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Form **990-PF**

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

OMB No 1545-0052

**2016**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).

Open to Public Inspection

**For calendar year 2016 or tax year beginning** , and ending

Name of foundation: **LANDS G FBO LANDS-CABRERA FUND-TR**

Number and street (or P O box number if mail is not delivered to street address): **BNY Mellon, N A - P O Box 185**

Room/suite: \_\_\_\_\_

City or town, state or province, country, and ZIP or foreign postal code: **Pittsburgh PA 15230-0185**

Foreign country name: \_\_\_\_\_ Foreign province/state/county: \_\_\_\_\_ Foreign postal code: \_\_\_\_\_

**A Employer identification number**  
46-7175461

**B Telephone number (see instructions)**  
(212) 922-8065

**C** If exemption application is pending, check here

**D** 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 7,210,406**

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	210,397	206,518		
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	-29,239			
<b>b</b>	Gross sales price for all assets on line 6a	1,559,224			
<b>7</b>	Capital gain net income (from Part IV, line 2)				
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less: Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)	2,917	2,917		
<b>12</b>	<b>Total.</b> Add lines 1 through 11	184,075	209,435	0	
<b>13</b>	Compensation of officers, directors, trustees, etc	85,836	51,501		34,333
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule)				
<b>c</b>	Other professional fees (attach schedule)				
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions)	4,619	840		
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule)	257	7		250
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	90,712	52,348	0	34,583
<b>25</b>	Contributions, gifts, grants paid	340,265			340,265
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	430,977	52,348	0	374,848
<b>27</b>	Subtract line 26 from line 12.				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	-246,902			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		157,087		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)			0	

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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	221,572	557,418	557,418
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	6,618,600	6,034,269	6,652,988	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	6,840,172	6,591,687	7,210,406	
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	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	6,840,172	6,591,687	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	6,840,172	6,591,687		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	6,840,172	6,591,687		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,840,172
2	Enter amount from Part I, line 27a	2	-246,902
3	Other increases not included in line 2 (itemize) ▶ PURCHASE OF ACCRIED INTEREST CARRIED O'	3	94
4	Add lines 1, 2, and 3	4	6,593,364
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,677
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,591,687

**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.)
<b>1a</b>	See Attached Statement			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }		<b>2</b>	-29,239
<b>3</b>	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 }		<b>3</b>	0

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

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

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

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

**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	355,148	6,927,406	0.051267
2014	33,227	5,260,948	0.006316
2013	0	291,957	0.000000
2012			0.000000
2011			0.000000
<b>2</b>	Total of line 1, column (d)		<b>2</b> 0.057583
<b>3</b>	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		<b>3</b> 0.019194
<b>4</b>	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		<b>4</b> 6,989,676
<b>5</b>	Multiply line 4 by line 3		<b>5</b> 134,160
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)		<b>6</b> 1,571
<b>7</b>	Add lines 5 and 6		<b>7</b> 135,731
<b>8</b>	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		<b>8</b> 374,848

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
<b>1</b>			1,571	
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0	
<b>3</b>	Add lines 1 and 2		1,571	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		1,571	
<b>6</b>	Credits/Payments			
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	3,173	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>	3,173	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	1,602	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <b>Refunded</b>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>1c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. <b>(1)</b> On the foundation <b>\$</b> _____ <b>(2)</b> On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>NY AG REG # 44-34-50</b>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

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	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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 ▶ BNY MELLON, N A Telephone no. ▶ (212) 922-8065 Located at ▶ P.O. BOX 185, PITTSBURGH, PA ZIP+4 ▶ 15230-0185			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No	
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b		X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 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) N/A
- 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

5b	N/A	
6b		X
7b	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	CO-TRUSTEE SEE ATTACHED	77,656	NONE	NONE
BNY Mellon, N A P O Box 185 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-4,684	N/A	N/A
J NEWTON NASH 230 PARK AVE, RM 1000 NEW YORK, NY 10169-109	CO-TRUSTEE 5 00	12,864	NONE	NONE

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	6,541,647
<b>b</b>	Average of monthly cash balances	<b>1b</b>	554,471
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	7,096,118
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	7,096,118
<b>4</b>	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	<b>4</b>	106,442
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	6,989,676
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	349,484

