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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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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 BARTLETT FDN			A Employer identification number 23-6567275	
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 100 N Main St MAC D4001-117			Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Winston Salem NC 27101-3818			B Telephone number (see instructions) (888) 730-4933	
Foreign country name Foreign province/state/county Foreign postal code			C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,990,875			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____				

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	39,232	37,912		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	62,664			
	b Gross sales price for all assets on line 6a 639,686				
	7 Capital gain net income (from Part IV, line 2)		62,664		
	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 revenue from lines 1 through 11	101,896	100,576	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	29,943	22,458		7,485
	14 Other employee salaries and wages				
	15 Pension plans and employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	847			847
	c Other professional fees (attach schedule)	2,003			2,003
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	288	288		
	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	33,081	22,746	0	10,335
	25 Contributions, gifts, grants paid	85,400			85,400
26 Total expenses and disbursements. Add lines 24 and 25	118,481	22,746	0	95,735	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-16,585				
b Net investment income (if negative, enter -0-)		77,830			
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	83,890	64,463	64,463
	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)	1,775,015	1,777,363	1,926,412
	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)	1,858,905	1,841,826	1,990,875
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	1,858,905	1,841,826	
	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)	1,858,905	1,841,826	
	31 Total liabilities and net assets/fund balances (see instructions)	1,858,905	1,841,826	

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	1,858,905
2 Enter amount from Part I, line 27a	2	-16,585
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,256
4 Add lines 1, 2, and 3	4	1,844,576
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,750
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,841,826

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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) 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	62,664
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	99,199	2,100,605	0.047224
2014	84,789	2,167,198	0.039124
2013	91,926	2,107,064	0.043628
2012	93,391	1,973,956	0.047312
2011	79,089	1,936,163	0.040848

2	Total of line 1, column (d)	2	0.218136
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	0.043627
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,972,607
5	Multiply line 4 by line 3	5	86,059
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	778
7	Add lines 5 and 6	7	86,837
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	95,735

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	778	
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	778	
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	778	
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	466	
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	466	
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	312	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)

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

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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b N/A
	Organizations relying on a current notice regarding disaster assistance check here		☒	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes	☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b 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 D4001-117 Winston Salem, NC 27	Trustee SEE ATTACHED	29,943		

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	1,935,353
b	Average of monthly cash balances	1b	67,294
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,002,647
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	2,002,647
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	30,040
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,972,607
6	Minimum investment return. Enter 5% of line 5	6	98,630

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	98,630
2a	Tax on investment income for 2016 from Part VI, line 5	2a	778
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	778
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	97,852
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	97,852
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	97,852

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	95,735
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	95,735
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	778
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	94,957

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				97,852
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			60,592	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 95,735				
a Applied to 2015, but not more than line 2a			60,592	
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				35,143
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				62,709
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

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

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

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			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			3a	85,400
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

