Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation
DR. LEE MACCORMICK EDWARDS CHARITABLE FOUNDATION

A Employer identification number
46-2742629

Number and street (or P O. box number if mail is not delivered to street address) | Room/suite
C/O DAY PITNEY LLP, 7 TIMES SQUARE

B Telephone number
212-297-2401

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10036

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 6,742,553.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,770.	3,770.	3,770.	STATEMENT 1
	4 Dividends and interest from securities	92,109.	92,109.	92,109.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	35,055.			
	b Gross sales price for all assets on line 6a 1,994,877.				
	7 Capital gain net income (from Part IV, line 2)		35,055.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	130,934.	130,934.	95,879.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	22,628.	0.	0.	22,628.
	b Accounting fees				
	c Other professional fees STMT 4	78,891.	78,891.	0.	0.
	17 Interest				
	18 Taxes STMT 5	5,472.	2,628.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	9,447.	0.	0.	9,447.
	22 Printing and publications	167.	0.	0.	167.
	23 Other expenses STMT 6	2,597.	797.	0.	1,530.
	24 Total operating and administrative expenses. Add lines 13 through 23	119,202.	82,316.	0.	33,772.
	25 Contributions, gifts, grants paid	218,573.			218,573.
	26 Total expenses and disbursements Add lines 24 and 25	337,775.	82,316.	0.	252,345.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-206,841.			
	b Net investment income (if negative enter -0-)		48,618.		
	c Adjusted net income (if negative, enter -0-)			95,879.	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	2,595,170.	1,666,987.	1,666,987.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 7	3,609,613.	4,186,976.	4,855,164.
c Investments - corporate bonds STMT 8	69,518.	213,171.	220,402.
11 Investments - land, buildings and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment. basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,274,301.	6,067,134.	6,742,553.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	6,274,301.	6,274,301.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	-207,167.	
30 **Total net assets or fund balances**	6,274,301.	6,067,134.	
31 **Total liabilities and net assets/fund balances**	6,274,301.	6,067,134.	

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	6,274,301.
2 Enter amount from Part I, line 27a	2	-206,841.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,067,460.
5 Decreases not included in line 2 (itemize) ▶ ADJUSTMENT TO INVENTORY VALUES	5	326.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,067,134.

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 SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b	SEE SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
c	GENERAL ELECTRIC CO.	P		01/20/16
d	CAPITAL GAINS DIVIDENDS			
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	959,413.		1,005,346.	-45,933.
b	1,027,071.		954,126.	72,945.
c	350.		350.	0.
d	8,043.			8,043.
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				-45,933.
b				72,945.
c				0.
d				8,043.
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	35,055.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	-45,933.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2015	202,179.	4,884,239.	.041394
2014	110,697.	2,890,183.	.038301
2013	18,706.	2,558,510.	.007311
2012			
2011			

2	Total of line 1, column (d)	2	.087006
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	.029002
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	6,602,562.
5	Multiply line 4 by line 3	5	191,488.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	486.
7	Add lines 5 and 6	7	191,974.
8	Enter qualifying distributions from Part XII, line 4	8	252,345.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b ...		1	486.
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	486.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-		5	486.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a		
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	0.
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	486.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be. Credited to 2017 estimated tax ▶	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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ DAY PITNEY LLP Telephone no ▶ 212-297-2401

Located at ▶ 7 TIMES SQUARE, NEW YORK, NY ZIP+4 ▶ 10036

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________, ________, ________, ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TINA ALBRIGHT C/O DAY PITNEY LLP, 7 TIMES SQUARE NEW YORK, NY 10036	SECRETARY/TREASURER 1.00	0.	0.	0.
JOSEPH PIROPATO 40 W. 57TH STREET, 19TH FLOOR NEW YORK, NY 10019	PRESIDENT 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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	4,792,519.
b	Average of monthly cash balances	1b	1,910,590.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,703,109.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,703,109.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,547.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,602,562.
6	**Minimum investment return** Enter 5% of line 5	6	330,128.