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	349,484
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5	<b>2a</b>	1,571
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,571
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	347,913
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	347,913
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	347,913

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	374,848
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	NONE
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	374,848
<b>5</b>	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)	<b>5</b>	1,571
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	373,277

**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				347,913
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			228,992	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 374,848				
a Applied to 2015, but not more than line 2a			228,992	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				145,856
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				202,057
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

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

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

	Tax year				(e) Total
	(a) 2016	(b) 2015	Prior 3 years		
			(c) 2014	(d) 2013	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

NOT APPLICABLE

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

NOT APPLICABLE

**c** Any submission deadlines

NOT APPLICABLE

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

NOT APPLICABLE

**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)				
<p><b>a</b> <i>Paid during the year</i> See Attached Statement</p>				
<b>Total</b>				<b>3a</b> 340,265
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<b>Total</b>				<b>3b</b> NONE





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

Description	CUSIP #	Check "x" to include in Part IV	Purchaser	Check "x" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss
											Expenses and Cost of Improvements	Adjustments	
Long Term CG Distributions	Amount	5,701											
Short Term CG Distributions	Amount	0											
Totals								1,589,224			1,589,483		-29,239
1 CALIFORNIA RESOURCES CO	13057Q107	X				3/25/2015	4/5/2016	18	22				-4
2 CALIFORNIA RESOURCES CO	13057G107	X				4/5/2016	4/5/2016	13	17				-4
3 CALIFORNIA RESOURCES CO	13057G107	X				6/2/2015	4/5/2016	9	11				-2
4 CALIFORNIA RESOURCES CO	13057Q107	X				6/2/2015	4/13/2016	0	1				-1
5 CARDINAL HEALTH INC	14148Y108	X				8/9/2016	9/14/2016	13,561	15,085				-1,524
6 CENTERPOINT ENERGY INC	15189T107	X				2/25/2013	3/10/2016	16,080	16,678				-598
7 CENTERPOINT ENERGY INC	15189T107	X				3/5/2015	3/10/2016	80,359	84,149				-3,750
8 CENTURYLINK INC	155700106	X				3/4/2015	3/10/2016	53,869	61,532				-7,663
9 CHEVRON CORPORATION	166764100	X				12/10/2014	5/3/2016	6,892	7,054				-162
10 CHEVRON CORPORATION	166764100	X				12/10/2014	6/8/2016	7,112	7,158				-46
11 BLOCK H & R INC	093671105	X				12/17/2015	8/3/2016	4,201	6,069				-1,868
12 BLOCK H & R INC	093671105	X				12/17/2015	11/21/2016	7,905	11,463				-3,558
13 BRISTOL-MYERS SQUIBB CO	110122108	X				12/10/2014	2/4/2016	5,957	6,005				-8
14 CHEVRON CORPORATION	166764100	X				11/30/2015	5/6/2016	3,505	3,106				399
15 AT&T INC	00206R102	X				6/4/2015	11/3/2016	2,043	2,118				-75
16 AT&T INC	00206R102	X				6/4/2015	10/6/2016	6,845	6,001				844
17 AT&T INC	00206R102	X				5/5/2015	10/6/2016	782	687				95
18 AT&T INC	00206R102	X				5/4/2015	10/20/2016	5,570	5,841				-270
19 AT&T INC	00206R102	X				2/3/2015	10/20/2016	386	342				44
20 ABBVIE INC	00287Y109	X				12/10/2014	1/6/2016	14,242	17,142				-2,900
21 ABBVIE INC	00287Y109	X				3/9/2015	3/10/2016	95,215	95,917				-702
