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: BERNICE BARBOUR FOUNDATION, INC. 5487-00-4/0

A Employer identification number: 22-2779967

Number and street (or P O. box number if mail is not delivered to street address): C/O GLENMEDE TRUST CO., N.A., 1650 MARKET ST

Room/suite: 1200

B Telephone number (see instructions): 215-419-6000

City or town, state or province, country, and ZIP or foreign postal code: PHILADELPHIA, PA 19103-7391

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) ▶ $ 20,527,513.

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) (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 ▶ [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	453,927.	453,927.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,304,653.			
	b	Gross sales price for all assets on line 6a 9,232,661.				
	7	Capital gain net income (from Part IV, line 2)		1,304,653.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-74,862.	-75,345.		STMT 4
	12	**Total.** Add lines 1 through 11	1,683,718.	1,683,235.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	109,804.			109,804.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 5	11,000.	NONE	NONE	11,000.
	c	Other professional fees (attach schedule) STMT 6	233,570.	117,233.		116,337.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 7	34,456.	2,072.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	7,756.			7,756.
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 8	36,125.			36,125.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	432,711.	119,305.	NONE	281,022.
	25	Contributions, gifts, grants paid	669,217.			669,217.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,101,928.	119,305.	NONE	950,239.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	581,790.			
	b	**Net investment income** (if negative, enter -0-)		1,563,930.		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	390,651.	1,642,751.	1,642,751.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	16,450,234.	16,118,318.	18,884,762.
	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)	16,840,885.	17,761,069.	20,527,513.
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)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	10,000,000.	17,761,069.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	9,562,773.		
	29	Retained earnings, accumulated income, endowment, or other funds	-2,721,888.		
	30	**Total net assets or fund balances** (see instructions)	16,840,885.	17,761,069.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	16,840,885.	17,761,069.	

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	16,840,885.
2	Enter amount from Part I, line 27a	2	581,790.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	338,394.
4	Add lines 1, 2, and 3	4	17,761,069.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,761,069.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
1 a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	9,232,661.		7,928,008.	1,304,653.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				1,304,653.
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	1,304,653.
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	1,034,848.	20,392,305.	0.050747
2014	1,092,421.	21,406,016.	0.051033
2013	1,013,224.	21,201,375.	0.047790
2012	857,067.	19,843,926.	0.043190
2011	719,990.	19,885,085.	0.036208

2	**Total** of line 1, column (d)	2	0.228968
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045794
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	20,089,631.
5	Multiply line 4 by line 3	5	919,985.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,639.
7	Add lines 5 and 6	7	935,624.
8	Enter qualifying distributions from Part XII, line 4	8	950,239.

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 ▶ [X] and enter 1% of Part I, line 27b	1	15,639.
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	15,639.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	15,639.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 42,886.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	42,886.
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	27,247.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 27,247. **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 ▶ $ 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?	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) ▶ NJ			
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* STMT 10	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 ▶ WWW.BERNICEBARBOUR.ORG

14 The books are in care of ▶ SEE STATEMENT 11 Telephone no. ▶

Located at ▶ ZIP+4 ▶

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

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? TRUSTEE FEES ☒ 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)	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 ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . . **5b**

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** 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? . . . **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
SEE STATEMENT 12		109,804.		

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

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

Total number of other employees paid over $50,000 . . . ▶ NONE

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
The Glenmede Trust Co., N A 1650 MARKET ST , STE 1200, PHILADELPHIA, PA	INVESTMENT & OTHER	197,730.
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	18,056,946.
b	Average of monthly cash balances	1b	2,338,618.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	20,395,564.
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	NONE
3	Subtract line 2 from line 1d	3	20,395,564.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	305,933.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,089,631.
6	**Minimum investment return.** Enter 5% of line 5	6	1,004,482.

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	1,004,482.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	15,639.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	15,639.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	988,843.
4	Recoveries of amounts treated as qualifying distributions			4	279.
5	Add lines 3 and 4			5	989,122.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	989,122.

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	950,239.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	950,239.
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	15,639.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	934,600.

