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 , 2016, and ending , 20

Name of foundation: JAMES E SHEA & LILLIAN E SHEA CH. TR.

A Employer identification number: 46-6104853

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 30918

Room/suite:

B Telephone number (see instructions): 888-791-4075

City or town, state or province, country, and ZIP or foreign postal code: BILLINGS, MT 59116

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 [X] 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)* ▶ $ 331,038.

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 ▶ [ ]

SCANNED MAY 24 2017

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 ▶ [X] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	8,208.	7,741.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,326.			
b	Gross sales price for all assets on line 6a 58,288.				
7	Capital gain net income (from Part IV, line 2)		1,326.		
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	9,534.	9,067.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	3,895.	2,921.		974.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 1	693.	693.	NONE	NONE
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 2	260.	193.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 3	152.	2.		150.
24	**Total operating and administrative expenses.** Add lines 13 through 23	5,000.	3,809.	NONE	1,124.
25	Contributions, gifts, grants paid	15,400.			15,400.
26	**Total expenses and disbursements** Add lines 24 and 25	20,400.	3,809.	NONE	16,524.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-10,866.			
b	**Net investment income** (if negative, enter -0-)		5,258.		
c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	17,823.		
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less. allowance for doubtful accounts ▶ NONE			
	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)	220,601.		
	c Investments - corporate bonds (attach schedule)	73,019.		
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)		300,490.	331,038.
	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)	311,443.	300,490.	331,038.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	311,443.	300,490.	
	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)	311,443.	300,490.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	311,443.	300,490.	

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	311,443.
2	Enter amount from Part I, line 27a	2	-10,866.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3	4	300,578.
5	Decreases not included in line 2 (itemize) ▶ RETURN OF CAPITAL	5	88.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	300,490.

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	PUBLICLY TRADED SECURITIES			
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	58,288.		56,962.	1,326.
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				1,326.
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	1,326.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	19,152.	345,358.	0.055455
2014	18,499.	353,500.	0.052331
2013	18,418.	342,569.	0.053764
2012	16,950.	325,439.	0.052083
2011	18,441.	335,462.	0.054972

2	**Total** of line 1, column (d)	2	0.268605
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	0.053721
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	321,272.
5	Multiply line 4 by line 3	5	17,259.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	53.
7	Add lines 5 and 6	7	17,312.
8	Enter qualifying distributions from Part XII, line 4	8	16,524.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b	1	105.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	105.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	105.
6	Credits/Payments.		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	NONE
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	105.
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** ▶ NONE **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)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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) ▶ SD			
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 ▶ AILEEN BRUNNER Telephone no. ▶ (605)257-2312

Located at ▶ 18810 WHITEWOOD VALLEY ROAD, NISLAND, SD ZIP+4 ▶ 57762

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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)	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.)*	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)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes	[X] 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	[X] No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes	[X] No
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	[ ] Yes	[X] 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	[X] No
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? — **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	[ ] Yes	[ ] No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes	[X] No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — **6b** *If "Yes" to 6b, file Form 8870*		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes	[X] No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? — **7b**		

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

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

(a) Name and address	(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 STATEMENT 4		3,895.		

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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over $50,000 for professional services . . . . ▶ NONE

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 . . . . ▶	

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	320,603.
b	Average of monthly cash balances	1b	5,561.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	326,164.
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	NONE
3	Subtract line 2 from line 1d	3	326,164.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,892.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	321,272.
6	**Minimum investment return.** Enter 5% of line 5	6	16,064.

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	16,064.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	105.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	105.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	15,959.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	15,959.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	15,959.

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	16,524.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	16,524.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	16,524.