GOOD SHEPHERD REHABILITATION NETWORK

Street

850 S 5th St

City

Allentown

State

PA

Zip Code

18103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

SPECIAL OLYMPICS PENNSYLVANIA INC

Street

2570 Boulevard of the Generals

City

Norristown

State

PA

Zip Code

19403

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

REIKICATS HAVEN

Street

661 RIDGE RD

City

Shoemakersville

State

PA

Zip Code

19555

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

Name

MAKE A WISH FOUNDATION OF GREATER PENNSYLVANIA & WEST VIRGINIA

Street

707 Grant Street

City

Pittsburgh

State

PA

Zip Code

15219

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,900

Name

AARON'S ACRES

Street

1861 Charter Ln

City

Lancaster

State

PA

Zip Code

17601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,000

Name

READING SYMPHONY ORCHESTRA

Street

147 N 5th St

City

Reading

State

PA

Zip Code

19601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,500

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

Recipient(s) paid during the year

Name

HUMANE PENNSYLVANIA

Street

1801 N 11th St

City

Reading

State

PA

Zip Code

19601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

CHILDRENS HOME OF READING

Street

1010 Centre Ave

City

Reading

State

PA

Zip Code

19601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

HCSC BLOOD CENTER

Street

1465 Valley Center Pkwy

City

Bethlehem

State

PA

Zip Code

18017

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

ANIMAL RESCUE LEAGUE OF BERKS COUNTY

Street

58 Kennel Rd

City

Birdsboro

State

PA

Zip Code

19508

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

Name

MEALS ON WHEELS OF NORTH HAMPTON

Street

4240 Fritch Dr, Bethlehem

City

Bethlehem

State

PA

Zip Code

18020

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

THE SALVATION ARMY

Street

701 North Broad Street

City

Philadelphia

State

PA

Zip Code

19123

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

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

Recipient(s) paid during the year

Name

BERKS ENCORE

Street

40 N 9th St

City

Reading

State

PA

Zip Code

19601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

REIKICATS HAVEN

Street

661 RIDGE RD

City

Shoemakersville

State

PA

Zip Code

19555

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,500

Name

AMERICAN NATIONAL RED CROSS

Street

2221 Chestnut St

City

Philadelphia

State

PA

Zip Code

19103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

DIAKON CHILD FAMILY & COMMUNITY

Street

1S Home Ave

City

Topton

State

PA

Zip Code

19562

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

ISRAEL GUIDE DOG CENTER FOR THE BLIND

Street

968 Easton Rd -Suite H

City

Warrington

State

PA

Zip Code

18976

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

MANY RIVERS LEARNING CENTER

Street

950 Weiser St

City

Reading

State

PA

Zip Code

19601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

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

Long Term CG Distributions Short Term CG Distributions	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	Capital Gains/Losses Other sales	Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments			Net Gain or Loss	
