Form **990-PF** | **Return of Private Foundation** | OMB No 1545 0052

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

▶ Do not enter social security numbers on this form as it may be made public

▶ Information about Form 990 PF and its separate instructions is at www irs gov/form990pf

Department of the Treasury Internal Revenue Service

2016 Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: ADAMS LEGACY FOUNDATION

A Employer identification number: 26-3373791

Number and street (or P O box number if mail is not delivered to street address): P O BOX 803878 | Room/suite

B Telephone number (see instructions): 312-630-6000

City or town state or province country and ZIP or foreign postal code: CHICAGO, IL 60680

C If exemption application is pending check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations check here ▶ ☐
2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,590,618

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60 month termination under section 507(b)(1)(B) check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b) (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(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	130,940	129,931		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	38,687			
	b Gross sales price for all assets on line 6a 396,368				
	7 Capital gain net income (from Part IV line 2)		38,687		
	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)	10,812			STMT 2
	12 **Total** Add lines 1 through 11	180,439	168,618		
Operating and Administrative Expenses	13 Compensation of officers directors trustees etc	33,000			33,000
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits	2,742	NONE	NONE	2,742
	16a Legal fees (attach schedule) STMT 3	2,646	NONE	NONE	2,646
	b Accounting fees (attach schedule) STMT 4	3,000	1,500	NONE	1,500
	c Other professional fees (attach schedule) STMT 5	23,218	23,218		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	2,466	2,466		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel conferences, and meetings	16,722	NONE	NONE	16,722
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7	12,182			12,182
	24 **Total operating and administrative expenses** Add lines 13 through 23	95,976	27,184	NONE	68,792
	25 Contributions gifts, grants paid	187,500			187,500
	26 **Total expenses and disbursements** Add lines 24 and 25	283,476	27,184	NONE	256,292
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-103,037			
	b **Net investment income** (if negative enter 0)		141,434		
	c **Adjusted net income** (if negative enter 0)				

RECEIVED SEP 2 6 2017 OGDEN, UT

ENVELOPE POSTMARK DATE SEP 1 4 2017

SCANNED SEP 2 7 2017

9-41

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	45,821.	54,566.	54,566.
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 ▶ NONE			
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) STMT 8	3,252,656.	3,154,910.	3,442,499.
c Investments - corporate bonds (attach schedule) STMT 9	934,140.	917,318.	874,715.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 10	157,456.	159,407.	218,838.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ NOTE DUE : WILDLING MUSEUM)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,390,073.	4,286,201.	4,590,618.
Liabilities			
17 Accounts payable and accrued expenses	987.	253.	
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)	987.	253.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds	4,389,086.	4,285,948.	
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)	4,389,086.	4,285,948.	
31 **Total liabilities and net assets/fund balances** (see instructions)	4,390,073.	4,286,201.	

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	4,389,086.
2 Enter amount from Part I, line 27a	2	-103,037.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,286,049.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	101.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,285,948.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	PUBLICLY TRADED SECURITIES			
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	396,368.		357,681.	38,687.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				38,687.
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	38,687.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	234,608.	4,546,037.	0.051607
2014	300,048.	4,798,375.	0.062531
2013	207,355.	4,670,858.	0.044393
2012	199,096.	4,375,326.	0.045504
2011	190,061.	4,429,145.	0.042911

2	**Total** of line 1, column (d)	2	0.246946
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	0.049389
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,359,766.
5	Multiply line 4 by line 3	5	215,324.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,414.
7	Add lines 5 and 6	7	216,738.
8	Enter qualifying distributions from Part XII, line 4	8	256,292.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,414.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,414.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,414.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 7,632.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	7,632.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,218.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 6,218. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ WWW.ADAMSLEGACYFOUNDATION.ORG

14 The books are in care of ▶ BLAIR CARTY Telephone no ▶ (562)431-0011

Located at ▶ P.O. BOX 1957, LOS ALAMITOS, CA ZIP+4 ▶ 90720

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

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PETER D. ADAMS P O. BOX 1957, LOS ALAMITOS, CA 90720	PRESIDENT/DIRECT 0	-0-	-0-	-0-
REBECCA B ADAMS P.O. BOX 1957, LOS ALAMITOS, CA 90720	SECRETARY/VP/DIR 1	-0-	-0-	-0-
BLAIR CARTY P.O. BOX 1957, LOS ALAMITOS, CA 90720	EXECUTIVE DIRECT 10	33,000.	-0-	-0-

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

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

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

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

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

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

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

List the foundation s four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,426,158.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,426,158.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,426,158.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,392.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,359,766.
6	**Minimum investment return.** Enter 5% of line 5	6	217,988.

