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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation MORGAN FAMILY FOUNDATION		A Employer identification number 30-0205024
Number and street (or P.O. box number if mail is not delivered to street address) 506 S HIGH ST. SUITE B	Room/suite	B Telephone number 937-767-9208
City or town, state or province, country, and ZIP or foreign postal code YELLOW SPRINGS, OH 45387		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) \$ 45,038,479. (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 ☐
J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH		

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		534.	534.		STATEMENT 1
4 Dividends and interest from securities		790,220.	790,220.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		529,627.			
b Gross sales price for all assets on line 6a		8,700,131.			
7 Capital gain net income (from Part IV, line 2)			529,627.		
8 Net short-term capital gain					
9 Income modifications				14,500.	
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		16,267.	1,767.		STATEMENT 3
12 Total. Add lines 1 through 11		1,336,648.	1,322,148.	14,500.	
13 Compensation of officers, directors, trustees, etc		282,650.	54,543.		80,198.
14 Other employee salaries and wages		40,719.	0.		30,539.
15 Pension plans, employee benefits		115,658.	28,807.		30,963.
16a Legal fees STMT 4		409,702.	4,094.		0.
b Accounting fees STMT 5		19,894.			0.
c Other professional fees STMT 6		98,527.	66,989.		27,056.
17 Interest		9,721.	21.		0.
18 Taxes STMT 7		9,818.			0.
19 Depreciation and depletion		15,594.			0.
20 Occupancy		41,030.	1,519.		13,792.
21 Travel, conferences, and meetings		1,686.	0.		0.
22 Printing and publications		73,198.	0.		924.
23 Other expenses STMT 8					
24 Total operating and administrative expenses. Add lines 13 through 23		1,118,197.	155,973.		183,472.
25 Contributions, gifts, grants paid		2,656,973.			2,656,973.
26 Total expenses and disbursements. Add lines 24 and 25		3,775,170.	155,973.		2,840,445.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-2,438,522.			
b Net investment income (if negative, enter -0-)			1,166,175.		
c Adjusted net income (if negative, enter -0-)				14,500.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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			816,716.	512,069.	512,069.
	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					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 10			2,258,795.	1,442,688.	1,442,688.
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 11				42,778,382.	42,988,354.	42,988,354.
14 Land, buildings, and equipment basis ▶				98,181.		
Less: accumulated depreciation STMT 12 ▶				13,909.		
15 Other assets (describe ▶ SOFTWARE)						

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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 8,700,131.		8,170,504.	529,627.

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			
b			
c			
d			
e			529,627.

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	529,627.
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). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qual

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2017 estimated tax

6a	13,615.
6b	
6c	
6d	

Part VII-A Statements Regarding Activities (continued)

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

Website address ► **WWW.MORGANFAMILYFDN.ORG**

14 The books are in care of ► **THE FOUNDATION** Telephone no. ► **937-767-9208**
 Located at ► **506 S HIGH ST., SUITE B, YELLOW SPRINGS, OH** ZIP+4 ► **45387**

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

16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
 See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►

	Yes	No
16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		

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

☒ X

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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	43,903,639.
b	Average of monthly cash balances	1b	747,948.
c	Fair market value of all other assets	1c	95,368.
d	Total (add lines 1a, b, and c)	1d	44,746,955.
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	0.
3	Subtract line 2 from line 1d	3	44,746,955.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	671,204.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,075,751.
6	Minimum investment return. Enter 5% of line 5	6	2,203,788.

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	2,203,788.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	11,662.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,662.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,192,126.
4	Recoveries of amounts treated as qualifying distributions	4	14,500.
5	Add lines 3 and 4	5	2,206,626.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6		

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

N/A

1 a 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)

2 a 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

Tax year

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				
35 COMPETITIVE GRANTS - SEE ATTACHED STATEMENT				2,563,973.
55 MATCHING GRANTS - SEE ATTACHED STATEMENT				87,500.
10 OTHER GRANTS - SEE ATTACHED STATEMENT				5,500.
Total			3a	2,656,973.
b Approved for future payment				
NONE				
Total			3b	0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	534.	
4 Dividends and interest from securities			14	790,220.	
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			14	16,267.	
8 Gain or (loss) from sales of assets other than inventory			18	529,627.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					

