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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2016

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

Open to Public Inspection

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

Name of foundation
WAVERING FAMILY CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 803878

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

A Employer identification number
36-6940417

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

C If exemption application is pending, check here

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

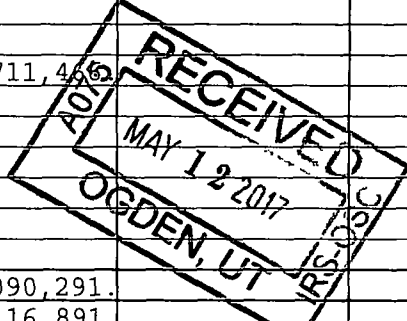
G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

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) **\$ 13,437,029.**

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

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input 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	378,825.	378,825.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	711,466.			
b	Gross sales price for all assets on line 6a	5,559,832.			
7	Capital gain net income (from Part IV, line 2)		711,466.		
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	1,090,291.	1,090,291.		
13	Compensation of officers, directors, trustees, etc.	18,768.	16,891.		1,877.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	2,500.	1,250.	NONE	1,250.
c	Other professional fees (attach schedule) STMT 3	23,380.	23,380.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	-1,040.	3,440.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 5	15.			15.
24	Total operating and administrative expenses.				
	Add lines 13 through 23.	43,623.	44,961.	NONE	3,142.
25	Contributions, gifts, grants paid	673,960.			673,960.
26	Total expenses and disbursements Add lines 24 and 25	717,583.	44,961.	NONE	677,102.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	372,708.			
b	Net investment income (if negative, enter -0-)		1,045,330.		
c	Adjusted net income (if negative, enter -0-)				



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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	234,436.	183,197.	183,197.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 6	8,266,664.	7,263,870.	9,647,165.
	c	Investments - corporate bonds (attach schedule) . STMT 7	2,311,264.	3,487,993.	3,352,243.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8		250,000.	254,424.
	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)	10,812,364.	11,185,060.	13,437,029.	
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	10,812,364.	11,185,060.	
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)	10,812,364.	11,185,060.		
31	Total liabilities and net assets/fund balances (see instructions)	10,812,364.	11,185,060.		

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)	10,812,364.
2	Enter amount from Part I, line 27a	372,708.
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	11,185,072.
5	Decreases not included in line 2 (itemize) ▶ COST ADJUSTMENT	12.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	11,185,060.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a PUBLICLY TRADED SECURITIES						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 5,357,935.		4,646,469.	711,466.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a			711,466.			
b						
c						
d						
e						
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	711,466.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3		

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (for 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	677,533.	13,665,989.	0.049578
2014	649,277.	14,093,417.	0.046070
2013	585,179.	13,106,141.	0.044649
2012	593,964.	11,968,687.	0.049626
2011	573,378.	12,289,219.	0.046657
2 Total of line 1, column (d)			2 0.236580
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 0.047316
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 13,071,262.
5 Multiply line 4 by line 3.			5 618,480.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 10,453.
7 Add lines 5 and 6.			7 628,933.
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.			8 677,102.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 4,377.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, and state registration. Includes sub-rows 4a-4b and 8a-8b.

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 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 Yes No X
14 The books are in care of THE NORTHERN TRUST COMPANY Telephone no (312) 630-6000 Located at PO BOX 803878, CHICAGO, IL ZIP+4 60680
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15 and enter the amount of tax-exempt interest received or accrued during the year 15
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 Yes No 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)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?. Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?. X 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 X 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 X 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 Yes No X Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? 1c Yes No X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes X No If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b Yes No X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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 Yes No X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes No 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 Yes No 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)? Yes 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? Yes 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? Yes 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	(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
THE NORTHERN TRUST COMPANY P.O. BOX 803878, CHICAGO, IL 60680	TRUSTEE 40	18,768.	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	13,270,317.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	13,270,317.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	13,270,317.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	199,055.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,071,262.
6	Minimum investment return. Enter 5% of line 5	6	653,563.

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	653,563.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	10,453.
b	Income tax for 2016. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,453.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	643,110.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4.	5	643,110.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	643,110.

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	677,102.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	677,102.
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	10,453.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	666,649.

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				643,110.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			673,843.	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>677,102.</u>				
a Applied to 2015, but not more than line 2a			673,843.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				3,259.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				639,851.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			

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

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

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

Table with 5 columns: (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests), 3a (Assets), 3b (Endowment), 3c (Support).

