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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

OMB No 1545-0052

2016

Open to Public Inspection

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

For calendar year 2016 or tax year beginning

, and ending

Name of foundation LILLIAN L COLBY CHARITABLE FDN			A Employer identification number 45-4420455	
Number and street (or P O box number if mail is not delivered to street address) 376 MARKET STREET		Room/suite	B Telephone number (see instructions) (615) 748-4665	
City or town, state or province, country, and ZIP or foreign postal code CHATTANOOGA TN 37402				
Foreign country name	Foreign province/state/county	Foreign postal code		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ 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 ☐	
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) ▶ \$ 8,296,148		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	147,165	136,905		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	565,706			
	b Gross sales price for all assets on line 6a 7,974,480				
	7 Capital gain net income (from Part IV, line 2)		565,706		
	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 2017	712,871	702,611	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)	49,798	18,790		31,008
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,095	1,010		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	9,432			9,432
	24 Total operating and administrative expenses. Add lines 13 through 23	63,825	19,800	0	42,940
	25 Contributions, gifts, grants paid	394,500			394,500
26 Total expenses and disbursements. Add lines 24 and 25	458,325	19,800	0	437,440	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	254,546				
b Net investment income (if negative, enter -0-)		682,811			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see Instructions.

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HTA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	171,425	216,007	216,007
	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)			
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	7,722,610	7,929,358	8,080,141
	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)	7,894,035	8,145,365	8,296,148
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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	
		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	7,894,035	8,145,365	
	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)	7,894,035	8,145,365	
	31	Total liabilities and net assets/fund balances (see instructions)	7,894,035	8,145,365	

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	7,894,035
2	Enter amount from Part I, line 27a	2	254,546
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	20,571
4	Add lines 1, 2, and 3	4	8,169,152
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	23,787
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,145,365

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e				
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	565,706
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.

(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	398,538	8,419,531	0.047335
2014	351,537	8,497,602	0.041369
2013	79,474	7,770,871	0.010227
2012	181	2,004,304	0.000090
2011			0.000000
2 Total of line 1, column (d)			2 0.099021
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 0.024755
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 8,027,382
5 Multiply line 4 by line 3			5 198,718
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,828
7 Add lines 5 and 6			7 205,546
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 437,440

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	6,828	
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	6,828	
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	6,828	
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,758	
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	1,758	
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	5,070	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ Refunded ☐	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

	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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (404) 588-7347 Located at ▶ 303 PEACHTREE STREET, 15TH FLOOR ZIP+4 ▶ 30308		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
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)

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?	☐ Yes	☐ No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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
	<i>If "Yes" to 6b, file Form 8870</i>			
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
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		
	00	0		

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

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

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
SUNTRUST BANK PO BOX 1908, ORLANDO, FL 32802	INVESTMENT MANAGER	49,798
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	7,795,230
b	Average of monthly cash balances	1b	354,396
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	8,149,626
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	8,149,626
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	122,244
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,027,382
6	Minimum investment return. Enter 5% of line 5	6	401,369

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	401,369
2a	Tax on investment income for 2016 from Part VI, line 5	2a	6,828
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,828
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	394,541
4	Recoveries of amounts treated as qualifying distributions	4	7,600
5	Add lines 3 and 4	5	402,141
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	402,141

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	437,440
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	437,440
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	6,828
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	430,612

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				402,141
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			384,823	
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 ▶ \$ 437,440				
a Applied to 2015, but not more than line 2a			384,823	
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				52,617
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				349,524
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	

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

				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

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c Any submission deadlines:

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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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	394,500
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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	147,165	
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	565,706	
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		712,871	0
13	Total. Add line 12, columns (b), (d), and (e)				13	712,871

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

Shawn P. Hanlon
Signature of officer or trustee

5.12.17
Date

Chairman
Title

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

Paid Preparer Use Only

Pnn/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
SHAWN P. HANLON	<i>Shawn P. Hanlon</i>	5/5/2017		P00965923
Firm's name	Firm's EIN		Firm's EIN	
PRICEWATERHOUSECOOPERS, LLP	13-4008324		13-4008324	
Firm's address	Phone no		Phone no	
600 GRANT STREET, PITTSBURGH PA 15219	412-355-6000		412-355-6000	

LILLIAN L COLBY CHARITABLE FDN

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

Recipient(s) paid during the year

Name

BOYS & GIRLS CLUBS OF CHATTANOOGA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution SUMMER LUNCH PROGRAM			Amount 10,000

Name

CHATTANOOGA AREA FOOD BANK

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution EMPOWERMENT PROGRAM			Amount 20,000

Name

CHATTANOOGA ROOM IN THE INN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT			Amount 10,000

Name

CHATTANOOGA SYMPHONY & OPERA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution ENDOWMENT DISTRIBUTION			Amount 59,175

Name

CHILDREN'S ADVOCACY CENTER OF HAMILTON COUNTY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution PREVENTION AND INTERVENTION SERVICES			Amount 7,500

Name

FRIENDS OF THE ZOO

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution EDUCATION PROGRAMS			Amount 10,000

LILLIAN L COLBY CHARITABLE FDN

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

Recipient(s) paid during the year

Name

HART GALLERY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution PHOTOGRAPHY EQUIPMENT			Amount 4,000

Name

LOOKOUT MOUNTAIN LAND TRUST

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution CONSERVANCY INTERN & LEADERSHIP			Amount 10,000

Name

THE NEXT DOOR

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution CORRECTIONAL RELEASE CENTER			Amount 10,000

Name

NORTHSIDE NEIGHBORHOOD HOUSE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution EMERGENCY ASSISTANCE PROGRAM			Amount 12,500

Name

PARTNERSHIP FOR FAMILIES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution OPERATIONAL COSTS			Amount 12,500

Name

CAMP COLLEGE AND BEYOND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution CAMP COLLEGE AND BEYOND			Amount 10,000

LILLIAN L COLBY CHARITABLE FDN

45-4420455 Page 3 of 5

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

Recipient(s) paid during the year

Name

WAYSIDE PRESBYTERIAN CHURCH

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution CAPITAL IMPROVEMENTS			Amount 12,500

Name

BRIDGE SCHOLARS OF CHATTANOOGA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT			Amount 10,075

Name

THE HOME PLACE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT			Amount 5,000

Name

BETHEL BIBLE VILLAGE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT			Amount 15,000

Name

CHATTANOOGA COMMUNITY KITCHEN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution FEEDING AND HOUSING FOR HOMELESS			Amount 15,000

