Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: The Rock Foundation

A Employer identification number: 20-8164535

Number and street (or P O box number if mail is not delivered to street address): c/o McGuireWoods LLP P. O. Box 397

Room/suite:

B Telephone number: (804) 775-1023

City or town, state or province, country, and ZIP or foreign postal code: Richmond, VA 23218

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,500,542.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	29,573.	28,785.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	31,145.			
	b Gross sales price for all assets on line 6a 683,735.				
	7 Capital gain net income (from Part IV, line 2)		31,145.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	60,718.	59,930.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,428.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 2	13,795.	0.		13,795.
	b Accounting fees				
	c Other professional fees Stmt 3	10,705.	10,705.		0.
	17 Interest				
	18 Taxes Stmt 4	236.	236.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	25.	0.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	30,189.	10,941.		13,820.
	25 Contributions, gifts, grants paid	109,500.			109,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	139,689.	10,941.		123,320.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<78,971.>			
	b **Net investment income** (if negative, enter -0-)		48,989.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	72,205.	87,073.	87,085.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 7	1,215,465.	1,122,187.	1,413,457.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,287,670.	1,209,260.	1,500,542.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,287,670.	1,209,260.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	1,287,670.	1,209,260.	
	31 **Total liabilities and net assets/fund balances**	1,287,670.	1,209,260.	

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	1,287,670.
2	Enter amount from Part I, line 27a	2	<78,971.>
3	Other increases not included in line 2 (itemize) ▶ See Statement 6	3	561.
4	Add lines 1, 2, and 3	4	1,209,260.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,209,260.

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	US Trust-See attached Gain/Loss Schedule	P		
b	US Trust-See attached Gain/Loss Schedule	P		
c	Capital Gains Dividends			
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	289,915.		319,390.	<29,475.>
b	390,654.		333,200.	57,454.
c	3,166.			3,166.
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				<29,475.>
b				57,454.
c				3,166.
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	31,145.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	111,686.	1,626,124.	.068682
2014	103,821.	1,657,927.	.062621
2013	88,032.	1,690,116.	.052086
2012	83,612.	1,510,462.	.055355
2011	88,530.	1,547,533.	.057207

2	**Total** of line 1, column (d)	2	.295951
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.059190
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,514,651.
5	Multiply line 4 by line 3	5	89,652.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	490.
7	Add lines 5 and 6	7	90,142.
8	Enter qualifying distributions from Part XII, line 4	8	123,320.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	490.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	490.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	490.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 1,070.		
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	1,070.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	580.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 580. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ None

14 The books are in care of ▶ Rita Smith Telephone no. ▶ (804) 794-8230

Located at ▶ 2530 Salisbury Road, Midlothian, VA ZIP+4 ▶ 23113

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X |

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Rita M. Smith 2530 Salisbury Rd Midlothian, VA 23113	President/Treasurer/Direct 2.00	5,428.	0.	0.
M. Anne Greggs 5616 Hardrock Place Richmond, VA 23230	Vice Pres/Director 0.00	0.	0.	0.
John B. O'Grady c/o McGuireWoods LLP 901 E. Cary St Richmond, VA 23219	Secretary/Director 0.10	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 The Rock Foundation makes grants to qualifying charitable organizations and does not carry on charitable activities directly.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,410,234.
b	Average of monthly cash balances		1b	127,483.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,537,717.
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	0.
3	Subtract line 2 from line 1d		3	1,537,717.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	23,066.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,514,651.
6	**Minimum investment return** Enter 5% of line 5		6	75,733.

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

1	Minimum investment return from Part X, line 6		1	75,733.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 490.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	490.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	75,243.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	75,243.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	75,243.

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	123,320.
b	Program-related investments - total from Part IX-B	1b	0.
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	123,320.
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	5	490.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	122,830.

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				75,243.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 11,941.				
b From 2012 8,855.				
c From 2013 4,545.				
d From 2014 24,151.				
e From 2015 31,472.				
f **Total** of lines 3a through e	80,964.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 123,320.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				75,243.
e Remaining amount distributed out of corpus	48,077.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	129,041.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	11,941.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	117,100.			
10 Analysis of line 9:				
a Excess from 2012 8,855.				
b Excess from 2013 4,545.				
c Excess from 2014 24,151.				
d Excess from 2015 31,472.				
e Excess from 2016 48,077.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Bon Secours Richmond Health Care 7229 Forest Avenue, Suite 200 Richmond, VA 23226	None	PC	Grant for S. G. Jones Center	5,000.
Capital Trees 5111 Cary Street Road Richmond, VA 23226	None	PC	Grant for Operational Support	3,000.
Commonwealth Catholic Charities PO Box 6565 Richmond, VA 232600565	None	PC	Grant for New Building (3 of 5 installments)	30,000.
Elijah House Academy 6627-B Jahnke Road Richmond, VA 23225	None	PC	Grant for Scholarship Assistance	2,000.
FETCH a Cure 5609 Patterson Ave, #D Richmond, VA 23226	None	PC	Campaign Support (3 of 5 installments)	7,500.
Total See continuation sheet(s)			▶ 3a	109,500.
b *Approved for future payment* None				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FETCH a Cure 5609 Patterson Ave, #D Richmond, VA 23226	None		Grant for Operational Support	4,500.
Friends of Hollywood Cemetery 412 S. Cherry Street Richmond, VA 23220	None	PC	Grant for Capital Restoration	2,500.
Longwood University 201 High Street Farmville, VA 23909	None	PC	Grant Hull Springs Farm	5,000.
Peter Paul Development Center 1708 N. 22nd Street Richmond, VA 23223	None	PC	Grant (2nd of 2 Installments)	2,500.
Richmond Centerstage 600 E Grace St #400 Richmond, VA 23219	None	PC	Grant for Educational Support	2,500.
Richmond Symphony 612 E Grace St, Suite 401 Richmond, VA 23219	None	PC	Grant for the League Designer House	3,000.
Rose Group for Cross-Cultural Understanding 616 E St NW Cb 909 Washington, DC 20004	None	PC	Grant for China Fest	3,500.
Safe Harbor 2006 Bremo Road, #201 Richmond, VA 23226	None	PC	Grant for Charitable Support	1,500.
St John's Church Foundation 2319 E Broad St Richmond, VA 23223	None	PC	Grant for Charitable Support	2,000.
The Doorways 612 E. Marshall Street Richmond, VA 23219	None	PC	Grant for Family Assistance Program	1,500.
Total from continuation sheets				62,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
The Science Museum of Virginia Fund 2500 W. Broad Street Richmond, VA 23220	None	PC	Grant for Charitable Support	1,500.
The Valentine 1015 East Clay St Richmond, VA 23219	None	PC	Grant for Operational Support	1,500.
Union Presbyterian Seminary 3401 Brook Road Richmond, VA 23227	None	PC	Grant for Operational Support	2,000.
Virginia College Fund 4900 Augusta Ave #101 Richmond, VA 23230	None	PC	Grant for Scholarships	2,000.
Virginia Museum of Fine Arts 200 N Boulevard Richmond, VA 23220	None	PC	Grant to Operational Support	20,500.
Woodrow Wilson Presidential Library Fdn PO Box 24 Staunton, VA 24402	None	PC	Grant for Operational Support	3,000.
Fore Children 600 Founders Bridge Boulevard Midlothian, VA 23113	None	PC	Grant for Scholarships	2,000.
Full Circle 10611 Patterson Ave Bldg 201 Richmond, VA 23238	None	PC	Grant for Operational Support	1,000.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	29,573.	
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	31,145.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		60,718.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 60,718.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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
N/A		

