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 , 2016, and ending , 20

Name of foundation: FAMILY MAYER FOUNDATION

A Employer identification number: 22-2717105

Number and street (or P O. box number if mail is not delivered to street address): 4909 Club House Circle | Room/suite:

B Telephone number (see instructions): 201.768.6854

City or town, state or province, country, and ZIP or foreign postal code: Boulder Co 80301

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: ☑ 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) ▶ $ 1007339

J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) modified cash
(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) (see instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	13	13		
	4	Dividends and interest from securities	23073	23073		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3730			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		3730		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold 145332				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	26816	26816		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) see 1	5192	5192		5192
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) see 2	872	666		872
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6064	5858		
	25	Contributions, gifts, grants paid	59032			59032
	26	**Total expenses and disbursements.** Add lines 24 and 25	65096	5858		65096
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	Ø			
	b	**Net investment income** (if negative, enter -0-)		20958		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	27831	28892	28892
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges See 3			
10a	Investments—U.S. and state government obligations (attach schedule)	220340	207839	207839
b	Investments—corporate stock (attach schedule)	581774	578274	578274
c	Investments—corporate bonds (attach schedule)	191261	192354	192354
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1021205	1007339	1007339
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	ø	ø	
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	1021205	1007339	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)			
31	**Total liabilities and net assets/fund balances** (see instructions)	1021205	1007339	

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	1021205
2	Enter amount from Part I, line 27a	2	—
3	Other increases not included in line 2 (itemize) ▶	3	—
4	Add lines 1, 2, and 3	4	1021205
5	Decreases not included in line 2 (itemize) ▶ net change in stock/bond portfolio	5	<13866>
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1007339

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				
b	ALL PUBLICLY TRADED SECURITY / BOND			
c		P-all		
d	See Schedule 4			
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				
b	$145333	—	$141603	$3730
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	$3730
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	—

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

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

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

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	70375	1009043	6.98
2014	65537	1087188	6.03
2013	59527	1052972	5.65
2012	52233	1086089	4.80
2011	55962	1055550	5.30

2	**Total** of line 1, column (d)	2	28.76
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	5.75
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1014396
5	Multiply line 4 by line 3	5	58328
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	210
7	Add lines 5 and 6	7	58538
8	Enter qualifying distributions from Part XII, line 4	8	59032

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	210 -
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	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	
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 406 -		
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	406 -
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	210 -
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	196 -
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 196 - **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
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) ▶ ________			
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)*

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

Website address ▶ N.A.

14 The books are in care of ▶ Family Mayer Foundation Telephone no. ▶ ~~6302~~ 303-530-3927

Located at ▶ 4909 Clubhouse Circle Boulder Co ZIP+4 ▶ 80301-3715

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

		Line	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.

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

		Line	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		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☐ No

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

		Line	Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		N/A

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.
▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No

		Line	Yes	No
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)*	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		
	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?	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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GAY MAYER 4909 Clubhouse Circle Boulder CO 80301	2 President	-0-	-0-	-0-
Laurie Reed 755 Righting Rd Brynmawr PA 19010	2 VP	-0-	-0-	-0-
Ken Mayer 4909 Clubhouse Circle Boulder 80301	1 director	-0-	-0-	-0-
Kathryn Jendis 4909 Clubhouse Circle Boulder 80301	1 director	-0-	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N.A.				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		
Total number of others receiving over $50,000 for professional services . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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	993844
b	Average of monthly cash balances	1b	36000
c	Fair market value of all other assets (see instructions)	1c	—
d	**Total** (add lines 1a, b, and c)	1d	1029844
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	—
3	Subtract line 2 from line 1d	3	1029844
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	15448
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1014396
6	**Minimum investment return.** Enter 5% of line 5	6	50720

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	50720
2a	Tax on investment income for 2016 from Part VI, line 5 . . . 2a		
b	Income tax for 2016. (This does not include the tax from Part VI.) . . . 2b		
c	Add lines 2a and 2b	2c	—
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50720
4	Recoveries of amounts treated as qualifying distributions	4	[illegible]
5	Add lines 3 and 4	5	206
6	Deduction from distributable amount (see instructions)	6	[illegible]
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	50926

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	65096
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	65096
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	—
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	65096

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				50926
2 Undistributed income, if any, as of the end of 2016:				
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: ▶ $				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				
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				50926
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 . . . . . . ▶ N.A.