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))

N/A

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

N/A

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

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

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE STATEMENT 15</p>				<p>673,960.</p>
Total				3a 673,960.
<p>b Approved for future payment</p>				
Total				3b

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	378,825.	378,825.
TOTAL	378,825.	378,825.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	2,500.	1,250.		1,250.
TOTALS	2,500.	1,250.	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BAHL & GAYNOR	13,641.	13,641.
HERNDON CAPITAL MGMT	9,739.	9,739.
TOTALS	23,380.	23,380.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAX REFUND	-4,480.	
FOREIGN TAX	3,440.	3,440.
TOTALS	-1,040.	3,440.

WAVERING FAMILY CHARITABLE FOUNDATION

36-6940417

FORM 990PF, PART I - OTHER EXPENSES

=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

IL AG FILING FEE

15.

15.

TOTALS

15.
=====

15.
=====

WAVERING FAMILY CHARITABLE FOUNDATION
FORM 990PF, PART II - CORPORATE STOCK
=====

36-6940417

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHMENTS	7,263,870.	9,647,165.
TOTALS	7,263,870.	9,647,165.
	=====	=====

WAVERING FAMILY CHARITABLE FOUNDATION
FORM 990PF, PART II - CORPORATE BONDS
=====

36-6940417

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHMENTS	3,487,993.	3,352,243.
TOTALS	3,487,993.	3,352,243.
	=====	=====

WAVERING FAMILY CHARITABLE FOUNDATION

36-6940417

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE ATTACHMENTS	C	250,000.	254,424.
TOTALS		250,000.	254,424.
		=====	=====

WAVERING FAMILY CHARITABLE FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d

36-6940417

=====

RECIPIENT NAME:

WAVERING FAMILY FOUNDATION

ADDRESS:

P.O.BOX 803878

CHICAGO, IL 60680

FORM, INFORMATION AND MATERIALS:

NO FORMAL POLICY

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 9

RECIPIENT NAME:
CONSERVANCY OF SOUTHWEST FLORIDA
FLORIDA
ADDRESS:
1450 MERRITTUE DR.
NAPLES, FL 34102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 79,760.

RECIPIENT NAME:
NAPLES HISTORICAL SOCIETY
ADDRESS:
137 12TH AVENUE SOUTH
NAPLES, FL 34102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
NORTH SHORE COUNTRY DAY
SCHOOL
ADDRESS:
310 GREEN BAY ROAD
WINNETKA, IL 60096
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250,000.

=====

RECIPIENT NAME:
NAPLES YACHT CLUB BLUE GAVEL
SCHOLARSHIP FUND
ADDRESS:
700 14TH AVE S
NAPLES, FL 34102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
NAPLES BOTANICAL GARDEN
ADDRESS:
4820 BAYSHORE DRIVE
NAPLES, FL 34112
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 23,700.

RECIPIENT NAME:
POINTS OF LIGHT
FLORIDA'S HOMETOWN U.S.A. PROGRAM
ADDRESS:
P.O.BOX 337
FRUITLAND PARK, FL 34731
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:
EVERGLADES FOUNDATION
ADDRESS:
18001 OLD CUTLER ROAD, SUITE 625
PALMETTO BAY, FL 33157
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
HUMANE SOCIETY NAPLES
ADDRESS:
370 AIRPORT PULLING RD N
NAPLES, FL 34104
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SAFE & HEALTHY CHILDREN'S COALITION
ADDRESS:
1008 GOODLETTE-FRANK RD
NAPLES, FL 34102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
NEIGHBORHOOD HEALTH CLINIC
ADDRESS:
121 GOODLETTE-FRANK RD.
NAPLES, FL 34102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
NAMI OF COLLIER COUNTY
ADDRESS:
5020 TAMIAMI TRAIL N #110
NAPLES, FL 34103
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:
JULIE & MICHAEL TRACY FAMILY FOUNDATION
ADDRESS:
P O BOX 2579
GLENVIEW, IL 60026
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
THE NAPLES UNITED CHURCH
OF CHRIST INC.
ADDRESS:
5200 CRAYTON RD.
NAPLE, FL 34103
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250,000.

RECIPIENT NAME:
COMMUNITY FOUNDATION OF COLLIER
COUNTY
ADDRESS:
1110 PINE RIDGE RD #200
NAPLES, FL 34108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 8,500.

RECIPIENT NAME:
NO BARRIERS
ADDRESS:
224 CANYON AVE #207
FORT COLLINS, CO 80521
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

LACES OF LOVE

ADDRESS:

1900 GULF SHORE BLVD N APT402
NAPLES, FL 34102

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 500.