Sign Here

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

Rita M. Smith | 5-10-17 | PRESIDENT/TREASURER

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
John B. O'Grady		5-8-17		P01316037
Firm's name ▶ McGuireWoods LLP			Firm's EIN ▶ 54-0505857	
Firm's address ▶ P. O. Box 397 Richmond, VA 23218-0397			Phone no. (804)775-1000	

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Bank of America-Agent Divs	28,235.	3,166.	25,069.	24,281.	
Bank of America-Agent Int	4,504.	0.	4,504.	4,504.	
To Part I, line 4	32,739.	3,166.	29,573.	28,785.	

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McGuireWoods LLP	13,795.	0.		13,795.
To Fm 990-PF, Pg 1, ln 16a	13,795.	0.		13,795.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank of America-Agency Fees	10,705.	10,705.		0.
To Form 990-PF, Pg 1, ln 16c	10,705.	10,705.		0.

Form 990-PF | Taxes | Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax paid from income	236.	236.		0.
To Form 990-PF, Pg 1, ln 18	236.	236.		0.

The Rock Foundation 20-8164535

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
State Corporation Commission	25.	0.		25.
To Form 990-PF, Pg 1, ln 23	25.	0.		25.

The Rock Foundation | 20-8164535

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement 6

Description	Amount
Cost basis adjustments/timing difference	561.
Total to Form 990-PF, Part III, line 3	561.

Form 990-PF Other Investments Statement 7

Description	Valuation Method	Book Value	Fair Market Value
See schedule attached	COST	1,122,187.	1,413,457.
Total to Form 990-PF, Part II, line 13		1,122,187.	1,413,457.

3B0872441

Settlement Date

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec 01, 2016 through Dec. 31, 2016

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
32,822.910	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$32,822.91	$5.56	$32,822.91 1 000	$0.00	$98.47	0 30%
54,249.880	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	54,249.88	6.49	54,249.88 1 000	0.00	162.75	0 30
	Total Cash Equivalents		**$87,072.79**	**$12.05**	**$87,072.79**	**$0.00**	**$261.22**	**0.30%**
Total Cash/Currency			**$87,072.79**	**$12.05**	**$87,072.79**	**$0.00**	**$261.22**	**0.30%**
Equities								

(2)Industry Sector Codes
CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
RE = Real Estate
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
185 000	ABBVIE INC Ticker: ABBV	00287Y109 HEA	$11,584 70 62 620	$0.00	$5,976 76 32.307	$5,607.94	$473.60	4.08%
15.000	ALPHABET INC CL A COM Ticker: GOOG L	02079K305 IFT	11,886.75 792.450	0.00	7,713.67 514.245	4,173 08	0.00	0.00
18.000	AMAZON COM INC Ticker: AMZN	023135106 CND	13,497 66 749.870	0.00	5,222.43 290 135	8,275.23	0 00	0 00
35.000	AMGEN INC Ticker: AMGN	031162100 HEA	5,117.35 146 210	0.00	6,047 46 172.785	-930.11	161.00	3.14
175 000	APPLE INC Ticker: AAPL	037833100 IFT	20,268.50 115.820	0 00	5,237.13 29 926	15,031.37	399.00	1.96
300.000	AT&T INC Ticker: T	00206R102 TEL	12,759.00 42.530	0.00	10,426.79 34 756	2,332.21	588.00	4.60
125 000	AUTOMATIC DATA PROCESSING INC Ticker ADP	053015103 IFT	12,847.50 102.780	71.25	6,269.60 50 157	6,577.90	285 00	2.21

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2016 through Dec 31, 2016

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
65 000	BECTON DICKINSON & CO Ticker: BDX	075887109 HEA	10,760.75 165.550	0.00	6,600.73 101 550	4,160.02	189 80	1.76
65.000	BERKSHIRE HATHAWAY INC DEL NEW CL B COM Ticker: BRK B	084670702 FIN	10,593.70 162.980	0.00	9,212.88 141 737	1,380.82	0.00	0.00
35.000	BLACKROCK INC CL A Ticker: BLK	09247X101 FIN	13,318.90 380.540	0.00	8,419.06 240.545	4,899.84	320.60	2.40
175.000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108 HEA	10,227.00 58 440	0.00	5,275.45 30.145	4,951.55	273.00	2.66
200.000	CAPITAL ONE FINL CORP Ticker: COF	14040H105 FIN	17,448.00 87 240	0.00	13,109 86 65.549	4,338.14	320.00	1 83
90.000	CELGENE CORP Ticker: CELG	151020104 HEA	10,417 50 115.750	0 00	6,514.93 72.388	3,902.57	0.00	0.00
115 000	CHEVRON CORP Ticker. CVX	166764100 ENR	13,535.50 117.700	0.00	10,096.23 87.793	3,439.27	496 80	3.67
375 000	CISCO SYS INC Ticker: CSCO	17275R102 IFT	11,332.50 30.220	0.00	9,282.75 24.754	2,049 75	390 00	3 44
225.000	COCA COLA CO Ticker: KO	191216100 CNS	9,328.50 41.460	0.00	9,061.95 40 275	266.55	315.00	3.37
65 000	COSTCO WHSL CORP NEW Ticker: COST	22160K105 CNS	10,407.15 160.110	0 00	7,481.62 115.102	2,925.53	117.00	1.12
125.000	DOMINION RES INC VA NEW Ticker D	25746U109 UTL	9,573.75 76.590	0 00	8,699 79 69.598	873.96	350.00	3.65
150.000	DOW CHEM CO Ticker: DOW	260543103 MAT	8,583.00 57.220	69.00	6,713.25 44.755	1,869.75	276.00	3.21
125.000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109 MAT	9,175.00 73.400	0.00	6,057.84 48.463	3,117.16	190.00	2.07
135.000	EOG RES INC Ticker: EOG	26875P101 ENR	13,648.50 101 100	0.00	10,805.85 80 043	2,842 65	90.45	0.66
135.000	EXXON MOBIL CORP Ticker: XOM	30231G102 ENR	12,185 10 90 260	0.00	9,979.12 73.919	2,205.98	405.00	3.32