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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*				
See Schedule 5	NONE	PUBLIC		$59032
Total . . . . . . ▶ **3a**				
b *Approved for future payment*				
N/A				
Total . . . . . . ▶ **3b**				

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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue: N.A.					
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					
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					
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)					

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 ______

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Family Mayer Foundation trustee 4/15/17 TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

FAMILY MAYER FOUNDATION 22-2717107 2016 990PF

		COLUMN A	COLUMN B
Schedule 1	Other Fees		
Part 1	line 16b		
	Raymond James Mgt Fees	$5,192	$5,192
Schedule 2	TAXES PAID		
Part 1	Line 18		
	Excise Tax	$206	
	Foreign Tax on Dividends	$641	$641
	NJ Registration Fee	$25	$25
	total	$872	$666

Schedule 3 INVESTMENTS AT END OF YEAR 12/31/16
Attached

Schedule 4 CAPITAL GAINS AND LOSSES YEAR 2016
Attached

Schedule 5 CONTRIBUTIONS MADE DURING 2016
Attached

The Family Mayer Foundation 22-2717105

Schedule 3

	U.S. HOLDINGS	INTERNATIONAL HOLDINGS
	12/31/2016 Values	
CASH	$ 28,872	
U.S. TREASURY SECURITIES		
US Treasury Notes 2.375% 08/15/2024	$ 19,088	
US Treasury Notes 3.375% 11/15/2019	$ 16,881	
US Treasury Notes 2.625% 01/31/2018	$ 11,195	
US Treasury Notes 2.25% 11/15/2025	$ 11,846	
US Treasury Notes 1.375% 6/30/2018	$ 8,038	
US Treasury Notes 4.5% 5/15/2017	$ 25,350	
US Treasury Notes 4.25% 11/15/2017	$ 5,145	
US Treasury Notes 3.125% 5/15/2019	$ 4,170	
US Treasury Notes 2.625% 11/15/2020	$ 24,806	
	$ 126,519	
GOV'T SPONSORED ENTERPRISE SECURITIES (GSE)		
Federal National Mortgage Association Note 1.625% Due 01/21/2020	$ 18,053	
Federal National Mortgage Association Note 1.5% Due 06/22/2020	$ 9,953	
Federal National Mortgage Association Note 1.875% Due 09/18/2018	$ 8,093	
Federal National Mortgage Assocation Note 1.125% 07/20/2018	$ 8,000	
Federal Home Loan Mortgage Corporation Medium Term Note 2.375% Due 01/13/2022	$ 19,312	
Federal Home Loan Mortgage Corporation Note 3.75% Due 03/27/2019	$ 17,908	
	$ 81,320	
CORPORATE BONDS		
Actavis Funding	$ 6,028	
American Express Credit Corporation Due 07/29/2016	$ 7,039	
American International Group	$ 7,045	
Bank of America Corporation 3.5% 04/19/2026	$ 6,907	
CVS Caremark Corporation Due 5.75% 06/01/2017	$ 7,027	
Citigroup Inc 5.375% Due 08/09/2020	$ 7,213	
Comcast Corporation 5.15% Due 03/01/2020	$ 6,549	
Enterprise Products Operating 4.05% Due 02/15/2022	$ 6,074	
General Electric Capital Corporation 5.3% Due 02/11/2021	$ 6,654	
General Electric Capital Corporation 5.55% Due 05/04/2020	$ 27,618	
Gilead Sciences 3.7% Due 04/01/2024	$ 7,185	
Goldman Sachs Group 4.01% Due 04/30/2018	$ 7,061	
HSBC Holdings PLC 4.0% Due 03/30/2022	$ 6,210	
Lockheed Martin Corporation 2.5% 11/23/2020	$ 6,051	
McDonalds Corp 2.75% 12/09/2020	$ 7,078	
Time Warner Inc. 4.75% Due 03/29/2021	$ 6,428	
United Parcel Service 5.5% Due 01/15/2018	$ 15,633	
U.S. Bancorp 1.95% Due 11/15/2018	$ 7,036	
Vale Overseas Limited 4.625% Due 09/15/2020	$ 20,300	
Verizon Communciations Inc. 3.65% Due 09/14/2018	$ 6,978	
Visa 2.8% 12/14/2022	$ 7,039	
Wells Fargo & Company 3.5% Due 03/08/2022	$ 7,202	
	$ 192,354	
EQUITIES		
AT&T	$ 4,508	
Abbvie	$ 2,567	
Agrium		$ 1,408
Alibaba Group		$ 17,562
Allianz		$ 1,772
Altria	$ 3,854	
Allstate	$ 7,412	
Amazon	$ 37,494	
Ameren	$ 2,833	

