

Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

**Return of Private Foundation**  
**or Section 4947(a)(1) Trust Treated as Private Foundation**  
 ▶ Do not enter social security numbers on this form as it may be made public.  
 ▶ Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052  
**2016**  
**Open to Public Inspection**

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

Name of foundation Withington Foundation Inc c/o Andrew K Rooke		<b>A Employer identification number</b> 22-3291812
Number and street (or P O box number if mail is not delivered to street address) 7029 Sheaff Lane	Room/suite	<b>B Telephone number</b> (see instructions) (215) 591-9573
City or town, state or province, country, and ZIP or foreign postal code FT WASHINGTON, PA 19034		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 18,680,031	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	616	616		
	<b>4</b> Dividends and interest from securities	326,868	326,868		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	562,777			
	<b>b</b> Gross sales price for all assets on line 6a	5,514,372			
	<b>7</b> Capital gain net income (from Part IV, line 2)		562,777		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	-9,114	-9,114			
<b>12 Total.</b> Add lines 1 through 11	881,147	881,147			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)	185,577	185,577		0
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	17,644	5,392		0
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy	38,364	38,364		0
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	41,216	41,216		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	282,801	270,549		0
	<b>25</b> Contributions, gifts, grants paid	1,009,000			1,009,000
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,291,801	270,549		1,009,000	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-410,654				
<b>b Net investment income</b> (if negative, enter -0-)		610,598			
<b>c Adjusted net income</b> (if negative, enter -0-)					

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	250,689	501,594	501,594
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .	26,713	13,120	13,120
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	12,449,502	11,728,617	15,111,227
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	0	46,370	48,932
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)	3,208,096	3,005,158	3,005,158	
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	15,935,000	15,294,859	18,680,031	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	15,935,000	15,294,859	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	15,935,000	15,294,859		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	15,935,000	15,294,859		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	15,935,000
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-410,654
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	15,524,346
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	229,487
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	15,294,859

**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)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss)	2	562,777
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		
{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	<b>3</b>	

**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 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	1,015,200	20,702,391	0.049038
2014	1,090,330	20,631,742	0.052847
2013	1,000,496	16,428,070	0.060902
2012	1,019,909	18,431,741	0.055334
2011	947,097	17,145,119	0.055240

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.273361
<b>3</b> 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	<b>3</b>	0.054672
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	18,559,336
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,014,676
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	6,106
<b>7</b> Add lines 5 and 6	<b>7</b>	1,020,782
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	1,009,000

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Total amount owed is 13,119, with 13,119 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 for political purposes?', and 'Did the foundation have at least \$5,000 in assets at any time during the year?'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of ANDREW K ROOKE Telephone no (610) 940-1660
Located at 7029 SHEAFF LANE FT WASHINGTON PA ZIP+4 19034
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years 20, 20, 20, 20
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)
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?
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).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... 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? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Rows include Andrew K Rooke (President), William W Rooke (Vice President), and Charles C Rooke (Secretary Treasurer).

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

Table with 5 columns: (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. All entries are NONE.

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

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services.</b>		<b>0</b>

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	<b>0</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	15,427,702
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	408,012
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	3,006,251
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	18,841,965
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	18,841,965
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	282,629
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	18,559,336
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	927,967

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	927,967
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	12,212
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	12,212
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	915,755
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	915,755
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	915,755

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	1,009,000
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	1,009,000
<b>5</b>	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).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	1,009,000

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				915,755
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			158,276	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .				
<b>b</b> From 2012. . . . .				
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,009,000</u>				
<b>a</b> Applied to 2015, but not more than line 2a			158,276	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				850,724
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				65,031
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .				
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .				
<b>e</b> Excess from 2016. . . . .				

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

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

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

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2016</b>	<b>(b) 2015</b>	<b>(c) 2014</b>	<b>(d) 2013</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test—enter

**(1)** Value of all assets . . . . .

**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i)

**b** "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .

**c** "Support" alternative test—enter

**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .

**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .

**(3)** Largest amount of support from an exempt organization

**(4)** Gross investment income

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

**1 Information Regarding Foundation Managers:**

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

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

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

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

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed

---

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

---

**c** Any submission deadlines

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**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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				1,009,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				0



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

Part XVII

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?

Table with 3 columns: Question, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

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.

Schedule table with 4 columns: (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

Schedule table with 3 columns: (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. Signature of officer or trustee: \*\*\*\*\* Date: 2017-11-14 Title: \*\*\*\*\*

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

Paid Preparer Use Only table with 5 columns: Print/Type preparer's name (Jane E Moran), Preparer's Signature, Date (2017-11-13), Check if self-employed, PTIN (P00432569), Firm's name (MCGEE HEARNE & PAIZ LLP), Firm's EIN (83-0331229), Firm's address (PO BOX 1088, CHEYENNE, WY 82003), Phone no (307) 634-2151.