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2016 through Dec 31, 2016

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
85.000	FACEBOOK INC CL A COM Ticker: FB	30303M102 IFT	9,779.25 115 050	0.00	8,466.79 99.609	1,312.46	0 00	0.00
65.000	GENERAL DYNAMICS CORP Ticker: GD	369550108 IND	11,222.90 172.660	0.00	9,047.95 139.199	2,174 95	197.60	1.76
375.000	GENERAL ELEC CO Ticker: GE	369604103 IND	11,850.00 31.600	90.00	9,168.76 24 450	2,681.24	360.00	3.03
200.000	GENERAL MTRS CO Ticker: GM	37045V100 CND	6,968.00 34.840	0.00	5,835.16 29 176	1,132 84	304.00	4.36
65.000	GOLDMAN SACHS GROUP INC Ticker: GS	38141G104 FIN	15,564.25 239.450	0.00	10,582.42 162.806	4,981.83	169.00	1.08
100.000	HOME DEPOT INC Ticker: HD	437076102 CND	13,408 00 134 080	0.00	2,815.55 28.156	10,592.45	276.00	2.05
115.000	HONEYWELL INTL INC Ticker: HON	438516106 IND	13,322.75 115.850	0.00	6,818.31 59.290	6,504.44	305.90	2.29
200.000	J P MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	17,258.00 86.290	0.00	10,262.64 51.313	6,995.36	384.00	2.22
125.000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	14,401.25 115.210	0.00	8,153 58 65.229	6,247.67	400.00	2.77
85.000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	9,700.20 114.120	78.20	6,979.88 82.116	2,720.32	312.80	3.22
150 000	KRAFT HEINZ CORP Ticker: KHC	500754106 CNS	13,098.00 87.320	0.00	9,524.62 63.497	3,573.38	360.00	2.74
100.000	L BRANDS INC Ticker: LB	501797104 CND	6,584 00 65 840	0.00	7,419.48 74 195	-835.48	240.00	3.64
200.000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105 HEA	11,774.00 58.870	94.00	8,137.71 40.689	3,636.29	376.00	3.19
300.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	18,642.00 62.140	0.00	8,319.40 27.731	10,322.60	468 00	2 51

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2016 through Dec. 31, 2016

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
100.000	MOLSON COORS BREWING CO CL B COM Ticker TAP	60871R209 CNS	9,731.00 97.310	0 00	10,088.14 100.881	-357.14	164.00	1.68
45.000	NORTHROP GRUMMAN CORP Ticker: NOC	666807102 IND	10,466.10 232.580	0.00	7,762.46 172.499	2,703.64	162.00	1.54
150.000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105 ENR	10,684 50 71.230	114.00	10,974 77 73.165	-290.27	456.00	4.26
100.000	PEPSICO INC Ticker: PEP	713448108 CNS	10,463.00 104.630	75.25	8,151.01 81.510	2,311.99	301.00	2.87
375.000	PFIZER INC Ticker. PFE	717081103 HEA	12,180.00 32.480	0.00	8,595.78 22.922	3,584.22	480.00	3.94
125.000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	10,510.00 84.080	0.00	8,921.41 71.371	1,588.59	334.75	3.18
125.000	PRUDENTIAL FINL INC Ticker PRU	744320102 FIN	13,007.50 104.060	0.00	9,268.88 74.151	3,738.62	350.00	2.69
100 000	RAYTHEON CO COM NEW Ticker: RTN	755111507 IND	14,200 00 142.000	73 25	5,696.59 56.966	8,503 41	293.00	2.06
135.000	SALESFORCE COM INC Ticker: CRM	79466L302 IFT	9,242.10 68.460	0.00	10,080.15 74.668	-838.05	0.00	0.00
125.000	SCHLUMBERGER LTD CURACAO Ticker SLB	806857108 ENR	10,493.75 83.950	62.50	8,510.00 68.080	1,983.75	250.00	2.38
100.000	TARGET CORP Ticker: TGT	87612E106 CND	7,223.00 72.230	0.00	7,523.34 75.233	-300.34	240.00	3.32
175.000	TEXAS INSTRS INC Ticker: TXN	882508104 IFT	12,769.75 72 970	0 00	6,645.15 37.972	6,124 60	350.00	2.74
125 000	TJX COS INC NEW Ticker: TJX	872540109 CND	9,391.25 75.130	0.00	5,454.65 43.637	3,936.60	130.00	1.38
100.000	TRAVELERS COS INC Ticker: TRV	89417E109 FIN	12,242.00 122.420	0.00	9,376.50 93.765	2,865.50	268.00	2.18

Settlement Date

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec 01, 2016 through Dec 31, 2016