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	217,988.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,414.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,414.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	216,574.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	216,574.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	216,574.

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	256,292.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	256,292.
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	1,414.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	254,878.

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					216,574.
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only				1,549.	
b Total for prior years 20 14 ,20 ___ ,20 ___			NONE		
3 Excess distributions carryover, if any, to 2016					
a From 2011	NONE				
b From 2012	NONE				
c From 2013	NONE				
d From 2014	NONE				
e From 2015	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 256,292.					
a Applied to 2015, but not more than line 2a				1,549.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2016 distributable amount					216,574.
e Remaining amount distributed out of corpus		38,169.			
5 Excess distributions carryover applied to 2016 (*If an amount appears in column (d), the same amount must be shown in column (a).*)		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		38,169.			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		38,169.			
10 Analysis of line 9:					
a Excess from 2012	NONE				
b Excess from 2013	NONE				
c Excess from 2014	NONE				
d Excess from 2015	NONE				
e Excess from 2016	38,169.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

PETER & REBECCA ADAMS

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.

N/A

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

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

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

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 17				187,500.
Total ▶ **3a**				187,500.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	130,940.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	38,687.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b DEFERRED INCOME			14	10,812.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				180,439.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 180,439.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ [signature] | 8/10/17 | ▶ PRESIDENT.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Meredith Glenn	[signature]	7/28/17		P01613620

Firm's name ▶ THE NORTHERN TRUST COMPANY — Firm's EIN ▶ 36-1561860

Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680 — Phone no 312-630-6000

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		130,940.	129,931.
	TOTAL	130,940.	129,931.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME		10,812.
	TOTALS	10,812.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	2,646.			2,646.
TOTALS	2,646.	NONE	NONE	2,646.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION	3,000.	1,500.		1,500.
TOTALS	3,000.	1,500.	NONE	1,500.

ADAMS LEGACY FOUNDATION 26-3373791

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	23,218.	23,218.
TOTALS	23,218.	23,218.

ADAMS LEGACY FOUNDATION 26-3373791

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,466.	2,466.
TOTALS	2,466.	2,466.

ADAMS LEGACY FOUNDATION 26-3373791

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PAYROLL PROCESSING	764.	764.
MISC FOUNDATION EXPENSES	11,418.	11,418.
TOTALS	12,182.	12,182.

ADAMS LEGACY FOUNDATION 26-3373791

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	3,154,910.	3,442,499.
TOTALS	3,154,910.	3,442,499.

ADAMS LEGACY FOUNDATION 26-3373791

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		917,318.	874,715.
	TOTALS	917,318.	874,715.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	159,407.	218,838.
TOTALS		159,407.	218,838.

RECIPIENT NAME:
BLAIR CARTY
ADDRESS:
P.O. BOX 1957
LOS ALAMITOS, CA 90720
RECIPIENT'S PHONE NUMBER: 562-431-0011
FORM, INFORMATION AND MATERIALS:
GRANT PORTAL IS AVAILABLE TO ALL APRIL15
TO SEPTEMBER 15 AT WWW.ADAMSLEGACYFOUNDATION.ORG
SUBMISSION DEADLINES:
ONLINE LOIs MUST BE SUBMITTED BY OCTOBER 15TH EACH YEAR
RESTRICTIONS OR LIMITATIONS ON AWARDS:
LIMITS: GEOGRAPHY = CA & OH ONLY. AWARD SIZE $5,000 TO $ 20,000
FIELD:NATURE
MORE INFORMATION ON WEBSITE AT ADAMSLEGACYFOUNDATION.ORG

RECIPIENT NAME:
LAND TRUST FOR SANTA BARBARA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PDA & RBA
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
THE NATURE CONSERVANCY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CARPENTER VALLEY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BEXLEY CITY SCHOOLS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CROSS COUNTRY&SOUTH SUDAN PROJECT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,500.

