

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 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

Name of foundation Julia Terrill Thomas Foundation Inc		A Employer identification number 20-2354370			
Number and street (or P O box number if mail is not delivered to street address) PO Box 30722		B Telephone number (see instructions) (912) 638-8084			
City or town, state or province, country, and ZIP or foreign postal code Sea Island, GA 31561		C If exemption application is pending, check here ► <input type="checkbox"/>			
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		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
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		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 16,656,409	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		48	48		
4 Dividends and interest from securities		347,735	323,310		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		287,809			
b Gross sales price for all assets on line 6a	4,526,495				
7 Capital gain net income (from Part IV, line 2)			287,809		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		635,592	611,167		
Operating and Administrative Expenses					
13 Compensation of officers, directors, trustees, etc		97,012	32,337	64,675	
14 Other employee salaries and wages		160,000	16,000	144,000	
15 Pension plans, employee benefits		16,500	1,650	14,850	
16a Legal fees (attach schedule)		300		300	
b Accounting fees (attach schedule)		13,696	4,565	9,131	
c Other professional fees (attach schedule)		102,768	102,768		
17 Interest					
18 Taxes (attach schedule) (see instructions)		15,978	1,248	8,730	
19 Depreciation (attach schedule) and depletion		3,215			
20 Occupancy		8,586		8,586	
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		8,270	150	8,120	
24 Total operating and administrative expenses.		426,325	158,718	258,392	
Add lines 13 through 23		548,175		548,175	
25 Contributions, gifts, grants paid		974,500	158,718	806,567	
26 Total expenses and disbursements. Add lines 24 and 25					
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-338,908			
b Net investment income (if negative, enter -0-)			452,449		
c Adjusted net income (if negative, enter -0-)					

	Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	659,607	650,621	650,621
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)	1,076,511	764,341	767,515
b	Investments—corporate stock (attach schedule)	4,727,089	4,330,169	5,765,034
c	Investments—corporate bonds (attach schedule)	1,748,829	2,788,075	2,770,405
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	6,674,457	6,060,285	6,702,834
14	Land, buildings, and equipment basis ► 29,831			
	Less accumulated depreciation (attach schedule) ► 13,548	19,498	16,283	
15	Other assets (describe ►)	51,966	11,850	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,957,957	14,621,624	16,656,409
17	Accounts payable and accrued expenses			2,573
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)			2,573
	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	14,957,957	14,619,051	
30	Total net assets or fund balances (see instructions)	14,957,957	14,619,051	
31	Total liabilities and net assets/fund balances (see instructions)	14,957,957	14,621,624	

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	14,957,957
2	Enter amount from Part I, line 27a	2	-338,908
3	Other increases not included in line 2 (itemize) ►	3	2
4	Add lines 1, 2, and 3	4	14,619,051
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	14,619,051

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES			P		
b Capital Gain Dividends					
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 4,462,616		4,238,686	223,930		
b			63,879		
c					
d					
e					
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			223,930		
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	287,809
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	223,930

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	802,193	16,629,871	0 04824
2014	584,599	17,025,769	0 03434
2013	296,439	15,150,618	0 01957
2012	467,007	6,549,020	0 07131
2011	44,561	925,679	0 04814
2 Total of line 1, column (d)			0 221588
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 044318
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			15,915,750
5 Multiply line 4 by line 3			705,354
6 Enter 1% of net investment income (1% of Part I, line 27b)			4,524
7 Add lines 5 and 6			709,878
8 Enter qualifying distributions from Part XIII, line 4			806,567

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 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	4,524
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	4,524
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	4,524
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	8,343
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	8,343
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	3,819
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►	3,819	Refunded ►
			11

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?	<input type="checkbox"/>	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	<input type="checkbox"/>	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>			
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	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?			
	<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? If "Yes," attach a conformed copy of the changes			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			
b	If "Yes," has it filed a tax return on Form 990-T for this year?			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			
	<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			
	• 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?			
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			
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? If "No," attach explanation.			
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>			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			
	►GA			
8b		Yes		
9			No	
10			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 ►N/A	13	Yes
14	The books are in care of ►SUSAN GOODHUE Telephone no ►(912) 638-8084		

Located at ►301 SEA ISLAND RD STE 1 ST SIMONS ISLAND GA

ZIP+4 ►31522

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	<input type="checkbox"/>
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 ►	16	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

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

1a	During the year did the foundation (either directly or indirectly)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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____		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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							No	
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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							6b	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							7b	No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	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, (e) other allowances
JAMES D BENEFIELD JR 257 ST JAMES AVE ST SIMONS ISLAND, GA 31522	Director 5 00	48,506		
REES M SUMERFORD 408 HAWKINS ISLAND DR ST SIMONS ISLAND, GA 31522	Director 5 00	48,506		
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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
SUSAN GOODHUE 111 ARTHUR J MOORE DR ST SIMONS ISLAND, GA 31522	EXEC DIRECTOR 40 00	160,000	16,500	
Total number of other employees paid over \$50,000. ►				

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.

1	
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.