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
100 000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	10,962.00 109.620	0.00	10,470.74 104.707	491.26	264.00	2 40
200.000	US BANCORP DEL COM NEW Ticker. USB	902973304 FIN	10,274.00 51.370	56.00	5,139.33 25.697	5,134 67	224 00	2.18
125.000	VALERO ENERGY CORP NEW Ticker: VLO	91913Y100 ENR	8,540.00 68.320	0.00	7,028.45 56 228	1,511.55	300 00	3 51
100.000	VANGUARD S&P 500 ETF Ticker: VOO	922908363 OEQ	20,531.00 205.310	0 00	19,996.00 199 960	535 00	413.80	2 01
250.000	VERIZON COMMUNICATIONS INC Ticker VZ	92343V104 TEL	13,345 00 53.380	0.00	8,929.88 35.720	4,415.12	577.50	4.32
165.000	VISA INC CL A COM Ticker: V	92826C839 IFT	12,873.30 78.020	0.00	8,634 60 52.331	4,238.70	108.90	0.84
200.000	WELLS FARGO & CO NEW COM Ticker. WFC	949746101 FIN	11,022.00 55.110	0.00	7,312.23 36.561	3,709.77	304 00	2 75
75.000	3M CO Ticker MMM	88579Y101 IND	13,392 75 178.570	0.00	10,856.91 144 759	2,535.84	333.00	2.48
	Total U.S. Large Cap		**$685,612.91**	**$783.45**	**$481,154.37**	**$204,458.54**	**$16,097.50**	**2.34%**
U.S. Mid Cap								
200.000	AMERICAN WTR WKS CO INC NEW COM Ticker: AWK	030420103 UTL	$14,472.00 72 360	$0 00	$9,417 10 47.086	$5,054 90	$300 00	2.07%
1,300.000	EATON VANCE ATLANTA CAP SMID-CAP FUND CL I Ticker: EISM X	277902698 OEQ	36,205.00 27.850	0.00	16,146.00 12.420	20,059.00	0.00	0 00
2,695.892	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND Ticker JVMI X	47803W406 OEQ	57,880 80 21.470	0 00	29,528.81 10 953	28,351 99	315.42	0 54

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2016 through Dec. 31, 2016

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Mid Cap (cont)								
50 000	PALO ALTO NETWORKS INC Ticker: PANW	697435105 IFT	6,252 50 125.050	0.00	7,962.37 159.247	-1,709.87	0.00	0.00
150.000	VANGUARD MID-CAP ETF Ticker: VO	922908629 OEQ	19,744.50 131.630	0.00	14,576.25 97.175	5,168.25	286.05	1.44
	Total U.S. Mid Cap		**$134,554.80**	**$0.00**	**$77,630.53**	**$56,924.27**	**$901.47**	**0.67%**
U.S. Small Cap								
775.000	VANGUARD SMALL-CAP ETF Ticker: VB	922908751 OEQ	$99,944 00 128.960	$0.00	$84,174.02 108.612	$15,769.98	$1,495 75	1.49%
	Total U.S. Small Cap		**$99,944.00**	**$0.00**	**$84,174.02**	**$15,769.98**	**$1,495.75**	**1.49%**
International Developed								
25.000	ALLERGAN PLC IRELAND Ticker: AGN	G0177J108 HEA	$5,250 25 210 010	$0.00	$6,087.22 243.489	-$836.97	$70.00	1.33%
75.000	CHUBB LTD SWITZERLAND Ticker: CB	H1467J104 FIN	9,909.00 132.120	51.75	9,517 63 126.902	391.37	207.00	2.08
175.000	EATON CORP PLC IRELAND Ticker: ETN	G29183103 IND	11,740.75 67.090	0.00	10,592.89 60.531	1,147.86	399.00	3.39
750.000	ISHARES MSCI EAFE ETF Ticker: EFA	464287465 OEQ	43,297.50 57.730	0.00	42,909.74 57.213	387.76	1,328.25	3.06
135.000	LYONDELLBASELL INDUSTRIES NV CL A COM NETHERLANDS Ticker: LYB	N53745100 MAT	11,580.30 85.780	0.00	11,101.73 82.235	478.57	459 00	3.96
100.000	MEDTRONIC PLC IRELAND Ticker: MDT	G5960L103 HEA	7,123.00 71 230	43.00	7,594.50 75.945	-471.50	172.00	2.41
	Total International Developed		**$88,900.80**	**$94.75**	**$87,803.71**	**$1,097.09**	**$2,635.25**	**2.96%**

Settlement Date

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2016 through Dec 31, 2016

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Emerging Markets								
1,250.000	VANGUARD FTSE EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	$44,725.00 35.780	$0.00	$44,869.47 35.896	-$144.47	$1,125.00	2.51%
	Total Emerging Markets		**$44,725.00**	**$0.00**	**$44,869.47**	**-$144.47**	**$1,125.00**	**2.51%**
Total Equities			**$1,053,737.51**	**$878.20**	**$775,632.10**	**$278,105.41**	**$22,254.97**	**2.11%**
Fixed Income								
Investment Grade Taxable								
50,000.000	***2017*** ANHEUSER BUSCH INBEV WORLDWIDE INC UNSECD GTD SR NT DTD 07/16/12 1.375% DUE 07/15/17 Moody's: A3 S&P: A-	03523TBN7	$50,043.50 100.087	$317.01	$50,345.50 100.691	-$302.00	$687.50	1.37% 1.22
50,000.000	***2018*** GENERAL ELEC CAP CORP SR UNSECD MTN DTD 04/02/13 1.625% DUE 04/02/18 Moody's: A1 S&P: AA-	36962G6W9	50,163 50 100 327	200.86	50,083.50 100.167	80.00	812 50	1.62 1.37
50,000.000	***2019*** APPLE INC UNSECD SR NT DTD 05/06/14 2.100% DUE 05/06/19 Moody's AA1 S&P: AA+	037833AQ3	50,474.50 100.949	160.41	50,780.50 101.561	-306.00	1,050.00	2.08 1.67
50,000.000	***2020*** AMERICAN HONDA FIN CORP UNSECD MTN DTD 09/24/15 2.450% DUE 09/24/20 Moody's: A1 S&P A+	02665WAZ4	50,258.50 100 517	330 07	50,426.10 100.852	-167 60	1,225.00	2.43 2.31