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					15,959.
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only				NONE	
b Total for prior years 20____,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2016.					
a From 2011	1,814.				
b From 2012	1,086.				
c From 2013	1,800.				
d From 2014	1,236.				
e From 2015	2,018.				
f **Total** of lines 3a through e		7,954.			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ $ 16,524.					
a Applied to 2015, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2016 distributable amount					15,959.
e Remaining amount distributed out of corpus		565.			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		8,519.			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					NONE
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)		NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)		1,814.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		6,705.			
10 Analysis of line 9.					
a Excess from 2012	1,086.				
b Excess from 2013	1,800.				
c Excess from 2014	1,236.				
d Excess from 2015	2,018.				
e Excess from 2016	565.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

N/A

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.

N/A

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

SEE STATEMENT 6

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				15,400.
Total . . . . ▶ **3a**				15,400.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions.)
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	8,208.	
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	1,326.	
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)				9,534.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 9,534.

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

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

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

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

		Line	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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] 05/09/2017 AVP

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SANDRA MURPHY	Sandra M Murphy	05/09/2017		P01252209

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 155 N. WACKER CHICAGO, IL 60606-1787 — Phone no 312-879-2000

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	693.	693.		
TOTALS	693.	693.	NONE	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	29.	29.
FEDERAL TAX PAYMENT - PRIOR YE	67.	
FOREIGN TAXES ON QUALIFIED FOR	108.	108.
FOREIGN TAXES ON NONQUALIFIED	56.	56.
TOTALS	260.	193.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	150.		150.
OTHER NONALLOCABLE EXPENSES -	2.	2.	
TOTALS	152.	2.	150.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
SHIRLEY BERGEN
ADDRESS:
462 WILLIAMS STREET
DEADWOOD, SD 57732
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
AILEEN BRUNNER
ADDRESS:
HCR 76 BOX 11
NISLAND, SD 57762
TITLE:
CHAIRMAN
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
GINA FERRIS
ADDRESS:
10 BURNS ROAD
DOUGLAS, WY 82633
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
LARRY SHAMA
ADDRESS:
51 VAN BUREN ST
DEADWOOD, SD 57732
TITLE:
VICE CHAIR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 4

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
MARTY ANN APA
ADDRESS:
137 GRAND AVENUE
LEAD, SD 57754
TITLE:
SECRETARY
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
FIRST INTERSTATE BANK
ADDRESS:
1200 MAIN STREET
STURGIS, SD 57785
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 8
COMPENSATION .... 3,895.

TOTAL COMPENSATION: 3,895.

RECIPIENT NAME:
AILEEN BRUNNER
ADDRESS:
18810 WHITEWOOD VALLEY ROAD
NISLAND, SD 57762
RECIPIENT'S PHONE NUMBER: 605-257-2312
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE ATTACHED

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
KYLE AND KRISTA ANDRZEJCZAK
ADDRESS:
2737 RIVER VIEW CIR
SPEARFISH, SD 57783
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
MIKE ANDERSON
ADDRESS:
21583 TUURA LANE
SPEARFISH, SD 57783
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
KEVIN SULLIVAN
ADDRESS:
1118 BLACK HILLS LANE
SPEARFISH, SD 57783
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DUSTIN AND CHRISTY SCHUMACHER
ADDRESS:
315 BARCLAY
LEAD, SD 57754
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
MALLORIE RANG
ADDRESS:
1219 SPEARFISH MT LANE
SPEARFISH, SD 57783
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DISASTER RELIEF SUPPORT
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
HOLLY AND WYATT HANSEN
ADDRESS:
1435 HILL STREET
SPEARFISH, SD 57783
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ROBYN AND RICK VARLAND
ADDRESS:
335 S MAIN STREET
LEAD, SD 57754
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATION SUPPORT
FOUNDATION STATUS OF RECIPIENT:
I
AMOUNT OF GRANT PAID .... 600.