1		Amount
2		Amount
All other program-related investments See instructions		Amount
3		Amount
Total. Add lines 1 through 3		►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	16,077,302
b	Average of monthly cash balances.	1b	80,820
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	16,158,122
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	16,158,122
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	242,372
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,915,750
6	Minimum investment return. Enter 5% of line 5.	6	795,788

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	795,788
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	4,524
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,524
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	791,264
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	791,264
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	791,264

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	806,567
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	806,567
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	4,524
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	802,043
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				791,264
2 Undistributed income, if any, as of the end of 2016			542,766	
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 ► \$ 806,567			542,766	
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.				263,801
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.				527,463
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))
- 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			14	48	
4 Dividends and interest from securities.			14	347,735	
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	287,809	
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).				635,592	
13 Total. Add line 12, columns (b), (d), and (e).					635,592

(See worksheet in line 13 instructions to verify calculations)

Part XVII

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

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

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

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

**Sign
Here**

2017-05-25

* * * * *

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

**Paid
Preparer
Use Only**

Signature of owner or trustee		Date	(see instr.)		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ► <input type="checkbox"/>	PTIN P00421652	
	JOSEPH A WHITTLE JR					
	Firm's name ► Schell & Hogan LLP				Firm's EIN ►	
	Firm's address ► 101 PLANTATION CHASE SAINT SIMONS ISLAND, GA 31522				Phone no (912) 638-9031	

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				
BOYS GIRLS CLUB OF SOUTHEAST GEORGIA PO BOX 1193 BRUNSWICK, GA 31521		PC	SHADE PAVILLION ADJACENT TO TEEN CENTER	175,000
COASTAL GEORGIA HISTORICAL SOCIETY PO BOX 24113 ST SIMONS ISLAND, GA 31522		PC	COAST GUARD STATION ARCHAEOLOGY LAB	25,000
COLLEGE OF COASTAL GEORGIA FOUNDATION 3700 ALTAMA AVE BRUNSWICK, GA 31520		PC	ATHLETIC FUND REPLINISHMENT	10,000
FREDERICA ACADEMY 200 HAMILTON DR ST SIMONS ISLAND, GA 31522		PC	FUNDS FOR MEETING ROOM AND PLAYGROUND	116,000
SALVATION ARMY - BRUNSWICK GA PO BOX 958 BRUNSWICK, GA 31521		PC	WASHERS & DRYERS WITH RENOVATIONS & INSTALLATION	10,500
MAP INTERNATIONAL 4700 GLYNCO PARKWAY BRUNSWICK, GA 31525		PC	HEADQUARTERS RECEPTION AREA	50,000
GOLDEN ISLES YMCA FOUNDATION 144 SCRANTON CONNECTOR BRUNSWICK, GA 31525		PC	SECURITY SYSTEM, ROOMS FLOORING & SIGNAGE	84,675
AMERICAN RED CROSS - SE COASTAL GA 207 ROSE DR BRUNSWICK, GA 31520		PC	EMERGENCY DISASTER RELIEF FOR GLYNN COUNTY, GA FOCUSED ON FIRE RELIEF	5,000
AMITY HOUSE - GLYNN CRISIS CENTER PO BOX 278 BRUNSWICK, GA 31521		PC	RENOVATIONS & REPAIRS FOR AMITY & HOPE HOUSES	8,000
HUMANE SOCIETY OF SOUTH COASTAL GEO 4627 US 17 BRUNSWICK, GA 31525		PC	NUNNALLY MEDICAL FUND SUPPORT	3,000
SHARE - SPEECH HEARING REHABILITATION 2228 STARLING ST BRUNSWICK, GA 31520		PC	CAPITAL NEEDS	5,000
UNITED WAY OF COASTAL GEORGIA 1311 UNION ST BRUNSWICK, GA 31520		PC	ON-GOING TRAINING & REGISTRATION FOR DONOR SOFTWARE	5,000
STAR FOUNDATION INC 1907 GLOUCESTER ST BRUNSWICK, GA 31520		PC	PROVIDE EDUCATIONAL MATERIALS FOR YEAR	3,500
HOSPICE OF THE GOLDEN ISLES 1692 GLYNCO PARKWAY BRUNSWICK, GA 31525		PC	FURNISHINGS FOR JOLLY HOUSE	9,000
CASA GLYNN 1615 REYNOLDS ST BRUNSWICK, GA 31520		PC	SUPPORT FOR VISITATION ROOM & PRINT MATERIALS	2,500
Total				548,175 ►
3a				

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)				
<i>a Paid during the year</i>				
CASSINA GARDEN CLUB 1195 ARTHUR J MOORE DR ST SIMONS ISLAND, GA 31522		PC	HALF RESTORATION FOR CABIN CHIMNEY	8,000
COASTAL PINES COLLEGE 3700 GLYNCO PARKWAY BRUNSWICK, GA 31525		PC	FREE REGISTRATION DAYS - FALL, SPRING & SUMMER	5,000
GATHERING PLACE PO BOX 772 BRUNSWICK, GA 31521		PC	LOCAL SCHOLARSHIPS	20,000
FAITHWORKS - THE WELL 2911 ALTAMA AVE BRUNSWICK, GA 31520		PC	COTS	1,000
GRACE HOUSE 1107 GLOUCESTER ST BRUNSWICK, GA 31520		PC	CAPITAL NEEDS	2,000
Total			►	548,175
3a				