RECIPIENT NAME:
ST. ALBAN'S EPISCOPAL CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHRISTIAN FORMATION DIRECTOR
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ASSISTANCE LEAGUE OF LONG BEACH (ALLB)
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PELOTONIA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HHS & RRS
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ANGLERS OF AU SABLE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 20,500.

RECIPIENT NAME:
PROMISE2KIDS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
YOUTH POLICY INSTITUTE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
WILD ROOTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
THE NATURE CORPS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
ARROYOS & FOOTHILLS CONSERVANCY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SIERRA CLUB FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
L.A. INSPIRING CONNECTIONS OUTDOORS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UC BERKELEY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SAGEHEN CREEK FIELD STATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WILDERNESS YOUTH PROJECT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
FRIENDS OF KENILWORTH AUQATIC GARDENS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
AUDUBON ARIZONA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LOCAL MATTERS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
WRIGHT FLIGHT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CARPINTERIA ARTS CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
I KNOW I CAN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 8,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DIRECT RELIEF FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 187,500.

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
#REORG/SPECTRA STOCK MERGER ENBRIDGE INC C 2307592 02-27-201 CUSIP 847560109							
575 000	41 09	0 00	23,626 75	18,107 07	5,519 68	0 00	5,519 68
3M CO COM CUSIP 88579Y101							
153 000	178 57	0 00	27,321 21	20,402 43	6,918 78	0 00	6,918 78
ABBOTT LAB COM CUSIP 002824100 ABT							
403 000	38 41	0 00	15,479 23	16,705 36	-1,226 13	0 00	-1,226 13
ABBVIE INC COM USD0 01 CUSIP 00287Y109							
221 000	62 62	0 00	13,839 02	8,141 79	5,697 23	0 00	5,697 23
AIR PROD & CHEM INC COM CUSIP 009158106							
54 000	143 82	46 44	7,766 28	7,659 44	106 84	0 00	106 84
ALTRIA GROUP INC COM CUSIP 02209S103 MO							
337 000	67 62	205 57	22,787 94	13,560 24	9,227 70	0 00	9,227 70
AMGEN INC COM CUSIP 031162100 AMGN							
76 000	146 21	0 00	11,111 96	13,034 21	-1,922 25	0 00	-1,922 25
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
114 000	102 78	64 98	11,716 92	6,428 81	5,288 11	0 00	5,288 11
BB&T CORP COM CUSIP 054937107 BBT							
669 000	47 02	0 00	31,456 38	25,490 70	5,965 68	0 00	5,965 68

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total

Equity Securities

Common stock

United States - USD

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss: Market	Translation	Total
BLACKROCK INC COM STK CUSIP 09247X101							
59 000	380 54	0 00	22,451 86	14,136 87	8,314 99	0 00	8,314 99
CISCO SYSTEMS INC CUSIP 17275R102 CSCO							
776 000	30 22	0 00	23,450 72	15 861 06	7,589 66	0 00	7,589 66
COCA COLA CO COM CUSIP 191216100							
458 000	41 46	0 00	18,988 68	17,492 06	1,496 62	0 00	1,496 62
FASTENAL CO COM CUSIP 311900104							
370 000	46 98	0 00	17,382 60	15,763 14	1,619 46	0 00	1,619 46
GENERAL ELECTRIC CO CUSIP 369604103 GE							
625 000	31 60	150 00	19,750 00	13,972 95	5,777 05	0 00	5,777 05
HASBRO INC COM CUSIP 418056107							
163 000	77 79	0 00	12,679 77	8,872 76	3,807 01	0 00	3,807 01
HOME DEPOT INC COM CUSIP 437076102 HD							
182 000	134 08	0 00	24,402 56	21,076 55	3,326 01	0 00	3,326 01
ILL TOOL WKS INC COM CUSIP 452308109							
65 000	122 46	42 25	7,959 90	7,353 00	606 90	0 00	606 90
JOHNSON & JOHNSON COM USD1 CUSIP 478160104 JNJ							
215 000	115 21	0 00	24,770 15	16,699 53	8,070 62	0 00	8,070 62