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2016 through Dec. 31, 2016

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
50,000.000	***2021*** WELLS FARGO & CO NEW SR UNSECD NT DTD 03/04/16 2.500% DUE 03/04/21 Moody's. A2 S&P: A	949746RS2	49,629.50 99.259	406.24	51,273.50 102.547	-1,644.00	1,250 00	2.51 2.71
1,250 000	PRINCIPAL PFD SECS FUND INSTL CL	74253Q416	12,362.50 9.890	0.00	12,862.50 10.290	-500.00	611.13	4.94
	Total Investment Grade Taxable		**$262,932.00**	**$1,414.59**	**$265,771.60**	**-$2,839.60**	**$5,636.13**	**2.14%**
Global High Yield Taxable								
400.000	SPDR BLOOMBERG BARCLAYS SHORT TERM HIGH YIELD BD ETF	78468R408	$11,072.00 27.680	$54.16	$10,913.04 27.283	$158.96	$625.13	5.64%
	Total Global High Yield Taxable		**$11,072.00**	**$54.16**	**$10,913.04**	**$158.96**	**$625.13**	**5.64%**
Total Fixed Income			**$274,004.00**	**$1,468.75**	**$276,684.64**	**-$2,680.64**	**$6,261.26**	**2.28%**
Real Estate								
Public REITs								
90.000	AVALONBAY CMNTYS INC	053484101	$15,943 50 177.150	$121 50	$12,874.41 143 049	$3,069.09	$486 00	3 04%
110.000	BOSTON PROPERTIES INC	101121101	13,835.80 125 780	82.50	11,695.17 106.320	2,140.63	330 00	2.38
75.000	PUBLIC STORAGE INC COM (REIT)	74460D109	16,762.50 223 500	0 00	10,700.76 142.677	6,061 74	600.00	3.57
75 000	SIMON PPTY GROUP INC NEW	828806109	13,325.25 177.670	0.00	10,894.33 145.258	2,430.92	487.50	3.65
100.000	VANGUARD REIT ETF	922908553	8,253.00 82 530	0.00	9,087.08 90.871	-834.08	397.60	4.81
500.000	WEYERHAEUSER CO	962166104	15,045.00 30.090	0.00	14,618.77 29.238	426.23	620.00	4.12

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2016 through Dec 31, 2016

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Real Estate (cont)								
Public REITs (cont)								
	Total Public REITs		**$83,165.05**	**$204.00**	**$69,870.52**	**$13,294.53**	**$2,921.10**	**3.51%**
Total Real Estate			**$83,165.05**	**$204.00**	**$69,870.52**	**$13,294.53**	**$2,921.10**	**3.51%**
Total Portfolio			**$1,497,979.35**	**$2,563.00**	**$1,209,260.05**	**$288,719.30**	**$31,698.55**	**2.11%**
Accrued Income			$2,563.00					
Total			**$1,500,542.35**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Income for 2016

A schedule of your current year sales is shown below. The following items are provided to you to assist in the preparation of your tax returns. Typically, collectibles are taxed at 28% rates, which is shown in the column titled "Portion Subject to 28% Rates (included in Net G/L)". For your convenience, if applicable, we have included the portion subject to Section 988 translation gains and losses in the column titled "Portion subject to Ordinary Rates including Section 988 (included in Net G/L)".

Please note that if you have sold an asset for which the cost basis information is unknown it is shown separately in the section entitled Transactions with Unknown Cost Basis. Please review these carefully when preparing your return. We suggest that you consult your tax advisor.

Certain sales will be indicated with the following symbols, where applicable, see below for an explanation.
† - Can not take a loss on your tax return based on gross proceeds from a reportable change in control or capital structure
* - Tax Cost has been adjusted for current year's return of capital
◊ - Section 988 translation gains or losses

Short Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
ADVANSIX INC		**00773T101**							
10/28/2016	01/27/2016	0 60	$9 97	$7 66	$2 31	$0 00	$0 00	$0 00	$0 00
APPLE HOSPITALITY REIT INC		**03784Y200**							
11/16/2016	07/01/2016	400 00	$7,098 92	$7,533 60 *	$-434 68	$0 00	$0 00	$0 00	$0 00
CALIFORNIA RESOURCES CORP		**13057Q107**							
04/20/2016	11/17/2015	0 36	$0 67	$0 48	$0 19	$0 00	$0 00	$0 00	$0 00
CALIFORNIA RESOURCES CORP		**13057Q206**							
06/24/2016	11/17/2015	0 67	$10 11	$8 85	$1 26	$0 00	$0 00	$0 00	$0 00

Short Term Transactions

Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
DESCRIPTION		**CUSIP**							
CALIFORNIA RESOURCES CORP		**13057Q206**							
06/24/2016	01/27/2016	0 23	$3.55	$2 67	$0 88	$0 00	$0 00	$0 00	$0 00
CITIGROUP INC		**172967424**							
03/18/2016	01/27/2016	125 00	$5,446 12	$5,080 63	$365 49	$0 00	$0 00	$0.00	$0 00
CONOCOPHILLIPS		**20825C104**							
01/27/2016	09/16/2015	100 00	$3,512 76	$4,783 44	$-1,270 68	$0 00	$0 00	$0 00	$0 00
DISNEY WALT CO		**254687106**							
08/08/2016	09/16/2015	75 00	$7,195 55	$7,753 13	$-557 58	$0.00	$0 00	$0 00	$0 00
FMC TECHNOLOGIES INC		**30249U101**							
01/27/2016	09/16/2015	150 00	$3,622 54	$5,143 76	$-1,521 22	$0 00	$0 00	$0 00	$0 00
FRANKLIN RESOURCES INC		**354613101**							
03/18/2016	11/17/2015	200 00	$7,715 85	$8,110 36	$-394 51	$0 00	$0 00	$0 00	$0 00
INTEL CORP		**458140100**							
06/13/2016	01/27/2016	225 00	$7,225 94	$6,718 77	$507 17	$0 00	$0 00	$0 00	$0 00
ISHARES MSCI EMERGING MKTS MIN		**464286533**							
11/16/2016	08/08/2016	126 00	$6,233 71	$6,778 83	$-545 12	$0 00	$0 00	$0 00	$0 00
11/16/2016	08/08/2016	24 00	$1,187 37	$1,290 76	$-103 39	$0 00	$0 00	$0 00	$0 00
11/16/2016	10/04/2016	150 00	$7,421 09	$8,137 28	$-716 19	$0 00	$0 00	$0 00	$0 00