Name

CHATTANOOGA GIRLS LEADERSHIP ACADEMY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution CGLA MOBILE PANTRY			Amount 16,250

LILLIAN L COLBY CHARITABLE FDN

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

Recipient(s) paid during the year

Name

CHEROKEE AREA COUNCIL BOY SCOUTS OF AMERICA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution ENDOWMENT DISTRIBUTION			Amount 10,000

Name

FATHER TO THE FATHERLESS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution DISCOVERY PROGRAM			Amount 10,000

Name

GIRL'S INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution OUT OF SCHOOL PROGRAMMING			Amount 5,000

Name

GLASS HOUSE COLLECTIVE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution ENDOWMENT DISTRIBUTION			Amount 15,000

Name

HABITAT FOR HUMANITY OF GREATER CHATTANOOGA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution VILLAGES AT ALTON PARK			Amount 15,000

Name

LITTLE MISS MAG CHILD CARE CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution LEARNING & LITERACY IN MOTION			Amount 10,000

LILLIAN L COLBY CHARITABLE FDN

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

Recipient(s) paid during the year

Name

METROPOLITAN MINISTRIES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution HOMELESS PREVENTION PROJECT			Amount 15,000

Name

SCENIC LAND SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution MOVING THE CLASS OF 2020 FORWARD			Amount 10,000

Name

A STEP AHEAD FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution FREE LONG TERM REVERSIBLE BIRTH CONTROL			Amount 20,000

Name

URBAN LEAGUE OF GREATER CHATTANOOGA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution ENRICHMENT PROGRAM			Amount 15,000

Name

VOLUNTEERS IN MEDICINE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution CLINIC OPERATIONS			Amount 20,000

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

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

Long Term CG Distributions		Amount		Totals										Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss	
Short Term CG Distributions		22,660		Capital Gains/Losses										8,018,349		7,452,636		565,706	
		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	DFA INTM GOVT FIXED INCO	233203878	X				10/7/2016	11/21/2016	13,000	13,419				129	-287				
2	VULCAN VALUE PART SM CA	317609883	X				2/22/2016	12/12/2016	6,000	4,949					1,051				
3	VULCAN VALUE PART SM CA	317609883	X				2/22/2016	12/12/2016	212,140	171,301					40,839				
4	GOTHAM NEUTRAL FUND-IN	360873111	X				11/24/2014	8/30/2016	258,388	298,860					-38,472				
5	GOTHAM NEUTRAL FUND-IN	360873111	X				12/18/2014	8/30/2016	5,739	6,322					-583				
6	GOTHAM NEUTRAL FUND-IN	360873111	X				11/3/2015	8/30/2016	78,655	80,000					-1,345				
7	GOTHAM NEUTRAL FUND-IN	360873111	X				12/17/2015	8/30/2016	2,211	2,184					27				
8	T ROWE PRICE INST UC GRV	457751408	X				7/12/2012	8/30/2016	173,505	104,247					69,258				
9	T ROWE PRICE INST UC GRV	457751408	X				5/10/2013	8/30/2016	803,527	600,000					203,527				
10	T ROWE PRICE INST UC GRV	457751408	X				3/31/2014	8/30/2016	39,143	37,000					2,143				
11	T ROWE PRICE INST UC GRV	457751408	X				9/23/2015	8/30/2016	170,915	170,500					415				
12	ISHARES RUSSELL MIDCAP	464287481	X				8/27/2014	12/12/2016	10,083	9,362					701				
13	ISHARES RUSSELL MIDCAP	464287481	X				8/27/2014	12/12/2016	384,154	352,230					31,924				
14	ISHARES RUSSELL 1000 VAL	464287598	X				5/10/2013	11/21/2016	29,975	23,073					6,902				
15	NEUBERGER BERMAN HI IN	64128K688	X				2/27/2015	12/14/2016	1,233	1,298					-65				
16	NEUBERGER BERMAN HI IN	64128K688	X				3/31/2015	12/14/2016	1,271	1,320					-49				
17	NEUBERGER BERMAN HI IN	64128K688	X				4/30/2015	12/14/2016	1,272	1,330					-58				
18	NEUBERGER BERMAN HI IN	64128K688	X				5/29/2015	12/14/2016	1,270	1,324					-54				
19	PIMCO FORGN BD USUSD HI	693390882	X				8/29/2014	10/7/2016	577	608					-31				
20	PIMCO FORGN BD USUSD HI	693390882	X				9/30/2014	10/7/2016	589	620					-31				
21	PIMCO FORGN BD USUSD HI	693390882	X				10/31/2014	10/7/2016	588	601					-13				
22	PIMCO FORGN BD USUSD HI	693390882	X				11/28/2014	10/7/2016	473	507					-34				
23	PIMCO FORGN BD USUSD HI	693390882	X				12/10/2014	10/7/2016	1,004	1,070					-66				