Amount		32,428	0										639,686	0	577,022	0	62,664	0	0
1	ARTISAN INTERNATIONAL FUND	04314H402	X				8/4/2008	8/23/2016	30,459				20,143					10,316	
2	ARTISAN MID CAP FUND-INS	04314H600	X				7/22/2015	8/23/2016	6,749				7,728					-979	
3	ARTISAN MID CAP FUND-INS	04314H600	X				1/22/2015	8/23/2016	4,299				4,606					-307	
4	BLACKROCK GL US CREDIT	091936732	X				1/22/2015	1/20/2016	1,122				1,206					-84	
5	CREDIT SUISSE COMM RET	22544R305	X				12/30/2011	8/23/2016	4,775				7,859					-3,084	
6	CREDIT SUISSE COMM RET	22544R305	X				5/10/2012	8/23/2016	3,971				6,296					-2,325	
7	CREDIT SUISSE COMM RET	22544R305	X				7/12/2013	8/23/2016	9,266				13,748					-4,482	
8	CREDIT SUISSE COMM RET	22544R305	X				1/23/2014	8/23/2016	5,488				7,959					-2,471	
9	DODGE & COX INTL STOCK	256206103	X				11/10/2015	4/20/2016	3,919				4,175					-256	
10	DODGE & COX INTL STOCK	256206103	X				10/24/2011	4/20/2016	887				784					123	
11	DODGE & COX INTL STOCK	256206103	X				10/24/2011	5/11/2016	5,885				5,383					512	
12	DODGE & COX INTL STOCK	256206103	X				10/24/2011	8/23/2016	2,814				2,345					469	
13	DODGE & COX INTL STOCK	256206103	X				11/23/2011	8/23/2016	32,811				24,100					8,711	
14	DODGE & COX INTL STOCK	256206103	X				12/30/2011	8/23/2016	1,534				1,173					361	
15	DODGE & COX INCOME FDC	256210105	X				7/22/2015	1/20/2016	8,450				6,757					-304	
16	DODGE & COX INCOME FDC	256210105	X				9/26/2015	1/20/2016	27				28					-1	
17	DODGE & COX INCOME FDC	256210105	X				7/24/2015	1/20/2016	8,645				9,900					-255	
18	DODGE & COX INCOME FDC	256210105	X				12/23/2014	4/20/2016	68				70					2	
19	DODGE & COX INCOME FDC	256210105	X				1/11/2015	4/20/2016	4,146				4,235					89	
20	AOR MANAGED FUTURES ST	00203H859	X				10/24/2014	1/20/2016	1,377				1,330					47	
21	AMER CENT SMALL CAP GRV	025083320	X				7/24/2015	5/11/2016	19,881				24,484					-4,603	
22	ARTISAN INTERNATIONAL FUND	04314H402	X				11/10/2015	5/11/2016	2,495				2,604					-109	
23	ARTISAN INTERNATIONAL FUND	04314H402	X				1/22/2016	5/11/2016	2,178				2,084					114	
24	ARTISAN INTERNATIONAL FUND	04314H402	X				8/4/2009	5/11/2016	5,162				3,468					1,697	
25	J.P. MORGAN MID CAP VALUE	339128100	X				1/22/2015	8/23/2016	1,959				1,950					9	
26	J.P. MORGAN MID CAP VALUE	339128100	X				7/24/2015	8/23/2016	2,232				2,241					-9	
27	J.P. MORGAN MID CAP VALUE	339128100	X				4/24/2014	8/23/2016	488				452					36	
28	HARBOR CAPITAL APRTION	411511504	X				8/28/2015	4/20/2016	21,031				22,511					-1,480	
29	MFS VALUE FUND-CLASS I #	552983694	X				7/24/2015	4/20/2016	13,338				13,635					-297	
30	J.P. MORGAN MID CAP VALUE	339128100	X				7/24/2015	4/20/2016	5,575				5,868					-291	
31	MFS VALUE FUND-CLASS I #	552983694	X				6/20/2014	4/20/2016	16,972				17,148					-176	
32	MET WEST TOTAL RETURN F	592905509	X				1/22/2015	1/20/2016	17,291				17,776					-485	
33	J.P. MORGAN MID CAP VALUE	339128100	X				6/20/2014	8/23/2016	3,914				3,962					-48	
34	ASS GLOBAL ALTERNATIVES	638721885	X				7/12/2013	1/20/2016	1,279				1,438					-159	
35	NEUBERGER BERMAN LONG	64128P608	X				8/20/2014	1/20/2016	1,822				1,991					-169	