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
Northern Trust - 9714	P	2016-01-01	2016-12-31
Northern Trust - 9714	P	2016-01-01	2016-12-31
Merrill Lynch - 3311	P	2016-01-01	2016-12-31
Merrill Lynch - 3311	P	2016-01-01	2016-12-31
Merrill Lynch - 3311	P	2016-01-01	2016-12-31
Merrill Lynch - 4493	P	2016-01-01	2016-12-31
Merrill Lynch - 4493	P	2016-01-01	2016-12-31
Merrill Lynch - 4493	P	2016-01-01	2016-12-31
Merrill Lynch - 4493	P	2016-01-01	2016-12-31
Merrill Lynch - 4493	P	2016-01-01	2016-12-31
ST Capital Losses from K-1's	P	2016-01-01	2016-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,405,175		1,433,176	-28,001
1,971,080		1,675,285	295,795
579,845		654,786	-74,941
899,204		737,577	161,627
496,127		233,328	262,799
79,625		92,047	-12,422
16,153		20,924	-4,771
9,941		36,184	-26,243
25,004		49,872	-24,868
		18,391	-18,391

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
			-28,001
			295,795
			-74,941
			161,627
			262,799
			-12,422
			-4,771
			-26,243
			-24,868
			-18,391

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

List and describe the kind(s) of property sold (e.g., real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
LT Capital Gains from K-1's	P	2016-01-01	2016-12-31
FSP Grantor	P	2016-01-01	2016-12-31
Capital Gains Dividends	P		

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
11,179			11,179
		25	-25
21,039			21,039

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			11,179
			-25
			21,039

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Alzheimer's San Diego 6632 Convoy Ct San Diego, CA 92111			ALZHEIMERS SUPPORT	25,000
Amos Tuck Annual Giving 100 Turk Hall Hanover, NH 03755			EDUCATIONAL SUPPORT	1,000
Bancroft 1255 Caldwell Rd Cherry Hill, NJ 08034			GENERAL SUPPORT	5,000
Bonnie Brae School 3415 Valley Road PO Box 825 Liberty Corner, NJ 07920			GENERAL SUPPORT	2,600
Boys & Girls Club SD 3800 Mykonos Ln San Diego, CA 92130			GENERAL SUPPORT	5,000
<b>Total</b> . . . . .				1,009,000
<b>3a</b>				



