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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

HAROLD AND RACHEL MCMILLEN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

Wells Fargo Bank N A Trust Tax Dept - 100 N Main St MAC D4001-117

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

Winston Salem

NC

27101

Foreign country name

Foreign province/state/county

Foreign postal code

A Employer identification number

35-6011494

B Telephone number (see instructions)

(888) 730-4933

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

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

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

711,504

J Accounting method

☒

Cash

☐

Accrual

Other (specify)

(Part I, column (d) must be on cash basis)

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated under
section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

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

(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue		(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 (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	20,427	16,921		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	26,776			
b	Gross sales price for all assets on line 6a	219,702			
7	Capital gain net income (from Part IV, line 2)		26,776		
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	47,203	43,697	0	
13	Compensation of officers	10,650	7,987		2,663
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	847			847
c	Other professional fees (attach schedule)	710			710
17	Interest				
18	Taxes (attach schedule) (see instructions)	204	204		
19	Depreciation (attach schedule)				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	12,411	8,191	0	4,220
25	Contributions, gifts, grants paid	34,000			34,000
26	Total expenses and disbursements. Add lines 24 and 25	46,411	8,191	0	38,220
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	792			
b	Net investment income (if negative, enter -0-)		35,506		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see Instructions.

Form 990-PF (2016)

HTA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	204		
	2	Savings and temporary cash investments	26,628	31,520	31,520
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment, basis ▶			
Liabilities		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	588,375	583,822	679,984
	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)	615,207	615,342	711,504
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	615,207	615,342	
	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)	615,207	615,342	
	31	Total liabilities and net assets/fund balances (see instructions)	615,207	615,342	

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	615,207
2	Enter amount from Part I, line 27a	2	792
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	151
4	Add lines 1, 2, and 3	4	616,150
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	808
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	615,342

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	26,776
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	41,911	734,580	0.057054
2014	57,286	782,010	0.073255
2013	36,461	779,985	0.046746
2012	36,195	761,960	0.047502
2011	37,027	778,441	0.047566
2 Total of line 1, column (d)			2 0.272123
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 0.054425
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 699,836
5 Multiply line 4 by line 3			5 38,089
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 355
7 Add lines 5 and 6			7 38,444
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 38,220

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	710	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	710	
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	710	
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	104	
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	104	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	606	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

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

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? Yes No
 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.

1a	During the year did the foundation (either directly or indirectly)	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

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

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

- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 100 N Main St MAC D4001-117 Winston Salem, NC 27	Trustee SEE ATTACHED	10,650		

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	681,227
b	Average of monthly cash balances	1b	29,266
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	710,493
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	-710,493
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	10,657
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	699,836
6	Minimum investment return. Enter 5% of line 5	6	34,992

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	34,992
2a	Tax on investment income for 2016 from Part VI, line 5	2a	710
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	710
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,282
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	34,282
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	34,282

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	38,220
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	38,220
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	38,220

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				34,282
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			9,525	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 38,220				
a Applied to 2015, but not more than line 2a			9,525	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				28,695
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				5,587
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A****1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed**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	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed**b** The form in which applications should be submitted and information and materials they should include**c** Any submission deadlines**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			3a	34,000
b <i>Approved for future payment</i> NONE				
Total			3b	0

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

- | | | |
|---|--|----|
| 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 |
| | (2) Other assets | 1a |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b |
| | (3) Rental of facilities, equipment, or other assets | 1b |
| | (4) Reimbursement arrangements | 1b |
| | (5) Loans or loan guarantees | 1b |
| | (6) Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1 |
| 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. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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.