36	NEUBERGER BERMAN LONG	64128P608	X				8/20/2014	8/23/2016	19,430				19,626					-196	
37	OPPENHEIMER DEVELOPING	663974604	X				7/24/2015	4/20/2016	7,908				8,491					-583	
38	OPPENHEIMER DEVELOPING	663974604	X				1/23/2014	8/23/2016	6,236				6,801					-565	
39	OPPENHEIMER DEVELOPING	663974604	X				7/24/2015	8/23/2016	29,351				29,936					-585	
40	OPPENHEIMER DEVELOPING	663974604	X				8/3/2012	8/23/2016	1,430				1,380					50	
41	T. ROWE PRICE SHORT TERM	77957P105	X				6/10/2015	1/20/2016	6,109				6,151					-42	
42	T. ROWE PRICE SHORT TERM	77957P105	X				7/12/2013	4/20/2016	10,945				11,072					-127	
43	T. ROWE PRICE SHORT TERM	77957P105	X				10/11/2013	4/20/2016	11,638				11,771					-133	
44	T. ROWE PRICE SHORT TERM	77957P105	X				6/10/2015	4/20/2016	30,305				30,400					-95	
45	T. ROWE PRICE REAL ESTATE	77957P109	X				12/28/2015	8/23/2016	2,632				2,424					208	
46	MET WEST TOTAL RETURN F	592905509	X				12/22/2015	8/23/2016	25,689				25,619					70	
47	DODGE & COX INCOME FDC	256210105	X				12/19/2014	8/23/2016	466				460					6	
48	DODGE & COX INCOME FDC	256210105	X				3/28/2014	8/23/2016	468				460					8	
49	DODGE & COX INCOME FDC	256210105	X				11/11/2015	8/23/2016	2,699				2,682					17	
50	DODGE & COX INCOME FDC	256210105	X				12/14/2014	8/23/2016	171				168					3	
51	DODGE & COX INCOME FDC	256210105	X				11/25/2014	8/23/2016	70				89					19	
52	DODGE & COX INCOME FDC	256210105	X				2/12/2015	8/23/2016	4,091				4,091					0	
53	DODGE & COX INCOME FDC	256210105	X				7/24/2015	8/23/2016	38,448				37,537					909	
54	EATON VANCE GLOBAL MAC	279232728	X				10/27/2015	1/20/2016	1,359				1,392					-33	
55	FID ADV EMER MKTS INC. CI	315820702	X				7/24/2015	1/20/2016	2,201				2,386					-185	
56	SPDR DJ WILSHIRE INTERNA	78463X863	X				7/10/2013	1/20/2016	352				403					-51	
57	SPDR DJ WILSHIRE INTERNA	78463X863	X				12/12/2014	1/20/2016	352				408					-56	
58	SPDR DJ WILSHIRE INTERNA	78463X863	X				10/22/2014	1/20/2016	563				685					-102	
59	SPDR DJ WILSHIRE INTERNA	78463X863	X				7/22/2015	1/20/2016	9,292				11,229					-1,937	
60	SPDR DJ WILSHIRE INTERNA	78463X863	X				2/10/2012	1/20/2016	5,279				5,314					-35	
61	SPDR DJ WILSHIRE INTERNA	78463X863	X				2/10/2012	4/20/2016	4,240				3,543					697	
62	SPDR DJ WILSHIRE INTERNA	78463X863	X				10/20/2011	4/20/2016	1,060				848					-212	
63	SPDR DJ WILSHIRE INTERNA	78463X863	X				10/20/2011	8/23/2016	15,123				11,940					3,183	
64	SPDR DJ WILSHIRE INTERNA	78463X863	X				11/21/2011	8/23/2016	3,050				2,273					777	
65	SPDR DJ WILSHIRE INTERNA	78463X863	X				11/21/2011	10/3/2016	11,105				9,501					1,604	
66	STERLING CAPITAL STRATTC	65917K548	X				9/20/2014	4/20/2016	2,293				2,501					-208	
67	STERLING CAPITAL STRATTC	65917K548	X				6/20/2014	5/11/2016	20,555				22,432					-1,877	
68	VANGUARD REIT VIPER	922908553	X				7/22/2015	1/20/2016	5,059				5,398					-339	
69	VANGUARD REIT VIPER	922908553	X				7/22/2015	4/20/2016	2,745				2,574					171	
70	VANGUARD REIT VIPER	922908553	X				12/28/2011	8/23/2016	18,729				11,485					7,244	
71	VANGUARD REIT VIPER	922908553	X				7/22/2015	8/23/2016	8,740				7,823					917	
72	VANGUARD REIT VIPER	922908553	X				11/21/2011	8/23/2016	18,996				10,650					8,346	

