Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: MPS FOUNDATION

A Employer identification number: 38-3421778

Number and street (or P O box number if mail is not delivered to street address): C/O 39533 WOODWARD AVENUE — Room/suite: 200

B Telephone number: (248)642-3700

City or town, state or province, country, and ZIP or foreign postal code: BLOOMFIELD HILLS, MI 48304

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,655,976.

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

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

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

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	2,920.			
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	37.	37.		STATEMENT 1
	4	Dividends and interest from securities	40,373.	40,373.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	38,963.			STATEMENT 3
	b	Gross sales price for all assets on line 6a 3,944,189.				
	7	Capital gain net income (from Part IV, line 2)		39,003.		
	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)				
	11	Other income	5,617.	5,617.	0.	STATEMENT 4
	12	**Total.** Add lines 1 through 11	87,910.	85,030.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 5	2,920.	2,920.	0.	0.
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 6	2,809.	0.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	150.	150.	0.	0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	5,879.	3,070.	0.	0.
	25	Contributions, gifts, grants paid	145,000.			145,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	150,879.	3,070.	0.	145,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-62,969.			
	b	**Net investment income** (if negative, enter -0-)		81,960.		
	c	**Adjusted net income** (if negative, enter -0-)			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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	2,536,214.	2,446,732.	2,655,976.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,536,214.	2,446,732.	2,655,976.
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			
	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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,536,214.	2,446,732.	
	30 Total net assets or fund balances	2,536,214.	2,446,732.	
	31 Total liabilities and net assets/fund balances	2,536,214.	2,446,732.	

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	2,536,214.
2	Enter amount from Part I, line 27a	2	-62,969.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,473,245.
5	Decreases not included in line 2 (itemize) ▶ YEAR END TIMING ADJUSTMENT	5	26,513.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,446,732.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,944,189.		3,905,243.	39,003.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				39,003.

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 39,003.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V 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	155,385.	2,936,333.	.052918
2014	154,937.	3,152,539.	.049147
2013	142,440.	2,920,407.	.048774
2012	135,000.	2,778,791.	.048582
2011	110,000.	2,745,295.	.040069

2	**Total** of line 1, column (d)	2	.239490
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	.047898
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,595,542.
5	Multiply line 4 by line 3	5	124,321.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	820.
7	Add lines 5 and 6	7	125,141.
8	Enter qualifying distributions from Part XII, line 4	8	145,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	820.
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	820.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	820.
6	Credits/Payments:				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,772.		
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	2,772.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,952.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 1,952. **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ DAWDA, MANN, MULCAHY & SADLER, PLC Telephone no. ▶ 248-642-3700

Located at ▶ 39533 WOODWARD AVE #200, BLOOMFIELD HILLS, MI ZIP+4 ▶ 48304

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

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JOANNE N. ARBAUGH P.O. BOX 465 HARBOR SPRINGS, MI 49740	PRES., SEC., & TREAS. 0.00	0.	0.	0.
STEVEN L. ARBAUGH 2744 QUICK ROAD HARBOR SPRINGS, MI 49740	VICE PRES. 0.00	0.	0.	0.
FLORA OTTIMER ARBAUGH 2744 QUICK ROAD HARBOR SPRINGS, MI 49740	DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 ▶		0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2016)

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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	2,359,945.
b	Average of monthly cash balances	1b	275,123.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,635,068.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,635,068.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,526.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,595,542.
6	**Minimum investment return** Enter 5% of line 5	6	129,777.

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	129,777.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 820.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	820.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	128,957.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	128,957.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	128,957.

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	145,000.
b	Program-related investments - total from Part IX-B	1b	0.
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	145,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	820.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	144,180.

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				128,957.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013 2,740.				
d From 2014 3,436.				
e From 2015 9,298.				
f **Total** of lines 3a through e	15,474.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 145,000.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				128,957.
e Remaining amount distributed out of corpus	16,043.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	31,517.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	31,517.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013 2,740.				
c Excess from 2014 3,436.				
d Excess from 2015 9,298.				
e Excess from 2016 16,043.				