TY 2016 Accounting Fees Schedule

Name: Julia Terrill Thomas Foundation Inc

EIN: 20-2354370

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	13,696	4,565	0	9,131

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: Julia Terrill Thomas Foundation Inc

EIN: 20-2354370

Software ID: 16000303

Software Version: 2016v3.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	2012-10-01	27,504	8,938	SL	10 0000	2,750			
COMPUTER	2012-12-27	1,961	1,176	SL	5 0000	392			
PRINTER	2012-12-27	366	219	SL	5 0000	73			

TY 2016 Investments Corporate Bonds Schedule

Name: Julia Terrill Thomas Foundation Inc

EIN: 20-2354370

Software ID: 16000303

Software Version: 2016v3.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SYNOVUS - SEE ATTACHED	2,788,075	2,770,405

TY 2016 Investments Corporate Stock Schedule

Name: Julia Terrill Thomas Foundation Inc

EIN: 20-2354370

Software ID: 16000303

Software Version: 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SYNOVUS - SEE ATTACHED	4,330,169	5,765,034

TY 2016 Investments Government Obligations Schedule

Name: Julia Terrill Thomas Foundation Inc

EIN: 20-2354370

Software ID: 16000303

Software Version: 2016v3.0

**US Government Securities - End
of Year Book Value:**

**US Government Securities - End
of Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

764,341

**State & Local Government
Securities - End of Year Fair
Market Value:**

767,515

TY 2016 Investments - Other Schedule**Name:** Julia Terrill Thomas Foundation Inc**EIN:** 20-2354370**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SYNOVUS - SEE ATTACHED (FIXED INC FUNDS)	AT COST	1,018,221	1,007,769
SYNOVUS - SEE ATTACHED (EQUITY FUNDS)	AT COST	3,396,029	3,832,149
SYNOVUS - SEE ATTACHED (EQUITY ETF)	AT COST	1,426,293	1,638,113
SYNOVUS - SEE ATTACHED (CORP BOND ETF)	AT COST	119,742	123,039
SYNOVUS - SEE ATTACHED (MARKETABLE CDS)	AT COST	100,000	101,764

TY 2016 Land, Etc.
Schedule**Name:** Julia Terrill Thomas Foundation Inc**EIN:** 20-2354370**Software ID:** 16000303**Software Version:** 2016v3.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	27,504	11,688	15,816	
Machinery and Equipment	2,327	1,860	467	

TY 2016 Legal Fees Schedule

Name: Julia Terrill Thomas Foundation Inc

EIN: 20-2354370

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES - LEGAL	300	0	0	300

TY 2016 Other Assets Schedule

Name: Julia Ternill Thomas Foundation Inc

EIN: 20-2354370

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
NONDEDUCTED BOND PREMIUM AMORTIZATION	55,926	11,850	

TY 2016 Other Expenses Schedule

Name: Julia Terrill Thomas Foundation Inc**EIN:** 20-2354370**Software ID:** 16000303**Software Version:** 2016v3.0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,672			1,672
MEETING EXPENSE	2,735			2,735
OFFICE EXPENSE	950			950
POSTAGE	84			84
TAX PREP FEE	150	150		
TELEPHONE	2,679			2,679

TY 2016 Other Increases Schedule

Name: Julia Terrill Thomas Foundation Inc

EIN: 20-2354370

Software ID: 16000303

Software Version: 2016v3.0

Description	Amount
ROUNDING	2

TY 2016 Other Professional Fees Schedule

Name: Julia Terrill Thomas Foundation Inc

EIN: 20-2354370

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	102,768	102,768	0	0

TY 2016 Taxes Schedule

Name: Julia Terrill Thomas Foundation Inc**EIN:** 20-2354370**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CORPORATION REGISTRATION	30			30
EXCISE TAX	6,000			
PAYROLL TAXES	9,667	967		8,700
TAX W/H ON DIVIDENDS	281	281		

Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
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Cash & Equivalents

Money Market Funds

595,299.510	Federated Government Obligation #117	1.000	595,299.51	595,299.51	100.00	2,461	0.4	0.00
Total Money Market Funds								
Cash								
	Principal Cash		0.00	0.00	0.00	0	0.0	0.00
	Income Cash		0.00	0.00	0.00	0	0.0	0.00
			0.00	0.00	0.00	0	0.0	0.00
			595,299.51	595,299.51	100.00	2,461	0.4	0.00
Total Cash & Equivalents								

