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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
G Andrew Franz Family Foundation
c/o BDO USA LLP
% G ANDREW AND J DENISE FRAN

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
101 S Hanley Suite 800

City or town, state or province, country, and ZIP or foreign postal code
St Louis, MO 63105

A Employer identification number
43-6855177

B Telephone number (see instructions)
(314) 692-2987

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)*▶$ 1,426,585

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)	0			
	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	34,018	34,018		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	33,083			
	b	Gross sales price for all assets on line 6a 114,422				
	7	Capital gain net income (from Part IV, line 2)		33,083		
	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)	537	537		
	12	**Total.** Add lines 1 through 11	67,638	67,638		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,380	2,380	0	0
	c	Other professional fees (attach schedule)	6,575	6,575		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,814	53		
	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	10,769	9,008	0	0
	25	Contributions, gifts, grants paid	129,369			129,369
	26	**Total expenses and disbursements.** Add lines 24 and 25	140,138	9,008	0	129,369
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-72,500			
	b	**Net investment income** (if negative, enter -0-)		58,630		
	c	**Adjusted net income**(if negative, enter -0-)				

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	104,219	62,687	62,687
	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)	37,685	37,685	37,849
	b	Investments—corporate stock (attach schedule)	566,107	587,567	1,144,100
	c	Investments—corporate bonds (attach schedule)	112,280	59,813	64,000
	11	Investments—land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	110,520	111,224	117,949
	14	Land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	15	Other assets (describe ▶ ____)	9	22	
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	930,820	858,998	1,426,585
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons		678	
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ____)			
	23	**Total liabilities**(add lines 17 through 22)	0	678	
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	1,543,436	1,543,436	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-612,616	-685,116	
	30	**Total net assets or fund balances** (see instructions)	930,820	858,320	
	31	**Total liabilities and net assets/fund balances** (see instructions)	930,820	858,998	

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	930,820
2	Enter amount from Part I, line 27a	2	-72,500
3	Other increases not included in line 2 (itemize) ▶ ____	3	
4	Add lines 1, 2, and 3	4	858,320
5	Decreases not included in line 2 (itemize) ▶ ____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	858,320

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	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	See Additional Data Table			
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	33,083
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	97,500	1,441,365	0 067644
2014	110,000	1,437,826	0 076504
2013	90,000	1,324,428	0 067954
2012	134,117	1,240,364	0 108127
2011	161,934	1,310,126	0 123602

2 Total of line 1, column (d)	2	0 443831
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 088766
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,357,532
5 Multiply line 4 by line 3	5	120,503
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	586
7 Add lines 5 and 6	7	121,089
8 Enter qualifying distributions from Part XII, line 4	8	129,369

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	586
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	
3	Add lines 1 and 2			3	586
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	586
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,356		
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	1,356
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	770
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 770 **Refunded** ▶			11	

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

		Line	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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶G ANDREW AND J DENISE FRANZ Telephone no ▶(314) 692-2987

Located at ▶101 S HANLEY SUITE 800 ST LOUIS MO ZIP+4 ▶63105

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

		Line	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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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

			Line	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		
	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		No
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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	**6b**		No
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**		

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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
G ANDREW FRANZ 101 S Hanley Suite 800 ST LOUIS, MO 63105	TRUSTEE 0	0	0	0
J DENISE FRANZ 101 S Hanley Suite 800 ST LOUIS, MO 63105	TRUSTEE 0	0	0	0

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

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

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
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	
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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,301,793
b	Average of monthly cash balances.	1b	76,412
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	1,378,205
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	0
3	Subtract line 2 from line 1d.	3	1,378,205
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	20,673
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,357,532
6	**Minimum investment return.** Enter 5% of line 5.	6	67,877

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	67,877
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	586		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	586
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	67,291
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	67,291
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	67,291

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	129,369
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	129,369
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	586
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	128,783

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					67,291
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				0	
b Total for prior years 2014 , 2013 , 2012					
3 Excess distributions carryover, if any, to 2016					
a From 2011.	97,560				
b From 2012.	72,689				
c From 2013.	25,514				
d From 2014.	39,252				
e From 2015.	26,785				
f **Total** of lines 3a through e.		261,800			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 129,369					
a Applied to 2015, but not more than line 2a				0	
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.					67,291
e Remaining amount distributed out of corpus		62,078			
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		323,878			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					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)					
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .		97,560			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		226,318			
10 Analysis of line 9					
a Excess from 2012. . . .	72,689				
b Excess from 2013. . . .	25,514				
c Excess from 2014. . . .	39,252				
d Excess from 2015. . . .	26,785				
e Excess from 2016. . . .	62,078				