John A. Senter SVP Wells Fargo Bank N.A.
Signature of officer or trustee

4/27/2017
Date

SVP Wells Fargo Bank N A
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

JOSEPH J CASTRIANO

Preparer's signature

[Signature]

Date	
------	--

4/27/2017

Check ☒ if self-employed

PTIN

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BLESSINGS IN A BACKPACK INC

Street

4121 SHELBYVILLE ROAD

City

LOUISVILLE

State

KY

Zip Code

40207

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

DOWN SYNDROME ASSOCIATION OF NORTHEAST INDIANA INC

Street

PO BOX 13611

City

FORT WAYNE

State

IN

Zip Code

46865

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

MCMILLEN HEALTH OPERATING SUPPORT

Street

600 JIM KELLEY BLVD

City

FORT WAYNE

State

IN

Zip Code

46816

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

MARTIN LUTHER KING SCHOOL INC

Street

6001 S ANTHONY BLVD

City

FORT WAYNE

State

IN

Zip Code

46816

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

Name

HOPE ALIVE INC

Street

9702 EAGLE RIDGE CT

City

IJAMSVILLE

State

MD

Zip Code

21754

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

8,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions		Short Term CG Distributions		Amount	Totals										Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss	
				674	Capital Gains/Losses										219,702		192,928		26,776	
				0	Other sales										0		0		0	
Description	CUSIP #	Check "x" to include in Part IV	Purchaser	Check "x" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss						
1 I SHARES S&P MID-CAP 400 C	464287606	X				8/16/2014	8/22/2016	708	615				0	93						
2 I SHARES S&P MID-CAP 400 C	464287606	X				7/24/2015	8/22/2016	885	853				0	32						
3 I SHARES S&P MID-CAP 400 C	464287606	X				1/20/2016	8/22/2016	1,062	887				0	205						
4 I SHARES S&P MID-CAP 400 C	464287606	X				1/21/2011	8/22/2016	2,832	1,615				0	1,217						
5 I SHARES S&P MID-CAP 400 V	464287705	X				7/24/2015	8/22/2016	1,774	1,753				0	21						
6 I SHARES S&P MID-CAP 400 V	464287705	X				8/16/2014	8/22/2016	1,202	1,120				0	82						
7 I SHARES S&P MID-CAP 400 V	464287705	X				6/16/2014	8/22/2016	127	124				0	3						
8 I SHARES S&P MID-CAP 400 V	464287705	X				5/1/2014	8/22/2016	3,473	3,125				0	348						
9 I SHARES CORE S&P SMALL	464287804	X				7/24/2015	8/22/2016	688	686				0	2						
10 SPDR DJ WILSHIRE INTERNA	78463X863	X				2/2/2011	8/22/2016	2,162	2,439				0	257						
11 AMEX MATERIALS SPDR	81369Y100	X				10/31/2014	8/22/2016	894	911				0	17						
12 SPDR DJ WILSHIRE INTERNA	78463X863	X				2/2/2011	8/22/2016	875	905				0	70						
13 SPDR DJ WILSHIRE INTERNA	78463X863	X				2/2/2011	8/22/2016	1,705	1,573				0	132						
14 HEALTH CARE SELECT SECT	81369Y209	X				8/28/2015	8/22/2016	1,708	1,719				0	11						
15 SPDR DJ WILSHIRE INTERNA	78463X863	X				11/4/2011	8/22/2016	2,259	1,843				0	416						
16 HEALTH CARE SELECT SECT	81369Y209	X				10/31/2014	8/22/2016	1,139	1,063				0	56						
17 SPDR DJ WILSHIRE INTERNA	78463X863	X				8/5/2009	8/22/2016	3,324	2,518				0	806						
18 CONSUMER STAPLES SECT	81369Y308	X				8/5/2009	8/22/2016	1,605	1,471				0	134						
19 SPDR DJ WILSHIRE INTERNA	78463X863	X				7/24/2015	8/22/2016	3,936	3,087				0	869						
20 I SHARES CORE S&P SMALL	464287804	X				8/5/2009	8/22/2016	3,841	3,946				0	105						
21 I SHARES CORE S&P SMALL	464287804	X				8/5/2009	8/22/2016	1,808	1,554				0	254						
22 I SHARES CORE S&P SMALL	464287804	X				6/16/2014	8/22/2016	9,376	4,087				0	5,289						
23 NEUBERGER BERMAN LONG	64128R608	X				6/16/2014	8/22/2016	7,514	7,531				0	17						
24 T ROWE PRICE REAL ESTATE	779919109	X				1/29/2014	8/22/2016	1,497	1,370				0	127						
25 SPDR DJ WILSHIRE INTERNA	78463X863	X				1/29/2014	8/22/2016	634	716				0	82						
26 SPDR DJ WILSHIRE INTERNA	78463X863	X				7/24/2015	8/22/2016	2,710	3,240				0	530						