Apple	$ 58,257	
Astrazeneca		$ 2,568
Automatic Data Processing	$ 1,953	
Axa		$ 2,378
Bank of America	$ 22,100	
BASF		$ 2,422
BCE		$ 3,971
Blackrock	$ 1,522	
British Amern		$ 2,591
CME	$ 2,192	
Caterpillar	$ 9,274	
Celgene	$ 11,575	
Centurylink	$ 1,427	
Cisco	$ 2,448	
Citigroup	$ 5,527	
Coca Cola	$ 1,161	
Commonwealth Bank of Australia		$ 1,372
Deutsche Telekom		$ 2,329
Deutsche Post		$ 2,537
Diageo		$ 1,663
Dominion Resources	$ 1,762	
Dow Chemical Company	$ 2,861	
Duke Energy	$ 3,881	
DuPont	$ 9,542	
Emerson Electric	$ 7,303	
Entergy Corp	$ 3,012	
Exxon Mobil	$ 2,979	
Gallagher Arthur J & Company	$ 1,455	
Gas Nat		$ 1,390
Glaxosmithkline		$ 3,158
Imperial Tobacco Group		$ 2,977
Johnson & Johnson	$ 1,613	
Kimberly Clark	$ 2,168	
Kroger	$ 3,796	
Lilly Eli	$ 3,678	
McDonalds	$ 2,921	
Merck	$ 1,707	
Michelin		$ 1,851
Microsoft	$ 8,512	
Microship Technology	$ 1,732	
Munich Re Group		$ 3,373
National Grid		$ 3,733
Nestle		$ 1,294
Norfolk Southern	$ 9,726	
Novartis		$ 1,530
Occidental Pete	$ 2,778	
Orkla		$ 2,226
PPL	$ 4,154	
Peoples United Financial	$ 1,684	
Pepsico	$ 1,569	
Pfizer	$ 1,332	
Philip Morris International	$ 3,843	
Procter & Gamble	$ 1,766	
Qualcomm	$ 3,064	
Regal Entertainment	$ 1,895	
Reynolds American	$ 4,035	
Roche Hldg Limited		$ 2,460
Rogers Communications		$ 2,543
Royal Bank Montreal		$ 1,690

[redacted]

Royal Dutch Shell		$ 2,937
SSE		$ 2,053
San Ofi		$ 38
San Ofi		$ 1,820
Scor		$ 1,732
Siemens		$ 15,523
Singapore Telecommunications		$ 1,390
Singapore Exchange		$ 1,115
Sky PLC		$ 2,547
Sonic Healthcare		$ 1,302
Southern Company	$ 1,918	
Starbucks	$ 5,552	
Statoil ASA		$ 2,590
Svenska Handelsbanken		$ 1,707
Swisscom		$ 2,693
Teco Energy		
Taiwan Semiconductor		$ 2,329
Telstra Corporation		$ 2,641
Telus Corporation		$ 1,558
Terna Rete Elettrica		$ 3,195
Texas Instruments	$ 2,554	
Unilever		$ 1,913
United Parcel Service	$ 1,949	
Verizon Communications	$ 9,448	
Vinci		$ 1,570
Vodafone Group		$ 3,200
Waste Management	$ 2,127	
WEC Energy	$ 3,460	
WestPac Bkg		$ 2,113
Xerox	$ 3,492	
Daimler		$ 2,901
Eaton Corporation		$ 1,946
	$ 301,372	
REITS		
Enterprise Products Partners	$ 2,325	
Iron Mountain	$ 2,566	
Welltower	$ 4,417	
	$ 9,308	
EXCHANGE-TRADED FUNDS		
SPDR S&P 500 ETF	$ 11,624	
ALTERNATIVE INVESTMENTS		
ACAP Strategic Fund	124,358	
GRAND TOTAL	875729	**$ 131,610**