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

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

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

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

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 ▶ [X] 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: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALLEN BASS FUND C/O 601 NORTHLAWN LANSING, MI 48823		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	8,000.
CORKSREW SWAMP SANCTUARY 375 SANCTUARY ROAD NAPLES, FL 34102		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500.
ENVIRONMENTAL SCIENCE EDUCATION CENTER 910 GROVE STREET #1 PETOSKEY, MI 49770		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,000.
FIRST TEE OF NORTHERN MI PO BOX 613 HARBOR SPRINGS, MI 49740		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500.
FRESHWATER FUTURE PO BOX 2479 PETOSKEY, MI 49770		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	145,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a MAGELLAN MIDSTREAM					
b PARTNERS			01	-564.	
c ENTERPRISE PRODUCTS					
d PARTNERS			01	-1,456.	
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	37.	
4 Dividends and interest from securities			14	40,373.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	7,637.	
8 Gain or (loss) from sales of assets other than inventory			18	38,963.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		84,990.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 84,990.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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
N/A		

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

Joanne N. Arbaugh 5/11/17 PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CURTIS J MANN		5-10-17		P00087164

Firm's name ▶ DAWDA MANN MULCAHY & SADLER — Firm's EIN ▶ 38-3235321

Firm's address ▶ 39533 WOODWARD AVE., SUITE 200 BLOOMFIELD HILLS, MI 48304 — Phone no. 2486423700

Form **990-PF** (2016)

623622 11-23-16

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HARBOR HALL FOUNDATION PO BOX 376 HARBOR SPRINGS, MI 49740		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500.
HARBOR INC. PO BOX 37 HARBOR SPRINGS, MI 49740		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500.
HARBOR SPRINGS HISTORICAL SOCIETY PO BOX 812 HARBOR SPRINGS, MI 49740		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500.
HARBOR SPRINGS STRIVE FUND PO BOX 624 HARBOR SPRINGS, MI 49740		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500.
LAKE SUPERIOR CONSERVANCY & WATERSHED COUNCIL 910 GROVE STREET #1 PETOSKEY, MI 49770		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
LITTLE TRAVERSE BAY HUMANE SOCIETY 1300 W CONWAY ROAD HARBOR SPRINGS, MI 49740		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	9,000.
LITTLE TRAVERSE CONSERVANCY 3264 POWELL ROAD PETOSKEY, MI 49770		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
MCLAREN NORTHERN MI HOSPITAL FOUNDATION 360 CONNABLE AVE STE 3 PETOSKEY, MI 49770		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
MI AUDUBON SOCIETY 2310 SCIENCE PARKWAY OKEMOS, MI 48864		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100.
MICHIGAN ENVIRONMENTAL COUNCIL 119 PERE MARQUETTE DR STE 2A LANSING, MI 49812		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500.
Total from continuation sheets				133,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GROUNDWORK CENTER 148 E FRONT STREET STE 301 TRAVERSE CITY, MI 49684		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,000.
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	6,000.
NO CENTRAL MI COLLEGE FOUNDATION (GARDEN PARTY FOUNDATION) 1515 HOWARD STREET PETOSKEY, MI 49770		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
PETOSKEY HARBOR SPRINGS COMM FOUNDATION 616 PETOSKEY STREET PETOSKEY, MI 49770		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	200.
PLANNED PARENTHOOD OF NORTHERN MI 1003 SPRING STREET PETOSKEY, MI 49770		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100.
SCENIC MI 445 E MITCHELL STREET PETOSKEY, MI 49770		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
SENEY NATIONAL WILDLIFE REFUGE 1606 REFUGE ENTRANCE RD SENEY, MI 49883		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500.
STRAIT AREA AUDUBON SOCIETY 10490 E US 23 CHEBOYGAN, MI 49721		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	100.
TIP OF THE MITT WATERSHED COUNCIL 46 BAY STREET PETOSKEY, MI 49770		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000.
UNIVERSITY OF MICHIGAN 500 S STATE STREET STE 5000 ANN ARBOR, MI 48109		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
US INC 445 E MITCHELL STREET PETOSKEY, MI 49770		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,500.
WHITEFISH POINT BIRD OBSERVATORY 16914 N WHITEFISH PT RD PARADISE, MI 49768		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500.
Total from continuation sheets				