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Breast Cancerorg 120 East Lancaster Avenue Suite 201 Ardmore, PA 19003			GENERAL SUPPORT	100
Bucknell Unversity 301 Market St Suite 2 Lewisburg, PA 17837			GENERAL UNIVERSITY FUNDING SUPPORT	40,000
Camperdown Academy 501 Howell Rd Greenville, SC 29615			DYSLEXIA IN CHILDREN	7,500
Cancer Society of Greenville County 113 Mills Ave Greenville, SC 29605			CANCER SUPPORT RESEARCH	3,500
Children's Hospital San Diego 3020 Childrens Way San Diego, CA 92123			PEDIATRIC HEALTH CENTER	10,000
<b>Total . . . . . ▶</b> <b>3a</b>				1,009,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Christ Church Episcopal 10 N Church St Greenville, SC 29601			GENERAL SUPPORT	5,000
Christ Church Episcopal School 245 Cavalier Dr Greenville, SC 29607			UNDERGRADUATE EDUCATIONAL FUNDING	155,000
Colby Sawyer College 541 Main Street New London, NH 03257			GENERAL SUPPORT	5,000
Columbia University Medical Center 630 West 168th St New York, NY 10032			GENERAL SUPPORT	25,000
Community Foundation of Greenville 60 E Washington St Suite A Greenville, SC 29601			SUPPORT GREENVILLE COMMUNITY	2,500
<b>Total . . . . .</b> ▶ <b>3a</b>				1,009,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Community Partnership School 1936 N Judson St Philadelphia, PA 19121			INDEPENDENT ELEMENTARY SCHOOL	196,650
Computer to SD Kids 8324 Miramar Mall San Diego, CA 92121			COMPUTERS FOR UNDERPRIVILEGED CHILDREN	15,000
Culver Military Academy 1300 Academt Rd Culver, IN 46511			EDUCATIONAL SUPPORT	5,000
Dartmouth College 6066 Development Office Hanover, NH 03755			EDUCATIONAL SUPPORT	10,000
Desert Botanical Gardens 1201 N Galvin Parkway Phoenix, AZ 85008			GENERAL SUPPORT	250
<b>Total . . . . . ▶</b> <b>3a</b>				1,009,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
DU Athletic Foundation 2199 University Blvd Denver, CO 80208			EDUCATIONAL SUPPORT	10,000
Fairfield University 1073 N Benson Rd Fairfield, CT 06824			GENERAL UNIVERSITY FUNDING SUPPORT	5,000
Fairfield Varsity Athletics 1073 N Benson Rd Fairfield, CT 06824			GENERAL SUPPORT	5,000
First Tee of Greenville 1409 Edwards Rd Greenville, SC 29615			GENERAL SUPPORT	2,500
Furman University 3300 Poinsett Hwy Greenville, SC 29613			EDUCATIONAL SUPPORT	5,000
<b>Total</b> . . . . . <b>3a</b>				1,009,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Highland Historical Society 7001 Sheaff Ln Fort Washington, PA 19034			PRESERVATION OF HISTORICAL SITES	2,000
HonorHealth Foundation fna Scottsdale Healthcare Foundation 10001 N 92nd St Scottsdale, AZ 85258			GENERAL SUPPORT	75,000
Hope and a Future PO Box 61172 Phoenix, AZ 85082			EDUCATION FOR FUTURE SUCCESS	5,000
Independence Seaport Museum 211 S Columbus Blvd Philadelphia, PA 19106			GENERAL SUPPORT	25,000
Kanawha Valley Fellowship Home 1121 Virginia St E Charleston, WV 25301			GENERAL SUPPORT	10,000
<b>Total . . . . . ▶</b> <b>3a</b>				1,009,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
La Jolla Country Day 9490 Genesee Ave La Jolla, CA 92037			COLLEGE PREP TO DEVELOP SCHOLARS	20,000
La Jolla Playhouse 2910 La Jolla Village Dr La Jolla, CA 92037			SUPPORT INNOVATIVE COMPELLING THEATER	5,000
Leukemia & Lymphoma Society 3 International Drive Suite 200 Rye Brook, NY 10573			GENERAL SUPPORT	1,000
Main Line Animal Rescue 1149 Pike Springs Road Phoenixville, PA 19460			GENERAL SUPPORT	6,500
Miracle Babies 8745 Aero Dr 111 San Diego, CA 92123			GENERAL SUPPORT	6,000
<b>Total . . . . .</b> ▶				1,009,000
<b>3a</b>				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Morristown Beard School 70 Whippany Rd Morristown, NJ 07960			EDUCATIONAL SUPPORT	25,000
Morristown Medical Center 475 South St Morristown, NJ 07960			GENERAL SUPPORT	20,000
National Foundation for Celiac Awareness PO Box 544 Ambler, PA 19002			SUPPORT CELIAC DISEASE	1,500
Peace Center 101 W Broad St Greenville, SC 29601			SUPPORT PERFORMING ARTS	2,500
Pedal the Cause 900 Spruce St Suite 125 St Louis, MO 63102			GENERAL SUPPORT	1,000
<b>Total . . . . . ▶</b> <b>3a</b>				1,009,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Rollins College 1000 Holt Ave Winter Park, FL 32789				5,000
Scripps Health Foundation 4275 Campus Point Ct San Diego, CA 92121				30,000
SNAP 1600 Pacific Hwy San Diego, CA 92101				15,000
Sphinx Foundation PO Box 213 Hanover, NH 03755				3,000
St Andrews Priory 224 Queen Emma Square Honolulu, HI 96813				25,000
<b>Total</b> . . . . . <b>3a</b>				1,009,000



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
St Thomas' Church Whitemarsh PO Box 247 Fort Washington, PA 19034			SUPPORT THE CHURCH	1,000
St Thomas's Church PO Box 247 Fort Washington, PA 19034			SUPPORT THE CHURCH	40,000
TGen Foundation 400 E Van Buren St Suite 850 Phoenix, AZ 85004			PANCREATIC CANCER RESEARCH	50,000
The Community School PO Box 2118 Sun Valley, ID 83353			EDUCATIONAL FUNDING	3,000
Trustees of the University of PA PO Box 70259 Philadelphia, PA 19176			SUPPORT THE ANNUAL FUND	62,500
<b>Total . . . . .</b> ▶ <b>3a</b>				1,009,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
University of Denver 2199 S University Blvd Denver, CO 80208			SUPPORT THE ANNUAL FUND	10,000
West Virginia University PO Box 1650 Morgantown, WV 26507			SUPPORT WV UNIVERSITY	5,000
WSCGA Junior Golf Foundation PO Box 291869 Columbia, SC 29229			GENERAL SUPPORT	2,500
YMCA of Greenville 721 Cleveland St Greenville, SC 29601			SUPPORT YOUNG MEN'S HEALTH & ATHLETE	2,500
RANCHIO FELIZ CHARITABLE FOUNDATION 6910 East Fifth Avenue Scottsdale, AZ 85251			General Support	2,400
<b>Total</b> . . . . . <b>3a</b>				1,009,000