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

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 email 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*				
connections to success 1431 Kingsland Ave ST LOUIS, MO 63133	NONE	PC	charitable 501(c)(3)	119,369
Variety the Children's Charity 11840 Westline Industrial Dr St Louis, MO 63146		PC	Charitable 501(c)(3)	10,000
Total . . . . ▶ **3a**				129,369
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	34,018	
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	33,083	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OTHER INCOME				537	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				67,638	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 67,638

(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)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

******	2017-05-15	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶ BDO USA LLP				Firm's EIN ▶
Firm's address ▶ 101 S HANLEY RD STE 800 ST LOUIS, MO 63105				Phone no

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
DELL TECHNOLOGIES INC COM CL V	P	2012-11-13	2016-09-07
EMC CORP MASS	P	2012-11-13	2016-09-07
PAYPAL HLDGS INC COM	P	2013-08-29	2016-05-17
BROADCOM LTD SHS	P	2011-03-22	2016-03-30
GEN ELEC CAP CORP 5000	P	2008-10-15	2016-01-08
PAYPAL HLDGS INC COM	P	2011-08-25	2016-05-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
29		28	1
18,470		14,194	4,276
5,258		4,179	1,079
12,498		2,453	10,045
60,000		52,467	7,533
18,167		8,018	10,149

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1
			4,276
			1,079
			10,045
			7,533
			10,149

TY 2016 Accounting Fees Schedule

Name: G Andrew Franz Family Foundation
c/o BDO USA LLP

EIN: 43-6855177

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	2,380	2,380		

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Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: G Andrew Franz Family Foundation
c/o BDO USA LLP

EIN: 43-6855177

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TY 2016 Investments Corporate Bonds Schedule

Name: G Andrew Franz Family Foundation
c/o BDO USA LLP
EIN: 43-6855177

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY - SEE ATTACHED	59,813	64,000

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TY 2016 Investments Corporate Stock Schedule

Name: G Andrew Franz Family Foundation
c/o BDO USA LLP
EIN: 43-6855177

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY - SEE ATTACHED	587,567	1,144,100

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TY 2016 Investments Government Obligations Schedule

Name:	G Andrew Franz Family Foundation c/o BDO USA LLP
EIN:	43-6855177
US Government Securities - End of Year Book Value:	37,685
US Government Securities - End of Year Fair Market Value:	37,849
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2016 Investments - Other Schedule

Name: G Andrew Franz Family Foundation
c/o BDO USA LLP
EIN: 43-6855177

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MORGAN STANLEY - SEE ATTACHED	AT COST	81,196	83,916
MORGAN STANLEY - SEE ATTACHED	AT COST	30,028	34,033

TY 2016 Loans from Officers Schedule

Name: G Andrew Franz Family Foundation
c/o BDO USA LLP
EIN: 43-6855177

Item No.	1
Lender's Name	G ANDREW FRANZ
Lender's Title	
Original Amount of Loan	678
Balance Due	678
Date of Note	
Maturity Date	
Repayment Terms	
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	ESTIMATED TAX PAYMENTS
Description of Lender Consideration	
Consideration FMV	

TY 2016 Other Assets Schedule

Name: G Andrew Franz Family Foundation
c/o BDO USA LLP
EIN: 43-6855177

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE	9	22	

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TY 2016 Other Income Schedule

Name: G Andrew Franz Family Foundation
c/o BDO USA LLP

EIN: 43-6855177

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Income	537	537	

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TY 2016 Other Professional Fees Schedule

Name: G Andrew Franz Family Foundation
c/o BDO USA LLP

EIN: 43-6855177

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MORGAN STANLEY MANAGEMENT FEES	6,575	6,575		

TY 2016 Taxes Schedule

Name: G Andrew Franz Family Foundation
c/o BDO USA LLP

EIN: 43-6855177

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	53	53		
FEDERAL TAX	1,761			

Account Detail

Portfolio Management Active Assets Account
033-118348-513

G ANDREW & J DENISE FRANZ TTEE
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Investment Objectives †: Capital Appreciation, Income, Speculation, Aggressive Income

