Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
Roy G and Naomi Harmon Johnston Family Foundation

A Employer identification number
26-6286807

Number and street (or P O box number if mail is not delivered to street address)
730 S Oak Knoll Ave

Room/suite

B Telephone number (see instructions)
(626) 568-1536

City or town, state or province, country, and ZIP or foreign postal code
Pasadena, CA 91106

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 ☑ 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)*▶$ 624,100

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	12,133	12,133	12,133	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,336			
	b	Gross sales price for all assets on line 6a 225,306				
	7	Capital gain net income (from Part IV, line 2)		7,336		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	19,469	19,469	12,133	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	8,000			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	10			
	b	Accounting fees (attach schedule)	900			
	c	Other professional fees (attach schedule)	6,717	6,717		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	151	151		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	5,021			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20,799	6,868		0
	25	Contributions, gifts, grants paid	35,000			35,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	55,799	6,868		35,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-36,330			
	b	**Net investment income** (if negative, enter -0-)		12,601		
	c	**Adjusted net income**(if negative, enter -0-)			12,133	

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	75,019	66,358	66,358
	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	2,118	1,558	1,558
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	324,494	291,425	325,852
	c	Investments—corporate bonds (attach schedule)	193,565	195,178	195,912
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	28,187	33,130	34,420
	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)	623,383	587,649	624,100
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)		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 ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	984,732	984,732	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-361,349	-397,083	
	30	**Total net assets or fund balances** (see instructions)	623,383	587,649	
	31	**Total liabilities and net assets/fund balances** (see instructions)	623,383	587,649	

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	623,383
2	Enter amount from Part I, line 27a	2	-36,330
3	Other increases not included in line 2 (itemize) ▶	3	596
4	Add lines 1, 2, and 3	4	587,649
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	587,649

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	7,336
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	-10,359

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	40,000	658,407	0 06075
2014	44,923	693,595	0 06477
2013	41,284	697,271	0 05921
2012	42,487	681,644	0 06233
2011	45,657	727,857	0 06273

2	**Total** of line 1, column (d)	2	0 309787
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 061957
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	598,320
5	Multiply line 4 by line 3	5	37,070
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	126
7	Add lines 5 and 6	7	37,196
8	Enter qualifying distributions from Part XII, line 4	8	35,000

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

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

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	252
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	252
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	252
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a		
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	
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	252
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶	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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Robert Johnston Telephone no ▶

Located at ▶730 S Oak Knoll Ave Pasadena CA ZIP+4 ▶91106

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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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		No
	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		No
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		No
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
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**
	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**		**No**

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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Robert Johnston 730 S Oak Knoll Ave Pasadena, CA 91106	Trustee 6 00	8,000		

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	Title, and average hours per week **(b)** 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 ▶

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	
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	
2	
All other program-related investments See instructions 3	
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	607,431
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	607,431
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	607,431
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	9,111
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	598,320
6	**Minimum investment return.** Enter 5% of line 5.	6	29,916

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	29,916
2a	Tax on investment income for 2016 from Part VI, line 5. — 2a: 252		
b	Income tax for 2016 (This does not include the tax from Part VI). — 2b:		
c	Add lines 2a and 2b.	2c	252
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	29,664
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	29,664
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	29,664

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	35,000
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	35,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	35,000

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				29,664
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011. 9,264				
b From 2012. 8,405				
c From 2013. 8,852				
d From 2014. 10,397				
e From 2015. 7,189				
f **Total** of lines 3a through e.	44,107			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 35,000				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				29,664
e Remaining amount distributed out of corpus	5,336			
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	49,443			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
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				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	9,264			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	40,179			
10 Analysis of line 9				
a Excess from 2012. 8,405				
b Excess from 2013. 8,852				
c Excess from 2014. 10,397				
d Excess from 2015. 7,189				
e Excess from 2016. 5,336				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
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 organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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 *Paid during the year*				
March of Dimes Minnesota Chapter 5233 Edina Industrial Blvd Edina, MN 55439	None	PC	Research w Premature Babies	2,500
We Encourage Inc 1191 Morada Place Altadena, CA 91001	None	PC	Support of OneYearRoadTrip	2,500
Citizen's League 400 Robert St N Suite 1820 St Paul, MN 55101	None	PC	General Purposes	15,000
Catholic Communities of Pleasanton 3999 Bernal Ave Pleasanton, CA 94566	None	PC	General Purposes	15,000
Total . . . . ▶ **3a**				35,000
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. . . .					12,133
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					7,336
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .					19,469

