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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 **DUDLEY FAMILY FOUNDATION**

C/O WILLIAM N DUDLEY JR.

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

Room/suite

1390 CHAIN BRIDGE RD STE 1163

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

MCLEAN, VA 22101

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ 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) ▶ \$ 29,614,014.

J Accounting method

☒ Cash ☐ Accrual☐ Other (specify)

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

A Employer identification number

47-2161892

B Telephone number (see instructions)

() -

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.☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc. received (attach schedule)	19,890,201.			
	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	235,759.	235,759.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	444,147.			
	b	Gross sales price for all assets on line 6a	4,634,877.			
	7	Capital gain net income (from Part IV, line 2)		444,147.		
	8	Net short-term capital gain.				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				JUN 03 2017
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	20,570,107.	679,906.		
	13	Compensation of officers, directors, trustees, etc.	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	17,000.			17,000.
	c	Other professional fees (attach schedule) [2]	77,873.	77,873.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [3]	95,593.	3,593.		92,000.
	19	Depreciation (attach schedule) and depletion.				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	Total operating and administrative expenses. Add lines 13 through 23.	190,466.	81,466.		109,000.
	25	Contributions, gifts, grants paid	335,281.			335,281.
	26	Total expenses and disbursements. Add lines 24 and 25	525,747.	81,466.	0.	444,281.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	20,044,360.			
	b	Net investment income (if negative, enter -0-)		598,440.		
	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		240,369.	84,203.	84,203.
	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 ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)		1,463,379.	1,670,482.	1,671,181.
	b	Investments - corporate stock (attach schedule) ATCH 4		4,184,959.	15,348,199.	24,028,529.
	c	Investments - corporate bonds (attach schedule) ATCH 5		4,058,397.	3,828,482.	3,827,624.
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 6			2,500.	2,477.	
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)		9,947,104.	20,933,866.	29,614,014.	
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)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		9,947,104.	20,933,866.	
	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				
	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)		9,947,104.	20,933,866.	
31	Total liabilities and net assets/fund balances (see instructions)		9,947,104.	20,933,866.		

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	9,947,104.
2	Enter amount from Part I, line 27a	2	20,044,360.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	29,991,464.
5	Decreases not included in line 2 (itemize) ▶ ATCH 7	5	9,057,598.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,933,866.

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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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	444,147.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

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

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			
2014			
2013			
2012			
2011			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4
5 Multiply line 4 by line 3.			5
6 Enter 1% of net investment income (1% of Part I, line 27b).			6
7 Add lines 5 and 6.			7
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8

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	11,969.
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	11,969.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,969.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 7,693.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 20,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	27,693.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	83.	
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	15,641.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 15,641. 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) ☐ DE, _____		
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

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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).	☐	☒
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)	☐	☒
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	☒	☐
14 The books are in care of <u>SUSAN SHAPIRO</u> Telephone no <u></u> Located at <u>1390 CHAIN BRIDGE RD STE 1163 MCLEAN, VA</u> ZIP+4 <u>22101</u>		
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 <u>15</u>		
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 <u></u>	☐	☒

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	☒
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	☒
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 <u></u>		
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 <u></u>		
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	☒
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	☒

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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)? ☐ **5b**

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0.	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				

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

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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 ▶

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	N/A	
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	NONE	
2		
All other program-related investments See instructions		
3	NONE	
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	10,272,276.
b	Average of monthly cash balances	1b	65,870.
c	Fair market value of all other assets (see instructions)	1c	1,093,730.
d	Total (add lines 1a, b, and c)	1d	11,431,876.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,431,876.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	171,478.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,260,398.
6	Minimum investment return. Enter 5% of line 5	6	563,020.

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	563,020.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	11,969.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,969.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	551,051.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	551,051.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	551,051.

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	444,281.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	444,281.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	444,281.

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				551,051.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			311,955.	
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
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 ▶ \$ <u>444,281.</u>				
a Applied to 2015, but not more than line 2a			311,955.	
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.				132,326.
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				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				418,725.
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	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

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)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 9

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 10				
Total			3a	335,281.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

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	235,759.	
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	444,147.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				679,906.	
13	Total. Add line 12, columns (b), (d), and (e)					679,906.

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

[illegible]

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

		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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

SCOTT A TORGAN

Preparer's signature

Date _____

Check		
-------	--	--

self-employed

PTIN	
------	--

P00286244

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's EIN ▶ 13-4008324

Firm's address ► THREE EMBARCADERO CENTER

94111

Phone no 415-498-5000

Form **990-PF** (2016)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2016

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990**Name of the organization**

DUDLEY FAMILY FOUNDATION

C/O WILLIAM N DUDLEY JR.

Employer identification number

47-2161892

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **DUDLEY FAMILY FOUNDATION**
C/O WILLIAM N DUDLEY JR.

Employer identification number

Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM AND MARTHA DUDLEY 1390 CHAIN BRIDGE RD STE 1163 MCLEAN, VA 22101	\$ 19,890,201.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **DUDLEY FAMILY FOUNDATION**
C/O WILLIAM N DUDLEY JR.

Employer identification number

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P r o p e r t y	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
24,448.		GOLDMAN SACHS #62577 PROPERTY TYPE: SECURITIES 24,557.				P	VAR -109.	VAR
1,916,214.		GOLDMAN SACHS #63524 PROPERTY TYPE: SECURITIES 1,856,513.				P	VAR 64,448.	VAR
62,250.		GOLDMAN SACHS #63525 PROPERTY TYPE: SECURITIES 74,156.				P	VAR -11,906.	VAR
16,679.		GOLDMAN SACHS #63527 PROPERTY TYPE: SECURITIES 15,123.				P	VAR 1,556.	VAR
14,827.		GOLDMAN SACHS #63524 PROPERTY TYPE: SECURITIES 14,913.				P	VAR -79.	VAR
229.		GOLDMAN SACHS #63527 PROPERTY TYPE: SECURITIES 216.				P	VAR 13.	VAR
883,450.		GOLDMAN SACHS #62577 PROPERTY TYPE: SECURITIES 878,629.				P	VAR 5,077.	VAR
424,164.		GOLDMAN SACHS #63524 PROPERTY TYPE: SECURITIES 414,750.				P	VAR 11,613.	VAR
250,000.		GOLDMAN SACHS #63525 PROPERTY TYPE: SECURITIES 249,885.				P	VAR 115.	VAR
693,724.		GOLDMAN SACHS #63527 PROPERTY TYPE: SECURITIES 444,379.				P	VAR 254,681.	VAR
14,659.		GOLDMAN SACHS #63524 PROPERTY TYPE: SECURITIES 15,264.				P	VAR -605.	VAR
214,748.		GOLDMAN SACHS #63526 PROPERTY TYPE: SECURITIES 214,497.				P	VAR 251.	VAR

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
477.		GOLDMAN SACHS #63527 PROPERTY TYPE: SECURITIES 393.				P	VAR 84.	VAR
7.		GOLDMAN SACHS #63524 PROPERTY TYPE: SECURITIES				P	VAR 7.	VAR
6,691.		CAPITAL GAIN DISTRIBUTIONS PROPERTY TYPE: SECURITIES				P	VAR 6,691.	VAR
44,924.		SECTION 1256 CONTRACT PROPERTY TYPE: SECURITIES				P	VAR 44,924.	VAR
67,386.		SECTION 1256 CONTRACT PROPERTY TYPE: SECURITIES				P	VAR 67,386.	VAR
TOTAL GAIN(LOSS)							<u>444,147.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS #62577	111,647.	111,647.
GOLDMAN SACHS #62836	572.	572.
GOLDMAN SACHS #63524	50,248.	50,248.
GOLDMAN SACHS #63525	55,951.	55,951.
GOLDMAN SACHS #63526	15,025.	15,025.
GOLDMAN SACHS #63527	2,169.	2,169.
GOLDMAN SACHS #66544	147.	147.
TOTAL	<u>235,759.</u>	<u>235,759.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	77,873.	77,873.
TOTALS	<u>77,873.</u>	<u>77,873.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES	3,593.	3,593.	
TAXES	92,000.		92,000.
TOTALS	<u>95,593.</u>	<u>3,593.</u>	<u>92,000.</u>

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS PORTFOLIO	4,184,959.	15,348,199.	24,028,529.
TOTALS	<u>4,184,959.</u>	<u>15,348,199.</u>	<u>24,028,529.</u>

ATTACHMENT 5FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENTS - BONDS	4,058,397.	3,828,482.	3,827,624.
TOTALS	<u>4,058,397.</u>	<u>3,828,482.</u>	<u>3,827,624.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRIVATE EQUITY	2,500.	2,477.
TOTALS	<u>2,500.</u>	<u>2,477.</u>



Statement Detail
DUDLEY FAMILY FOUNDATION INVESTMENT ACCT
Holdings

Period Ended December 31, 2016

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Unit Cost	Adjusted Cost / Original Cost
DEPOSITS & MONEY MARKET FUNDS			
DEPOSITS			
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	24,855 55	1 0000	24,855 55

FIXED INCOME

	Quantity	Contributions/ Distributions To Date	Net Contribution To Date
OTHER FIXED INCOME			
EATON VANCE INCOME FUND OF BOSTON			
EATON VANCE GROUP EATON VANCE INCM FD OF BOSTON MUTUAL FUND CLASS I SHARES	80,183 933		

	Quantity / Current Face	Unit Cost	Adjusted Cost / Original Cost
GS HIGH YIELD FUND			
GS HIGH YIELD FUND INSTITUTIONAL SHARES	70,405 063	6 7121	472,566 25
TOTAL OTHER FIXED INCOME			937,610.96

PUBLIC EQUITY

	Quantity	Unit Cost	Cost Basis
US EQUITY			
US EQUITY STRUCTURED PRODUCTS			
CREDIT SUISSE AG LINKED TO S&P 500 INDEX CNTNGT CPN W/ BUFFER STRUCTURED NOTE DUE 09/28/2017 (OCSPE33)	285,000 00	100 0000	285,000 00

DUDLEY FAMILY FOUNDATION INVESTMENT ACCT Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)			
	Quantity	Contributions/ Distributions To Date	Net Contribution To Date
NON-US EQUITY			
DODGE & COX INTERNATIONAL STOCK FUND			
DODGE & COX INTERNATIONAL STOCK FUND (DODFX)	11,607 695		
	Quantity	Unit Cost	Cost Basis
FTSE DEVELOPED ALL CAP EX US INDEX FUND (VANGUARD)			
VANGUARD FTSE DEVELOPED MKTS CMN ETF (VEA)	11,000 00	36 5364	401,900 38
MSCI EAFE HEDGED EQUITY INDEX FUND (DB X-TRACKERS)			
DEUTSCHE X-TRACKERS MSCI EAFE EQUITY ETF (DBEF)	30,500 00	27 7129	845,243 15
FTSE EMERGING MARKETS INDEX FUND (VANGUARD)			
VANGUARD FTSE EMERGING MKTS ETF (VWO)	6,800 00	39 4209	268,061 81
NON-US EQUITY STRUCTURED PRODUCTS			
JPMORGAN CHASE & CO LINKED TO GSCBMX13 UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 05/03/2018 (OJBSKE11)	201,000 00	100 0000	201,000 00
TOTAL NON-US EQUITY			2,191,761.11
TOTAL PUBLIC EQUITY			2,476,761.11
		Adjusted Cost / Original Cost	
TOTAL PORTFOLIO			3,439,227.62



Period Ended December 31, 2016

	Quantity	Unit Cost	Adjusted Cost / Original Cost
DEPOSITS & MONEY MARKET FUNDS			
DEPOSITS			
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	0.15	1.0000	0.15
ALTERNATIVE INVESTMENTS			

	Commitment	Net Contributions/ (Distributions) Since Inception	Latest Cap Statement Value/ Statement Date
PRIVATE EQUITY			
VINTAGE VII LP	250,000 00	2,500 00	2,477 00
Closing Date Aug. 2016 ¹⁰			Sep 30, 2016
			Adjusted Cost / \$ Original Cost
TOTAL PORTFOLIO			2,500.15



Statement Detail
@DUDLEY FAMILY FOUNDATION CUSTODY
Holdings

Period Ended December 31, 2016

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Unit Cost	Adjusted Cost / Original Cost
DEPOSITS & MONEY MARKET FUNDS			
DEPOSITS			
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	59,346 85	1 0000	59,346 85

PUBLIC EQUITY

	Quantity	Unit Cost	Cost Basis
US EQUITY			
US STOCKS			
3M COMPANY CMN (MMM)	2,000 00	82 7250	165,449 95
ACTIVISION BLIZZARD INC CMN (ATVI)	1,946 00	25 4294	49,485 62
ADOBE SYSTEMS INC CMN (ADBE)	993 00	60 9827	60,555 83
ADVANSIX INC CMN (ASIX)	43 00	11 8305	508 71
AIR PRODUCTS & CHEMICALS INC CMN (APD)	60 00	74 4570	4,467 42
ALEXION PHARMACEUTICALS INC CMN (ALXN)	214 00	57 7005	12,347 90
ALLSTATE CORPORATION COMMON STOCK (ALL)	1,764 00	34 8182	61,419 29
ALPHABET INC CMN CLASS A (GOOGL)	54 00	453 5096	24,489 52
ALPHABET INC CMN CLASS C (GOOG)	110 00	512 8828	56,417 11
AMAZON COM INC CMN (AMZN)	287 00	235 4263	67,567 36
AMPHENOL CORP CL-A (NEW) CMN CLASS A (APH)	578 00	33 3513	19,277 03
ANTHEM, INC CMN (ANTM)	100 00	63 8551	6,385 51
APPLE INC CMN (AAPL)	12,819 00	76 0952	975,464 33
ARCONIC INC CMN (ARNC)	1 00	13 3700	13 37
ATHENAHEALTH, INC CMN (ATHN)	149 00	55 0613	8,204 13
ATMOS ENERGY CORPORATION CMN (ATO)	193 00	45 1755	8,718 88
AUTOZONE, INC CMN (AZO)	20 00	351 7625	7,035 25