**TY 2016 Investments Corporate Stock Schedule****Name:** Withington Foundation Inc

c/o Andrew K Rooke

**EIN:** 22-3291812

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
3M COMPANY	76,568	178,570
595CVR986 - CVR ADR MIDATECH PHARMA PLC	163	0
AAPL - APPLE INC COM STK	74,426	324,296
ABBV - ABBVIE INC COM USD0.01	8,683	19,976
ABIOMED INC COM (ABMD)	3,924	4,282
ABT - ABBOTT LAB COM	10,543	9,603
ABT - ABBOTT LAB COM	68,799	60,803
ADBE - ADOBE SYS INC COM	19,396	35,106
ADIDAS AG (ADDYY)	29,756	29,692
ADM - ARCHER-DANIELS-MIDLAND CO COM	37,932	43,504
ADP - AUTOMATIC DATA PROCESSING INC COM	7,758	16,856
AIR PRODUCTS & CHEM	36,576	71,910
AIR PRODUCTS AND CHEMICALS, INC., COMMON	10,922	11,074
ALIBABA GROUP HOLDING LTD SPONSORED ADS	51,591	55,232
ALIGN TECHNOLOGY INC COM (ALGN)	9,602	13,458
ALL - ALLSTATE CORP COM	18,626	43,731
ALLERGAN PLC	72,000	105,005
ALLERGAN PLC. COM STK (AGN)	19,252	17,851
ALPHABET INC CAP STK CL A CAP STK CL A	16,062	41,207
ALPHABET INC CAP STK CL C CAP STK CL C	16,732	41,678
ALPHABET INC SHS CL A	54,938	118,868
ALPHABET INC SHS CL C	54,762	115,773
ALXN - ALEXION PHARMACEUTICALS INC COM	19,755	26,183
AMER EXPRESS COMPANY	27,950	37,040
AMERICAN INTERNATIONAL	34,986	65,310
AMETEK INC NEW COM (AME)	11,461	11,324
AMGEN INC COMMON STOCK (AMGN)	18,694	15,937
AMZN - AMAZON COM INC COM	8,452	101,232
ANADARKO PETE CORP	51,919	48,811
APPLE INC	24,396	75,515

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
AT&T INC	31,621	42,530
BAXTER INTERNTL INC	14,513	22,170
BBT - BB&T CORP COM	78,606	94,369
BECTON DICKINSON CO	41,641	82,775
BERKSHIRE HATHAWAYINC	35,937	81,490
BIOMARIN PHARMACEUTICAL INC COM ISIN	16,812	20,130
BK - BANK NEW YORK MELLON CORP COM STK	31,469	46,859
BLACK HILLS CORP	13,490	30,670
BLK - BLACKROCK INC COM STK	20,583	32,346
BLUEBIRD BIO INC COM (BLUE)	2,328	1,974
BMY - BRISTOL MYERS SQUIBB CO COM	25,791	33,661
BOEING CO COM (BA)	16,894	32,693
BOEING COMPANY	32,314	77,840
BOOZ ALLEN HAMILTON HLDG CORP CL A COM	5,714	6,276
BORG WARNER INC COM (BWA)	13,634	14,711
BRANDYWNE RLTY T SBI NEW	26,993	33,020
BRISTOL-MYERS SQUIBB CO	17,763	29,220
BURLINGTON STORES INC COM (BURL)	9,968	13,221
CA INC COM (CA)	38,273	38,664
CACI INTL INC CL A CL A (CACI)	3,076	3,232
CAH - CARDINAL HLTH INC	34,702	37,352
CANADIAN PACIFIC RAILWAY	60,991	57,108
CATERPILLAR INC DEL	27,404	46,370
CCI - CROWN CASTLE INTL CORP NEW COM	27,809	28,808
CELG - CELGENE CORP COM	33,858	115,750
CELGENE CORP COM	37,641	54,403
CHEVRON CORP	44,072	70,620
CITIGROUP INC COM NEW	33,589	53,487
COCA COLA CO COM (KO)	24,362	27,322
COCA COLA COM	30,607	49,752

