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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation SMITH, RICHARD DECD T W		A Employer identification number 23-2175124
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N A Trust Tax Dept - 100 N Main St MAC D4001-117		
City or town, state or province, country, and ZIP or foreign postal code		
Winston Salem NC 27101-3818		
Foreign country name	Foreign province/state/county	Foreign postal code
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,910,136	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
		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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	33,300	32,059		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	39,034			
	b Gross sales price for all assets on line 6a 566,749				
	7 Capital gain net income (from Part IV, line 2)		39,034		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	72,334	71,093	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	28,332	25,499		2,833
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	847			847
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	331	331		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	29,510	25,830	0	3,680
	25 Contributions, gifts, grants paid	75,000			75,000
26 Total expenses and disbursements. Add lines 24 and 25	104,510	25,830	0	78,680	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-32,176				
b Net investment income (if negative, enter -0-)		45,263			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see Instructions.

Form 990-PF (2016)

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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	71,826	95,948	95,948
	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 ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,713,011	1,654,981	1,814,188
	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)	1,784,837	1,750,929	1,910,136
	17 Accounts payable and accrued expenses			
Net Assets or Fund Balances	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)	0	0	
	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	1,784,837	1,750,929	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,784,837	1,750,929	
	31 Total liabilities and net assets/fund balances (see instructions)	1,784,837	1,750,929	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,784,837
2	Enter amount from Part I, line 27a	2	-32,176
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	733
4	Add lines 1, 2, and 3	4	1,753,394
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,465
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,750,929

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	39,034
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	0

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	81,276	1,988,497	0.040873
2014	83,662	2,072,486	0.040368
2013	92,708	1,988,351	0.046626
2012	102,677	1,888,957	0.054356
2011	98,274	1,950,203	0.050392

2 Total of line 1, column (d)	2	0.232615
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	0.046523
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,860,785
5 Multiply line 4 by line 3	5	86,569
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	453
7 Add lines 5 and 6	7	87,022
8 Enter qualifying distributions from Part XII, line 4 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	8	78,680

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1		905
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3		905
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		905
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,010	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		1,010
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		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		105
11	Enter the amount of line 10 to be Credited to 2017 estimated tax Refunded	11	105	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ (2) On foundation managers ▶ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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

Website address **► N/A**

14 The books are in care of **► WELLS FARGO BANK N A** Telephone no. **► 888-730-4933**
 Located at **► 100 N Main St MAC D4001-117 Winston Salem NC** ZIP+4 **► 27101-3818**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here **►** ☐
 and enter the amount of tax-exempt interest received or accrued during the year **► 15 N/A**

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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country **►**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ No	
If "Yes," list the years ► 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016</i>)	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)? ☐ Yes ☒ No
- 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) N/A
- 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? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No

5b	N/A	
6b		X
7b	N/A	

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
Wells Fargo Bank, N A 100 N Main St MAC D4000-117 Winston Salem, NC 27	Trustee SEE ATTACHED	28,332		

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				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	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	▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,828,902
b	Average of monthly cash balances	1b	60,220
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,889,122
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,889,122
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	28,337
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,860,785
6	Minimum investment return. Enter 5% of line 5	6	93,039

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	93,039
2a	Tax on investment income for 2016 from Part VI, line 5	2a	905
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	905
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	92,134
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	92,134
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	92,134

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	78,680
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	78,680
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	78,680

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				92,134
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011	4,495			
b From 2012	9,746			
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	14,241			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 78,680				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				78,680
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	13,454			13,454
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	787			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	787			
10 Analysis of line 9				
a Excess from 2012	787			
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

N/A

- 4942(j)(5)

- (4) Gross investment income**

[illegible]

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)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	75,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SMITH PLAYGROUND & PLAYHOUSE