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	330,128.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 486.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	486.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	329,642.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	329,642.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	329,642.

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	252,345.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	252,345.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	486.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	251,859.

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				329,642.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			180,902.	
b Total for prior years: ____, ____, ____		0.		
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: ▶ $ 252,345.				
a Applied to 2015, but not more than line 2a			180,902.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				71,443.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				258,199.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ 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:

information@dlmecf.org

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

see attachment

c Any submission deadlines

September 30, 2017

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

see attachment

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				
BYRD HOFFMAN WATERMILL FOUNDATION 115 W. 29TH STREET NEW YORK, NY 10001	NONE	PUBLIC CHARITY	FOR INT'L. SUMMER PROGRAM	40,000.
INT'L. FOUNDATION FOR ART RESEARCH 500 FIFTH AVENUE #935 NEW YORK, NY 10110	NONE	PUBLIC CHARITY	FOR ART AUTHENTICATION RESEARCH	5,000.
COLD SPRING HARBOR LABORATORY ONE BUNGTOWN ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC CHARITY	FOR CANCER RESEARCH & SUPPORT	5,000.
COLUMBIA UNIVERSITY 1190 AMSTERDAM AVENUE NEW YORK, NY 10027	NONE	PUBLIC CHARITY	FOR SUMMER TRAVEL FELLOWSHIPS	25,000.
THE METROPOLITAN OPERA GUILD 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY	FOR LEARNING PROGRAMS	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	218,573.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
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			14	3,770.	
4 Dividends and interest from securities			14	92,109.	
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	35,055.	
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.		130,934.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 130,934.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/9/17 Title: TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TINA E. ALBRIGHT	[signature]	5/9/17		P01821582
Firm's name ▶ DAY PITNEY LLP			Firm's EIN ▶ 06-0317480	
Firm's address ▶ 7 TIMES SQUARE NEW YORK, NY 10036-7311			Phone no. 212-297-5800	

SCHEDULE OF SHORT-TERM GAINS AND LOSSES

Recipient's Name and Address:

DR LEE MACCORMICK EDWARDS
CHARITABLE FOUNDATION

Account Number: TAM-117096

Recipient's Identification
Number **-***2629

2016 TAX and YEAR-END STATEMENT
As of 02/08/2017

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	D=Market Discount (1f) O=Option Premium W=Wash Sale Loss (1g)	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part I, with Box A checked.								
Covered (Box 3)								
Description (Box 1a): ALKERMES PLC SHS					CUSIP. G01767105			
SELL	FIRST IN FIRST OUT	500	01/27/2016	11/09/2016	28,984 71	16,725 85		12,258.86

Seq.# (TAM 133289)