TOTAL GRANTS PAID: 673,960.
=====

Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 1 of 17

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
#REORG/LINEAR TECHNOLOGY CASH AND STOCKMERGER ANALOG DEVICE CUSIP 535678106								
83.000		62.35	0.00	5,175.05	3,961.93	1,213.12	0.00	1,213.12
ACCENTURE PLC SHS CL A NEW CUSIP G1151C101								
481.000		117.13	0.00	56,339.53	43,957.67	12,381.86	0.00	12,381.86
ACTIVISION BLIZZARD INC COM STK CUSIP 00507V109								
527.000		36.11	0.00	19,029.97	17,066.65	1,963.32	0.00	1,963.32
AFLAC INC COM CUSIP 001055102								
110.000		69.60	0.00	7,656.00	6,789.13	866.87	0.00	866.87
ALLIANT ENERGY CORP COM CUSIP 018802108								
655.000		37.89	0.00	24,817.95	21,678.98	3,138.97	0.00	3,138.97
LNT								
ALPHABET INC CL A CAP STK CL A CUSIP 02079K305								
306.000		792.45	0.00	242,489.70	94,343.64	148,146.06	0.00	148,146.06
GOOGL								
ALTRIA GROUP INC COM CUSIP 02209S103								
750.000		67.62	457.50	50,715.00	40,340.28	10,374.72	0.00	10,374.72
MO								
APPLE INC COM STK CUSIP 037833100								
437.000		115.82	0.00	50,613.34	48,531.22	2,082.12	0.00	2,082.12
AAPL								
AT&T INC COM CUSIP 00206R102								
355.000		42.53	0.00	15,098.15	14,556.10	542.05	0.00	542.05
T								

Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 2 of 17

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
BEST BUY INC COM STK CUSIP 086516101	154 000	42 67	0 00	6,571 18	5,858 38	7,12 80	0 00	7,12 80
BK HAW CORP COM CUSIP 062540109 BOH	119 000	88 69	0 00	10,554 11	7,234 64	3,319 47	0 00	3,319 47
BLACKROCK INC COM STK CUSIP 09247X101	47 000	380 54	0 00	17,885 38	17,429 26	456 12	0 00	456 12
BLOCK H & R INC COM CUSIP 093671105	701 000	22 99	154 22	16,115 99	24,060 37	-7,944 38	0 00	-7,944 38
BOEING CO COM CUSIP 097023105	473 000	155 68	0 00	73,636 64	69,449 37	4,187 27	0 00	4,187 27
CA INC COM CUSIP 12673P105 CA	472 000	31 77	0 00	14,995 44	15,228 87	-233 43	0 00	-233 43
CARDINAL HLTH INC CUSIP 14149Y108	249 000	71 97	111 77	17,920 53	21,187 62	-3,267 09	0 00	-3,267 09
CENTURYLINK INC COM CUSIP 156700106	291 000	23 78	0 00	6,919 98	11,513 95	-4,593 97	0 00	-4,593 97
CHEVRON CORP COM CUSIP 166764100 CVX	427 000	117 70	0 00	50,257 90	43,669 26	6,588 64	0 00	6,588 64

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Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 3 of 17

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr. ID	Shares/PA	local market price	Exchange rate/	Accrued	Market Value	Cost	Market	Unrealized gain/loss	Total
					income/expense				Translation	
Equity Securities										
Common stock										
United States - USD										
CIN FNCL CORP COM CUSIP	172062101									
		233,000	75.75		111.84	17,649.75	12,167.23	5,482.52	0.00	5,482.52
CISCO SYSTEMS INC CUSIP	17275R102									
CSCO		271,000	30.22		0.00	8,189.62	7,606.04	583.58	0.00	583.58
CLOROX CO COM CUSIP	189054109									
		195,000	120.02		0.00	23,883.98	21,613.11	2,270.87	0.00	2,270.87
CONS EDISON INC COM CUSIP	209115104									
		384,000	73.68		0.00	28,293.12	23,321.00	4,972.12	0.00	4,972.12
DARDEN RESTAURANTS INC COM CUSIP	237194105									
		366,000	72.72		0.00	26,615.52	22,739.17	3,876.35	0.00	3,876.35
DOW CHEMICAL CO COM CUSIP	260543103									
		624,000	57.22		287.04	35,705.28	27,794.64	7,910.64	0.00	7,910.64
DR PEPPER SNAPPLE GROUP INC COM STK CUSIP	26138E109									
DPS		64,000	90.67		33.92	5,802.88	6,023.33	-220.45	0.00	-220.45
ENERGY CORP NEW COM CUSIP	29364G103									
		272,000	73.47		0.00	19,983.84	22,190.63	-2,206.79	0.00	-2,206.79
EXXON MOBIL CORP COM CUSIP	30231G102									
XOM		331,000	90.26		0.00	29,876.06	30,610.83	-734.77	0.00	-734.77

Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 4 of 17

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
FEDT INVESTORS INC CL B CUSIP 314211103	370 000	28 28	0 00	10,463 60	12,637 77	-2,174 17	0 00	-2,174 17
GAMESTOP CORP NEWCL A CUSIP 36467W109								
435 000	25 26	0 00	10,988 10	16,378 86	-5,390 76	0 00	-5,390 76	
GENERAL ELECTRIC CO CUSIP 369604103								
GE	1,286 000	31 60	308 64	40,637 60	39,128 74	1,508 86	0 00	1,508 86
GENERAL MILLS INC COM CUSIP 370334104								
220 000	61 77	0 00	13,589 40	12,099 09	1,490 31	0 00	0 00	1,490 31
GENUINE PARTS CO COM CUSIP 372460105								
130 000	95 54	85 47	12,420 20	12,565 80	-145 60	0 00	0 00	-145 60
GILEAD SCIENCES INC CUSIP 375558103								
GILD	353 000	71 61	0 00	25,278 33	35,214 42	-9,936 09	0 00	-9,936 09
HELMERICH & PAYNE INC COM CUSIP 423462101								
121 000	77 40	0 00	9,365 40	8,010 42	1,354 98	0 00	0 00	1,354 98
HOLLYFRONTIER CORP COM CUSIP 436106108								
HFC	369 000	32 76	0 00	12,088 44	14,097 14	-2,008 70	0 00	-2,008 70
HOME DEPOT INC COM CUSIP 437076102								
HD	614 000	134 08	0 00	82,325 12	63,706 56	18,618 56	0 00	18,618 56

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Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 5 of 17

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
HP INC COM CUSIP 40434L105	14.84	86.65	9,690.52	8,092.52	1,598.00	0.00	1,598.00
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
IBM							
65 000	165.99	0.00	10,789.35	9,564.05	1,225.30	0.00	1,225.30
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
JNJ							
205 000	115.21	0.00	23,618.05	24,289.70	-671.65	0.00	-671.65
JPMORGAN CHASE & CO COM CUSIP 46625H100							
JPM							
1,064 000	86.29	0.00	91,812.56	45,438.84	46,373.72	0.00	46,373.72
KIMBERLY-CLARK CORP COM CUSIP 494368103							
KMB							
148 000	114.12	136.16	16,889.76	16,098.25	791.51	0.00	791.51
KLA-TENCOR CORP CUSIP 482480100							
KLAC							
183 000	78.68	0.00	14,398.44	11,477.77	2,920.67	0.00	2,920.67
LEGETT & PLATT INC COM CUSIP 524660107							
LEIDOS HLDGS INC COM CUSIP 525327102							
343 000	48.88	116.62	16,765.84	14,372.49	2,393.35	0.00	2,393.35
LOCKHEED MARTIN CORP COM CUSIP 539830109							
64 000	51.14	0.00	3,272.96	1,595.70	1,677.26	0.00	1,677.26
184 000	249.94	0.00	45,988.96	36,532.73	9,456.23	0.00	9,456.23

Equity Securities

Common stock

United States - USD

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Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 6 of 17

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities							
Common stock							
United States - USD							
LYONDELBASELL IND N V COM USD01 CL'A CUSIP N53745100	85.78	0.00	11,494.52	9,985.42	1,509.10	0.00	1,509.10
M D C HLDGS INC COM CUSIP 552676108 MDC	25.66	0.00	10,480.83	10,493.62	-12.79	0.00	-12.79
MACYS INC COM STK CUSIP 55616P104 M	35.81	102.68	9,740.32	17,363.64	-7,623.32	0.00	-7,623.32
MASTERCARD INC CL A CUSIP 57636Q104 MA	103.25	0.00	7,021.00	6,934.45	86.55	0.00	86.55
MATTEL INC COM CUSIP 577081102	27.55	0.00	12,480.15	15,127.95	-2,647.80	0.00	-2,647.80
MEDTRONIC PLC COMMON STOCK CUSIP GS960L103	71.23	33.97	5,627.17	6,780.73	-1,153.56	0.00	-1,153.56
MERCK & CO INC NEW COM CUSIP 58933Y105	58.87	470.47	58,928.87	43,241.54	15,687.33	0.00	15,687.33
MERCURY GEN CORP NEW COM CUSIP 589400100	60.21	0.00	15,233.13	13,235.87	1,997.26	0.00	1,997.26
OWENS & MINOR INC NEW COM CUSIP 680732102	35.29	0.00	24,279.52	23,522.71	756.81	0.00	756.81