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM							
365 000	86 29	0 00	31,495 85	21,971 94	9,523 91	0 00	9,523 91
KIMBERLY-CLARK CORP COM CUSIP 494368103 KMB							
62 000	114 12	57 04	7,075 44	4,877 24	2,198 20	0 00	2 198 20
LOCKHEED MARTIN CORP COM CUSIP 539830109							
81 000	249 94	0 00	20,245 14	9,871 51	10,373 63	0 00	10,373 63
LYONDELLBASELL IND N V COM USD0 01 CL'A' CUSIP N53745100							
152 000	85 78	0 00	13,038 56	12,212 42	826 14	0 00	826 14
MAXIM INTEGRATED PRODS INC COM CUSIP 57772K101							
342 000	38 57	0 00	13,190 94	11,392 24	1,798 70	0 00	1,798 70
MEDTRONIC PLC COMMON STOCKSTOCK CUSIP G5960L103							
122 000	71 23	52 46	8,690 06	9,205 83	-515 77	0 00	-515 77
MERCK & CO INC NEW COM CUSIP 58933Y105							
243 000	58 87	114 21	14,305 41	10,660 52	3,644 89	0 00	3,644 89
MICROSOFT CORP COM CUSIP 594918104 MSFT							
557 000	62 14	0 00	34,611 98	18,411 62	16,200 36	0 00	16,200 36
NEXTERA ENERGY INC COM CUSIP 65339F101							
199 000	119 46	0 00	23,772 54	17,278 03	6,494 51	0 00	6,494 51

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United States - USD							
OCCIDENTAL PETROLEUM CORP CUSIP 674599105 OXY							
281 000	71 23	213 56	20,015 63	19,995 41	20 22	0 00	20 22
PAYCHEX INC COM CUSIP 704326107							
363 000	60 88	0 00	22,099 44	14,942 52	7,156 92	0 00	7,156 92
PEPSICO INC COM CUSIP 713448108							
261 000	104 63	196 40	27,308 43	24,777 30	2,531 13	0 00	2,531 13
PFIZER INC COM CUSIP 717081103							
627 000	32 48	0 00	20,364 96	20,617 72	-252 76	0 00	-252 76
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109 PM							
186 000	91 49	193 44	17,017 14	16,302 95	714 19	0 00	714 19
PNC FINANCIAL SERVICES GROUP COM STK CUSIP 693475105 PNC							
129 000	116 96	0 00	15,087 84	11,079 14	4,008 70	0 00	4,008 70
QUALCOMM INC COM CUSIP 747525103 QCOM							
199 000	65 20	0 00	12,974 80	12,615 83	358 97	0 00	358 97
T ROWE PRICE GROUP INC CUSIP 74144T108							
183 000	75 26	0 00	13,772 58	14,761 33	-988 75	0 00	-988 75
TARGET CORP COM STK CUSIP 87612E106							
239 000	72 23	0 00	17,262 97	19,298 31	-2,035 34	0 00	-2,035 34

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
TEXAS INSTRUMENTS INC COM CUSIP 882508104 TXN							
268 000	72 97	0 00	19,555 96	16,409 24	3,146 72	0 00	3,146 72
WEC ENERGY GROUP INC COM CUSIP 92939U106							
361 000	58 65	0 00	21,172 65	16,311 88	4,860 77	0 00	4,860 77
Total USD		1,336 35	710,000 25	563,750 95	146,249 30	0 00	146,249 30
Total United States		1,336 35	710,000 25	563,750 95	146,249 30	0 00	146,249 30
Total Common Stock							
10,735.000		**1,336.35**	**710,000.25**	**563,750.95**	**146,249.30**	**0 00**	**146,249.30**
Equity funds							
Emerging Markets Region - USD							
MFC FLEXSHARES TR MORNINGSTAR EMERG MKTSFACT CUSIP 33939L308							
1,650 000	45 97	0 00	75,850 50	70,306 50	5,544 00	0 00	5,544 00
MFC VANGUARD FTSE EMERGING MKTS ETF CUSIP 922042858 VWO							
6,200 000	35 78	0 00	221,836 00	268,933 88	-47,097 88	0 00	-47,097 88
MFO DFA EMERGING MARKETS VALUE CUSIP 233203587							
3,734 250	23 95	0 00	89,435 29	109,631 31	-20,196 02	0 00	-20,196 02
Total USD		0 00	387,121 79	448,871 69	-61,749 90	0 00	-61,749 90
Total Emerging Markets Region		0 00	387,121 79	448,871 69	-61,749 90	0 00	-61,749 90
Global Region - USD							