Fixed Income

50,000.000	AbbVie Inc Sr Nt 1.80% Dtd 05/14/2015 Due 05/14/2018 Callable	100.075	50,222.00	50,037.50	1.05	900	1 8	-184.50
100,000.000	American Express Cr Corp Mthbe Fr 2.125% Dtd 03/18/2014 Due 03/18/2019 Non-Callable	100.399	100,663.00	100,399.00	2.10	2,125	2.1	-264.00
100,000.000	Anheuser Busch Inbev Worldwide Sr Nt 5.375% Dtd 10/16/2009 Due 01/15/2020 Callable	109.069	110,817.00	109,069.00	2.29	5,375	4.9	-1,748.00
100,000.000	Apple Inc Sr Glbl Nt 2.85% Dtd 05/06/2014 Due 05/06/2021 Callable	102.075	101,485.00	102,075.00	2.14	2,850	2.8	590.00



Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Current Income Yield	Unrealized Gain / Loss
50,000.000	Apple Inc Sr Glbl Nt 3.45% Dtd 05/06/2014 Due 05/06/2024 Callable	103.004	52,596.50	51,502.00	1.08	1,725	3.3
50,000.000	Apple Inc Sr Nt 3.20% Dtd 05/13/2015 Due 05/13/2025 Callable	100.415	52,747.50	50,207.50	1.05	1,600	3.2
50,000.000	Athens Clarke Cnty GA Uni Govt Rev Bds 3.75% Dtd 11/25/2009 Due 06/15/2021 Callable	105.232	51,061.50	52,616.00	1.10	1,875	3.6
100,000.000	BP Cap Mkis P L C Nt 3.814% Dtd 02/10/2014 Due 02/10/2024 Callable	103.886	101,349.00	103,886.00	2.18	3,814	3.7
50,000.000	BMO Bank of Montreal Fr 1.45% Dtd 04/09/2013 Due 04/09/2018 Callable	99.764	49,970.00	49,882.00	1.05	725	1.5
50,000.000	Berkshire Hathaway Inc Del Sr Nt 3.40% Dtd 01/31/2012 Due 01/31/2022 Non-Callable	104.371	52,789.00	52,185.50	1.09	1,700	3.3
50,000.000	Berkshire Hathaway Inc Del Sr Nt 3.00% Dtd 02/11/2013 Due 02/11/2023 Callable	101.179	51,137.50	50,589.50	1.06	1,500	3.0
50,000.000	Boca Raton Fla Spl Assmt Spl Assmt Ref Bds 4.00% Dtd 07/02/2009 Due 07/01/2020 Non-Callable	107.691	51,399.50	53,845.50	1.13	2,000	3.7
50,000.000	Boeing Co Sr Glbl Nt 0.95% Dtd 05/03/2013 Due 05/15/2018 Callable	99.550	49,980.50	49,775.00	1.04	475	1.0
50,000.000	Carrollton GA Payroll Dev Auth Rev Antic Cts 5.25% Dtd 12/05/2008 Due 06/15/2019 Prerefunded 06/15/2018 @ 100,000 Callable	105.737	52,077.00	52,868.50	1.11	2,625	5.0

Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain/Loss
50,000.000	Glaxosmithkline Cap Inc Sr Glbl 2.80% Did 03/18/2013 Due 03/18/2023 Callable	100.249	50,391.00	50,124.50	1.05	1,400	2.8	-266.50
50,000.000	Greenville SC LTD Oblig LTD GO Ref Bds 4.00% Did 11/20/2009 Due 06/01/2019 Non-Callable	105.884	51,970.50	52,942.00	1.11	2,000	3.8	971.50
50,000.000	Home Depot Inc Sr Glbl Nt 2.625% Did 06/02/2015 Due 06/01/2022 Callable	100.482	51,306.50	50,241.00	1.05	1,312	2.6	-1,065.50
100,000.000	Hormel Foods Corp Sr Nt 4.125% Did 04/11/2011 Due 04/15/2021 Callable	107.270	108,289.00	107,270.00	2.25	4,125	3.8	-1,019.00
50,000.000	Illinois Tool Wks Inc Sr Nt 1.95% Did 02/25/2014 Due 03/01/2019 Callable	100.516	50,023.00	50,258.00	1.05	975	1.9	235.00
100,000.000	International Business Machs Nt 1.875% Did 05/11/2012 Due 05/15/2019 Callable	100.230	100,280.00	100,230.00	2.10	1,875	1.9	-50.00
50,000.000	Lancaster Cnty S C GO Ref Bds 3.30% Did 06/01/2009 Due 03/01/2019 Non-Callable	103.358	51,590.50	51,679.00	1.08	1,650	3.2	88.50
100,000.000	Lowes Cos Inc Sr Nt 3.12% Did 04/23/2012 Due 04/15/2022 Callable	102.452	101,538.00	102,452.00	2.15	3,120	3.0	914.00
50,000.000	Macon Bibb Cnty GA Urban Dev A Rev Bds 4.00% Did 06/30/2009 Due 05/01/2020 Callable	100.752	51,706.50	50,376.00	1.06	2,000	4.0	-1,330.50
100,000.000	McDonalds Corp Med Term Nt Nt 3.50% Did 08/02/2010 Due 07/15/2020 Callable	103.983	103,629.00	103,983.00	2.18	3,500	3.4	354.00