MORGAN FAMILY FOUNDATION

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	PUBLICLY TRADED SECURITIES - SEE ATTACHED SCHEDULE			
b	PUBLICLY TRADED SECURITIES - SEE ATTACHED SCHEDULE			
c	PUBLICLY TRADED SECURITIES - SEE ATTACHED SCHEDULE			
d	PUBLICLY TRADED SECURITIES - SEE ATTACHED SCHEDULE			
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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	5,441,166.	4,994,667.	446,499.
b	425,000.	381,265.	43,735.
c	1,634,411.	1,633,253.	1,158.
d	1,055,176.	1,161,319.	-106,143.
e	144,378.		144,378.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHECKING ACCOUNT	13.	13.	
SAVINGS ACCOUNT	521.	521.	
TOTAL TO PART I, LINE 3	534.	534.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HUNTINGTON	934,598.	144,378.	790,220.	790,220.	
TO PART I, LINE 4	934,598.	144,378.	790,220.	790,220.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	16,267.	1,767.	
TOTAL TO FORM 990-PF, PART I, LINE 11	16,267.	1,767.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	409,702.	0.		0.
TO FM 990-PF, PG 1, LN 16A	409,702.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,894.	4,094.		0.
TO FORM 990-PF, PG 1, LN 16B	19,894.	4,094.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICE	2,301.	0.		0.
CONTRACT LABOR	21,094.	0.		21,094.
INVESTMENT MANAGEMENT & CUSTODIAN FEES	26,979.	26,979.		0.
INVESTMENT CONSULTANT FEES	39,758.	39,758.		0.
OTHER CONSULTING FEES	5,300.	0.		4,800.
DESIGN COMMUNICATION CONSULTANT FEES	495.	0.		0.
NONBOARD COMMITTEE COMP	2,600.	252.		1,162.
TO FORM 990-PF, PG 1, LN 16C	98,527.	66,989.		27,056.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	21.	21.		0.
FEDERAL EXCISE TAXES	9,500.	0.		0.
OHIO FILING FEES	200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,721.	21.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	8,008.	0.		0.
DUES AND SUBSCRIPTIONS	20,968.	0.		0.
OFFICE EQUIPMENT, SOFTWARE & SUPPLIES	31,832.	0.		924.
INTERNET & TECHNOLOGY SERVICES	10,963.	0.		0.
POSTAGE & DELIVERY	657.	0.		0.
MISCELLANEOUS	580.	0.		0.
POST OFFICE BOX	190.	0.		0.
TO FORM 990-PF, PG 1, LN 23	73,198.	0.		924.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
UNREALIZED GAINS/LOSSES ON INVESTMENTS	5,766,417.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,766,417.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS - SEE ATTACHED STATEMENT	1,442,688.	1,442,688.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,442,688.	1,442,688.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS EQUITIES - SEE ATTACHED STATEMENT	COST	35,468,014.	35,468,014.
MUTUAL FUNDS FIXED - SEE ATTACHED STATEMENT	COST	7,520,340.	7,520,340.
TOTAL TO FORM 990-PF, PART II, LINE 13		42,988,354.	42,988,354.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENT	98,181.	13,909.	84,272.
TOTAL TO FM 990-PF, PART II, LN 14	98,181.	13,909.	84,272.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DENTAL & VISION EMPLOYEE WITHHOLDING	0.	-215.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	-215.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LEE M. MORGAN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	PRESIDENT 1.25	3,100.	0.	0.
VICTORIA A. MORGAN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	VICE PRESIDENT 1.00	2,700.	0.	0.
MATTHEW MORGAN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	TREASURER 1.00	0.	0.	0.
ASHA MORGAN MORAN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 1.00	2,900.	0.	0.
BARCLAY CARRIAR - STARTING 4/16 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 2.25	12,050.	0.	0.
DENNIS GREGORY - UNTILL 4/16 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 2.25	5,900.	0.	0.
JUDITH THOMPSON 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 2.25	17,900.	0.	0.
KARLA MORGAN - STARTING 5/16 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 1.00	1,100.	0.	0.
MARTY MORAN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 1.00	2,100.	0.	0.
RONALD BRANDENBURG 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	DIRECTOR 2.50	17,900.	0.	0.
LORI M. KUHN 506 S HIGH ST., SUITE B YELLOW SPRINGS, OH 45387	EXEC. DIRECTOR/SECRETARY 32.00	139,000.	42,697.	0.