Short Term Transactions

Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
DESCRIPTION		**CUSIP**							
ISHARES TR MSCI EAFE INDEX FD		**464287465**							
04/06/2016	06/04/2015	100 00	$5,547 48	$6,671 48	$-1,124 00	$0 00	$0 00	$0 00	$0 00
06/29/2016	09/16/2015	150 00	$8,253 07	$8,991 72	$-738 65	$0 00	$0 00	$0 00	$0 00
06/29/2016	01/27/2016	100 00	$5,502 05	$5,463 51	$38 54	$0 00	$0 00	$0 00	$0 00
06/29/2016	06/13/2016	100 00	$5,502 05	$5,620 50	$-118 45	$0 00	$0 00	$0 00	$0 00
ISHARES TR MSCI EAFE MIN VOL		**46429B689**							
06/13/2016	11/17/2015	50 00	$3,289 16	$3,265 82	$23 34	$0 00	$0 00	$0 00	$0 00
06/13/2016	04/06/2016	100 00	$6,578 31	$6,552.68	$25 63	$0 00	$0 00	$0 00	$0 00
11/16/2016	11/17/2015	375 00	$23,153 93	$24,493 65	$-1,339 72	$0 00	$0 00	$0 00	$0 00
11/16/2016	01/27/2016	100 00	$6,174 38	$6,218 32	$-43 94	$0 00	$0 00	$0 00	$0 00
ISHARES MSCI USA MIN VOL		**46429B697**							
11/16/2016	04/06/2016	500 00	$22,101 22	$21,942 75	$158 47	$0 00	$0 00	$0 00	$0 00
LILLY ELI & CO		**532457108**							
04/06/2016	11/17/2015	75 00	$5,477 02	$6,148 99	$-671 97	$0 00	$0 00	$0 00	$0 00
LOCKHEED MARTIN CORP		**539830109**							
06/13/2016	09/16/2015	30 00	$7,141 94	$6,239 75	$902 19	$0 00	$0 00	$0 00	$0 00
06/13/2016	01/27/2016	10 00	$2,380 65	$2,089 85	$290 80	$0 00	$0 00	$0 00	$0 00

Short Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
MICRON TECHNOLOGY		**595112103**							
01/27/2016	09/16/2015	400 00	$4,198 00	$6,559 44	$-2,361 44	$0 00	$0 00	$0 00	$0 00
NIKE INC CLASS B		**654106103**							
08/08/2016	06/13/2016	100 00	$5,579 97	$5,500 00	$79 97	$0 00	$0 00	$0 00	$0 00
NOVO-NORDISK A S ADR		**670100205**							
10/04/2016	06/13/2016	125 00	$5,063 79	$6,845 88	$-1,782 09	$0 00	$0 00	$0 00	$0 00
OPPENHEIMER INTL GROWTH FUND		**68380L407**							
08/08/2016	05/20/2016	500 00	$18,260 00	$17,885 00	$375 00	$0 00	$0 00	$0 00	$0 00
PALO ALTO NETWORKS INC		**697435105**							
08/08/2016	06/13/2016	50 00	$6,450 57	$6,600 81	$-150 24	$0 00	$0 00	$0 00	$0 00
STARBUCKS CORP		**855244109**							
09/16/2016	01/27/2016	115 00	$6,170 19	$6,660 96	$-490 77	$0 00	$0 00	$0 00	$0 00
09/16/2016	06/13/2016	10 00	$536 54	$551 13	$-14 59	$0 00	$0 00	$0 00	$0 00
09/16/2016	08/08/2016	25 00	$1,341 34	$1,386 00	$-44 66	$0 00	$0 00	$0 00	$0 00
TEVA PHARMACEUTICAL INDS LTD		**881624209**							
11/16/2016	06/13/2016	125 00	$4,754 24	$6,652 11	$-1,897 87	$0 00	$0 00	$0 00	$0 00
11/16/2016	10/04/2016	75 00	$2,852 55	$3,438 67	$-586 12	$0 00	$0 00	$0 00	$0 00

Short Term Transactions

Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
DESCRIPTION		**CUSIP**							
TIME WARNER INC		**887317303**							
01/27/2016	09/16/2015	3 00	$215 70	$211 73	$3 97	$0 00	$0 00	$0 00	$0 00
VALERO ENERGY (NEW)		**91913Y100**							
06/29/2016	03/18/2016	100 00	$5,192 19	$6,494 24	$-1,302 05	$0 00	$0 00	$0 00	$0 00
06/29/2016	03/18/2016	25 00	$1,298 05	$1,623 56	$-325 51	$0 00	$325 51	$0.00	$0 00
VANGUARD INTL EQUITY INDEX FD INC		**922042858**							
01/27/2016	03/23/2015	350.00	$10,284 35	$14,318 57	$-4,034 22	$0 00	$0 00	$0 00	$0 00
VANGUARD INDEX FDS VANGUARD GROWTH		**922908736**							
01/27/2016	03/23/2015	350 00	$34,336 11	$38,634 75	$-4,298 64	$0 00	$0 00	$0 00	$0 00
WISDOMTREE EUROPE HEDGED EQUITY		**97717X701**							
01/27/2016	03/23/2015	250 00	$12,798 09	$16,618 60	$-3,820 51	$0 00	$0 00	$0 00	$0 00
01/27/2016	09/16/2015	250 00	$12,798 08	$14,359 70	$-1,561 62	$0 00	$0 00	$0 00	$0 00
Total Short Term Gain/Loss			*$289,915 17*	*$319,390 39*	*$-29,475 22*	*$0 00*	*$325 51*	*$0 00*	*$0 00*