22 AMERICAN ELECTRIC POWER	029537101	X				2/25/2013	3/10/2016	31,979	23,036				8,943
23 AMGEN INC	031162100	X				10/12/2015	1/22/2016	3,107	3,063				44
24 AMGEN INC	031162100	X				10/12/2015	2/8/2016	9,748	10,568				-820
25 ANALOG DEVICES INC	032654105	X				8/25/2015	7/27/2016	10,835	9,017				1,818
26 ANALOG DEVICES INC	032654105	X				10/21/2015	7/27/2016	2,549	2,486				63
27 ANALOG DEVICES INC	032654105	X				2/4/2016	7/27/2016	5,098	4,124				974
28 APPLE INC	037833100	X				10/15/2015	1/4/2016	8,458	9,156				-700
29 APPLE INC	037833100	X				10/21/2015	1/4/2016	2,869	3,224				-335
30 DUKE ENERGY CORP	26441C204	X				8/12/2015	1/4/2016	7,615	6,790				825
31 DYNEGY INC	26817R207	X				12/10/2014	10/28/2016	2,490	6,506				-4,026
32 DYNEGY INC	26817R207	X				12/12/2014	10/28/2016	400	988				-588
33 DYNEGY INC	26817R207	X				12/15/2014	10/28/2016	1,520	3,694				-2,174
34 DYNEGY INC	26817R207	X				12/15/2014	12/6/2016	376	1,167				-791
35 DYNEGY INC	26817R207	X				10/9/2015	12/6/2016	312	865				-553
36 DYNEGY INC	26817R207	X				10/12/2015	12/6/2016	312	882				-570
37 DYNEGY INC	26817R207	X				10/13/2015	12/6/2016	824	1,764				-1,140
38 DYNEGY INC	26817R207	X				3/2/2016	12/6/2016	4,682	6,450				-1,768
39 DYNEGY INC	26817R207	X				3/18/2016	12/6/2016	4,057	6,504				-2,447
40 CHEVRON CORPORATION	166764100	X				3/3/2016	7/27/2016	923	781				142
41 COMCAST CORP CL A	20030N101	X				4/2/2015	8/18/2016	7,404	6,354				1,050
42 COMCAST CORP CL A	20030N101	X				4/2/2015	8/30/2016	652	578				74
43 COMCAST CORP CL A	20030N101	X				12/10/2014	8/30/2016	3,262	2,807				455
44 CONOCOPHILLIPS	20825C104	X				6/11/2015	12/02/2016	8,749	16,664				-7,915
45 CONOCOPHILLIPS	20825C104	X				10/9/2015	12/02/2016	3,701	6,164				-2,463
46 CONOCOPHILLIPS	20825C104	X				11/30/2015	12/02/2016	2,355	3,796				-1,441
47 CONOCOPHILLIPS	20825C104	X				6/8/2016	8/17/2016	5,937	6,202				-265
48 D T E ENERGY COMPANY	233331107	X				1/6/2016	6/13/2016	2,667	4,792				-2,125
49 CHEVRON CORPORATION	166764100	X				11/30/2015	7/27/2016	2,375	282				2,093
50 D T E ENERGY COMPANY	233331107	X				11/20/2015	6/13/2016	10,335	6,720				3,615
51 JOHN DEERE CAPITAL CO 1	2442ERF8	X				5/15/2015	9/15/2016	100,000	101,620				-1,620
52 DOMINION RES INC VA NEW	25746U109	X				9/14/2015	6/17/2016	8,771	8,170				601
53 DOMINION RES INC VA NEW	25746U109	X				11/30/2015	6/17/2016	3,699	3,373				326
54 AT&T INC	00206R102	X				6/30/2015	10/28/2016	10,549	11,051				-502
55 DOMINION RESOURCES INC	25746U089	X				7/13/2015	10/28/2016	3,496	3,658				-162
56 DOMINION RES INC VA PFD	25746U085	X				12/10/2014	7/1/2016	28,444	28,444				0
57 DU PONT (E I) DE NEMOURS	265534109	X				12/10/2014	2/5/2016	19,530	23,303				-3,773
58 DUKE ENERGY CORP	26441C204	X				12/10/2014	4/5/2016	6,391	6,630				-239
59 DUKE ENERGY CORP	26441C204	X				12/10/2014	8/1/2016	4,277	4,144				133
60 DUKE ENERGY CORP	26441C204	X				12/10/2014	8/9/2016	4,231	4,144				87
61 ENERGY CORP	26364G103	X				3/5/2015	3/10/2016	98,398	100,490				-2,092
62 EXXON MOBIL CORP	30231G102	X				12/15/2015	3/9/2016	6,570	6,348				222
63 SALLAHER ARTHUR J & CO	363375109	X				12/10/2014	10/24/2016	6,328	6,236				92
64 HALLIBURTON CO	406216101	X				4/1/2016	6/22/2016	4,912	4,154				758
65 HALLIBURTON CO	406216101	X				1/4/2016	8/17/2016	3,610	3,021				589
66 INTEL CORP	458140100	X				1/4/2016	1/15/2016	4,511	5,032				-521
67 INTEL CORP	458140100	X				1/7/2016	1/15/2016	2,406	2,622				-216
68 INTEL CORP	458140100	X				1/7/2016	1/21/2016	6,857	7,536				-679
69 INTEL CORP	458140100	X				8/31/2015	2/4/2016	7,082	6,982				100
70 INTEL CORP	458140100	X				1/7/2016	2/4/2016	285	328				-33
71 DOMINION RES INC VA NEW	25746U109	X				7/13/2016	7/13/2016	28,789	23,478				5,311
72 DOMINION RES INC VA NEW	25746U109	X				7/14/2016	7/19/2016	52	42				10