Investment Advisory Account

† Inform us if your investment objectives, as defined in the Expanded Disclosures, change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis. "Market Value" and "Unrealized Gain/(Loss)" may not reflect the value that could be obtained in the market. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated Annual Income a) is calculated on a pre-tax basis, b) does not include any reduction for applicable non-US withholding taxes, c) may include return of principal or capital gains which could overstate such estimates, and d) for securities that have a defined maturity date within the next 12 months, is reflected only through maturity date. Actual income or yield may be lower or higher than the estimates. Current yield reflects the income generated by an investment, and does not reflect changes in its price. Structured Investments, identified on the Position Description Details line as "Asset Class. Struct Inv," may appear in various statement product categories. When displayed, the accrued interest, annual income and current yield for those with a contingent income feature (e.g., Range Accrual Notes or Contingent Income Notes) are estimates and assume specified accrual conditions are met during the relevant period and payment in full of all contingent interest. For Floating Rate Securities, the accrued interest, annual income and current yield are estimates based on the current floating coupon rate and may not reflect historic rates within the accrual period.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. You have the right to instruct us to liquidate your bank deposit balance(s) or shares of any money market fund balance(s) at any time and have the proceeds of such liquidation remitted to you. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Market Value	7-Day Current Yield %	Est Ann Income	APY %
CASH	$397.80			
MS ACTIVE ASSETS GOVT TRUST	62,289 52	0 460	286 53	—

	Percentage of Holdings	Market Value	Est Ann Income
CASH, BDP, AND MMFs	**4.39%**	**$62,687.32**	**$286.53**

Certain money market funds classified as government funds and retail funds seek (although they cannot guarantee) to maintain a share price of $1.00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures. The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ALIBABA GROUP HLDG LTD (BABA)	7/22/15	134.000	$83 471	$87.810	$11,185 06	$11,766 54	$581.48 LT		
	8/12/15	170 000	72.282	87 810	12 287 96	14,927 70	2,639 74 LT		
	Total	304.000			23,473 02	**26,694.24**	3,221.22 LT	—	—
Asset Class: Equities									
ALPHABET INC CL A (GOOGL)	2/2/12	19 000	293 236	792 450	5,571.48	15,056.55	9,485 07 LT		
	11/20/12	12.000	336 386	792 450	4,036 63	9,509.40	5,472.77 LT		

Security Mix at Right

Account Detail

Portfolio Management Active Assets Account
033-118348-513

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Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	31.000			9,608 11	**24,565.95**	14,957 84 LT	—	—
Asset Class: Equities									
ALPHABET INC CL C (GOOG)	2/2/12	19.000	290.997	771 820	5,528.95	14,664 58	9,135 63 LT		
	11/20/12	12 000	335.311	771 820	4 023 73	9,261 84	5,238 11 LT		
	Total	31 000			9,552 68	**23,926.42**	14,373 74 LT	—	—
Asset Class: Equities									
AMERICAN EXPRESS CO (AXP)	6/19/01	68 000	33 822	74 080	2,299 87	5,037 44	2,737 57 LT		
	10/29/01	325 000	26 382	74 080	8,574 00	24,076 00	15,502 00 LT		
	1/10/03	50 000	33 533	74 080	1,676 64	3,704 00	2,027 36 LT		
	9/18/08	249 000	34 446	74 080	8,576 93	18,445 92	9,868 99 LT		
	5/17/11	34 000	50 090	74 080	1,703 06	2,518 72	815 66 LT		
	Total	726 000			22,830 50	**53,782.08**	30,951 58 LT	929 00	1 72
Next Dividend Payable 02/2017, Asset Class: Equities									
AMGEN INC (AMGN)	1/17/08	257 000	47 716	146 210	12,262 89	37,575.97	25,313 08 LT		
	5/17/11	8 000	60 750	146 210	486 00	1 169.68	683 68 LT		
	Total	265 000			12,748 89	**38,745.65**	25,996.76 LT	1,219 00	3 14
Next Dividend Payable 03/2017, Asset Class: Equities									
BROADCOM LTD SHS (AVGO)	3/22/11	367 000	30.659	176 770	11,251 92	64,874.59	53,622 67 LT		
	5/17/11	23 000	34 110	176 770	784 53	4,065.71	3,281.18 LT		
	Total	390 000			12,036.45	**68,940.30**	56,903 85 LT	1,591 00	2 30
Next Dividend Payable 03/2017; Asset Class: Equities									
CHEVRON CORP (CVX)	1/10/03	358 000	34 250	117.700	12,261 50	42,136.60	29,875.10 LT		
	5/17/11	25 000	100 150	117 700	2 503 75	2 942 50	438 75 LT		
	Total	383 000			14,765 25	**45,079.10**	30,313 85 LT	1,655 00	3 67
Next Dividend Payable 03/2017; Asset Class: Equities									
CISCO SYS INC (CSCO)	10/10/08	634 000	17 169	30 220	10,884 83	19,159 48	8,274.65 LT		
	5/26/10	167 000	23 690	30.220	3,956 23	5,046.74	1,090 51 LT		
	5/17/11	43 000	16 580	30.220	712 94	1.299.46	586.52 LT		
	8/8/12	631 000	17.127	30 220	10,807 26	19,068 82	8,261 56 LT		
	Total	1,475.000			26,361.26	**44,574.50**	18,213.24 LT	1,534 00	3 44
Next Dividend Payable 01/2017; Asset Class: Equities									
COCA COLA CO (KO)	9/30/09	256 000	26 565	41 460	6,800 54	10,613.76	3,813 22 LT		
	5/17/11	32 000	33 805	41 460	1,081.76	1,326 72	244 96 LT		
	Total	288.000			7,882.30	**11,940.48**	4,058.18 LT	403.00	3 37
Next Dividend Payable 03/2017, Asset Class: Equities									