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

		Amount	Totals									
		32,426	Capital Gains/Losses									
		0	Other sales									

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 16c (990-PF) - Other Professional Fees

		2,003	0	0	2,003
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMIN FEES	2,003			2,003

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

		288	288	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	288	288		

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

rt II, Line 13 (990-PT) - 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 MID CAP FUND-INSTL 1333		0	73,869	72,775	
3	MET WEST TOTAL RETURN BOND CL I 51		0	248,839	240,371	
4	FID ADV EMER MKTS INC- CL I 607		0	97,285	98,798	
5	T ROWE PRICE REAL ESTATE FD 122		0	55,578	59,127	
6	EATON VANCE GLOBAL MACRO - I		0	62,028	61,494	
7	DODGE & COX INT'L STOCK FD 1048		0	40,764	51,410	
8	AMER CENT SMALL CAP GRWTH INST 336		0	42,532	43,130	
9	MFS VALUE FUND-CLASS I 893		0	180,704	227,131	
10	JP MORGAN MID CAP VALUE-I 758		0	58,293	80,334	
11	STERLING CAPITAL STRATTON SMALL CA		0	39,739	43,751	
12	ASG GLOBAL ALTERNATIVES-Y 1993		0	41,117	37,519	
13	VANGUARD REIT VIPER		0	5,785	9,656	
14	AQR MANAGED FUTURES STR-I		0	62,068	56,329	
15	VANGUARD INFLAT-PROT SECS-ADM 511		0	18,615	17,944	
16	JPMORGAN HIGH YIELD FUND SS 3580		0	87,929	87,314	
17	T ROWE PRICE INST FLOAT RATE 170		0	36,386	36,339	
18	OPPENHEIMER DEVELOPING MKT-I 799		0	54,886	59,281	
19	INV BALANCE RISK COMM STR-Y 8611		0	20,604	20,275	
20	BLACKROCK GL L/S CREDIT-INS #1833		0	74,219	73,315	
21	SPDR DJ WILSHIRE INTERNATIONAL REA		0	23,629	26,880	
22	NEUBERGER BERMAN LONG SH-INS #183		0	51,897	51,857	
23	CREDIT SUISSE COMM RT ST-CO 2156		0	24,102	20,972	
24	FILE CABINETS		0	1	1	
25	DODGE & COX INCOME FD COM 147		0	136,434	144,104	
26	HARBOR CAPITAL APRCION-INST 2012		0	169,627	223,411	
27	ARTISAN INTERNATIONAL FD I 662		0	34,229	46,600	
28	MERGER FUND-INST #301		0	36,204	36,294	