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

Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Capital Gains/Losses		Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Gross Sales Price	Cost or Other Basis						
73 JOHNSON & JOHNSON	478160104	X			7/21/2015	1/6/2016		6,532	5,573	1,559,224					-29,239
74 JOHNSON & JOHNSON	478160104	X			8/12/2015	1/6/2016		2,904	2,883						21
75 JOHNSON & JOHNSON	478160104	X			8/12/2015	1/6/2016		2,890	2,904						-38
76 KIMBERLY CLARK CORP	494368103	X			12/10/2014	7/25/2016		11,852	11,852						2,481
77 KIMBERLY CLARK CORP	494368103	X			12/10/2014	7/25/2016		27,166	23,362						3,904
78 KIMBERLY CLARK CORP	494368103	X			4/29/2015	7/25/2016		1,458	1,236						222
79 KIMBERLY CLARK CORP	494368103	X			4/29/2015	7/25/2016		6,614	5,844						770
80 KIMBERLY CLARK CORP	494368103	X			6/4/2015	8/17/2016		636	536						100
81 KIMBERLY CLARK CORP	494368103	X			6/4/2015	10/28/2016		3,323	3,117						206
82 KIMBERLY CLARK CORP	494368103	X			9/22/2015	10/28/2016		3,438	3,223						215
83 KOHL'S CORP	500255104	X			17/2016	12/18/2016		8,794	7,638						1,156
84 KOHL'S CORP	500255104	X			17/2016	12/12/2016		3,885	3,564						321
85 LILLY & CO	532457108	X			1/6/2016	2/4/2016		5,993	6,711						-718
86 LOCKHEED MARTIN CORP	539830109	X			12/10/2014	9/9/2016		17,948	13,102						4,846
87 LOCKHEED MARTIN CORP	539830109	X			11/9/2016	11/9/2016		14,134	11,203						2,931
88 MARATHON OIL CORP	565848106	X			2/25/2013	3/19/2016		3,935	12,832						-8,897
89 MARATHON OIL CORP	565848106	X			3/5/2015	3/19/2016		8,557	22,595						-14,038
90 MC DONALD'S CORPORATIO	580135101	X			12/11/2015	7/25/2016		3,823	3,431						392
91 MC DONALD'S CORPORATIO	580135101	X			17/2016	7/25/2016		7,009	6,474						535
92 MC DONALD'S CORPORATIO	580135101	X			10/20/2015	7/25/2016		3,686	3,013						673
93 MICROSOFT CORPORATION	594818104	X			1/4/2016	4/12/2016		4,340	4,278						62
94 MICROSOFT CORPORATION	594818104	X			1/4/2016	7/6/2016		1,539	1,604						-68
95 MICROSOFT CORPORATION	594818104	X			9/24/2016	7/6/2016		1,025	869						156
96 MICROCHIP TECHNOLOGY II	595017104	X			7/13/2016	8/7/2016		7,929	6,907						1,022
97 MICROCHIP TECHNOLOGY II	595017104	X			7/13/2016	9/7/2016		8,487	7,437						1,050
98 NATIONAL GRID PLC-SP ADR	636274300	X			12/10/2014	3/27/2016		6,081	6,465						-384
99 NATIONAL GRID PLC-SP ADR	636274300	X			12/10/2014	3/17/2016		20,693	20,830						-137
100 NEXTERA ENERGY INC	65339F101	X			9/1/2015	6/23/2016		18,428	11,850						6,578
101 NEXTERA ENERGY INC	65339F101	X			9/1/2015	6/27/2016		7,131	4,454						2,677
102 NEXTERA ENERGY INC	65339F101	X			9/1/2015	7/6/2016		4,255	2,824						1,431
103 NUCOR CORP	670346105	X			12/10/2014	12/10/2016		9,370	9,142						228
104 OCCIDENTAL PETROLEUM C	674599105	X			4/21/2016	9/9/2016		9,632	10,347						-715
105 OCCIDENTAL PETROLEUM C	674599105	X			6/2/2015	9/9/2016		756	794						-38
