Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: THE GIORGI FAMILY FOUNDATION	A Employer identification number: 47-5393758
Number and street (or P O. box number if mail is not delivered to street address): 1525 W W.T. HARRIS BLVD. D1114-044 — Room/suite:	B Telephone number (see instructions): 855-739-2921
City or town, state or province, country, and ZIP or foreign postal code: CHARLOTTE, NC 28262	C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 85,730,335.

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

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

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

	Line	Description	(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)	8,637,696.			
	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	927,049.	900,533.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	102,445.			
	b	Gross sales price for all assets on line 6a 4,710,157.				
	7	Capital gain net income (from Part IV, line 2)		102,445.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	9,667,190.	1,002,978.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 11	5,648.	NONE	NONE	5,648.
	b	Accounting fees (attach schedule) STMT 12	1,000.	NONE	NONE	1,000.
	c	Other professional fees (attach schedule) STMT 13	338,109.	338,109.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 14	29,337.	23,146.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 15	1,092.	1,092.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	375,186.	362,347.	NONE	6,648.
	25	Contributions, gifts, grants paid	596,176.			596,176.
	26	**Total expenses and disbursements** Add lines 24 and 25	971,362.	362,347.	NONE	602,824.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	8,695,828.			
	b	**Net investment income** (if negative, enter -0-)		640,631.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1,826.	1,826.
	2	Savings and temporary cash investments	76,173,290.	29,688,825.	29,688,825.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S. and state government obligations (attach schedule) STMT 16		7,429,737.	7,247,943.
	b	Investments - corporate stock (attach schedule) STMT 17		37,484,610.	38,538,122.
	c	Investments - corporate bonds (attach schedule) STMT 28		4,443,163.	4,401,103.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 29		5,790,556.	5,852,516.
	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)	76,173,290.	84,838,717.	85,730,335.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	76,173,290.	84,838,717.	
	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)	76,173,290.	84,838,717.	
	31	Total liabilities and net assets/fund balances (see instructions)	76,173,290.	84,838,717.	

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	76,173,290.
2	Enter amount from Part I, line 27a	2	8,695,828.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 30	3	2,905.
4	Add lines 1, 2, and 3	4	84,872,023.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 31	5	33,306.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	84,838,717.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,710,157.		4,607,712.	102,445.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				102,445.
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	102,445.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	NONE	75,035,925.	NONE
2014			
2013			
2012			
2011			

2	**Total** of line 1, column (d)	2	NONE
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	NONE
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	78,298,941.
5	Multiply line 4 by line 3	5	NONE
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,406.
7	Add lines 5 and 6	7	6,406.
8	Enter qualifying distributions from Part XII, line 4	8	602,824.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	6,406.
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	NONE
3	Add lines 1 and 2	3	6,406.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	6,406.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 6,191.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 215.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	6,406.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	12.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	12.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

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

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

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 32 Telephone no. ▶

Located at ▶ ZIP+4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ___, ___, ___, ___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ___, ___, ___, ___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

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
PIETRO GIORGI 108 PLAZA DRIVE STE 200, BLANDON, PA 19510	PRES/DIRECTOR 1	-0-	-0-	-0-
PHILIP M IMPRINK 108 PLAZA DRIVE STE 200, BLANDON, PA 19510	TREAS/DIRECTOR 1	-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		NONE	NONE	NONE

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	40,595,362.
b	Average of monthly cash balances	1b	38,895,949.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	79,491,311.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	79,491,311.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,192,370.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	78,298,941.
6	**Minimum investment return.** Enter 5% of line 5	6	3,914,947.

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	3,914,947.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	6,406.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,406.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,908,541.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	3,908,541.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3,908,541.

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	602,824.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	602,824.
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	6,406.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	596,418.

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.