Long Term Transactions

DESCRIPTION Date sold or disposed	Date acquired	CUSIP Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
ABBOTT LABS		**002824100**							
06/13/2016	04/11/2011	34	$1,288 23	$831 52	$456 71	$0 00	$0 00	$0 00	$0 00
06/13/2016	01/03/2013	12	$454 67	$398 64	$56 03	$0 00	$0 00	$0 00	$0 00
06/13/2016	01/04/2013	22	$833 56	$730 49	$103 07	$0 00	$0 00	$0 00	$0 00
06/13/2016	02/29/2008	47	$1,780 79	$1,205 93	$574 86	$0 00	$0 00	$0 00	$0 00
06/13/2016	02/17/2010	7	$265 22	$184 36	$80 86	$0 00	$0 00	$0 00	$0 00
06/13/2016	01/23/2014	28	$1,060 90	$1,048 74	$12 16	$0 00	$0 00	$0 00	$0 00
06/13/2016	02/12/2014	50	$1,894 46	$1,917 25	$-22 79	$0 00	$0 00	$0 00	$0 00
ABBVIE INC		**00287Y109**							
01/27/2016	03/11/2013	14	$817 23	$527 11	$290 12	$0 00	$0 00	$0 00	$0 00
01/27/2016	02/12/2014	1	$58 37	$50 59	$7 78	$0 00	$0 00	$0 00	$0 00
ADVANSIX INC		**00773T101**							
11/16/2016	09/06/2011	2 48	$39 39	$14 69	$24 70	$0 00	$0 00	$0 00	$0 00
11/16/2016	11/21/2011	0 8	$12 71	$5 37	$7 34	$0 00	$0 00	$0 00	$0 00
11/16/2016	01/23/2014	0 72	$11 44	$8 55	$2 89	$0 00	$0 00	$0 00	$0 00
ALPHABET INC		**02079K305**							
04/06/2016	08/25/2014	3	$2,277 87	$1,770 73	$507 14	$0 00	$0 00	$0 00	$0 00

Long Term Transactions

Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
AMERICAN EXPRESS CO		**025816109**							
01/07/2016	04/11/2011	26	$1,660 16	$1,208 94	$451 22	$0 00	$0 00	$0 00	$0 00
01/07/2016	11/18/2011	13	$830 08	$609 68	$220 40	$0 00	$0 00	$0 00	$0 00
01/07/2016	02/08/2010	36	$2,298 68	$1,331 57	$967 11	$0.00	$0 00	$0 00	$0 00
01/07/2016	02/17/2010	5	$319 26	$195 19	$124 07	$0 00	$0 00	$0 00	$0 00
01/07/2016	08/25/2014	20	$1,277.04	$1,790 90	$-513 86	$0 00	$0 00	$0 00	$0 00
AMGEN INC		**031162100**							
03/18/2016	11/14/2011	39	$5,623 18	$2,237 99	$3,385 19	$0 00	$0 00	$0 00	$0 00
03/18/2016	11/14/2011	1	$144 18	$57 40	$86 78	$0 00	$0 00 .	$0 00	$0 00
03/18/2016	05/03/2012	7	$1,009 29	$496 33	$512 96	$0 00	$0 00	$0 00	$0 00
03/18/2016	11/01/2012	12	$1,730 21	$1,047 14	$683 07	$0 00	$0 00	$0 00	$0 00
03/18/2016	01/03/2013	6	$865 10	$531 48	$333 62	$0 00	$0 00	$0 00	$0 00
APPLE COMPUTER INC		**037833100**							
04/06/2016	01/14/2010	25	$2,730 56	$748 16	$1,982 40	$0 00	$0 00	$0.00	$0 00
10/04/2016	01/14/2010	25	$2,856 56	$748 16	$2,108 40	$0 00	$0 00	$0 00	$0 00
ARTISAN FDS INC INTERNATIONAL		**04314H881**							
08/08/2016	12/07/2012	650	$21,112 00	$19,643 00	$1,469 00	$0 00	$0 00	$0 00	$0 00

Long Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
BECTON DICKINSON & COMPANY		**075887109**							
08/08/2016	01/23/2014	10	$1,734 07	$1,104 85	$629 22	$0 00	$0 00	$0 00	$0 00
BOEING CO		**097023105**							
03/11/2016	11/21/2011	34	$4,250 32	$2,216 15	$2,034 17	$0 00	$0 00	$0 00	$0 00
03/11/2016	09/06/2012	30	$3,750 29	$2,187 36	$1,562 93	$0 00	$0 00	$0 00	$0 00
03/11/2016	06/25/2013	5	$625 05	$493 05	$132 00	$0 00	$0 00	$0 00	$0 00
03/11/2016	01/23/2014	6	$750 06	$848 01	$-97 95	$0 00	$0 00	$0 00	$0 00
BRISTOL MYERS SQUIBB COMPANY		**110122108**							
01/27/2016	09/23/2011	10	$623 53	$309 18	$314 35	$0 00	$0 00	$0 00	$0 00
CVS CORPORATION DEL		**126650100**							
08/26/2016	08/25/2014	100	$9,282 63	$7,923 50	$1,359 13	$0 00	$0 00	$0 00	$0 00
CISCO SYSTEM INC		**17275R102**							
10/04/2016	08/25/2014	25	$789 11	$618 85	$170 26	$0 00	$0 00	$0 00	$0 00
CITIGROUP INC		**172967GG0**							
01/15/2016	03/18/2014	7000	$7,000 00	$7,037 17	$-37 17	$0 00	$0 00	$0 00	$0 00
COLUMBIA FDS SER TR I SELECT LARGE		**19765Y688**							
02/19/2016	01/25/2010	1000	$13,780 00	$9,910 00	$3,870 00	$0 00	$0 00	$0 00	$0 00
04/06/2016	01/25/2010	1500	$23,265 00	$14,865 00	$8,400 00	$0 00	$0 00	$0 00	$0 00