106 OCCIDENTAL PETROLEUM C	674599105	X			3/26/2015	9/9/2016		13,246	13,287						-41
107 OCCIDENTAL PETROLEUM C	674599105	X			6/2/2015	9/9/2016		5,887	6,358						-471
108 PPL CORP	69351T106	X			12/10/2014	6/13/2016		22,178	18,852						3,326
109 PEPSCO INC	713448108	X			12/10/2014	4/18/2016		13,758	12,896						862
110 PFIZER INC	717081103	X			12/10/2014	1/6/2016		13,609	13,359						250
111 PHILIP MORRIS INTERNAT	718172109	X			12/10/2014	4/6/2016		20,007	17,118						2,889
112 PHILIP MORRIS INTERNAT	718172109	X			12/10/2014	12/8/2016		6,263	6,021						242
113 PLAINS GP HOLDINGS LP	72857A207	X			8/10/2016	12/15/2016		5	4						1
114 REGIONS FINL CORP NEW	7591EP100	X			3/10/2015	10/24/2016		22,670	20,605						2,065
115 SCHLUMBERGER LTD	806857108	X			1/22/2015	4/5/2016		4,363	4,878						-515
116 SCHLUMBERGER LTD	806857108	X			1/22/2015	4/12/2016		12,064	13,007						-943
117 SCHLUMBERGER LTD	806857108	X			6/4/2015	4/12/2016		2,282	2,724						-482
118 SCHLUMBERGER LTD	806857108	X			8/26/2015	4/12/2016		1,508	1,384						124
119 SEMPR ENERGY	816851109	X			6/2/2015	1/6/2016		4,610	5,316						-706
120 SEMPR ENERGY	816851109	X			3/2/2015	17/2016		7,297	9,824						-1,527
121 SEMPR ENERGY	816851109	X			6/4/2015	17/2016		615	738						-121
122 STANLEY BLACK & DECKER	854502101	X			11/17/2016	12/7/2016		75	63						12
123 STANLEY BLACK & DECKER	854502804	X			12/10/2014	11/17/2016		16,800	19,864						-3,064
124 TAIWAN SEMICONDUCTOR M	874039100	X			6/27/2016	9/30/2016		5,479	6,728						-1,249
125 TEXAS INSTRUMENTS INC	882508104	X			4/12/2016	8/1/2016		4,203	3,498						705
126 UNITED PARCEL SERVICE CI	911312106	X			12/10/2014	9/16/2016		21,080	21,680						-600
127 US TREASURY NB 0.625% 8/	912830V88	X			2/11/2015	8/15/2016		200,000	200,446						-446
128 VALERO ENERGY CORP NEW	91913Y100	X			12/10/2014	4/5/2016		3,793	2,869						924
129 VALERO ENERGY CORP NEW	91913Y100	X			8/27/2015	10/28/2016		3,553	3,571						-18
130 VALERO ENERGY CORP NEW	91913Y100	X			6/4/2015	10/29/2016		1,776	1,725						51
131 VERIZON COMMUNICATIONS	92343V104	X			12/10/2014	17/2016		5,897	5,993						-96
132 VERIZON COMMUNICATIONS	92343V104	X			5/5/2015	7/2016		4,083	4,541						-458
133 VERIZON COMMUNICATIONS	92343V104	X			5/5/2015	8/30/2016		3,124	3,027						97
134 VERIZON COMMUNICATIONS	92343V104	X			2/3/2015	8/30/2016		521	478						43
135 YUM! BRANDS INC	92857M008	X			2/25/2013	3/10/2016		14,544	21,635						-7,091
136 YUM! BRANDS INC	92857M008	X			2/6/2015	17/2016		21,626	22,948						-1,322
137 YUM! BRANDS INC	92857M008	X			3/3/2015	17/2016		6,278	7,335						-1,057
138 ACCENTURE PLC-CLA	G1151C101	X			11/5/2016	10/7/2016		8,481	7,314						1,167
139 ACCENTURE PLC-CLA	G1151C101	X			2/4/2016	10/7/2016		3,834	3,369						465
140 NABORS INDUSTRIES LTD	66359F103	X			10/28/2016	12/1/2016		2,463	1,832						631