Statement Detail

@DUDLEY FAMILY FOUNDATION CUSTODY

Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

US EQUITY	Quantity	Unit Cost	Cost Basis
US STOCKS			
AVERY DENNISON CORPORATION CMN (AVY)	58 00	41 3124	2,396 12
BALL CORPORATION CMN (BLI)	60 00	47 5092	2,850 55
BANK OF AMERICA CORP CMN (BAC)	5,000 00	14 7054	73,526 85
BARD C R INC N J CMN (BCR)	70 00	131 2173	9,185 21
BB&T CORPORATION CMN (BBT)	280 00	29 8242	8,350 77
BEACON ROOFING SUPPLY, INC CMN (BECN)	736 00	23 2559	17,116 36
BECTON DICKINSON & CO CMN (BDX)	20 00	73 5490	1,470 98
BERKSHIRE HATHAWAY INC CLASS B (BRKB)	80 00	104 7539	8,380 31
BEST BUY CO INC CMN SERIES (BBY)	300 00	22 4102	6,723 07
BIO TECHNE CORP CMN (TECH)	276 00	69 9276	19,300 01
BIOMER INC CMN (BIB)	58 00	142 5910	9,696 19
BIOMARIN PHARMACEUTICAL INC CMN (BMRN)	213 00	58 3514	12,428 85
BLACKROCK, INC CMN (BLK)	35 00	177 7143	6,220 00
BOEING COMPANY CMN (BA)	4,426 00	71 7484	317,558 50
BOSTON SCIENTIFIC CORP COMMON STOCK (BSX)	2,674 00	10 0705	26,928 59
BRIGHT HORIZONS FAMILY SOL INC CMN (BFAM)	309 00	41 2645	12,750 74
BRISTOL-MYERS SQUIBB COMPANY CMN (BMY)	60 00	38 6325	2,317 95
BROADRIDGE FINANCIAL SOLUTIONS IN CMN (BRI)	104 00	21 4763	2,233 53
BROWN FORMAN CORP CL B CMN CLASS B (BFB)	376 00	30 9754	11,646 74
BWX TECHNOLOGIES, INC CMN (BWXT)	116 00	17 0230	1,974 67
CA, INC CMN (CA)	40 00	21 8515	874 06
CABOT MICROELECTRONICS CORP CMN (CCMP)	563 00	38 6893	21,782 07
CADENCE DESIGN SYSTEMS INC CMN (CDNS)	319 00	15 9673	5,093 57
CALERES INC CMN (CAL)	499 00	20 3400	10,149 67
CARDINAL HEALTH INC CMN (CAH)	60 00	42 9437	2,576 62
CARNIVAL CORPORATION CMN (CCL)	400 00	32 9196	13,167 82
CASS INFORMATION SYSTEMS INC CMN (CASS)	460 00	38 6753	17,790 63



Statement Detail
@DUDLEY FAMILY FOUNDATION CUSTODY
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
US STOCKS			
CBRE GROUP INC CMN (CBG)	100 00	15 5743	1,557 43
CBS CORPORATION CMN CLASS B (CBS)	220 00	37 9527	8,349 59
CDK GLOBAL INC CMN (CDK)	102 00	21 3451	2,177 20
CELGENE CORPORATION CMN (CELG)	797 00	63 5995	50,688 78
CERNER CORP CMN (CERN)	28 00	29 1779	816 98
CHEESECAKE FACTORY INCORPORATE CMN (CAKE)	350 00	29 6809	10,388 30
CHEMED CORP CMN (CHE)	331 00	73 3440	24,276 85
CHEVRON CORPORATION CMN (CVX)	290 00	57 8900	16,788 10
CONAGRA BRANDS INC CMN (CAG)	300 00	20 9098	6,272 95
CONOCOPHILLIPS CMN (COP)	275 00	26 9060	7,399 16
COSTAR GROUP, INC CMN (CSGP)	131 00	62 6099	8,201 90
COSTCO WHOLESALE CORPORATION CMN (COST)	242 00	83 0474	20,097 48
DEANS FOODS CO CMN (DF)	1,004 00	14 3481	14,405 52
DIGI INTERNATIONAL, INC CMN (DGII)	516 00	8 8819	4,583 08
FACEBOOK, INC CMN CLASS A (FB)	1,581 00	50 1087	79,221 82
FINANCIAL ENGINES, INC CMN (FNGN)	497 00	23 1471	11,504 10
FIRST HORIZON NATIONAL CORP CMN (FHN)	1,950 00	12 9945	25,339 32
FIRST MIDWEST BANCORP INC DEL CMN (FMBI)	1,004 00	17 1717	17,240 35
FORWARD AIR CORPORATION CMN (FWRD)	176 00	31 9432	5,622 01
GENERAL ELECTRIC CO CMN (GE)	21,000 00	18 7090	392,889 75
GENTEX CORP CMN (GNTX)	1,300 00	11 5303	14,989 45
GRAND CANYON EDUCATION, INC CMN (LOPE)	1,124 00	22 6955	25,509 71
HALLIBURTON COMPANY CMN (HAL)	2,721 00	34 8296	94,771 26



Statement Detail
@DUDLEY FAMILY FOUNDATION CUSTODY
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
US STOCKS			
IBERIABANK CORPORATION CMN (IBKC)	393 00	51 3166	20,167 41
ILLUMINA, INC CMN (ILMN)	77 00	73 1017	5,628 83
INTEL CORPORATION CMN (INTC)	3,374 00	20 0824	67,758 12
INTERDIGITAL INC CMN (IDCC)	647 00	51 4507	33,288 62
JPMORGAN CHASE & CO CMN (JPM)	4,000 00	41 0762	164,304 95
L BRANDS, INC CMN (LB)	1,000 00	36 0076	36,007 62
LOWES COMPANIES INC CMN (LOW)	2,265 00	46 2437	104,742 02
MANTECH INTERNATIONAL CORP CMN CLASS A (MANT)	122 00	29 4320	3,590 70
MARSH & MCLENNAN CO INC CMN (MMC)	1,672 00	45 2458	75,650 97
MASTERCARD INCORPORATED CMN CLASS A (MA)	1,082 00	30 8304	33,358 49
MAXIMUS INC CMN (MMS)	513 00	19 0711	9,783 48
MC DONALDS CORP CMN (MCD)	2,000 00	77 9040	155,807 95
MENTOR GRAPHICS CORP CMN (MENT)	927 00	22 4936	20,851 56
MICROSOFT CORPORATION CMN (MSFT)	2,000 00	26 4445	52,888 90
MOBILE MINI INC CMN (MINI)	405 00	18 0165	7,296 68
MOTOROLA SOLUTIONS INC CMN (MSI)	428 00	31 4629	13,466 12
NEOGEN CORP CMN (NEOG)	462 00	24 5717	11,352 12
NETFLIX COM INC CMN (NFLX)	436 00	59 3363	25,870 64
NEXTERA ENERGY, INC CMN (NEE)	2,000 00	50 5040	101,007 95
NORTHERN TRUST CORP CMN (NTRS)	3,000 00	54 6527	163,958 00
NORTHROP GRUMMAN CORP CMN (NOC)	716 00	116 4655	83,389 32
NORTHWEST BANCSHARES INC CMN (NWBII)	1,384 00	12 2134	16,903 38
O'REILLY AUTOMOTIVE INC CMN (ORLY)	217 00	145 3610	31,543 33
PEGASYS SYSTEMS INC CMN (PEGA)	1,284 00	21 4093	27,489 57
PHILLIPS 66 CMN (PSX)	3,200 00	31 2637	100,043 76
PLANTRONICS INC CMN (PLT)	186 00	32 3252	6,012 48
PORTLAND GENERAL ELECTRIC CO CMN (POR)	376 00	24 0513	9,043 29

@DUDLEY FAMILY FOUNDATION CUSTODY

Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

US EQUITY

US STOCKS

	Quantity	Unit Cost	Cost Basis
POWER INTEGRATIONS INC CMN (POWI)	394 00	38 0374	14,986 72
PRA GROUP INC CMN (PRAA)	336 00	22 9830	7,722 28
PRICELINE GROUP INC/THE CMN (PCLN)	47 00	519 0149	24,393 70
QUEST DIAGNOSTICS INCORPORATED CMN (DIGX)	1,382 00	53 4334	73,844 93
RAYTHEON CO CMN (RTN)	1,128 00	93 8726	105,888 29
RED HAT, INC. CMN (RHT)	270 00	44 5762	12,035 57
SALESFORCE COM, INC CMN (CRM)	706 00	31 6069	22,314 47
SHIRE LIMITED SPONSORED ADR CMN (SHPG)	140 00	90 5983	12,683 76
SOUTHWEST AIRLINES CO CMN (LUV)	1,000 00	15 7580	15,758 00
SPLUNK INC CMN (SPLK)	374 00	30 7563	11,502 87
SPS COMMERCE CMN (SPSC)	489 00	23 6753	11,577 21
STARBUCKS CORP CMN (SBUX)	4,598 00	17 6415	81,115 46
TESLA MOTORS, INC CMN (TSLA)	69 00	127 3130	8,784 60
TETRA TECH INC (NEW) CMN (TTEK)	625 00	27 3383	17,086 41
THE BANK OF NY MELLON CORP CMN (BK)	3,234 00	27 4617	88,811 24
THE KRAFT HEINZ CO CMN (KHC)	1,705 00	53 5710	91,338 53
THE TRAVELERS COMPANIES, INC CMN (TRV)	400 00	52 3700	20,948 00
TJX COMPANIES INC (NEW) CMN (TJX)	121 00	41 9547	5,076 52
ULTIMATE SOFTWARE GROUP INC CMN (ULTI)	280 00	71 7279	20,083 80
UNITED COMMUNITY BANKS INC CMN (UCBI)	1,225 00	17 4328	21,355 21
UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK (UPS)	2,000 00	68 8340	137,667 95
WALGREENS BOOTS ALLIANCE, INC. CMN (WBA)	3,000 00	53 8067	161,419 95
WASTE MANAGEMENT INC CMN (WM)	2,402 00	42 0110	100,910 38
WEBSTER FINANCIAL CORP CMN (WBS)	644 00	25 9916	16,738 56



Statement Detail
@DUDLEY FAMILY FOUNDATION CUSTODY
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
US STOCKS			
WELLS FARGO & CO (NEW) CMN (WFC)	2,000 00	28 3330	56,666 00
WESTAMERICA BANCORP CMN (WABC)	114 00	43 2133	4,926 32
WGL HDGS INC CMN (WGL)	221 00	46 1968	10,209 49
WINTRUST FINANCIAL CORP CMN (WTRF)	364 00	38 3679	13,965 91
WPP PLC ADR CMN (WPPGY)	239 00	63 3184	15,133 09
TOTAL US STOCKS			5,561,540 21
US REAL ESTATE SECURITIES (PUBLIC)			
CROWN CASTLE INTL CORP CMN (CCI)	180 00	52 2761	9,409 69
CYRUSONE INC CMN (CONE)	355 00	30 3159	10,762 15
TOTAL US REAL ESTATE SECURITIES (PUBLIC)			20,171 84
TOTAL US EQUITY			5,581,712.05
NON-US EQUITY			
NON-US STOCKS			
AIA GROUP LIMITED SPONSORED ADR CMN SERIES (AAGIY)	520 00	13 8740	7,214 48
ALLIANZ SE ADR CMN (AZSEY)	20 00	10 8000	216 00
ALLIED WORLD ASSURANCE COMPANY CMN (AWH)	178 00	25 1102	4,469 61
ANHEUSER-BUSCH INBEV SPONSORED ADR CMN (BUD)	20 00	67 7015	1,354 03
AON PLC CMN (AON)	276 00	64 9300	17,920 69
ASML HOLDING N V ADR CMN (ASML)	218 00	67 8608	14,793 65
AVIVA PLC SPONSORED ADR CMN (AVVIY)	400 00	8 4352	3,374 06
BAIDU, INC SPONSORED ADR CMN (BIDU)	21 00	94 1724	1,977 62
BARRICK GOLD CORPORATION CMN (ABX)	2,590 00	7 3265	18,975 64
BROADCOM LIMITED CMN (AVGO)	644 00	79 7215	51,340 65
BROOKFIELD ASSET MANAGEMENT IN CMN (BAM)	390 00	21 3220	8,315 57
BT GROUP PLC ADR CMN (BT)	40 00	15 9108	636 43



