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: TILLMAN CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A Trust Tax Dept - 100 N Main St MAC D4001-117

Room/suite:

City or town, state or province, country, and ZIP or foreign postal code: Winston Salem NC 27101

Foreign country name | Foreign province/state/county | Foreign postal code

A Employer identification number: 43-6461193

B Telephone number (see instructions): (888) 730-4933

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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 609,533

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	7,856	7,575		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-989			
	b	Gross sales price for all assets on line 6a 246,325				
	7	Capital gain net income (from Part IV, line 2)				
	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	6,867	7,575	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	9,944	8,949		995
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	847			847
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	221	221		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,012	9,170	0	1,842
	25	Contributions, gifts, grants paid	31,493			31,493
	26	**Total expenses and disbursements.** Add lines 24 and 25	42,505	9,170	0	33,335
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-35,638			
	b	**Net investment income** (if negative, enter -0-)		0		
	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 (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	39,409	35,255	35,255
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	545,978	514,742	574,278
	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)	585,387	549,997	609,533
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	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	585,387	549,997	
	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)	585,387	549,997	
	31	**Total liabilities and net assets/fund balances** (see instructions)	585,387	549,997	

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	585,387
2	Enter amount from Part I, line 27a	2	-35,638
3	Other increases not included in line 2 (itemize) ▶ Federal Excise Tax Refund	3	778
4	Add lines 1, 2, and 3	4	550,527
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	530
6	Total net assets or fund balances at end of year (line 4 minus line 5)—**Part II**, column (b), line 30	6	549,997

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-989
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	32,635	670,243	0 048691
2014	33,186	712,165	0 046599
2013	32,254	674,069	0 047850
2012	34,015	626,448	0 054298
2011	24,399	645,771	0 037783

2	Total of line 1, column (d)	2	0 235221
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 047044
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	611,305
5	Multiply line 4 by line 3	5	28,758
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	28,758
8	Enter qualifying distributions from Part XII, line 4	8	33,335

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	
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	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	0
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 177		
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	177
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	177
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ **Refunded** ▶	11	177

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 $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ ________ **(2)** On foundation managers ▶$ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶$ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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?	4b	N/A	
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) ▶ MO			
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 ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933			
	Located at ▶ 100 N Main St MAC D4001-117 Winston Salem NC ZIP+4 ▶ 27101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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)?	1b		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		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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 100 N Main St MAC D4001-117 Winston Salem, NC 27	Trustee SEE ATTACHED	9,944		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	596,003
b	Average of monthly cash balances	1b	24,611
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	620,614
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	620,614
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	9,309
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	611,305
6	**Minimum investment return.** Enter 5% of line 5	6	30,565

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	30,565
2a	Tax on investment income for 2016 from Part VI, line 5 2a		
b	Income tax for 2016 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	30,565
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	30,565
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	30,565

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	33,335
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	33,335
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	33,335

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				30,565
2	Undistributed income, if any, as of the end of 2016				
a	Enter amount for 2015 only			31,493	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2016				
a	From 2011				
b	From 2012				
c	From 2013				
d	From 2014				
e	From 2015				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 33,335				
a	Applied to 2015, but not more than line 2a			31,493	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2016 distributable amount				1,842
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				28,723
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2012				
b	Excess from 2013				
c	Excess from 2014				
d	Excess from 2015				
e	Excess from 2016				

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

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

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient 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* See Attached Statement				
Total			▶ **3a**	31,493
b *Approved for future payment* NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	7,856	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-989	
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		6,867	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 6,867

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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
		Not Applicable	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ [signature] SVP Wells Fargo Bank N.A. | 4/27/2017 | ▶ SVP Wells Fargo Bank N A.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO	[signature]	4/27/2017		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
CARE, INC
Street
151 ELLIS AVENUE NE

City	State	Zip Code	Foreign Country
ATLANTA	GA	303030-2440	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,409

Name
COVENANT HOUSE
Street
5 PENN PLAZA

City	State	Zip Code	Foreign Country
NEW YORK	NY	10001	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,409

Name
ST JUDE'S CHILDREN'S HOSPITAL
Street
501 ST JUDE PLACE

City	State	Zip Code	Foreign Country
MEMPHIS	TN	38105	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,409

Name
WHITE HOUSE RETREAT
Street
7400 CHRISTOPHER DRIVE

City	State	Zip Code	Foreign Country
ST LOUIS	MO	63129	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,409