Totals		Capital Gains/Losses		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss	
Long Term CG Distributions	Short Term CG Distributions	Capital Gains	Losses	Gross Sales	Cost or Other Basis	Expenses, Depreciation and Adjustments	Net Gain or Loss	Capital Gains	Losses
9,701	0	1,559,224	0	1,559,224	1,588,463	0	-29,239	0	0

**Part I, Line 11 (990-PF) - Other Income**

		2,917	2,917	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	2,917	2,917	

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

		4,619	840	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	840	840		
2	PRIOR YEAR EXCISE TAX DUE	937			
3	ESTIMATED EXCISE PAYMENTS	2,842			

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

		257	7	0	250
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT EXPENSES	7	7		
2	STATE AG FILING FEE	250	0		250

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

		6,618,600	6,034,269	6,652,988
Asset Description		Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	
2	ALLERGAN PLC	0	12,827	13,861
3	EATON CORP PLC	0	28,842	29,520
4	INVESCO LTD	0	14,477	14,563
5	JOHNSON CTLS INTL PLC	0	14,307	13,593
6	INABORS INDUSTRIES LTD COM	0	11,308	17,384
7	ALLIED WORLD ASSURANCE COMPANY	0	13,820	20,410
8	BROADCOM LTD	0	18,933	26,516
9	AT&T INC	0	21,365	26,794
10	ABBOTT LABORATORIES	0	14,893	12,675
11	AGILENT TECHNOLOGIES INC	0	11,839	13,668
12	ALTRIA GROUP INC	0	21,763	27,724
13	AMERICAN TOWER CORP PFD	0	19,324	17,924
14	AMERICAN TOWER CORP PFD	0	16,257	17,034
15	ANADARKO PETROLEUM CORP CONV PF	0	24,300	24,811
16	APPLE COMPUTER INC COM	0	27,190	30,229
17	ARES CAP CORP	0	27,826	28,363
18	AUTOMATIC DATA PROCESSING INC COM	0	12,646	14,389
19	BRISTOL MYERS SQUIBB CO COM	0	24,886	22,792
20	INTEL CORPORATION	0	98,112	174,096
21	INTERCONTINENTALEXCHA 2.75% 12/01/12	0	101,446	101,014
22	INTERNATIONAL BUSINESS MACHINES C	0	240,000	199,188
23	J P MORGAN CHASE & CO	0	65,333	98,802
24	LLOYDS BANK PLC 2.3% 11/27/18	0	101,559	100,626
25	LOCKHEED MARTIN CORP	0	65,072	102,475
26	MARATHON OIL CORP	0	65,971	41,544
27	MARATHON PETROLEUM CORP	0	15,326	19,033
28	MERCK & CO INC	0	68,768	94,192
29	NEXTERA ENERGY INC	0	116,552	191,136
30	NORTHROP GRUMMAN CORP	0	13,142	46,516
31	PEPSICO INC	0	97,419	104,630
32	PFIZER INC 3.4% 5/15/24	0	101,394	103,363
33	PFIZER INC COM	0	106,375	127,516
34	PHILIP MORRIS INTERNATIONAL	0	65,427	70,447
35	PROCTER & GAMBLE CO COM	0	101,424	100,896
36	SPECTRA ENERGY CORP	0	27,542	38,460
37	STATE STREET CORP 3.1% 5/15/23	0	99,088	99,804
38	DREYFUS INTENATION STOCK-Y	0	75,000	71,807
39	TIME WARNER INC.	0	50,076	57,918
40	TRAVELERS COS INC	0	58,011	88,632
41	VERIZON COMMUNICATIONS INC	0	97,386	106,760
42	VIRTUS EMERGING MKTS OPPOR-I	0	75,811	69,908
43	WELLS FARGO COMPANY 5.625% 12/11/1	0	110,629	103,676
44	WELLS FARGO & CO NEW	0	91,043	99,198
45	YUM BRANDS INC	0	72,160	79,162
46	YUM CHINA HOLDINGS INC	0	28,577	32,650