24	PIMCO INVESTMENT GRD CC	722005816	X				2/27/2015	10/7/2016	885	883					-2				
25	PIMCO INVESTMENT GRD CC	722005816	X				3/31/2015	10/7/2016	869	888					-19				
26	PIMCO INVESTMENT GRD CC	722005816	X				4/30/2015	10/7/2016	943	959					-16				
27	PIMCO INVESTMENT GRD CC	722005816	X				5/29/2015	10/7/2016	954	984					-30				
28	PIMCO INVESTMENT GRD CC	722005816	X				6/30/2015	10/7/2016	1,014	1,005					9				
29	PIMCO INVESTMENT GRD CC	722005816	X				7/31/2015	10/7/2016	1,088	1,088					0				
30	PIMCO INVESTMENT GRD CC	722005816	X				8/31/2015	10/7/2016	1,003	987					16				
31	VANGUARD TOT BD MKT IDX	921937504	X				6/30/2016	12/14/2016	1,334	1,400					-66				
32	VANGUARD TOT BD MKT IDX	921937504	X				7/29/2016	12/14/2016	1,331	1,402					-71				
33	VANGUARD TOT BD MKT IDX	921937504	X				8/30/2016	12/14/2016	329,955	346,500					-16,545				
34	VANGUARD TOT BD MKT IDX	921937504	X				8/31/2016	12/14/2016	1,364	1,433					-69				
35	NEUBERGER BERMAN HI IN	64128K688	X				6/30/2015	12/14/2016	1,339	1,397					-58				
36	NEUBERGER BERMAN HI IN	64128K688	X				7/31/2015	12/14/2016	1,287	1,298					-11				
37	NEUBERGER BERMAN HI IN	64128K688	X				8/31/2015	12/14/2016	1,343	1,329					14				
38	NEUBERGER BERMAN HI IN	64128K688	X				9/30/2015	12/14/2016	1,349	1,290					59				
39	NEUBERGER BERMAN HI IN	64128K688	X				10/30/2015	12/14/2016	1,355	1,326					29				
40	NEUBERGER BERMAN HI IN	64128K688	X				11/30/2015	12/14/2016	1,382	1,393					69				
41	NEUBERGER BERMAN HI IN	64128K688	X				12/31/2015	12/14/2016	1,409	1,305					104				
42	NEUBERGER BERMAN HI IN	64128K688	X				1/29/2016	12/14/2016	1,371	1,254					117				
43	NEUBERGER BERMAN HI IN	64128K688	X				2/29/2016	12/14/2016	1,385	1,274					111				
44	VANGUARD TOT BD MKT IDX	921937504	X				10/31/2016	12/14/2016	1,992	2,065					-73				
45	VANGUARD TOT BD MKT IDX	921937504	X				11/30/2016	12/14/2016	2,003	2,018					-15				
46	ISHARES RUSSELL 1000 GRV	464287614	X				5/10/2013	11/21/2016	14,648	15,368				721	1				
47	ISHARES RUSSELL 1000 GRV	464287614	X				5/10/2013	12/28/2016	48,726	34,869					13,857				
48	ISHARES RUSSELL 1000 GRV	464287614	X				5/10/2013	12/28/2016	425,640	298,663					128,977				
49	ISHARES RUSSELL 1000 GRV	464287614	X				3/31/2014	12/28/2016	180,897	147,254					33,643				
50	ISHARES RUSSELL 1000 GRV	464287614	X				8/30/2016	12/28/2016	300,608	295,150					5,458				
51	VANGUARD TOT BD MKT IDX	921937504	X				9/30/2016	12/14/2016	1,932	2,024					-92				
52	NEUBERGER BERMAN HI IN	64128K688	X				3/31/2016	12/14/2016	1,020	959					61				
53	NEUBERGER BERMAN HI IN	64128K688	X				4/29/2016	12/14/2016	795	769					26				
54	NEUBERGER BERMAN HI IN	64128K688	X				5/31/2016	12/14/2016	820	820					30				
55	NEUBERGER BERMAN HI IN	64128K688	X				6/30/2016	12/14/2016	858	830					28				
56	NEUBERGER BERMAN HI IN	64128K688	X				7/29/2016	12/14/2016	830	819					11				
57	NEUBERGER BERMAN HI IN	64128K688	X				8/31/2016	12/14/2016	788	790					-2				
58	NEUBERGER BERMAN HI IN	64128K688	X				9/30/2016	12/14/2016	796	800					-4				
59	NEUBERGER BERMAN HI IN	64128K688	X				10/31/2016	12/14/2016	806	806					0				
60	NEUBERGER BERMAN HI IN	64128K688	X				11/30/2016	12/14/2016	822	813					9				
61	OPPENHEIMER DEVELOPING	683974604	X				5/10/2013	12/14/2016	4,000	4,527					-527				
62	OPPENHEIMER DEVELOPING	683974604	X				5/10/2013	12/14/2016	160,842	181,691					-20,849				
63	PIMCO FORGN BD USUSD HI	693390882	X				3/31/2014	3/15/2016	6,269	6,659					-390				
64	PIMCO FORGN BD USUSD HI	693390882	X				4/30/2014	3/15/2016	223	238					-15				
65	PIMCO FORGN BD USUSD HI	693390882	X				5/30/2014	3/15/2016	234	251					-17				
66	PIMCO FORGN BD USUSD HI	693390882	X				6/20/2014	3/15/2016	99,274	106,931					-7,657				
67	PIMCO FORGN BD USUSD HI	693390882	X				8/20/2014	10/7/2016	84,323	86,820					-2,497				
68	PIMCO FORGN BD USUSD HI	693390882	X				9/30/2014	10/7/2016	273	282					-9				
69	PIMCO FORGN BD USUSD HI	693390882	X				7/31/2014	10/7/2016	511	531					20				
70	JOHN HANCOCK II-DISCPN	47803U940	X				5/10/2013	6/23/2016	780,611	717,544					63,067				
71	JOHN HANCOCK II-DISCPN	47803U940	X				12/16/2013	6/23/2016	49,954	48,910					1,044				
72	JOHN HANCOCK II-DISCPN	47803U940	X				3/31/2014	6/23/2016	87,348	91,000					-3,652				