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBALUPSTREAM NAT RES IND CUSIP 33939L407							
4,200 000	28 66	0 00	120,372 00	151,745 16	-31,373 16	0 00	-31,373 16
Total USD		0 00	120,372 00	151,745 16	-31,373 16	0 00	-31,373 16
Total Global Region		0 00	120,372 00	151,745 16	-31,373 16	0 00	-31,373 16
International Region - USD							
MFO AQR INTERNATIONAL MOMENTUM STYLE - R6 CUSIP 00203H248							
11,581 430	12 79	0 00	148,126 49	174,300 94	-26,174 45	0 00	-26,174 45
MFO DFA INTL SMALL CO PORTFOLIO FD CUSIP 233203629							
17,088 440	17 27	0 00	295,117 36	296,944 73	-1,827 37	0 00	-1,827 37
MFO DIMENSIONAL FD ADVISORS INTL VALUEPORTFOLIO CUSIP 25434D203							
19,425 720	16 76	0 00	325,575 07	340,460 81	-14,885 74	0 00	-14,885 74
Total USD		0 00	768,818 92	811,706 48	-42,887 56	0 00	-42,887 56
Total International Region		0 00	768,818 92	811,706 48	-42,887 56	0 00	-42,887 56
United States - USD							
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
2,473 920	23 60	0 00	58,384 51	53,528 79	4,855 72	0 00	4,855 72
MFB NORTHERN FUNDS SMALL CAP VALUE FD CUSIP 665162400							
2,520 300	24 11	0 00	60,764 43	54,495 49	6,268 94	0 00	6,268 94

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
United States - USD							
MFC FLEXSHARES TR MORNINGSTAR US MKTFACTOR TILT INDEX FD CUSIP 33939L100							
6 150 000	96 14	0 00	591,261 00	349,566 00	241,695 00	0 00	241,695 00
MFC ISHARES TR RUSSELL 2000 VALUE ETF CUSIP 464287630							
1 100 000	118 94	0 00	130,834 00	100,116 72	30,717 28	0 00	30 717 28
MFO AQR LARGE CAP MOMENTUM STYLE R6 CUSIP 00203H263							
20,579 470	18 95	0 00	389,980 96	407,274 87	-17,293 91	0 00	-17,293 91
NORTHERN LARGE CAP CORE FUNDCAP CORE FUND CUSIP 665162590							
10,458 890	16 28	0 00	170,270 73	161,276 09	8,994 64	0 00	8,994 64
Total USD		0 00	1,401,495 63	1,126,257 96	275,237 67	0 00	275,237 67
Total United States		0 00	1,401,495 63	1,126,257 96	275,237 67	0 00	275,237 67
Total Equity Funds							
107,162 420		**0 00**	**2,677,808.34**	**2,538,581.29**	**139,227.05**	**0.00**	**139,227.05**
Other equity							
United States - USD							
CROWN CASTLE INTL CORP NEW COM CUSIP 22822V101 CCI							
231 000	86 77	0 00	20,043 87	19,336 80	707 07	0 00	707 07
PUB STORAGE COM CUSIP 74460D109							
28 000	223 50	0 00	6,258 00	5,616 46	641 54	0 00	641 54