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	CME GROUP INC		0	14,319	17,302
48	CSX CORP COM		0	21,081	25,870
49	CHEVRONTEXACO CORP		0	11,378	16,596
50	COMCAST CORP NEW CL A		0	19,090	23,477
51	DOW CHEMICAL COMPANY COMMON		0	25,454	30,899
52	DUPONT FABROS TECHNOLOGY INC		0	14,798	15,376
53	EXELON CORP CONV PFD		0	24,336	22,269
54	GALLAGHER ARTHUR J & CO		0	25,984	28,058
55	GENERAL ELECTRIC CO		0	29,415	36,340
56	HALLIBURTON COMPANY COM		0	10,867	16,768
57	HESS CORP PFD		0	22,225	23,571
58	INTEL CORPORATION		0	32,244	34,456
59	JOHNSON & JOHNSON COM		0	14,715	17,051
60	KLA TENCOR CORP		0	11,761	13,376
61	KOHL'S CORP		0	10,693	10,370
62	ELI LILLY & CO COM		0	26,226	23,536
63	LOCKHEED MARTIN CORP		0	25,825	33,992
64	LOWES COMPANIES INC COM		0	18,409	19,202
65	MARATHON PETROLEUM CORP		0	14,957	19,133
66	MATTEL INC		0	14,865	13,775
67	MC DONALDS CORPORATION COMMON		0	25,422	29,943
68	MERCK & CO INC		0	25,906	26,492
69	CONOCOPHILLIPS		0	15,266	16,045
70	CORNING INC COM		0	12,868	15,047
71	DISNEY (WALT) COMPANY HOLDING CO		0	25,979	27,514
72	DOMINION RESOURCES INC CONV PFD		0	22,738	22,026
73	MICROSOFT CORP COM		0	9,990	14,292
74	MONDELEZ INTERNATIONAL INC		0	18,231	17,732
75	NAVIENT CORP WID		0	26,431	20,209
76	NEW RESIDENTIAL INVESTMENT		0	25,502	30,182
77	NUCOR CORP		0	12,907	14,285
78	PPG INDUSTRIES INC		0	18,964	18,952
79	PACWEST BANCORP DEL		0	14,431	17,965
80	PEPSICO INC		0	23,950	25,844
81	PFIZER INC COM		0	24,973	25,334
82	PHILIP MORRIS INTERNATIONAL		0	28,322	30,283
83	PLAINS GP HOLDINGS LP		0	18,811	22,265
84	PROCTER & GAMBLE CO COM		0	29,878	29,428
85	QUALCOMM INC		0	24,982	25,428
86	SEMPRA ENERGY		0	12,125	12,379
87	SOUTHWESTERN ENERGY CO CONV PFD		0	10,332	8,914
88	STANLEY BLACK & DECKER INC		0	16,737	19,497
89	STARWOOD PROPERTY TRUST INC		0	33,354	30,950
90	TAIWAN SEMICONDUCTOR ADR		0	13,033	16,100
91	TEXAS INSTRUMENTS INC		0	13,994	17,513
92	TIME WARNER INC		0	40,289	46,334