TOTAL $ 1,007,339

Schedule 4 22-2717105

acct	Trans Code	CustSecurityDesc1	CustSecurityDesc2	CustSecurityDesc3	Quantity	Purchase Date	Purchase Amount	Sale Date	Amount	Gain/Loss	Covered / Noncovered	Term
XXXX9408	SLE	ABERDEEN ASSET MGMT	(UNITED KINGDOM)	ABDNY	-3.0	09/15/2015	29.88	02/03/2016	19.77	-10.11	N	ST
XXXX9408	SLE	ABERDEEN ASSET MGMT	(UNITED KINGDOM)	ABDNY	-32.0	09/16/2015	328.09	02/03/2016	210.88	-117.21	N	ST
XXXX9408	SLE	CALIFORNIA RES CORP		CRCOLD	1.6	08/12/2015	2.11	03/29/2016	1.75	-0.31	N	ST
XXXX9408	SLE	CONOCOPHILLIPS		COP	-8.0	07/01/2015	481.54	01/26/2016	271.24	-210.30	N	ST
XXXX9408	SLE	CONOCOPHILLIPS		COP	-7.0	08/12/2015	360.97	01/26/2016	237.34	-123.63	N	ST
XXXX9408	SLE	POTASH CORP	CANADA	POT	-25.0	07/01/2015	780.17	01/22/2016	402.81	-377.36	N	ST
XXXX9408	SLE	POTASH CORP	CANADA	POT	-19.0	08/13/2015	492.91	01/22/2016	306.13	-186.78	N	ST
XXXX9408	SLE	SPDR S&P 500	ETF TRUST	SPY	-8.0	03/16/2015	1,657.12	02/11/2016	1,460.76	-196.36	N	ST
XXXX9408	SLE	SEAGATE TECH	(IRELAND)	STX	-19.0	07/01/2015	895.00	04/22/2016	480.16	-414.84	N	ST
XXXX9408	SLE	SEAGATE TECH	(IRELAND)	STX	-10.0	08/13/2015	515.81	04/22/2016	252.72	-263.09	N	ST
TOTAL SHORT-TERM							**5,543.60**		**3,643.56**	**-1,899.99**		
XXXX6639	SLE	APPLE INC		AAPL	-50.0	08/25/2006	488.58	03/30/2016	5,418.93	4,930.35	N	LT
XXXX6639	SLE	DU PONT E I		DD	-100.0	02/22/2011	5,230.46	02/17/2016	5,918.91	688.45	C	LT
XXXX6639	SLE	KROGER		KR	-100.0	06/21/2010	999.40	12/12/2016	3,393.20	2,393.80	N	LT
XXXX6639	SLE	NORFOLK SOUTHERN		NSC	-100.0	04/04/2013	7,412.48	03/07/2016	7,868.87	456.39	N	LT
XXXX6639	SLE	TWENTY FIRST CENTY FOX	CLASS A	FOXA	-55.0	12/01/2012	1,349.55	12/12/2016	1,436.04	86.49	N	LT
XXXX6639	SLE	TWENTY FIRST CENTY FOX	CLASS A	FOXA	-45.0	12/01/2012	1,611.82	12/12/2016	1,174.95	-436.87	N	LT
XXXX6639	SLE	UNILEVER N V		UN	-20.0	12/10/2008	460.72	11/22/2016	766.98	306.26	N	LT
XXXX6639	SLE	UNILEVER N V		UN	-50.0	04/28/2011	1,654.79	11/22/2016	1,917.46	262.67	N	LT
XXXX6639	SLE	UNILEVER N V		UN	-50.0	06/14/2006	1,054.80	11/22/2016	1,917.46	862.66	N	LT
XXXX6639	SLE	UNILEVER N V		UN	-145.0	08/24/2015	5,721.10	11/22/2016	5,560.64	-160.46	N	LT
XXXX6639	RDP	RJ ANALYSTS BEST PICKS	NOTE DUE 12/19/2016	US06366R 4N29	-10000.0	12/08/2015	10,005.95	12/19/2016	10,797.60	791.65	N	LT
XXXX9408	MRG	TECO ENERGY		3TEOLD	-17.0	04/09/2013	310.39	06/30/2016	468.35	157.96	N	LT

XXXX9408	MRG	TECO ENERGY		3TEOLD	-45.0	12/03/2013	771.07	06/30/2016	1,239.75	468.68	N	LT
XXXX9408	SLE	AT&T		T	-19.0	04/09/2013	718.20	03/09/2016	721.01	2.81	N	LT
XXXX9408	SLE	ABERDEEN ASSET MGMT	(UK	ABDNY	-44.0	01/02/2015	590.90	02/03/2016	289.95	-300.95	N	LT
XXXX9408	SLE	ABERDEEN ASSET MGMT	RUK	ABDNY	-62.0	01/08/2015	815.10	02/03/2016	408.57	-406.53	N	LT
XXXX9408	SLE	BCE INC NEW	(CANADA)	BCE	-11.0	04/09/2013	504.02	03/11/2016	479.60	-24.42	N	LT
XXXX9408	SLE	BCE INC NEW	(CANADA)	BCE	-6.0	04/09/2013	274.92	03/14/2016	261.58	-13.34	N	LT
XXXX9408	SLE	CALIFORNIA RES CORP		CRCOLD	-2.1	12/23/2014	3.01	03/29/2016	2.07	-0.94	N	LT
XXXX9408	SLE	CENTURYLINK		CTL	-33.0	04/09/2013	1,199.22	03/24/2016	1,017.03	-182.19	N	LT
XXXX9408	SLE	CENTURYLINK		CTL	-13.0	04/09/2013	472.42	10/28/2016	394.83	-77.59	N	LT
XXXX9408	SLE	CONOCOPHILLIPS		COP	-18.0	04/09/2013	1,076.53	01/21/2016	656.99	-419.54	N	LT
XXXX9408	SLE	CONOCOPHILLIPS		COP	-12.0	04/24/2013	699.56	01/26/2016	406.86	-292.70	N	LT
XXXX9408	SLE	CORRECTIONS CORP	REIT	CXWOLD	-17.0	08/20/2013	564.29	08/10/2016	466.61	-97.68	N	LT
XXXX9408	SLE	CORRECTIONS CORP	REIT	CXWOLD	-1.0	08/20/2013	33.14	10/28/2016	13.22	-19.92	N	LT
XXXX9408	SLE	CORRECTIONS CORP	REIT	CXWOLD	-19.0	08/23/2013	624.05	10/28/2016	251.18	-372.87	N	LT
XXXX9408	SLE	CORRECTIONS CORP	REIT	CXWOLD	-8.0	09/25/2013	278.50	10/28/2016	105.76	-172.74	N	LT
XXXX9408	SLE	CORRECTIONS CORP	REIT	CXWOLD	-10.0	12/03/2013	329.47	10/28/2016	132.21	-197.26	N	LT
XXXX9408	SLE	CORRECTIONS CORP	REIT	CXWOLD	-2.0	12/06/2013	66.54	10/28/2016	26.44	-40.10	N	LT
XXXX9408	SLE	CORRECTIONS CORP	REIT	CXWOLD	-7.0	12/06/2013	232.91	10/31/2016	95.98	-136.93	N	LT
XXXX9408	SLE	CORRECTIONS CORP	REIT	CXWOLD	-17.0	09/17/2014	598.67	10/31/2016	233.11	-365.56	N	LT
XXXX9408	SLE	DONNELLEY R R		RRD	-7.0	04/09/2013	138.54	10/14/2016	139.35	0.81	N	LT
XXXX9408	SLE	DONNELLEY R R		RRD	-0.7	07/29/2015	19.26	10/19/2016	14.27	-4.99	N	LT
XXXX9408	SLE	DONNELLEY R R		RRD	-6.0	04/09/2013	118.75	10/17/2016	118.15	-0.60	N	LT
XXXX9408	SLE	DONNELLEY R R		RRD	-12.0	04/09/2013	237.50	10/18/2016	235.25	-2.25	N	LT
XXXX9408	SLE	DONNELLEY R R		RRD	-9.3	04/09/2013	184.73	10/19/2016	182.25	-2.48	N	LT
XXXX9408	SLE	DONNELLEY R R		RRD	-5.7	07/29/2015	163.70	10/19/2016	110.65	-53.05	N	LT
XXXX9408	SLE	DONNELLEY FINL SLTNS		DFIN	-0.3	07/29/2015	7.00	10/11/2016	5.46	-1.54	N	LT
XXXX9408	SLE	DONNELLEY FINL SLTNS		DFIN	-7.0	04/09/2013	134.35	10/10/2016	154.92	20.57	N	LT