Street

3500 RESERVOIR DR

City

PHILADELPHIA

State

PA

Zip Code

19121

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

75,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Short Term CG Distributions												
										34,652		0												
Description										CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
1	EATON VANCE GLOBAL MAC									271923728	X				10/27/2015	1/20/2016	1,475	1,511						-36
2	FID ADV EMER MKTS INC CI									315920702	X				7/23/2015	1/20/2016	2,023	2,849						-226
3	JP MORGAN MID CAP VALUE									339128100	X				7/23/2015	4/20/2016	5,468	5,695						-337
4	JP MORGAN MID CAP VALUE									339128100	X				7/23/2015	8/24/2016	2,165	2,202						-37
5	JP MORGAN MID CAP VALUE									339128100	X				6/18/2014	8/24/2016	1,603	1,623						-20
6	HARBOR CAPITAL APCRTION									411511504	X				7/23/2015	4/20/2016	11,253	12,842						-1,589
7	HARBOR CAPITAL APCRTION									411511504	X				8/28/2015	4/20/2016	7,967	8,528						-561
8	HARBOR CAPITAL APCRTION									411511504	X				8/28/2015	10/3/2016	2,085	2,126						0
9	MFS VALUE FUND-CLASS I 4									552938394	X				7/23/2015	4/20/2016	29,756	30,761						-1,005
10	MERGER FUND-INSTR #301									595950207	X				2/11/2013	1/20/2016	1,043	1,102						-59
11	MET WEST TOTAL RETURN F									592905509	X				1/22/2015	1/20/2016	8,186	8,415						-228
12	MET WEST TOTAL RETURN F									592905509	X				1/22/2015	8/24/2016	18,938	18,887						52
13	ASG GLOBAL ALTERNATIVES									638721885	X				7/12/2013	1/20/2016	2,384	2,680						-296
14	ASG GLOBAL ALTERNATIVES									638721885	X				7/12/2013	8/24/2016	15,834	16,618						-784
15	NEUBERGER BERMAN LONG									841268608	X				1/22/2015	1/20/2016	1,633	1,779						-146
16	NEUBERGER BERMAN LONG									841268608	X				6/18/2014	8/24/2016	12,445	12,552						-107
17	OPPENHEIMER DEVELOPING									683974604	X				2/11/2014	4/20/2016	11,372	13,059						-1,687
18	OPPENHEIMER DEVELOPING									683974604	X				2/11/2014	8/24/2016	12,178	13,214						-1,036
19	OPPENHEIMER DEVELOPING									683974604	X				1/3/2014	8/24/2016	51,772	56,806						-5,034
20	OPPENHEIMER DEVELOPING									683974604	X				5/25/2011	8/24/2016	3,979	3,160						-819
21	BOSTON F LNSHRT RES-IN									749250381	X				7/12/2013	8/24/2016	6,132	5,391						761
22	T T ROWE PRICE SHORT TERM									77957P105	X				6/10/2015	1/20/2016	2,704	2,726						-22
23	T T ROWE PRICE SHORT TERM									77957P105	X				10/11/2013	4/20/2016	1,473	1,490						-17
24	T T ROWE PRICE SHORT TERM									77957P105	X				6/10/2015	4/20/2016	20,396	20,460						-64
25	T T ROWE PRICE SHORT TERM									77957P105	X				11/13/2015	4/20/2016	3,008	3,005						3
26	T T ROWE PRICE REAL ESTAT									779919109	X				12/24/2015	4/20/2016	1,121	1,086						35
27	SPDR DJ WILSHIRE INTERNA									78463X863	X				7/10/2013	1/20/2016	282	322						-40
28	SPDR DJ WILSHIRE INTERNA									78463X863	X				1/21/2014	1/20/2016	3,062	3,553						-491
29	SPDR DJ WILSHIRE INTERNA									78463X863	X				5/23/2011	1/20/2016	19,639	22,122						-2,483