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

Long Term CG Distributions		Amount		Short Term CG Distributions		Amount								
		22,660				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
73 JOHN HANCOCK II(DISCPLN	47803UB40	X				12/16/2014	6/23/2016	50,058	51,190				0	-1,132
74 JOHN HANCOCK II(DISCPLN	47803UB40	X				12/16/2015	6/23/2016	46,350	45,669				0	681
75 NEUBERGER BERMAN HI IN	6412BK688	X				5/10/2013	3/15/2016	114,000	137,471				0	-23,471
76 NEUBERGER BERMAN HI IN	6412BK688	X				5/10/2013	1/12/2016	4,250	4,880				0	-630
77 NEUBERGER BERMAN HI IN	6412BK688	X				5/10/2013	12/14/2016	66,390	75,090				0	-8,700
78 NEUBERGER BERMAN HI IN	6412BK688	X				5/31/2013	12/14/2016	615	680				0	-65
79 CAMBIAR SMALL CAP-INS	0075W0593	X				12/16/2014	2/22/2016	31,249	44,922				0	-13,673
80 CAMBIAR SMALL CAP-INS	0075W0593	X				12/16/2014	2/22/2016	40,480	51,316				0	-10,836
81 CAMBIAR SMALL CAP-INS	0075W0593	X				11/17/2015	2/22/2016	12,237	14,089				0	-1,852
82 CAMBIAR SMALL CAP-INS	0075W0593	X				12/30/2015	2/22/2016	1,887	2,109				0	-222
83 BLACKSTONE ALT MULTI-ST	09257V201	X				11/5/2015	8/30/2016	337,810	347,500				0	-9,690
84 BLACKSTONE ALT MULTI-ST	09257V201	X				12/18/2015	8/30/2016	8,531	8,514				0	17
85 BRANDES INTL SOC EQUITY-F	105282737	X				3/31/2014	11/21/2016	12,000	12,469				354	-115
86 DFA INTERNATIONAL CORE	233203371	X				9/23/2015	11/21/2016	4,500	4,350				0	150
87 DFA US UC VALUE PORTFO	233203377	X				6/23/2016	11/21/2016	14,500	13,444				0	1,056
88 DFA US UC VALUE PORTFO	233203377	X				6/23/2016	12/28/2016	278,500	255,068				0	23,432
89 CAMBIAR SMALL CAP-INS	0075W0593	X				5/10/2013	2/22/2016	93,145	128,790				0	-35,645
90 NEUBERGER BERMAN HI IN	6412BK688	X				12/18/2013	12/14/2016	5,436	5,860				0	-424
91 NEUBERGER BERMAN HI IN	6412BK688	X				12/31/2013	12/14/2016	1,032	1,113				0	-81
92 NEUBERGER BERMAN HI IN	6412BK688	X				1/31/2014	12/14/2016	1,004	1,083				0	-79
93 NEUBERGER BERMAN HI IN	6412BK688	X				2/29/2014	12/14/2016	989	1,084				0	-95
94 NEUBERGER BERMAN HI IN	6412BK688	X				3/31/2014	12/14/2016	28,778	31,424				0	-2,646
95 NEUBERGER BERMAN HI IN	6412BK688	X				6/28/2013	12/14/2016	1,053	1,127				0	-74
96 NEUBERGER BERMAN HI IN	6412BK688	X				4/30/2014	12/14/2016	1,114	1,216				0	-102
97 NEUBERGER BERMAN HI IN	6412BK688	X				5/30/2014	12/14/2016	1,087	1,191				0	-104
98 NEUBERGER BERMAN HI IN	6412BK688	X				7/31/2013	12/14/2016	1,014	1,105				0	-91
99 NEUBERGER BERMAN HI IN	6412BK688	X				8/30/2013	12/14/2016	1,050	1,130				0	-80
100 NEUBERGER BERMAN HI IN	6412BK688	X				9/30/2013	12/14/2016	1,034	1,120				0	-86
101 NEUBERGER BERMAN HI IN	6412BK688	X				6/20/2014	12/14/2016	24,222	26,700				0	-2,478
102 NEUBERGER BERMAN HI IN	6412BK688	X				10/31/2013	12/14/2016	1,029	1,140				0	-111
103 NEUBERGER BERMAN HI IN	6412BK688	X				6/30/2014	12/14/2016	1,138	1,250				0	-112
104 NEUBERGER BERMAN HI IN	6412BK688	X				7/31/2014	12/14/2016	1,247	1,340				0	-93
105 NEUBERGER BERMAN HI IN	6412BK688	X				8/29/2014	12/14/2016	1,208	1,315				0	-109
106 NEUBERGER BERMAN HI IN	6412BK688	X				11/29/2013	12/14/2016	1,017	1,124				0	-107
107 NEUBERGER BERMAN HI IN	6412BK688	X				9/30/2014	12/14/2016	1,241	1,316				0	-75
108 NEUBERGER BERMAN HI IN	6412BK688	X				10/31/2014	12/14/2016	1,226	1,309				0	-83
109 NEUBERGER BERMAN HI IN	6412BK688	X				11/28/2014	12/14/2016	1,273	1,340				0	-67
110 NEUBERGER BERMAN HI IN	6412BK688	X				12/17/2014	12/14/2016	1,935	1,948				0	-13
111 NEUBERGER BERMAN HI IN	6412BK688	X				12/31/2014	12/14/2016	1,312	1,349				0	-37
112 NEUBERGER BERMAN HI IN	6412BK688	X				1/30/2015	12/14/2016	1,274	1,315				0	-41
113 PMCO FORGN BD USUSD HI	693390882	X				12/29/2014	10/7/2016	16,060	16,322				0	-262
114 PMCO FORGN BD USUSD HI	693390882	X				12/31/2014	10/7/2016	542	553				0	-11
115 PMCO FORGN BD USUSD HI	693390882	X				1/30/2015	10/7/2016	415	431				0	-16
116 PMCO FORGN BD USUSD HI	693390882	X				2/27/2015	10/7/2016	349	361				0	-12
117 PMCO FORGN BD USUSD HI	693390882	X				3/12/2015	10/7/2016	254	265				0	-11
118 PMCO FORGN BD USUSD HI	693390882	X				4/30/2015	10/7/2016	430	443				0	-13
119 PMCO INVESTMENT GRD CC	722005816	X				6/20/2014	10/7/2016	285,796	289,283				0	-3,525
120 PMCO INVESTMENT GRD CC	722005816	X				7/31/2014	10/7/2016	265	269				0	-4
121 PMCO INVESTMENT GRD CC	722005816	X				8/29/2014	10/7/2016	952	962				0	-10
122 PMCO INVESTMENT GRD CC	722005816	X				9/30/2014	10/7/2016	958	982				0	-24
123 PMCO INVESTMENT GRD CC	722005816	X				10/30/2014	10/7/2016	889	897				0	-8
124 PMCO INVESTMENT GRD CC	722005816	X				10/31/2014	10/7/2016	980	1,000				0	-20
125 PMCO INVESTMENT GRD CC	722005816	X				11/28/2014	10/7/2016	842	867				0	-25
126 PMCO INVESTMENT GRD CC	722005816	X				12/10/2014	10/7/2016	4,508	4,523				0	-17
127 PMCO INVESTMENT GRD CC	722005816	X				12/29/2014	10/7/2016	166	168				0	0
128 PMCO FORGN BD USUSD HI	693390882	X				6/30/2015	10/7/2016	488	486				0	2
129 PMCO FORGN BD USUSD HI	693390882	X				7/31/2015	10/7/2016	613	621				0	-8
130 PMCO FORGN BD USUSD HI	693390882	X				8/31/2015	10/7/2016	521	523				0	-2
131 PMCO FORGN BD USUSD HI	693390882	X				9/30/2015	10/7/2016	460	462				0	-2
132 PMCO FORGN BD USUSD HI	693390882	X				10/30/2015	10/7/2016	440	445				0	-5
133 PMCO FORGN BD USUSD HI	693390882	X				11/30/2015	10/7/2016	304	308				0	-4
134 PMCO FORGN BD USUSD HI	693390882	X				12/16/2015	10/7/2016	3,619	3,578				0	41
135 PMCO FORGN BD USUSD HI	693390882	X				12/29/2015	10/7/2016	12,303	11,568				0	735
136 PMCO FORGN BD USUSD HI	693390882	X				12/31/2015	10/7/2016	315	295				0	20
137 PMCO FORGN BD USUSD HI	693390882	X				1/29/2016	10/7/2016	158	150				0	8
138 PMCO FORGN BD USUSD HI	693390882	X				2/29/2016	10/7/2016	136	130				0	6
139 PMCO FORGN BD USUSD HI	693390882	X				3/31/2016	10/7/2016	196	189				0	7
140 PMCO FORGN BD USUSD HI	693390882	X				4/29/2016	10/7/2016	195	189				0	6
141 PMCO FORGN BD USUSD HI	693390882	X				5/31/2016	10/7/2016	227	220				0	7
142 PMCO FORGN BD USUSD HI	693390882	X				6/30/2016	10/7/2016	186	185				0	1
143 PMCO FORGN BD USUSD HI	693390882	X				7/29/2016	10/7/2016	193	193				0	0
144 PMCO FORGN BD USUSD HI	693390882	X				8/31/2016	10/7/2016	163	163				0	0