Name
CARDINAL RITTER SENIOR SERVICES
Street
7601 WATSON ROAD

City	State	Zip Code	Foreign Country
ST LOUIS	MO	63119	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,409

Name
CARDINAL GLENNON CHILDREN'S HOSP
Street
1465 SOUTH GRAND BOULEVARD

City	State	Zip Code	Foreign Country
ST LOUIS	MO	63104	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,409

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
LOURDES-CENTER
Street
PO BOX 575

City	State	Zip Code	Foreign Country
BOSTON	MA	02215	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	4,409

Name
SALVATION ARMY
Street
1130 HAMPTON AVENUE

City	State	Zip Code	Foreign Country
ST LOUIS	MO	63109-0787	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	630

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

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

	Amount		Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	13,967		Capital Gains/Losses	246,325	247,314	-989
Short Term CG Distributions	0		Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	ARTISAN INTERNATIONAL FD	04314H402	X				3/18/2010	8/24/2016	484	345				0	139
2	ARTISAN MID CAP FUND-INS	04314H600	X				8/26/2016	11/16/2016	2,162	2,208				0	-46
3	ARTISAN SMALL CAP FUND-I	04314H758	X				7/23/2015	5/11/2016	5,673	7,261				0	-1,588
4	ARTISAN SMALL CAP FUND-I	04314H758	X				7/23/2015	11/16/2016	2,630	2,898				0	-268
5	BLACKROCK GL L/S CREDIT-	091936732	X				10/27/2015	1/20/2016	803	863				0	-60
6	BLACKROCK GL L/S CREDIT-	091936732	X				10/27/2015	8/24/2016	8,725	9,110				0	-385
7	COLUMBIA SELECT S/C VALU	19766H437	X				1/22/2016	5/11/2016	7,041	6,312				0	729
8	COLUMBIA SELECT S/C VALU	19766H437	X				8/26/2016	11/16/2016	3,839	3,727				0	112
9	CREDIT SUISSE COMM RET	22544R305	X				5/10/2012	8/24/2016	1,420	2,279				0	-859
10	CREDIT SUISSE COMM RET	22544R305	X				2/11/2013	8/24/2016	1,856	3,069				0	-1,213
11	CREDIT SUISSE COMM RET	22544R305	X				7/12/2013	8/24/2016	3,380	5,060				0	-1,680
12	CREDIT SUISSE COMM RET	22544R305	X				1/22/2015	8/24/2016	1,702	2,024				0	-322
13	CREDIT SUISSE COMM RET	22544R305	X				10/8/2015	8/24/2016	7,247	7,646				0	-399
14	CREDIT SUISSE COMM RET	22544R305	X				11/10/2015	8/24/2016	1,808	1,775				0	33
15	DODGE & COX INT'L STOCK	256206103	X				10/8/2015	8/24/2016	343	356				0	-13
16	CREDIT SUISSE COMM RET	22544R305	X				10/24/2011	1/20/2016	399	816				0	-417
17	CREDIT SUISSE COMM RET	22544R305	X				10/24/2011	8/24/2016	1,232	2,155				0	-923
18	CREDIT SUISSE COMM RET	22544R305	X				2/14/2012	8/24/2016	1,098	1,885				0	-787
19	DODGE & COX INT'L STOCK	256206103	X				3/18/2010	8/24/2016	4,436	3,805				0	631
20	DODGE & COX INT'L STOCK	256206103	X				3/18/2010	11/16/2016	3,416	2,918				0	498
21	EATON VANCE GLOBAL MAC	277923728	X				8/26/2016	11/16/2016	643	645				0	-2
22	HARBOR CAPITAL APRCTION	411511504	X				6/30/2015	11/16/2016	4,140	4,627				0	-487
23	JPMORGAN HIGH YIELD FUN	4812C0803	X				8/26/2016	11/16/2016	643	657				0	-14
24	MFS VALUE FUND-CLASS I #	552983694	X				6/30/2015	11/16/2016	4,741	4,766				0	-25
25	MFS VALUE FUND-CLASS I #	552983694	X				7/23/2015	11/16/2016	1,448	1,432				0	16