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Account Detail

Portfolio Management Active Assets Account
033-118348-513

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Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
CSX CORP (CSX)	10/16/13	766.000	25.878	35.930	19,822.62	**27,522.38**	7,699.76 LT	552.00	2.00
Next Dividend Payable 03/2017; Asset Class: Equities									
DELL TECHNOLOGIES INC COM CL V (DVMT)	11/13/12	60.000	47.200	54.970	2,831 99	3,298.20	466.21 LT		
	4/25/13	25 000	47.200	54.970	1,180.00	1,374.25	194.25 LT		
	Total	85.000			4,011 99	**4,672.45**	660 46 LT	—	—
Asset Class: Equities									
DIAGEO PLC SPON ADR NEW (DEO)	2/26/10	172 000	65.176	103.940	11,210.27	17,877.68	6,667.41 LT		
	5/17/11	14.000	82 690	103.940	1,157 66	1,455.16	297.50 LT		
	Total	186.000			12,367.93	**19,332.84**	6,964.91 LT	580 00	3 00
Next Dividend Payable 04/2017; Asset Class: Equities									
EBAY INC (EBAY)	8/25/11	463.000	11.199	29.690	5,185.28	13,746 47	8,561.19 LT		
	8/29/13	134 000	20.169	29.690	2,702 67	3,978.46	1,275 79 LT		
	Total	597 000			7,887.95	**17,724.93**	9,836.98 LT	—	—
Asset Class: Equities									
FEDEX CORP (FDX)	4/11/12	146.000	88.195	186.200	12,876.40	27,185.20	14,308.80 LT		
	8/7/12	132.000	89 921	186.200	11,869.53	24,578.40	12,708 87 LT		
	12/13/12	32 000	89.663	186.200	2,869.23	5,958 40	3,089.17 LT		
	Total	310.000			27,615.16	**57,722.00**	30,106.84 LT	496.00	0.85
Next Dividend Payable 01/03/17 Asset Class: Equities									
GILEAD SCIENCE (GILD)	7/19/10	548.000	16 424	71.610	9,000.11	39,242.28	30,242.17 LT		
	5/17/11	66.000	20.240	71 610	1 335 84	4,726.26	3,390 42 LT		
	Total	614.000			10,335.95	**43,968.54**	33,632.59 LT	1,154.00	2.62
Next Dividend Payable 03/2017 Asset Class Equities									
HALLIBURTON CO (HAL)	10/18/06	117.000	29.018	54.090	3,395.12	6,328 53	2,933.41 LT		
	10/28/08	633.000	16.072	54.090	10,173.39	34,238.97	24,065.58 LT		
	5/17/11	56.000	44.550	54.090	2,494 80	3,029.04	534.24 LT		
	Total	806.000			16,063.31	**43,596.54**	27,533.23 LT	580 00	1.33
Next Dividend Payable 03/2017, Asset Class: Equities									
ILL TOOL WORKS INC (ITW)	12/14/10	277.000	51.506	122.460	14,267.08	33,921 42	19,654 34 LT		
	5/17/11	20.000	56 430	122.460	1,128.60	2,449.20	1,320 60 LT		
	Total	297.000			15,395.68	**36,370.62**	20,974.94 LT	772.00	2.12
Next Dividend Payable 01/11/17; Asset Class: Equities									
INTEL CORP (INTC)	1/29/07	356.000	20.992	36.270	7,473.15	12,912 12	5,438.97 LT		
	5/17/11	100.000	23.268	36.270	2,326.78	3 627.00	1 300.22 LT		
	Total	456.000			9,799.93	**16,539.12**	6,739.19 LT	474 00	2.86