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Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 7 of 17

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities									
Common stock									
United States - USD									
PAYCHEX INC COM CUSIP 704326107									
		246,000	60.88	0.00	14,976.48	11,862.24	3,114.24	0.00	3,114.24
PEOPLES UTD FINL INC COM CUSIP 712704105									
		904,000	19.36	0.00	17,501.44	13,464.20	4,037.24	0.00	4,037.24
PFIZER INC COM CUSIP 717081103									
		2,215,000	32.48	0.00	71,943.20	69,869.74	2,073.46	0.00	2,073.46
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109									
	PM	572,000	91.49	594.88	52,332.28	45,137.38	7,194.90	0.00	7,194.90
PLAINS GP HLDGS L P LTD PARTNER INT CL ANEW INT LTD PARTNER CUSIP 72651A207									
		154,000	34.68	0.00	5,340.72	5,261.57	79.15	0.00	79.15
PROCTER & GAMBLE COM NPV CUSIP 742718109									
		165,000	84.08	0.00	13,873.20	14,530.26	-657.06	0.00	-657.06
PRUDENTIAL FINL INC COM CUSIP 744320102									
	PRU	103,000	104.06	0.00	10,718.18	10,338.56	379.62	0.00	379.62
QUALCOMM INC COM CUSIP 747525103									
	OCOM	284,000	65.20	0.00	18,516.80	15,246.54	3,270.26	0.00	3,270.26
REGAL ENTMT GROUP CL A CL A CUSIP 758766109									
	RGC	505,000	20.60	0.00	10,403.00	11,057.55	-654.55	0.00	-654.55

Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 8 of 17

◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>	<u>Investment Mgr ID</u>	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
SEAGATE TECHNOLOGY PLC COM USD0 00001 CUSIP G7945M107								
422 000	38 17		265 86	16,107 74	23,932 20	-7,824 46	0 00	-7,824 46
SIX FLAGS ENTMT CORP NEW COM CUSIP 83001A102								
242 000	59 96		0 00	14,510 32	11,138 72	3,371 60	0 00	3,371 60
STAPLES INC COM CUSIP 855030102								
579 000	9 05		69 48	5,239 95	4,924 05	315 90	0 00	315 90
TARGET CORP COM STK CUSIP 87612E106								
641 000	72 23		0 00	46,299 43	51,852 72	-5,553 29	0 00	-5,553 29
TE CONNECTIVITY LTD CUSIP H84989104								
139 000	69 28		0 00	9,629 92	8,888 73	741 19	0 00	741 19
TEXAS INSTRUMENTS INC COM CUSIP 882508104								
1,055 000	72 97		0 00	76,983 35	57,773 90	19,209 45	0 00	19,209 45
UNITED CONTL HDGS INC COM STK CUSIP 910047109								
1 916 000	72 88		0 00	139,638 08	0 00	139,638 08	0 00	139,638 08
UNITED PARCEL SVC INC CL B CUSIP 911312106								
593 000	114 64		0 00	67,981 52	60,071 63	7,909 89	0 00	7,909 89
VAL NATL BANCORP COM CUSIP 919794107								
1,159 000	11 64		127 49	13,490 76	11,169 02	2,321 74	0 00	2,321 74

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Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 9 of 17

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities							
Common stock							
United States - USD							
VALERO ENERGY CORP STK NEW CUSIP 91913Y100 VLO	68.32	0.00	16,396.80	15,263.36	1,133.44	0.00	1,133.44
VECTREN CORP COM CUSIP 92240G101							
350 000	52.15	0.00	18,252.50	16,281.75	1,970.75	0.00	1,970.75
VERIZON COMMUNICATIONS COM CUSIP 92343V104 VZ							
1,309 000	53.38	0.00	69,874.42	65,922.57	3,951.85	0.00	3,951.85
WAL-MART STORES INC COM CUSIP 931142103 WMT							
105 000	69.12	52.50	7,257.60	7,594.47	-336.87	0.00	-336.87
WASTE MGMT INC DEL COM STK CUSIP 94106L109							
314 000	70.91	0.00	22,265.74	15,982.77	6,282.97	0.00	6,282.97
WELLS FARGO & CO NEW COM STK CUSIP 949746101 WFC							
1,079 000	55.11	0.00	59,463.69	56,102.84	3,360.85	0.00	3,360.85
WESTERN UNION CO CUSIP 959802109							
525 000	21.72	0.00	11,403.00	9,723.70	1,679.30	0.00	1,679.30
WINDSTREAM HLDGS INC COM NEW COM NEW CUSIP 97982A200							
561 000	7.33	84.15	4,112.13	5,888.56	-1,776.43	0.00	-1,776.43
XILINX INC COM CUSIP 983919101 XLNX							
348 000	60.37	0.00	21,008.76	14,786.35	6,222.41	0.00	6,222.41
Total USD		3,691.31	2,323,981.04	1,842,975.46	481,005.58	0.00	481,005.58