26	MERGER FUND-INST #301	589509207	X				7/22/2010	1/20/2016	358	376				0	-18
27	MSIF MID CAP GROWTH PTF	617440508	X				4/24/2014	8/24/2016	25,167	33,849				0	-8,682
28	MSIF MID CAP GROWTH PTF	617440508	X				6/20/2014	8/24/2016	34	48				0	-14
29	MSIF MID CAP GROWTH PTF	617440508	X				1/22/2015	8/24/2016	4,548	5,580				0	-1,032
30	MSIF MID CAP GROWTH PTF	617440508	X				10/8/2015	8/24/2016	606	690				0	-84
31	MSIF MID CAP GROWTH PTF	617440508	X				6/30/2015	8/24/2016	936	1,209				0	-273
32	MSIF MID CAP GROWTH PTF	617440508	X				5/28/2014	8/24/2016	37	51				0	-14
33	MSIF MID CAP GROWTH PTF	617440508	X				1/22/2016	8/24/2016	4,174	3,861				0	313
34	OPPENHEIMER DEVELOPING	683974604	X				1/23/2014	8/24/2016	16,048	17,608				0	-1,560
35	MORGAN STANLEY INS FR E	61760X836	X				10/8/2015	8/24/2016	3,000	2,990				0	10
36	MORGAN STANLEY INS FR E	61760X836	X				10/8/2015	11/16/2016	641	651				0	-10
37	ASG GLOBAL ALTERNATIVES	63872T885	X				7/12/2013	1/20/2016	1,279	1,438				0	-159
38	ASG GLOBAL ALTERNATIVES	63872T885	X				7/12/2013	8/24/2016	5,913	6,953				0	-1,040
39	ASG GLOBAL ALTERNATIVES	63872T885	X				7/12/2013	11/16/2016	636	736				0	-100
40	OPPENHEIMER DEVELOPING	683974604	X				7/22/2010	8/24/2016	13,625	12,211				0	1,414
41	OPPENHEIMER DEVELOPING	683974604	X				10/8/2015	11/16/2016	1,020	998				0	22
42	PRINCIPAL GL MULT STRAT-	74255L696	X				8/8/2014	1/20/2016	624	658				0	-34
43	PRINCIPAL GL MULT STRAT-	74255L696	X				8/8/2014	8/24/2016	5,908	5,962				0	-54
44	BOSTON P LNG/SHRT RES-IN	74925K581	X				7/12/2013	1/20/2016	366	346				0	20
45	BOSTON P LNG/SHRT RES-IN	74925K581	X				7/12/2013	8/24/2016	14,096	12,352				0	1,744
46	SPDR DJ WILSHIRE INTERNA	78463X863	X				2/2/2011	1/20/2016	5,526	6,175				0	-649
47	BOSTON P LNG/SHRT RES-IN	74925K581	X				7/12/2013	11/16/2016	1,142	998				0	144
48	SPDR DJ WILSHIRE INTERNA	78463X863	X				6/17/2013	1/20/2016	739	835				0	-96
49	SPDR DJ WILSHIRE INTERNA	78463X863	X				4/3/2011	1/20/2016	70	80				0	-10
50	SPDR DJ WILSHIRE INTERNA	78463X863	X				3/18/2010	1/20/2016	2,288	2,310				0	-22
51	SPDR DJ WILSHIRE INTERNA	78463X863	X				3/18/2010	8/24/2016	2,437	2,026				0	411
52	SPDR DJ WILSHIRE INTERNA	78463X863	X				3/18/2010	10/3/2016	3,522	3,021				0	501
53	STERLING CAPITAL STRATTO	85917K546	X				6/20/2014	1/20/2016	19,753	24,626				0	-4,873
54	STERLING CAPITAL STRATTO	85917K546	X				5/27/2014	1/20/2016	1,285	1,556				0	-271
55	STERLING CAPITAL STRATTO	85917K546	X				1/22/2015	1/20/2016	424	497				0	-73
56	TEMPLETON EMER MKT S/C-	88019R690	X				1/23/2014	8/24/2016	2,635	2,492				0	143
57	TEMPLETON EMER MKT S/C-	88019R690	X				1/23/2014	11/16/2016	670	655				0	15
58	TOUCHSTONE MID CAP VAL-	89155H389	X				8/26/2016	11/16/2016	4,356	4,254				0	102
59	VANGUARD REIT VIPER	922908553	X				6/28/2015	1/20/2016	147	155				0	-8
60	VANGUARD REIT VIPER	922908553	X				3/18/2010	1/20/2016	953	590				0	363
61	VANGUARD REIT VIPER	922908553	X				3/18/2010	8/24/2016	5,304	2,697				0	2,607
62	VANGUARD REIT VIPER	922908553	X				3/18/2010	10/3/2016	8,548	4,480				0	4,068
63	STERLING CAPITAL STRATTO	85917K546	X				7/23/2015	1/20/2016	2,234	2,661				0	-427