27 CONSUMER STAPLES SECT	81369Y308	X				8/28/2015	8/22/2016	106	95				0	11						
28 CONSUMER STAPLES SECT	81369Y308	X				1/21/2011	8/22/2016	1,215	679				0	536						
29 CONSUMER STAPLES SECT	81369Y308	X				1/21/2011	8/22/2016	2,530	1,418				0	1,114						
30 CONSUMER STAPLES SECT	81369Y308	X				8/22/2016	8/22/2016	852	935				0	83						
31 CONSUMER STAPLES SECT	81369Y308	X				8/28/2015	8/22/2016	3,057	3,100				0	43						
32 AMEX CONSUMER DISCR SP	81369Y407	X				10/23/2014	8/22/2016	1,511	85				0	85						
33 AMEX CONSUMER DISCR SP	81369Y407	X				10/23/2014	8/22/2016	319	285				0	54						
34 AMEX ENERGY SELECT SPD	81369Y506	X				10/23/2014	8/22/2016	659	858				0	197						
35 AMEX ENERGY SELECT SPD	81369Y506	X				10/31/2014	8/22/2016	1,220	1,458				0	338						
36 AMEX ENERGY SELECT SPD	81369Y506	X				8/28/2015	8/22/2016	789	730				0	55						
37 AMEX ENERGY SELECT SPD	81369Y506	X				11/16/2016	8/22/2016	571	654				0	83						
38 AMEX ENERGY SELECT SPD	81369Y506	X				8/22/2016	8/22/2016	1,071	1,045				0	26						
39 AMEX ENERGY SELECT SPD	81369Y506	X				8/5/2009	8/22/2016	2,356	1,688				0	668						
40 FINANCIAL SELECT SECTOR	81369Y605	X				8/28/2015	8/22/2016	2,598	2,627				0	29						
41 FINANCIAL SELECT SECTOR	81369Y605	X				8/28/2015	8/22/2016	310	308				0	2						
42 FINANCIAL SELECT SECTOR	81369Y605	X				10/23/2014	8/22/2016	681	666				0	15						
43 AMEX INDUSTRIAL SPDR	81369Y704	X				6/16/2014	8/22/2016	268	272				0	4						
44 AMEX INDUSTRIAL SPDR	81369Y704	X				10/31/2014	8/22/2016	322	332				0	10						
45 AMEX INDUSTRIAL SPDR	81369Y704	X				11/16/2016	8/22/2016	161	160				0	1						
46 AMEX INDUSTRIAL SPDR	81369Y704	X				11/16/2014	8/22/2016	425	451				0	26						
47 AMEX INDUSTRIAL SPDR	81369Y704	X				10/23/2014	8/22/2016	1,354	1,269				0	85						
48 AMEX TECHNOLOGY SELEC	81369Y803	X				10/31/2014	8/22/2016	89	81				0	8						
49 AMEX TECHNOLOGY SELEC	81369Y803	X				3/4/2016	8/22/2016	841	805				0	36						
50 AMEX TECHNOLOGY SELEC	81369Y803	X				10/23/2014	8/22/2016	2,877	2,525				0	352						
51 AMEX TECHNOLOGY SELEC	81369Y803	X				8/22/2016	8/22/2016	422	423				0	1						
52 REAL ESTATE SELECT SECT	81369Y860	X				9/22/2016	10/7/2016	0	0				0	0						
53 VANGUARD INTERMEDIATE	921937819	X				10/21/2015	8/22/2016	1,855	1,877				0	22						
54 VANGUARD INTERMEDIATE	921937819	X				5/11/2016	8/22/2016	3,778	3,726				0	52						
55 VANGUARD SHORT TERM BC	921937827	X				10/21/2015	8/22/2016	3,921	3,945				0	24						
56 VANGUARD SHORT TERM BC	921937827	X				1/21/2011	8/22/2016	3,057	3,059				0	2						
57 VANGUARD SHORT TERM BC	921937827	X				2/2/2011	8/22/2016	1,609	1,610				0	1						
58 VANGUARD SHORT TERM BC	921937827	X				1/23/2015	8/22/2016	3,862	3,861				0	1						
59 VANGUARD SHORT TERM BC	921937827	X				10/21/2011	8/22/2016	8,448	8,455				7	0						
60 VANGUARD SHORT TERM BC	921937827	X				10/21/2015	8/22/2016	5,391	5,394				0	3						
61 VANGUARD SHORT TERM BC	921937827	X				1/23/2011	8/22/2016	8,240	8,245				0	5						
62 VANGUARD SHORT TERM BC	921937827	X				10/14/2013	8/22/2016	14,300	14,214				0	86						
63 VANGUARD FTSE DEVELOP	921943858	X				11/10/2015	8/22/2016	1,412	1,461				0	49						
64 VANGUARD FTSE DEVELOP	921943858	X				4/20/2016	5/11/2016	1,050	1,090				0	40						
65 VANGUARD FTSE DEVELOP	921943858	X				2/13/2013	8/22/2016	5,756	5,823				0	67						
66 VANGUARD FTSE DEVELOP	921943858	X				2/13/2013	8/22/2016	22,839	22,413				0	426						
67 VANGUARD INFLAT-PROT SE	922031737	X				5/13/2016	8/22/2016	778	765				0	13						
68 VANGUARD INFLAT-PROT SE	922031737	X				4/22/2016	8/22/2016	704	684				0	20						
69 VANGUARD FTSE EMERGIN	922042858	X				7/28/2011	8/22/2016	2,803	3,520				0	717						
70 VANGUARD FTSE EMERGIN	922042858	X				5/25/2012	8/22/2016	1,399	1,396				0	3						
71 VANGUARD FTSE EMERGIN	922042858	X				7/17/2013	8/22/2016	3,327	3,532				0	205						
72 VANGUARD FTSE EMERGIN	922042858	X				7/28/2011	8/22/2016	38	45				0	7						