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Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 10 of 17

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities							
Common stock							
Total United States		3,691.31	2,323,981.04	1,842,975.46	481,005.58	0.00	481,005.58
Total Common Stock		3,691.31	2,323,981.04	1,842,975.46	481,005.58	0.00	481,005.58
Equity funds							
Emerging Markets Region - USD							
MFO OPPENHEIMER DEVELOPING MKTS FDS CL I CUSIP 683974604	31.96	0.00	345,072.76	376,600.00	-31,527.24	0.00	-31,527.24
Total USD		0.00	345,072.76	376,600.00	-31,527.24	0.00	-31,527.24
Total Emerging Markets Region		0.00	345,072.76	376,600.00	-31,527.24	0.00	-31,527.24
Europe Region - USD							
MFC FLEXSHARES TR STOXX GLOBAL BROADINFRASTRUCTURE INDEX CUSIP 33939L795	43.27	0.00	99,521.00	104,518.90	-4,997.90	0.00	-4,997.90
Total USD		0.00	99,521.00	104,518.90	-4,997.90	0.00	-4,997.90
Total Europe Region		0.00	99,521.00	104,518.90	-4,997.90	0.00	-4,997.90
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBALUPSTREAM NAT RES IND CUSIP 33939L407	28.66	0.00	212,084.00	216,632.00	-4,548.00	0.00	-4,548.00
Total USD		0.00	212,084.00	216,632.00	-4,548.00	0.00	-4,548.00
Total Global Region		0.00	212,084.00	216,632.00	-4,548.00	0.00	-4,548.00
International Region - USD							

Northern Trust

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Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 11 of 17

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities							
Equity funds							
International Region - USD							
MFC FLEXSHARES TR INTL QUALITY DIVIDENDINDEX FD CUSIP 33939L837	22 52	0 00	578,764 00	647,105 44	-68,341 44	0 00	-68,341 44
Total USD		0 00	578,764 00	647,105 44	-68,341 44	0 00	-68,341 44
Total International Region		0 00	578,764 00	647,105 44	-68,341 44	0 00	-68,341 44
United States - USD							
MFB NORTHERN FUNDS SMALL CAP INDEX FD CUSIP 665162723	12 66	0 00	243,609 54	232,708 22	10,901 32	0 00	10,901 32
MFB NORTHERN MID CAP INDEX FD CUSIP 665130100	17 89	0 00	241,863 68	239,910 99	1,952 69	0 00	1,952 69
SPDR DOW JONES REIT ETF CUSIP 78464A607	93 35	0 00	140,025 00	137,106 00	2,919 00	0 00	2,919 00
Total USD		0 00	625,498 22	609,725 21	15,773 01	0 00	15,773 01
Total United States		0 00	625,498 22	609,725 21	15,773 01	0 00	15,773 01
Total Equity Funds		0 00	1,860,939 98	1,954,681 56	-93,641 67	0 00	-93,641 57
Other equity							
United States - USD							
CARE CAP PPTY INC COM CUSIP 141624106	25 00	148 77	6,525 00	6,832 51	-307 51	0 00	-307 51
Total		148 77	6,525 00	6,832 51	-307 51	0 00	-307 51

Northern Trust

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Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 12 of 17