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	789
2	Federal Excise Tax Refund	2	1,467
3	Total	3	2,256

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

1	Cost Basis Adjustment	1	544
2	Mutual Fund Timing Difference	2	1,326
3	PY Return of Capital Adjustment	3	880
4	Total	4	2,750

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

Long Term CG Distributions													Short Term CG Distributions												
Amount													32,426												
0													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	Gain Minus Excess FMV Over Adj. Basis or Losses												
1 ARTISAN INTERNATIONAL FC	04314H402		8/4/2009	8/23/2016	30,459		0	20,143	10,316	0	0	0	10,316												
2 ARTISAN MID CAP FUND-INS	04314H600		6/20/2014	8/23/2016	6,749		0	7,728	-979	0	0	0	-979												
3 ARTISAN MID CAP FUND-INS	04314H600		1/22/2015	8/23/2016	4,299		0	4,606	-307	0	0	0	-307												
4 BLACKROCK GL US CREDIT-	091938732		10/27/2015	1/20/2016	1,122		0	1,208	-84	0	0	0	-84												
5 CREDIT SUISSE COMM RET	22544R305		12/30/2011	8/23/2016	7,859		0	7,859	-3,084	0	0	0	-3,084												
6 CREDIT SUISSE COMM RET	22544R305		5/10/2012	8/23/2016	3,971		0	6,286	-2,325	0	0	0	-2,325												
7 CREDIT SUISSE COMM RET	22544R305		7/12/2013	8/23/2016	9,256		0	13,748	-4,452	0	0	0	-4,452												
8 CREDIT SUISSE COMM RET	22544R305		1/23/2014	8/23/2016	5,486		0	7,959	-2,473	0	0	0	-2,473												
9 DODGE & COX INT'L STOCK	256206103		11/10/2015	4/20/2016	3,919		0	4,175	-256	0	0	0	-256												
10 DODGE & COX INT'L STOCK	256206103		10/24/2011	4/20/2016	887		0	764	123	0	0	0	123												
11 DODGE & COX INT'L STOCK	256206103		10/24/2011	5/11/2016	5,895		0	5,983	-512	0	0	0	-512												
12 DODGE & COX INT'L STOCK	256206103		10/24/2011	8/23/2016	2,814		0	2,345	469	0	0	0	469												
13 DODGE & COX INT'L STOCK	256206103		11/23/2011	8/23/2016	32,811		0	24,100	8,711	0	0	0	8,711												
14 DODGE & COX INT'L STOCK	256206103		12/30/2011	8/23/2016	1,534		0	1,173	361	0	0	0	361												
15 DODGE & COX INCOME FD C	256210105		1/22/2015	1/20/2016	6,450		3	6,757	-304	0	0	0	-304												
16 DODGE & COX INCOME FD C	256210105		3/26/2015	1/20/2016	27		0	28	-1	0	0	0	-1												
17 DODGE & COX INCOME FD C	256210105		7/24/2015	1/20/2016	6,645		0	8,900	-2,255	0	0	0	-2,255												
18 DODGE & COX INCOME FD C	256210105		12/23/2014	4/20/2016	68		2	70	-2	0	0	0	0												
19 DODGE & COX INCOME FD C	256210105		11/1/2015	4/20/2016	4,146		89	4,235	-89	0	0	0	0												
20 AOR MANAGED FUTURES ST	00203H859		10/24/2014	1/20/2016	1,377		0	1,330	47	0	0	0	47												
21 AMER CENT SMALL CAP GRV	025083320		7/24/2015	5/11/2016	19,861		0	24,464	-4,603	0	0	0	-4,603												
22 ARTISAN INTERNATIONAL FC	04314H402		11/10/2015	5/11/2016	2,495		0	2,504	-109	0	0	0	-109												
23 ARTISAN INTERNATIONAL FC	04314H402		1/22/2016	5/11/2016	2,178		0	2,064	114	0	0	0	114												
24 ARTISAN INTERNATIONAL FC	04314H402		8/4/2009	5/11/2016	5,162		0	3,465	1,697	0	0	0	1,697												
25 JP MORGAN MID CAP VALUE	339128100		1/22/2015	8/23/2016	1,959		0	1,950	9	0	0	0	9												
26 JP MORGAN MID CAP VALUE	339128100		7/24/2015	8/23/2016	2,232		0	2,241	-9	0	0	0	-9												
27 JP MORGAN MID CAP VALUE	339128100		4/24/2014	8/23/2016	2,458		0	452	16	0	0	0	16												
28 HARBOR CAPITAL APRCION	4119151504		6/28/2015	4/20/2016	21,031		0	22,511	-1,480	0	0	0	-1,480												
29 MFS VALUE FUND-CLASS #	552983694		7/24/2015	4/20/2016	13,338		0	13,635	-297	0	0	0	-297												
30 JP MORGAN MID CAP VALUE	339128100		7/24/2015	4/20/2016	5,575		0	5,866	-291	0	0	0	-291												
31 MFS VALUE FUND-CLASS #	552983694		6/20/2014	4/20/2016	16,972		0	17,148	-176	0	0	0	-176												
32 MET WEST TOTAL RETURN F	592905509		1/22/2015	1/20/2016	17,291		0	17,776	-485	0	0	0	-485												
33 JP MORGAN MID CAP VALUE	339128100		6/20/2014	8/23/2016	3,914		0	3,962	-48	0	0	0	-48												
34 ASG GLOBAL ALTERNATIVES	638721885		7/12/2013	1/20/2016	1,278		0	1,438	-159	0	0	0	-159												
35 NEUBERGER BERMAN LONG	64128R608		6/20/2014	1/20/2016	1,822		0	1,991	-169	0	0	0	-169												