13 Total. Add line 12, columns (b), (d), and (e). 13 19,469

(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)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

******	2017-03-25	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Keith W Cantrell				P00544850
Firm's name ▶ EII Advisors LLC				Firm's EIN ▶
Firm's address ▶ 1300 E Woodfield Rd ST300 Schaumburg, IL 60173				Phone no (847) 397-8625

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

(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)
14 Alaska Air Group Inc	P	2015-03-17	2016-03-02
30 Bed Bath & Beyond	P	2016-03-02	2016-12-28
15 Campbell Soup Co	P	2016-01-19	2016-03-02
11 Capital One Finl	P	2016-02-04	2016-03-02
48 Chubb Ltd	P	2016-01-19	2016-01-26
51 Cleco Corp XXX Mandatory	P	2016-02-16	2016-04-14
177 Delta Air Lines Inc	P	2015-11-13	2016-09-22
123 Flextronics Intl Ltd F	P	2015-05-28	2016-03-02
3 Harbor Internaitonal Fund Inv C	P	2015-12-17	2016-01-28
87 M G I C Investment	P	2016-02-10	2016-10-18

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,059		959	100
1,215		1,467	-252
905		815	90
746		699	47
5,221		5,329	-108
2,824		2,744	80
6,837		8,719	-1,882
1,355		1,500	-145
207		221	-14
707		570	137

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			100
			-252
			90
			47
			-108
			80
			-1,882
			-145
			-14
			137

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

(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)
32 Scripps Ntwk Interac	P	2015-05-28	2016-03-02
72 Shenandoah Telecommunications	P	2015-07-20	2016-03-02
28 Sonoco Products Co	P	2015-05-21	2016-03-02
15 Verizon Communication	P	2015-07-02	2016-03-02
68 Voya Financial Inc	P	2016-03-02	2016-10-04
36 Xilinx Inc	P	2015-05-28	2016-03-02
172 Xilinx Inc	P	2015-05-28	2016-05-24
23 Aflac Inc	P	2014-02-19	2016-03-02
139 Alaska Air Group Inc	P	2016-01-01	2016-09-22
80 Avangrid Inc	P	2014-06-13	2016-02-16

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,916		2,163	-247
1,775		1,252	523
1,229		1,300	-71
774		717	57
1,965		2,089	-124
1,702		1,721	-19
7,942		8,225	-283
1,398		1,448	-50
9,273		9,405	-132
3,235		2,942	293

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-247
			523
			-71
			57
			-124
			-19
			-283
			-50
			-132
			293

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

(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)
138 Bed Bath & Beyond	P	2016-01-01	2016-12-28
65 Boeing Co	P	2014-02-19	2016-09-20
541 Calpine Corp	P	2016-01-01	2016-10-10
112 Cardinal Health Inc	P	2014-09-29	2016-01-19
80 Chubb Corp	P	2014-02-27	2016-01-19
50 Cisco Systems Inc	P	2014-02-27	2016-03-02
91 Clorox Company	P	2014-06-04	2016-02-26
28 Commerce Bancshares Inc	P	2014-02-27	2016-03-02
189 Commerce Bancshares Inc	P	2014-02-27	2016-09-15
0 88 Dell Technologies In Class	P	2014-03-05	2016-09-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,589		9,840	-4,251
8,315		8,393	-78
7,021		11,019	-3,998
9,083		8,499	584
10,380		6,971	3,409
1,331		1,097	234
11,662		8,081	3,581
1,221		1,123	98
9,259		7,583	1,676
45		42	3

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,251
			-78
			-3,998
			584
			3,409
			234
			3,581
			98
			1,676
			3

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

(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)
34 Dell Technologies In Class	P	2016-01-01	2016-09-12
61 EMC Corp Mass	P	2014-03-05	2016-03-02
313 EMC Corp Mass	P	2016-01-01	2016-09-07
750 Flextronics Intl Ltd F	P	2016-01-01	2016-09-29
36 General Mills Inc	P	2016-01-01	2016-03-02
140 General Mills Inc	P	2014-03-05	2016-09-15
363 Grammercy Ppty Trust	P	2016-01-01	2016-02-10
37 Guggenheim Bllshs 2016 Corp Bn	P	2016-01-01	2016-03-02
1,434 Guggenheim Bllshs 2016 Corp Bn	P	2016-01-01	2016-12-30
86 Harbor International Fund Inv	P	2016-01-01	2016-01-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,654		1,605	49
1,600		1,645	-45
7,528		6,788	740
10,072		9,027	1,045
2,122		1,826	296
9,164		7,102	2,062
2,566		2,798	-232
815		828	-13
31,668		32,061	-393
4,738		6,097	-1,359