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

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

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		221	221	0	0
1	Foreign Tax Withheld	221	221		

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
			545,978	514,742	574,278
1				0	
2	DODGE & COX INCOME FD COM 147		0	4,508	4,430
3	HARBOR CAPITAL APRCTION-INST 2012		0	57,348	77,237
4	ARTISAN INTERNATIONAL FD I 662		0	30,199	38,338
5	MERGER FUND-INST #301		0	4,868	4,861
6	ARTISAN MID CAP FUND-INSTL 1333		0	46,378	41,064
7	MET WEST TOTAL RETURN BOND CL I 51		0	7,728	7,411
8	FID ADV EMER MKTS INC- CL I 607		0	12,949	12,478
9	T ROWE PRICE REAL ESTATE FD 122		0	9,060	9,852
10	EATON VANCE GLOBAL MACRO - I		0	9,063	8,984
11	DODGE & COX INT'L STOCK FD 1048		0	33,038	38,692
12	MFS VALUE FUND-CLASS I 893		0	63,809	81,267
13	COLUMBIA SELECT S/C VALUE-Z 6141		0	31,990	36,138
14	ASG GLOBAL ALTERNATIVES-Y 1993		0	4,890	4,401
15	VANGUARD REIT VIPER		0	6,357	11,554
16	TEMPLETON EMER MKT S/C-ADV 626		0	16,593	16,661
17	AQR MANAGED FUTURES STR-I		0	9,716	8,904
18	VANGUARD INFLAT-PROT SECS-ADM 511		0	488	462
19	JPMORGAN HIGH YIELD FUND SS 3580		0	13,073	13,020
20	T ROWE PRICE INST FLOAT RATE 170		0	5,700	5,740
21	OPPENHEIMER DEVELOPING MKT-I 799		0	37,376	40,427
22	MORGAN STANLEY INS FR EMG-I		0	9,087	8,984
23	ARTISAN SMALL CAP FUND-INS #2452		0	37,797	34,727
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	8,317	8,443
25	ROBECO BP LNG/SHRT RES-INS		0	13,160	15,276
26	TOUCHSTONE MID CAP VAL-INST #552		0	41,250	44,927

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

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

1	Federal Excise Tax Refund	1	778
2	Total	2	778

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

1	Mutual Fund Timing Difference	1	137
2	Cost Basis Adjustment	2	108
3	PY Return of Capital Adjustment	3	285
4	Total	4	530