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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	Totals									
		674			0	Capital Gains/Losses									
						Other sales									

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

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

Part I, Line 16c (990-PF) - Other Professional Fees

		710	0	0	710
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMIN FEES	710			710

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

		204	204	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	204	204		

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	0	679,984
2	CONSUMER STAPLES SECTOR SPDR TR		0	5,620	8,998
3	AMEX FINANCIAL SELECT SPDR		0	19,957	27,551
4	AMEX MATERIALS SPDR		0	3,592	4,920
5	AMEX TECHNOLOGY SELECT SPDR		0	23,754	38,881
6	AMEX ENERGY SELECT SPDR		0	4,655	6,854
7	MERGER FUND-INST #301		0	12,591	12,565
8	FID ADV EMER MKTS INC- CL I 607		0	33,713	34,190
9	T ROWE PRICE REAL ESTATE FD 122		0	19,050	20,086
10	ISHARES TR SMALLCAP 600 INDEX FD		0	15,522	31,767
11	ISHARES S&P MIDCAP 400 VALUE		0	17,866	30,930
12	EATON VANCE GLOBAL MACRO - I		0	21,438	21,257
13	ISHARES S&P MIDCAP 400 GROWTH		0	16,093	29,152
14	AMEX INDUSTRIAL SPDR		0	12,059	19,102
15	AMEX HEALTH CARE SPDR		0	18,291	27,162
16	AMEX CONSUMER DISCR SPDR		0	10,412	23,362
17	ASG GLOBAL ALTERNATIVES-Y 1993		0	13,602	12,108
18	REAL ESTATE SELECT SECT SPDR		0	4,687	4,428
19	VANGUARD REIT VIPER		0	1,287	3,301
20	AQR MANAGED FUTURES STR-I		0	21,260	19,254
21	VANGUARD EMERGING MARKETS ETF		0	19,005	19,786
22	VANGUARD INFLAT-PROT SECS-ADM 511		0	6,978	6,776
23	JPMORGAN HIGH YIELD FUND SS 3580		0	30,490	30,270
24	T ROWE PRICE INST FLOAT RATE 170		0	12,581	12,566
25	BLACKROCK GL US CREDIT-INS #1833		0	25,678	25,339
26	VANGUARD BD INDEX FD INC		0	57,277	56,886
27	SPDR DJ WILSHIRE INTERNATIONAL REA		0	8,169	9,128
28	VANGUARD INTERMEDIATE TERM B		0	76,460	75,261
29	VANGUARD EUROPE PACIFIC ETF		0	34,404	34,603
30	NEUBERGER BERMAN LONG SH-INS #183		0	17,786	17,911
31	CREDIT SUISSE COMM RT ST-CO 2156		0	19,545	15,590