XXXX9408	SLE	DONNELLEY FINL SLTNS		DFIN	-5.9	04/09/2013	112.75	10/11/2016	131.14	18.39	N	LT
XXXX9408	SLE	DONNELLEY FINL SLTNS		DFIN	-2.1	07/29/2015	59.53	10/11/2016	47.43	-12.10	N	LT
XXXX9408	SLE	IRON MTN INC	REIT	IRM	-8.0	03/13/2015	287.96	08/04/2016	303.40	15.44	N	LT
XXXX9408	SLE	IRON MTN INC	REIT	IRM	-8.0	03/13/2015	287.95	08/10/2016	294.04	6.09	N	LT
XXXX9408	SLE	IRON MTN INC	REIT	IRM	-5.0	03/17/2015	186.81	08/10/2016	183.78	-3.03	N	LT
XXXX9408	SLE	LSC COMM		LKSD	-0.3	04/09/2013	6.00	10/11/2016	6.09	0.09	N	LT
XXXX9408	SLE	LSC COMM		LKSD	-5.0	04/09/2013	119.95	10/12/2016	121.57	1.62	N	LT
XXXX9408	SLE	LSC COMM		LKSD	-7.6	04/09/2013	182.92	10/13/2016	181.25	-1.67	N	LT
XXXX9408	SLE	LSC COMM		LKSD	-2.4	07/29/2015	83.17	10/13/2016	56.46	-26.71	N	LT
XXXX9408	SLE	MICROCHIP TECH		MCHP	-12.0	04/09/2013	377.74	11/21/2016	779.65	401.91	N	LT
XXXX9408	SLE	PEOPLES UNITED FINCL		PBCT	-16.0	06/11/2014	238.25	12/15/2016	309.63	71.38	N	LT
XXXX9408	SLE	PHILIP MORRIS		PM	-8.0	04/17/2013	755.44	03/09/2016	763.77	8.33	N	LT
XXXX9408	SLE	POTASH CORP	(CANADA)	POT	-16.0	12/03/2013	509.23	01/05/2016	269.19	-240.04	N	LT
XXXX9408	SLE	POTASH CORP	(CANADA)	POT	-14.0	10/07/2014	465.69	01/05/2016	235.54	-230.15	N	LT
XXXX9408	SLE	POTASH CORP	(CANADA)	POT	-21.0	10/07/2014	698.54	01/22/2016	338.36	-360.18	N	LT
XXXX9408	SLE	ROGERS COMMS	CANADA	RCI	-23.0	04/09/2013	1,171.85	08/17/2016	1,021.37	-150.48	N	LT
XXXX9408	SLE	ROGERS COMMS	CANADA	RCI	-11.0	04/09/2013	560.45	08/16/2016	491.42	-69.03	N	LT
XXXX9408	SLE	SPDR S&P 500 ETF		SPY	-3.0	03/16/2015	621.42	08/18/2016	656.02	34.60	N	LT
XXXX9408	SLE	SSE PLC	UK	SSEZY	-34.0	04/09/2013	790.50	02/09/2016	665.89	-124.61	N	LT
XXXX9408	SLE	SHAW COMMS	CLASS B	SJR	-24.0	04/09/2013	577.68	07/01/2016	460.03	-117.65	N	LT
XXXX9408	SLE	SHAW COMMS	CLASS B	SJR	-23.0	04/09/2013	553.61	07/05/2016	437.83	-115.78	N	LT
XXXX9408	SLE	SHAW COMMS	CLASS B	SJR	-13.0	04/09/2013	312.91	07/08/2016	243.46	-69.45	N	LT
XXXX9408	SLE	SHAW COMMS	CLASS B	SJR	-23.0	04/09/2013	553.61	07/11/2016	431.97	-121.64	N	LT
XXXX9408	SLE	STATOIL ASA	(NORWAY)	STO	-24.0	11/14/2013	546.54	08/16/2016	394.95	-151.59	N	LT
XXXX9408	SLE	STATOIL ASA	(NORWAY)	STO	-25.0	11/15/2013	578.02	08/16/2016	411.41	-166.61	N	LT
XXXX9408	SLE	SVENSKA HANDELSEN	(SWEDEN)	SVNLY	-16.0	04/09/2013	115.09	12/19/2016	110.05	-5.04	N	LT
XXXX9408	SLE	SVENSKA HANDELSEN	(SWEDEN)	SVNLY	-45.0	03/03/2014	380.86	12/19/2016	309.51	-71.35	N	LT
XXXX9408	SLE	SVENSKA HANDELSEN	(SWEDEN)	SVNLY	-1.0	03/05/2014	8.67	12/19/2016	6.88	-1.79	N	LT
XXXX9408	SLE	VERIZON		VZ	-8.0	04/09/2013	395.12	03/09/2016	417.33	22.21	N	LT
XXXX9408	SLE	VINCI S A ADR	(FRANCE)	VCISY	-62.0	04/09/2013	722.30	08/17/2016	1,165.17	442.87	N	LT
XXXX9408	SLE	VINCI S A ADR	(FRANCE)	VIVHY	-67.0	04/09/2013	1,420.40	06/03/2016	1,315.34	-105.06	N	LT
XXXX9408	SLE	WEC ENERGY		WEC	-10.0	09/10/2014	447.13	08/16/2016	601.37	154.24	N	LT