RECIPIENT NAME:
LORD'S CUPBOARD
ADDRESS:
111 SOUTH MAIN
LEAD, SD 57754
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ADAMS MUSEUM AND HOUSE
ADDRESS:
PO BOX 252
DEADWOOD, SD 57732
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 300.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BELLA PREGNANCY RESOURCE CENTER
ADDRESS:
PO BOX 755
SPEARFISH, SD 57783
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
TWIN CITY ANIMAL SHELTER
ADDRESS:
PO BOX 610
LEAD, SD 57754
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
TEEN COURT
ADDRESS:
PO BOX 227
DEADWOOD, SD 57732
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LEAD DEADWOOD BACKPACK PROGRAM
ADDRESS:
145 GLENDALE DR SUITE 4
LEAD, SD 57754
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
GOOD SHEPHERD CLINIC INC
ADDRESS:
1020 STATE STREET
SPEARFISH, SD 57783
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

TOTAL GRANTS PAID: 15,400.

Form 990-PF, Part XV, Line 2b – Application Format and Required Contents

INFORMAL LETTER STATING APPLICANTS NAME, AMOUNT REQUESTED, AND SITUATION OF HARDSHIP REQUEST

Form 990-PF, Part XV, Line 2d – Award Restrictions or Limitations

LIMITATIONS OF UP TO $1,500 FOR EMERGENCY SITUATIONS UPON WRITTEN DIRECTION OF ONE OF THE BOARD OF ADMINISTRATORS TO THE TRUSTEE. ALSO, THE BOARD OF ADMINISTRATORS BEFORE THE END OF THE TAXABLE YEAR CAN MAKE PLANS TO DISTRIBUTE UNDISTRIBUTED INCOME TO BE IN COMPLIANCE WITH FEDERAL AND STATE LAW TO NON-PROFIT, TAX EXEMPT ENTITIES FOR RELIGIOUS, CHARITABLE, OR EDUCATIONAL PURPOSES.

Your portfolio holdings on December 31, 2016

	Number of shares	Share price	Market value	Cost basis	Unrealized gain or loss	Est. ann. inc. / yield at market	% of account
32G37540 James E Shea & Lillian E Shea Ch. Tr.							
Cash & Cash Equivalents							
Cash & Cash Equivalents							
Federated Government Obligations Fund CUSIP: 608919718	19,941.40	1 00	19,947 28	19,941.40	0.00	61.03 0 31%	6 03%
Total Cash & Cash Equivalents			**$19,947.28**	**$19,941.40**	**$0.00**	**$61.03 0.31%**	**6.03%**
Total Cash & Cash Equivalents			**$19,947.28**	**$19,941.40**	**$0.00**	**$61.03 0.31%**	**6.03%**
Fixed Income							
US Treasuries							
Vanguard Intermediate-Term Treasury Fund CUSIP: 922031828	312 063	11 09	3,465 58	3,570.00	-109 22	59.92 1.73%	1.05%
Total US Treasuries			**$3,465.58**	**$3,570.00**	**-$109.22**	**$59.92 1.73%**	**1.05%**
Corporate Bonds							
Vanguard Intermediate-Term Investment-Grade Fund CUSIP. 922031810	1,081.267	9 64	10,447.57	10,837.62	-414.21	314.65 3 02%	3.16%
Vanguard Short-Term Investment Grade Fund CUSIP· 922031836	2,010.706	10 63	21,407 54	21,520.00	-146.20	442.36 2.07%	6.46%
Total Corporate Bonds			**$31,855.11**	**$32,357.62**	**-$560.41**	**$757.01 2.38%**	**9.62%**
Diversified Bond Funds							
Dodge & Cox Income Fund CUSIP· 256210105	515.501	13.59	7,005.66	7,150.00	-144.34	225.79 3.22%	2 12%
Total Diversified Bond Funds			**$7,005.66**	**$7,150.00**	**-$144.34**	**$225.79 3.22%**	**2.12%**

continued on next page

Your portfolio holdings on December 31, 2016 (continued)