Part I, Line 16b (990-PF) - Accounting Fees

		847	0	0	847
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	847			847

Part I, Line 18 (990-PF) - Taxes

		331	331	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	331	331		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	ARTISAN INTERNATIONAL FD I 662		0	49,254	61,925
3	MERGER FUND-INST #301		0	34,422	34,385
4	ARTISAN MID CAP FUND-INSTL 1333		0	80,066	77,582
5	MET WEST TOTAL RETURN BOND CL I 51		0	131,359	127,084
6	FID ADV EMER MKTS INC- CL I 607		0	112,040	112,638
7	T ROWE PRICE REAL ESTATE FD 122		0	35,760	37,182
8	EATON VANCE GLOBAL MACRO - I		0	58,810	58,216
9	DODGE & COX INT'L STOCK FD 1048		0	36,711	68,358
10	AMER CENT SMALL CAP GRWTH INST 338		0	61,571	61,168
11	MFS VALUE FUND-CLASS I 893		0	187,318	235,039
12	JP MORGAN MID CAP VALUE-I 758		0	62,891	85,761
13	STERLING CAPITAL STRATTON SMALL CA		0	57,941	62,325
14	ASG GLOBAL ALTERNATIVES-Y 1993		0	38,942	35,578
15	VANGUARD REIT VIPER		0	16,259	27,317
16	AQR MANAGED FUTURES STR-I		0	58,342	53,537
17	VANGUARD INFLAT-PROT SECS-ADM 511		0	9,123	8,802
18	JPMORGAN HIGH YIELD FUND SS 3580		0	83,311	82,761
19	T ROWE PRICE INST FLOAT RATE 170		0	34,506	34,451
20	OPPENHEIMER DEVELOPING MKT-I 799		0	77,308	75,213
21	INV BALANCE RISK COMM STR-Y 8611		0	19,530	19,246
22	BLACKROCK GL L/S CREDIT-INS #1833		0	70,296	69,440
23	SPDR DJ WILSHIRE INTERNATIONAL REA		0	25,573	25,328
24	ROBECO BP LNG/SHRT RES-INS		0	12,811	14,871
25	NEUBERGER BERMAN LONG SH-INS #183		0	34,443	34,500
26	CREDIT SUISSE COMM RT ST-CO 2156		0	24,207	20,002
27	DODGE & COX INCOME FD COM 147		0	69,913	73,908
28	HARBOR CAPITAL APRCTION-INST 2012		0	172,274	217,571

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	CTF INCOME TIMING DIFFERENCE	1	568
2	FEDERAL EXCISE TAX REFUND	2	165
3	Total	3	733

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	413
2	CTF INCOME TIMING DIFFERENCE	2	1,186
3	PY RETURN OF CAPITAL ADJUSTMENT	3	866
4	Total	4	2,465