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
COGNEX CORP COM (CGNX)	5,112	6,108
COGNIZANT TECH SOLUTNS A	6,213	28,015
COHERENT INC COM (COHR)	2,752	4,671
COHERUS BIOSCIENCES INC COM (CHRS)	2,010	3,885
COLGATE PALMOLIVE	31,900	65,440
COMCAST CORP NEW CL A	14,862	27,620
COMERICA, INC., COMMON STOCK, \$5 PAR	4,519	5,449
COMMSCOPE HLDG CO INC COM (COMM)	9,265	13,615
COMMVAULT SYS INC COM STK (CVLT)	6,780	6,476
CONSOLIDATED EDISON INC	20,400	36,840
CONSTELLATION BRANDS INC	10,948	11,038
COP - CONOCOPHILLIPS COM	44,910	47,884
COST - COSTCO WHOLESALE CORP NEW COM	7,016	23,696
CSCO - CISCO SYSTEMS INC	57,695	80,657
CVS - CVS HEALTH CORP COM	31,195	36,930
CVX - CHEVRON CORP COM	38,469	48,492
CXO - CONCHO RES INC COM STK	17,246	20,818
DAVE & BUSTERS ENTMT INC COM (PLAY)	2,961	3,716
DAVITA HEALTHCARE	24,756	38,520
DIAMONDBACK ENERGY INC COM (FANG)	5,031	7,074
DISNEY (WALT) CO COM STK	14,010	52,110
DU PONT E I DE NEMOURS & CO COM STK (DD)	37,180	47,270
DUKE ENERGY CORP NEW	40,263	38,810
DUPONT E I DE NEMOURS	18,795	36,700
DYCOM INDS INC COM (DY)	3,640	4,416
E TRADE FINL CORP FORMERLY E TRADE	11,078	11,469
EASTMAN CHEMICAL CO COM	29,035	30,084
EIX - EDISON INTL COM	27,503	40,602
ELI LILLY & CO	37,442	40,453
EOG RESOURCES INC	25,518	30,330

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
EOG RESOURCES INC COM (EOG)	8,010	7,684
ESRX - EXPRESS SCRIPTS HLDG CO COM	48,947	39,210
EVERSOURCE ENERGY COM	15,010	27,615
EXPEDIA INC DEL COM NEW (EXPE)	9,417	8,609
EXXON MOBIL CORP COM	38,080	90,260
FACEBOOK INC	47,113	57,525
FACTSET RESH SYS INC	30,255	81,715
FASTENAL CO COM (FAST)	22,636	24,946
FB - FACEBOOK INC CL A CL A	14,454	65,809
FEDEX CORP COM (FDX)	22,712	24,206
FEDEX CORP DELAWARE COM	43,801	93,100
FIRST REP BK SAN FRANCISCO CALIF NEW COM	8,053	10,043
FIRST TR EXCHANGE TRADED	165,400	195,584
FIVE9 INC COM (FIVN)	3,749	5,222
FLEETCOR TECHNOLOGIES INC COM (FLT)	17,012	20,237
GATX CORPORATION	24,914	30,790
GE - GENERAL ELECTRIC CO	19,850	28,377
GENERAL ELECTRIC	66,138	94,800
GENERAL MILLS	23,117	43,239
GENESEE & WYO INC CL A CL A (GWR)	9,574	8,954
GENL DYNAMICS CORP COM	27,462	34,532
GOLDMAN SACHS GROUP INC COM (GS)	25,268	35,918
GRUBHUB INC COM (GRUB)	4,383	4,176
HAL - HALLIBURTON CO COM	50,894	69,560
HASBRO INC COM (HAS)	12,769	18,203
HD - HOME DEPOT INC COM	45,755	51,621
HDFC BANK LTD ADR	31,596	30,340
HEALTH CARE SELECT SPDR	60,917	68,940
HEALTHSOUTH CORP COM NEW STK (HLS)	5,715	5,774
HERSHEY COMPANY	53,342	82,744

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
HOME DEPOT INC	55,911	134,080
HONEYWELL INTL INC DEL	11,640	57,925
IDEXX LABS INC COM (IDXX)	13,047	21,460
ILLUMINA INC COM	1,750	7,682
IMAX CORP COMMON STOCK (IMAX)	7,889	7,850
INGERSOLL-RAND PLC	40,069	75,040
INTC - INTEL CORP COM	24,537	41,457
INTER PARFUMS INC COM (IPAR)	5,772	5,764
INTL BUSINESS MACHINES	107,481	165,990
INTL PAPER CO	54,630	106,120
INTRA-CELLULAR THERAPIES INC COM (ITCI)	2,685	1,796
INTUIT INC COM	27,260	28,653
IROBOT CORP COM (IRBT)	5,832	7,306
ISHARES 20+ YEAR	67,438	59,565
ISHARES CORE U.S.	111,647	108,060
ISHARES MSCI EAFE	23,662	23,092
ISHARES MSCI EMERGING	18,583	17,505
ISHARES NASDAQ BIOTECH	53,788	185,766
ISHARES TIPS	115,847	113,170
JACK IN THE BOX INC COM (JACK)	2,835	3,238
JNJ - JOHNSON & JOHNSON COM USD1	0	115,210
JNJ - JOHNSON & JOHNSON COM USD1	57,005	77,075
JPM - JPMORGAN CHASE & CO COM	49,175	63,768
JPMORGAN CHASE & CO	33,413	77,661
K2M GROUP HLDGS INC COM (KTWO)	3,160	4,549
KELLOGG CO	31,012	36,855
KHC - KRAFT HEINZ CO COM	38,934	43,660
KMB - KIMBERLY-CLARK CORP COM	5,614	10,157
KRAFT HEINZ CO COM (KHC)	25,409	42,787
L-3 COMMNCTNS HLDGS	56,760	76,055