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				989,122.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			NONE	
b Total for prior years 20 14 ,20 ___,20 ___		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 ...... NONE				
b From 2012 ...... NONE				
c From 2013 ...... NONE				
d From 2014 ...... NONE				
e From 2015 ...... 42,193.				
f **Total** of lines 3a through e	42,193.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 950,239.				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				950,239.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	38,883.			38,883.
6 **Enter the net total of each column as indicated below**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,310.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				NONE
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	3,310.			
10 Analysis of line 9				
a Excess from 2012 ... NONE				
b Excess from 2013 ... NONE				
c Excess from 2014 ... NONE				
d Excess from 2015 ... 3,310.				
e Excess from 2016 ...				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year (a) 2016	Prior 3 years (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:

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 ATTACHMENT				669,217.
Total . . . . . . ▶ **3a**				669,217.
b *Approved for future payment*				
SEE ATTACHED				
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					
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	453,927.	
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				-74,862.	
8 Gain or (loss) from sales of assets other than inventory			18	1,304,653.	
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)				1,683,718.	

13 **Total** Add line 12, columns (b), (d), and (e) . . . 13 1,683,718.

(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). (See instructions.)
	NOT APPLICABLE

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

Kathryn Lloyd Chang 10/26/2017 Executive Director

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
YONG SHUAI, CPA	[signature]	10/12/2017		P01321359

Firm's name ▶ THE GLENMEDE TRUST COMPANY, N.A. Firm's EIN ▶ 32-0274136

Firm's address ▶ 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391 Phone no 215-419-6000