	Number of shares	Share price	Market value	Cost basis	Unrealized gain or loss	Est. ann. inc. / yield at market	% of account
32G37540 James E Shea & Lillian E Shea Ch. Tr. (continued)							
Fixed Income (continued)							
Floating Rate							
Eaton Vance Floating-Rate Advantaged Fund CUSIP. 277923637	988.875	10 83	10,757.10	11,030 00	-320.48	540.91 5 05%	3.25%
Total Floating Rate			**$10,757.10**	**$11,030.00**	**-$320.48**	**$540.91** **5.05%**	**3.25%**
High Yield							
Vanguard High-Yield Corporate Fund CUSIP 922031760	2,825.058	5 83	16,551.39	16,591 30	-121 21	904 02 5.49%	5.00%
Total High Yield			**$16,551.39**	**$16,591.30**	**-$121.21**	**$904.02** **5.49%**	**5.00%**
International Bonds							
Templeton Global Bond Fund/United States CUSIP. 880208400	1,008.888	11 96	12,066.30	13,032.88	-966.58	310.74 2.58%	3.64%
Total International Bonds			**$12,066.30**	**$13,032.88**	**-$966.58**	**$310.74** **2.58%**	**3.64%**
Total Fixed Income			**$81,701.14**	**$83,731.80**	**-$2,222.24**	**$2,798.39** **3.43%**	**24.68%**
Equity							
US Large Cap Equities							
American Express Co CUSIP: 025816109	46 00	74 08	3,407.68	3,127.27	280 41	54 74 1.61%	1.03%
Apache Corp CUSIP 037411105	18 00	63 47	1,142 46	820.07	322.39	18.00 1 58%	0 35%
Apple Inc CUSIP. 037833100	42.00	115 82	4,864 44	2,720.65	2,143.79	93.66 1.93%	1.47%
Baker Hughes Inc CUSIP· 057224107	50 00	64 97	3,248.50	2,311.43	937.07	34 00 1 05%	0 98%

continued on next page

Your portfolio holdings on December 31, 2016 (continued)

	Number of shares	Share price	Market value	Cost basis	Unrealized gain or loss	Est. ann. inc. / yield at market	% of account
32G37540 James E Shea & Lillian E Shea Ch. Tr. (continued)							
Equity (continued)							
US Large Cap Equities (continued)							
Berkshire Hathaway Inc Cl B CUSIP. 084670702	11 00	162.98	1,792 78	876.71	916.07	0 00	0 54%
Bristol-Myers Squibb Co CUSIP· 110122108	31.00	58 44	1,811.64	1,145 66	665.98	47.12 2.60%	0 55%
Celgene Corp CUSIP. 151020104	35.00	115.75	4,051 25	2,202.60	1,848.65	0.00	1.22%
Chevron Corp CUSIP: 166764100	13.00	117 70	1,530.10	1,052.75	477 35	55.77 3.64%	0.46%
Cisco Systems Inc CUSIP. 17275R102	83 00	30.22	2,508 26	1,820.04	688.22	82 17 3.28%	0.76%
Citigroup Inc CUSIP: 172967424	69.00	59.43	4,100 67	2,795.96	1,304.71	28.98 0.71%	1 24%
Costco Wholesale Corp CUSIP. 22160K105	10.00	160 11	1,601.10	604.07	997 03	17.50 1.09%	0.48%
EI du Pont de Nemours & Co CUSIP. 263534109	23 00	73.40	1,688.20	1,112 76	575.44	34 96 2.07%	0.51%
Emerson Electric Co CUSIP· 291011104	30 00	55.75	1,672.50	1,527.04	145.46	57.15 3.42%	0.51%
Exelon Corp CUSIP· 30161N101	51 00	35 49	1,809.99	1,704.15	105.84	64.46 3.56%	0.55%
Exxon Mobil Corp CUSIP: 30231G102	22 00	90.26	1,985.72	1,698.97	286 75	65.56 3 30%	0.60%
Facebook Inc CUSIP 30303M102	6 00	115 05	690.30	702 78	-12.48	0.00	0.21%
FedEx Corp CUSIP: 31428X106	10 00	186.20	1,866.00	1,449.17	412 83	14.50 0.78%	0 56%
Ford Motor Co CUSIP: 345370860	150 00	12.13	1,819.50	1,685 77	133.73	90.00 4 95%	0 55%

continued on next page

Your portfolio holdings on December 31, 2016 (continued)