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
LAM RESEARCH CORP COM	72,597	105,730
LEAR CORP SHS	46,412	52,948
LEXICON PHARMACEUTICALS INC FORMERLY LE	4,131	3,195
LMT - LOCKHEED MARTIN CORP COM	14,684	29,243
LOW - LOWES COS INC COM	26,573	41,036
LYB - LYONDELLBASELL IND N V COM USD0.01 CL 'A'	17,617	18,786
MA - MASTERCARD INC CL A	7,852	49,767
MAR - MARRIOTT INTL INC NEW COM STK CL A	23,439	33,568
MARATHON OIL CORP COM (MRO)	36,408	23,542
MATCH GROUP INC COM (MTCH)	3,989	3,694
MAXIM INTEGRATED PRODS INC COMMON STOCK	16,375	18,938
MCDONALDS CORP COM	30,415	60,860
MCKESSON CORPORATION COM	29,428	84,270
MDLZ - MONDELEZ INTL INC COM	32,722	44,640
MEAD JOHNSON NUTRTION CO	22,323	35,380
MEDTRONIC PLC COMMON STOCK (MDT)	13,273	12,536
MERCURY SYSTEMS INC (MRCY)	2,716	3,868
METTLER-TOLEDO INTL INC COM (MTD)	5,764	5,860
MFB NORTHERN FDS GLOBAL REAL ESTATE	346,017	375,713
MFB NORTHERN HIGH YIELD FIXED INCOME	513,784	556,166
MFC FLEXSHARES TR MORNINGSTAR GLOBAL	150,732	128,970
MFO DFA INVT DIMENSIONS GROUP INC	100,755	88,445
MFO DFA INVT DIMENSIONS GROUP INC INTL SMALL CAP VALUE PORTFOLIO (DISVX)	523,124	520,315
MFO MFS INSTL INTL EQTY FD (MIEIX)	1,179,983	1,082,174
MICRON TECHNOLOGY, INC., COMMON STOCK,	8,860	14,774
MICROSEMI CORP COM (MSCC)	2,381	3,184
MICROSOFT CORP	20,760	24,856
MIDATECH PHARMA PLC SPONSORED ADR (MTP)	499,437	806
MIDDLEBY CORP COM (MIDD)	12,884	13,525
MIMEDX GROUP INC	27,413	28,086



<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
MINDBODY INC COM CL A COM CL A (MB)	4,975	5,581
MKS INSTRS INC COM (MKSI)	4,696	5,584
MMC - MARSH & MCLENNAN CO'S INC COM	27,736	41,433
MMM - 3M CO COM	29,106	39,107
MNST - MONSTER BEVERAGE CORP NEW COM	22,887	22,480
MO - ALTRIA GROUP INC COM	16,960	32,796
MOBILEYE NV EUR0.01 (MBLY)	25,273	28,895
MRI INTERVENTIONS INC	61,110	6,800
MRK - MERCK & CO INC NEW COM	48,858	58,752
MSFT - MICROSOFT CORP COM	77,438	106,135
NEE - NEXTERA ENERGY INC COM	24,036	34,046
NESTLE S A REP RG SH ADR	39,880	71,740
NEUROCRINE BIOSCIENCES INC COM (NBIX)	1,756	1,393
NEVRO CORP COM (NVRO)	7,294	8,647
NEWFIELD EXPLORATION (NFX)	12,247	10,854
NFLX - NETFLIX INC COM STK	11,192	34,664
NKE - NIKE INC CL B	3,053	11,538
NOC - NORTHROP GRUMMAN CORP COM	20,942	42,562
NORDSTROM, INC., COMMON STOCK, NO PAR	6,972	5,895
NORFOLK SOUTHERN CORP	38,155	54,035
NORWEGIAN CRUISE LINE HLDGS LTD COM	4,274	4,040
NUVASIVE INC COM (NUVA)	7,509	9,632
NVIDIA CORP COM (NVDA)	22,915	55,718
NXP SEMICONDUCTORS N V COM STK (NXPI)	9,382	11,173
OPEN TEXT CORP COM	24,141	24,724
ORACLE CORP \$0.01 DEL	36,454	48,063
ORLY - O REILLY AUTOMOTIVE INC NEW COM USD0.01	14,872	29,790
OWENS CORNING INC	27,245	25,780
OXY - OCCIDENTAL PETROLEUM CORP	68,588	66,743
PALO ALTO NETWORKS INC COM USD0.0001	20,464	17,632