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			49
			-45
			740
			1,045
			296
			2,062
			-232
			-13
			-393
			-1,359

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

(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)
87 Home Depot Inc	P	2014-04-03	2016-03-01
270 Kroger Co	P	2014-03-19	2016-01-19
25 Omnicom Group Inc	P	2014-03-26	2016-03-02
9 Reinsurance Group Amer Inc	P	2014-04-07	2016-03-02
7 Sanderson Farms Inc	P	2014-06-17	2016-03-02
42 Sanmina Corp	P	2014-03-12	2016-10-18
14 Valero energy Corp	P	2014-05-07	2016-03-02
27 Verizon Communication	P	2014-02-12	2016-03-02
206 Voya Financial Inc	P	2015-05-20	2016-10-04
47 Wabash National Corp	P	2014-05-02	2016-10-18

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
10,899		6,923	3,976
10,296		5,944	4,352
1,946		1,819	127
822		694	128
632		671	-39
1,173		725	448
850		808	42
1,393		1,278	115
5,952		9,418	-3,466
630		642	-12

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,976
			4,352
			127
			128
			-39
			448
			42
			115
			-3,466
			-12

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

(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)
30 Worthington Inds Inc	P	2014-10-02	2016-03-02
34 Worthington Inds Inc	P	2014-10-02	2016-10-18

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
966		1,096	-130
1,629		1,242	387

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-130
			387

TY 2016 Accounting Fees Schedule

Name: Roy G and Naomi Harmon Johnston Family Foundation

EIN: 26-6286807

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax Preparation	900	0	0	0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491097000037

TY 2016 Legal Fees Schedule

Name: Roy G and Naomi Harmon Johnston Family Foundation

EIN: 26-6286807

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Franchise Tax Board	10	0	0	0

TY 2016 Other Expenses Schedule

Name: Roy G and Naomi Harmon Johnston Family Foundation

EIN: 26-6286807

Software ID: 16000303

Software Version: 2016v3.0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foundation Meeting	2,903			
Foundation Meeting Exp (Prepaid 2015)	2,118			

TY 2016 Other Increases Schedule

Name: Roy G and Naomi Harmon Johnston Family Foundation

EIN: 26-6286807

Software ID: 16000303

Software Version: 2016v3.0

Description	Amount
Basis Adjustment	521
Nondividend distributions from 1099	75

TY 2016 Other Professional Fees Schedule

Name: Roy G and Naomi Harmon Johnston Family Foundation

EIN: 26-6286807

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Fees	6,717	6,717	0	0

TY 2016 Taxes Schedule

Name: Roy G and Naomi Harmon Johnston Family Foundation

EIN: 26-6286807

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes on Dividends	42	42		
US Treasury	109	109		