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AQR STYLE PREMIA ALTERNATIVE FUND	837.	837.
AQR RISK PARITY FUND -I	2,123.	2,123.
AT&T INC	14,400.	14,400.
COMCAST CABLE COMM HLDGS DTD 11/18/2002	7,836.	7,836.
AMERICAN EXPRESS DTD 8/15/2014 2.25% 8/1	2,000.	2,000.
APPLE INC DTD 2/9/2015 2.15% 2/9/2022	650.	650.
BAXALTA INC	1,190.	1,190.
BAXTER INTL. INC.	3,020.	3,020.
BED BATH & BEYOND DTD 7/17/2014 3.749% 8	1,791.	1,791.
BLACKROCK INC DTD 12/10/2009 5% 12/10/20	467.	467.
BLACKROCK STRATEGIC INCOME OPP DTD 11/1/	1,407.	1,407.
CATERPILLAR INC DTD 12/5/2008 7.9% 12/15	15,010.	15,010.
CONOCOPHILLIPS COM	4,000.	4,000.
JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2	7,789.	7,789.
DUN & BRADSTREET CORP NEW-WI	1,689.	1,689.
DUNKIN' BRANDS GROUP INC	12,000.	12,000.
EBAY INC DTD 7/24/2012 2.6% 7/15/2022	578.	578.
FHLB DTD 10/19/2007 5% 11/17/2017	3,819.	3,819.
FNMA DTD 4/16/2007 5% 5/11/2017	6,664.	6,664.
FNMA DTD 6/15/2006 5.375% 7/15/2016	5,064.	5,064.
FNMA DTD 9/8/2014 2.625% 9/6/2024	1,706.	1,706.
FHLMC DTD 6/13/2008 4.875% 6/13/2018	8,775.	8,775.
FNMA PASS-THRU DTD 9/1/2012 3.5% 9/1/204	2,784.	2,784.
FNMA DTD 6/8/2007 5.375% 6/12/2017	10,750.	10,750.
GENERAL ELECTRIC CO.	14,720.	14,720.
GENERAL ELEC CAP CORP DTD 2/11/2011 5.3%	9,540.	9,540.
GLENMEDE FUND INC-GOVT CASH PORTFOLIO DT	1,274.	1,274.
GLENMEDE FUND INC-INTERNATIONAL PORT	9,851.	9,851.
GLENMEDE FUND INC-ADVISOR SMALL CAP VALU	426.	426.
GLENMEDE LARGE CAP GROWTH	1,902.	1,902.
GLENMEDE LARGE CAP CORE	5,453.	5,453.
GLENMEDE FUND INC-LARGE CAP VALUE PORT	3,985.	3,985.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GS FS GOVERNMENT FUND DTD 6/1/2016	4,953.	4,953.
OAKMARK INTERNATIONAL FD I	7,788.	7,788.
HONEYWELL INTERNATIONAL DTD 2/20/2009 5%	7,061.	7,061.
INTEL CORP DTD 9/19/2011 3.3% 10/1/2021	5,280.	5,280.
INTERNATIONAL BUSINESS MACHINES CORP.	13,750.	13,750.
IBM CORP DTD 11/1/1989 8.375% 11/1/2019	11,306.	11,306.
JPMORGAN CHASE & CO DTD 12/20/2007 6% 1/	10,800.	10,800.
JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/	3,863.	3,863.
KINDER MORGAN INC	7,000.	7,000.
LAKELAND BANCORP INC	2,660.	2,660.
LOOMIS SAYLES BOND FUND - INS	350.	350.
LOWES COS INC	6,860.	6,860.
MATTHEWS PACIFIC TIGER FD - IS	3,521.	3,521.
MICROSOFT CORP.	12,120.	12,120.
MICROSOFT CORPORATION DTD 11/3/2015 1.3%	214.	214.
MICROSOFT CORPORATION DTD 11/3/2015 2.65	895.	895.
NEWELL BRANDS INC DTD 6/14/2012 4% 6/15/	2,611.	2,611.
OMNICOM GROUP	11,450.	11,450.
PEPSICO INC DTD 10/24/2008 0.26333325% 1	16,063.	16,063.
ROYCE SPECIAL EQUITY FUND -IN	2,443.	2,443.
SPDR DOW JONES GLOBAL REAL ESTATE ETF	5,141.	5,141.
TARGET CORP	8,860.	8,860.
TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2	10,025.	10,025.
TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2	4,000.	4,000.
TOYOTA MOTOR CREDIT CORPORATION DTD 4/8/	70.	70.
THE TRAVELERS COMPANIES INC	2,440.	2,440.
TUPPERWARE CORP	16,320.	16,320.
U S BANCORP	12,540.	12,540.
U.S. TREASURY BONDS DTD 8/15/1992 7.25%	5,378.	5,378.
US TREASURY BONDS DTD 8/16/1993 6.25% 8/	8,526.	8,526.
U.S. TREASURY BONDS DTD 2/18/1997 6.625%	4,077.	4,077.
US TREASURY N/B DTD 8/15/2007 4.75% 8/15	7,203.	7,203.
US TREASURY N/B DTD 10/31/2012 1.25% 10/	1,909.	1,909.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED TECHNOLOGIES CORP DTD 12/7/2007 5	3,972.	3,972.
VAN ECK GLOBAL HARD ASSETS -I	61.	61.
VANGUARD MARKET NEUTRAL FUND	761.	761.
VANGUARD TOTAL STOCK MKT ETF	4,430.	4,430.
WAL-MART STORES INC DTD 8/24/2007 5.8% 2	10,440.	10,440.
WELLS FARGO CO	10,556.	10,556.
WELLS FARGO COMPANY DTD 11/26/2013 4.48%	8,512.	8,512.
WILLIAMS-SONOMA INC	2,590.	2,590.
ACCENTURE PLC	7,392.	7,392.
EATON CORP PLC ORDINARY	14,250.	14,250.
MEDTRONIC PLC SHS	9,986.	9,986.
TOTAL	453,927.	453,927.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		-74,862.	-75,345.
	TOTALS	-74,862.	-75,345.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	11,000.			11,000.
TOTALS	11,000.	NONE	NONE	11,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GLENMEDE FOUNDATION ADVISORY F	100,000.		100,000.
GRANTS MANAGEMENT EXPENSES	16,337.		16,337.
GLENMEDE INVESTMENT MANAGEMENT	86,730.	86,730.	
FINANCIAL ADVISORY FEE	30,503.	30,503.	
TOTALS	233,570.	117,233.	116,337.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	-427.	-427.
FEDERAL TAX PAYMENT - PRIOR YE	4,384.	
FEDERAL ESTIMATES - PRINCIPAL	28,000.	
FOREIGN TAXES ON QUALIFIED FOR	2,452.	2,452.
FOREIGN TAXES ON NONQUALIFIED	47.	47.
TOTALS	34,456.	2,072.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	36,125.	36,125.
TOTALS	36,125.	36,125.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
MISC ADJ TO COST BASIS		98,094.
ROUNDING ERROR		4.
RRE VENTURES II		79,040.
RRE VENTURES III		161,256.
	TOTAL	338,394.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
===

NAME: BERNICE BARBOUR FOUNDATION, IN

ADDRESS: C/O GLENMEDE TRUST CO., N.A., 1650 MARKE
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
Kathryn Champ
ADDRESS:
3791 Hampstead Rd.
La Canada, CA 91011
TITLE:
Executive Director and Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 74,000.

OFFICER NAME:
Sterling Champ
ADDRESS:
3791 Hampstead Rd.
La Canada, CA 91011
TITLE:
Treasurer
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 4,000.

OFFICER NAME:
Judith Little
ADDRESS:
595 Madison Avenue, Suite 3100
New York, NY 10022
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 4,000.