Recipient's Name and Address:
DR. LEE MACCORMICK EDWARDS
CHARITABLE FOUNDATION

Account Number: TAM-117096

Recipient's Identification Number **-***2629

2016 TAX and YEAR-END STATEMENT
As of 02/08/2017

SCHEDULE OF LONG-TERM GAINS AND LOSSES

Disposition Transaction	Disposition Method	Quantity (Box 1a)	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	D=Market Discount (1f) O=Option Premium W=Wash Sale Loss (1g)	Realized Gain or (Loss)
Long-Term Transactions for Which Basis Is Reported to the IRS - Report on Form 8949, Part II, with Box D checked.								
Covered (Box 3)								
Description (Box 1a): WILLIS TOWERS WATSON PLC SHS LKD TO ISHS MSCI EM MK ISIN#IE0					CUSIP: G96629103			
CASH IN LIEU	FIRST IN FIRST OUT	.501	05/16/2014	01/05/2016	62 66	55.54		7.12
Description (Box 1a): PERRIGO CO PLC SHS I SIN#IE00BGH1M56B					CUSIP G97822103			
SELL	FIRST IN FIRST OUT	200	02/24/2015	04/25/2016	21,565 24	30,680.22		(9,114 98)
Description (Box 1a): ABBVIE INC COM					CUSIP. 00287Y109			
SELL	FIRST IN FIRST OUT	2,200	09/15/2015	12/01/2016	129,957 52	129,625 34		332 18
Description (Box 1a): ASTRAZENECA PLC SPON SORED ADR					CUSIP: 046353108			
SELL	FIRST IN FIRST OUT	1,300	07/31/2015	10/27/2016	36,937.21	44,185 75		(7,248.54)
Description (Box 1a): BIOGEN IDEC INC COM					CUSIP 09062X103			
SELL	FIRST IN FIRST OUT	100	07/29/2015	11/09/2016	31,485 25	31,879 61		(394 36)
SELL	FIRST IN FIRST OUT	100	07/31/2015	11/09/2016	31,485 25	31,767 00		(281.75)
SELL	FIRST IN FIRST OUT	100	08/21/2015	11/09/2016	31,485 25	30,906 78		578.47
SELL	FIRST IN FIRST OUT	100	08/28/2015	11/09/2016	31,485 25	30,127.00		1,358.25
SELL	FIRST IN FIRST OUT	60	09/21/2015	11/09/2016	18,891 15	17,869.20		1,021 95
	SALE DATE TOTAL	460	VARIOUS	11/09/2016	144,832.15	142,549.59		2,282.56
Description (Box 1a): BRISTOL MYERS SQUIBB CO COM					CUSIP: 110122108			
SELL	LAST IN FIRST OUT	300	08/06/2015	11/03/2016	15,128.61	19,072 50		(3,943.89)