	Number of shares	Share price	Market value	Cost basis	Unrealized gain or loss	Est. ann. inc. / yield at market	% of account
32G37540 James E Shea & Lillian E Shea Ch. Tr. (continued)							
Equity (continued)							
US Large Cap Equities (continued)							
General Electric Co CUSIP. 369604103	58.00	31 60	1,846.72	1,396.59	436.21	53.94 2 94%	0.56%
Gilead Sciences Inc CUSIP· 375558103	36.00	71 61	2,577 96	1,674 28	903.68	66 24 2.57%	0.78%
Jacobs Engineering Group Inc CUSIP: 469814107	35 00	57 00	1,995 00	1,813.30	181.70	0.00	0 60%
JPMorgan Chase & Co CUSIP 46625H100	67.00	86 29	5,781.43	2,436 09	3,345.34	123 28 2.13%	1 75%
Lowe's Cos Inc CUSIP: 548661107	22 00	71.12	1,564 64	1,528.96	35.68	27.72 1.77%	0.47%
McKesson Corp CUSIP 58155Q103	20 00	140 45	2,814.60	2,478.31	330.69	22.40 0.80%	0.85%
Microsoft Corp CUSIP· 594918104	51 00	62.14	3,169.14	1,613 57	1,555.57	74 97 2.37%	0 96%
Mondelez International Inc CUSIP: 609207105	45 00	44.33	2,003 40	1,090.20	904.65	32 40 1.62%	0.61%
NIKE Inc CUSIP 654106103	29 00	50.83	1,479 29	1,525 80	-51 73	19 14 1.30%	0 45%
PepsiCo Inc CUSIP· 713448108	22.00	104 63	2,318.42	1,449.23	852.63	65 12 2.83%	0.70%
Procter & Gamble Co/The CUSIP. 742718109	17.00	84.08	1,429.36	1,062.20	367.16	45.41 3 18%	0 43%
Qualcomm Inc CUSIP 747525103	40 00	65 20	2,608 00	1,838.87	769 13	82.80 3.17%	0.79%
Roche Holdings Ag Spn ADR Each Rep 0 25 Genusschei(Bny) CUSIP 771195104	80.00	28 53	2,282.40	2,128 00	154.40	81.44 3 57%	0.69%
Schlumberger Ltd CUSIP. 806857108	18.00	83 95	1,520 10	1,207.35	303.75	36.00 2.38%	0 46%

continued on next page

Your portfolio holdings on December 31, 2016 (continued)

	Number of shares	Share price	Market value	Cost basis	Unrealized gain or loss	Est. ann. inc. / yield at market	% of account
32G37540 James E Shea & Lillian E Shea Ch. Tr. (continued)							
Equity (continued)							
US Large Cap Equities (continued)							
Skyworks Solutions Inc CUSIP. 83088M102	40.00	74.66	2,986.40	1,006.00	1,980.40	43 20 1.45%	0 90%
Starbucks Corp CUSIP. 855244109	26 00	55.52	1,443 52	1,586.76	-143 24	22.10 1.53%	0.44%
Target Corp CUSIP: 87612E106	37.00	72.23	2,672 51	2,105.24	567.27	85.84 3.21%	0 81%
Union Pacific Corp CUSIP: 907818108	23.00	103 68	2,384 64	1,827.65	556 99	51 86 2.17%	0.72%
UnitedHealth Group Inc CUSIP. 91324P102	17 00	160 04	2,720 68	958.10	1,762 58	40.38 1 48%	0.82%
Vanguard 500 Index Fund CUSIP: 922908710	102.199	206.57	21,111.25	16,507.72	4,603 53	426 07 2.02%	6 36%
Wal-Mart Stores Inc CUSIP· 931142103	12.00	69 12	835.44	764.46	64 98	24.00 2.89%	0 25%
Walt Disney Co/The CUSIP. 254687106	35 00	104.22	3,675.00	1,946.44	1,701 26	52.15 1.43%	1 11%
Wells Fargo & Co CUSIP. 949746101	43 00	55.11	2,369.73	2,012.79	356.94	65 14 2.75%	0.72%
Total US Large Cap Equities			**$115,180.72**	**$81,315.76**	**$33,768.81**	**$2,300.17 2.00%**	**34.80%**
US Small/Mid Cap Equities							
DFA US Small Cap Portfolio CUSIP: 233203843	396.579	33 84	13,420 23	12,520.00	900.23	136.82 1.02%	4.05%
Vanguard Mid-Cap Index Fund CUSIP 922908645	66.774	162.94	10,880 16	9,827.92	1,052.24	157 72 1.45%	3.29%
Total US Small/Mid Cap Equities			**$24,300.39**	**$22,347.92**	**$1,952.47**	**$294.54 1.21%**	**7.34%**