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities							
Other equity							
United States - USD							
CORECIV INC COM CUSIP 21871N101							
591 000	24 46	248 22	14,455 86	20,252 79	-5,796 93	0 00	-5,796 93
CROWN CASTLE INTL CORP NEW COM CUSIP 22822V101							
175 000	86 77	0 00	15,184 75	15,121 05	63 70	0 00	63 70
DIGITAL RLTY TR INC COM CUSIP 253668103							
384 000	98 26	337 92	37,731 84	26,432 13	11,299 71	0 00	11 299 71
HOSPITALITY PPTY TR COM SH BEN INT COMSH BEN INT CUSIP 44106M102							
246 000	31 74	0 00	7,808 04	7,782 51	25 53	0 00	25 53
NATIONAL RETAIL PPTYS INC COM STK CUSIP 637417106							
350 000	44 20	0 00	15,470 00	14,264 16	1,205 84	0 00	1,205 84
PIEDMONT OFFICE REALTY TRU-A CUSIP 720190206							
330 000	20 91	69 30	6,900 30	6,131 17	769 13	0 00	769 13
Total USD		804 21	104,075 79	96,816 32	7,259 47	0 00	7,259 47
Total United States		804 21	104,075 79	96,816 32	7,259 47	0 00	7,259 47
Total Other Equity							
2,337 000		804 21	104,075 79	96,816 32	7,259 47	0 00	7,259 47
Total Equity Securities							
119,065 420		4,495 52	4,288,996 81	3,894,373 33	394,623 48	0 00	394,623 48
Fixed Income Securities							

Northern Trust

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Custom Reporting

Account number T0588

31 DEC 16

JOANNE W. GAUNTT CHARITABLE FD

Page 13 of 17

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income Securities							
Corporate/government							
Netherlands - USD							
SHELL INTL FIN B V 4 3% DUE 09-22-2019 CUSIP 822562AJ1							
44,000,000	106 0837	520 30	46,676 83	45,501 62	1,175 21	0 00	1,175 21
Issue Date 22 Sep 09	Rate 4 30%	Yield to Maturity 1 982%	Maturity Date 22 Sep 19				
Total USD		520 30	46,676 83	45,501 62	1,175 21	0 00	1,175 21
Total Netherlands		520 30	46,676 83	45,501 62	1,175 21	0 00	1,175 21
United States - USD							
AMERICAN EXPRESS CREDIT 2 6% 09-14-2020 CUSIP 0258M0DX4							
50,000,000	100 8359	386 38	50,417 95	50,328 50	89 45	0 00	89 45
Issue Date 14 Sep 15	Rate 2 60%	Call Date 14 Aug 20	Yield to Maturity 2 357%				
		100 00	Maturity Date 14 Sep 20				
APPLE INC 2 4% DUE 05-03-2023 CUSIP 037633AK6							
54,000,000	97 3718	208 80	52,580 77	52,544 55	36 22	0 00	36 22
Issue Date 03 May 13	Rate 2 40%	Yield to Maturity 2 842%	Maturity Date 03 May 23				
AT&T INC 5 5% DUE 02-01-2018 CUSIP 00206RAJ1							
42,000,000	103 8992	962 50	43,637 66	43,517 96	119 70	0 00	119 70
Issue Date 01 Feb 08	Rate 5 50%	Yield to Maturity 1 924%	Maturity Date 01 Feb 18				
CISCO SYS INC SR NT 4 95 DUE 02-15-2019 REG CUSIP 17275RAE2							
42,000,000	106 8989	785 40	44,897 54	43,637 85	1,259 69	0 00	1,259 69
Issue Date 17 Feb 09	Rate 4 95%	Yield to Maturity 1 702%	Maturity Date 15 Feb 19				
CITIGROUP INC 4 5% DUE 01-14-2022 CUSIP 172967FT3							
25,000,000	106 6176	521 87	26,654 40	24,030 01	2,624 39	0 00	2,624 39
Issue Date 01 Nov 11	Rate 4 50%	Yield to Maturity 3 067%	Maturity Date 14 Jan 22				

Northern Trust

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Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