Statement Detail

@DUDLEY FAMILY FOUNDATION CUSTODY
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
NON-US EQUITY			
NON-US STOCKS			
CANADIAN NATIONAL RAILWAY CO. CMN (CNI)	134 00	37 4800	5,022 32
CANADIAN PACIFIC RAILWAY LTD CMN (CP)	60 00	74 4748	4,468 49
CARNIVAL PLC ADR CMN (CUK)	710 00	37 9023	26,910 66
CGI GROUP INC CMN CLASS A (GIB)	360 00	31 5721	11,365 96
CHUBB LTD CMN (CB)	20 00	84 8715	1,697 43
CRH PLC SPON ADR CMN (CRH)	1,350 00	20 0972	27,131 24
CSL LIMITED SPONSORED ADR CMN (CSLLY)	155 00	17 0750	2,646 63
DASSAULT SYSTEMES SPONSORED ADR CMN (DASTY)	208 00	38 3600	7,978 89
GILDAN ACTIVEWEAR INC CMN (GIL)	120 00	13 2958	1,595 49
GRUPO TELEvisa, S.A. GDS REP 5 CPO'S REP 1 L SHARE, 1 A SHARE AND 1 D SHARE (TV)	197 00	20 5290	4,044 21
HSBC HOLDINGS PLC SPONSORED ADR CMN (HSBC)	32 00	1 0213	32 68
IMAX CORPORATION CMN (IMAX)	39 00	21 2303	827 98
ING GROEP N.V. SPONS ADR SPONSORED ADR CMN (ING)	700 00	7 7189	5,403 21
INTERCONTINENTAL HOTELS GROUP SPONSORED ADR CMN (IHG)	15 00	29 7253	445 88
KONINKLIJKE AHOLD N.V. SPONSORED ADR CMN (ADRNV)	985 00	11 5643	11,390 81
KONINKLIJKE PHILIPS N.V. ADR CMN (PHG)	418 00	19 5296	8,163 39
KUBOTA CORP ADR CMN (KUBTY)	100 00	45 2733	4,527 33
L'OREAL CO (ADR) ADR CMN (LRLCY)	281 00	23 3420	6,559 09
LLOYDS BANKING GROUP PLC SPONSORED ADR CMN (LYG)	920 00	1 8900	1,738 76
LUXOTTICA GROUP ADS(SPONSORED) REPRESENT THE RIGHT TO RECEIVE ONE ORDINARY SHARES (LUX)	60 00	33 4938	2,009 63
MAGNA INTERNATIONAL INC CMN (MGA)	437 00	25 4303	11,113 06
MANULIFE FINANCIAL CORP CMN (MFC)	740 00	10 6665	7,893 24



Statement Detail
@DUDLEY FAMILY FOUNDATION CUSTODY
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
NON-US EQUITY			
NON-US STOCKS			
MITSUBISHI UFJ FINL GROUP, INC SPONSORED ADR CMN (MTU)	4,380 00	4 4307	19,406 39
MONOTARO CO LTD ADR CMN (MONDY)	224 00	11 6543	2,610 57
NICE SYSTEMS LTD 1 ADR REPRESENTS 1 ORD SH (NICE)	334 00	37 0846	12,386 27
NIDEC CORPORATION SPONSORED ADR (NJDY)	1,080 00	7 6750	8,288 98
NIPPON TELEG & TEL SPON ADR SPONSORED ADR CMN (1 ADR = 1/2 COMMON SHS) (NIT)	1,380 00	22 2092	30,648 64
NOKIA CORPORATION SPONSORED ADR CMN (NOK)	2,020 00	2 6744	5,402 25
NOMURA HOLDINGS, INC SPONSORED ADR CMN (NMR)	1,460 00	3 3575	4,901 88
NTT DOCOMO, INC SPONSORED ADR CMN (DCM)	1,593 00		No Cost
NXP SEMICONDUCTORS N V CMN (NXP)	297 00	40 9513	12,162 53
ORANGE ADR (ORAN)	240 00	10 2061	2,449 46
QIAGEN N V COMMON SHARES (QGEN)	200 00	17 2768	3,455 35
REED ELSEVIER PLC SPONSORED ADR CMN (RELX)	960 00	9 4750	9,096 04
RELX NV SPONSORED ADR CMN (RENX)	1,168 00	10 2457	11,966 94
RITCHIE BROS AUCTIONEERS INC CMN (RBA)	1,622 00	21 4078	34,723 52
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224 184 (RHHBY)	344 00	18 0100	6,195 44
RYANAIR HOLDINGS PLC SPONSORED ADR CMN (RYAAY)	175 00	41 8489	7,323 56
SAP SE (SPON ADR) (SAP)	370 00	59 0122	21,834 52
SIEMENS AKTIENGESSELLSCHAFT SPONSORED ADR CMN (SIEGY)	20 00	83 5230	1,670 46
SMITH & NEPHEW PLC ADR CMN (SNN)	300 00	19 9379	5,981 38
SOCIEDAD QUIMICA MINERAL DE CHILE S A SPON ADR REPSTG SER B SHS (SOM)	500 00	14 0968	7,048 40
SONOVA HOLDING AG (THE) UNSPONSORED ADR CMN (SONVY)	161 00	15 4250	2,483 42
SONY CORPORATION ADR CMN (SNE)	580 00	16 0666	9,318 63
SUN LIFE FINANCIAL INC CMN (SLF)	520 00	24 5331	12,757 22
SYSMEX CORPORATION ADR CMN (SSMXY)	347 00	10 9914	3,814 03
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 50RDS (TSM)	5,646 00	17 3773	98,112 16



Statement Detail
@DUDLEY FAMILY FOUNDATION CUSTODY
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)			
	Quantity	Unit Cost	Cost Basis
NON-US EQUITY			
NON-US STOCKS			
TECK RESOURCES LIMITED CMN CLASS B (TECK)	10,677 00	3 5099	37,475 34
THOMSON REUTERS CORPORATION CMN (TRI)	260 00	28 9828	7,535 52
TOYOTA MOTOR CORPORATION SPON ADR (TM)	100 00	95 3053	9,530 53
VEOLIA ENVIRONNEMENT SPONSORED ADR CMN (VEOEY)	280 00	11 0900	3,105 19
BANCO BRADESCO S A ADR CMN SERIES (BBD)	7,293 00	4 8739	35,545 29
ITAU UNIBANCO BANCO HLDNG S A SPONSORED ADR CMN (ITUB)	7,589 00	6 9495	52,739 85
TOTAL NON-US STOCKS			763,524 57
TOTAL PUBLIC EQUITY			6,345,236.62
TOTAL PORTFOLIO			
		Adjusted Cost / ⁶	Original Cost
			6,404,583.47



Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS

Holdings

Period Ended December 31, 2016

PUBLIC EQUITY

	Quantity	Unit Cost	Adjusted Cost / Original Cost
US EQUITY			
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
U.S DOLLAR	135.94		135.94
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW) ¹⁴	7,872.17	1.0000	7,872.17
3M COMPANY CMN (MMM)	35.00	136.5006	4,777.52
ABBOTT LABORATORIES CMN (ABT)	386.00	39.8856	15,395.85
ABBVIE INC CMN (ABBV)	346.00	55.2479	19,115.77
ACTIVISION BLIZZARD INC CMN (ATVI)	33.00	42.8924	1,415.45
ADOBE SYSTEMS INC CMN (ADBE)	491.00	63.7558	31,304.11
ADVANSIX INC CMN (ASIX)	1.00	17.7600	17.76
AETNA INC CMN (AET)	287.00	76.5559	21,971.54
AFLAC INCORPORATED CMN (AFL)	286.00	46.7552	13,372.00
AGILENT TECHNOLOGIES, INC CMN (A)	372.00	32.7670	12,189.34
AIR PRODUCTS & CHEMICALS INC CMN (APD)	36.00	148.0939	5,331.38
AKAMAI TECHNOLOGIES INC CMN (AKAM)	146.00	30.0362	4,385.29
ALBEMARLE CORP CMN (ALB)	262.00	43.4275	11,378.00
ALCOA CORPORATION CMN (AA)	181.00	21.4946	3,890.53
ALEXION PHARMACEUTICALS INC CMN (ALXN)	7.00	150.3643	1,052.55
ALLIANCE DATA SYSTEMS CORPORAT CMN (ADS)	81.00	112.6409	9,123.91
ALLIANT ENERGY CORPORATION CMN (LNT)	120.00	25.9301	3,111.61
ALLSTATE CORPORATION COMMON STOCK (ALL)	140.00	38.0403	5,325.64
ALPHABET INC CMN CLASS A (GOOGL)	404.00	502.0442	202,825.84
ALPHABET INC CMN CLASS C (GOOG)	338.00	494.1538	167,024.00
ALTRIA GROUP, INC CMN (MO)	2,177.00	37.3770	81,369.79
AMAZON COM INC CMN (AMZN)	531.00	327.3477	173,821.62



Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
AMDOCS LIMITED ORDINARY SHARES (DOX)	49 00	40 4067	1,979 93
AMEREN CORPORATION CMN (AEE)	337 00	35 4804	11,956 90
AMERICAN ELECTRIC POWER INC CMN (AEP)	354 00	53 0301	18,772 67
AMERICAN INTL GROUP, INC CMN (AIG)	36 00	41 5136	1,494 49
AMERIPRISE FINANCIAL, INC CMN (AMP)	19 00	98 6679	1,874 69
AMERISOURCEBERGEN CORPORATION CMN (ABC)	120 00	41 8143	5,017 72
AMGEN INC CMN (AMGN)	151 00	153 3066	23,149 29
ANADARKO PETROLEUM CORP CMN (APC)	52 00	74 3338	3,865 36
ANALOG DEVICES, INC CMN (ADI)	487 00	41 4922	20,206 70
ANTHEM, INC CMN (ANTM)	21 00	130 1400	2,732 94
APACHE CORP CMN (APA)	7 00	52 1371	364 96
APPLE INC CMN (AAPL)	946 00	90 2779	85,402 92
APPLIED MATERIALS INC CMN (AMAT)	560 00	12 4140	6,951 82
ARCHER DANIELS MIDLAND CO CMN (ADM)	243 00	32 7747	7,964 25
ARTISAN PARTNERS ASSET MGMT IN CMN (APAM)	292 00	28 3526	8,278 97
ASSURANT, INC CMN (AIZ)	40 00	44 9515	1,798 06
AT&T INC CMN (T)	1,080 00	35 1518	37,963 94
AUTODESK INC CMN (ADSK)	190 00	35 8867	6,818 47
AUTOMATIC DATA PROCESSING INC CMN (ADP)	490 00	64 5503	31,629 67
BAKER HUGHES INC CMN (BHI)	33 00	53 8827	1,778 13
BANK OF AMERICA CORP CMN (BAC)	197 00	15 3105	3,016 17
BAXTER INTERNATIONAL INC CMN (BAX)	0 00		
BB&T CORPORATION CMN (BBT)	211 00	39 0127	8,231 67



PUBLIC EQUITY (Continued)

US EQUITY

	Quantity	Unit Cost	Cost Basis
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
BERKSHIRE HATHAWAY INC CLASS B (BRKB)	32 00	153 4113	4,909 16
BEST BUY CO INC CMN SERIES (BBY)	1 00	31 3500	31 35
BIOMER INC CMN (BIB)	5 00	320 4460	1,602 23
BOEING COMPANY CMN (BA)	140 00	147 0536	20,587 50
BRISTOL-MYERS SQUIBB COMPANY CMN (BMY)	215 00	60 8306	13,078 57
BROADRIDGE FINANCIAL SOLUTIONS IN CMN (BRI)	0 00		
BROCADE COMMUNICATIONS SYSTEMS CMN (BRCD)	0 00		
C H ROBINSON WORLDWIDE INC CMN (CHRW)	3 00	76 5833	229 75
CA, INC CMN (CA)	265 00	33 3485	8,837 35
CABOT OIL & GAS CORPORATION CMN (COG)	36 00	25 0300	901 08
CAMPBELL SOUP CO CMN (CPB)	220 00	39 2587	8,636 92
CAPITAL ONE FINANCIAL CORP CMN (COF)	354 00	54 8353	19,411 71
CARDINAL HEALTH INC CMN (CAH)	76 00	77 5347	5,892 64
CARMAX, INC CMN (KMX)	160 00	34 4684	5,514 94
CARNIVAL CORPORATION CMN (CCL)	43 00	45 3349	1,949 40
CATERPILLAR INC (DELAWARE) CMN (CAT)	122 00	93 0863	11,356 53
CELGENE CORPORATION CMN (CELG)	1 00	103 9000	103 90
CENTERPOINT ENERGY, INC CMN (CNP)	907 00	19 3087	17,513 02
CF INDUSTRIES HOLDINGS, INC CMN (CF)	147 00	23 5192	3,457 32
CHARLES SCHWAB CORPORATION CMN (SCHW)	310 00	19 5697	6,066 62
CHARTER COMMUNICATIONS, INC CMN (CHTR)	171 00	141 0285	24,115 87
CHEVRON CORPORATION CMN (CVX)	157 00	106 6647	16,746 36
CIGNA CORPORATION CMN (CI)	330 00	64 6317	21,328 46
CIMAREX ENERGY CO CMN (XEC)	13 00	110 1423	1,431 85
CINCINNATI FINANCIAL GRP CMN (CINF)	60 00	39 3445	2,360 67
CINEMARK HOLDINGS, INC CMN (CNK)	23 00	39 4065	906 35
CINTAS CORPORATION CMN (CTAS)	55 00	37 6405	2,070 23



Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

US EQUITY

	Quantity	Unit Cost	Cost Basis
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
CISCO SYSTEMS, INC. CMN (CSCO)	2,117 00		No Cost
CITRIX SYSTEMS INC CMN (CTXS)	180 00	64 2893	11,572 07
CLOROX CO (THE) (DELAWARE) CMN (CLX)	21 00	68 0357	1,428 75
CME GROUP INC CMN CLASS A (CME)	432 00	82 5414	35,657 88
CMS ENERGY CORPORATION CMN (CMS)	290 00	27 3216	7,923 25
COACH INC CMN (COH)	88 00	36 9551	3,252 05
COCA-COLA COMPANY (THE) CMN (KO)	314 00	44 8710	14,089 48
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (CTSH)	160 00	28 8865	4,621 84
COLGATE-PALMOLIVE CO CMN (CL)	12 00	65 9258	791 11
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	704 00	53 9433	37,976 05
CONCHO RESOURCES INC CMN (CXO)	15 00	103 6000	1,554 00
CONOCOPHILLIPS CMN (COP)	65 00	65 3749	4,249 37
CONSOLIDATED EDISON INC CMN (ED)	26 00	71 2027	1,851 27
CONSTELLATION BRANDS INC CMN CLASS A (STZ)	156 00	55 7858	8,702 58
COOPER COMPANIES INC (NEW) CMN (COO)	35 00	61 8749	2,165 62
CORNING INCORPORATED CMN (GLW)	755 00	14 6255	11,042 29
COSTCO WHOLESALE CORPORATION CMN (COST)	60 00	102 5060	6,150 36
COTY, INC. CMN CLASS A (COTY)	21 00	18 6100	390 81
COVANTA HOLDING CORP CMN (CVA)	619 00	15 7800	9,767 81
CSX CORPORATION CMN (CSX)	160 00	21 0391	3,366 25
CUMMINS INC COMMON STOCK (CMI)	70 00	98 2249	6,875 74
CVS HEALTH CORP CMN (CVS)	92 00	76 2907	7,018 74



Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

US EQUITY

	Quantity	Unit Cost	Cost Basis
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
CYPRESS SEMICONDUCTOR CORPORAT CMN (CY)	393 00	10 5677	4,153 12
D R HORTON, INC CMN (DHI)	160 00	17 7115	2,833 84
DANAHER CORPORATION CMN (DHR)	40 00	39 9345	1,597 38
DARDEN RESTAURANTS INC CMN (DRI)	40 00	76 4125	3,056 50
DAVITA INC CMN (DVA)	40 00	40 7608	1,630 43
DEERE & COMPANY CMN (DE)	60 00	73 4065	4,404 39
DELPHI AUTOMOTIVE PLC CMN (DLPH)	180 00	38 6094	6,949 70
DELTA AIR LINES, INC CMN (DAL)	789 00	33 1594	26,162 80
DENTSPLY SIRONA INC CMN (XRAY)	120 00	36 4126	4,369 51
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	68 00	39 7984	2,706 29
DIAMONDBACK ENERGY INC CMN (FANG)	11 00	85 7109	942 82
DISCOVER FINANCIAL SERVICES CMN (DFS)	344 00	37 6071	12,936 84
DOLLAR GENERAL CORPORATION CMN (DG)	100 00	49 8313	4,983 13
DOLLAR TREE INC CMN (DLTR)	90 00	48 8763	4,398 87
DOMTAR CORPORATION CMN CLASS (JFS)	50 00	38 1556	1,907 78
DOVER CORPORATION CMN (DOV)	100 00	46 7587	4,675 87
DOW CHEMICAL CO CMN (DOW)	397 00	46 8253	18,589 66
DR PEPPER SNAPPLE GROUP, INC CMN (DPS)	80 00	41 8140	3,345 12
DTE ENERGY COMPANY CMN (DTE)	270 00	66 8848	18,058 89
DUNKIN BRANDS GROUP INC CMN (DNKN)	185 00	30 5436	5,650 57
E*TRADE FINANCIAL CORPORATION CMN (ETFC)	996 00	16 4044	16,338 74
E I DU PONT DE NEMOURS AND CO CMN (DD)	158 00	56 4729	8,922 72
EASTMAN CHEM CO CMN (EMN)	80 00	48 6590	3,892 72

**DUDLEY FAMILY FOUNDATION S&P 500 TACS**
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)**US EQUITY**

	Quantity	Unit Cost	Cost Basis
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
EBAY INC CMN (EBAY)	440 00	18 7534	8,251 50
ECOLAB INC CMN (ECL)	120 00	70 3615	8,443 38
EDISON INTERNATIONAL CMN (EIX)	120 00	44 4315	5,331 78
EDWARDS LIFESCIENCES CORP CMN (EW)			
	239 00	44 8842	10,727 32
ELECTRONIC ARTS CMN (EA)			
	1,253 00	26 3994	33,078 42
ELI LILLY & CO CMN (LLY)			
	217 00	72 9306	15,825 94
EMERSON ELECTRIC CO CMN (EMR)			
	157 00	50 1822	7,878 61
ENDURANCE SPECIALTY HLDGS LTD CMN (ENH)			
	67 00	41 3373	2,769 60
ENERGY CORPORATION CMN (ETR)			
	225 00	71 9808	16,195 69
EOG RESOURCES INC CMN (EOG)			
	183 00	69 9442	12,799 79
EQUIFAX INC CMN (EFX)			
	40 00	49 8915	1,995 66
ERIE INDEMNITY COMPANY CL-A CMN CLASS A (ERIE)			
	6 00	112 8633	677 18
ESTEE LAUDER COS INC CL-A CMN CLASS A (EL)			
	80 00	53 6719	4,293 75
EVEREST RE GROUP LTD CMN (RE)			
	319 00	149 6094	47,725 40
EVERSOURCE ENERGY CMN (ES)			
	160 00	37 7554	6,040 87
EXPEDIA, INC CMN (EXPE)			
	93 00	63 5122	5,906 63
EXPEDITORS INTL WASH INC CMN (EXPD)			
	177 00	35 7222	6,322 83
EXXON MOBIL CORPORATION CMN (XOM)			
	315 00	87 9100	27,691 66
FACEBOOK, INC CMN CLASS A (FB)			
	2,842 00	66 8072	189,865 96
FEDERATED INVESTORS, INC CMN CLASS B (FII)			
	183 00	27 7880	5,085 21
FEDEX CORP CMN (FDX)			
	60 00	109 1280	6,547 68
FIDELITY NATL INFO SVCS INC CMN (FIS)			
	210 00	40 3179	8,466 75
FIFTH THIRD BANCORP CMN (FITB)			
	480 00	13 3314	6,399 06
FIRST AMERICAN FIN CORP CMN (FAF)			
	142 00	15 4219	2,189 91



Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS

Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
FIRSTENERGY CORP CMN (FE)	210 00	31 2628	6,565 19
FISERV INC CMN (FISV)	290 00	51 3156	14,881 53
FOOT LOCKER, INC CMN (FL)	122 00	49 8166	6,077 63
FORD MOTOR COMPANY CMN (F)	1,154 00	12 9419	14,934 94
FORTIVE CORPORATION CMN (FTV)	225 00	34 3176	7,721 47
GAMESTOP CORP CMN CLASS A (GME)	9 00	23 9022	215 12
GAP INC CMN (GPS)	118 00	25 3984	2,997 01
GARTNER, INC CMN (IT)	75 00	54 2763	4,070 72
GENERAL DYNAMICS CORP CMN (GD)	144 00	115 9394	16,695 28
GENERAL ELECTRIC CO CMN (GE)	4,616 00	22 2386	102,653 41
GENERAL MILLS INC CMN (GIS)	438 00	49 4115	21,642 22
GENERAL MOTORS COMPANY CMN (GM)	284 00	27 6687	7,857 92
GENUINE PARTS CO CMN (GPC)	92 00	55 8977	5,142 59
GILEAD SCIENCES CMN (GILD)	140 00	69 6191	9,746 67
GLOBAL PMTS INC CMN (GPN)	740 00	35 2810	26,107 94
H & R BLOCK INC CMN (HRB)	0 00		
HALLIBURTON COMPANY CMN (HAL)	526 00	33 4720	17,606 28
HANESBRANDS INC CMN (HBI)	54 00	22 4526	1,212 44
HARMAN INTL IND, INCORP CMN (HAR)	35 00	42 3214	1,481 25
HARTFORD FINANCIAL SVCS GROUP CMN (HIG)	270 00	31 4121	8,481 26
HASBRO, INC CMN (HAS)	140 00	55 1921	7,726 89
HENRY SCHEIN INC COMMON STOCK (HSIC)	20 00	76 0115	1,520 23
HESS CORPORATION CMN (HES)	4 00	60 3125	241 25
HEWLETT PACKARD ENTERPRISE CO CMN (HPE)	1,460 00	12 8011	18,689 56
HOLOGIC INCORPORATED CMN (HOLX)	426 00	24 4214	10,403 53
HONEYWELL INTL INC CMN (HON)	212 00	58 1820	12,334 58



Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
HORMEL FOODS CORP CMN (HRL)	380 00	22 1541	8,418 55
HP INC CMN (HPQ)	383 00	10 7990	4,136 01
HUMANA INC CMN (HUM)	205 00	104 1738	21,355 63
HUNTINGTON BANCSHARES INCORPOR CMN (HBAN)	697 00	9 4702	6,600 70
ILG, INC CMN (ILG)	36 00	9 0081	324 29
ILLINOIS TOOL WORKS CMN (ITW)	632 00	80 7430	51,029 60
ILLUMINA, INC CMN (ILMN)	151 00	67 2468	10,154 27
INCYTE CORPORATION CMN (INCY)	295 00	47 7949	14,099 49
INGREDION INC CMN (INGR)	30 00	78 7627	2,362 88
INTEGRATED DEVICE TECH INC CMN (IDTI)	336 00	15 2371	5,119 67
INTEL CORPORATION CMN (INTC)	628 00	32 3336	20,305 47
INTERCONTINENTAL EXCHANGE INC CMN (ICE)	615 00	34 1727	21,016 18
INTERNATIONAL PAPER CO CMN (IP)	403 00	36 5471	14,728 49
INTERPUBLIC GROUP COS CMN (IPG)	329 00	15 2726	5,024 69
INTL BUSINESS MACHINES CORP CMN (IBM)	141 00	154 0671	21,723 46
INTUIT INC CMN (INTU)	300 00	68 2161	20,464 84
INTUITIVE SURGICAL, INC CMN (ISRG)	60 00	420 7252	25,243 51
INVESCO LTD CMN (IVZ)	427 00	29 6809	12,673 74
J.M. SMUCKER CO CMN (SJM)	40 00	77 2090	3,088 36
JACK HENRY & ASSOC INC CMN (JKHY)	238 00	39 4360	9,385 77
JANUS CAPITAL GROUP INC CMN (JNS)	179 00	7 1851	1,286 13
JOHNSON & JOHNSON CMN (JNJ)	368 00	90 6165	33,346 87

Statement Detail
DUDLEY FAMILY FOUNDATION S&P 500 TACS
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
JPMORGAN CHASE & CO CMN (JPM)	314 00	72 0035	22,609 09
JUNIPER NETWORKS, INC CMN (JNPR)	200 00	18 8746	3,774 92
KAR AUCTION SERVICES, INC CMN (KAR)	404 00	24 3321	9,830 15
KELLOGG COMPANY CMN (K)	80 00	49 3265	3,946 12
KEYCORP CMN (KEY)	660 00	8 3649	5,520 86
KEYSIGHT TECHNOLOGIES, INC CMN (KEYS)	110 00	21 1706	2,328 77
KIMBERLY CLARK CORP CMN (KMB)	60 00	77 6172	4,657 03
KINDER MORGAN INC CMN CLASS P (KMI)	155 00	30 7065	4,759 50
KLA-TENCOR CORPORATION CMN (KLAC)	387 00	52 9179	20,479 22
KOHL'S CORP (WISCONSIN) CMN (KSS)	4 00	39 2900	157 16
KROGER COMPANY CMN (KR)	1,220 00	16 2851	19,867 77
L BRANDS, INC CMN (LB)	262 00	50 7252	13,290 00
LABORATORY CORPORATION OF AMER CMN (LH)	40 00	86 3060	3,452 24
LAM RESEARCH CORP CMN (LRCX)	544 00	62 9904	34,266 80
LAMB WESTON HOLDINGS, INC CMN (LW)	100 00	19 2953	1,929 53
LAS VEGAS SANDS CORP CMN (LVS)	102 00	54 9125	5,601 08
LEGGETT & PLATT INC CMN (LEG)	0 00		
LEIDOS HLDGS INC CMN (LDOS)	131 00	23 0129	3,014 69
LENNAR CORPORATION CMN CLASS A (LEN)	100 00	28 2105	2,821 05
LEVEL 3 COMMUNICATIONS INC CMN (LVT)	121 00	37 4758	4,534 57
LINCOLN NATL CORP INC CMN (LNC)	340 00	25 6850	8,732 89
LINEAR TECHNOLOGY CORP CMN (LITC)	60 00	29 7908	1,787 45
LKO CORPORATION CMN (LKO)	420 00	14 8384	6,232 12
LOCKHEED MARTIN CORPORATION CMN (LMT)	174 00	155 3674	27,033 92
LOWES COMPANIES INC CMN (LOW)	361 00	52 7987	19,060 32
LSC COMMUNICATIONS, INC CMN (LKSD)	11 00	22 7427	250 17
LULULEMON ATHLETICA INC CMN (LULU)	80 00	44 7450	3,579 60



Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

US EQUITY

	Quantity	Unit Cost	Cost Basis
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
M&T BANK CORPORATION CMN (MTB)	92 00	80 0899	7,368 27
MACQUARIE INFRASTRUCTURE CORP CMN (MIC)	175 00	82 2834	14,399 59
MACY'S INC CMN (M)	97 00	34 2962	3,326 73
MANPOWER GROUP CMN (MAN)	80 00	36 5728	2,925 82
MARATHON OIL CORPORATION CMN (MRO)	15 00	14 9673	224 51
MARATHON PETROLEUM CORPORATION CMN (MPC)	39 00	47 0944	1,836 68
MARriott INTERNATIONAL, INC CMN CLASS A (MAR)	104 00	53 5613	5,570 37
MARSH & MCLENNAN CO INC CMN (MMC)	400 00	35 0254	14,010 14
MASCO CORPORATION CMN (MAS)	309 00	15 5501	4,804 97
MASTERCARD INCORPORATED CMN CLASS A (MA)	240 00	72 8780	17,490 72
MATTEL, INC CMN (MAT)	137 00	31 7207	4,345 73
MAXIM INTEGRATED PRODUCTS INC CMN (MXIM)	23 00	40 7500	937 25
MC DONALDS CORP CMN (MCD)	215 00	96 0065	20,641 40
MCCORMICK & CO NON VTG SHRS CMN (MKC)	40 00	57 7465	2,309 86
MCKESSON CORPORATION CMN (MCK)	32 00	63 0263	2,016 84
MEDNAX INC CMN (MD)	105 00	32 6838	3,431 80
MERCK & CO , INC CMN (MRK)	226 00	56 7095	12,816 35
METLIFE, INC CMN (MET)	340 00	47 5931	16,181 64
MICROCHIP TECHNOLOGY INCORPORA CMN (MCHP)	190 00	36 5245	6,939 66
MICROSOFT CORPORATION CMN (MSFT)	8,663 00	42 0627	364,389 06
MOLSON COORS BREWING CO CMN CLASS B (TAP)	170 00	52 1971	8,873 51
MONDELEZ INTERNATIONAL, INC CMN (MDLZ)	111 00	34 4405	3,822 89
MONSANTO COMPANY CMN (MON)	7 00	104 2957	730 07



Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
MONSTER BEVERAGE CORPORATION CMN (MNST)	609 00	25 2786	15,394 68
MOODY'S CORP CMN (MCO)	60 00	44 7932	2,687 59
MORGAN STANLEY CMN (MS)	342 00	23 8075	8,142 18
MOTOROLA SOLUTIONS INC CMN (MSI)	100 00	48 4475	4,844 75
NASDAQ INC CMN (NDAQ)	80 00	21 8434	1,747 47
NAVIENT CORPORATION CMN (NAVI)	157 00	13 6287	2,139 70
NETFLIX COM INC CMN (NFLX)	594 00	55 8929	33,200 41
NEW YORK COMMUNITY BANCORP. IN CMN (NYCB)	844 00	14 5657	12,293 46
NEWELL BRANDS INC CMN (NWL)	150 00	22 7089	3,406 33
NEWFIELD EXPLORATION CO CMN (NFX)	264 00	24 6908	6,518 37
NEWMONT MINING CORPORATION CMN (NEM)	412 00	17 2014	7,086 99
NEXTERA ENERGY, INC CMN (NEE)	20 00	78 1265	1,562 53
NIKE CLASS-B CMN CLASS B (NKE)	69 00	58 7236	4,051 93
NISOURCE INC CMN (NI)	676 00	11 7174	7,920 93
NORFOLK SOUTHERN CORPORATION CMN (NSC)	37 00	99 4511	3,679 69
NORTHROP GRUMMAN CORP CMN (NOC)	280 00	107 1558	30,003 63
NORTHSTAR ASSET MANAGEMENT GRO CMN (NSAM_170111)	35 00	11 9903	419 66
NUCOR CORPORATION CMN (NUE)	24 00	49 7442	1,193 86
NVIDIA CORP CMN (NVDA)	743 00	17 0988	12,704 43
OCCIDENTAL PETROLEUM CORP CMN (OXY)	80 00	76 7335	6,138 68
OLD REPUBLIC INTL CORP CMN (ORI)	160 00	11 2604	1,801 66
OMNICOM GROUP CMN (OMC)	278 00	56 0703	15,587 54
ONE GAS, INC CMN (OGS)	60 00	22 1042	1,326 25
ORACLE CORPORATION CMN (ORCL)	362 00	33 0749	11,973 10

**DUDLEY FAMILY FOUNDATION S&P 500 TACS**
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
P G & E CORPORATION CMN (PCG)	146 00	46 7395	6,823 96
PACCAR INC CMN (PCAR)	140 00	38 6572	5,412 01
PACWEST BANCORP CMN (PACW)	217 00	42 0198	9,118 30
PARKER-HANNIFIN CORP CMN (PH)	266 00	95 3226	25,355 82
PARSLEY ENERGY, INC CMN (PE)	15 00	35 2747	529 12
PAYCHEX, INC CMN (PAYX)	478 00	49 5948	23,706 32
PAYPAL HOLDINGS INC CMN (PYPL)	40 00	24 2780	971 12
PEOPLES UNITED FINANCIAL INC CMN (PBCT)	816 00	19 1825	15,652 92
PEPSICO INC CMN (PEP)	78 00	107 9436	8,419 60
PERKINELMER INC CMN (PKI)	80 00	28 6965	2,295 72
PFIZER INC CMN (PFE)	2,255 00	26 2126	59,109 47
PHILIP MORRIS INTL INC CMN (PM)	212 00	95 3278	20,209 50
PHILLIPS 66 CMN (PSX)	35 00	78 7331	2,755 66
PINNACLE FOODS INC CMN (PF)	195 00	32 4943	6,336 39
PIONEER NATURAL RESOURCES CO CMN (PXD)	116 00	115 6610	13,416 68
PITNEY-BOWES INC CMN (PBI)	70 00	17 7061	1,239 43
PNC FINANCIAL SERVICES GROUP CMN (PNC)	382 00	70 7198	27,014 98
PPG INDUSTRIES, INC CMN (PPG)	120 00	58 0191	6,962 29
PPL CORPORATION CMN (PPL)	0 00		
PRICELINE GROUP INC/THE CMN (PCLN)	2 00	1,278 9250	2,557 85
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	392 00	85 4086	33,480 19

Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS

Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

US EQUITY

	Quantity	Unit Cost	Cost Basis
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
PROGRESSIVE CORPORATION (THE) CMN (PGR)	930 00	29 0289	26,996 85
PUBLIC-SVC ENTERPRISE GROUP HOLDING CO (PEG)	120 00	30 9087	3,709 04
PULTEGROUP INC CMN (PHM)	300 00	9 8351	2,950 54
QUALCOMM INC CMN (OCOM)	90 00	61 5357	5,538 21
QUEST DIAGNOSTICS INCORPORATED CMN (DGX)	82 00	73 9300	6,062 26
RAYMOND JAMES FINANCIAL INC CMN (RJF)	218 00	34 1704	7,449 14
RAYTHEON CO CMN (RTN)	209 00		No Cost
RED HAT, INC CMN (RHT)	80 00	46 0729	3,685 83
REGAL ENTERTAINMENT GROUP CMN CLASS A (RGC)	211 00	14 8109	3,125 09
REGENERON PHARMACEUTICAL INC CMN (REGN)	3 00	491 1633	1,473 49
REGIONS FINANCIAL CORPORATION CMN (RF)	800 00	6 3824	5,105 90
REPUBLIC SERVICES INC CMN (RSG)	140 00	26 4297	3,700 16
REYNOLDS AMERICAN INC CMN (RAI)	1,749 00	29 1283	50,945 38
RICE ENERGY INC CMN (RICE)	17 00	27 7453	471 67
ROCKWELL AUTOMATION INC CMN (ROK)	100 00	75 9688	7,596 88
ROCKWELL COLLINS, INC CMN (COL)	74 00	53 6496	3,970 07
ROPER TECHNOLOGIES INC CMN (ROP)	50 00	103 8136	5,190 68
ROSS STORES, INC CMN (ROST)	1,204 00	36 2749	43,675 02
S&P GLOBAL INC CMN (SPGI)	240 00	49 4636	11,871 27
SABRE CORPORATION CMN (SABR)	20 00	26 1225	522 45
SALESFORCE COM, INC CMN (CRM)	192 00	39 6316	7,609 27
SCANA CORP CMN (SCG)	100 00	49 3901	4,939 01
SCHLUMBERGER LTD CMN (SLB)	103 00	82 8544	8,534 00
SEALED AIR CORPORATION CMN (SEE)	260 00	24 1232	6,272 04

**DUDLEY FAMILY FOUNDATION S&P 500 TACS**
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
SEI INVESTMENTS CO CMN (SEIC)	70 00	33 1716	2,322 01
SEMPRA ENERGY CMN (SRE)			
	80 00	64 5740	5,165 92
SHERWIN-WILLIAMS CO CMN (SHW)			
	82 00	127 5030	10,455 25
SIX FLAGS ENTERTAINMENT CORP CMN (SIX)			
	34 00	51 9497	1,766 29
SKYWORKS SOLUTIONS INC CMN (SWKS)			
	191 00	42 5040	8,118 27
SNAP-ON INC CMN (SNA)			
	100 00	108 3727	10,837 27
SOUTHWEST AIRLINES CO CMN (LUV)			
	730 00	16 0355	11,705 88
SOUTHWESTERN ENERGY CO CMN (SWN)			
	2 00	13 3750	26 75
SPECTRA ENERGY CORP CMN (SE)			
	28 00	42 0793	1,178 22
ST JUDE MEDICAL INC CMN (STJ_170105)			
	300 00	40 1302	12,039 06
STANLEY BLACK & DECKER INC CMN (SWK)			
	140 00	72 6794	10,175 12
STAPLES, INC CMN (SPLS)			
	605 00	8 4530	5,114 09
STARBUCKS CORP CMN (SBUX)			
	1,610 00	39 2879	63,253 48
STATE STREET CORPORATION (NEW) CMN (STT)			
	140 00	41 6420	5,829 88
STRYKER CORP CMN (SYK)			
	273 00	67 5340	18,436 77
SUNTRUST BANKS INC CMN (STI)			
	200 00	23 0210	4,604 20
SYNCHRONY FINANCIAL CMN (SYF)			
	1,399 00	23 7727	33,257 95
SYSCO CORPORATION CMN (SYY)			
	410 00	35 9492	14,739 19
TARGET CORPORATION CMN (TGT)			
	94 00	71 7888	6,748 15
TD AMERITRADE HOLDING CORP CMN (AMTD)			
	80 00	19 2279	1,538 23



Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS

Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
TEGNA INC CMN (TGNA)	127 00	12 7414	1,618 16
TESORO CORPORATION CMN (TSO)	112 00	43 2138	4,839 94
TEXAS INSTRUMENTS INC CMN (TXN)	503 00	49 8137	25,056 29
THE BANK OF NY MELLON CORP CMN (BK)	29 00	48 0879	1,394 55
THE GOODYEAR TIRE & RUBBER CO CMN (GT)	160 00	11 2056	1,792 90
THE HERSHEY COMPANY CMN (HSY)	40 00	66 6715	2,666 86
THE KRAFT HEINZ CO CMN (KHC)	781 00	59 5067	46,474 75
THE TRAVELERS COMPANIES, INC CMN (TRV)	220 00	72 7624	16,007 72
THE WILLIAMS COMPANIES, INC CMN (WMB)	69 00	43 6994	3,015 26
THERMO FISHER SCIENTIFIC INC CMN (TMO)	140 00	64 3154	9,004 16
TIFFANY & CO CMN (TIF)	20 00	54 5215	1,090 43
TIME WARNER INC CMN (TWX)	420 00	67 9915	28,556 43
TJX COMPANIES INC (NEW) CMN (TJX)	230 00	48 7929	11,222 36
TUPPERWARE BRANDS CORPORATION CMN (TUP)	131 00	56 5689	7,410 53
TWENTY-FIRST CENTURY FOX, INC CMN CLASS A (FOXA)	100 00	17 2910	1,729 10
TWENTY-FIRST CENTURY FOX, INC CMN CLASS B (FOX)	180 00	17 3771	3,127 88
TYSON FOODS INC CL-A CMN CLASS A (TSN)	320 00	26 6222	8,519 10
U S BANCORP CMN (USB)	217 00	36 1815	7,851 39
UNION PACIFIC CORP CMN (UNP)	76 00	72 8086	5,533 45
UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK (UPS)	111 00	108 1751	12,007 44
UNITED TECHNOLOGIES CORP CMN (UTX)	240 00	73 1254	17,550 09
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	1,256 00	97 0704	121,920 42
UNIVERSAL HEALTH SVC CL B CMN CLASS B (UHS)	60 00	39 5465	2,372 79
UNUM GROUP CMN (UNM)	260 00	20 2125	5,255 25
VALERO ENERGY CORPORATION CMN (VLO)	305 00	25 3390	7,728 39



Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
VANTIV, INC. CMN CLASS A (VNTV)	532 00	34 9670	18,602 43
VARIAN MEDICAL SYSTEMS INC CMN (VAR)	40 00	55 4015	2,216 06
VCA INC CMN (WOOOF)	141 00	46 9316	6,617 36
VERISIGN INC CMN (VRSN)	230 00	45 2677	10,411 56
VERIZON COMMUNICATIONS INC CMN (VZ)	375 00	51 0951	19,160 65
VERSUM MATERIALS, INC CMN (VSM)	30 00	13 9760	419 28
VERTEX PHARMACEUTICALS INC CMN (VRTX)	15 00	122 1067	1,831 60
VF CORP CMN (VFC)	25 00	62 3968	1,559 92
VIACOM INC CMN CLASS B (VIAB)	7 00	42 2729	295 91
VISA INC CMN CLASS A (V)	2,599 00	52 0150	135,186 92
VULCAN MATERIALS CO CMN (VMC)	160 00	52 6741	8,427 85
WAL MART STORES INC CMN (WMT)	68 00	68 3500	4,647 80
WALGREENS BOOTS ALLIANCE, INC CMN (WBA)	158 00	67 9286	10,732 72
WALT DISNEY COMPANY (THE) CMN (DIS)	88 00	76 0489	6,692 30
WASTE MANAGEMENT INC CMN (WM)	300 00	32 9064	9,871 93
WATERS CORPORATION COMMON STOCK (WAT)	80 00	86 0641	6,885 13
WATSCO INC CMN (WSO)	11 00	152 4227	1,676 65
WEBSTER FINANCIAL CORP CMN (WBS)	418 00	28 5148	11,919 17
WEC ENERGY GROUP, INC CMN (WEC)	314 00	44 6938	14,033 84
WELLS FARGO & CO (NEW) CMN (WFC)	1,108 00	41 9000	46,425 22
WESTERN DIGITAL CORPORATION CMN (WDC)	59 00	65 1366	3,843 06
WESTERN UNION COMPANY (THE) CMN (WU)	497 00	15 9134	7,908 98



Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

US EQUITY

	Quantity	Unit Cost	Cost Basis
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
WHIRLPOOL CORP CMN (WHR)	60 00	81 1315	4,867 89
WYNDHAM WORLDWIDE CORP CMN (WYN)	40 00	49 0840	1,963 36
WYNN RESORTS, LIMITED CMN (WYNN)	52 00	61 9350	3,220 62
XCEL ENERGY INC CMN (XEL)	124 00	25 3001	3,137 21
XEROX CORPORATION CMN (XRX)			
	22 00	10 0518	221 14
XLINX INCORPORATED CMN (XLNX)			
	133 00	35 1742	4,678 17
XL GROUP LIMITED CMN (XL)	160 00	20 6859	3,309 74
YAHOO INC CMN (YHOO)	240 00	20 3708	4,888 99
YUM BRANDS, INC CMN (YUM)	237 00	52 6793	12,485 00
YUM CHINA HOLDINGS, INC CMN (YUMC)	80 00	18 8834	1,510 67
ZIMMER BIOMET HOLDINGS INC (ZBH)	60 00	60 4315	3,625 89
ZIONS BANCORP CMN (ZION)			
	140 00	19 0304	2,664 26
ZOETIS INC CMN CLASS A (ZTS)	510 00	32 3194	16,482 89
THE HOME DEPOT, INC CMN (HD)	532 00	88 4781	47,070 37
AMERICAN TOWER CORPORATION CMN (AMT)	70 00	97 9211	6,854 48
APARTMENT INVT & MGMT CO CL-A CMN CLASS A (AIV)			
	22 00	41 1945	906 28
AVALONBAY COMMUNITIES INC CMN (AVB)	5 00	170 2280	851 14
CROWN CASTLE INTL CORP CMN (CCI)			
	24 00	82 6763	1,984 23
CUBESMART CMN (CUBE)	30 00	26 8633	805 90
CYRUSONE INC CMN (CONE)			
	25 00	49 1944	1,229 86
DUPONT FABROS TECHNOLOGY INC CMN (DFT)			
	638 00	25 3493	16,172 84
EQUINIX, INC REIT (EQIX)			
	75 00	237 0885	17,781 64



Statement Detail

DUDLEY FAMILY FOUNDATION S&P 500 TACS

Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

US EQUITY

	Quantity	Unit Cost	Cost Basis
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
EQUITY RESIDENTIAL CMN (EOR)	43 00	74 9023	3,220 80
ESSEX PROPERTY TRUST INC CMN (ESS)	9 00	227 9522	2,051 57
EXTRA SPACE STORAGE INC CMN (EXR)	22 00	87 4100	1,923 02
FEDERAL RLTY INVT TR SBI CMN (FRT)	1 00	156 2000	156 20
GENERAL GROWTH PROPERTIES INC CMN (GGP)	0 00		0 01
HCP, INC CMN (HCP)	15 00	34 1427	512 14
MID-AMERICA APT CMNTYS INC CMN (MAA)	16 00	94 7225	1,515 56
PROLOGIS INC CMN (PLD)	280 00	33 9098	9,494 75
SUN COMMUNITIES INC CMN (SUI)	67 00	34 8340	2,333 88
VORNADO REALTY TRUST CMN (VNO)	40 00	70 5798	2,823 19
WELLTOWER, INC CMN (HCN)	62 00	57 9698	3,594 13
WEYERHAEUSER COMPANY CMN (WY)	162 00	22 0685	3,575 09
KIMCO REALTY CORPORATION CMN (KIM)	80 00	17 5391	1,403 13
PUBLIC STORAGE CMN (PSA)	31 00	180 6413	5,599 88
SIMON PROPERTY GROUP INC CMN (SPG)	40 00	195 0535	7,802 14
VENTAS, INC CMN (VTR)	7 00	66 8029	467 62
ACCENTURE PLC CMN (ACN)	662 00	77 7006	51,437 81
ALKERMES PLC CMN (ALKS)	142 00	29 6270	4,207 03
ALLEGION PLC CMN (ALLE)	58 00	25 8369	1,498 54
ALLERGAN PLC CMN (AGN)	57 00	167 2681	9,534 28

Statement Detail
DUDLEY FAMILY FOUNDATION S&P 500 TACS
Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

US EQUITY

	Quantity	Unit Cost	Cost Basis
GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			
BROADCOM LIMITED CMN (AVGO)	25 00	172 9328	4,323 32
CHUBB LTD CMN (CB)	5 00	130 0880	650 44
COCA-COLA EUROPEAN PARTNERS PL CMN (CCE)	97 00	31 6092	3,066 09
EATON CORP PLC CMN (ETN)	217 00	58 4295	12,679 21
GARMIN LTD CMN (GRMN)	21 00	42 4300	891 03
INGERSOLL-RAND PLC CMN (IR)	180 00	33 7728	6,079 11
JOHNSON CONTROLS INTERNATIONAL CMN (JCI)	17 00	42 9765	730 60
LYONDELBASSELL INDUSTRIES N V CMN CLASS A (LYB)	122 00	60 3302	7,360 28
MALLINCKRODT PUBLIC LIMITED CO CMN (MNK)	20 00	35 9735	719 47
MEDTRONIC PUBLIC LIMITED COMPA CMN (MDT)	218 00	82 3967	17,962 49
ROYAL CARIBBEAN CRUISES LTD ISIN LR0008862868 (RCL)	105 00	47 6588	5,004 17
TE CONNECTIVITY LTD CMN (TEL)	60 00	35 5875	2,135 25
THOMSON REUTERS CORPORATION CMN (TRI)	98 00	44 8526	4,395 55
TOTAL GSAM ENHANCED DIVIDEND (S&P 500) TAX-EXEMPT			5,396,640 80
Adjusted Cost / s			Original Cost
TOTAL PORTFOLIO			5,396,640.80

**DUDLEY FAMILY FOUNDATION GOVERNMENT CORP**
Holdings

Period Ended December 31, 2016

FIXED INCOME**INVESTMENT GRADE FIXED INCOME**

	Quantity	Unit Cost	Adjusted Cost / Original Cost
GS GOVERNMENT/CORPORATE FIXED INCOME			
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	22,198.33	1.0000	22,198.33
	Quantity / Current Face	Unit Cost	Adjusted Cost / Original Cost
KRAFT FOODS GROUP, INC. 2.25% 06/05/2017 SER B SR LIEN S&P BBB- /Moody's Baa3	50,000.00	100.3297	50,164.86
DOLLAR GENERAL CORPORATION 4.125% 07/15/2017 USD SR LIEN S&P BBB /Moody's Baa2	75,000.00	101.81	50,906.00
EATON VANCE CORP. 6.5% 10/02/2017 SR LIEN S&P A- /Moody's A3	100,000.00	101.5241	76,143.04
AT&T INC. 1.4% 12/01/2017 USD SR LIEN S&P BBB+ /Moody's Baa1	125,000.00	103.08	77,310.75
JOHN DEERE CAPITAL CORPORATION MTN 1.35% 01/16/2018 USD SER F SR LIEN S&P A /Moody's A2	50,000.00	103.4621	103,462.08
IBM CORP 1.125% 02/06/2018 USD SR LIEN S&P AA- /Moody's Aa3	125,000.00	111.95	111,948.00
RALPH LAUREN CORPORATION 2.125% 09/26/2018 USD SR LIEN Next Call Dt 08/26/18 S&P A /Moody's A2	50,000.00	99.8330	124,791.20
EDWARDS LIFESCIENCES CORP 2.875% 10/15/2018 USD SR LIEN S&P BBB- /Moody's Baa3	50,000.00	99.50	124,368.75
CATERPILLAR FINANCIAL SERVICES MTN 2.1% 06/09/2019 USD SER G SR LIEN S&P A /Moody's A3	50,000.00	99.9500	49,975.00
THE HOME DEPOT, INC. 2.0% 06/15/2019 USD SR LIEN Next Call Dt 05/15/19 S&P A /Moody's A2	50,000.00	99.6950	124,618.75
TEXAS INSTRUMENTS INCORPORATED 1.65% 08/03/2019 USD SR LIEN S&P A+ /Moody's A1	125,000.00	100.7144	50,357.19
		101.50	50,749.00
		101.2665	50,633.25
		102.60	51,300.00
		100.7823	50,391.15
		101.38	50,688.50
		100.9566	50,478.30
		101.69	50,842.50
		99.3320	124,165.00



Statement Detail

DUDLEY FAMILY FOUNDATION GOVERNMENT CORP
Holdings (Continued)

Period Ended December 31, 2016

FIXED INCOME (Continued)

	Quantity / Current Face	Unit Cost	Adjusted Cost / Original Cost
INVESTMENT GRADE FIXED INCOME			
GS GOVERNMENT/CORPORATE FIXED INCOME			
JPMORGAN CHASE & CO FRN 01/23/2020 USD USLIB 3MO +95 50BP SR LIEN CPN 10/24/16-01/22/17 1 83678% S&P A- /Moody's A3	50,000 00	100 0000	50,000 00
MORGAN STANLEY FRN 01/27/2020 USD USLIB 3MO +114 00BP SR LIEN CPN 10/27/16-01/26/17 2 02567% S&P BBB+ /Moody's A3	50,000 00	100 0000	50,000 00
ACTAVIS FUNDING SCS 3 0% 03/12/2020 USD SR LIEN Next Call Dt 02 12 20 S&P BBB /Moody's Baa3	75,000 00	99 2990	74,474 25
INGERSOLL-RAND LUXEMBOURG FINA 2 625% 05/01/2020 USD SR LIEN Next Call Dt 04 01 20 S&P BBB /Moody's Baa2	50,000 00	100 4988	50,249 40
AGILENT TECHNOLOGIES, INC 5 0% 07/15/2020 USD SR LIEN S&P BBB+ /Moody's Baa2	50,000 00	107 0492	53,524 60
CELGENE CORPORATION 2 875% 08/15/2020 USD SR LIEN S&P BBB+ /Moody's Baa2	75,000 00	110 62	55,309 00
SUNTRUST BANKS INC 2 9% 03/03/2021 USD SR LIEN Next Call Dt 02 03 21 S&P BBB+ /Moody's Baa1	50,000 00	99 6280	74,721 00
SANOFI-AVENTIS 4 0% 03/29/2021 USD SR LIEN S&P AA /Moody's A1	125,000 00	101 4168	50,708 42
THE BANK OF NEW YORK MELLON CO MTN 2 5% 04/15/2021 USD SR LIEN Next Call Dt 03 15 21 S&P A /Moody's A1	50,000 00	101 44	50,721 50
VERIZON COMMUNICATIONS INC 3 0% 11/01/2021 USD SR LIEN Next Call Dt 09 01 21 S&P BBB+ /Moody's Baa1	50,000 00	105 5563	131,945 37
WALGREENS BOOTS ALLIANCE, INC 3 3% 11/18/2021 USD SR LIEN Next Call Dt 09 18 21 S&P BBB /Moody's Baa2	150,000 00	107 20	134,005 00
MARRIOTT INTERNATIONAL 2 3% 01/15/2022 SR LIEN Next Call Dt 12 15 21 S&P BBB /Moody's Baa2	50,000 00	99 9010	49,950 50
SIMON PROPERTY GROUP, L P 2 35% 01/30/2022 SR LIEN Next Call Dt 10 30 21 S&P A /Moody's A2	75,000 00	100 0979	50,048 96
APPLE INC 2 15% 02/09/2022 USD SR LIEN S&P AA+ /Moody's Aaa1	50,000 00	100 13	50,065 50
		99 0000	148,500 00
		99 5870	49,793 50
		99 6720	74,754 00
		98 5580	49,279 00

Statement Detail

DUDLEY FAMILY FOUNDATION GOVERNMENT CORP

Holdings (Continued)

Period Ended December 31, 2016

FIXED INCOME (Continued)