XXXX9408	SLE	WEC ENERGY		WEC	-6.0	09/15/2014	267.73	08/16/2016	360.82	93.09	N	LT
XXXX9408	SLE	WF & CO		WFC	-8.0	05/21/2013	325.13	12/15/2016	444.19	119.06	N	LT
XXXX9408	SLE	YARA INTL	NORWAY	YARIY	-4.0	08/06/2013	171.98	07/25/2016	128.48	-43.50	N	LT
XXXX9408	SLE	YARA INTL	NORWAY	YARIY	-11.0	11/18/2013	479.49	07/25/2016	353.32	-126.17	N	LT
XXXX9408	SLE	YARA INTL	NORWAY	YARIY	-1.0	08/06/2013	42.99	07/25/2016	31.99	-11.00	N	LT
XXXX9408	SLE	YARA INTL	NORWAY	YARIY	-9.0	12/06/2013	395.37	07/26/2016	286.94	-108.43	N	LT
XXXX9408	SLE	YARA INTL	NORWAY	YARIY	-8.0	07/02/2015	417.02	07/26/2016	255.05	-161.97	N	LT
XXXX9408	SLE	SEAGATE TECH	(IRELAND)	STX	-15.0	10/31/2014	936.24	04/20/2016	388.32	-547.92	N	LT
XXXX9408	SLE	SEAGATE TECH	(IRELAND)	STX	-11.0	11/03/2014	697.88	04/20/2016	284.76	-413.12	N	LT
XXXX9408	SLE	SEAGATE TECH	(IRELAND)	STX	-2.0	11/03/2014	126.89	04/22/2016	50.54	-76.35	N	LT
XXXX9413	SLE	APPLE, INC. NTS ISIN	US037833AJ 95	US037833 AJ95	-7000.0	05/08/2013	6,986.72	02/03/2016	6,967.94	-18.78	N	LT
XXXX9413	SLE	FEDERAL HOME LOAN MORTGAGE	NOTE DUE 12/19/2016	3137EADB	-2000.0	04/10/2013	2,057.74	07/05/2016	2,125.65	67.91	N	LT
XXXX9413	SLE	FEDERAL HOME LOAN MORTGAGE		3137EADF	-8000.0	05/01/2014	8,025.03	07/07/2016	8,046.64	21.61	N	LT
XXXX9413	SLE	FEDERAL HOME LOAN MORTGAGE		3137EADF	-7000.0	05/01/2014	7,014.14	10/25/2016	7,026.77	12.63	N	LT
XXXX9413	SLE	FEDERAL HOME LOAN MORTGAGE		3137EADF	-2000.0	09/17/2015	2,005.49	10/25/2016	2,007.65	2.16	N	LT
XXXX9413	SLE	OF AMERICA CORPORATION MTN	ISIN US59018YJ698	US59018Y J698	-6000.0	04/25/2013	6,228.67	09/29/2016	6,259.56	30.89	N	LT
XXXX9413	SLE	US TREAS NOTE		912828FQ	-5000.0	04/10/2013	5,093.42	03/14/2016	5,090.63	-2.79	N	LT
XXXX9413	SLE	US TREAS NOTE		912828FQ	-7000.0	04/10/2013	7,005.13	08/08/2016	7,005.20	0.07	N	LT
XXXX9413	SLE	US TREAS NOTE		912828FQ	-1000.0	03/27/2014	1,000.70	08/08/2016	1,000.74	0.04	N	LT
XXXX9413	SLE	US TREASURY NOTES 3.125%	04/30/2017	912828NA	-7000.0	05/06/2014	7,158.57	04/21/2016	7,179.38	20.81	N	LT
XXXX9413	SLE	US TREASURY NOTES 2.625%	01/31/2018	912828PT	-5000.0	04/10/2013	5,115.41	11/21/2016	5,101.56	-13.85	N	LT
XXXX9413	TND	CVS CAREMARK	US126650B H22	US126650 BH22	-6000.0	10/16/2013	6,244.15	06/01/2016	6,288.12	43.97	N	LT
XXXX9413	TND	RIO TINTO FINANCE (USA)	CALL ISIN US76720AAE64	US76720A AE64	-7000.0	06/11/2013	6,978.68	04/29/2016	7,040.95	62.27	N	LT
TOTAL LONG-TERM							**136,059.05**		**141,688.94**	**5,629.89**		