Statement of Assets		Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Current Income Yield	Unrealized Gain / Loss
50,000.000	Medtronic Inc Sr Nt 2.75% Dtd 03/26/2013 Due 04/01/2023	99.291		50,511.50	49,645.50	1.04	1,375	2.8	-866.00
	Callable								
50,000.000	Merck & Co Inc New Sr Nt 2.35% Dtd 02/1/2015 Due 02/10/2022	99.299		49,810.50	49,649.50	1.04	1,175	2.4	-161.00
	Callable								
50,000.000	Microsoft Corp Sr Nt 2.375% Dtd 02/1/2015 Due 02/12/2022	99.598		50,112.50	49,799.00	1.04	1,187	2.4	-313.50
	Callable								
50,000.000	Microsoft Corp Sr Nt 2.70% Dtd 02/1/2015 Due 02/12/2025	97.987		51,065.50	48,993.50	1.03	1,350	2.8	-2,072.00
	Callable								
50,000.000	Monsanto Co New Sr Nt 5.125% Dtd 04/15/2008 Due 04/15/2018	104.030		52,803.00	52,015.00	1.09	2,562	4.9	-788.00
	Callable								
50,000.000	National Rural Utils Coop Fin Pfd Tr 2.35% Dtd 06/06/2013 Due 06/15/2020	100.144		51,091.00	50,072.00	1.05	1,175	2.3	-1,019.00
	Callable								
50,000.000	Oracle Corp Sr Bd 3.40% Dtd 07/08/2014 Due 07/08/2024	101.891		53,349.00	50,945.50	1.07	1,700	3.3	-2,403.50
	Callable								
50,000.000	Pepsico Inc Sr Gbl Nt 2.75% Dtd 02/28/2013 Due 03/01/2023	99.891		50,430.50	49,945.50	1.05	1,375	2.8	-485.00
	Callable								
50,000.000	Procter & Gamble Co Sr Gbl 2.30% Dtd 02/06/2012 Due 02/06/2022	100.199		50,738.00	50,099.50	1.05	1,150	2.3	-638.50
	Callable								
50,000.000	Qualcomm Inc Sr Nt 3.00% Dtd 05/20/2015 Due 05/20/2022	101.329		50,964.50	50,664.50	1.06	1,500	3.0	-300.00
	Callable								



Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Income Yield	Unrealized Gain / Loss
100,000.000	Rockwell Collins Inc Sr Nt 3.10% Did 11/21/2011 Due 11/15/2021 Callable	100.643	102,694.00	100,643.00	2.11	3,100	3.1	-2,051.00
100,000.000	Savannah GA Economic Dev Auth Rev Bds 4.00% Did 01/27/2009 Due 06/15/2019 Prerefunded 06/15/2018 @ 100.000 Callable	103.807	102,639.00	103,807.00	2.18	4,000	3.9	1,168.00
50,000.000	Suwanee GA Urban Redev AGY Rev Rev Bds 3.55% Did 12/28/2006 Due 01/01/2019 Prerefunded 01/01/2017 @ 100.000 Callable	100.000	100.000	51,148.50	50,000.00	1.05	1,775	3.5
75,000.000	Texas Insts Inc Sr Nt 2.25% Did 05/08/2013 Due 05/01/2023 Callable	96.387	96.387	75,821.25	72,290.25	1.52	1,687	2.3
50,000.000	Total Capital Sr Glbl Nt 2.75% Did 06/23/2014 Due 06/19/2021 Callable	101.181	101.181	51,152.50	50,590.50	1.06	1,375	2.7
50,000.000	Wal Mart Stores Inc Sr Nt 2.55% Did 04/11/2013 Due 04/11/2023 Callable	99.245	99.245	50,050.50	49,622.50	1.04	1,275	2.6
140,000.000	Walton Cnty GA Wtr & Sew Auth Rev Bds 4.25% Did 04/02/2008 Due 02/01/2022 Prerefunded 02/01/2018 @ 100.000 Callable	103.359	103.359	145,901.00	144,702.60	3.03	5,950	4.1
100,000.000	Wells Fargo Co MTN Fr 2.10% Did 05/07/2012 Due 05/08/2017 Non-Callable	100.283	100.283	100,079.00	100,283.00	2.10	2,100	2.1
Total Bonds		3,552,415.75	3,537,920.35	74.16			107,197	3.0
Fixed Income Funds		764,340.50	767,515.10					-14,495.40
Corp & Govt Daily Accrual Funds		2,788,075.25	2,770,405.25					

Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Current Income Yield	Unrealized Gain / Loss
39,593.918	Federated Institutional High Yield Bond Fund - Ins #900	9.860	395,397.69	390,396.03	8.18	21,067	5.4
32,391.631	Vanguard Short Term Investment Grade Fund - Adm #539	10.630	348,210.03	344,323.04	7.22	6,376	1.9
	Total Corp & Govt Daily Accrual Funds		743,607.72	734,719.07	15.40	27,443	3.7
	Other Nondollar Funds						-8,888.65
30,305.172	Wells Fargo Adjustable Rate Government Fund - Inst #4118	9.010	274,613.26	273,049.60	5.72	3,031	1.1
	Total Other Nondollar Funds		274,613.26	273,049.60	5.72	3,031	1.1
	Total Fixed Income Funds		1,018,220.98	1,007,768.67	21.13	30,474	3.0
	Exchange Traded Funds						-10,452.31
1,050,000	Ishares Iboxx \$ Investment Grade Corporate Bond Etf	117.180	119,742.00	123,039.00	2.58	4,107	3.3
	Total Exchange Traded Funds		119,742.00	123,039.00	2.58	4,107	3.3
	Marketable Cds						3,297.00
100,000.000	Goldman Sachs Bk USA NY CTF Dep 2.30% Dld 01/21/2015 Due 01/21/2021 Non-Callable	101.764	100,000.00	101,764.00	2.13	2,300	2.3
	Total Marketable Cds		100,000.00	101,764.00	2.13	2,300	2.3
	Total Fixed Income		4,790,378.73	4,770,492.02	100.00	144,078	3.0
	Equities						-19,886.71
	Common Stock						

Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
Consumer Discretionary								
399,000	Delphi Automotive PLC Shs	67.350	18,792.17	26,872.65	0.24	462	1.7	8,080.48
693,000	Comcast Corp Cl A	69.050	27,035.79	47,851.65	0.43	762	1.6	20,815.86
500,000	Darden Restaurants Inc Com	72.720	26,624.12	36,360.00	0.32	1,120	3.1	9,735.88
250,000	Disney Walt Co Com	104.220	25,214.16	26,055.00	0.23	390	1.5	840.84
600,000	Genuine Parts Co Com	95.540	49,478.01	57,324.00	0.51	1,578	2.8	7,845.99
150,000	Home Depot Inc Com	134.080	10,098.38	20,112.00	0.18	414	2.1	10,013.62
150,000	McDonalds Corp Com	121.720	13,809.01	18,258.00	0.16	564	3.1	4,448.99
530,000	Nike Inc Class B	50.830	30,663.75	26,939.90	0.24	381	1.4	-3,723.85
600,000	Ross Stores Inc Com	65.600	33,285.06	39,360.00	0.35	324	0.8	6,074.94
680,000	Target Corp Com	72.230	37,257.20	49,116.40	0.44	1,632	3.3	11,859.20
208,000	Time Warner Inc Com New	96.530	14,283.90	20,078.24	0.18	334	1.7	5,794.34
200,000	Yum Brands Inc Com	63.330	10,456.71	12,666.00	0.11	240	1.9	2,209.29
200,000	Yum China Hldgs Inc Com	26.120	4,513.53	5,224.00	0.05	0	0.0	710.47
Total Consumer Discretionary		301,511.79	386,217.84	3,44		8,201	2.1	84,706.05
Consumer Staples								
670,000	Altria Group Inc Com	67.620	27,482.10	45,305.40	0.40	1,634	3.6	17,823.30
677,000	Archer Daniels Midland Co Com	45.650	28,807.97	30,905.05	0.28	812	2.6	2,097.08
1,291,000	CVS Health Corporation	78.910	58,701.83	101,872.81	0.91	2,582	2.5	43,170.98
2,020,000	Coca Cola Co Com	41.460	67,644.75	83,749.20	0.75	2,828	3.4	16,104.45
1,131,000	Coly Inc Com Cl A	18.310	25,992.03	20,708.61	0.18	141	0.7	-5,283.42
490,000	Kimberly Clark Corp Com	114.120	35,722.22	55,918.80	0.50	1,803	3.2	20,196.58
400,000	Kraft Heinz Co Com	87.320	21,254.18	34,928.00	0.31	960	2.7	13,673.82
500,000	Mondelez Intl Inc Cl A	44.330	14,356.01	22,165.00	0.20	380	1.7	7,808.99
557,000	Nestle S A Sponsored ADR Repstg Reg Sh	71.875	36,801.88	40,034.38	0.36	1,084	2.7	3,232.50
430,000	PepsiCo Inc Com	104.630	38,668.22	44,990.90	0.40	1,294	2.9	6,322.68

Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Current Income Yield	Unrealized Gain / Loss
867,000	Philip Morris Intl Inc Com	91.490	72,576.69	79,321.83	0.71	3.606	4.5 6,745.14
580,000	Procter & Gamble Co Com	84.080	42,513.13	48,766.40	0.43	1,553	3.2 6,253.27
262,000	Smucker J M Co Com New	128.060	34,397.73	33,551.72	0.30	786	2.3 -846.01
1,200,000	Wal Mart Stores Inc Com	69.120	70,140.23	82,944.00	0.74	2,400	2.9 12,803.77
Total Consumer Staples		575,058.97	725,162.10	6.45	21,863	3.0	150,103.13
Energy							
850,000	Chevron Corporation	117.700	88,838.59	100,045.00	0.89	3,672	3.7 11,206.41
1,300,000	Conocophillips Com	50.140	69,939.33	65,182.00	0.58	1,300	2.0 -4,757.33
381,000	Eog Res Inc Com	101.100	33,738.25	38,519.10	0.34	255	0.7 4,780.85
1,150,000	Exxon Mobil Corp Com	90.260	93,025.83	103,799.00	0.92	3,450	3.3 10,773.17
366,000	Marathon Petc Corp Com	50.350	6,235.73	18,428.10	0.16	527	2.9 12,192.37
416,000	Occidental Petc Corp Com	71.230	33,576.69	29,631.68	0.26	1,264	4.3 -3,945.01
489,000	Schlumberger LTD Com	83.950	39,129.37	41,051.55	0.37	978	2.4 1,922.18
1,720,000	Spectra Energy Corp Com	41.090	52,007.60	70,674.80	0.63	3,027	4.3 18,667.20
Total Energy		416,491.39	467,331.23	4.16	14,473	3.1	50,839.84
Financials							
278,000	Aon PLC Shs CL A	111.530	30,042.87	31,005.34	0.28	366	1.2 962.47
312,000	Chubb Limited Com	132.120	27,311.16	41,221.44	0.37	861	2.1 13,910.28
400,000	AFLAC Inc Com	69.600	25,395.18	27,840.00	0.25	688	2.5 2,444.82
328,000	American Express Co Com	74.080	26,132.11	24,298.24	0.22	419	1.7 -1,833.87
700,000	Citigroup Inc Com New	59.430	31,171.25	41,601.00	0.37	448	1.1 10,429.75
511,000	Goldman Sachs Group Inc Com	239.450	65,008.31	122,358.95	1.09	1,328	1.1 57,350.64
3,657,000	J P Morgan Chase & Co Com	86.290	131,523.03	315,562.53	2.81	7,021	2.2 184,039.50
748,000	Metlife Inc Com	53.890	26,488.14	40,309.72	0.36	1,196	3.0 13,821.58
468,000	Nasdaq, Inc	67.120	17,778.66	31,412.16	0.28	599	1.9 13,633.50
402,000	PNC Finl Svcs Group Inc Com	116.960	34,736.43	47,017.92	0.42	884	1.9 12,281.49

Statement of Assets

Health Care

Industrials

847,000	Eaton Corp PLC Shs	67,090	53,348.80	56,825.23	0.51	1,931	3.4	3,476,43
945,000	Johnson Cts. Inv. PLC Shs	41,190	42,967.28	38,924.55	0.35	945	2.4	-4,042,73

Statement of Assets

Statement of Assets		Total	Market Value	% Of Category	Estimated Current Income Yield	Unrealized Gain / Loss
Shares	Description	Total Cost				
1,050,000	Emerson Elec Co Com	55,750	56,440.67	0.52	2,016	3.4
70,000	Equifax Inc Com	118,230	8,303.93	0.07	92	1.1
3,205,000	General Elec Co Com	31,600	53,923.07	0.90	3,076	3.0
686,000	Honeywell International Inc Com	115,850	62,122.55	0.71	1,824	2.3
227,000	Illinois Tool Works Inc Com	122,460	18,813.55	0.25	590	2.1
335,000	Lockheed Martin Corp Com	249,940	52,621.60	0.75	2,438	2.9
193,000	Northrop Grumman Corp Com	232,580	29,397.93	0.40	694	1.5
483,000	3M Co Com	178,570	46,958.46	0.77	2,144	2.5
311,000	Union Pac Corp Com	103,680	26,430.78	0.29	752	2.3
495,000	United Parcel Services Cl B	114,640	38,647.61	0.51	1,544	2.7
861,000	United Technologies Corp Com	109,620	81,847.76	0.84	2,273	2.4
925,000	Waste Management Inc Com	70,910	40,306.71	0.58	1,517	2.3
Total Industrials		612,130.70	834,945.90	7.43	21,836	2.6
Information Technology						
555,000	Accenture PLC Class A Ordinary Shares	117,130	36,088.48	0.58	1,343	2.1
300,000	Alibaba Group Hldg LTD Sponsored Ads	87,810	22,158.76	0.23	0	0.0
38,000	Alphabet Inc Cap Slk Cl C	771,820	27,367.75	0.26	0	0.0
38,000	Alphabet Inc Cap Slk Cl A	792,450	27,980.79	0.27	0	0.0
725,000	Apple Inc Com	115,820	61,106.00	0.75	1,653	2.0
350,000	Applied Materials Inc Com	32,270	9,461.52	0.10	140	1.2
270,000	Automatic Data Processing Com	102,780	16,861.59	0.25	615	2.2
2,200,000	Cisco Sys Inc Com	30,220	54,304.76	0.59	2,288	3.4
175,000	Facebook Inc Cl A	115,050	19,408.80	0.18	0	0.0
473,000	Fidelity Natl Information Svcs Inc Com	75,640	29,501.21	0.32	491	1.4
210,000	Fiserv Inc Com	106,280	21,988.54	0.20	0	0.0
						330.26