Long Term Transactions

Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
DESCRIPTION		CUSIP							
CONOCOPHILLIPS		20825C104							
01/27/2016	09/06/2013	60	$2,107 65	$4,115 74	$-2,008 09	$0 00	$0 00	$0 00	$0 00
01/27/2016	07/08/2013	90	$3,161 48	$5,683 05	$-2,521 57	$0 00	$0 00	$0 00	$0 00
DEERE JOHN CAP CORP		24422ESH3							
12/15/2016	09/16/2015	50000	$50,000 00	$50,054 50	$-54.50	$0 00	$0 00	$0 00	$0 00
GENERAL MTRS CO		37045V100							
08/08/2016	01/12/2015	200	$6,164 81	$7,156 40	$-991 59	$0 00	$0 00	$0 00	$0 00
GILEAD SCIENCES INC		375558103							
08/08/2016	07/08/2013	90	$7,130 90	$4,817 97	$2,312 93	$0 00	$0 00	$0 00	$0 00
ISHARES MSCI EMERGING MKTS MIN		464286533							
11/16/2016	06/04/2015	150	$7,421 09	$8,804 06	$-1,382 97	$0 00	$0 00	$0 00	$0 00
11/16/2016	09/16/2015	50	$2,473 70	$2,566 89	$-93 19	$0 00	$0 00	$0 00	$0 00
ISHARES TR MSCI EAFE INDEX FD		464287465							
04/06/2016	09/10/2013	150	$8,321 22	$9,375 74	$-1,054 52	$0 00	$0 00	$0 00	$0 00
04/06/2016	02/12/2014	100	$5,547 48	$6,607 74	$-1,060 26	$0 00	$0 00	$0 00	$0 00
06/29/2016	09/10/2013	250	$13,755 13	$15,626 22	$-1,871 09	$0 00	$0 00	$0 00	$0 00
ISHARES TR S&P SMALLCAP 600 INDEX		464287804							
01/27/2016	02/12/2014	150	$15,090 71	$15,740 25	$-649 54	$0 00	$0 00	$0 00	$0 00

Long Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
JOHN HANCOCK FDS III		**47803W406**							
06/13/2016	04/05/2011	56 27	$1,106 83	$700 00	$406 83	$0 00	$0 00	$0 00	$0 00
06/13/2016	02/15/2012	443 73	$8,728 17	$5,471 19	$3,256 98	$0 00	$0 00	$0 00	$0 00
MORGAN STANLEY		**617446448**							
04/06/2016	01/23/2014	250	$6,080 56	$7,869 90	$-1,789 34	$0 00	$0 00	$0 00	$0 00
04/06/2016	08/25/2014	25	$608 06	$857 13	$-249 07	$0 00	$0 00	$0 00	$0 00
PNC BANK CORP		**693475105**							
06/13/2016	04/11/2011	20	$1,728 31	$1,271 15	$457 16	$0 00	$0 00	$0 00	$0 00
06/13/2016	11/21/2011	18	$1,555 48	$922 80	$632 68	$0 00	$0 00	$0 00	$0 00
06/13/2016	02/04/2010	29	$2,506 06	$1,494 01	$1,012 05	$0 00	$0 00	$0 00	$0 00
06/13/2016	02/17/2010	4	$345 66	$206 39	$139 27	$0 00	$0 00	$0 00	$0 00
PHILLIPS 66		**718546104**							
03/18/2016	03/15/2013	23	$2,040 10	$1,485 98	$554 12	$0 00	$0 00	$0 00	$0 00
03/18/2016	03/18/2013	6	$532 20	$381 93	$150 27	$0 00	$0 00	$0 00	$0 00
03/18/2016	09/06/2013	19	$1,685 30	$1,099 69	$585 61	$0 00	$0 00	$0 00	$0 00
03/18/2016	02/12/2014	52	$4,612 40	$3,835 26	$777 14	$0 00	$0 00	$0 00	$0 00

Long Term Transactions

Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
DESCRIPTION		**CUSIP**							
PRICE T ROWE GROUP INC		**74144T108**							
06/13/2016	04/11/2011	15	$1,076 15	$1,009 76	$66 39	$0 00	$0 00	$0 00	$0 00
06/13/2016	10/21/2011	4	$286 97	$217 32	$69 65	$0 00	$0 00	$0 00	$0 00
06/13/2016	02/04/2010	21	$1,506 62	$1,027 71	$478 91	$0 00	$0 00	$0 00	$0 00
06/13/2016	02/17/2010	3	$215 23	$149 24	$65 99	$0 00	$0 00	$0 00	$0 00
06/13/2016	01/12/2015	57	$4,089 37	$4,723 88	$-634.51	$0 00	$0 00	$0 00	$0 00
TIME WARNER INC		**887317303**							
01/27/2016	10/26/2011	65	$4,673 57	$2,137 77	$2,535 80	$0 00	$0 00	$0 00	$0 00
01/27/2016	11/09/2011	47	$3,379 35	$1,522 86	$1,856 49	$0 00	$0 00	$0 00	$0 00
V F CORP		**918204108**							
08/08/2016	10/17/2012	32	$1,991 51	$1,352 72	$638 79	$0 00	$0 00	$0 00	$0 00
08/08/2016	10/18/2012	8	$497 88	$337 12	$160 76	$0 00	$0 00	$0 00	$0 00
08/08/2016	05/07/2014	85	$5,289.95	$5,172 68	$117 27	$0 00	$0 00	$0 00	$0 00
VANGUARD MID-CAP VIPERS ETF		**922908629**							
04/06/2016	07/08/2013	50	$6,001 31	$4,858 75	$1,142 56	$0 00	$0 00	$0 00	$0 00
VANGUARD INDEX FDS VANGUARD GROWTH		**922908736**							
04/06/2016	03/07/2013	300	$31,867 79	$22,919 49	$8,948 30	$0 00	$0 00	$0 00	$0 00

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Bank of America Private Wealth Management IM THE ROCK FOUNDATION

Long Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Accrued market discount	Wash sale loss disallowed	Portion Subject to Ordinary Rates including Section 988 (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
VANGUARD INDEX FDS VANGUARD GROWTH		**922908736**							
04/06/2016	03/23/2015	50	$5,311 30	$5,519 25	$-207 95	$0 00	$0 00	$0 00	$0 00
04/29/2016	11/20/2012	400	$42,243 92	$27,802 00	$14,441 92	$0 00	$0 00	$0 00	$0 00
VANGUARD INDEX FDS VANGUARD		**922908751**							
04/06/2016	03/23/2015	75	$8,233 99	$9,269 58	$-1,035 59	$0 00	$0 00	$0 00	$0.00
WELLS FARGO & CO (NEW)		**949746101**							
10/04/2016	06/13/2013	21	$917 72	$849 46	$68 26	$0 00	$0 00	$0 00	$0 00
10/04/2016	02/12/2014	29	$1,267 33	$1,334 15	$-66 82	$0 00	$0.00	$0 00	$0.00
Total Long Term Gain/Loss			*$390,654 46*	*$333,200 76*	*$57,453 70*	*$0 00*	*$0 00*	*$0 00*	*$0.00*