436,983.23	1,836,303.68
<u>FIXED INCOME FUNDS</u>						
FEDERATED INST HIGH YIELD BOND FUND #900	6,546.00	63,514.76	59,503.05	6,545.99	63,514.76	64,543.46
DODGE & COX INCOME FUND #147	10,915.95	151,961.96	145,072.91	10,915.95	151,961.96	148,347.69
FEDERATED TOTAL RETURN BOND	13,889.76	148,676.54	147,925.93	13,889.76	148,676.54	149,731.60
VANGUARD SHORT TERM INV GRADE FD	14,472.46	155,000.00	152,829.12	12,617.17	135,129.87	134,120.49
WESTERN ASSET CORE PLUS BOND FUND	12,232.05	141,000.00	139,812.32	12,232.05	141,000.00	139,812.32
		660,153.26	645,143.33		640,283.13	636,555.56
ACCRUED INCOME RECEIVABLE		2.767	2.767		2.688	2.688
TOTAL ASSETS		1,992.969	2,320.680		2,079.954	2,475.547