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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				3,908,541.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			596,176.	
b Total for prior years 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 NONE				
b From 2012 NONE				
c From 2013 NONE				
d From 2014 NONE				
e From 2015 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 602,824.				
a Applied to 2015, but not more than line 2a			596,176.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				6,648.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				3,901,893.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012 NONE				
b Excess from 2013 NONE				
c Excess from 2014 NONE				
d Excess from 2015 NONE				
e Excess from 2016 NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [X] 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*				
FRANKLIN INSTITUTE 222 NORTH 20TH ST PHILADLEPHIA PA 19103	NONE	PC	PROGRAMS IN SCHOOL	100,000.
HUMANE PENNSYLVANIA 1729 N 11TH STREET READING PA 19604	NONE	PC	VETERINARIAN CARE AND OTHER ANIMAL SERVICES	75,000.
BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA	NONE	PC	PRE K THROUGH 8 OUTREACH PROGRAMS	100,000.
INTERNATIONAL ORTHODOX CHRISTIAN CHARITIES 110 WEST ROAD STE 360 BALTIMORE MD 21204	NONE	PC	ECONOMIC DEVELOPMENT/REFUGEE EDUCAT	100,000.
RENAISSANCE CHARITABLE FOUNDATION 8910 PURDUE ROAD SUITE 555 INDIANAPOLIS IN 4	NONE	PC	GENERAL DONATION	21,176.
MISSIONARIES OF THE SACRED HEART 1303 MT LAUREL AVE TEMPLE PA 19560	NONE	PC	EARTHQUAKE RELIEF	200,000.
Total ▶ 3a				596,176.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

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	927,049.	
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	102,445.	
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)				1,029,494.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,029,494.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11-7-2017 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CYNTHIA PETERS, AVP	[signature]	11/02/2017		P00116953

Firm's name ▶ WELLS FARGO BANK, N.A. — Firm's EIN ▶ 94-3080771

Firm's address ▶ 1525 W W T. HARRIS BLVD D1114-044 CHARLOTTE, NC 28262 — Phone no 800-691-8916

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

Schedule of Contributors

▶ **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

OMB No 1545-0047

2016

Name of the organization	Employer identification number
THE GIORGI FAMILY FOUNDATION	47-5393758

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 foundation

Check 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	Employer identification number
THE GIORGI FAMILY FOUNDATION	47-5393758