MORGAN FAMILY FOUNDATION

30-0205024

STEPHEN T. WILLIAMS
506 S HIGH ST., SUITE B
YELLOW SPRINGS, OH 45387

CFO/ASSISTANT TREASURER
30.00 78,000. 37,971. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

282,650. 80,668. 0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

LEE M. MORGAN
VICTORIA A. MORGAN

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 17

RESTRICTIONS AND LIMITATIONS ON AWARDS

FOUNDATION WILL ALSO AWARD GRANTS TO PRE-SELECTED PUBLIC CHARITIES IN OTHER LOCALITIES AND/OR FOR OTHER PURPOSES.

990-PF	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS	STATEMENT	18
	PART XVII, LINE 1, COLUMN (D)		

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

YELLOW SPRINGS CHAMBER OF COMMERCE

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

PAYMENT OF ANNUAL MEMBERSHIP DUES

	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	Amount Paid
20	Mid-Minnesota Legal Assistance 110 6th Ave. S Suite 200 St. Cloud, MN 56301-5210	N/A	PC	Stearns County Domestic Violence Court	\$30,000
21	Milestones 314 10th Ave South, Suite 180 P O. Box 548 Waite Park, MN 56387	N/A	PC	Relatives As Parents	\$24,900
22	Minnesota Computers for Schools 970 Pickett Street North Bayport, MN 55003-1489	N/A	PC	Saint Cloud Expansion	\$30,000
23	Minnesota Council on Foundations 800 Washington Avenue N. Suite 703 Minneapolis, MN 55401-1167	N/A	PC	General Operating Support 2016	\$3,500
24	Paramount Arts Resource Trust 913 W St. Germain St St. Cloud, MN 56301-3460	N/A	PC	A Place at the Table	\$38,673
25	Philanthropy Ohio 500 S. Front Street, Suite 900 Columbus, OH 43215-7628	N/A	PC	2016 General Operating Support	\$3,500
26	Reach-Up Inc 350 Hwy 10 S. Ste 100 St. Cloud, MN 56304-1376	N/A	PC	General Operating Funds to Support Early Childhood Education	\$80,000
27	ServeMinnesota 120 South Sixth Street, Suite 2260 Minneapolis, MN 55402-1824	N/A	PC	Minnesota Reading Corps & Math Corps Scaling Initiative	\$50,000
28	St. Cloud Area Family YMCA 1530 Northway Dr St. Cloud, MN 56303	N/A	PC	Third payment on a 5-year grant for the Community Aquatic Center	\$200,000
29	St. Cloud Metropolitan Transit Commission 665 Franklin Ave N.E. St. Cloud, MN 56304-0225	N/A	PC	Emergency Transportation Program	\$30,000
30	St. Cloud Somali Youth Organization 22 Wilson Avenue NE PO BOX 791 Saint Cloud, MN 56302-0791	N/A	PC	Program Development and General Operating Support	\$25,000
31	St. Cloud State University 720 4th Ave. S. St. Cloud, MN 56301-4498	N/A	PC	Women Leading Change An experiential feminist leadership program	\$20,000
32					

	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	Amount Paid
8	St. Cloud State University 720 4th Ave S St. Cloud, MN 56301-4498	N/A	PC	#St. Cloud UNITED	\$2,500
9	The Peace Project 3830 Main St. Culver City, CA 90232	N/A	PC	unrestricted use	\$250
10	YWCA of Greater Cincinnati, Inc 898 Walnut St Cincinnati, OH 45202	N/A	PC	Rosie's Girls	\$250
				Total Other Grants	\$5,500
100				Total Grants Paid 2016	\$2,656,973

The Huntington Trust

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DECEMBER 01, 2016 TO DECEMBER 31, 2016

ACCOUNT NAME: MORGAN FAM COLL

ACCOUNT NUMBER:

PORTFOLIO DETAIL

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
CASH AND EQUIVALENTS				
12,232 390	60934N104 FEDERATED GOVERNMENT OBLIGATIONS FUND - INSTITUTIONAL SHARES	12,232 39	0 38	12,232 39
TOTAL	CASH AND EQUIVALENTS	12,232 39	0 38	12,232 39
MUTUAL FUNDS-EQUITIES				
MISCELLANEOUS				
17,478 175	922908645 VANGUARD MID CAP INDEX FUND - ADMIRAL SHARES	2,847,893 83	1 45	1,801,643 49
TOTAL	MISCELLANEOUS	2,847,893 83	1 45	1,801,643 49
TOTAL	MUTUAL FUNDS-EQUITIES	2,847,893 83	1 45	1,801,643 49
MUTUAL FUNDS-FIXED TAXABLE				
255,967 747	31428Q101 FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	2,759,332 31	3 38	2,828,885 50
217,536 277	4812C0381 JP MORGAN CORE BOND FUND - SELECT	2,497,316 46	2 47	2,625,019 54
TOTAL	MUTUAL FUNDS-FIXED TAXABLE	5,256,648 77	2 94	5,453,905 04
GRAND TOTAL ASSETS		8,116,774.99	2.42	7,267,780.92

