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

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

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▶ 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

LEONARD AND MARY NICHOLS MEMORIAL TR

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

PO BOX 207

City or town, state or province, country, and ZIP or foreign postal code

EVANSVILLE, IN 47702

A Employer identification number

46-6944358

B Telephone number (see instructions)

812-464-1584

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

J Accounting method: ☒ Cash ☐ Accrual

end of year (from Part II, col. (c), line

☐ Other (specify)

16) ▶ \$ 945,018.

(Part I, column (d) must be on cash basis.)

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	16,562.	16,359.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	11,065.			
b Gross sales price for all assets on line 6a	418,067.			
7 Capital gain net income (from Part IV, line 2)		11,065.		
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)	116.			
12 Total. Add lines 1 through 11	27,743.	27,424.		
13 Compensation of officers, directors, trustees, etc.	11,666.	2,207.		9,459.
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)	900.	NONE	NONE	900.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	114.	114.		
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)				
24 Total operating and administrative expenses. Add lines 13 through 23.	12,680.	2,321.	NONE	10,359.
25 Contributions, gifts, grants paid	41,054.			41,054.
26 Total expenses and disbursements. Add lines 24 and 25	53,734.	2,321.	NONE	51,413.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-25,991.			
b Net investment income (if negative, enter -0-)		25,103.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	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)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	887,458.	861,457.	945,018.	
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)	887,458.	861,457.	945,018.	
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. ▶ ☒				
	27	Capital stock, trust principal, or current funds	887,458.	861,457.	
	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)	887,458.	861,457.	
31	Total liabilities and net assets/fund balances (see instructions)	887,458.	861,457.		

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	887,458.
2	Enter amount from Part I, line 27a	2	-25,991.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	861,467.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 3	5	10.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	861,457.

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)
1 a 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 418,067.		407,002.	11,065.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			11,065.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	11,065.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	95,934.	975,116.	0.098382
2014	55,378.	1,015,414.	0.054537
2013	313.	983,242.	0.000318
2012			
2011			

2 Total of line 1, column (d)	2	0.153237
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	0.038309
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	919,495.
5 Multiply line 4 by line 3.	5	35,225.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	251.
7 Add lines 5 and 6.	7	35,476.
8 Enter qualifying distributions from Part XII, line 4.	8	51,413.

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)	1	251.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		
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	251.
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	251.
6 Credits/Payments		
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	488.
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	488.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	237.
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 237. 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?		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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IN		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address ► N/A	13	X
14 The books are in care of ► OLD NATIONAL WEALTH MANAGEMENT Telephone no. ► (812) 464-1584 Located at ► P.O. BOX 207, EVANSVILLE, IN ZIP+4 ► 47702		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15	
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

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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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
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? ☐ Yes ☒ No**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
OLD NATIONAL WEALTH MANAGEMENT 320 S High Street, Muncie, IN 47305	Trustee 1	11,666.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(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		-0-	-0-	-0-

Total number of other employees paid over \$50,000 ☐

NONE

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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."

[illegible]

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

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 <u>NONE</u> 	
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

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

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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	933,497.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	933,497.
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	933,497.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	14,002.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	919,495.
6	Minimum investment return. Enter 5% of line 5	6	45,975.

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	45,975.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	251.
b	Income tax for 2016. (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	251.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	45,724.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	45,724.
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	45,724.

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	51,413.
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	51,413.
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	251.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	51,162.

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				45,724.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	5,510.			
f Total of lines 3a through e	5,510.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>51,413.</u>				
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.				45,724.
e Remaining amount distributed out of corpus.	5,689.			
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	11,199.			
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)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	11,199.			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	5,510.			
e Excess from 2016	5,689.			

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

NOT APPLICABLE

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)

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

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

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
BUCKNELL UNIVERSITY 112 MARTS HALL LEWISBURG PA 17837	NONE	PC	PROGRAM SUPPORT	20,527.
INDIANA UNIVERSITY FOUNDATION PO BOX 500 BLOOMINGTON IN 47402	NONE	PC	PROGRAM SUPPORT	20,527.
Total			3a	41,054.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue.						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .						
4 Dividends and interest from securities			14	16,562.		
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	11,065.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue. a _____						
b OTHER REVENUE			1	116.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				27,743.		
13 Total. Add line 12, columns (b), (d), and (e)						27,743.

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

NOT APPLICABLE

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

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 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

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.

Sign Here
Old National Wealth Management
by: G. Michael Pitts | 05/04/2017 | TRUSTEE
Signature of officer or trustee Date Title
OLD NATIONAL WEALTH MANAG

Paid Preparer Use Only	Print/Type preparer's name KELLY KOWALCZYK	Preparer's signature 	Date 05/04/2017	Check ☐ if self-employed	PTIN P01387686
	Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
	Firm's address ▶ 155 N. WACKER DRIVE CHICAGO, IL 60606			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	900.			900.
TOTALS	900.	NONE	NONE	900.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	114.	114.
TOTALS	114.	114.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

ROUNDING

7.