OFFICER NAME:
Jacqueline Little
ADDRESS:
870 Ashbury Street
San Francisco, CA 94117
TITLE:
Secretary and Vice President
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 4,000.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
Kristina Lloyd
ADDRESS:
12550 Sunnydale Drive
Welington, FL 33414
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 4,000.

OFFICER NAME:
Heather Lloyd
ADDRESS:
12482 Cypress Island Way
Welington, FL 33414
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 3,804.

OFFICER NAME:
Karen Lloyd
ADDRESS:
12482 Cypress Island Way
Welington, FL 33414
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 4,000.

OFFICER NAME:
Alicia Nogales
ADDRESS:
3855 Jackson Street
San Francisco, CA 94118
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 4,000.

STATEMENT 13

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
Eve Lloyd Thompson
ADDRESS:
14434 Laurel Trail
Welington, FL 33414
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 4,000.

OFFICER NAME:
Henry Turmon
ADDRESS:
870 Ashbury Street
San Francisco, CA 94117
TITLE:
President
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 4,000.

TOTAL COMPENSATION: 109,804.

STATEMENT 14

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RECIPIENT NAME:
KATHRYN CHAMP
ADDRESS:
3791 HAMPSTEAD RD.
LA CANADA, CA 91011
RECIPIENT'S PHONE NUMBER: 818-952-4934
E-MAIL ADDRESS: KATY@BERNICEBARBOUR.ORG
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED
SUBMISSION DEADLINES:
SEE ATTACHED
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE ATTACHED

STATEMENT 15

ASSET ALLOCATION

	PCT	MARKET VALUE	Cost	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash	4%	408,294.59	408,294.59	0.00	1,859.57	0.5%
Fixed Income	41%	3,821,346.76	4,041,387.28	220,040.52-	167,533.36	4.4%
Tax Exempt	0%	0.00	0.00	0.00	0.00	0.0%
Taxable	41%	3,821,346.76	4,041,387.28	220,040.52-	167,533.36	4.4%
High Yield	0%	0.00	0.00	0.00	0.00	0.0%
International	0%	0.00	0.00	0.00	0.00	0.0%
TIPS	0%	0.00	0.00	0.00	0.00	0.0%
Equity	35%	3,304,437.54	3,007,017.70	297,419.84	34,472.59	1.0%
Large Cap	15%	1,387,375.13	1,270,278.70	117,096.43	16,240.34	1.2%
Small Cap	7%	647,830.33	447,465.77	200,364.56	624.85	0.1%
International	13%	1,269,232.08	1,289,273.23	20,041.15-	17,607.39	1.4%
Alternative Assets	20%	1,904,908.55	1,245,305.75	659,602.80	8,670.73	0.5%
Real Estate	1%	137,815.26	129,583.73	8,231.53	5,140.87	3.7%
Private Equity	11%	1,051,315.73	444,983.38	606,332.35	0.00	0.0%
Absolute Return	6%	503,072.39	470,677.90	32,394.49	2,800.78	0.6%
Commodities	2%	212,705.17	200,060.74	12,644.43	729.09	0.3%
Other Assets	0%	0.00	0.00	0.00	0.00	0.0%
Account Total		9,438,987.44	8,702,005.32	736,982.12	212,536.25	2.3%
Accrued Income		43,524.14				
Grand Total		9,482,511.58				

12/31/2016

ASSET ALLOCATION

	PCT	MARKET VALUE	Cost	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash	11%	1,234,456.23	1,234,456.23	0.00	5,622.29	0.5%
Fixed Income	11%	1,194,528.00	1,195,709.58	1,181.58-	24,729.00	2.1%
Tax Exempt	0%	0.00	0.00	0.00	0.00	0.0%
Taxable	10%	1,099,869.00	1,099,364.58	504.42	21,929.00	2.0%
High Yield	0%	0.00	0.00	0.00	0.00	0.0%
International	1%	94,659.00	96,345.00	1,686.00-	2,800.00	3.0%
TIPS	0%	0.00	0.00	0.00	0.00	0.0%
Equity	78%	8,659,541.00	6,628,897.64	2,030,643.36	165,404.00	1.9%
Large Cap	63%	6,972,981.00	5,084,813.44	1,888,167.56	124,764.00	1.8%
Small Cap	8%	861,720.00	877,856.97	16,136.97-	26,960.00	3.1%
International	7%	824,840.00	666,227.23	158,612.77	13,680.00	1.7%
Alternative Assets	0%	0.00	0.00	0.00	0.00	0.0%
Real Estate	0%	0.00	0.00	0.00	0.00	0.0%
Private Equity	0%	0.00	0.00	0.00	0.00	0.0%
Absolute Return	0%	0.00	0.00	0.00	0.00	0.0%
Commodities	0%	0.00	0.00	0.00	0.00	0.0%
Other Assets	0%	0.00	0.00	0.00	0.00	0.0%
Account Total		11,088,525.23	9,059,063.45	2,029,461.78	195,755.29	1.8%
Accrued Income		19,990.46				
Grand Total		11,108,515.69				