Account Detail

Portfolio Management Active Assets Account
033-118348-513

G ANDREW & J DENISE FRANZ TTEE
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Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
Next Dividend Payable 03/2017, Asset Class Equities									
JPMORGAN CHASE & CO (JPM)	1/10/03	113 000	28 962	86.290	3,272.72	9,750.77	6,478.05 LT		
	8/31/05	274 000	33 617	86 290	9,211 03	23,643 46	14,432 43 LT		
	5/17/11	18 000	43 550	86 290	783.90	1,553 22	769 32 LT		
	4/3/14	98 000	60 647	86 290	5 943 39	8 456 42	2,513 03 LT		
	Total	503.000			19,211 04	**43,403.87**	24,192 83 LT	966 00	2 22
Next Dividend Payable 01/2017 Asset Class Equities									
L BRANDS INC COM (LB)	3/1/16	226.000	85.980	65 840	19,431 55	14,879 84	(4,551 71) ST		
	5/5/16	142.000	72.160	65 840	10,246 72	9 349 28	(897 44) ST		
	Total	368.000			29,678 27	**24,229.12**	(5,449 15) ST	883 00	3 64
Next Dividend Payable 03/2017, Asset Class Equities									
LOWES COMPANIES INC (LOW)	1/10/03	153.000	19.200	71 120	2,937 60	10,881 36	7,943 76 LT		
	7/20/10	408 000	20 007	71.120	8,162 69	29,016 96	20,854 27 LT		
	5/17/11	54 000	24 660	71.120	1 331 64	3 840 48	2 508 84 LT		
	Total	615 000			12,431 93	**43,738.80**	31,306 87 LT	861 00	1 96
Next Dividend Payable 02/2017; Asset Class. Equities									
MEDTRONIC PLC SHS (MDT)	1/27/15	500.000	76.950	71.230	38,203 90	**35,615.00**	(2,860 00) LT	860 00	2 41
Next Dividend Payable 01/13/17, Asset Class: Equities									
METLIFE INCORPORATED (MET)	6/28/07	117 000	64 956	53 890	7,599 81	6,305 13	(1,294 68) LT		
	11/1/07	399.000	66.898	53 890	26,692 22	21,502 11	(5,190 11) LT		
	10/28/08	391 000	25 698	53 890	10,048 11	21 070 99	11,022 88 LT		
	5/17/11	55.000	43.810	53 890	2 409 55	2,963 95	554 40 LT		
	Total	962 000			46,749 69	**51,842.18**	5,092 49 LT	1,539 00	2 96
Next Dividend Payable 03/2017; Asset Class. Equities									
MICROSOFT CORP (MSFT)	6/19/01	262.000	33.690	62 140	8,826 78	16,280 68	7,453 90 LT		
	10/29/01	570.000	30.530	62 140	17,402 10	35,419 80	18,017 70 LT		
	10/9/08	78.000	23 546	62 140	1,836 56	4,846 92	3,010.36 LT		
	6/29/10	234.000	23.830	62.140	5,576.29	14,540 76	8,964 47 LT		
	5/17/11	70.000	24.360	62 140	1 705.20	4 349 80	2,644 60 LT		
	Total	1,214.000			35,346 93	**75,437.96**	40,091 03 LT	1,894.00	2 51
Next Dividend Payable 03/2017, Asset Class. Equities									
NIKE INC B (NKE)	10/28/08	442.000	12.007	50 830	5,306 88	22,466 86	17,159.98 LT		
	5/17/11	44 000	21.058	50 830	926 53	2 236 52	1 309 99 LT		
	Total	486 000			6,233 41	**24,703.38**	18,469 97 LT	350 00	1 41
Next Dividend Payable 01/03/17; Asset Class: Equities									