623631
04-01-16

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	MERRILL LYNCH #676-04H04	P		
b	MERRILL LYNCH #676-04H04	P		
c	MERRILL LYNCH #676-04H04	P		
d	MAGALLEN MIDSTREAM PARTNERS			
e	MAGALLEN MIDSTREAM PARTNERS			
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,171,568.		3,188,418.	-16,850.
b	676,026.		617,562.	58,464.
c	95,534.		99,263.	-3,729.
d				-1.
e				58.
f	1,061.			1,061.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-16,850.
b				58,464.
c				-3,729.
d				-1.
e				58.
f				1,061.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	39,003.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

623591
04-01-16

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ENTERPRISE PRODUCT PARTNERS	3.	3.	3.
MAGELLAN MIDSTREAM PARTNERS	1.	1.	1.
MERRILL LYNCH #676-04H04	33.	33.	33.
TOTAL TO PART I, LINE 3	37.	37.	37.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MAGELLAN MIDSTREAM PARTNERS	1.	0.	1.	1.	1.
MERRILL LYNCH #676-04H04	41,433.	1,061.	40,372.	40,372.	40,372.
TO PART I, LINE 4	41,434.	1,061.	40,373.	40,373.	40,373.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERRILL LYNCH #676-04H04				PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
	3,171,568.	3,188,418.	0.	0.	-16,850.	

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERRILL LYNCH #676-04H04				PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
	676,026.	617,562.	0.	0.	58,464.	

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERRILL LYNCH #676-04H04				PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
	95,534.	99,263.	0.	0.	-3,729.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MAGALLEN MIDSTREAM PARTNERS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-1.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MAGALLEN MIDSTREAM PARTNERS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	58.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ENTERPRISE PRODUCTS PARTNERS 1231 GAIN	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-40.

NET GAIN OR LOSS FROM SALE OF ASSETS	37,902.
CAPITAL GAINS DIVIDENDS FROM PART IV	1,061.
TOTAL TO FORM 990-PF, PART I, LINE 6A	38,963.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH #676-04H04	7,637.	7,637.	0.
MAGELLAN MIDSTREAM PARTNERS	-564.	-564.	0.
ENTERPRISE PRODUCTS PARTNERS	-1,456.	-1,456.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	5,617.	5,617.	0.

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAWDA, MANN, MULCAHY & SADLER ATTORNEY FEES	2,920.	2,920.	0.	0.
TO FM 990-PF, PG 1, LN 16A	2,920.	2,920.	0.	0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US TREASURY ESTIMATED TAX PAYMENT	2,772.	0.	0.	0.
FRN TAX	37.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2,809.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH #676-04H04 ANNUAL FEE	150.	150.	0.	0.
TO FORM 990-PF, PG 1, LN 23	150.	150.	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ML ACCT #676-04H04	COST	2,446,732.	2,655,976.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,446,732.	2,655,976.

MPS FOUNDATION

Account Number: 676-04H04

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

December 01, 2016 - December 30, 2016

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
Bank of America, N.A.	72,707	53,297	.01	0.53	**47,894**
Bank of America CA, N.A.	5,483	4,638	.01	0.05	**4,578**
TOTAL ML Bank Deposit Program	78,190			0.58	**52,472**

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	69.01	69.01		**69.01**		
+ML BANK DEPOSIT PROGRAM	52,472.00	52,472.00	1.0000	**52,472.00**	**5**	.01
+FDIC INSURED NOT SIPC COVERED						
TOTAL		52,541.01		**52,541.01**	**5**	.01

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
AGILENT TECHNOLOGIES INC	A	11/10/16	457	47.3500	21,638.95	45.5600	20,820.92	(818.03)	242	1.15
		11/16/16	160	48.0025	7,680.40	45.5600	7,289.60	(390.80)	85	1.15
Subtotal			*617*		*29,319.35*		***28,110.52***	*(1,208.83)*	***327***	*1.15*
ALLERGAN PLC	AGN	12/22/16	154	194.7850	29,996.89	210.0100	**32,341.54**	2,344.65	**432**	1.33