ROC ADJUSTMENT

3.

TOTAL

10.

=====

Leonard and Mary Nichols Memorial Tr
December 1, 2016 - December 31, 2016

Account Number: 31-0147-01-2

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Current Income	Yield	Unrealized Gain/Loss
Cash & Equivalents								
Money Markets								
31,300.370	Goldman Sachs Financial Square Treasury Obligation #468	1.000	31,300.37	31,300.37	99.44	120	0.4	0.00
Total Money Markets			31,300.37	31,300.37	99.44	120	0.4	0.00
Cash								
	Principal Cash		-49,781.74	-49,781.74	-158.16	0	0.0	0.00
	Income Cash		49,957.27	49,957.27	158.72	0	0.0	0.00
Total Cash			175.53	175.53	0.56	0	0.0	0.00
Total Cash & Equivalents			31,475.90	31,475.90	100.00	120	0.4	0.00
Fixed Income								
U.S. Governments								
15,000.000	Fed Farm Cr Bk 3% 07/09/2024	102.431	15,347.85	15,364.65	6.12	450	2.9	16.80
40,000.000	Fed Home Ln Bk 3.25% 03/09/2018	102.404	40,714.70	40,961.60	16.31	1,300	3.2	246.90
25,000.000	Fed Home Ln Bk 2.625% 12/10/2021	102.959	24,991.43	25,739.75	10.25	656	2.5	748.32
20,000.000	Fed Home Ln Bk 3.375% 09/08/2023	106.327	21,154.20	21,265.40	8.47	675	3.2	111.20
20,000.000	Fed Nat Mtg Assoc 2.3% 11/24/2017	101.233	20,215.20	20,246.60	8.06	460	2.3	31.40
15,000.000	US Treasury N/B 2.625% 04/30/2018	102.141	15,100.04	15,321.15	6.10	393	2.6	221.11
25,000.000	US Treasury N/B 1.75% 05/15/2022	98.549	25,038.71	24,637.25	9.81	437	1.8	-401.46
Total U.S. Governments			162,562.13	163,536.40	65.14	4,371	2.7	974.27

Leonard and Mary Nichols Memorial Tr
December 1, 2016 - December 31, 2016

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Account Number: 31-0147-01-2

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
Corporate Bonds								
5,000,000	Gen Elec Cap Corp 2.3% 04/27/2017	100.382	5,033.25	5,019.10	2.00	115	2.3	-14.15
25,000,000	Goldman Sachs Group Inc 2.9% 07/19/2018	101.381	25,259.14	25,345.25	10.09	725	2.9	86.11
15,000,000	Natl Rural Util Coop 3% 09/15/2020	100.880	15,000.00	15,132.00	6.03	450	3.0	132.00
30,000,000	Thermo Fisher Scientific Inc 4.7% 05/01/2020	106.603	31,120.23	31,980.90	12.74	1,410	4.4	860.67
10,000,000	Wells Fargo & Co 2.15% 01/15/2019	100.550	10,032.20	10,055.00	4.00	215	2.1	22.80
Total Corporate Bonds			86,444.82	87,532.25	34.86	2,915	3.3	1,087.43
Total Fixed Income			249,006.95	251,068.65	100.00	7,286	2.9	2,061.70

Equities

Common Stock

Consumer Discretionary

36,000	Disney Walt Co	104.220	4,199.04	3,751.92	0.57	56	1.5	-447.12
66,000	Home Depot Inc	134.080	8,467.21	8,849.28	1.34	182	2.1	382.07
224,000	Select Sector SPDR Consumer Discretionary	81.400	13,956.14	18,233.60	2.75	311	1.7	4,277.46
174,000	Starbucks Corp	55.520	10,045.11	9,660.48	1.46	174	1.8	-384.63
141,000	Tjx Co Inc	75.130	5,566.15	10,593.33	1.60	146	1.4	5,027.18
201,000	Twenty-First Century Fox Inc	28.040	5,545.90	5,636.04	0.85	72	1.3	90.14
Total Consumer Discretionary			47,779.55	56,724.65	8.56	941	1.7	8,945.10

Consumer Staples

Leonard and Mary Nichols Memorial Tr
December 1, 2016 - December 31, 2016

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Account Number: 31-0147-01-2