Long Term CG Distributions
Short Term CG Distributions

Amount
22,660

0

Totals

Capital Gains/Losses
Other sales

8,018,348

0

Cost or Other Basis, Expenses
Depreciation and Adjustments

7,452,836

0

Gross Sales

585,706

0

Net Gain or Loss

0

1937504
1937504
1937504
1937504

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

		2,500	0	0	2,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

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

		49,798	18,790	0	31,008
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	SUNTRUST INVESTMENT MANAGEMENT FEE	37,580	18,790		18,790
2	F & E GRANT SERVICE FEES	12,218			12,218

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

		2,095	1,010	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,010	1,010		
2	ESTIMATED EXCISE PAYMENTS	1,085			

Part I, Line 23 (990-PF) - Other Expenses

		9,432	0	0	9,432
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	WEBHOSTING FEE	1,500			1,500
2	STATE AG FEES	20			20
3	INSURANCE POLICY	4,912			4,912
4	WEB BUILDERS ANNUAL FEE	3,000			3,000

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	DFA INTL CORE EQUITY-I		0	163,541	172,928
3	DFA INTMED GOVT FXD INCM PORT-I		0	485,772	464,517
4	STEELPATH MLP SECECT 40-I		0	163,051	137,628
5	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	201,364	220,934
6	BRANDES INTL S/C EQUITY-I		0	442,335	424,170
7	VANGUARD SMALL CAP VAL INDEX-ADM		0	216,158	215,317
8	AQR LONG-SHORT EQUITY-I		0	906,000	907,388
9	AQR EQUITY MARKET NEUTRAL-I		0	278,500	278,966
10	DFA REAL ESTATE SECS-I		0	275,250	282,957
11	ISHARES TR RUSSELL 1000 VALUE INDEX		0	987,403	1,162,311
12	ISHARES TR RUSSELL 1000 GROWTH IND		0	890,674	894,272
13	T ROWE PRICE REAL ESTATE FD		0	1,726	2,120
14	WESTERN ASSET CORE PLUS BD-I		0	1,547,750	1,559,370
15	DFA LARGE CAP VALUE FD-I		0	251,480	271,574
16	DFA EMERGING MKTS CORE EQUITY-I		0	163,250	162,781
17	VANGUARD BD INDEX INC INTRMD TRM B		0	955,104	922,908

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

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

1	MUTUAL FUND ADDITION	1	12,971
2	REIMBURSEMENT OF LEGAL FEES	2	7,600
3	Total	3	20,571

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

1	MUTUAL FUND SUBTRACTION	1	10,940
2	COST BASIS ADJUSTMENT	2	2,061
3	ADJUSTMENT TO CORRECT BEGINNING BOOK BALANCE	3	10,786
4	Total	4	23,787