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	139
2	FEDERAL EXCISE TAX REFUND	2	12
3	Total	3	151

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

1	MUTUAL FUND TIMING DIFFERENCE	1	332
2	PY RETURN OF CAPITAL ADJUSTMENT	2	316
3	COST BASIS ADJUSTMENT	3	160
4	Total	4	808

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

Long Term CG Distributions										Amount				
Short Term CG Distributions										674				
										0				
	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Excess FMV Over Adj. Basis or Losses
1	1 SHARES S&P MID-CAP 400 C	464287606		6/16/2014	8/22/2016	708		0	615	93	93	0	0	26,102
2	2 SHARES S&P MID-CAP 400 C	464287606		7/24/2015	8/22/2016	885		0	853	32	32	0	0	93
3	3 SHARES S&P MID-CAP 400 C	464287606		1/20/2016	8/22/2016	1,062		0	857	205	205	0	0	32
4	4 SHARES S&P MID-CAP 400 C	464287606		1/21/2011	8/22/2016	2,832		0	1,615	1,217	1,217	0	0	205
5	5 SHARES S&P MID-CAP 400 V	464287705		7/24/2015	4/20/2016	1,774		0	1,753	21	21	0	0	1,217
6	6 SHARES S&P MID-CAP 400 V	464287705		6/16/2014	8/22/2016	1,202		0	1,120	82	82	0	0	21
7	7 SHARES S&P MID-CAP 400 V	464287705		6/16/2014	4/20/2016	127		0	124	3	3	0	0	82
8	8 SHARES S&P MID-CAP 400 V	464287705		5/11/2014	8/22/2016	3,473		0	3,125	348	348	0	0	3
9	9 SHARES CORE S&P SMALL	464287804		7/24/2015	4/20/2016	688		0	696	-8	-8	0	0	348
10	10 SPDR DJ WILSHIRE INTERNA	78463X863		2/22/2011	12/02/2016	2,182		0	2,439	-257	-257	0	0	-8
11	11 AMEX MATERIALS SPDR	81369Y100		10/31/2014	4/20/2016	911		0	911	-17	-17	0	0	-257
12	12 SPDR DJ WILSHIRE INTERNA	78463X863		2/22/2011	4/20/2016	884		0	905	-17	-17	0	0	-17
13	13 SPDR DJ WILSHIRE INTERNA	78463X863		2/22/2011	8/22/2016	975		0	905	70	70	0	0	70
14	14 HEALTH CARE SELECT SECT	81369Y209		8/28/2015	4/20/2016	1,705		0	1,719	132	132	0	0	132
15	15 SPDR DJ WILSHIRE INTERNA	78463X863		11/4/2011	8/22/2016	2,269		0	1,843	-11	-11	0	0	-11
16	16 HEALTH CARE SELECT SECT	81369Y209		10/31/2014	4/20/2016	1,139		0	1,083	56	56	0	0	56
17	17 SPDR DJ WILSHIRE INTERNA	78463X863		8/5/2009	8/22/2016	3,324		0	2,518	806	806	0	0	806
18	18 CONSUMER STAPLES SECT	81369Y308		8/28/2015	3/4/2016	1,605		0	1,471	134	134	0	0	134
19	19 SPDR DJ WILSHIRE INTERNA	78463X863		8/5/2009	10/3/2016	3,936		0	3,067	869	869	0	0	869
20	20 SHARES CORE S&P SMALL	464287804		7/24/2015	5/11/2016	3,841		0	3,946	-105	-105	0	0	-105