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Other equity							
United States - USD							
REALTY INCOME CORP COM CUSIP 756109104							
148 000	57 48	29 97	8,507 04	8,744 08	-237 04	0 00	-237 04
VENTAS INC REIT CUSIP 92276F100							
318 000	62 52	0 00	19,881 36	18,880 43	1 000 93	0 00	1,000 93
Total USD		29 97	54,690 27	52,577 77	2,112 50	0 00	2,112 50
Total United States		29 97	54,690 27	52,577 77	2,112 50	0 00	2,112 50
Total Other Equity							
725.000		**29.97**	**54,690.27**	**52,577.77**	**2,112.50**	**0.00**	**2,112.50**
Total Equity Securities							
118,622.420		**1,366.32**	**3,442,498.86**	**3,154,910.01**	**287,588.85**	**0.00**	**287,588 85**
Fixed Income Securities							
Corporate/government							
United States - USD							
MFO DOUBLELINE CORE FIXED INCOME FUND I CUSIP 258620301							
18,083 180	10 79	0 00	195,117 51	200,000 00	-4,882 49	0 00	-4,882 49
MFO PIMCO FDS PAC INVT MGMT SER HIGHYIELD FD INSTL CL CUSIP 693390841							
77,139 320 Issue Date 29 Aug 08	8 81	0 00	679,597 41	717,317 99	-37,720 58	0 00	-37,720 58
Total USD		0 00	874,714 92	917,317 99	-42,603 07	0 00	-42,603 07

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Fixed Income Securities							
Corporate/government							
Total United States		0 00	874,714 92	917,317 99	-42,603 07	0 00	-42,603 07
Total Corporate/Government							
95,222.500		**0 00**	**874,714.92**	**917,317.99**	**-42,603 07**	**0.00**	**-42,603 07**
Total Fixed Income Securities							
95,222.500		**0.00**	**874,714.92**	**917,317.99**	**-42,603.07**	**0 00**	**-42,603.07**
Real Estate							
Real estate funds							
United States - USD							
MFO DFA INVT DIMENSIONS GROUP INC REALESTATE SECS PORTFOLI CUSIP 233203835							
6,341 290	34 51	0 00	218,837 92	159,407 44	59,430 48	0 00	59,430 48
Total USD		0 00	218,837 92	159,407 44	59,430 48	0 00	59,430 48
Total United States		0 00	218,837 92	159,407 44	59,430 48	0 00	59,430 48
Total Real Estate Funds							
6,341.290		**0.00**	**218,837.92**	**159,407.44**	**59,430.48**	**0.00**	**59,430.48**
Total Real Estate							
6,341.290		**0.00**	**218,837.92**	**159,407.44**	**59,430.48**	**0.00**	**59,430.48**

Cash and Short Term Investments

Short term

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Cash and Short Term Investments							
Short term							
USD - United States dollarMKT FD							
	1 00	3 23	35,914 70	35,914 70	0 00	0 00	0 00
Total short term - all currencies		3 23	35,914 70	35,914 70	0 00	0 00	0 00
Total short term - all countries		3 23	35,914 70	35,914 70	0 00	0 00	0 00
Total Short Term							
35,914.700		**3.23**	**35,914.70**	**35,914.70**	**0.00**	**0 00**	**0.00**
Total Cash and Short Term Investments							
35,914.700		**3.23**	**35,914.70**	**35,914.70**	**0 00**	**0.00**	**0 00**
Total							
256,100.910		**1,369.55**	**4,571,966.40**	**4,267,550.14**	**304,416.26**	**0.00**	**304,416.26**

Although this report has been prepared using information believed to be reliable, it may contain information provided by third parties or derived from third party information, and/or information that may have been obtained from, categorized or otherwise reported based upon client direction The Northern Trust Company does not guarantee the accuracy, timeliness or completeness of any such information The information included in this report is intended to assist clients with their financial reporting needs, but you must consult with your accountants, auditors and/or legal counsel to ensure your accounting and financial reporting complies with applicable laws, regulations and accounting guidance The Northern Trust Company and its affiliates shall have no responsibility for the consequences of investment decisions made in reliance on information contained in this report

++ Informational Only Asset - an asset that is not held in the account but that is included in Northern Trust's reports at the client's request solely as a matter of convenience to the client Custodial and other responsibilities for this asset rest solely with the client or another custodian Northern Trust has no custodial or other responsibilities for this asset, and the asset is not an asset of any Northern Trust account for purposes of the applicable account agreement