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

Long Term CG Distributions		Amount		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
Short Term CG Distributions		22,660													
	Description of Property Sold	CUSIP #													
1	DFA INTM GOVT FIXED INCO	233203876			10/7/2016	11/21/2016	13,000		129	13,416	-287	0	0	0	543,053
2	VULCAN VALUE PART SM CA	317609683			2/22/2016	11/21/2016	6,000		0	4,949	1,051	0	0	0	-287
3	VULCAN VALUE PART SM CA	317609683			2/22/2016	12/14/2016	212,140		0	171,301	40,839	0	0	0	1,051
4	GOTHAM NEUTRAL FUND-IN	360873111			11/24/2014	8/30/2016	258,388		0	296,860	-38,472	0	0	0	40,839
5	GOTHAM NEUTRAL FUND-IN	360873111			12/18/2014	8/30/2016	5,739		0	6,322	-583	0	0	0	-38,472
6	GOTHAM NEUTRAL FUND-IN	360873111			11/3/2015	8/30/2016	78,655		0	80,000	-1,345	0	0	0	-583
7	GOTHAM NEUTRAL FUND-IN	360873111			12/17/2015	8/30/2016	2,211		0	2,184	27	0	0	0	-1,345
8	T ROWE PRICE INST LC GRV	457751408			7/1/2012	8/30/2016	173,505		0	104,247	69,258	0	0	0	27
9	T ROWE PRICE INST LC GRV	457751408			5/10/2013	8/30/2016	803,527		0	600,000	203,527	0	0	0	69,258
10	T ROWE PRICE INST LC GRV	457751408			3/31/2014	8/30/2016	39,143		0	37,000	2,143	0	0	0	203,527
11	T ROWE PRICE INST LC GRV	457751408			9/23/2015	8/30/2016	170,915		0	170,500	415	0	0	0	2,143
12	ISHARES RUSSELL MIDCAP	464287481			8/27/2014	11/21/2016	10,063		0	9,362	701	0	0	0	415
13	ISHARES RUSSELL MIDCAP	464287481			8/27/2014	12/14/2016	384,154		0	352,230	31,924	0	0	0	701
14	ISHARES RUSSELL 1000 VAL	464287598			5/10/2013	11/21/2016	29,975		0	23,073	6,902	0	0	0	31,924
15	NEUBERGER BERMAN HI IN	64128K688			2/27/2015	12/14/2016	1,233		0	1,298	-65	0	0	0	6,902
16	NEUBERGER BERMAN HI IN	64128K688			3/31/2015	12/14/2016	1,271		0	1,320	-49	0	0	0	-65
17	NEUBERGER BERMAN HI IN	64128K688			4/30/2015	12/14/2016	1,272		0	1,330	-58	0	0	0	-49
18	NEUBERGER BERMAN HI IN	64128K688			5/29/2015	12/14/2016	1,270		0	1,324	-54	0	0	0	-58
19	PIMCO FORGN BD USUSD HI	693390882			8/29/2014	10/7/2016	577		0	608	-31	0	0	0	-54
20	PIMCO FORGN BD USUSD HI	693390882			9/30/2014	10/7/2016	569		0	620	-31	0	0	0	-31
21	PIMCO FORGN BD USUSD HI	693390882			10/31/2014	10/7/2016	568		0	601	-33	0	0	0	-31
22	PIMCO FORGN BD USUSD HI	693390882			11/28/2014	10/7/2016	473		0	507	-34	0	0	0	-33
23	PIMCO FORGN BD USUSD HI	693390882			12/10/2014	10/7/2016	1,004		0	1,070	-66	0	0	0	-34
24	PIMCO INVESTMENT GRD CC	722005816			2/27/2015	10/7/2016	865		0	883	-18	0	0	0	-66
25	PIMCO INVESTMENT GRD CC	722005816			3/31/2015	10/7/2016	869		0	888	-19	0	0	0	-18
26	PIMCO INVESTMENT GRD CC	722005816			4/30/2015	10/7/2016	943		0	959	-16	0	0	0	-19
27	PIMCO INVESTMENT GRD CC	722005816			5/29/2015	10/7/2016	954		0	964	-10	0	0	0	-16
28	PIMCO INVESTMENT GRD CC	722005816			6/30/2015	10/7/2016	1,014		0	1,005	9	0	0	0	-10
29	PIMCO INVESTMENT GRD CC	722005816			7/31/2015	10/7/2016	1,088		0	1,088	0	0	0	0	9
30	PIMCO INVESTMENT GRD CC	722005816			8/31/2015	10/7/2016	1,003		0	987	16	0	0	0	0
31	VANGUARD TOT BD MKT IDX	921937504			6/30/2016	12/14/2016	1,334		0	1,400	-66	0	0	0	16
32	VANGUARD TOT BD MKT IDX	921937504			7/29/2016	12/14/2016	1,331		0	1,402	-71	0	0	0	-66
33	VANGUARD TOT BD MKT IDX	921937504			8/30/2016	12/14/2016	329,955		0	346,500	-16,545	0	0	0	-71
34	VANGUARD TOT BD MKT IDX	921937504			8/31/2016	12/14/2016	1,364		0	1,433	-69	0	0	0	-16,545
35	NEUBERGER BERMAN HI IN	64128K688			6/30/2015	12/14/2016	1,339		0	1,367	-28	0	0	0	-69
36	NEUBERGER BERMAN HI IN	64128K688			7/31/2015	12/14/2016	1,287		0	1,298	-11	0	0	0	-28
37	NEUBERGER BERMAN HI IN	64128K688			8/31/2015	12/14/2016	1,343		0	1,329	14	0	0	0	-11
38	NEUBERGER BERMAN HI IN	64128K688			9/30/2015	12/14/2016	1,349		0	1,290	59	0	0	0	14
39	NEUBERGER BERMAN HI IN	64128K688			10/30/2015	12/14/2016	1,355		0	1,326	29	0	0	0	59
40	NEUBERGER BERMAN HI IN	64128K688			11/30/2015	12/14/2016	1,362		0	1,293	69	0	0	0	29
41	NEUBERGER BERMAN HI IN	64128K688			12/31/2015	12/14/2016	1,409		0	1,305	104	0	0	0	69
42	NEUBERGER BERMAN HI IN	64128K688			1/29/2016	12/14/2016	1,371		0	1,254	117	0	0	0	104
43	NEUBERGER BERMAN HI IN	64128K688			2/29/2016	12/14/2016	1,385		0	1,274	111	0	0	0	117
44	VANGUARD TOT BD MKT IDX	921937504			10/31/2016	12/14/2016	1,992		0	2,065	-73	0	0	0	111
45	VANGUARD TOT BD MKT IDX	921937504			11/30/2016	12/14/2016	2,003		0	2,018	-15	0	0	0	-73
46	VANGUARD INTERMEDIATE	921937819			8/30/2016	11/21/2016	14,648		721	15,368	1	0	0	0	-15
47	ISHARES RUSSELL 1000 GRV	464287614			5/10/2013	11/21/2016	48,726		0	34,869	13,857	0	0	0	1
48	ISHARES RUSSELL 1000 GRV	464287614			5/10/2013	12/28/2016	425,640		0	298,663	126,977	0	0	0	13,857
49	ISHARES RUSSELL 1000 GRV	464287614			3/31/2014	12/28/2016	180,897		0	147,254	33,643	0	0	0	126,977
50	ISHARES RUSSELL 1000 GRV	464287614			8/30/2016	12/28/2016	300,808		0	295,150	5,458	0	0	0	33,643
51	VANGUARD TOT BD MKT IDX	921937504			9/30/2016	12/14/2016	1,932		0	2,024	-92	0	0	0	5,458
52	NEUBERGER BERMAN HI IN	64128K688			3/31/2016	12/14/2016	1,020		0	959	61	0	0	0	-92
53	NEUBERGER BERMAN HI IN	64128K688			4/29/2016	12/14/2016	795		0	769	26	0	0	0	61
54	NEUBERGER BERMAN HI IN	64128K688			5/31/2016	12/14/2016	850		0	820	30	0	0	0	26
55	NEUBERGER BERMAN HI IN	64128K688			6/30/2016	12/14/2016	858		0	830	28	0	0	0	30
56	NEUBERGER BERMAN HI IN	64128K688			7/29/2016	12/14/2016	830		0	819	11	0	0	0	28
57	NEUBERGER BERMAN HI IN	64128K688			8/31/2016	12/14/2016	788		0	790	-2	0	0	0	11
58	NEUBERGER BERMAN HI IN	64128K688			9/30/2016	12/14/2016	796		0	800	-4	0	0	0	-2
59	NEUBERGER BERMAN HI IN	64128K688			10/31/2016	12/14/2016	806		0	806	0	0	0	0	0
60	NEUBERGER BERMAN HI IN	64128K688			11/30/2016	12/14/2016	822		0	813	9	0	0	0	9
61	OPPENHEIMER DEVELOPING	683974604			5/10/2013	11/21/2016	4,000		0	4,527	-527	0	0	0	-527
62	OPPENHEIMER DEVELOPING	683974604			5/10/2013	12/14/2016	160,842		0	181,691	-20,849	0	0	0	-20,849
63	PIMCO FORGN BD USUSD HI	693390882			3/31/2014	3/15/2016	6,269		0	6,659	-390	0	0	0	-390
64	PIMCO FORGN BD USUSD HI	693390882			4/30/2014	3/15/2016	223		0	238	-15	0	0	0	-15
65	PIMCO FORGN BD USUSD HI	693390882			5/30/2014	3/15/2016	234		0	251	-17	0	0	0	-17
66	PIMCO FORGN BD USUSD HI	693390882			6/20/2014	10/7/2016	99,274		0	106,931	-7,657	0	0	0	-7,657
67	PIMCO FORGN BD USUSD HI	693390882			6/20/2014	10/7/2016	84,323		0	86,820	-2,497	0	0	0	-2,497
68	PIMCO FORGN BD USUSD HI	693390882			6/30/2014	10/7/2016	273		0	282	-9	0	0	0	-9
69	PIMCO FORGN BD USUSD HI	693390882			7/31/2014	10/7/2016	511		0	531	-20	0	0	0	-20