Statement of Assets		<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Value</i>	<i>Estimated Current Income Yield</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
Shares	Description							
1,200,000	Hp Inc Com	14,840	15,554.67	17,808.00	0.16	637	3.6	2,253.33
800,000	Hewlett Packard Enterprise Co Com	23,140	11,804.98	18,512.00	0.16	208	1.1	6,707.02
3,535,000	Intel Corp Com	36,270	87,629.16	128,214.45	1.14	3,676	2.9	40,585.29
450,000	International Business Machs Corp Com	165,990	79,589.63	74,695.50	0.66	2,520	3.4	-4,894.13
1,850,000	Microsoft Corp Com	62,140	68,481.07	114,959.00	1.02	2,886	2.5	46,477.93
750,000	Oracle Corp Com	38,450	26,611.05	28,837.50	0.26	450	1.6	2,226.45
1,039,000	Texas Instruments Inc Com	72,970	53,576.10	75,815.83	0.67	2,078	2.7	22,239.73
Total Information Technology		669,474.86	877,363.56	7.81	18,985	2.2	207,888.70	
Materials								
2,322,000	DuPont E I De Nemours & Co Com	73,400	106,435.12	170,434.80	1.52	3,529	2.1	63,999.68
516,000	PPG Inds Inc Com	94,760	55,561.38	48,896.16	0.44	825	1.7	-6,665.22
Total Materials		161,996.50	219,330.96	1.95	4,354	2.0	57,334.46	
Telecommunication Services								
1,600,000	AT&T Inc Com	42,530	48,979.18	68,048.00	0.61	3,136	4.6	19,068.82
1,227,000	Verizon Communications Inc Com	53,380	52,871.31	65,497.26	0.58	2,834	4.3	12,625.95
Total Telecommunication Services		101,850.49	133,545.26	1.19	5,970	4.5	31,694.77	
Utilities								
338,000	Duke Energy Corp New Com	77,620	23,155.92	26,235.56	0.23	1,155	4.4	3,079.64
690,000	Southern Company	49,190	30,273.33	33,941.10	0.30	1,545	4.6	3,667.77
805,000	Xcel Energy Inc Com	40,700	31,804.10	32,763.50	0.29	1,094	3.3	959.40
Total Utilities		85,233.35	92,940.16	0.83	3,794	4.1	7,706.81	
Total Common Stock		4,330,168.94	5,765,033.56	51.31	144,240	2.5	1,434,864.62	

Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
Equity Funds								
Mid Cap Equity Funds								
20,523.167	JPMorgan Mid Cal Value Fund Cl L #758	36.400	520,478.70	747,043.28	6.65	6,505	0.9	226,564.58
6,792.487	Janus Enterprise Fund Class I #1150	95.220	585,000.00	646,780.61	5.76	1,093	0.2	61,780.61
Total Mid Cap Equity Funds		1,105,478.70	1,393,823.89	12.41	7,598	0.5	288,345.19	
Large Cap Equity Funds								
33,051.569	Columbia Dividend Opportunity Fund Class Z #6687	9.550	294,715.41	315,642.48	2.81	12,790	4.1	20,927.07
5,865.963	Fidelity 500 Index Fund - Premium #1523	78.340	420,000.00	459,539.54	4.09	9,109	2.0	39,539.54
11,099.070	T Rowe Price Institutional Large-Cap Growth Fund #139	29.240	315,000.00	324,536.81	2.89	0	0.0	9,536.81
Total Large Cap Equity Funds		1,029,715.41	1,099,718.83	9.79	21,899	2.0	70,003.42	
International Equity Funds								
15,627.035	American Europicific Growth Fund Class F2 #616	44.970	630,053.55	702,747.76	6.25	10,829	1.5	72,694.21
10,886.125	Harbor International Fund Inst #2011	58.410	630,781.55	635,858.56	5.66	12,660	2.0	5,077.01
Total International Equity Funds		1,260,835.10	1,338,606.32	11.91	23,489	1.8	77,771.22	
Total Equity Funds		3,396,029.21	3,832,149.04	34.11	52,986	1.4	436,119.83	
Exchange Traded Funds								
4,665.000	Ishares Msci Emerging Markets Etf	35.010	186,669.98	163,321.65	1.45	3,088	1.9	-23,348.33
5,000.000	Ishares Russell 2000 Value Etf	118.940	454,032.78	594,700.00	5.29	10,365	1.7	140,667.22
2,985.000	Ishares Russell 2000 Growth Etf	153.940	408,843.62	459,510.90	4.09	4,435	1.0	50,667.28

Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
640,000	Ishares U.S. Preferred Stock Etf	37.210	25,154.50	23,814.40	0.21	1,393	5.9	-1,340.10
1,775,000	Spdr S&P 500 Etf Trust	223.530	351,591.65	396,765.75	3.53	8,056	2.0	45,174.10
Total Exchange Traded Funds		1,426,292.53	1,638,112.70	14.58		27,337	1.7	211,820.17
	Total Equities		9,152,490.68	11,235,295.30	100.00	224,563	2.0	2,082,804.62
	Total Assets			14,538,168.92		16,601,086.83		371,102
								2,062,917.91