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Account Detail

Portfolio Management Active Assets Account
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Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
NXP SEMICONDUCTORS NV (NXPI)	2/6/15	135.000	83.016	98.010	11,207.16	13,231.35	2,024.19 LT		
	2/9/15	147.000	80.272	98 010	11,799.97	14,407.47	2,607.50 LT		
	Total	282.000			23,007.13	**27,638.82**	4,631 69 LT	—	—
Asset Class: Equities									
PROCTER & GAMBLE (PG)	9/21/09	384.000	57.174	84.080	21,954 85	**32,286.72**	10,331.87 LT	1,028 00	3 18
Next Dividend Payable 02/2017; Asset Class: Equities									
STRYKER CORP (SYK)	10/28/08	231 000	48.829	119.810	11,279.61	27,676.11	16,396 50 LT		
	5/17/11	12.000	63 510	119.810	762 12	1,437.72	675 60 LT		
	Total	243.000			12,041 73	**29,113.83**	17,072 10 LT	413.00	1 41
Next Dividend Payable 01/31/17 Asset Class Equities									
SYMANTEC CORP (SYMC)	8/1/16	1,015 000	20.616	23 890	20,925 44	**24,248.35**	3,322 91 ST	305.00	1.25
Next Dividend Payable 03/2017 Asset Class Equities									
WAL MART STORES INC (WMT)	3/6/07	362.000	48 035	69.120	17,388 52	25,021 44	7,632 92 LT		
	5/17/11	22 000	55.580	69 120	1,222 76	1,520 64	297 88 LT		
	2/24/14	88.000	73 407	69.120	6,459 80	6,082.56	(377.24) LT		
	6/30/14	83.000	75.211	69 120	6,242 49	5,736 96	(505 53) LT		
	Total	555 000			31,313 57	**38,361.60**	7,048 03 LT	1,110.00	2 89
Next Dividend Payable 01/03/17, Asset Class: Equities									
WALGREENS BOOTS ALLIANCE INC (WBA)	10/16/07	372 000	38 568	82.760	14,347.37	30,786.72	16,439.35 LT		
	5/17/11	54.000	44.350	82.760	2,394.90	4,469 04	2,074 14 LT		
	Total	426 000			16,742 27	**35,255.76**	18,513 49 LT	639 00	1.81
Next Dividend Payable 03/2017; Asset Class: Equities									
WALT DISNEY CO HLDG CO (DIS)	3/30/06	54.000	27.524	104.220	1,486.28	5,627 88	4,141.60 LT		
	4/16/09	417.000	19 978	104.220	8,330.83	43,459.74	35,128.91 LT		
	5/17/11	33 000	40 940	104.220	1,351.02	3,439.26	2,088.24 LT		
	Total	504 000			11,168 13	**52,526.88**	41,358 75 LT	786 00	1 49
Next Dividend Payable 01/11/17 Asset Class Equities									

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
STOCKS	**80.03%**	$587,567.24	**$1,144,100.41**	**$558,388.28 LT** **$(2,126.24) ST**	**$23,573.00**	**2.06%**

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EXCHANGE-TRADED & CLOSED-END FUNDS

Global Investment Manager Analysis (GIMA) status codes (FL, AL or NL), may be shown for certain exchange-traded funds and are not guarantees of performance. Refer to "GIMA Status in Investment Advisory Programs" in the June or December statement for a description of these status codes.