Roy G and Maomi Harmon Johnston Family Foundation
Assets Held at 12/31/2016

Asset Class	Description	Quantity	Price	Value	Cost Basis
AGGRESSIVE EQUITIES	Alon USA Energy Inc	116	11 38	1,320 08	2,031 77
AGGRESSIVE EQUITIES	Healthsouth Corp	75	41 24	3,093 00	3,361 86
AGGRESSIVE EQUITIES	MGIC Investment Corp	317	10 19	3,230 23	2,076 08
AGGRESSIVE EQUITIES	Sanderson Farms Inc	31	94 24	2,921 44	2,781 59
AGGRESSIVE EQUITIES	Sanmina Corp	92	36 65	3,371 80	1,587 14
AGGRESSIVE EQUITIES	Shenandoah Telecomm Co	112	27 3	3,057 60	1,933 52
AGGRESSIVE EQUITIES	Sunstone Hotel INVS Inc	195	15 25	2,973 75	2,589 85
AGGRESSIVE EQUITIES	Tenneco Inc	53	62 47	3,310 91	2,978 39
AGGRESSIVE EQUITIES	Wabash Natl Corp	192	15 82	3,037 44	2,194 79
AGGRESSIVE EQUITIES	Worthington Industries Inc	53	47 44	2,514 32	1,709 79
				28,830 57	23,244 78
CORE EQUITIES	Aflac Inc	136	69 6	9,465 60	8,441 82
CORE EQUITIES	Amerisourcebergen Corp	88	78 19	6,880 72	8,117 18
CORE EQUITIES	Apple Computer Inc	83	115 82	9,613 06	8,738 79
CORE EQUITIES	Brocade Communications Systems Inc	946	12 49	11,815 54	7,924 83
CORE EQUITIES	Campbell Soup Co	136	60 47	8,223 92	7,385 84
CORE EQUITIES	Capital One Financial Cp	126	87 24	10,992 24	8,010 68
CORE EQUITIES	Cisco Systems Inc	310	30 22	9,368 20	6,803 92
CORE EQUITIES	Eaton Corp	131	67 09	8,788 79	8,251 81
CORE EQUITIES	Ebay Inc	272	29 69	8,075 68	8,156 20
CORE EQUITIES	Gilead Sciences Inc	84	71 61	6,015 24	8,313 26
CORE EQUITIES	Goodyear Tire & Rubber	262	30 87	8,087 94	8,380 73
CORE EQUITIES	Great Plains Energy Inc	313	27 35	8,560 55	8,373 99
CORE EQUITIES	Host Hotels & Resorts Inc	517	18 84	9,740 28	8,358 57
CORE EQUITIES	JETBLUE AIRWAYS CORP	492	22 42	11,030 64	8,591 22
CORE EQUITIES	Kroger Co	84	34 51	2,898 84	2,611 85
CORE EQUITIES	Lam Research Corporation	90	105 73	9,515 70	8,548 67
CORE EQUITIES	Manpower Inc	106	88 87	9,420 22	7,424 04
CORE EQUITIES	Marathon Petroleum Corp	240	50 35	12,084 00	10,443 80
CORE EQUITIES	NetApp Inc	303	35 27	10,686 81	10,821 73
CORE EQUITIES	Omnicom Group Inc	105	85 11	8,936 55	7,578 41
CORE EQUITIES	Pepsico Incorporated	84	104 63	8,788 92	8,279 82
CORE EQUITIES	Pfizer Inc	294	32 48	9,549 12	9,143 82
CORE EQUITIES	Reinsurance Group of America Inc	90	125 83	11,324 70	6,943 75
CORE EQUITIES	Scripps Networks Interactive Inc	136	71 37	9,706 32	8,797 49
CORE EQUITIES	Sonoco Products Co	188	52 7	9,907 60	8,726 46
CORE EQUITIES	Toronto Dominion Bank	191	49 34	9,423 94	8,441 10
CORE EQUITIES	United Therapeutics Corp	66	143 43	9,466 38	8,492 12
CORE EQUITIES	Valero Energy Corp	135	68 32	9,223 20	7,106 78
CORE EQUITIES	Verizon Communications Inc	162	53 38	8,647 56	7,668 20
				266,238 26	234,876 88
INTERNATIONAL EQUITIES	Artisan Ptrns Fds Inc Intl Val Adv	396 883	32 41	12,862 98	14,259 57
INTERNATIONAL EQUITIES	Fmi Intl Fd	202 351	29 88	6,046 25	5,653 12
EMERGING MARKETS EQUITIES	Oppenheimer Developing	366 262	32 42	11,874 21	13,390 34
				30,783 44	33,303 03
COMMODITIES	Powershares Db Commodity Index	2,173 00	15 84	34,420 32	33,130 00
TAXABLE BONDS	Doubleline Total Return Bond Fd	62 814	10 62	667 08	682 15
TAXABLE BONDS	Doubleline Total Return Bond Fd Cl I	3,334 89	10 62	35,416 56	36,521 23
TAXABLE BONDS	Guggenheim Bulletshares 2017 Corp	1,437 00	22 61	32,490 57	32,825 08
TAXABLE BONDS	Guggenheim Bulletshares 2018 Corp	1,534 00	21 18	32,490 12	32,409 40
TAXABLE BONDS	Guggenheim Bulletshares 2019 Corp	1,546 00	21 14	32,682 44	32,430 52
TAXABLE BONDS	Guggenheim Bulletshares 2020 Corp	1,507 00	21 2	31,948 40	31,692 21
TAXABLE BONDS	Oppenheimer Senior Floating Rate I	3,716 69	8 13	30,216 70	28,617 55
				195,911 87	195,178 14
CASH & EQUIV	Schwab Govt Money Fund			66,358 04	66,358 04
				622,542 50	586,090 87