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions													Amount	
Short Term CG Distributions													34,652	0
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses	
1 EATON VANCE GLOBAL MAC	277923728		10/27/2015	12/02/2016	1,475		0	1,511	-36	0	0	0	-36	
2 FID ADV EMER MKTS INC-CL	315920702		7/23/2015	12/02/2016	2,623		0	2,849	-226	0	0	0	-226	
3 JP MORGAN MID CAP VALUE	339128100		7/23/2015	4/20/2016	5,468		0	5,805	-337	0	0	0	-337	
4 JP MORGAN MID CAP VALUE	339128100		7/23/2015	8/24/2016	2,165		0	2,202	-37	0	0	0	-37	
5 JP MORGAN MID CAP VALUE	339128100		6/18/2014	8/24/2016	1,603		0	1,623	-20	0	0	0	-20	
6 HARBOR CAPITAL APRCION	411511504		7/23/2015	4/20/2016	11,253		0	12,842	-1,589	0	0	0	-1,589	
7 HARBOR CAPITAL APRCION	411511504		8/28/2015	4/20/2016	7,967		0	8,528	-561	0	0	0	-561	
8 HARBOR CAPITAL APRCION	411511504		8/28/2015	10/3/2016	2,085		41	2,126	0	0	0	0	0	
9 IMFS VALUE FUND-CLASS I #	552983694		7/23/2015	4/20/2016	29,756		0	30,761	-1,005	0	0	0	-1,005	
10 MERGER FUND-INST #301	589509207		2/11/2013	12/02/2016	1,043		0	1,102	-59	0	0	0	-59	
11 MET WEST TOTAL RETURN B	592905509		1/22/2015	12/02/2016	8,186		0	8,415	-229	0	0	0	-229	
12 MET WEST TOTAL RETURN B	592905509		1/22/2015	8/24/2016	18,939		0	18,887	52	0	0	0	52	
13 ASG GLOBAL ALTERNATIVES	638721885		7/12/2013	12/02/2016	2,384		0	2,680	-296	0	0	0	-296	
14 ASG GLOBAL ALTERNATIVES	638721885		7/12/2013	8/24/2016	15,834		0	16,618	-784	0	0	0	-784	
15 NEUBERGER BERMAN LONG	64128R608		1/22/2015	12/02/2016	1,633		0	1,779	-146	0	0	0	-146	
16 NEUBERGER BERMAN LONG	64128R608		6/18/2014	8/24/2016	12,445		0	12,552	-107	0	0	0	-107	
17 OPPENHEIMER DEVELOPING	683974604		1/23/2014	4/20/2016	11,372		0	13,059	-1,687	0	0	0	-1,687	
18 OPPENHEIMER DEVELOPING	683974604		2/11/2013	8/24/2016	12,178		0	13,214	-1,036	0	0	0	-1,036	
19 OPPENHEIMER DEVELOPING	683974604		1/23/2014	8/24/2016	51,772		0	96,806	-5,034	0	0	0	-5,034	
20 OPPENHEIMER DEVELOPING	683974604		5/25/2011	8/24/2016	2,979		0	3,160	-181	0	0	0	-181	
21 BOSTON P LNSHRT RES-JN	74825X581		7/12/2013	8/24/2016	6,152		0	5,391	761	0	0	0	761	
22 T ROWE PRICE SHORT TERM	77957P105		6/10/2015	12/02/2016	2,704		0	2,726	-22	0	0	0	-22	
23 T ROWE PRICE SHORT TERM	77957P105		10/11/2013	4/20/2016	1,473		0	1,490	-17	0	0	0	-17	
24 T ROWE PRICE SHORT TERM	77957P105		6/10/2015	4/20/2016	20,396		0	20,460	-64	0	0	0	-64	
25 T ROWE PRICE SHORT TERM	77957P105		11/13/2015	4/20/2016	3,098		0	3,005	93	0	0	0	93	
26 T ROWE PRICE REAL ESTAT	779919109		12/24/2015	4/20/2016	1,121		0	1,086	35	0	0	0	35	
27 SPDR DJ WILSHIRE INTERNA	78463X863		7/10/2013	12/02/2016	282		0	322	-40	0	0	0	-40	
28 SPDR DJ WILSHIRE INTERNA	78463X863		1/21/2014	12/02/2016	3,062		0	3,553	-491	0	0	0	-491	
29 SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011	12/02/2016	19,639		0	22,122	-2,483	0	0	0	-2,483	
30 SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011	4/20/2016	4,113		0	3,846	267	0	0	0	267	
31 SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011	8/24/2016	8,038		0	7,453	585	0	0	0	585	
32 SPDR DJ WILSHIRE INTERNA	78463X863		5/23/2011	10/3/2016	10,815		0	10,347	468	0	0	0	468	
33 STERLING CAPITAL STRATT	85917K546		7/23/2015	4/20/2016	2,784		0	2,913	-119	0	0	0	-119	
34 STERLING CAPITAL STRATT	85917K546		7/23/2015	5/11/2016	4,426		0	4,615	-189	0	0	0	-189	
35 STERLING CAPITAL STRATT	85917K546		6/18/2014	5/11/2016	15,341		0	16,684	-1,343	0	0	0	-1,343	
36 VANGUARD REIT VIPER	922908553		7/21/2015	12/02/2016	4,912		0	5,230	-318	0	0	0	-318	
37 VANGUARD REIT VIPER	922908553		12/17/2010	12/02/2016	293		0	196	97	0	0	0	97	
38 VANGUARD REIT VIPER	922908553		12/17/2010	4/20/2016	2,412		0	1,417	995	0	0	0	995	