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	ESTATE OF FREDERICK J GIORGI 1161 PARK ROAD BLANDON, PA 19510	$ 8,637,696.	Person [X] 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.)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC 5.500% PFD	508.	508.
AIA GROUP LTD-SP ADR	767.	767.
ABAXIS INC	369.	369.
ABERDEEN EMERG MARKETS-INST #5840	38,575.	38,575.
AEGON N V	477.	477.
AEGON NV	181.	181.
AEGON NV 8.000% PFD	365.	365.
AFFILIATED MANAGERS GROU 6.375% PFD	97.	97.
AIR LIQUIDE - ADR	818.	818.
ALEXANDRIA REAL ESTATE E 6.450% PFD	40.	40.
ALFA LAVAL AB-UNSPON ADR	313.	313.
ALLIANCE DATA SYS CORP	195.	195.
ALLIANZ SE ADR	1,377.	1,377.
ALLSTATE CORP PFD	86.	86.
ALLSTATE CORP 5.625% PFD	84.	84.
ALLSTATE CORP 6.750% PFD	194.	194.
ALLSTATE CORP 6.250% PFD	96.	96.
ALLSTATE CORP 6.625% PFD	420.	420.
AMERICAN FINL GROUP INC OHIO COM	380.	380.
AMERICAN FINANCIAL GROUP 6.375% PFD	123.	123.
AMERICAN FINANCIAL GROUP 5.750% PFD	136.	136.
AMERICAN FINANCIAL GROUP 6.250% PFD	311.	311.
AMERICAN FINANCIAL GROUP 6.000% PFD	83.	83.
ANHEUSER-BUSCH INBEV SPN ADR	967.	967.
APACHE CORP	330.	330.
APTARGROUP INC COM	364.	364.
ARCHER DANIELS MIDLAND CO	501.	501.
ARM HOLDINGS PLC - ADR	199.	199.
ARTISAN PARTNERS ASSET MANAGEM	2,021.	539.
ASHLAND GLOBAL HOLDINGS INC	123.	123.
ASHLAND INC NEW	135.	135.
ATLAS COPCO AB ADR	617.	617.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BB&T CORPORATION 5.850% PFD	359.	359.
BB&T CORPORATION 5.625 PFD	892.	892.
BB&T CORPORATION 5.200% PFD	128.	128.
BB&T CORPORATION 5.200% PFD	378.	378.
BB&T CORPORATION 5.625% PFD	274.	274.
BBA AVIATION PLC-UNSPON ADR	142.	142.
BOK FINANCIAL CORPORATION	364.	364.
BANCO BILBAO VIZCAYA ARGENT- ADR	601.	601.
BANK OF AMERICA CORP 6.000% PFD	310.	310.
BANK OF AMERICA CORP 6.200% PFD	117.	117.
BANK OF AMERICA CORP 6.500% PFD	706.	706.
BANK OF AMERICA CORP 6.625% PFD	1,004.	1,004.
BANK OF AMERICA CORP	194.	194.
BANK AMER CORP	43.	43.
BANK OF NEW YORK MELLON 5.200% PFD	824.	824.
BARCLAYS BK PLC ADR	294.	294.
BAYERISCHE MOTOREN WERKE (BMW) ADR	797.	797.
BERKLEY (WR) CORPORATION 5.625% PFD	265.	265.
BERKLEY (WR) CORPORATION 5.900% PFD	89.	89.
BERKLEY (WR) CORPORATION 5.750% PFD	349.	349.
BORG WARNER INC.	267.	267.
BRINKER INTL INC	555.	555.
BROOKFIELD GL LISTED RE-Y #2065	57,529.	56,343.
CDW CORP/DE	478.	478.
CSL LTE-SPONSORED ADR	348.	348.
CANADIAN NATL RR CO COM	525.	525.
CAPITAL ONE FINANCIAL CO 6.000% PFD	954.	954.
CAPITAL ONE FINANCIAL CO 6.250% PFD	464.	464.
CAPITAL ONE FINANCIAL CO 6.700% PFD	787.	787.
CAPITAL ONE FINANCIAL CO 6.200% PFD	167.	167.
CITIGROUP INC 6.300% PFD	159.	159.
CITIGROUP INC 6.875% PFD	511.	511.