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
PANERA BREAD CO CL A (PNRA)	4,784	4,922
PARKER-HANNIFIN CORP., COMMON STOCK, NO PAR (PH)	16,380	16,100
PARSLEY ENERGY INC CL A CL A (PE)	1,604	2,995
PAYX - PAYCHEX INC COM	21,666	31,962
PCLN - THE PRICELINE GROUP INC	12,372	32,253
PEAPACK-GLADSTONE F CORP	25,806	30,880
PEP - PEPSICO INC COM	35,846	39,341
PEPSICO INC	52,983	73,241
PFE - PFIZER INC COM	67,995	69,150
PIMCO 0-5 YEAR H/Y CORP	49,049	49,930
PM - PHILIP MORRIS INTL COM STK NPV	21,357	24,428
PNC - PNC FINANCIAL SERVICES GROUP COM STK	15,865	21,521
PPL CORPORATION	30,628	64,695
PRICE T ROWE GROUP INC COM (TROW)	20,986	19,643
PROCTER & GAMBLE CO	32,060	84,080
PROOFPOINT INC COM (PFPT)	1,356	1,978
PSA - PUB STORAGE COM	7,823	8,717
PVH CORP COM USD1 (PVH)	3,398	2,888
QCOM - QUALCOMM INC COM	55,334	59,788
QUEST DIAGNOSTICS INC COM (DGX)	30,129	52,015
RADIAN GROUP INC COM (RDN)	6,116	6,383
REALTY INCOME CORP COM (O)	12,581	12,243
RED HAT INC COM (RHT)	11,566	19,865
REGN - REGENERON PHARMACEUTICALS INC COM	32,114	24,962
RINGCENTRAL INC CL A CL A (RNG)	8,501	8,817
ROCHE HLDG LTD SPN ADR	24,615	28,530
ROYAL CARIBBEAN CRUISES COM STK (RCL)	12,809	13,290
RTN - RAYTHEON CO USD0.01	27,411	41,464
S&P GLOBAL INC COM (SPGI)	11,474	13,335
SALESFORCE COM INC	34,299	34,230

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SALESFORCE COM INC COM STK (CRM)	4,955	32,929
SBUX - STARBUCKS CORP COM	19,534	31,702
SCHLUMBERGER LTD	72,506	83,950
SE - SPECTRA ENERGY CORP COM STK	26,040	34,064
SERVICENOW INC COM USD0.001 (NOW)	11,724	14,794
SHIRE PLC ADR (SHPG)	45,739	38,165
SHOPIFY INC SHOPIFY INC (SHOP)	2,835	2,958
SIEMENS AG ADR	51,331	61,210
SIMON PROPERTY GROUP DEL	30,669	110,333
SNYDERS-LANCE INC COM (LNCE)	9,692	10,160
SPDR GOLD TRUST	178,470	164,415
SPDR INDEX SHS FDS	72,425	74,750
SPDR S P BIOTECH	46,091	88,785
SPIRIT AIRLS INC COM (SAVE)	10,083	11,514
SPLUNK INC COMSTK COM USD0.001 (SPLK)	11,952	16,470
SQUARE INC CL A CL A (SQ)	5,943	6,910
STAMPS COM INC COM NEW (STMP)	9,802	11,924
STANLEY BLACK & DECKER	29,870	57,345
STARBUCKS CORP	17,685	55,520
STRATEGIC OIL & GAS LTD COM STK (SOGFF)	0	25,875
STRYKER CORP	44,917	83,867
T - AT&T INC COM	28,394	43,210
TAKE-TWO INTERACTIVE SOFTWARE INC	5,264	5,866
TALLGRASS ENERGY GP CL A	20,992	24,844
TELUS CORP COM	28,454	31,850
TENNECO INC (TEN)	11,553	12,994
TESARO INC COM (TSRO)	6,069	6,590
TEXAS INSTRUMENTS INC COM (TXN)	23,594	28,093
TGT - TARGET CORP COM STK	27,606	24,775
TIME WARNER INC SHS	37,543	48,265

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
TJX - TJX COS INC COM NEW	12,551	19,308
T-MOBILE US INC SHS	32,390	46,008
TRIMBLE INC COM TRIMBLE INC (TRMB)	4,162	5,095
TSLA - TESLA MTRS INC COM	10,804	15,813
TWX - TIME WARNER INC USD0.01	18,338	20,754
U S CONCRETE INC COMMON STOCK (USCR)	5,013	6,419
U S SILICA HLDGS INC (SLCA)	5,700	5,838
UBS E-TRACS ALERIAN MLP	28,435	28,410
UGI CORP NEW	16,300	46,080
ULTA SALON COSMETICS & FRAGRANCE INC	20,427	23,454
ULTRAGENYX PHARMACEUTICAL INC COM (RARE)	2,251	2,531
UNION PACIFIC CORP	38,462	124,416
UNITED PARCEL SVC CL B	104,315	146,166
UNITED TECHS CORP COM	20,200	54,810
UNIVERSAL DISPLAY CORP COM (OLED)	6,642	7,488
URBAN EDGE PROPERTIES	47,647	55,020
VAIL RESORTS INC COM (MTN)	5,684	11,130
VANGUARD INFORMATION	30,675	60,750
VANGUARD TOTAL BOND MKT	410,824	403,950
VANTIV INC COM USD0.00001 A (VNTV)	3,751	4,233
VERIZON COMMUNICATNS COM	35,414	53,380
VIASAT INC COM (VSAT)	3,132	2,847
VISA INC CL A SHRS	54,612	54,614
VISA INC COM CL A STK (V)	52,085	56,955
VOCERA COMMUNICATIONS INC (VCRA)	4,654	5,418
VODAFONE GROUP PLC SHS	30,117	24,430
VTR - VENTAS INC REIT	27,025	28,509
VZ - VERIZON COMMUNICATIONS COM	37,570	42,384
WABASH NATL CORP COM (WNC)	3,008	3,022
WAL-MART STORES INC	45,089	51,840