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

	Amount
Long Term CG Distributions	13,967
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						232,358	0	0	247,314	-14,956	0	0	0	-14,956
1	ARTISAN INTERNATIONAL FD	04314H402		3/18/2010	8/24/2016	484		0	345	139	0	0	0	139
2	ARTISAN MID CAP FUND-INS	04314H600		8/26/2016	11/16/2016	2,162		0	2,208	-46	0	0	0	-46
3	ARTISAN SMALL CAP FUND-I	04314H758		7/23/2015	5/11/2016	5,673		0	7,261	-1,588	0	0	0	-1,588
4	ARTISAN SMALL CAP FUND-I	04314H758		7/23/2015	11/16/2016	2,630		0	2,898	-268	0	0	0	-268
5	BLACKROCK GL L/S CREDIT-	091936732		10/27/2015	1/20/2016	803		0	863	-60	0	0	0	-60
6	BLACKROCK GL L/S CREDIT-	091936732		10/27/2015	8/24/2016	8,725		0	9,110	-385	0	0	0	-385
7	COLUMBIA SELECT S/C VALU	19766H437		1/22/2016	5/11/2016	7,041		0	6,312	729	0	0	0	729
8	COLUMBIA SELECT S/C VALU	19766H437		8/26/2016	11/16/2016	3,839		0	3,727	112	0	0	0	112
9	CREDIT SUISSE COMM RET S	22544R305		5/10/2012	8/24/2016	1,420		0	2,279	-859	0	0	0	-859
10	CREDIT SUISSE COMM RET S	22544R305		2/11/2013	8/24/2016	1,856		0	3,069	-1,213	0	0	0	-1,213
11	CREDIT SUISSE COMM RET S	22544R305		7/12/2013	8/24/2016	3,380		0	5,060	-1,680	0	0	0	-1,680
12	CREDIT SUISSE COMM RET S	22544R305		1/22/2015	8/24/2016	1,702		0	2,024	-322	0	0	0	-322
13	CREDIT SUISSE COMM RET S	22544R305		10/8/2015	8/24/2016	7,247		0	7,646	-399	0	0	0	-399
14	CREDIT SUISSE COMM RET S	22544R305		11/10/2015	8/24/2016	1,808		0	1,775	33	0	0	0	33
15	DODGE & COX INT'L STOCK	256206103		10/8/2015	8/24/2016	343		0	356	-13	0	0	0	-13
16	CREDIT SUISSE COMM RET S	22544R305		10/24/2011	1/20/2016	399		0	816	-417	0	0	0	-417
17	CREDIT SUISSE COMM RET S	22544R305		10/24/2011	8/24/2016	1,232		0	2,155	-923	0	0	0	-923
18	CREDIT SUISSE COMM RET S	22544R305		2/14/2012	8/24/2016	1,098		0	1,885	-787	0	0	0	-787
19	DODGE & COX INT'L STOCK	256206103		3/18/2010	8/24/2016	4,436		0	3,805	631	0	0	0	631
20	DODGE & COX INT'L STOCK	256206103		3/18/2010	11/16/2016	3,416		0	2,918	498	0	0	0	498
21	EATON VANCE GLOBAL MAC	277923728		8/26/2016	11/16/2016	643		0	645	-2	0	0	0	-2
22	HARBOR CAPITAL APRCTION	411511504		6/30/2015	11/16/2016	4,140		0	4,627	-487	0	0	0	-487
23	JPMORGAN HIGH YIELD FUN	4812C0803		8/26/2016	11/16/2016	643		0	657	-14	0	0	0	-14
24	MFS VALUE FUND-CLASS I #	552983694		6/30/2015	11/16/2016	4,741		0	4,766	-25	0	0	0	-25
25	MFS VALUE FUND-CLASS I #	552983694		7/23/2015	11/16/2016	1,448		0	1,432	16	0	0	0	16
26	MERGER FUND-INST #301	589509207		7/22/2010	1/20/2016	358		0	376	-18	0	0	0	-18
27	MSIF MID CAP GROWTH PTF	617440508		4/24/2014	8/24/2016	25,167		0	33,849	-8,682	0	0	0	-8,682
28	MSIF MID CAP GROWTH PTF	617440508		6/20/2014	8/24/2016	34		0	48	-14	0	0	0	-14
29	MSIF MID CAP GROWTH PTF	617440508		1/22/2015	8/24/2016	4,548		0	5,580	-1,032	0	0	0	-1,032
30	MSIF MID CAP GROWTH PTF	617440508		10/8/2015	8/24/2016	606		0	690	-84	0	0	0	-84
31	MSIF MID CAP GROWTH PTF	617440508		6/30/2015	8/24/2016	936		0	1,209	-273	0	0	0	-273
32	MSIF MID CAP GROWTH PTF	617440508		5/28/2014	8/24/2016	37		0	51	-14	0	0	0	-14
33	MSIF MID CAP GROWTH PTF	617440508		1/22/2016	8/24/2016	4,174		0	3,861	313	0	0	0	313
34	OPPENHEIMER DEVELOPING	683974604		1/23/2014	8/24/2016	16,048		0	17,608	-1,560	0	0	0	-1,560
35	MORGAN STANLEY INS FR E	61760X836		10/8/2015	8/24/2016	3,000		0	2,990	10	0	0	0	10
36	MORGAN STANLEY INS FR E	61760X836		10/8/2015	11/16/2016	641		0	651	-10	0	0	0	-10
37	ASG GLOBAL ALTERNATIVES	63872T885		7/12/2013	1/20/2016	1,279		0	1,438	-159	0	0	0	-159
38	ASG GLOBAL ALTERNATIVES	63872T885		7/12/2013	8/24/2016	5,913		0	6,953	-1,040	0	0	0	-1,040