Long Term CG Distributions													Short Term CG Distributions																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																															
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Long Term CG Distributions										Amount			
Short Term CG Distributions										22,660	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
139 PIMCO FORGN BD USUSD HI	683390882		3/31/2016	10/7/2016	196			189	7	7	0	0	543,053
140 PIMCO FORGN BD USUSD HI	683390882		4/29/2016	10/7/2016	195			189	6	6	0	0	7
141 PIMCO FORGN BD USUSD HI	683390882		5/31/2016	10/7/2016	220			227	7	7	0	0	7
142 PIMCO FORGN BD USUSD HI	683390882		6/30/2016	10/7/2016	186			185	1	1	0	0	1
143 PIMCO FORGN BD USUSD HI	683390882		7/29/2016	10/7/2016	193			193	0	0	0	0	0
144 PIMCO FORGN BD USUSD HI	683390882		8/31/2016	10/7/2016	183			183	0	0	0	0	0
145 PIMCO FORGN BD USUSD HI	683390882		9/30/2016	10/7/2016	129			129	0	0	0	0	0
146 PIMCO FORGN BD USUSD HI	683390882		5/29/2015	10/7/2016	525			533	-8	-8	0	0	-8
147 PIMCO INVESTMENT GRD CC	722005816		5/31/2016	10/7/2016	1,178			1,147	31	31	0	0	31
148 PIMCO INVESTMENT GRD CC	722005816		6/30/2016	10/7/2016	1,157			1,147	10	10	0	0	10
149 PIMCO INVESTMENT GRD CC	722005816		7/29/2016	10/7/2016	1,137			1,143	-6	-6	0	0	-6
150 PIMCO INVESTMENT GRD CC	722005816		8/31/2016	10/7/2016	1,125			1,131	-6	-6	0	0	-6
151 PIMCO INVESTMENT GRD CC	722005816		9/30/2016	10/7/2016	1,204			1,210	-6	-6	0	0	-6
152 ABBEY CAP FUTURES STRA	74925K367		3/6/2015	8/30/2016	223,490			235,382	-11,892	-11,892	0	0	-11,892
153 ABBEY CAP FUTURES STRA	74925K367		12/8/2015	8/30/2016	536			548	-12	-12	0	0	-12
154 T RWE OM US S/C GR E O	719917103		9/23/2014	11/21/2016	7,500			6,254	1,246	1,246	0	0	1,246
155 T RWE PR REAL ESTATE	719919109		3/31/2014	11/21/2016	7,500			6,419	1,081	1,081	0	0	1,081
156 T RWE PR REAL ESTATE	719919109		6/26/2014	12/14/2016	1,762			1,538	224	224	0	0	224
157 T RWE PR REAL ESTATE	719919109		9/28/2014	12/14/2016	1,650			1,403	247	247	0	0	247
158 T RWE PR REAL ESTATE	719919109		12/11/2014	12/14/2016	2,398			2,279	119	119	0	0	119
159 T RWE PR REAL ESTATE	719919109		3/27/2015	12/14/2016	1,148			1,152	-4	-4	0	0	-4
160 T RWE PR REAL ESTATE	719919109		6/26/2015	12/14/2016	1,469			1,350	119	119	0	0	119
161 T RWE PR REAL ESTATE	719919109		9/28/2015	12/14/2016	1,612			1,454	158	158	0	0	158
162 T RWE PR REAL ESTATE	719919109		12/11/2015	12/14/2016	2,148			2,037	111	111	0	0	111
163 T RWE PR REAL ESTATE	719919109		3/29/2016	12/14/2016	1,251			1,271	-20	-20	0	0	-20
164 PIMCO INVESTMENT GRD CC	722005816		12/31/2014	10/7/2016	1,047			1,048	-1	-1	0	0	-1
165 PIMCO INVESTMENT GRD CC	722005816		1/30/2015	10/7/2016	879			905	-26	-26	0	0	-26
166 PIMCO INVESTMENT GRD CC	722005816		10/30/2015	10/7/2016	1,084			1,067	17	17	0	0	17
167 PIMCO INVESTMENT GRD CC	722005816		11/5/2015	10/7/2016	39,754			39,000	754	754	0	0	754
168 PIMCO INVESTMENT GRD CC	722005816		11/30/2015	10/7/2016	1,177			1,150	27	27	0	0	27
169 PIMCO INVESTMENT GRD CC	722005816		12/16/2015	10/7/2016	5,827			5,522	305	305	0	0	305
170 PIMCO INVESTMENT GRD CC	722005816		9/30/2015	10/7/2016	1,054			1,028	26	26	0	0	26
171 PIMCO INVESTMENT GRD CC	722005816		12/29/2015	10/7/2016	2,856			2,883	173	173	0	0	173
172 PIMCO INVESTMENT GRD CC	722005816		1/23/2016	10/7/2016	1,412			1,329	83	83	0	0	83
173 PIMCO INVESTMENT GRD CC	722005816		12/9/2016	10/7/2016	1,116			1,052	64	64	0	0	64
174 PIMCO INVESTMENT GRD CC	722005816		2/29/2016	10/7/2016	1,221			1,151	70	70	0	0	70
175 PIMCO INVESTMENT GRD CC	722005816		3/31/2016	10/7/2016	1,186			1,142	44	44	0	0	44
176 PIMCO INVESTMENT GRD CC	722005816		4/29/2016	10/7/2016	1,185			1,152	33	33	0	0	33
177 T RWE PR REAL ESTATE	719919109		6/28/2016	12/14/2016	1,423			1,473	-50	-50	0	0	-50
178 T RWE PR REAL ESTATE	719919109		9/28/2016	12/14/2016	1,391			1,481	-90	-90	0	0	-90
179 T RWE PR REAL ESTATE	719919109		12/13/2016	12/14/2016	2,082			2,122	-40	-40	0	0	-40
180 T RWE PR REAL ESTATE	719919109		3/31/2014	12/14/2016	251,623			208,652	42,971	42,971	0	0	42,971
181 SPDR S&P 500 ETF TRUST	78462F103		5/10/2013	11/21/2016	10,990			8,152	2,838	2,838	0	0	2,838
182 SPDR S&P 500 ETF TRUST	78462F103		5/10/2013	12/14/2016	284,201			203,804	80,397	80,397	0	0	80,397
183 SPDR S&P 500 ETF TRUST	78462F103		3/31/2014	12/14/2016	113,680			93,530	20,150	20,150	0	0	20,150
184 OPENHEIMER MLP SELECT	858268204		3/11/2015	11/21/2016	3,500		302	4,116	-314	-314	0	0	-314
185 VANGUARD TOT BD MKT IDX	921937504		9/26/2014	11/22/2016	27,750			28,010	-260	-260	0	0	-260
186 VANGUARD TOT BD MKT IDX	921937504		9/26/2014	12/14/2016	371,447			378,826	-7,379	-7,379	0	0	-7,379
187 VANGUARD TOT BD MKT IDX	921937504		10/31/2014	12/14/2016	56			57	-1	-1	0	0	-1
188 VANGUARD TOT BD MKT IDX	921937504		11/28/2014	12/14/2016	839			862	-23	-23	0	0	-23
189 VANGUARD TOT BD MKT IDX	921937504		12/22/2014	12/14/2016	815			841	-26	-26	0	0	-26
190 VANGUARD TOT BD MKT IDX	921937504		12/23/2014	12/14/2016	1,038			1,067	-29	-29	0	0	-29
191 VANGUARD TOT BD MKT IDX	921937504		1/30/2015	12/14/2016	853			871	-24	-24	0	0	-24
192 VANGUARD TOT BD MKT IDX	921937504		2/27/2015	12/14/2016	824			866	-42	-42	0	0	-42
193 VANGUARD TOT BD MKT IDX	921937504		3/31/2015	12/14/2016	953			907	-29	-29	0	0	-29
194 VANGUARD TOT BD MKT IDX	921937504		4/30/2015	12/14/2016	795			960	-37	-37	0	0	-37
195 VANGUARD TOT BD MKT IDX	921937504		12/22/2015	12/14/2016	435			821	-26	-26	0	0	-26
196 VANGUARD TOT BD MKT IDX	921937504		1/23/2016	12/14/2016	1,462			439	-4	-4	0	0	-4
197 VANGUARD TOT BD MKT IDX	921937504		1/29/2016	12/14/2016	1,424			1,472	-10	-10	0	0	-10
198 VANGUARD TOT BD MKT IDX	921937504		2/29/2016	12/14/2016	1,356			1,451	-27	-27	0	0	-27
199 VANGUARD TOT BD MKT IDX	921937504		3/31/2016	12/14/2016	1,414			1,388	-32	-32	0	0	-32
200 VANGUARD TOT BD MKT IDX	921937504		4/29/2016	12/14/2016	1,357			1,458	-44	-44	0	0	-44
201 VANGUARD TOT BD MKT IDX	921937504		5/31/2016	12/14/2016	1,389			1,402	-45	-45	0	0	-45
202 VANGUARD TOT BD MKT IDX	921937504		6/30/2015	12/14/2016	825			1,432	-43	-43	0	0	-43
203 VANGUARD TOT BD MKT IDX	921937504		7/31/2015	12/14/2016	822			847	-22	-22	0	0	-22
204 VANGUARD TOT BD MKT IDX	921937504		8/31/2015	12/14/2016	847			833	-11	-11	0	0	-11
205 VANGUARD TOT BD MKT IDX	921937504		9/30/2015	12/14/2016	857			863	-16	-16	0	0	-16
206 VANGUARD TOT BD MKT IDX	921937504		10/31/2015	12/14/2016	832			869	-12	-12	0	0	-12
207 VANGUARD TOT BD MKT IDX	921937504		11/30/2015	12/14/2016	847			848	-16	-16	0	0	-16