21	21 SHARES CORE S&P SMALL	464287804		1/20/2016	5/11/2016	1,808		0	1,554	254	254	0	0	254
22	22 SHARES CORE S&P SMALL	464287804		8/5/2009	5/11/2016	9,376		0	4,087	5,289	5,289	0	0	5,289
23	23 NEUBERGER BERMAN LONG	64126R608		6/16/2014	8/22/2016	7,514		0	7,531	-17	-17	0	0	-17
24	24 T ROWE PRICE REAL ESTAT	779919109		12/24/2015	8/22/2016	1,497		0	1,370	127	127	0	0	127
25	25 SPDR DJ WILSHIRE INTERNA	78463X863		1/29/2014	12/02/2016	634		0	716	-82	-82	0	0	-82
26	26 SPDR DJ WILSHIRE INTERNA	78463X863		7/24/2015	12/02/2016	2,710		0	3,240	-530	-530	0	0	-530
27	27 CONSUMER STAPLES SECT	81369Y308		8/28/2015	4/20/2016	106		0	95	11	11	0	0	11
28	28 CONSUMER STAPLES SECT	81369Y308		12/1/2011	4/20/2016	1,215		0	679	536	536	0	0	536
29	29 CONSUMER STAPLES SECT	81369Y308		12/1/2011	5/31/2016	2,530		0	1,416	1,114	1,114	0	0	1,114
30	30 CONSUMER STAPLES SECT	81369Y308		8/22/2016	12/1/2016	852		83	935	0	0	0	0	0
31	31 CONSUMER STAPLES SECT	81369Y308		11/16/2016	12/1/2016	3,057		0	3,100	-43	-43	0	0	-43
32	32 AMEX CONSUMER DISCR SP	81369Y407		8/28/2015	4/20/2016	1,596		0	1,511	85	85	0	0	85
33	33 AMEX CONSUMER DISCR SP	81369Y407		10/23/2014	4/20/2016	319		0	265	54	54	0	0	54
34	34 AMEX ENERGY SELECT SPD	81369Y506		10/23/2014	4/20/2016	659		0	896	-197	-197	0	0	-197
35	35 AMEX ENERGY SELECT SPD	81369Y506		10/31/2014	4/20/2016	1,120		0	1,458	-338	-338	0	0	-338
36	36 AMEX ENERGY SELECT SPD	81369Y506		8/28/2015	11/16/2016	785		0	730	55	55	0	0	55
37	37 AMEX ENERGY SELECT SPD	81369Y506		11/16/2014	11/16/2016	571		0	654	-83	-83	0	0	-83
38	38 AMEX ENERGY SELECT SPD	81369Y506		8/22/2016	11/16/2016	1,071		0	1,045	26	26	0	0	26
39	39 AMEX ENERGY SELECT SPD	81369Y506		8/5/2009	11/16/2016	2,366		0	1,688	668	668	0	0	668
40	40 AMEX ENERGY SELECT SPD	81369Y506		8/28/2015	4/20/2016	2,598		0	2,627	-29	-29	0	0	-29
41	41 FINANCIAL SELECT SECTOR	81369Y605		8/28/2015	5/31/2016	310		0	308	2	2	0	0	2
42	42 FINANCIAL SELECT SECTOR	81369Y605		10/23/2014	5/31/2016	691		0	666	25	25	0	0	25
43	43 AMEX INDUSTRIAL SPDR	81369Y704		6/16/2014	3/4/2016	268		0	272	-4	-4	0	0	-4
44	44 AMEX INDUSTRIAL SPDR	81369Y704		10/31/2014	3/4/2016	322		0	332	-10	-10	0	0	-10
45	45 AMEX INDUSTRIAL SPDR	81369Y704		11/16/2014	3/4/2016	161		0	160	1	1	0	0	1
46	46 AMEX INDUSTRIAL SPDR	81369Y704		11/16/2014	4/20/2016	451		0	425	26	26	0	0	26
47	47 AMEX TECHNOLOGY SELECT	81369Y803		10/31/2014	4/20/2016	1,354		0	1,269	85	85	0	0	85