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Your portfolio holdings on December 31, 2016 (continued)

	Number of shares	Share price	Market value	Cost basis	Unrealized gain or loss	Est. ann. inc. / yield at market	% of account
32G37540 James E Shea & Lillian E Shea Ch. Tr. (continued)							
Equity (continued)							
International - Developed							
American EuroPacific Growth Fund CUSIP 29875E100	320.548	44 97	14,415 04	13,642.73	772 31	222 14 1.54%	4 35%
Goldman Sachs International Small Cap Insights Fund CUSIP. 38144N593	895.656	10 40	9,314 82	8,884.19	430.63	259 74 2.79%	2.81%
Harbor International Fund CUSIP: 411511306	240.086	58.41	14,023.42	15,377.73	-1,354 31	279.22 1 99%	4.24%
Total International - Developed			**$37,753.28**	**$37,904.65**	**-$151.37**	**$761.10 2.02%**	**11.40%**
International - Emerging Mkts							
DFA Emerging Markets Small Cap Portfolio CUSIP: 233203611	442 698	18.55	8,212.05	8,799 08	-587.03	207 63 2 53%	2 48%
Oppenheimer Developing Markets Fund CUSIP: 683974604	441.628	31 96	14,114 43	14,627.24	-512.81	101 13 0.72%	4.26%
Vanguard Emerging Markets Stock Index Fund/United States CUSIP 922042841	471 333	29 78	14.036 30	15,683.17	-1,646.87	352 09 2.51%	4 24%
Total International - Emerging Mkts			**$36,362.78**	**$39,109.49**	**-$2,746.71**	**$660.85 1.82%**	**10.98%**
Total Equity			**$213,597.17**	**$180,677.82**	**$32,823.20**	**$4,016.66 1.88%**	**64.52%**

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Your portfolio holdings on December 31, 2016 (continued)

	Number of shares	Share price	Market value	Cost basis	Unrealized gain or loss	Est. ann. inc. / yield at market	% of account
32G37540 James E Shea & Lillian E Shea Ch. Tr. (continued)							
Alternatives							
Commodities							
DFA Commodity Strategy Portfolio CUSIP· 23320G463	508.932	5 99	3,048.50	3,577.79	-529.29	16 32 0.54%	0 92%
Total Commodities			**$3,048.50**	**$3,577.79**	**-$529.29**	**$16.32 0.54%**	**0.92%**
Real Estate/REIT							
Principal Global Real Estate Securities Fund CUSIP. 74254V273	1,473.302	8 65	12,744.06	12,561.46	182.60	434.62 3.41%	3.85%
Total Real Estate/REIT			**$12,744.06**	**$12,561.46**	**$182.60**	**$434.62 3.41%**	**3.85%**
Total Alternatives			**$15,792.56**	**$16,139.25**	**-$346.69**	**$450.94 2.86%**	**4.77%**
Total for 32G37540 James E Shea & Lillian E Shea Ch. Tr.			**$331,038.15**	**$300,490.27**	**$30,254.27**	**$7,327.02 2.22%**	**100.00%**