DR. LEE MACCORMICK EDWARDS CHARITABLE FOUNDATION 46-2742629

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PIANOFEST IN THE HAMPTONS P.O. BOX 639 HUDSON, OH 44236	NONE	PUBLIC CHARITY	FOR SCHOLARSHIP FUND	6,000.
YALE CENTER FOR BRITISH ART 161 YORK STREET NEW HAVEN, CT 06510	NONE	PUBLIC CHARITY	FOR SUPPORTING AN EXHIBITION WORKSHOP	12,500.
WATTS GALLERY DOWN LANE, COMPTON, GUILDFORD SURREY GU3 1DQ	NONE	PUBLIC CHARITY	FOR GENERAL PURPOSES	2,500.
INTERNATIONAL FESTIVAL SOCIETY 2451 20TH STREET, NO. 6 SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY		10,000.
AMERICAN FRIENDS OF THE V&A 61 LONDONDERRY DRIVE GREENWICH, CT 06830	NONE	PUBLIC CHARITY		11,840.
THE STERLING & FRANCINE CLARK ART INSTITUTE 225 SOUTH STREET WILLIAMSTOWN, MA 01267	NONE	PUBLIC CHARITY		2,500.
THOMAS COLE NATIONAL HISTORIC SITE 218 SPRING STREET CATSKILL, NY 12414	NONE	PUBLIC CHARITY		4,400.
SARAH LAWRENCE COLLEGE 1 MEAD WAY YONKERS, NY 10708	NONE	PUBLIC CHARITY		5,000.
LIVING THE CLASSICAL LIFE 231 MORGAN STREET OBERLIN, OH 44074	NONE	PUBLIC CHARITY		5,000.
AMERICAN FRIENDS OF THE NATIONAL GALLERY, LONDON 275 MADISON AVENUE, 6TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC CHARITY		2,500.
Total from continuation sheets				141,073.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JUILLIARD 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY		10,000.
AMERICAN FRIENDS OF THE NATIONAL GALLERY OF AUSTRALIA 50 BROADWAY, SUITE 2003 NEW YORK, NY 10004	NONE	PUBLIC CHARITY		15,000.
ROYAL ACADEMY OF AMERICA 54 THOMPSON STREET, 3RD FLOOR NEW YORK, NY 10002	NONE	PUBLIC CHARITY		12,500.
AMERICAN FOUNDATION FOR THE COURTAULD INSTITUTE OF ART 55 EAST END AVENUE, #3D NEW YORK, NY 10028	NONE	PUBLIC CHARITY		8,333.
AUSTRALIAN BALLET COMPANY LEVEL 5 2 KAVANAGH ST. SOUTHBANK VICTORIA 3006	NONE	PUBLIC CHARITY		5,000.
AUSTRALIAN BRANDENBURG ORCHESTRA GPO BOX 4416 SYDNEY NSW 2001	NONE	PUBLIC CHARITY		5,500.
SYDNEY SYMPHONY ORCHESTRA CLOCKTOWER SQ., CORNER OF HARRINGTON & ARGYLE STREETS THE ROCKS NSW 2000	NONE	PUBLIC CHARITY		5,000.
AF BRITISH MUSEUM GREAT RUSSELL STREET LONDON WC1B 3DG	NONE	PUBLIC CHARITY		7,500.
AF ROYAL MUSEUMS GREENWICH NATIONAL MARITIME MUSEUM, PARK ROW GREENWICH, LONDON SE10 9NF	NONE	PUBLIC CHARITY		10,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TOCQUEVILLE SECURITIES L.P.	3,770.	3,770.	3,770.
TOTAL TO PART I, LINE 3	3,770.	3,770.	3,770.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
TOCQUEVILLE SECURITIES L.P.	100,152.	8,043.	92,109.	92,109.	92,109.
TO PART I, LINE 4	100,152.	8,043.	92,109.	92,109.	92,109.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURTIS, MALLET-PREVOST, COLT & MOSLE LLP	8,469.	0.	0.	8,469.
DAY PITNEY LLP	14,159.	0.	0.	14,159.
TO FM 990-PF, PG 1, LN 16A	22,628.	0.	0.	22,628.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOCQUEVILLE SECURITIES LP, MANAGEMENT FEE	67,174.	67,174.	0.	0.
JOSEPH PIROPATO	11,717.	11,717.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	78,891.	78,891.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2015 EXCISE TAX	2,844.	0.	0.	0.
FOREIGN TAX WITHHELD	2,628.	2,628.	0.	0.
TO FORM 990-PF, PG 1, LN 18	5,472.	2,628.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	10.	10.	0.	0.
ADR FEES	371.	371.	0.	0.
AMAZON WEB SERVICES	16.	16.	0.	0.
NYS DEPARTMENT OF LAW	250.	250.	0.	0.
ALM	150.	150.	0.	0.
PHILIP PERRONE, WEB DESIGNER	1,800.	0.	0.	1,530.
TO FORM 990-PF, PG 1, LN 23	2,597.	797.	0.	1,530.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	4,186,976.	4,855,164.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,186,976.	4,855,164.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	213,171.	220,402.
TOTAL TO FORM 990-PF, PART II, LINE 10C	213,171.	220,402.

Dr. Lee MacCormick Edwards Charitable Foundation

Statement of Assets on Hand 12/31/16

Bonds, Notes, Etc.		Inventory Value		Market Value	
Bank America Corp Notes Ser K Fixed	75,000 shs.	$74,191.50		$77,062 50	
General Elec Co. Fixed-to-Float	70,000	69,414.49		72,639 00	
Goldman Sachs Group Inc.	70,000	69,564 50	$213,170.49	70,700 00	$220,401 50
Stock					
ALKERMES PLC SHS	500	16,725 85		27,790.00	
ALLERGAN PLC COM SHS	634	157,420.83		133,146.34	
WILLIS TOWERS WATSON PUB LTD CO SHS	528	58,503.28		64,563.84	
AGILENT TECHNOLOGIES INC COM	2200	85,830.62		100,232.00	
ALPHABET INC CAP STK CL C	250	150,707 90		192,955 00	
AIR PRODS & CHEMS INC COM	250	69,327 00		71,910 00	
AMAZON COM INC	120	34,465 16		89,984 40	
APPLE INC COM	1350	99,173.46		156,357.00	
BERKSHIRE HATHAWAY INC DEL CL B NEW	1000	124,138.50		162,980.00	
BLOCK H & R INC	4000	95,196.80		91,960 00	
BRINKS CO COM	2200	64,998 56		90,750 00	
BRISTOL MYERS SQUIBB CO COM	1700	82,726 62		99,348 00	
CAMPBELL SOUP CO COM	1000	42,778 80		60,470 00	
COCA COLA COMPANY	3200	141,346 52		132,672 00	