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DECEMBER 01, 2016 TO DECEMBER 31, 2016

ACCOUNT NAME: MORGAN FAM MF

ACCOUNT NUMBER:

PORTFOLIO DETAIL

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
CASH AND EQUIVALENTS				
26,712 010	60934N104 FEDERATED GOVERNMENT OBLIGATIONS FUND - INSTITUTIONAL SHARES	26,712 01	0 38	26,712 01
TOTAL	CASH AND EQUIVALENTS	26,712 01	0 38	26,712 01
MUTUAL FUNDS-EQUITIES				
MISCELLANEOUS				
54,223 485	25264S650 DIAMOND HILL LONG-SHORT FUND-Y	1,384,325 57	0 48	1,265,564 60
40,690 810	411511306 HARBOR INTERNATIONAL FUND	2,376,750 21	1 99	2,441,476 29
322,850 493	47804M878 JOHN HANCOCK FUNDS II - GLOBAL ABSOLUTE RETURN STRATEGIES FUND - I	3,273,704 00	7 10	3,548,302 14
76,497 983	589619824 MERIDIAN SMALL CAP GROWTH FUND-RTR	1,039,607 59	0 00	784,869 30
31,304 069	641224654 NEUBERGER BERMAN SOC RESP-IS	1,067,468 75	0 86	1,108,264 39
69,040 117	683974604 OPPENHEIMER DEVELOPING MARKETS FUND-I	2,206,522 14	0 72	2,209,757 27
61,534 035	744336504 PRUDENTIAL GLOBAL REAL ESTATE FUND - CLASS Z	1,404,822 02	2 33	1,324,099 40
80,901 587	89154X385			

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DECEMBER 01, 2016 TO DECEMBER 31, 2016

ACCOUNT NAME: MORGAN FAM MF
ACCOUNT NUMBER:

PORTFOLIO DETAIL (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
MUTUAL FUNDS-FIXED TAXABLE				
108,912 920	921937702 VANGUARD SHORT-TERM BOND INDEX FUND - ADMIRAL SHARES	1,135,961 76	1 47	1,146,029 01
TOTAL	MUTUAL FUNDS-FIXED TAXABLE	2,263,690 64	2 77	2,270,146 25
GRAND TOTAL ASSETS		34,910,522.95	2.22	32,533,117.67

TRANSACTION DETAIL

DATE	QUANTITY	DESCRIPTION	TRANSACTION TYPE	CASH	COST BASIS
12/01/16		BEGINNING BALANCE		0.00	32,113,566 23
12/01/16		60934N104 DIVIDEND ON FEDERATED GOVERNMENT OBLIGATIONS FUND - INSTITUTIONAL SHARES PAYABLE 12/01/2016	DIVIDEND	5 94	
12/05/16		683974604 DIVIDEND ON 68,541 85 SHS OPPENHEIMER DEVELOPING MARKETS FUND-I AT 22899 PER SHARE PAYABLE 12/02/2016 EX DATE 12/02/2016 EFFECTIVE 12/02/2016	DIVIDEND	15,695 40	
12/05/16	498 267	683974604 PURCHASED 498 267 SHS OPPENHEIMER DEVELOPING MARKETS FUND-I ON 12/02/2016 AT 31 50 FOR REINVESTMENT	BUY	15,695 40-	15,695 40
12/06/16		921937702 DIVIDEND ON VANGUARD SHORT-TERM BOND INDEX FUND - ADMIRAL SHARES PAYABLE 12/01/2016 EFFECTIVE 12/01/2016	DIVIDEND	1,412 02	
12/06/16	135 251	921937702 PURCHASED 135 251			

The Huntington Trust

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DECEMBER 01, 2016 TO DECEMBER 31, 2016

ACCOUNT NAME: MORGAN GRANITE

ACCOUNT NUMBER:

PORTFOLIO DETAIL

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
CASH AND EQUIVALENTS				
0 020	608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	0 02	0 00	0 02
TOTAL	CASH AND EQUIVALENTS	0 02	0 00	0 02
GRAND TOTAL ASSETS		0.02	0.00	0.02