39	ASG GLOBAL ALTERNATIVES	63872T885		7/12/2013	11/16/2016	636		0	736	-100	0	0	0	-100
40	OPPENHEIMER DEVELOPING	683974604		7/22/2010	8/24/2016	13,625		0	12,211	1,414	0	0	0	1,414
41	OPPENHEIMER DEVELOPING	683974604		10/8/2015	11/16/2016	1,020		0	998	22	0	0	0	22
42	PRINCIPAL GL MULT STRAT-	74255L696		8/8/2014	1/20/2016	624		0	658	-34	0	0	0	-34
43	PRINCIPAL GL MULT STRAT-	74255L696		8/8/2014	8/24/2016	5,908		0	5,962	-54	0	0	0	-54
44	BOSTON P LNG/SHRT RES-IN	74925K581		7/12/2013	1/20/2016	366		0	346	20	0	0	0	20
45	BOSTON P LNG/SHRT RES-IN	74925K581		7/12/2013	8/24/2016	14,096		0	12,352	1,744	0	0	0	1,744
46	SPDR DJ WILSHIRE INTERNA	78463X863		2/2/2011	1/20/2016	5,526		0	6,175	-649	0	0	0	-649
47	BOSTON P LNG/SHRT RES-IN	74925K581		7/12/2013	11/16/2016	1,142		0	998	144	0	0	0	144
48	SPDR DJ WILSHIRE INTERNA	78463X863		6/17/2013	1/20/2016	739		0	835	-96	0	0	0	-96
49	SPDR DJ WILSHIRE INTERNA	78463X863		4/3/2011	1/20/2016	70		0	80	-10	0	0	0	-10
50	SPDR DJ WILSHIRE INTERNA	78463X863		3/18/2010	1/20/2016	2,288		0	2,310	-22	0	0	0	-22
51	SPDR DJ WILSHIRE INTERNA	78463X863		3/18/2010	8/24/2016	2,437		0	2,026	411	0	0	0	411
52	SPDR DJ WILSHIRE INTERNA	78463X863		3/18/2010	10/3/2016	3,522		0	3,021	501	0	0	0	501
53	STERLING CAPITAL STRATT(	85917K546		6/20/2014	1/20/2016	19,753		0	24,626	-4,873	0	0	0	-4,873
54	STERLING CAPITAL STRATT(	85917K546		5/27/2014	1/20/2016	1,285		0	1,556	-271	0	0	0	-271
55	STERLING CAPITAL STRATT(	85917K546		1/22/2015	1/20/2016	424		0	497	-73	0	0	0	-73
56	TEMPLETON EMER MKT S/C-	88019R690		1/23/2014	8/24/2016	2,635		0	2,492	143	0	0	0	143
57	TEMPLETON EMER MKT S/C-	88019R690		1/23/2014	11/16/2016	670		0	655	15	0	0	0	15
58	TOUCHSTONE MID CAP VAL-	89155H389		8/26/2016	11/16/2016	4,356		0	4,254	102	0	0	0	102
59	VANGUARD REIT VIPER	922908553		6/28/2015	1/20/2016	147		0	155	-8	0	0	0	-8
60	VANGUARD REIT VIPER	922908553		3/18/2010	1/20/2016	953		0	590	363	0	0	0	363
61	VANGUARD REIT VIPER	922908553		3/18/2010	8/24/2016	5,304		0	2,697	2,607	0	0	0	2,607
62	VANGUARD REIT VIPER	922908553		3/18/2010	10/3/2016	8,548		0	4,480	4,068	0	0	0	4,068
63	STERLING CAPITAL STRATT(	85917K546		7/23/2015	1/20/2016	2,234		0	2,661	-427	0	0	0	-427

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										9,944	0	0
1	Wells Fargo Bank N A Trust Tax D	X	100 N Main St MAC D4001-117	Winston Salem	NC	27101		TRUSTEE	SEE ATTAC	9,944		

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

		Date		Amount
1	Credit from prior year return		1	177
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	177

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

1	Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	31,493
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	31,493

Supplemental Information:

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

Wells Fargo Bank N.A
100 N Main Street Mac 4001-117
Winston-Salem, NC 27101-3818

The compensation reported in column (c) is calculated based on periodic market values and/or the applicable fee agreement. It is not determined solely on an hourly basis. Corporate Trustee services include, but are not limited to, administrative services such as fiduciary accounting, custody of assets, complying with tax filing requirements, complying with distribution provisions, and complying with federal and state laws applicable to private foundations, plus asset management services such as creating asset allocation strategies, investment reporting and reallocating and rebalancing of portfolios as necessary.