CITIGROUP INC 6.875% PFD	982.	982.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITIGROUP INC 7.125% PFD	526.	526.
CITIGROUP INC 5.800% PFD	341.	341.
CITIZENS FINANCIAL GROUP INC	460.	460.
COLOPLAST AS - UNSPON ADR	100.	100.
COMCAST CORP 5.000% PFD	210.	210.
COMPUTER PROGRAMS & SYSTEMS INC	599.	599.
CORRECTIONS CORP OF AMER	670.	604.
DBS GROUP HOLDINGS LIMITED - ADR	898.	898.
DST SYS INC COM	272.	272.
DTE ENERGY COMPANY 6.500% PFD	104.	104.
DTE ENERGY COMPANY 5.250% PFD	64.	64.
DTE ENERGY CO 5.375% PFD	172.	172.
DASSAULT SYSTEMES S.A. - ADR	291.	291.
DB CONT CAP TRST II	223.	223.
DICKS SPORTING GOODS INC	116.	116.
DIGITAL REALTY TRUST INC 7.000% PFD	91.	91.
DIGITAL REALTY TRUST INC 6.625% PFD	131.	131.
DIGITAL REALTY TRUST INC 7.375 PFD	201.	201.
DIGITAL REALTY TRUST INC 5.875% PFD	130.	130.
DOMINION ENERGY INC 5.250% PFD	226.	226.
DONALDSON CO INC	384.	384.
DUKE ENERGY CORP 5.125% PFD	139.	139.
EQT CORPORATION	32.	32.
ECOLAB INC	254.	254.
ENTERGY ARKANSAS INC 4.875%	132.	132.
ENTERGY ARKANSAS INC 4.750% PFD	62.	62.
ENTERGY ARKANSAS INC 4.900% PFD	64.	64.
ENTERGY ARKANSAS INC 5.75% PFD	19.	19.
ENTERGY CORP NEW COM	651.	651.
ENTERGY NEW ORLEANS INC 5.500% PFD	99.	99.
ENTERGY LOUISIANA LLC4.875%	66.	66.
ENTERGY LOUISIANA LLC 5.875% PFD	34.	34.
ENTERGY LOUISIANA LLC 5.250% PFD	73.	73.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EQUIFAX INC	635.	635.
EXPONENT INC	323.	323.
FMC CORP COM NEW	152.	152.
FACTSET RESH SYS INC COM	219.	219.
FANUC CORPORATION ADR	929.	929.
FHLMC POOL #G18465 2.500% 5/01/28	314.	314.
FED HOME LN BK 2.875% 9/13/24	1,581.	1,581.
FED HOME LN BK 1.125% 4/25/18	369.	369.
FED HOME LN BK 1.125% 3/29/18	2,334.	2,334.
FED FARM CREDIT BK 4.930% 2/01/28	1,098.	1,098.
FED FARM CREDIT BK 4.880% 3/27/28	3,284.	3,284.
FED HOME LN BK 1.375% 3/09/18	222.	222.
FED HOME LN BK 1.875% 3/13/20	2,620.	2,620.
FED HOME LN BK 1.625% 6/14/19	3,751.	3,751.
FED NATL MTG ASSN 1.375% 2/26/21	1,245.	1,245.
FED NATL MTG ASSN 2.125% 4/24/26	912.	912.
FNMA POOL #AB9049 3.500% 4/01/43	505.	505.
FNMA POOL #AE0213 5.500% 12/01/29	114.	114.
FNF GROUP	724.	724.
FIFTH THIRD BANCORP	419.	419.
FIRSTENERGY CORP COM	756.	756.
FRANKLIN RESOURCES INC	380.	380.
FRESENIUS MEDICAL CARE ADR	197.	197.
FUCHS PETROLUB SE-PREF ADR	233.	233.
GATX CORP 5.625% PFD	233.	233.
GENERAL ELEC CAP CORP 4.700% PFD	456.	456.
GENERAL ELEC CAP CORP 4.875% PFD	395.	395.
GENERAL ELEC CAP CORP 4.875% PFD	367.	367.
GENTEX CORP	402.	402.
GLOBAL PMTS INC W/I	19.	19.
GOLDMAN SACHS GROUP INC 6.500% PFD	173.	173.
GOLDMAN SACHS GROUP INC 5.950% PFD	212.	212.
GOLDMAN SACHS GROUP INC 5.500% PFD	1,072.	1,072.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS GROUP INC 6.375% PFD	448.	448.