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ISHARES IBOXX INVEST GR COR BD (LQD)	6/17/13	323 000	$116 673	$117.180	$37,685 32	**$37,849.14**	$163 82 LT	$1,264 00	3.33
GIMA Status AL, Next Dividend Payable 01/2017, Asset Class FI & Pref									

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	**2.65%**	**$37,685.32**	**$37,849.14**	**$163.82 LT**	**$1,264.00**	**3.34%**

MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
MERCED CALIF UN HIGH SCH DIST QSCBD B-1	9/26/13	30,000.000	$107 869	$116 274	$32,360 70			$2,015.00	5 77
Coupon Rate 6 716%, Matures 08/01/2025, CUSIP 587635DZ3			$106.205		$31,861 63	**$34,882.20**	$3,020 57 LT	$839 50	
Int. Semi-Annually Feb/Aug 01; Yield to Maturity 4.416%; Callable Extraordinary; Subject to Federal Tax; S&P A+; Issued 03/03/11, Asset Class- FI & Pref									
WAYNE ST UNIV MICH UNIV REVS SER-B BUILD AMERICA BOND	12/1/14	45,000 000	110 680	108.964	49,806 00			2,761 00	5 63
Coupon Rate 6 136%, Matures 11/15/2029, CUSIP 946303ST2			109 632		49,334.31	**49,033.80**	(300 51) LT	352 82	
Int. Semi-Annually May/Nov 15, Callable $100.00 on 11/15/19; Yield to Call 2.861%; Subject to Federal Tax; Moody AA3 S&P A+, Issued 12/03/09; Asset Class. FI & Pref									

	Percentage of Holdings	Face Value	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
MUNICIPAL BONDS		**75,000.000**	**$82,166.70**			**$4,776.00**	**5.69%**
			$81,195.94	**$83,916.00**	**$2,720.06 LT**	**$1,192.32**	

	Percentage of Holdings	Market Value
TOTAL MUNICIPAL BONDS (includes accrued interest)	5.95%	$85,108.32

Account Detail

Portfolio Management Active Assets Account
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CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
MERRILL LYNCH & CO INC NOTE	11/30/01	60,000.000	$99.689	$106.666	$59,813.40			$3,900.00	6.09
Coupon Rate 6.500%, Matures 07/15/2018; CUSIP 590188JF6			$99.689		$59,813.40	**$63,999.60**	$4,186.20 LT	$1,798.33	

Int. Semi-Annually Jan/Jul 15; Yield to Maturity 2.076%; Moody BAA1 S&P BBB+ · Issued 07/15/98; Asset Class: FI & Pref

	Percentage of Holdings	Face Value	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
CORPORATE FIXED INCOME		**60,000.000**	**$59,813.40**			**$3,900.00**	**6.09%**
			$59,813.40	**$63,999.60**	**$4,186.20 LT**	**$1,798.33**	
TOTAL CORPORATE FIXED INCOME	**4.60%**			**$65,797.93**			
(includes accrued interest)							

MUTUAL FUNDS

"Total Purchases vs. Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account.

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash; due to but not limited to: investments made prior to addition of this information on statements; securities transfers; timing of recent distributions; and certain adjustments made in your account.

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributions shown. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes. Global Investment Manager Analysis (GIMA) status codes (FL, AL or NL), may be shown for certain mutual funds and are not guarantees of performance. Refer to "GIMA Status in Investment Advisory Programs" in the June or December statement for a description of these codes.

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
KOPERNIK GLB ALL CAP INSTL (KGGIX)	8/6/14	23.790	$10.170	$10.090	$241.95	$240.04	$(1.91) LT		
	11/24/14	3,178.627	8 880	10.090	28,226.21	32,072.35	3,846.14 LT		
	Purchases	3,202.417			28,468 16	**32,312.39**	3,844.23 LT		
Long Term Reinvestments		61.475			459.26	620.28	161.02 LT		
Short Term Reinvestments		109.076			1,100.58	1,100 58	0.00 ST		
	Total	3,372.968			30,028.00	**34,033.25**	4,005.25 LT	187.00	0.54
Total Purchases vs Market Value					28,468.16	34,033.25			
Net Value Increase/(Decrease)						5,565.09			

GIMA Status: AL, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class: Equities

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Portfolio Management Active Assets Account
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	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
MUTUAL FUNDS	2.38%	$30,028.00	$34,033.25	$4,005.25 LT	$187.00	0.55%

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
TOTAL MARKET VALUE		$796,289.93	$1,426,585.72	$569,463.61 LT $(2,126.24) ST	$33,986.53 $2,990.65	2.38%
TOTAL VALUE (includes accrued interest)	100.00%		$1,429,576.37			

Unrealized Gain/(Loss) totals only reflect positions that have both cost basis and market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' or 'Pending Corporate Actions' are not included.