TRANSACTION DETAIL

DATE	QUANTITY	DESCRIPTION	TRANSACTION TYPE	CASH	COST BASIS
12/01/16		BEGINNING BALANCE		0 00	0 02
12/31/16		ENDING BALANCE		0 00	0 02

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DECEMBER 01, 2016 TO DECEMBER 31, 2016

ACCOUNT NAME: MORGAN VICTORY

ACCOUNT NUMBER:

PORTFOLIO DETAIL

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
CASH AND EQUIVALENTS				
49,564 240	60934N104 FEDERATED GOVERNMENT OBLIGATIONS FUND - INSTITUTIONAL SHARES	49,564 24	0 38	49,564 24
	CASH	327 44		327 44
TOTAL	CASH AND EQUIVALENTS	49,891 68	0 38	49,891 68
EQUITIES FINANCIALS				
332 000	025676206 AMERICAN EQUITY INVT LIFE	7,483 28	1 06	7,225 29
458 000	046265104 ASTORIA FINANCIAL CORP	8,541 70	0 86	6,915 80
558 000	059692103 BANCORPSOUTH INC	17,325 90	1 61	12,325 57
517 000	06652K103 BANKUNITED INC	19,485 73	2 23	16,775 29
254 000	06652V208 BANNER CORPORATION	14,175 74	1 65	9,720 69
431 000	154760409 CENTRAL PACIFIC FINANCIAL CO	13,542 02	2 04	8,572 59
647 000	222795106 COUSINS PROPERTIES INC	5,505 97	3 76	3,553 87
165 000	23204G100 CUSTOMERS BANCORP INC	5,910 30	0 00	5,654 45
835 000	252784301 DIAMONDROCK HOSPITALITY CO	9,627 55	4 34	7,331 57
563 000	319829107 FIRST COMWLTH FINL CORP			

DECEMBER 01, 2016 TO DECEMBER 31, 2016

ACCOUNT NAME: MORGAN VICTORY

ACCOUNT NUMBER:

PORTFOLIO DETAIL (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
FINANCIALS				
367 000	459044103 INTL BANCSHARES CORP TX	14,973 60	1 52	8,271 42
379 000	46145F105 INVESTMENT TECHNOLOGY GROUP NEW	7,481 46	1 42	6,731 04
432 000	49803T300 KITE REALTY GROUP TRUST	10,143 36	5 15	11,608 24
193 000	50212V100 LPL FINANCIAL HOLDINGS INC	6,795 53	2 84	6,192 83
749 000	55262C100 MBIA INC	8,014 30	12 71	6,498 79
1,600 000	552848103 MGIC INVESTMENT CORP W/1 RT/SH EXPIRES 07/22/2009	16,304 00	0 98	10,881 65
74 000	638904102 NAVIGATORS GROUP	8,713 50	0 31	6,129 31
809 000	680033107 OLD NATL BANCORP	14,683 35	2 87	9,320 40
321 000	695263103 PACWEST BANCORP	17,475 24	3 67	13,440 09
371 000	71943U104 PHYSICIANS REALTY TRUST	7,034 16	4 75	6,507 32
113 000	74164M108 PRIMERICA INC	7,813 95	1 04	6,232 46
239 000	749607107 RLI CORP	15,088 07	1 27	15,011 89
316 000	856190103 STATE BANK FINANCIAL CORP	8,487 76	2 08	5,890 76
185				

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DECEMBER 01, 2016 TO DECEMBER 31, 2016

ACCOUNT NAME: MORGAN VICTORY

ACCOUNT NUMBER:

PORTFOLIO DETAIL (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
FINANCIALS				
137 000	G0464B107 ARGO GROUP INTERNATIONAL	9,028 30	1 34	8,769 20
221 000	G0585R106 ASSURED GUARANTY LTD	8,347 17	1 38	6,768 66
TOTAL	FINANCIALS	479,646 29	2 05	354,330 27
HEALTHCARE				
115 000	159864107 CHARLES RIVER LABORATORIES COM	8,761 85	0 00	8,363 92
181 000	207410101 CONMED CORP	7,994 77	1 81	7,758 54
189 000	405024100 HAEMONETIC CORP W/1 RT/SH	7,597 80	0 00	6,574 80
118 000	431475102 HILL-ROM HOLDINGS INC	6,624 52	1 21	6,259 53
305 000	45256B101 IMPAX LABORATORIES INC	4,041 25	0 00	9,319 28
142 000	559079207 MAGELLAN HEALTH INC NEW COMMON	10,685 50	0 00	8,053 73
123 000	60855R100 MOLINA HEALTHCARE INC	6,673 98	0 00	6,747 48
345 000	71714F104 PHARMERICA CORP -W/I	8,676 75	0 00	8,999 15
402 000	81619Q105 SELECT MEDICAL HOLDINGS CORP	5,326 50	3 02	5,515 99
TOTAL	HEALTHCARE	66,382 92	0 58	67,