	Quantity / Current Face	Unit Cost	Adjusted Cost / Original Cost
INVESTMENT GRADE FIXED INCOME			
GS GOVERNMENT/CORPORATE FIXED INCOME			
CROWN CASTLE INTERNATIONAL COR 4 875% 04/15/2022	50,000 00	108 4174	54,208 70
USD SR LIEN S&P BBB- /Moody's Baa3		109 31	54,653 50
BLACKROCK, INC 3 375% 06/01/2022 USD SR LIEN S&P AA-	100,000 00	104 3403	104,340 33
/Moody's A1		105 73	105,728 00
AFLAC INCORPORATED 3 625% 06/15/2023 USD SR LIEN S&P	125,000 00	106 2574	132,821 69
A- /Moody's A3		106 74	133,430 00
ABBOTT LABORATORIES 3 4% 11/30/2023 SR LIEN Next Call	50,000 00	99 5290	49,764 50
Dt 09 30 23 S&P BBB /Moody's Baa3			
U S TREASURY NOTE 0 500000% 02/28/2017 FA ON THE	150,000 00	99 9634	149,945 09
RUN Moody's Aaa		99 56	149,337 90
FEDERAL FARM CREDIT BANK SYSTE 1 15% 10/10/2017 SR	75,000 00	100 2634	75,197 55
LIEN S&P AA+ /Moody's Aaa		100 92	75,691 50
U S TREASURY NOTE 0 875000% 01/15/2018 JJ ON THE	75,000 00	100 0153	75,011 45
RUN Moody's Aaa		100 04	75,032 25
KFW 1 0% 01/26/2018 USD SR LIEN S&P AAA /Moody's Aaa	100,000 00	99 7495	99,749 50
FHLB 4 75% 06/08/2018 SER N3-2018 SR LIEN S&P AA+	75,000 00	105 3520	79,014 01
/Moody's Aaa		109 95	82,465 50
U S TREASURY NOTE 1 625000% 12/31/2019 JD ON THE	75,000 00	100 8801	75,660 10
RUN Moody's Aaa		101 43	76,072 28
ASIA MTN 1 5% 01/22/2020 SR LIEN S&P AAA /Moody's Aaa	50,000 00	100 5259	50,262 96
		100 84	50,421 50
FHLB 1 875% 03/13/2020 SER XJ-2020 SR LIEN S&P AA+	150,000 00	100 2280	150,342 06
/Moody's Aaa		100 36	150,532 50
FHLB 4 125% 03/13/2020 SER JT-2020 SR LIEN S&P AA+	50,000 00	107 9691	53,984 57
/Moody's Aaa		112 68	56,339 00



Statement Detail

DUDLEY FAMILY FOUNDATION GOVERNMENT CORP
Holdings (Continued)

Period Ended December 31, 2016

FIXED INCOME (Continued)				
	Quantity / Current Face	Unit Cost	Adjusted Cost / Original Cost	
INVESTMENT GRADE FIXED INCOME				
GS GOVERNMENT/CORPORATE FIXED INCOME				
IBRD MTN 1 625% 03/09/2021 SER GDIF SR LIEN S&P AAA /Moody's Aaa	75,000 00	99.8470	74,885.25	
FHLB 1 875% 11/29/2021 SR LIEN S&P AA+ /Moody's Aaa	100,000 00	99.6020	99,602.00	
U S TREASURY NOTE 2 125000% 12/31/2021 JD OFF THE RUN Moody's Aaa	100,000 00	101.3009 101.75	101,300.94 101,753.90	
U S TREASURY NOTE 2 000000% 11/30/2022 MN ON THE RUN Moody's Aaa	150,000 00	103.5129 103.82	155,269.34 155,730.45	
U S TREASURY NOTE 2 500000% 05/15/2024 MN OFF THE RUN Moody's Aaa	50,000 00	101.2501 101.26	50,625.07 50,628.90	
TOTAL GS GOVERNMENT/CORPORATE FIXED INCOME			3,467,312.26 3,492,845.76	
			Adjusted Cost / % Original Cost	
TOTAL PORTFOLIO			3,467,312.26 3,492,845.76	



Statement Detail

DUDLEY FAMILY FOUNDATION GOVERNMENT FI
Holdings

Period Ended December 31, 2016

FIXED INCOME		Quantity	Unit Cost	Adjusted Cost / Original Cost
INVESTMENT GRADE FIXED INCOME				
GS GOVERNMENT FIXED INCOME (TIPS)				
GOLDMAN SACHS BANK DEPOSIT (BDA)1*		31,371 05	1 0000	31,371 05
USII INFL IX NOTE 0 125000% 04/15/2017 AO OFF THE RUN	Quantity / Current Face	Unit Cost	Adjusted Cost / Original Cost	
Moody's Aaa	200,000 00	106 5775	213,155 06	
		107 59	215,181 93	
USII INFL IX NOTE 0 125000% 04/15/2018 AO OFF THE RUN	225,000 00	104 6569	235,477 92	
Moody's Aaa		105 41	237,168 01	
USII INFL IX NOTE 0 125000% 04/15/2019 AO OFF THE RUN	225,000 00	103 5572	233,003 61	
Moody's Aaa		104 07	234,160 00	
USII INFL IX NOTE 1 250000% 07/15/2020 JJ ON THE RUN	150,000 00	115 7805	173,670 74	
Moody's Aaa		118 44	177,657 29	
USII INFL IX NOTE 0 125000% 04/15/2021 AO OFF THE RUN	200,000 00	103 6812	207,362 31	
Moody's Aaa		103 95	207,894 76	
TOTAL GS GOVERNMENT FIXED INCOME (TIPS)			1,094,040 69	
			1,103,433 04	
				Adjusted Cost / * Original Cost
TOTAL PORTFOLIO				1,094,040.69
				1,103,433.04

**DUDLEY FAMILY FOUNDATION NEUBERGER BERM**
Holdings

Period Ended December 31, 2016

PUBLIC EQUITY

	Quantity	Unit Cost	Adjusted Cost / Original Cost
US EQUITY			
NEUBERGER BERMAN (THE GREENE GROUP) SMALL CAP VALUE			
U S DOLLAR	(8,454 83)		(8,454 83)
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW) ¹⁴	98,484 22	1 0000	98,484 22
ACADIA HEALTHCARE COMPANY INC CMN (ACHC)	Quantity	Unit Cost	Cost Basis
ACCURAY INC CMN (ARAY)	122 00	34 4042	4,197 31
ACXIOM CORP CMN (ACXM)	2,098 00	5 2906	11,099 67
AEROWIRONMENT, INC CMN - (AVAV)	646 00	16 7085	10,793 69
ALLSCRIPTS HEALTHCARE SOL INC CMN (MDRX)	491 00	26 8577	13,187 14
ANALOGIC CORP (NEW) CMN (ALOG)	1,619 00	11 1285	18,017 04
AVERY DENNISON CORPORATION CMN (AVY)	101 00	82 6112	8,343 73
AVIS BUDGET GROUP, INC CMN (CAR)	286 00	50 2106	14,360 24
BANKUNITED INC CMN (BKUJ)	518 00	36 6451	18,982 18
BROCADE COMMUNICATIONS SYSTEMS CMN (BRCD)	434 00	35 5420	15,425 22
	378 00	12 3063	4,651 78
CEVA INC CMN (CEVA)	230 00	19 1147	4,396 37
CHARLES RIV LABS INTL INC CMN (CRL)	366 00	73 8583	27,032 13
CIENA CORPORATION CMN (CIEN)	768 00	23 0925	17,735 06
CLEAN HARBORS INC CMN (CLH)	297 00	54 9211	16,311 58
CLIFFS NATURAL RESOURCES INC CMN (CLF)	1,777 00	3 6833	6,545 23
COMERICA INCORPORATED CMN (CMA)	288 00	44 6230	12,851 42
CORELOGIC INC CMN (CLGX)	658 00	35 9596	23,661 40

DUDLEY FAMILY FOUNDATION NEUBERGER BERM

Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
NEUBERGER BERMAN (THE GREENE GROUP) SMALL CAP VALUE			
COVANTA HOLDING CORP CMN (CVA)	876 00	17 4577	15,292 96
COVISINT CORPORATION CMN (COVS)			
	1,499 00	2 2040	3,303 77
CROCS, INC. CMN (CROX)	755 00	8 0220	6,056 60
CROWN HOLDINGS INC CMN (CCK)	448 00	51 9343	23,266 56
CYPRESS SEMICONDUCTOR CORPORAT CMN (CY)	909 00	9 8276	8,933 29
DECKERS OUTDOORS CORP CMN (DECK)			
	144 00	56 6374	8,155 79
DST SYSTEM INC COMMON STOCK (DST)	134 00	105 0869	14,081 64
DYNEGY INC NEW DEL CMN (DYN)	930 00	13 7527	12,790 04
EXPRESS, INC. CMN (EXPR)	638 00	11 8322	7,548 96
FIREEVE, INC. CMN (FEYE)	852 00	12 3658	10,535 66
FLUIDIGM CORP CMN (FLDM)	579 00	8 5726	4,963 55
FORMFACTOR INC CMN (FORM)	1,069 00	7 5578	8,079 34
HAEMONETICS CORP CMN (HAE)	129 00	36 9753	4,769 82
HARSCO CORPORATION CMN (HSC)	842 00	15 0313	12,656 38
HUNTINGTON BANCSHARES INCORPOR CMN (HBAN)	1,830 00	9 6095	17,585 39
II-VI INC CMN (IIVI)			
	235 00	26 4458	6,214 76
INFINERA CORPORATION CMN (INFN)	2,071 00	9 5713	19,822 18
INTERSECT ENT. INC CMN (XENT)	40 00	9 8085	392 34
ION GEOPHYSICAL CORPORATION CMN (IO)	42 00	40 2095	1,688 80
IIRON INC CMN (ITRI)	1,211 00	39 7706	48,162 25
ITT INC CMN (ITT)	229 00	39 0305	8,937 98
KBR, INC CMN (KBR)	1,017 00	17 1934	17,485 73
KEYW HOLDING CORP CMN (KEYW)			
	1,669 00	7 3947	12,341 72
LUMINEX CORP DEL CMN (LMNX)	419 00	20 3635	8,532 30
MACOM TECHNOLOGY SOLUTIONS CMN (MTSI)	347 00	32 5705	11,301 98
MANITOWOC CO INC CMN (MTW)	1,081 00	3 8985	4,214 29

DUDLEY FAMILY FOUNDATION NEUBERGER BERM Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

US EQUITY

	Quantity	Unit Cost	Cost Basis
NEUBERGER BERMAN (THE GREENE GROUP) SMALL CAP VALUE			
MAXWELL TECHNOLOGIES INC CMN (MXWL)	955 00	5 9794	5,710 35
MCDERMOTT INTL CMN (MDR)	730 00	2 7052	1,974 79
MERCURY SYSTEMS INC CMN (MRCY)	675 00	16 7445	11,302 57
MERITOR INC CMN (MTOR)	798 00	13 3518	10,654 74
MOLINA HEALTHCARE, INC CMN (MOH)	278 00	54 4344	15,132 76
MONEYGRAM INTERNATIONAL, INC CMN (MGI)	871 00	8 5032	7,406 29
NEUSTAR INC CMN CLASS A (NSR)	847 00	22 9839	19,467 35
NEW YORK & COMPANY, INC CMN (NWK)	517 00	2 2003	1,137 55
NRG ENERGY, INC CMN (NRG)	722 00	15 9805	11,537 91
NUANCE COMMUNICATIONS, INC CMN (NUAN)	1,532 00	14 9802	22,949 71
OFFICE DEPOT INC CMN (ODP)	1,684 00	5 6942	9,589 10
ORMAT TECHNOLOGIES, INC CMN (ORA)	274 00	27 5202	7,540 54
OSI SYSTEMS INC CMN (OSIS)	156 00	73 3669	11,445 24
OWENS CORNING CMN (OC)	198 00	49 1786	9,737 37
QUANTUM CORPORATION DLT & STORAGE SYSTEMS GROUP (QTM)			
	3,098 00	1 0658	3,301 72
RAMBUS INC CMN (RMBI)			
	1,771 00	10 1404	17,958 56
RESTORATION HARDWARE HLDGS INC CMN (RH_170103)			
	280 00	30.7861	8,620 10
RYDER SYSTEM INC CMN (R)			
	214 00	79 9127	17,101 32
SEACHANGE INTERNATIONAL INC CMN (SEAC)			
	1,096 00	3 9764	4,358 15
SELECT COMFORT CORPORATION CMN (SCSS)			
	369 00	25 1768	9,290 24
SILVER SPRING NETWORKS, INC CMN (SSNI)			
	875 00	7 8644	6,881 35
SONUS NETWORKS INC CMN (SONS)			
	964 00	6 9576	6,707 16
SPIRIT AEROSYSTEMS HOLDINGS INC CMN (SPR)			
	302 00	56 1804	16,966 47



Statement Detail

DUDLEY FAMILY FOUNDATION NEUBERGER BERM

Holdings (Continued)

Period Ended December 31, 2016

PUBLIC EQUITY (Continued)