CONAGRA BRANDS INC COM			
	1000	23,794 57	39,550 00
DEUTSCHE TELEKOM AG SPONSORED ADR			
	3000	35,237.00	51,300.00
DIAGEO PLC SPONSORED ADR NEW			
	900	105,831.56	93,546 00
DISNEY WALT CO DISNEY COM			
	700	65,340 98	72,954.00
DISCOVER FINL SVCS COM INC			
	1200	68,688.10	86,508 00
DU PONT E I DE NEMOURS & CO COM			
	900	55,548.28	66,060 00
EXXON MOBIL CORP COM			
	1000	87,492.98	90,260 00
FACEBOOK INC CL A			
	1200	31,110 22	138,060 00
FIRST REP BK SAN FRANCISCO CALIF NEW			
	1200	51,582.42	110,568 00
GENERAL ELECTRIC CO COM			
	4200	132,273.18	132,720.00
GLAXOSMITHKLINE PLC SPONS ADR			
	1400	59,891.20	53,914 00
LAMB WESTON HLDGS INC COM			
	333	7,008 40	12,604.05
LIONS GATE ENTERTAINMENT CORP			
	2500	54,259.44	67,250.00
LIONS GATE ENTERTAINMENT CORP			
	2500	52,376.48	61,350.00
MGM RESORTS INTL COM			
	4000	87,510.84	115,320.00
MARATHON PETE CORP COM			
	2200	81,029 32	110,770.00
NESTLE SA SPONSORED ADR REPSTG			
	500	37,982 00	35,870 00
NOVARTIS AG SPONSORED ADR			
	500	36,908 70	36,420 00
OCCIDENTAL PETE CORP COM			
	900	76,999 88	64,107.00
PAYPAL HLDGS INC COM			

	3200	111,211.81		126,304 00	
QUALCOMM INC	1800	93,325.55		117,360.00	
REPUBLIC SVCS INC COM	1600	53,170.00		91,280.00	
SANOFI SPONS ADR	2900	139,865.46		111,276.00	
STARBUCKS CORP COM	2000	110,499.20		111,040.00	
THERMO FISHER SCIENTIFIC INC COM	1000	126,760 53		141,100 00	
US BANCORP DEL COM	2300	95,370 68		118,151 00	
UNILEVER PLC SPON ADR NEW	1500	60,074 45		61,050 00	
UNION PAC CORP COM	500	35,090.45		51,840.00	
UNITED PARCEL SVC INC CL B	1000	102,192 70		114,640 00	
WHOLE FOODS MKT INC COM	5500	165,510 99		169,180.00	
WILLIAMS SONOMA INC COM	2500	130,811 25	3,598,088 52	120,975 00	4,248,445 63
CITIGROUP CAP XIII	2600	68,390.91		67,132.00	
PNC FINL SVCS GROUP INC SER P NON CUM	2600	71,195 72		70,954.00	
CROWN CASTLE INTL CORP NEW COM	1600	132,971.51		138,832.00	
WEYERHAEUSER CO	7000	200,482.92	473,041.06	210,630.00	487,548.00
REAL ESTATE INVESTMENT TRUST		333,454 43		349,462.00	
EXCHANGED-TRADED PRODUCTS					
ISHARES TR TIPS BD EFT	1000	115,846.10	115,846 10	113,170 00	113,170 00
			4,186,975.68		4,849,163 63
CASH & CASH EQUIVALENTS					
CASH		1,666,986.47		1,666,986.47	
TOTAL SCHEDULE E		$6,067,132 64		$6,736,551 60	