YOUR EMA ASSETS

December 01, 2016 - December 30, 2016

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
ALPHABET INC SHS CL C	GOOG	03/29/16	64	742.7798	47,537.91	771.8200	49,396.48	1,858 57		
		04/22/16	27	720.0500	19,441.35	771.8200	20,839.14	1,397.79		
		04/29/16	28	694.1600	19,436.48	771.8200	21,610.96	2,174.48		
		05/02/16	31	697.3400	21,617.54	771.8200	23,926.42	2,308.88		
		06/01/16	34	738.8500	25,120.90	771.8200	26,241.88	1,120.98		
		06/17/16	7	706.4100	4,944.87	771 8200	5,402.74	457.87		
Subtotal			*191*		*138,099.05*		***147,417.62***	*9,318.57*		
AMAZON COM INC COM	AMZN	02/08/13	6	264.0683	1,584 41	749.8700	4,499.22	2,914.81		
		04/29/14	100	301.9000	30,190.00	749.8700	74,987.00	44,797.00		
Subtotal			*106*		*31,774.41*		***79,486.22***	*47,711.81*		
ANALOG DEVICES INC COM	ADI	09/30/16	462	65.8367	30,416.56	72 6200	33,550 44	3,133.88	777	2 31
		12/22/16	407	74.3495	30,260 28	72.6200	29,556.34	(703.94)	684	2 31
Subtotal			*869*		*60,676.84*		***63,106.78***	*2,429.94*	***1,461***	*2.31*
AUTOZONE INC NEVADA COM	AZO	08/01/16	60	814.0801	48,844.81	789.7900	47,387.40	(1,457.41)		
		08/22/16	31	796.1400	24,680.34	789.7900	24,483.49	(196.85)		
		09/22/16	13	758.9600	9,866 48	789.7900	10,267.27	400.79		
Subtotal			*104*		*83,391.63*		***82,138.16***	*(1,253.47)*		
BERRY PLASTICS GROUP INC	BERY	11/10/16	461	46.6300	21,496.43	48.7300	22,464.53	968.10		
COMMON STOCK		11/16/16	165	47.0524	7,763.65	48.7300	8,040.45	276.80		
Subtotal			*626*		*29,260.08*		***30,504.98***	*1,244.90*		
BIOGEN INC	BIIB	11/07/16	270	297.2100	80,246.70	283.5800	76,566.60	(3,680.10)		
		11/23/16	65	305.6627	19,868 08	283.5800	18,432.70	(1,435.38)		
Subtotal			*335*		*100,114.78*		***94,999.30***	*(5,115 48)*		
BRITISH AMN TOBACO SPADR	BTI	11/08/16	658	114.9519	75,638 37	112.6700	**74,136.86**	(1,501.51)	**2,857**	3.85
CHESAPEAKE ENERGY OKLA	CHK	10/21/16	1,000	6.9899	6,989.90	7.0200	7,020 00	30.10		
		11/29/16	3,202	6.3972	20,484.15	7.0200	22,478.04	1,993.89		
Subtotal			*4,202*		*27,474.05*		***29,498.04***	*2,023.99*		
CVS HEALTH CORP	CVS	12/22/16	375	80.2433	30,091 24	78.9100	**29,591.25**	(499.99)	**750**	2.53