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WEC ENERGY GROUP INC COM (WEC)	23,030	30,615
WELLCARE HEALTH PLANS INC COM (WCG)	9,166	15,490
WHITING PETE CORP COM STK (WLL)	2,871	2,825
WM - WASTE MGMT INC DEL COM STK	31,262	53,537
WORKDAY INC CL A COM USD0.001 (WDAY)	17,280	17,646
XYLEM INC SHS	94,057	99,040
ZIONS BANCORP COMMON STOCK NO PAR (ZION)	10,160	12,611
ZUMIEZ INC COM (ZUMZ)	2,906	2,644

**TY 2016 Investments - Other Schedule****Name:** Withington Foundation Inc

c/o Andrew K Rooke

**EIN:** 22-3291812

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
ALBEMARLE CORP COM (ALB)	AT COST	18,570	19,282
CHARTER COMMUNICATIONS INC NEW CL A CL A	AT COST	17,166	18,139
ILLINOIS TOOL WKS INC COM (ITW)	AT COST	10,634	11,511

## TY 2016 Other Assets Schedule

**Name:** Withington Foundation Inc  
c/o Andrew K Rooke

**EIN:** 22-3291812

### Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FSP ENERGY TOWER I CORP	79,932	79,932	79,932
ESP PARK TEN DEV CORP	78,203	0	0
HORSECREEK LAND AND MINE	22,800	0	0
BOONE COAL AND TIMBER	7,290	0	0
NB CROSSROADS FUND XVII	214,269	179,697	179,697
HUFF ENERGY FUND	1,673,244	1,641,117	1,641,117
CARDIO VASCULAR INC	479,700	479,700	479,700
MRI INVERVENTIONS	340,412	340,412	340,412
CORMATRIX I LLC	5,601	0	0
CORMATRIX II LLC	12,345	0	0
MLP INVESTMENTS	294,300	284,300	284,300

**TY 2016 Other Decreases Schedule**

**Name:** Withington Foundation Inc  
c/o Andrew K Rooke

**EIN:** 22-3291812

<b>Description</b>	<b>Amount</b>
PRIOR PERIOD ADJUSTMENTS	229,487



**TY 2016 Other Expenses Schedule**

**Name:** Withington Foundation Inc  
c/o Andrew K Rooke

**EIN:** 22-3291812

**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
N/D EXPENSES FROM K-1'S	34	34		0
EXPENSES FROM K-1'S	38,472	38,472		0
BONUSES	2,500	2,500		0
MISCELLANOUS FEES	210	210		0

**TY 2016 Other Income Schedule**

**Name:** Withington Foundation Inc  
c/o Andrew K Rooke  
**EIN:** 22-3291812

**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
1231 LOSS FROM K-1'S	101	101	101
OTHER INCOME FROM K-1'S	483	483	483
NON DIVIDEND DISTRIBUTIONS	6,327	6,327	6,327
ORDINARY GAIN FROM PTP SALES	425	425	425
Other Income	1,875	1,875	1,875
ORDINARY INCOME/(LOSS) FROM K-1	-18,340	-18,340	-18,340
NET RENTAL REAL ESTATE INCOME/(LOSS) FROM K-1'S	7	7	7
Royalty Income from K-1s	8	8	8

**TY 2016 Other Professional Fees Schedule**

**Name:** Withington Foundation Inc  
c/o Andrew K Rooke

**EIN:** 22-3291812

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
PORTFOLIO MANAGEMENT FEES	168,393	168,393		0
LEGAL FEES	0	0		0
Accounting Fees	17,184	17,184		0

**TY 2016 Taxes Schedule**

**Name:** Withington Foundation Inc  
c/o Andrew K Rooke

**EIN:** 22-3291812

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FOREIGN TAXES PAID	5,255	5,255		0
FOREIGN TAXES PAID FROM K-1'S	137	137		0
EXCISE TAX	12,252	0		0