Bernice Barbour
Grants Paid Through 2016-12-31

Organization	Purpose of Grant	Amount	Date Paid
Bernice Barbour Foundation			
Advocates 4 Animals Feline Rescue And Rehabilitation Inc	Spay it Forward Stray Cat Program	$2,500 00	11/30/2016
Alley Cat Advocates, Inc	Operation Save-A-Life	$15,000 00	11/30/2016
Animal Rescue Coalition Inc	No More Unwanted Litters	$10,000.00	11/30/2016
Animal Rescue League Of Western Pennsylvania Inc	Raptor Flight Cage	$5,000 00	11/30/2016
Animal Shelter Assistance Program Of Santa Barbara	Kitten Spay/Neuter Program	$6,000 00	11/30/2016
Bend Spay & Neuter Project	HOPE Pet Food Bank Discount Spay/Neuter Vouchers	$4,500 00	11/30/2016
Bideawee Inc	Second Start	$5,000 00	11/30/2016
Capital Area Humane Society	Spay & Neuter Program for Pit Bull Terriers and Pit Bull Terrier Mixes	$7,500 00	11/30/2016
Cat Rescue Of Maryland Inc	TNR Veterinary Care provided by CROM	$3,000 00	11/30/2016
Cats Exclusive Inc	Low-Income Clinic Subsidy Program	$7,500 00	11/30/2016
Community Animal Welfare Society	Feline Leukemia and FIV Testing	$5,455 00	11/30/2016
Contra Costa Humane Society	Kitty Corner Free Roam Cat Shelter	$5,000 00	11/30/2016
CSU Fullerton Auxiliary Services Corporation	Charitable Grant from Bernice Barbour Foundation, project # 50-1240-14	$10,000 00	05/24/2016
Days End Farm Horse Rescue Inc	Equine Rescue and Rehabilitation	$5,000 00	11/30/2016
Eastern Sierra Wildlife Care	Wildlife Rehabilitation in the Eastern Sierra	$5,000 00	11/30/2016
Farallones Marine Sanctuary Association	Beach Watch	$5,000 00	11/30/2016
First Coast No More Homeless Pets Inc	RMRP Rehabilitation Program 2016	$20,000.00	12/12/2016
Fix Our Ferals	Fix Our Ferals 2016	$5,000.00	11/30/2016
Florida Wild Mammal Association Inc	Animal Feed for Wildlife Rehabilitation Program	$5,000.00	11/30/2016
Florida Wildlife Hospital And Sanctuary Inc	"Keep 'Em Warm" Incubators for neonate birds and mammals	$5,000 00	11/30/2016
For Our Friends Inc	Rescue From Euthanasia	$2,500 00	11/30/2016
Fort Collins Cat Rescue & Spay/Neuter Clinic	Pre-Adoption Medical Expenses for Shelter Cats	$10,000.00	11/30/2016