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DECEMBER 01, 2016 TO DECEMBER 31, 2016

ACCOUNT NAME: MORGAN VICTORY

ACCOUNT NUMBER:

PORTFOLIO DETAIL (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
CONSUMER DISCRETIONARY				
608 000	007800105 AEROJET ROCKETDYNE HOLDINGS INC	10,913 60	0 00	9,662 62
257 000	05605H100 BWV TECHNOLOGIES INC	10,202 90	0 91	7,969 57
423 000	129500104 CALERES INC	13,882 86	0 85	10,648 13
323 000	216831107 COOPER TIRE & RUBBER	12,548 55	1 08	12,445 76
205 000	235825205 DANA INC	3,890 90	1 26	3,840 50
203 000	251893103 DEVRY EDUCATION GROUP INC	6,333 60	1 15	5,880 95
344 000	30219E103 EXPRESS INC	3,701 44	0 00	4,145 64
407 000	317923100 THE FINISH LINE	7,655 67	2 13	8,220 60
150 000	371532102 GENESCO INC	9,315 00	0 00	8,057 86
749 000	389375106 GRAY TELEVISION INC	8,126 65	1 11	8,433 71
567 000	44967H101 ILG INC	10,302 39	2 64	10,185 99
279 000	563568104 MANITOWOC FOODSERVICE INC	5,393 07	0 00	4,895 89
995 000	59001K100 MERITOR INC	12,357 90	0 00	7,264 52
713 000	60782			

DECEMBER 01, 2016 TO DECEMBER 31, 2016

ACCOUNT NAME: MORGAN VICTORY

ACCOUNT NUMBER:

PORTFOLIO DETAIL (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
TECHNOLOGY				
1,660 000	007903107 ADVANCED MICRO DEVICES	18,824 40	0 00	10,942 25
427 000	08160H101 BENCHMARK ELECTRONICS INC	13,023 50	0 00	9,232 84
735 000	114340102 BROOKS AUTOMATION INC	12,546 45	2 34	6,911 54
123 000	127190304 CACI INTL INC CL A W/1 RIGHT PER SH	15,288 90	0 00	11,603 60
666 000	171779309 CIENA CORPORATION	16,257 06	0 00	13,134 34
1,143 000	232806109 CYPRESS SEMICONDUCTOR CORP	13,075 92	3 85	10,457 86
539 000	254543101 DIODES INC	13,836 13	0 00	9,934 40
283 000	29286C107 ENGILITY HOLDINGS INC	9,537 10	0 00	3,904 84
621 000	29362U104 ENTEGRIS, INC	11,115 90	0 00	7,683 92
48 000	537008104 LITTLEFUSE INC	7,284 96	0 87	5,468 64
302 000	729132100 PLEXUS CORP	16,320 08	0 00	10,867 44
571 000	87305R109 TTM TECHNOLOGIES	7,782 73	0 00	7,044 17
142 000	878237106 TECH DATA CORP	12,024 56	0 00	10,393 94
864 000	928298108 VISHAY INTERTE			

HUNTINGTON

Realized Gain/Loss Report

Year Ended: 12/31/2016

Account:

MORGAN FAMILY FOUNDATION COLLATERAL ACCOUNT

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss	Covered
** LONG TERM CAPITAL GAIN (LOSS)						
21114 865 SHARES OF JP MORGAN CORE BOND FUND - SELECT	05/17/2016	10/16/2012	250,000.00	255,912.16	-5,912.16	Covered
803.91 SHARES OF VANGUARD MID CAP INDEX FUND - ADMIRAL SHARES	11/07/2016	05/29/2012	125,000.00	75,262.26	49,737.74	Non Covered
4528.985 SHARES OF FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	11/07/2016	11/12/2014	50,000.00	50,090.57	-90.57	Covered
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			425,000.00	381,264.99	43,735.01	
TOTAL						
			425,000.00	381,264.99	43,735.01	