GOLDMAN SACHS GROUP INC 6.300% PFD	439.	439.
GRACO INC	363.	363.
GRIFOLS SA-ADR	314.	314.
GRUPO TELEVISA, S.A. - ADR	36.	36.
HSBC HOLDINGS PLC ADR	211.	211.
HSBC HOLDINGS PLC 8.00% PFD	620.	620.
HARTFORD FINL SVCS GRP 7.875% PFD	263.	263.
HEALTHSOUTH REHABILITATION CORPORAT	476.	476.
HENRY JACK & ASSOC INC COM	288.	288.
HOSPITALITY PROP TRUST 7.125% PFD	297.	297.
HUNTINGTON INGALLS INDUSTRIES	40.	40.
ING GROEP NV	115.	115.
ING GROEP N V	178.	178.
ING GROEP NV	641.	641.
INGREDION INC	9.	9.
INTERPUBLIC GROUP COS INC	320.	320.
INVESTORS BANCORP INC NEW	214.	214.
ISHARES MSCI EAFE ETF	28,855.	28,855.
ISHARES RUSSELL MID-CAP ETF	11,170.	11,170.
ISHARES RUSSELL 2000 ETF	6,051.	6,051.
ISHARES FLOATING RATE BOND ETF	8,368.	8,368.
ITAU UNIBANCO H-SPON PRF ADR	3,536.	3,536.
JGC CORP-UNSPONSORED ADR	89.	89.
JPMORGAN CHASE & CO 5.450% PFD	534.	534.
JOHNSON CONTROLS INC	116.	116.
JONES LANG LASALLE INC	170.	170.
JPMORGAN CHASE & CO 6.300% PFD	281.	281.
JPMORGAN CHASE & CO 5.500% PFD	757.	757.
JPMORGAN CHASE & CO 6.700% PFD	448.	448.
JP MORGAN CHASE & CO 6.125 PFD	404.	404.
JPMORGAN CHASE & CO 6.100% PFD	163.	163.
KIMCO REALTY CORP 5.625% PFD	105.	105.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KIMCO REALTY CORP 5.500% PFD	54.	54.
KIMCO REALTY CORP 6.000% PFD	164.	164.
KUBOTA LIMITED - ADR	165.	165.
L'OREAL - ADR	473.	473.
L-3 COMMUNICATIONS CORP COM	494.	494.
LVMH MOET HENNESSY UNSP ADR - ADR	321.	321.
LAM RESEARCH CORP COM	135.	135.
LANDSTAR SYS INC COM	105.	105.
LINDE AG ADR	301.	301.
MARKETAXESS HLDGS INC	232.	232.
MARTIN MARIETTA MATLS INC COM	126.	126.
MITSUBISHI ESTATE COMPANY, LTD - ADR	85.	85.
MONOTARO CO LTD-UNSP ADR	67.	67.
MORGAN STANLEY	125.	125.
MLN MORGAN STANLEY	674.	674.
MORGAN STANLEY 6.625% PFD	645.	645.
MORGAN STANLEY 6.875% PFD	239.	239.
MTN GROUP LTD ADR	538.	538.
NASPERS LTD ADR	115.	115.
NATL RETAIL PROPERTIES 6.625% PFD	388.	388.
NATL RETAIL PROPERTIES 5.700% PFD	249.	249.
NATIONAL RETAIL PROP INC 5.200% PFD	86.	86.
NESTLE S.A. REGISTERED SHARES - ADR	721.	721.
NEXTERA ENERGY CAPITAL 5.250% PFD	300.	300.
NEXTERA ENERGY CAPITAL 5.700% PFD	110.	110.
NEXTERA ENERGY CAPITAL 5.625% PFD	164.	164.
NEXTERA ENERGY CAPITAL 5.125% PFD	215.	215.
NEXTERA ENERGY CAPITAL 5.000% PFD	67.	67.
PNC FINANCIAL SERVICES 6.125% PFD	1,053.	1,053.
PPL CAPITAL FUNDING INC 5.900% PFD	121.	121.
PS BUSINESS PARKS INC 5.750% PFD	71.	71.
PS BUSINESS PARKS INC 6.000% PFD	433.	433.
PS BUSINESS PARKS INC 6.450% PFD	237.	237.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PINNACLE WEST CAP CORP	338.	338.
PIONEER NAT RES CO COM	6.	6.