Bernice Barbour
Grants Paid Through 2016-12-31

Organization	Purpose of Grant	Amount	Date Paid
Freedom Hill Horse Rescue	Senior Health: Feed, Supplements, and Medications	$2,500 00	11/30/2016
Friends For The Dearborn Animal Shelter	Pit Crew Initiative Enhancing Quality of Life at Shelter and Successfully Adopting Canines	$7,500 00	11/30/2016
Friends Of Felines Inc	Feral Cats and Kittens Spay/Neuter Initiative 2016	$4,400 00	11/30/2016
Friends Of The Sea Lion Inc	Animal Care and Habitat Maintenance	$5,000.00	11/30/2016
Greater Androscoggin Humane Society	Spay/Neuter & Animal Medical Assistance	$5,000 00	11/30/2016
Greater New Haven Cat Project Inc	Veterinary Care for GNHCP Foster Cats	$3,000 00	11/30/2016
Greyhound Rescue Of New England Inc	Financial Support for Veterinary Expenses	$2,500 00	11/30/2016
Haywood Animal Welfare Association Incorporation	Trap-Neuter-Return (TNR) for Community Cats	$5,400 00	11/30/2016
Heartland Humane Society	Surgery Program	$7,500 00	11/30/2016
Houston Society For The Prevention Of Cruelty To Animals	Small Animal Intensive Care Unit	$12,000 00	11/30/2016
Humane Ohio	Spay/Neuter Subsidies 2017	$5,000 00	11/30/2016
Humane Society For Seattle-King Co	Spay/Neuter of Foster Cats	$5,000 00	11/30/2016
Humane Society Of Putnam County	Low Cost Spay/Neuter Assistance	$6,000 00	11/30/2016
Humane Society Of Tampa Bay Inc	Fostering For Life	$5,000 00	11/30/2016
Humane Society Of The Tennessee Valley Inc	Community Pet Spay/Neuter	$5,000 00	11/30/2016
Jacksonville Humane Society	JHS Pet Safety Net	$5,000 00	11/30/2016
Kansas Humane Society Of Wichita Inc	Donor Supported Spay/Neuter Program	$8,000 00	11/30/2016
Longmont Humane Society Inc	Canine Training and Behavior Modification Program	$10,000 00	11/30/2016
Meigs County Humane Society	The SAVE program	$5,000 00	11/30/2016
Mercer Veterinary Clinic For The Homeless	Surgery Suite for The Mercer Veterinary Clinic for the Homeless	$5,000 00	11/30/2016
Merrimack River Feline Rescue Society Inc	MRFRS Catmobile Spay/Neuter Subsidies	$5,000 00	11/30/2016
Metro East Humane Society	TNR Program	$5,000 00	11/30/2016

Bernice Barbour
Grants Paid Through 2016-12-31

Organization	Purpose of Grant	Amount	Date Paid
Mississippi Spay And Neuter - Span	Targeted Spay/Neuter Project in Improverished Mississippi Counties	$4,000 00	11/30/2016
Ohio Alleycat Resource & Spay Neuter Clinic Inc	Butler County Fix	$7,500 00	11/30/2016
Partners For Pets Humane Society	Spay/Neuter 120 Rescues	$6,000 00	11/30/2016
PAWS	Free Feral Fridays	$5,229 00	11/30/2016
Point Reyes Bird Observatory bda Blue Point Conservation Science	2015 Grant Commitment for Bernice Barbour Foundation	$20,000 00	07/29/2016
Rocky Mountain Raptor Program	RMRP Rehabilitation Program 2016	$20,000 00	11/30/2016
Safe Haven For Cats	Behavior Modification and Support for Shelter Dogs	$5,000 00	11/30/2016
Santa Ynez Valley Humane Society	Improving Pet Lives In Underserved Communities	$5,000 00	11/30/2016
Second Chance Animal Center	Spay/Neuter Program for Low Income Residents of Monroe County, TN	$3,700 00	11/30/2016
Spay Neuter Assistance For Pets Inc	Government Assistance Program	$5,000 00	11/30/2016
Speak For Animals	Preparing Animals for Adoption	$5,000 00	11/30/2016
Texas Humane Heroes	Preparing Animals for Adoption	$8,033 00	11/30/2016
The Cleveland Animal Protective League	Spay-It-Forward program (supports the TNR program)	$10,000.00	11/30/2016
The Humane Society Of Boulder Valley Inc	Spay and Neuter Services for Shelter Animals	$10,000 00	11/30/2016
The Humane Society Of Loudoun County	Loudoun Loves Adopted Pets	$3,000 00	11/30/2016
The Spayed Club	TSC Spay/Neuter and Vaccination for 130 Cats or Dogs from Low Income Areas	$4,000 00	11/30/2016
Tri-State Bird Rescue And Research Inc	Siding Repair at the Frink Center for Wildlife	$7,500 00	11/30/2016
University of California, Davsis	Bernice Barbour grant to support Center for Equine Health - Dr. Murphy's and Dr. Pesavento's labs	$40,000.00	09/01/2016
University of Pennsylvania Veterinary School	Salary support for a veterinarian and a technician for a period of three years.	$200,000.00	11/30/2016
Wags And Whiskers Pet Rescue Inc	2016 Community Spay/Neuter Funded by Bernice Barbour Foundation	$5,000 00	11/30/2016
Willamette Humane Society	Community Cat Sterilization	$7,500 00	11/30/2016
Woodlands Wildlife Refuge Inc	Meeting The Needs	$15,000 00	11/30/2016
Bernice Barbour Foundation Total		**$669,217.00**	
Grand Total		**$669,217.00**	