	Quantity	Unit Cost	Cost Basis
US EQUITY			
NEUBERGER BERMAN (THE GREENE GROUP) SMALL CAP VALUE			
TCF FINANCIAL CORP MINN (TCB)	1,151 00	18 4672	21,255 80
TELEDYNE TECHNOLOGIES INC CMN (TDY)	110 00	117 1089	12,881 98
TETRA TECHNOLOGIES INC (DEL) CMN (TTI)	1,611 00	5 1645	8,320 04
TEXAS CAPITAL BANCSHARES, INC CMN (TCBI)	227 00	45 7073	10,375 55
TEXTRON INC DEL CMN (TXT)	343 00	47 3044	16,225 42
TIVO CORP CMN (TIVO)			
	1,239 00	17 1449	21,242 59
TWIN DISC INCORPORATED CMN (TWIN)			
	300 00	16 2143	4,864 28
ULTRATECH INC CMN (UTEK)			
	1,062 00	16 0214	17,014 69
VALMONT INDUSTRIES INC CMN (VMI)			
	68 00	138 6885	9,430 82
VEECO INSTRUMENTS INC CMN (VECO)			
	577 00	19 4909	11,246 25
VERIFONE SYSTEMS INC CMN (PAY)			
	409 00	21 9646	8,983 53
VERINT SYSTEMS INC CMN (VRNT)			
	808 00	39 6872	32,067 26
VIAVI SOLUTIONS, INC CMN (VIAV)			
	971 00	5 5388	5,378 19
COMMUNICATIONS SALES & LEASING INC CMN (CSAL)			
	468 00	25 6586	12,008 21
INFRAREIT, INC CMN (HIFR)			
	324 00	17 3653	5,626 36
ARRIS INTL PLC CMN (ARRS)			
	978 00	29 8306	29,174 28
ATLANTIC POWER CORPORATION CMN (AT)			
	2,465 00	2 6284	6,479 11
DANAOS CORPORATION CMN (DAC)			
	802 00	3 5351	2,835 15
MELLANOX TECHNOLOGIES, LTD CMN (MLNX)			
	445 00	42 5780	18,947 22
TOTAL NEUBERGER BERMAN (THE GREENE GROUP) SMALL CAP VALUE			
			1,105,862 73
			Adjusted Cost / ^e
			Original Cost
TOTAL PORTFOLIO			1,105,862.73

DUDLEY FAMILY FOUNDATION - PUT WRITING
Holdings

Period Ended December 31, 2016

PUBLIC EQUITY

US EQUITY			
	Quantity	Unit Cost	Adjusted Cost / Original Cost
GS UNCOVERED US EQUITY YIELD ENHANCEMENT (PUT WRITING)			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)* ¹⁴	37,706.00	1.0000	37,706.00
	Quantity	Unit Cost	Cost Basis
PUT/XSP @ 196 EXP 01/20/2017 (XSP 170120P00196000)	(20.00)	0.1250	(250.00)
PUT/XSP @ 206 EXP 01/20/2017 (XSP 170120P00206000)	(19.00)	2.5800	(4,902.00)
PUT/XSP @ 209 EXP 03/17/2017 (XSP 170317P00209000)	(19.00)	2.0750	(3,942.50)
PUT/XSP @ 210 EXP 02/17/2017 (XSP 170217P00210000)	(19.00)	1.1700	(2,223.00)
PUT/XSP @ 217 EXP 02/03/2017 (XSP 170203P00217000)	(18.00)	1.4950	(2,691.00)
TOTAL GS UNCOVERED US EQUITY YIELD ENHANCEMENT (PUT WRITING)			23,697.50
Adjusted Cost / s Original Cost			23,697.50
TOTAL PORTFOLIO			

Period Ended December 31, 2016

<u>Bank Statements</u>	<u>Cost Basis</u>		<u>Balance Sheet</u>	<u>Cost basis</u>
acct 557	3,439,227.62			
acct 835	2,500.15		Cash	84,202.55
acct 836	6,404,583.47		Investments - US obligations	1,670,481.63
acct 524	5,396,640.80		Investments - Stocks	15,348,198.76
acct 525	3,467,312.26		Investments - Bonds	3,828,482.28
acct 526	1,094,040.69		Private Equity	2,500.00
acct 527	1,105,862.73			
acct 544	23,697.50			
	\$ 20,933,866			\$ 20,933,866

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN

9,057,599.

TOTAL

9,057,599.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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WILLIAM N. DUDLEY, JR. 1390 CHAIN BRIDGE RD STE 1163 MCLEAN, VA 22101	PRESIDENT 5.00			
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MARTHA A. DUDLEY 1390 CHAIN BRIDGE RD STE 1163 MCLEAN, VA 22101	VICE PRESIDENT, SECRETARY 5.00			
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JULIA M. GUTIERREZ 1390 CHAIN BRIDGE RD STE 1163 MCLEAN, VA 22101	VICE PRESIDENT, TREASURER 5.00			
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CAROLINE M. DUDLEY 1390 CHAIN BRIDGE RD STE 1163 MCLEAN, VA 22101	VICE PRESIDENT 5.00			
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GRAND TOTALS		0.	0.	0.
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ATTACHMENT 9

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

WILLIAM N. DUDLEY JR
MARTHA A. DUDLEY

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANGELUS SOCIETY 500 CHRIST SCHOOL ROAD ARDEN, NC 28704		PRODUCE EDUCATED MEN OF GOOD CHARACTER, PREPARED FOR BOTH SCHOLASTIC ACHIEVEMENT IN COLLEGE AND PRODUCTIVE CITIZENSHIP IN ADULT SOCIETY	10,000
COLUMBIA LAND TRUST 850 OFFICERS' ROW VANCOUVER, WA 98661		CONSERVE AND CARE FOR THE VITAL LANDS, WATERS, AND WILDLIFE OF THE COLUMBIA RIVER REGION THROUGH SOUND SCIENCE AND STRONG RELATIONSHIPS	5,000
COLUMBIA SPRINGS 12208 SE EVERGREEN HWY VANCOUVER, WA 98683		OFFER A UNIQUE SETTING WHERE EDUCATIONAL EXPERIENCES FOSTER GREATER AWARENESS OF THE NATURAL WORLD, INSPIRING STEWARDSHIP	5,000
CORPS OF CADETS ASSOCIATION 1134 FINEFEATHER RD BRYAN, TX 77803		PROMOTE, PRESERVE, AND PERPETUATE THE TEXAS AGGIE CORPS OF CADETS BY SUPPORTING FORMER, CURRENT, AND FUTURE CADETS.	1,000
INOVA HEALTH FOUNDATION 8110 GATEHOUSE ROAD, SUITE 200 EAST FALLS CHURCH, VA 22042		INOVA'S MISSION IS TO IMPROVE THE HEALTH OF THE DIVERSE COMMUNITY IT SERVES THROUGH EXCELLENCE IN PATIENT CARE, EDUCATION AND RESEARCH	70,000
KIDS MEALS 330 GARDEN OAKS HOUSTON, TX 77018		FIGHTING CHILDHOOD HUNGER RIGHT AT THEIR DOORSTEPS	6,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KINKAID 201 KINKAID SCHOOL DRIVE HOUSTON, TX 77024		THE KINKAID SCHOOL IS A NON-SECTARIAN COLLEGE PREPARATORY DAY SCHOOL ENROLLING OVER 1,400 BOYS AND GIRLS IN GRADES PRE-KINDERGARTEN THROUGH TWELVE KINKAID'S STUDENTS RANGE IN AGE FROM FOUR YEARS TO EIGHTEEN YEARS THE SCHOOL HAS THREE DIVISIONS LOWER SCHOOL (PRE-KINDERGARTEN, KINDERGARTEN, AND GRADES 1-4), MIDDLE SCHOOL (GRADES 5-8) AND UPPER SCHOOL (GRADES 9-12)	1,000
MCLEAN VOLUNTEER FIRE DEPARTMENT 1455 LAUGHLIN AVE MCLEAN, VA 22101		PROVIDE HIGH-QUALITY FIRE, RESCUE, AND EMERGENCY MEDICAL SERVICES, AND LIFE SAFETY EDUCATION TO THE MCLEAN COMMUNITY IN PARTNERSHIP WITH THE FAIRFAX COUNTY FIRE & RESCUE DEPARTMENT	500.
NATIONAL MS SOCIETY 1800 M STREET NORTHWEST, SUITE B50 NORTH WASHINGTON, DC 20036		IMPROVE THE QUALITY OF LIFE FOR PEOPLE AFFECTED BY MS IN MARYLAND, NORTHERN VIRGINIA AND WASHINGTON, D C. AND RAISE FUNDS FOR CRITICAL MS RESEARCH	67,690
OHSU FOUNDATION 3181 S.W SAM JACKSON PARK RD PORTLAND, OR 97239		IMPROVING THE HEALTH AND QUALITY OF LIFE FOR ALL OREGONIANS THROUGH EXCELLENCE, INNOVATION AND LEADERSHIP IN HEALTH CARE, EDUCATION AND RESEARCH	35,000.
PARK CITY COMMUNITY CHURCH 4501 N HIGHWAY 224 PARK CITY, UT 84098		SEEKING TO DEEPEN RELATIONSHIP WITH GOD, BUILDING FRIENDSHIPS, AND RENEWING THE SENSE OF COMMUNITY	5,000
PURDUE FOUNDATION MARTHA & BILL DUDLEY SCHOLARSHIP		PURDUE HAS ADVANCED AND AMBITIOUS AGENDA THAT WILL PLACE US AMONG THE GREAT ACADEMIC INSTITUTIONS OF THE WORLD PURDUE MOVES THE CHALLENGES ARE EXTRAORDINARY, BUT OUR RESOLVE AFFORDABILITY AND ACCESSIBILITY, STEM LEADERSHIP,	40,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

403 WEST WOOD STREET
WEST LAFAYETTE, IN 47907

WORLD-CHANGING RESEARCH AND TRANSFORMATIVE
ACHIEVEMENT AND GROWTH, AND HARNESS THE
UNSTOPPABLE POWER OF PURDUE

RAPHAEL HOUSE OF PORTLAND
4110 SE HAWTHORNE BLVD , # 503
PORTLAND, OR 97214

ENGAGE OUR ENTIRE COMMUNITY IN NON-VIOLENT LIVING
THROUGH ADVOCACY, EDUCATION, AND COMMUNITY
OUTREACH, AND BY PROVIDING A SAFE HAVEN FROM
DOMESTIC VIOLENCE

ROUTE FOR THE BRAVE
777 E MISSOURI AVE , SUITE 209
PHOENIX, AZ 85014

HELPING HANDS FOR FREEDOM'S WALK ACROSS AMERICA
WILL RAISE FUNDS TO BUILD A RETREAT HOUSE FOR
MILITARY FAMILIES DURING TIMES OF LOSS AND
TRANSITION

SMALL STEPS NURTURING CENTER
2902 JENSEN DR
HOUSTON, TX 77026

TO PROVIDE AN EXEMPLARY EARLY CHILDHOOD PROGRAM
TO INSTILL AND FOSTER THE SOCIAL, EMOTIONAL,
PHYSICAL, INTELLECTUAL, AND SPIRITUAL GROWTH OF
ECONOMICALLY AT-RISK CHILDREN AND THEIR
FAMILIES

ST MICHAEL CATHOLIC SCHOOL
14 MAIN STREET NORTH
ST MICHAEL, MN 55376

ST MICHAEL CATHOLIC SCHOOL SUPPORTS PARENTS IN
THE EDUCATION OF THE WHOLE CHILD BY INSTILLING
CATHOLIC TEACHINGS, NOURISHING FAITH IN JESUS
CHRIST, AND STRENGTHENING INDIVIDUAL COMMITMENT
TO HOLINESS AND ACADEMIC EXCELLENCE.

STAR OF HOPE MISSION
6897 ARDMORE
HOUSTON, TX 77054

STAR OF HOPE IS A CHRIST-CENTERED COMMUNITY
DEDICATED TO MEETING THE NEEDS OF HOMELESS MEN,
WOMEN AND THEIR CHILDREN

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT.)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXAS CHILDRENS HOSPITAL 6621 FANNIN STREET HOUSTON, TX 77030		CREATE A HEALTHIER FUTURE FOR CHILDREN AND WOMEN THROUGHOUT OUR GLOBAL COMMUNITY BY LEADING IN PATIENT CARE, EDUCATION AND RESEARCH	16,000
THE JUNIOR LEAGUE OF HOUSTON 1811 BRIAR OAKS LANE HOUSTON, TX 77027		PROMOTING VOLUNTARISM, DEVELOPING THE POTENTIAL OF WOMEN, AND IMPROVING COMMUNITIES THROUGH THE EFFECTIVE ACTION AND LEADERSHIP OF TRAINED VOLUNTEERS ITS PURPOSE IS EXCLUSIVELY EDUCATIONAL AND CHARITABLE	3,000
TOYS FOR TOTS 18251 QUANTICO GATEWAY DRIVE TRIANGLE, VA 22172		COLLECT TOYS AND DISTRIBUTE THOSE TOYS AS GIFTS TO LESS FORTUNATE CHILDREN IN THE COMMUNITY	500
URBAN HARVEST 2311 CANAL STREET, SUITE 200 HOUSTON, TX 77003		URBAN HARVEST ENCOURAGES COMMUNITY, GOOD NUTRITION AND SUSTAINABILITY THROUGH THE TEACHING AND SUPPORT OF ORGANIC GARDENING.	40,000
WELLESLEY COLLEGE WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481		PROVIDE AN EXCELLENT LIBERAL ARTS EDUCATION FOR WOMEN WHO WILL MAKE A DIFFERENCE IN THE WORLD	2,000
FRIENDS OF ZENGER FARMS 11741 SE FOSTER ROAD PORTLAND, OR 97266		ZENGER JR , WHO, WITH GREAT FONDNESS FOR THE PLACE THAT HAD BEEN HIS HOME, HAD THE FORESIGHT AND DETERMINATION TO PROTECT THE LAND FROM COMMERCIAL DEVELOPMENT AND PRESERVE ITS INTEGRITY	12,391
EDUCATIONAL AND ENVIRONMENTAL RESOURCE CREATED A NEED TO FORMALIZE THE FARM'S MISSION AND ESTABLISH A GROUP TO MAINTAIN IT			
TOTAL CONTRIBUTIONS PAID			<u>335,281</u>