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

Long Term CG Distributions		Amount		Short Term CG Distributions		Amount								
		22,660				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
208	VANGUARD TOT BD MKT IDX	921937504		10/30/2015	12/14/2016	862		0	878	-16		0	0	-16
209	VANGUARD TOT BD MKT IDX	921937504		11/5/2015	12/14/2016	249,953		0	253,500	-3,547		0	0	-3,547
210	VANGUARD TOT BD MKT IDX	921937504		11/30/2015	12/14/2016	1,288		0	1,305	-17		0	0	-17

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
1	GARY D CHAZEN		736 MARKET STREET	CHATTANOOGA	TN	37402		DIRECTOR	1 00	0		
2	RYAN CRIMMINS		736 MARKET STREET	CHATTANOOGA	TN	37402		DIRECTOR	1 00	0		
3	JIM VAUGHN		736 MARKET STREET	CHATTANOOGA	TN	37402		DIRECTOR	1 00	0		
4	DANA PERRY		736 MARKET STREET	CHATTANOOGA	TN	37402		DIRECTOR	1 00	0		
5	CATHERINE COLBY		736 MARKET STREET	CHATTANOOGA	TN	37402		DIRECTOR	1 00	0		
6	BEN PROBASCO		736 MARKET STREET	CHATTANOOGA	TN	37402		DIRECTOR	1 00	0		
7	BETTYE LYNN SMITH		736 MARKET STREET	CHATTANOOGA	TN	37402		DIRECTOR	1 00	0		
8	HOWARD RODDY		736 MARKET STREET	CHATTANOOGA	TN	37402		DIRECTOR	1 00	0		
9	KATHLEEN HUNT		736 MARKET STREET	CHATTANOOGA	TN	37402		DIRECTOR	1 00	0		

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

	Date	Amount
1 Credit from prior year return	1	673
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	1,085
7 Total	7	1,758

Part VIII, Line 3 (990-PF) - Highest-Paid Independent Contractors for Professional Services

Name and address of each person paid more than \$50,000		(b) Type of service	(c) Compensation
1.	Name <u>SUNTRUST BANK</u> Street <u>PO BOX 1908</u> City <u>ORLANDO</u> ST <u>FL</u> ZIP <u>32802</u> Check if Business ☒ Foreign Country ☐	INVESTMENT MANAGER	49,798
2.	Name _____ Street _____ City _____ ST _____ ZIP _____ Check if Business ☐ Foreign Country ☐	Explanation	
3.	Name _____ Street _____ City _____ ST _____ ZIP _____ Check if Business ☐ Foreign Country ☐	Explanation	
4.	Name _____ Street _____ City _____ ST _____ ZIP _____ Check if Business ☐ Foreign Country ☐	Explanation	
5.	Name _____ Street _____ City _____ ST _____ ZIP _____ Check if Business ☐ Foreign Country ☐	Explanation	

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	384,823
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	384,823