39 VANGUARD REIT VIPER	922908553		12/17/2010	8/24/2016	24,046		0	13,239	10,807	0	0	0	10,807	
40 VANGUARD REIT VIPER	922908553		12/17/2010	10/3/2016	26,071		0	14,796	11,275	0	0	0	11,275	
41 AQR MANAGED FUTURES ST	00203H859		7/12/2013	12/02/2016	1,496		0	1,415	81	0	0	0	81	
42 AMER CENT SMALL CAP GRV	025083320		7/23/2015	5/11/2016	18,903		0	23,422	-4,619	0	0	0	-4,619	
43 ARTISAN INTERNATIONAL FD	04314H402		1/22/2016	5/11/2016	3,777		0	3,580	197	0	0	0	197	
44 ARTISAN INTERNATIONAL FD	04314H402		8/24/2011	5/11/2016	6,171		0	4,539	1,632	0	0	0	1,632	
45 ARTISAN INTERNATIONAL FD	04314H402		8/24/2011	8/24/2016	27,445		0	19,980	7,465	0	0	0	7,465	
46 ARTISAN MID CAP FUND-INS	04314H600		6/18/2014	8/24/2016	6,147		0	7,083	-936	0	0	0	-936	
47 BLACKROCK GL US CREDIT	091936732		10/27/2015	12/02/2016	1,518		0	1,633	-115	0	0	0	-115	
48 CREDIT SUISSE COMM RET	22544R305		10/20/2011	8/24/2016	4,280		0	7,278	-2,998	0	0	0	-2,998	
49 CREDIT SUISSE COMM RET	22544R305		5/10/2012	8/24/2016	3,305		0	5,304	-1,999	0	0	0	-1,999	
50 CREDIT SUISSE COMM RET	22544R305		2/11/2013	8/24/2016	2,375		0	3,927	-1,552	0	0	0	-1,552	
51 CREDIT SUISSE COMM RET	22544R305		7/12/2013	8/24/2016	7,246		0	10,847	-3,601	0	0	0	-3,601	
52 CREDIT SUISSE COMM RET	22544R305		7/23/2014	4/20/2016	3,107		0	4,563	-1,456	0	0	0	-1,456	
53 DODGE & COX INTL STOCK	256206103		1/13/2015	8/24/2016	5,361		0	5,574	-213	0	0	0	-213	
54 DODGE & COX INTL STOCK	256206103		1/13/2015	5/11/2016	66		0	72	-6	0	0	0	-6	
55 DODGE & COX INTL STOCK	256206103		12/22/2016	5/11/2016	5,132		0	4,820	312	0	0	0	312	
56 DODGE & COX INTL STOCK	256206103		10/20/2011	8/24/2016	33,440		0	26,696	6,744	0	0	0	6,744	
57 DODGE & COX INTL STOCK	256206103		1/22/2016	8/24/2016	1,961		0	1,681	280	0	0	0	280	
58 DODGE & COX INCOME FD C	256210105		1/22/2015	12/02/2016	5,324		0	5,578	-254	0	0	0	-254	
59 DODGE & COX INCOME FD C	256210105		4/24/2014	8/24/2016	956		0	945	11	0	0	0	11	
60 DODGE & COX INCOME FD C	256210105		7/23/2015	8/24/2016	22,625		0	22,106	519	0	0	0	519	
61 DODGE & COX INCOME FD C	256210105		5/15/2014	8/24/2016	1,769		0	1,759	10	0	0	0	10	
62 DODGE & COX INCOME FD C	256210105		7/23/2015	12/02/2016	1,939		0	1,998	-59	0	0	0	-59	
63 DODGE & COX INCOME FD C	256210105		10/11/2013	8/24/2016	1,875		0	1,816	59	0	0	0	59	
64 DODGE & COX INCOME FD C	256210105		4/24/2014	4/20/2016	1,721		27	1,747	-26	0	0	0	-26	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

1	Wells Fargo Bank N A Trust Tax D	Check "X" if Business	100 N Main St MAC D4000-117	City	Winston Salem	State	NC	Zip Code	27101-3818	Foreign Country		Title	TRUSTEE	Avg Hrs Per Week	SEE ATTAC	Compensation	28,332	Benefits	0	Expense Account	0
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Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	1,010
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	1,010

Supplemental Information:

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

Wells Fargo Bank N.A
100 N Main Street Mac 4001-117
Winston-Salem, NC 27101-3818

The compensation reported in column (c) is calculated based on periodic market values and/or the applicable fee agreement. It is not determined solely on an hourly basis. Corporate Trustee services include, but are not limited to, administrative services such as fiduciary accounting, custody of assets, complying with tax filing requirements, complying with distribution provisions, and complying with federal and state laws applicable to private foundations, plus asset management services such as creating asset allocation strategies, investment reporting and reallocating and rebalancing of portfolios as necessary.