48	48 AMEX TECHNOLOGY SELECT	81369Y803		10/31/2014	4/20/2016	89		0	81	8	8	0	0	8
49	49 AMEX TECHNOLOGY SELECT	81369Y803		3/4/2016	4/20/2016	841		0	805	36	36	0	0	36
50	50 AMEX TECHNOLOGY SELECT	81369Y803		10/23/2014	4/20/2016	2,877		0	2,525	352	352	0	0	352
51	51 AMEX TECHNOLOGY SELECT	81369Y803		8/22/2016	11/16/2016	422		0	423	-1	-1	0	0	-1
52	52 REAL ESTATE SELECT SECT	81369Y860		9/22/2016	10/7/2016	0		0	0	0	0	0	0	0
53	53 VANGUARD INTERMEDIATE	921937819		10/21/2015	12/02/2016	1,855		0	1,877	-22	-22	0	0	-22
54	54 VANGUARD INTERMEDIATE	921937819		5/11/2016	8/22/2016	3,778		0	3,726	52	52	0	0	52
55	55 VANGUARD SHORT TERM BC	921937827		10/21/2015	12/02/2016	3,921		0	3,945	-24	-24	0	0	-24
56	56 VANGUARD SHORT TERM BC	921937827		1/21/2011	4/20/2016	3,057		0	3,059	-2	-2	0	0	-2
57	57 VANGUARD SHORT TERM BC	921937827		2/22/2011	4/20/2016	1,609		0	1,610	-1	-1	0	0	-1
58	58 VANGUARD SHORT TERM BC	921937827		1/23/2015	4/20/2016	3,862		0	3,861	1	1	0	0	1
59	59 VANGUARD SHORT TERM BC	921937827		1/22/2011	4/20/2016	8,448		7	8,455	0	0	0	0	0
60	60 VANGUARD SHORT TERM BC	921937827		10/21/2015	4/20/2016	5,391		0	5,394	-3	-3	0	0	-3
61	61 VANGUARD SHORT TERM BC	921937827		1/23/2011	8/22/2016	8,240		0	8,245	-5	-5	0	0	-5
62	62 VANGUARD SHORT TERM BC	921937827		10/14/2013	8/22/2016	14,300		0	14,214	86	86	0	0	86
63	63 VANGUARD FTSE DEVELOP	921943858		11/10/2015	5/11/2016	1,412		0	1,461	-49	-49	0	0	-49
64	64 VANGUARD FTSE DEVELOP	921943858		4/20/2016	5/11/2016	1,050		0	1,090	-40	-40	0	0	-40
65	65 VANGUARD FTSE DEVELOP	921943858		2/13/2013	5/11/2016	5,756		0	5,823	-67	-67	0	0	-67
66	66 VANGUARD FTSE DEVELOP	921943858		2/13/2013	8/22/2016	22,839		0	22,413	426	426	0	0	426
67	67 VANGUARD INFLAT-PROT SE	922031737		5/13/2016	8/22/2016	778		0	765	13	13	0	0	13
68	68 VANGUARD INFLAT-PROT SE	922031737		7/28/2011	8/22/2016	704		0	694	20	20	0	0	20
69	69 VANGUARD FTSE EMERGING	922042858		7/28/2011	4/20/2016	2,803		0	3,520	-717	-717	0	0	-717

Long Term CG Distributions	674
Short Term CG Distributions	0

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

	Date		Amount
1 Credit from prior year return		1	104
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	104

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

1	Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	9,525
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	9,525