36 NEUBERGER BERMAN LONG	64128R608		6/20/2014	8/23/2016	18,430		0	19,628	-198	0	0	0	-198												
37 OPPENHEIMER DEVELOPING	683974604		7/24/2015	4/20/2016	7,906		0	8,491	-585	0	0	0	-585												
38 OPPENHEIMER DEVELOPING	683974604		1/23/2014	8/23/2016	6,236		0	6,901	-665	0	0	0	-665												
39 OPPENHEIMER DEVELOPING	683974604		7/24/2015	8/23/2016	29,351		0	29,936	-585	0	0	0	-585												
40 OPPENHEIMER DEVELOPING	683974604		8/3/2012	8/23/2016	1,430		0	1,380	50	0	0	0	50												
41 T ROWE PRICE SHORT TERM	77957P105		6/10/2015	1/20/2016	6,109		0	6,161	-52	0	0	0	-52												
42 T ROWE PRICE SHORT TERM	77957P105		7/19/2015	4/20/2016	10,945		0	11,072	-127	0	0	0	-127												
43 T ROWE PRICE SHORT TERM	77957P105		10/11/2013	4/20/2016	11,636		0	11,771	-135	0	0	0	-135												
44 T ROWE PRICE SHORT TERM	77957P105		6/10/2015	4/20/2016	30,305		0	30,400	-95	0	0	0	-95												
45 T ROWE PRICE REAL ESTAT	779919109		12/28/2015	8/23/2016	2,632		0	2,424	208	0	0	0	208												
46 MET WEST TOTAL RETURN F	592905509		1/22/2015	8/23/2016	25,689		0	25,619	70	0	0	0	70												
47 DODGE & COX INCOME FD C	256210105		12/19/2014	8/23/2016	466		0	460	6	0	0	0	6												
48 DODGE & COX INCOME FD C	256210105		3/26/2014	8/23/2016	468		0	460	8	0	0	0	8												
49 DODGE & COX INCOME FD C	256210105		11/1/2015	8/23/2016	2,689		0	2,682	17	0	0	0	17												
50 DODGE & COX INCOME FD C	256210105		12/14/2014	8/23/2016	171		0	168	3	0	0	0	3												
51 DODGE & COX INCOME FD C	256210105		11/25/2014	8/23/2016	70		0	69	1	0	0	0	1												
52 DODGE & COX INCOME FD C	256210105		2/12/2015	8/23/2016	4,091		0	4,091	0	0	0	0	0												
53 DODGE & COX INCOME FD C	256210105		7/24/2015	8/23/2016	38,446		0	37,537	909	0	0	0	909												
54 EATON VANCE GLOBAL MAC	277923728		10/27/2015	1/20/2016	1,392		0	1,392	-33	0	0	0	-33												
55 FID ADV EMER MKTS INC-CL	315920702		7/14/2013	1/20/2016	2,201		0	2,386	-185	0	0	0	-185												
56 SPDR DJ WILSHIRE INTERNA	78463X863		7/10/2015	1/20/2016	352		0	403	-51	0	0	0	-51												
57 SPDR DJ WILSHIRE INTERNA	78463X863		12/1/2014	1/20/2016	352		0	408	-56	0	0	0	-56												
58 SPDR DJ WILSHIRE INTERNA	78463X863		10/22/2014	1/20/2016	563		0	665	-102	0	0	0	-102												
59 SPDR DJ WILSHIRE INTERNA	78463X863		7/22/2015	1/20/2016	9,292		0	11,229	-1,937	0	0	0	-1,937												
60 SPDR DJ WILSHIRE INTERNA	78463X863		2/10/2012	1/20/2016	5,279		0	5,314	-35	0	0	0	-35												
61 SPDR DJ WILSHIRE INTERNA	78463X863		2/10/2012	4/20/2016	4,240		0	3,543	697	0	0	0	697												
62 SPDR DJ WILSHIRE INTERNA	78463X863		10/20/2011	4/20/2016	1,060		0	848	212	0	0	0	212												
63 SPDR DJ WILSHIRE INTERNA	78463X863		10/20/2011	8/23/2016	15,123		0	11,940	3,183	0	0	0	3,183												
64 SPDR DJ WILSHIRE INTERNA	78463X863		11/21/2011	8/23/2016	3,050		0	2,273	777	0	0	0	777												
65 SPDR DJ WILSHIRE INTERNA	78463X863		11/21/2011	10/3/2016	11,105		0	8,581	2,524	0	0	0	2,524												
66 SPDR DJ WILSHIRE INTERNA	78463X863		6/20/2014	4/20/2016	2,293		0	2,501	-208	0	0	0	-208												
67 STERLING CAPITAL STRATT	85917K546		6/20/2014	5/11/2016	20,559		0	22,432	-1,877	0	0	0	-1,877												
68 VANGUARD REIT VIPER	922908553		7/22/2015	1/20/2016	5,059		0	5,398	-339	0	0	0	-339												
69 VANGUARD REIT VIPER	922908553		7/22/2015	4/20/2016	2,745		0	2,574	171	0	0	0	171												

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

[illegible]

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

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers													29,943	0	0
1	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account			
	Wells Fargo Bank N.A. Trust Tax D	X	100 N Main St MAC D4001-117	Winston Salem	NC	27101-3818		TRUSTEE	SEE ATTAC	29,943					

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	466
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	466

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	60,592
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	60,592

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.