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MPS FOUNDATION

Account Number: 676-04H04

YOUR EMA ASSETS

December 01, 2016 - December 30, 2016

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
DEVON ENERGY CORP NEW	DVN	11/10/16	481	44.1500	21,236.15	45.6700	21,967.27	731.12	116	52
		11/16/16	170	45.5600	7,745.20	45.6700	7,763.90	18.70	41	.52
		11/29/16	481	41.9860	20,195.31	45.6700	21,967.27	1,771.96	116	.52
Subtotal			*1,132*		*49,176.66*		**51,698.44**	*2,521.78*	***273***	*.52*
DISNEY (WALT) CO COM STK	DIS	08/10/16	500	100.0565	50,028.25	104.2200	52,110.00	2,081.75	780	1.49
		09/06/16	200	94.5750	18,915.00	104.2200	20,844.00	1,929.00	312	1.49
		09/22/16	106	94.5500	10,022.30	104.2200	11,047.32	1,025.02	166	1.49
Subtotal			*806*		*78,965.55*		***84,001.32***	*5,035.77*	***1,258***	*1.49*
EDWARDS LIFESCIENCES CRP	EW	12/02/16	300	84.7016	25,410.49	93.7000	**28,110.00**	2,699.51		
FACEBOOK INC	FB	05/02/16	300	118.2263	35,467.89	115.0500	34,515.00	(952.89)		
CLASS A COMMON STOCK		11/16/16	65	118.2300	7,684.95	115.0500	7,478.25	(206.70)		
Subtotal			*365*		*43,152.84*		***41,993.25***	*(1,159.59)*		
FEDEX CORP DELAWARE COM	FDX	06/22/16	64	158.6631	10,154.44	186.2000	11,916.80	1,762.36	103	.85
		07/01/16	260	154.9756	40,293.68	186.2000	48,412.00	8,118.32	416	.85
Subtotal			*324*		*50,448.12*		***60,328.80***	*9,880.68*	***519***	*.85*
GENL DYNAMICS CORP COM	GD	11/10/16	129	163.4400	21,083.76	172.6600	22,273.14	1,189.38	393	1.76
		11/16/16	45	168.5300	7,583.85	172.6600	7,769.70	185.85	137	1.76
Subtotal			*174*		*28,667.61*		***30,042.84***	*1,375.23*	***530***	*1.76*
HP INC	HPQ	09/07/16	2,000	14.9000	29,800.00	14 8400	**29,680.00**	(120.00)	**1,060**	3.57
INTEL CORP	INTC	02/24/16	563	28.9928	16,322.97	36.2700	**20,420.01**	4,097.04	**586**	2 86
INTUITIVE SURGICAL INC *NEW*	ISRG	05/27/15	68	488.1300	33,192.84	634.1700	**43,123.56**	9,930.72		
J M SMUCKER CO	SJM	12/22/16	233	129.9290	30,273 48	128.0600	**29,837.98**	(435.50)	**700**	2.34
LYONDELLBASELL INDUSTRIE	LYB	08/01/16	216	75.7861	16,369.80	85.7800	**18,528.48**	2,158.68	**735**	3.96
MEDTRONIC PLC SHS	MDT	11/22/16	338	74.8057	25,284.33	71.2300	**24,075.74**	(1,208.59)	**582**	2.41
MERCK AND CO INC SHS	MRK	11/10/16	327	65.7200	21,490.44	58.8700	**19,250.49**	(2,239.95)	**615**	3.19