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	6,618,600	6,034,269	6,652,988
93	UNITED HEALTH GROUP INC		0	13,724			16,484
94	VALERO ENERGY CORP NEW		0	20,514			27,328
95	VERIZON COMMUNICATIONS INC		0	11,422			12,811
96	WAL MART STORES INC		0	14,758			13,824
97	WELLS FARGO & CO NEW		0	23,625			27,004
98	WESTERN DIGITAL CORP		0	12,386			14,270
99	INVESCO LTD		0	101,475			75,850
100	AFLAC INC		0	100,640			111,360
101	AT&T INC		0	103,316			127,590
102	AMAZON COM INC		0	95,770			98,959
103	ANHEUSER-BUSCH INBEV 2.65% 2/01/21		0	101,771			100,575
104	APPLE COMPUTER INC COM		0	114,153			160,990
105	ASHLAND GLOBAL HOLDINGS INC		0	60,936			87,432
106	BNY MELLON INCOME STK FD CL M		0	185,327			179,207
107	BNY MELLON INTL EQUITY INCOME FUND		0	100,000			82,124
108	CENTURYTEL INC		0	36,195			23,780
109	CHEVRONTEXACO CORP		0	117,783			117,700
110	CITIGROUP INC		0	53,516			75,357
111	COMCAST CORP		0	99,430			101,055
112	COMCAST CORP NEW CL A		0	49,840			62,145
113	DFA EMERG MKTS CORE EQUITY		0	75,000			66,024
114	DOMINION RES INC VA NEW		0	152,202			194,232
115	DOW CHEMICAL COMPANY COMMON		0	98,076			114,440
116	DREYFUS FLOATING RATE INC-Y		0	62,000			60,856
117	DREYFUS OPP FIXED INCOME-Y		0	100,000			84,897
118	DREYFUS PREM LT TRM HI YLD-R		0	60,000			64,014
119	DREYFUS/NEWTON INTERN EQTY-Y		0	76,289			65,563
120	DUKE ENERGY CORP NEW COM		0	95,942			100,906
121	EXELON CORP		0	61,549			66,508
122	EXXON MOBIL CORP		0	142,313			144,416
123	GENERAL ELECTRIC CO		0	115,850			158,000
124	HSBC USA INC		0	98,964			99,218

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

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

<b>1</b>	PURCHASE OF ACCRIED INTEREST CARRIED OVER FROM PRIOR YEAR	<b>1</b>	<u>94</u>
<b>2</b>	Total	<b>2</b>	<u>94</u>

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

<b>1</b>	PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	<b>1</b>	<u>1,409</u>
<b>2</b>	SALES COST BASIS ADJUSTMENT	<b>2</b>	<u>121</u>
<b>3</b>	COST BASIS ADJUSTMENT	<b>3</b>	<u>147</u>
<b>4</b>	Total	<b>4</b>	<u>1,677</u>

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

Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/16	Adjusted Basis as of 12/31/16	Excess of FMV Over Adjusted Basis	Amount	
													Long Term CG Distributions	Short Term CG Distributions
					1,553,523		0	1,588,463	-34,940		0	0	0	-34,940
139 ACCENTURE PLC-CL A	G1151C101		2/4/2016	10/7/2016	3,834		0	3,969	465		0	0	0	465
140 NABORS INDUSTRIES LTD	G6339F103		10/28/2016	12/1/2016	2,463		0	1,832	631		0	0	0	631

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	BNY Mellon, N A	X	P O Box 185	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	77,658	NONE	NONE
2	BNY Mellon, N A	X	P O Box 185	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-4,684	N/A	N/A
3	J NEWTON NASH		230 PARK AVE, RM 1000	NEW YORK	NY	10169-1099		CO-TRUSTEE	5 00	12,864	NONE	NONE

85,836

0

0

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

	<u>Date</u>	<u>1</u>	<u>Amount</u>
1 Credit from prior year return		1	331
2 First quarter estimated tax payment	<u>5/10/2016</u>	2	406
3 Second quarter estimated tax payment	<u>6/9/2016</u>	3	406
4 Third quarter estimated tax payment	<u>9/9/2016</u>	4	406
5 Fourth quarter estimated tax payment	<u>12/8/2016</u>	5	1,624
6 Other payments		6	
7 Total		7	3,173

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	228,992
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	228,992

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

Recipient(s) paid during the year

**Name**  
 COMMUNITY FUNDS INC

**Street**  
 909 THIRD AVE

<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10022	<b>Foreign Country</b>
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<b>Relationship</b> NONE	<b>Foundation Status</b> PC
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<b>Purpose of grant/contribution</b> GENERAL OPERATING PURPOSES	<b>Amount</b> 340,265
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**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Attachment to Form 990PF Part VIII, Column (b) Title and Average Hours Per Week Devoted To Position**

The compensation reported in column (b) paid to BNY Mellon, N.A. as Corporate Trustee is calculated based on market value and current fee schedule. It is not determined on an hourly basis. Corporate Trustee services include administrative responsibilities, grant requirements, recordkeeping, investment management, income collection, statement and accounting services, and regulatory reporting.