Statement Of Assets

	Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Current Income Yield	Unrealized Gain/Loss
Consumer Staples								
	71.000	CVS Health Corp	78.910	4,987.38	5,602.61	0.85	142 2.5	615.23
	80.000	Church & Dwight Inc	44.190	2,135.83	3,535.20	0.53	56 1.6	1,399.37
	69.000	Costco Whsl Corp New	160.110	6,934.93	11,047.59	1.67	124 1.1	4,112.66
	141.000	Kroger Co	34.510	5,027.35	4,865.91	0.73	67 1.4	-161.44
	109.000	Select Sector SPDR Consumer Staples	51.710	4,317.41	5,636.39	0.85	142 2.5	1,318.98
Total Consumer Staples				23,402.90	30,687.70	4.63	531 1.7	7,284.80
Energy								
	36.000	Chevron Corp	117.700	3,582.48	4,237.20	0.64	155 3.7	654.72
	63.000	Eog Resources Inc	101.100	5,293.05	6,369.30	0.96	42 0.7	1,076.25
	118.000	Exxon Mobil Corp	90.260	9,449.36	10,650.68	1.61	354 3.3	1,201.32
	67.000	Halliburton Co	54.090	3,600.92	3,624.03	0.55	48 1.3	23.11
	34.000	Pioneer Nat Res Co	180.070	5,366.45	6,122.38	0.92	2 0.0	755.93
Total Energy				27,292.26	31,003.59	4.68	601 1.9	3,711.33
Financials								
	41.000	Berkshire Hathaway Inc Cl B	162.980	5,957.31	6,682.18	1.01	0 0.0	724.87
	32.000	Blackrock Inc	380.540	10,630.36	12,177.28	1.84	293 2.4	1,546.92
	49.000	Goldman Sachs	239.450	6,577.02	11,733.05	1.77	127 1.1	5,156.03
	136.000	JPMorgan Chase & Co	86.290	7,277.17	11,735.44	1.77	261 2.2	4,458.27
	175.000	Suntrust Bks Inc	54.850	7,708.59	9,598.75	1.45	182 1.9	1,890.16
Total Financials				38,150.45	51,926.70	7.84	863 1.7	13,776.25
Health Care								
	79.000	Danaher Corp	77.840	4,506.93	6,149.36	0.93	39 0.6	1,642.43
	72.000	Edwards Lifesciences Corp	93.700	5,610.23	6,746.40	1.02	0 0.0	1,136.17

Leonard and Mary Nichols Memorial Tr
December 1, 2016 - December 31, 2016

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Account Number: 31-0147-01-2

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
99,000	Eli Lilly & Co	73.550	7,764.50	7,281.45	1.10	205	2.8	-483.05
255,000	Pfizer Inc	32.480	7,011.43	8,282.40	1.25	326	3.9	1,270.97
71,000	Stryker Corp	119.810	6,976.04	8,506.51	1.28	120	1.4	1,530.47
56,000	Thermo Fisher Scientific Inc	141.100	4,525.68	7,901.60	1.19	33	0.4	3,375.92
	Total Health Care		36,394.81	44,867.72	6.77	723	1.6	8,472.91
	Industrials							
14,000	Acuity Brands Inc	230.860	3,562.01	3,232.04	0.49	7	0.2	-329.97
51,000	Equifax Inc	118.230	5,008.20	6,029.73	0.91	67	1.1	1,021.53
43,000	Fedex Corp	186.200	6,948.83	8,006.60	1.21	68	0.9	1,057.77
104,000	Fortive Corp	53.630	4,199.61	5,577.52	0.84	29	0.5	1,377.91
206,000	Gen Elec Co	31.600	5,625.02	6,509.60	0.98	197	3.0	884.58
29,000	Lennox Intl Inc	153.170	3,990.15	4,441.93	0.67	49	1.1	451.78
42,000	Northrop Grumman Corp	232.580	8,075.91	9,768.36	1.47	151	1.5	1,692.45
	Total Industrials		37,409.73	43,565.78	6.58	568	1.3	6,156.05
	Information Technology							
20,000	Alphabet Inc Cl A	792.450	12,032.03	15,849.00	2.39	0	0.0	3,816.97
89,000	Apple Inc	115.820	9,004.67	10,307.98	1.56	202	2.0	1,303.31
71,000	Facebook Inc Cl A	115.050	7,931.60	8,168.55	1.23	0	0.0	236.95
185,000	Oracle Corp	38.450	5,860.34	7,113.25	1.07	111	1.6	1,252.91
122,000	Paypal Hldgs Inc	39.470	4,082.35	4,815.34	0.73	0	0.0	732.99
148,000	Qualcomm Inc	65.200	7,937.68	9,649.60	1.46	313	3.3	1,711.92
161,000	Visa Inc Cl A	78.020	4,998.39	12,561.22	1.90	106	0.8	7,562.83
	Total Information Technology		51,847.06	68,464.94	10.33	732	1.1	16,617.88
	Materials							