YOUR EMA ASSETS

December 01, 2016 - December 30, 2016

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
METLIFE INC COM	MET	11/10/16	409	53.2600	21,783.34	53.8900	22,041.01	257.67	655	2 96
		11/16/16	140	54.3550	7,609.70	53.8900	7,544.60	(65.10)	224	2.96
Subtotal			*549*		*29,393.04*		***29,585.61***	*192.57*	***879***	*2 96*
MICROSOFT CORP	MSFT	05/10/16	780	51.4457	40,127.65	62.1400	**48,469.20**	8,341.55	**1,217**	2.51
NEWELL BRANDS INC	NWL	09/30/16	569	53.5665	30,479.34 X	44.6500	**25,405.85**	(5,073.49)	**433**	1.70
NORFOLK SOUTHERN CORP	NSC	11/10/16	212	100.7600	21,361 12	108.0700	22,910.84	1,549.72	501	2.18
		11/16/16	75	104.6150	7,846.13	108.0700	8,105.25	259.12	177	2 18
Subtotal			*287*		*29,207.25*		***31,016.09***	*1,808.84*	***678***	*2.18*
NVIDIA	NVDA	05/09/16	240	35.7380	8,577 12	106.7400	**25,617.60**	17,040.48	**135**	.52
QUALCOMM INC	QCOM	12/10/15	600	52 8287	31,697.25✦	65.2000	39,120.00	7,422.75	1,272	3.25
		01/08/16	52	46.8298	2,435.15	65.2000	3,390.40	955.25	111	3.25
Subtotal			*652*		*34,132.40*		***42,510.40***	*8,378.00*	***1,383***	*3.25*
REPUBLIC SERVICES INC	RSG	02/17/16	708	45.7350	32,380.45	57.0500	**40,391.40**	8,010.95	**907**	2.24
ROYAL DUTCH SHEL PLC *SPONS ADR B*	RDSB	07/27/16	1,100	56 7904	62,469.44	57 9700	63,767.00	1,297.56	4,136	6.48
		09/22/16	192	52.8600	10,149.12	57 9700	11,130.24	981.12	722	6.48
Subtotal			*1,292*		*72,618.56*		***74,897.24***	*2,278.68*	***4,858***	*6.48*
STANLEY BLACK & DECKER *INC*	SWK	04/13/16	229	109.8565	25,157.14	114.6900	**26,264.01**	1,106.87	**532**	2.02
STARBUCKS CORP	SBUX	01/22/16	500	59.4650	29,732 50	55.5200	27,760.00	(1,972.50)	501	1.80
		02/08/16	284	53.8361	15,289.48	55.5200	15,767.68	478.20	285	1.80
		05/19/16	216	55.2599	11,936 14	55.5200	11,992.32	56 18	217	1 80
		06/01/16	181	56 1350	10,160.44	55.5200	10,049.12	(111.32)	181	1.80
		09/22/16	183	55.4750	10,151.93	55.5200	10,160.16	8.23	183	1.80
Subtotal			*1,364*		*77,270 49*		***75,729.28***	*(1,541.21)*	***1,367***	*1.80*
TE CONNECTIVITY LTD *REG.SHS*	TEL	11/10/16	318	67.3400	21,414.12	69.2800	22,031.04	616.92	471	2 13
		11/16/16	110	67.8500	7,463.50	69.2800	7,620.80	157.30	163	2.13
Subtotal			*428*		*28,877.62*		***29,651.84***	*774.22*	***634***	*2.13*

YOUR EMA ASSETS

December 01, 2016 - December 30, 2016

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
TEXTRON INC	TXT	11/10/16	489	43.9500	21,491.55	48.5600	23,745.84	2,254.29	40	.16
		11/16/16	170	45.7750	7,781.75	48.5600	8,255.20	473.45	14	.16
Subtotal			659		*29,273.30*		***32,001.04***	*2,727.74*	**54**	*.16*
UNION PACIFIC CORP	UNP	09/11/15	60	87.6200	5,257.20	103.6800	6,220.80	963.60	146	2.33
		09/23/15	100	86.8600	8,686.00	103.6800	10,368.00	1,682.00	242	2.33
		11/10/15	200	85.7832	17,156.64	103.6800	20,736.00	3,579.36	484	2.33
		02/08/16	201	75.5281	15,181.15	103.6800	20,839.68	5,658.53	487	2.33
Subtotal			*561*		*46,280.99*		***58,164.48***	*11,883.49*	***1,359***	*2.33*
UNITED TECHS CORP COM	UTX	09/01/15	83	90.9673	7,550.29	109.6200	9,098.46	1,548.17	220	2.40
		09/23/15	157	87.3300	13,710.81	109.6200	17,210.34	3,499.53	415	2.40
		01/12/16	276	91.6036	25,282.60	109.6200	30,255.12	4,972.52	729	2.40
		02/03/16	117	86.0129	10,063.52	109.6200	12,825.54	2,762.02	309	2.40
		02/08/16	174	87.0598	15,148.42	109.6200	19,073.88	3,925.46	460	2.40
Subtotal			*807*		*71,755.64*		***88,463.34***	*16,707.70*	***2,133***	*2.40*
VENTAS INC	VTR	12/20/16	500	62.4471	31,223.59	62.5200	31,260.00	36.41	1,550	4.95
REIT		12/22/16	490	61.5104	30,140.10	62.5200	30,634.80	494.70	1,519	4.95
Subtotal			*990*		*61,363.69*		***61,894.80***	*531.11*	***3,069***	*4.95*
VULCAN MATERIALS CO	VMC	08/10/16	200	122.7188	24,543.76	125.1500	25,030.00	486.24	160	.63
		09/22/16	89	112.8798	10,046.31	125.1500	11,138.35	1,092.04	72	.63
Subtotal			*289*		*34,590.07*		***36,168.35***	*1,578.28*	***232***	*.63*
TOTAL					1,735,876.57		**1,898,652.71**	162,776.14	**32,555**	1.71