GRAND TOTAL	**141,602.65**	✓	**145,332.50**	**3,729.90**	✓

Schedule 5   22-2717105

Schedule 5 PART XV LINE 3	Grants and Contributions Paid During the Year	purpose	2016
Arizona Humane Society	1521 W. Dobbins Rd., Phoenix, AZ 85041	animal welfare	1100
Exponent Small Foundations	4905 DelRay Ave , Bethesda, MD 20814	education for charities	750
Church World Service	POB 968, Elkhart, IN 46515	refugee relief	500
Citizens for Effective Schools	8209 Hamilton Sprng Ct, Bethesda, MD 20817	improvement in local education	300
Climate Science Legal Defense Fund	435 W 116th St., New Yiork, NY 10027	environment	500
Closter Nature Center	Ruckman Rd, Closter, NJ 07624	education	350
Colorado Mountain Club	710 Tenth St., Golden, CO 80401	environment	250
Colorado Public Radio	7409 So Alta Ct., Centennial, CO 80112	public radio	250
Community Food Share	650 South Taylor, Louisville, CO 80027	welfare	100
Compassionate Care	POB 1052, Falmouth. MA 02574	medical assistance	250
Doctors without Borders	3377 7th Avenue, New York, NY 10007	international medical welfare	500
Environmental Defense Fund	POB 5055, Hagerstown, MD 21741	environment	500
Family Promise	100 Dayton St , Ridgewood, NJ 07450	local welfare for the homeless	300
Friends Foundation Denver Public Library	10 W 14th Avenue Pkwy, Denver, CO 80204	education	500
Guild for Spiritual Guidance	3 No. Cross Rd., Stratsburg, NY 12580	religious support	500
Habitat for Humanity Ctrl.Az.	POB 20186, Phoenix AZ 85036	housing welfare	1000
Habitat for Humanity	3245 Eliot St., Denver, CO 80211	housing welfare	1250
Inside Climate News	16 Court St., Brooklyn, NY 11241	environment	250
KJZZ Public Radio	POB 62228, Phoenix, AZ 85082	public radio	1385
Khan Academy	POB 153, Mountain Viuew, CA 94042	education	200
Knox Gifted Academy PTO	700 W Orchid, Chandler, AZ 85225	education	500
March Of Dimes Colorado	1325 So. Colorado, Denver, CO 80222	medical welfare	1250
Mt Holyoke College Fund	50 College St., South Hadley, MA 01075	education	2600
Museum of American Revolution	123 Chestnut, Philadelphia, PA 19106	education	1000
Nature Conservancy	4245 N. Fairfax Dr., Arlington, VA 22203	environment	2500
NJ SEEDS	494 Broad St., Newark, N J 07102	education	500
NY NJ Trail Conference	156 Ramapo Valley Rd, Mahwah, NJ 07430	environment	1470
KAET/ PBS Friends of 8	ASU, 555 N. Centreal Av., Phoenix AZ 85004	public TV	1000
Perkins Trust	175 North Beacon, Watertown, MA 02472	education for the blind	250
Planned Parenthood	7155 E 38th Ave., Denver, CO 80207	medical welfare	500
Reach Out & Read Colorado	1660 S. Albion St., Denver, CO 80222	education	250
Rocky Mountain Park Assoc	Rocky Mountain NP, Estes Park, CO 80517	environmental education	500
Rocky Mountain PBS	1089 Bannock St., Denver, CO 80204	education	250
Rosies Ranch	10556 E Parker, Parker , CO 80138	children's welfare	500
Semester at Sea	POB 400885, Charlottesville,VA 22903	education	1000
Swarthmore College Campaign	500 College Ave., Swarthmore PA 19081	education	1035
Trees, Water, People	623 Remington St, Fort Collins, CO 80524	environment	200
United Church of Christ Annual Ap	700 Prospect Av , Cleveland, OH 44115	religious support	500
Welcome to America Project	POB 21, Scottsdale, AZ 85252	welfare	1000
Williams College Alumni Fund	75 Park St, Williamstown, MA 01267	education	1850
Women's Bean Project	3201 Curtis, Denver, CO 80205	welfare	250
WorldWatch Institute	1776 Massachusetts Ave. Washington DC 20036	education	500
WNYC- QXR	POB 1550, New York, NY 10116	public radio	200
World Wildlife Fund	POB 96555, 1250 24th St., NW, Washn, DC 20037	environmental education	200
YMCA Pikes Peak	316 No Tejon, Colorado Springs, CO 80903	education	200
Young American Center Financial Educatio	3550 E. 1st Ave., Denver, CO 80206	education	500