◆ Asset Detail - Base Currency

Page 14 of 17

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income Securities								
Corporate/government								
United States - USD								
FEDERAL HOME LN MTG CORP 1 DUE06-29-2017 CUSIP 3137EADH9								
Issue Date	14 May 12	Rate 1.00%	Yield to Maturity 0.658%	Maturity Date 29 Jun 17	53,081.46	53,154.76	-73.30	0.00
FNMA SEMI ANNUAL 5.375 06-12-2017 CUSIP 31398ADM1								
Issue Date	08 Jun 07	Rate 5.375%	Yield to Maturity 0.638%	Maturity Date 12 Jun 17	51,024.85	56,563.26	-5,538.41	0.00
JPMORGAN CHASE & CO 3.625% DUE 05-13-2024 CUSIP 46625HJX9								
Issue Date	13 May 14	Rate 3.625%	Yield to Maturity 3.402%	Maturity Date 13 May 24	53,910.91	52,806.02	1,104.89	0.00
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162659								
Issue Date	25 Aug 08	Rate 6.79%	Yield to Maturity 0.00%		221,172.64	200,000.00	21,172.64	0.00
UNITED STATES TREAS BDS DTD 02/15/2006 4.5% DUE 02-15-2036 CUSIP 912810FT0								
Issue Date	15 Feb 06	Rate 4.50%	Yield to Maturity 2.713%	Maturity Date 15 Feb 36	59,469.66	52,758.71	6,710.95	0.00
UNITED STATES TREAS BDS DTD 02/15/2012 12.5% DUE 02-15-204 CUSIP 912810QU5								
Issue Date	15 Feb 12	Rate 3.125%	Yield to Maturity 3.038%	Maturity Date 15 Feb 42	88,281.25	86,575.57	1,705.68	0.00
UNITED STATES TREAS NTS 1 09-15-2017 CUSIP 912828D98								
Issue Date	15 Sep 14	Rate 1.00%	Yield to Maturity 0.819%	Maturity Date 15 Sep 17	124,193.69	124,295.68	-101.99	0.00
Northern Trust								

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Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 15 of 17

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Fixed Income Securities

Corporate/government

United States - USD

UNITED STATES TREAS NTS 3 50 DUE05-15-2020 REG CUSIP 912828ND8

Issue Date 17 May 10 Rate 3.50% Yield to Maturity 1.58% Maturity Date 15 May 20 44,000,000 106.293 46,768.92 199.94 46,604.20 164.72 0.00 164.72

UNITED STATES TREAS NTS DTD 604 2 375%DUE 08-15-2024 REG CUSIP 912828D56

Issue Date 15 Aug 14 Rate 2.375% Yield to Maturity 2.305% Maturity Date 15 Aug 24 81,000,000 100.4648 81,376.49 726.63 81,588.68 -212.19 0.00 -212.19

WELLS FARGO & CO 2 15 DUE 01-15-2019 CUSIP 94974BFQ8

Issue Date 28 Oct 13 Rate 2.15% Yield to Maturity 1.792% Maturity Date 15 Jan 19 25,000,000 100.5504 25,137.60 247.84 25,168.35 -30.75 0.00 -30.75

WELLS FARGO & CO NEW MEDIUM TERM SR NTS1 5 01-16-2018 CUSIP 94974BFG0

Issue Date 26 Dec 12 Rate 1.50% Yield to Maturity 1.624% Maturity Date 16 Jan 18 24,000,000 99.8802 23,971.25 165.00 24,041.42 -70.17 0.00 -70.17

Total USD 6,801.02 1,046,577.04 1,017,615.52 28,961.52 28,961.52

Total United States 6,801.02 1,046,577.04 1,017,615.52 28,961.52 28,961.52

Total Corporate/Government

877,573.290 7,321.32 1,093,253.87 30,136.73 30,136.73

Other bonds

United States - USD

MFC ISHARES IBOXX \$ HIGH YIELD CORPORATEBOND ETF CUSIP 464286513

Issue Date 07 Nov 08 2,300,000 86.55 199,065.00 0.00 217,527.10 -18,462.10 0.00 -18,462.10

Northern Trust

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Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 16 of 17

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate / local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Fixed Income Securities</i>								
Other bonds								
Total USD			0.00	199,065.00	217,527.10	-18,462.10	0.00	-18,462.10
Total United States			0.00	199,065.00	217,527.10	-18,462.10	0.00	-18,462.10
Total Other Bonds								
2,300,000			0.00	199,065.00	217,527.10	-18,462.10	0.00	-18,462.10
Total Fixed Income Securities								
879,873.290			7,321.32	1,292,318.87	1,280,644.24	11,674.63	0.00	11,674.63

Cash and Short Term Investments

Short term								
USD - United States dollar MARKET FUND								
	1.00		36.29	346,002.81	346,002.81	0.00	0.00	0.00
Total short term - all currencies								
			36.29	346,002.81	346,002.81	0.00	0.00	0.00
Total short term - all countries								
			36.29	346,002.81	346,002.81	0.00	0.00	0.00
Total Short Term								
			36.29	346,002.81	346,002.81	0.00	0.00	0.00
Total Cash and Short Term Investments								
			36.29	346,002.81	346,002.81	0.00	0.00	0.00
Total								
1,344,941.620			11,863.13	5,927,318.49	5,521,020.38	406,298.11	0.00	406,298.11

Custom Reporting

31 DEC 16

Account number T0588

JOANNE W. GAUNTT CHARITABLE FD

Page 17 of 17

◆ Asset Detail - Base Currency

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