RESEARCH RATINGS

Security	*Symbol*	*BofAML Research*	*Morningstar*	*S&P*
AMAZON COM INC COM	AMZN	Buy (B19)	Hold	Buy
AGILENT TECHNOLOGIES INC	A	Buy (B17)	Hold	Hold
ALLERGAN PLC	AGN	Buy (C17)	Buy	Buy
ALPHABET INC SHS CL C	GOOG	Buy (B19)	Hold	No Coverage

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YOUR EMA ASSETS

December 01, 2016 - December 30, 2016

RESEARCH RATINGS (continued)

Security	*Symbol*	*BofAML Research*	*Morningstar*	*S&P*
ANALOG DEVICES INC COM	ADI	Buy (C17)	Hold	Buy
AUTOZONE INC NEVADA COM	AZO	Buy (B19)	Hold	Hold
BRITISH AMN TOBACO SPADR	BTI	Buy (A17)	Hold	No Coverage
BIOGEN INC	BIIB	Buy (B19)	Buy	Buy
CVS HEALTH CORP	CVS	Buy (B17)	Buy	Hold
CHESAPEAKE ENERGY OKLA	CHK	Neutral (C29)	Hold	Hold
DEVON ENERGY CORP NEW	DVN	Buy (C17)	Hold	Hold
DISNEY (WALT) CO COM STK	DIS	Buy (B17)	Buy	Buy
EDWARDS LIFESCIENCES CRP	EW	Buy (C19)	Hold	Hold
FEDEX CORP DELAWARE COM	FDX	Buy (B17)	Hold	Buy
FACEBOOK INC	FB	Buy (C19)	Hold	Buy
GENL DYNAMICS CORP COM	GD	Buy (B17)	Hold	Buy
HP INC	HPQ	Buy (C17)	Hold	Buy
INTUITIVE SURGICAL INC	ISRG	Buy (C19)	Hold	Hold
INTEL CORP	INTC	Buy (B17)	Hold	Buy
LYONDELLBASELL INDUSTRIE	LYB	Buy (C17)	Hold	Hold
METLIFE INC COM	MET	Buy (B17)	Hold	Buy
MERCK AND CO INC SHS	MRK	N/A	Buy	Hold
MEDTRONIC PLC SHS	MDT	Buy (A17)	Buy	Buy
MICROSOFT CORP	MSFT	Buy (B17)	Hold	Hold
NEWELL BRANDS INC	NWL	Buy (C17)	No Coverage	Buy
NVIDIA	NVDA	Buy (C17)	Sell	Hold
NORFOLK SOUTHERN CORP	NSC	Buy (B17)	Hold	Hold
QUALCOMM INC	QCOM	Buy (B17)	Hold	Buy
REPUBLIC SERVICES INC	RSG	Buy (A17)	Sell	Hold
ROYAL DUTCH SHEL PLC	RDSB	Buy (A17)	Hold	No Coverage
J M SMUCKER CO	SJM	Neutral (A27)	Hold	Buy

YOUR EMA ASSETS

December 01, 2016 - December 30, 2016

RESEARCH RATINGS (continued)

Security	Symbol	BofAML Research	Morningstar	S&P
STARBUCKS CORP	SBUX	Buy (C17)	Buy	Hold
TEXTRON INC	TXT	Buy (C17)	Hold	Buy
TE CONNECTIVITY LTD	TEL	Buy (C17)	Hold	Buy
UNION PACIFIC CORP	UNP	Buy (B17)	Hold	Hold
UNITED TECHS CORP COM	UTX	Buy (B17)	Buy	Buy
VENTAS INC	VTR	Buy (B17)	Hold	Buy
VULCAN MATERIALS CO	VMC	Neutral (C27)	Hold	Buy

PLEASE REFER TO THE BACK OF YOUR STATEMENT FOR A GUIDE TO BofAML AND THIRD PARTY RESEARCH RATINGS.