Leonard and Mary Nichols Memorial Tr
December 1, 2016 - December 31, 2016

Account Number: 31-0147-01-2

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
20,000	Sherwin Williams Co	268.740	5,873.48	5,374.80	0.81	67	1.3	-498.68
	Total Materials		5,873.48	5,374.80	0.81	67	1.3	-498.68
	Real Estate							
78,000	Crown Castle Intl Corp	86.770	6,675.25	6,768.06	1.02	296	4.4	92.81
74,000	Extra Space Storage Inc	77.240	6,106.77	5,715.76	0.86	230	4.0	-391.01
	Total Real Estate		12,782.02	12,483.82	1.88	526	4.2	-298.20
	Utilities							
127,000	Select Sector SPDR Tr Utils	48.570	5,730.89	6,168.39	0.93	210	3.4	437.50
	Total Utilities		5,730.89	6,168.39	0.93	210	3.4	437.50
	Total Common Stock		286,663.15	351,268.09	53.02	5,762	1.6	64,604.94
	Foreign Stock							
20,000	Allergan PLC	210.010	6,007.49	4,200.20	0.63	56	1.3	-1,807.29
67,000	Aon PLC	111.530	7,412.12	7,472.51	1.13	88	1.2	60.39
118,000	Medtronic PLC	71.230	8,950.30	8,405.14	1.27	202	2.4	-545.16
	Total Foreign Stock		22,369.91	20,077.85	3.03	346	1.7	-2,292.06
	Equity Mutual Funds							
	Large Cap Funds							
1,530,516	Boston Partners All-Cap Value Instl Fd #81	23.480	31,753.49	35,936.52	5.42	417	1.2	4,183.03
	Total Large Cap Funds		31,753.49	35,936.52	5.42	417	1.2	4,183.03

Leonard and Mary Nichols Memorial Tr
 December 1, 2016 - December 31, 2016

Account Number: 31-0147-01-2

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
Mid Cap Funds								
333,596	Janus Enterprise CII Fd #102	95.220	29,998.64	31,765.01	4.79	53	0.2	1,766.37
1,343,145	Victory Sycamore Established Value CII Fd #203	36.160	43,161.92	48,568.12	7.33	372	0.8	5,406.20
	Total Mid Cap Funds		73,160.56	80,333.13	12.13	425	0.5	7,172.57
Small Cap Funds								
378,488	Eagle Small Cap Growth CII Fd #3933	54.700	18,121.80	20,703.29	3.13	0	0.0	2,581.49
855,829	Federated Clover Small Value CII Fd #659	27.100	19,183.98	23,192.97	3.50	175	0.8	4,008.99
1,447,285	JPMorgan US Small Company Instl Fd #1384	18.300	25,133.39	26,485.32	4.00	123	0.5	1,351.93
	Total Small Cap Funds		62,439.17	70,381.58	10.62	298	0.4	7,942.41
International Funds								
468,852	Driehaus Emerging Mkts Growth Fd #3	27.980	12,782.89	13,118.48	1.98	51	0.4	335.59
1,228,921	Oakmark Intl Fd #109	22.700	29,403.68	27,896.51	4.21	412	1.5	-1,507.17
700,518	Oppenheimer Intl Growth CII Fd #1961	34.680	25,629.77	24,293.96	3.67	376	1.6	-1,335.81
1,406,657	State Street Hedged Intl Dev Equity Index CII K Fd #5904	9.180	12,884.98	12,913.11	1.95	0	0.0	28.13
	Total International Funds		80,701.32	78,222.06	11.81	839	1.1	-2,479.26
Closed End - Equity Funds								
64,000	Vanguard S&P 500 Etf	205.310	13,327.52	13,139.84	1.98	264	2.0	-187.68
141,000	Vanguard Value Etf	93.010	10,559.16	13,114.41	1.98	320	2.4	2,555.25

Leonard and Mary Nichols Memorial Tr
December 1, 2016 - December 31, 2016

Account Number: 31-0147-01-2

Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
Total Closed End - Equity Funds								
			23,886.68	26,254.25	3.96	584	2.2	2,367.57
Total Equity Mutual Funds								
			271,941.22	291,127.54	43.95	2,563	0.9	19,186.32
Total Equities								
			580,974.28	662,473.48	100.00	8,671	1.3	81,499.20
Total Assets								
			861,457.13	945,018.03		16,077	1.7	83,560.90

Purchase Activity

Date	Description	Unit Price	Broker Commission	Other Costs	Cash
Cash and Equivalents					

Goldman Sachs Financial Square

12/31/16	Purchases (18) 12/01/16 To 12/31/16	1.000	0.00	0.00	-19,575.61
----------	-------------------------------------	-------	------	------	------------

Total Cash and Equivalents

\$ -19,575.61

Equities

Halliburton Co

12/22/16	Purchased 67 Shs 12/19/16 From Convergenx @ 53.695	53.695	3.35	0.00	-3,600.92
	Commission:		3.35		