Ardmore Free Library	108 Ardmore Ave , Ardmore, PA 19003	education	500
Bryn Mawr Rehabilitation Hospital	414 Paoli Pike, Malvern, PA 19355	handicapped welfare	500
Children's Hospital of Philadelphia	324 S 34th St Philadelphia,PA 19104	medical research	1000
City Term	49 Clinton Ave., Dobbs Ferry, NY 10522	general education	500
Climate Science Legal Defense Fund	435 W. 116th, NY, NY 10027	environment	500
Cornell Johnson School	213 Sage Hall, Ithaca, NY 14853	education	500
Dawn's Place	POB 48253, Philadelphia, PA 19144	welfare	1000
Durango Art Center	806 E 2nd Ave , Durango, CO 81301	education	1000
Florida School Holistic Living	1109 E Concord, Orlando, FL 32803	welfare	500
Free Library Philadelphia	1901 Vine St., Philaelphia PA 19103	education	1000
KARAM Foundation	2300 Northgate, Lake Forest, IL 60045	refugee relief	500
KSUT Public Radio	POB 737, Ignacio, CO 84137	public radio	500
LaPlata County Humane Society	PO Box 2164, Durango, Co 81302	animal welfare	500
Living Beyond Breast Cancer	10 E. Athens Ave., Ardmore, PA 19003	medical research	500
Lower Merion Conservancy	1301 Rose Glen Rd, Gladwyne, PA 19035	environment	5000
Ludington Public Library	5 So Bryn Mawr Ave. , Bryn Mawr, PA 19010	education	500
Metropolitan Museum of Art	1000 Fifth Avenue., New York, NY 10028	education	792
National Lands Trust	1031 Palmers Mill Rd., Media, PA 19063	environment	500
National Park Foundation	1201 Eye St. NW, Washington, DC 20005	environment	1000
National Repertory Orchestra	111 S Main St., Breckenridge, CO 80424	education	1000
National TrustHistoric Preservation	1785 Massachusetts Ave., Washington DC 20036	enviironment	500
Overbrook School for the Blind	6333 Malvern Ave , Philadelphia, PA 19151	handicapped welfare	1000
Pennsylvania Red Cross	23rd & Chestnut, Philadelphia, PA 19103	welfare	1000
Philabundance	POB 37555, Philadelphia, PA 19148	welfare for the needy	1000
Philadelphia Orchard Project	4934 Larchwood Ave , Philadelphia, PA 19143	environment	500
Pennsylvania SPCA	350 E. Erie Ave., Philadelphia, PA 19134	animal welfare	500
Philadelphia Zoo	3400 W. Girard, Philadelphia, PA 19104	education	1000
Shipley School	814 Yarrow St., Bryn Mawr, PA 19010	education	500
Squashsmarts	3141 Chestnut Street, Philadelphia,PA 19103	education	500
UNHCR	1775 K Street NW, Washington, DC 20006	refugee relief	500
Wagner Free Institute	1700 W. Montgomery Av, Philadelphia, PA 19121	education	500
WHYY Public Radio	1500 N. 6th St., Philadelphia, PA 19106	public radio	1000
WRTI Public Radio	1509 Chestnut Street, Philadelphia, PA 1`9121	public radio	1000
Wounded Warrior Project	4899 Belfort Rd., Jacksonville, FL 32256	support for veterans	1000
			59032