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
AMERICAN BEACON THE	10,954	167,423.06	15.1800	**166,281.72**	(1,141.34)	164,997	**1,284**	**2,924**	1.75
LONDON CO INC EQ FD CL A									
SYMBOL: ABCAX Initial Purchase:06/16/16									
Equity 100%									
.9640 Fractional Share		*14.15*	*15.1800*	***14.63***	*.48*			***1***	*1.75*
HEALTH CARE SELECT SPDR	805	51,634.82✦	68.9400	**55,496.70**	3,861.88	45,944	**9,552**	**890**	1.60
SYMBOL: XLV Initial Purchase:09/14/12									
Equity 100%									
.5404 Fractional Share		*38 00*	*68.9400*	***37.26***	*(0.74)*			***1***	*1.60*
ISHARES NASDAQ BIOTECH	167	47,671.46	265.3800	**44,318.46**	(3,353.00)	47,671	**(3,353)**	**83**	.18
ETF									
SYMBOL: IBB Initial Purchase:12/29/15									
Equity 100%									
ISHARES U.S. MEDICAL	681	95,955.52	133.1500	**90,675.15**	(5,280.37)	95,955	**(5,280)**	**497**	.54

YOUR EMA ASSETS

December 01, 2016 - December 30, 2016

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
DEVICES ETF SYMBOL: IHI Initial Purchase: 07/27/16 Equity 100%									
MATERIALS SELECT SECTOR SPDR FUND SYMBOL: XLB Initial Purchase: 11/10/16 Equity 100%	585	28,877.97	49.7000	**29,074.50**	196.53	28,877	**196**	**567**	1.94
SECTOR SPDR INDUSTRIAL SYMBOL: XLI Initial Purchase: 06/06/16 Equity 100%	741	42,212.03	62.2200	**46,105.02**	3,892.99	42,212	**3,892**	**953**	2.06
SELECT SECTOR SPDR TR SYMBOL: XLK Initial Purchase: 08/14/12 Equity 100%	917	29,974.99	48.3600	**44,346.12**	14,371.13	20,956	**23,389**	**773**	1.74
.0636 Fractional Share		3.02	48.3600	**3.08**	.06			**1**	1.74
SPDR S P BIOTECH SYMBOL: XBI Initial Purchase: 06/25/14 Equity 100%	464	23,787.37	59.1900	**27,464.16**	3,676.79	23,787	**3,676**	**71**	.25
SPDR S P HOMEBUILDERS SYMBOL: XHB Initial Purchase: 11/10/16 Equity 100%	880	29,252.73	33.8500	**29,788.00**	535.27	29,252	**535**	**200**	.67
SPDR S&P 500 ETF TRUST SYMBOL: SPY Initial Purchase: 01/08/16 Equity 100%	512	101,088.51	223.5300	**114,447.36**	13,358.85	101,088	**13,358**	**2,324**	2.03

Merrill Lynch
Bank of America Corporation

MPS FOUNDATION

Account Number: 676-04H04

YOUR EMA ASSETS

December 01, 2016 - December 30, 2016

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
SPDR US FINANCIAL SECTOR ETF SYMBOL: XLF Initial Purchase:08/14/12 Equity 100%	2,440	45,442.52	23.2500	**56,730.00**	11,287.48	45,442	**11,287**	**1,135**	2.00
Subtotal (Equities)				*704,782.16*					
TOTAL		663,376.15		**704,782.16**	41,406.01		**58,536**	**10,420**	1.48

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	2,451,793.73	**2,655,975.88**	204,182.15		**42,980**	1.62

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

Sales Charge Discounts or Waivers: Many funds offer various sales charge discounts or waivers depending on the terms of the prospectus and/or statement of additional information. You should consult a fund's prospectus and/or statement of additional information to determine whether you may qualify for a discount or waiver. Notify your Financial Advisor, Financial Solutions Advisor or Investment Center representative if you believe you qualify for any of these or any other discounts or waivers. Please contact your Financial Advisor, Financial Solutions Advisor or Investment Center representative for further information on available sales charge discounts and waivers.

Notes
✦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".