POLARIS INDS INC COM	354.	354.
POOL CORPORATION	272.	272.
PRICESMART INC	143.	112.
PRIMERICA INC	499.	499.
PRINCIPAL FDS-CAPITAL SEC-S #4325	3,713.	3,705.
PROTECTIVE LIFE CORP 6.250% PFD	264.	264.
PRUDENTIAL FINANCIAL INC 5.750% PFD	240.	240.
PRUDENTIAL FINANCIAL INC 5.700% PFD	317.	317.
PUBLIC SVC ENTERPRISE GROUP INC	701.	701.
PUBLIC STORAGE 6.350 PFD	60.	60.
PUBLIC STORAGE 5.200% PFD	66.	66.
PUBLIC STORAGE 5.900% PFD	318.	318.
PUBLIC STORAGE 5.750% PFD	379.	379.
PUBLIC STORAGE 5.625% PFD	110.	110.
PUBLIC STORAGE 5.125% PFD	70.	70.
PUBLIC STORAGE 5.400% PFD	79.	79.
PUBLIC STORAGE 5.875% PFD	82.	82.
PUBLIC STORAGE 5.375% PFD	115.	115.
PUBLIC STORAGE 6.000 PFD	215.	215.
PUBLIC STORAGE 6.375% PFD	164.	164.
QWEST CORP 7.375% PFD	240.	240.
QWEST CORP 7.500% PFD	341.	341.
QWEST CORP 7.000% PFD	135.	135.
QWEST CORP 7.000% PFD	91.	91.
QWEST CORP 6.500% PFD	80.	80.
RBS CAPITAL FUNDING TR V 5.900% PFD	94.	94.
RBS CAPITL FUNDING TR VII 6.080% PFD	62.	62.
RLI CORP COM	1,039.	1,039.
RAYMOND JAMES FINANCIAL 6.900% PFD	155.	155.
REALTY INCOME CORP 6.625% PFD	452.	452.
REGENCY CENTERS CORP 6.625% PFD	216.	216.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REGENCY CENTERS CORP 6.000% PFD	64.	64.
REGIONS FINANCIAL CORP 6.375% PFD	380.	380.
ROBERT HALF INTL INC	513.	513.
ROYAL BK SCOTLND GRP PLC ADR	241.	241.
ROYAL BK SCOTLAND GROUP PLC ADR	1,054.	1,054.
ROYAL DUTCH SHELL PLC ADR	2,948.	2,948.
RYMAN HOSPITALITY PROPERTIES	1,728.	1,728.
SCE TRUST I 5.675% PFD	140.	140.
SCE TRUST II 5.100% PFD	51.	51.
S&P GLOBAL INC	702.	702.
SCE TRUST V 5.450% PFD	83.	83.
SPDR S & P 500 ETF TRUST	17,765.	17,765.
SPDR DJ WILSHIRE INTERNATIONAL REAL	152,377.	152,377.
SPDR S&P MIDCAP 400 ETF TRUST	4,405.	4,405.
SABRE CORP	377.	377.
ST JUDE MED INC	109.	109.
SAP SE	565.	565.
SASOL LIMITED - ADR	472.	472.
SCHLUMBERGER LTD	442.	442.
CHARLES SCHWAB CORP 6.000% PFD	349.	349.
CHARLES SCHWAB CORP 6.000%PFD	1,294.	1,294.
CHARLES SCHWAB CORP 5.950% PFD	283.	283.
SENIOR HOUSING PROP TRUS 5.625% PFD	240.	240.
SENIOR HOUSING PROPERTIE 6.250% PFD	257.	257.
SONOVA HOLDIN-UNSPON ADR	246.	246.
SOUTHERN CO 6.250% PFD	93.	93.
STANLEY BLACK & DECKER I 5.750% PFD	558.	558.
STATE STREET CORP 5.250% PFD	385.	385.
STATE STREET CORP 5.900 PFD	390.	390.
STATE STREET CORP 6.000% PFD	842.	842.
SUNTRUST BANKS INC 5.875% PFD	113.	113.
SYMRISE AG ADR	198.	198.
SYSMEX CORP-UNSPON ADR	193.	193.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TCF FINANCIAL CO 7.500% PFD	339.	339.
TAIWAN SEMICONDUCTOR MANUFACTU - ADR	2,774.	2,774.
TENARIS S.A. - ADR	199.	199.
TORCHMARK CORP 5.875% PFD	66.	66.
TORO CO	305.	305.
TURKIYE GARANTI BANKSASI-ADR	171.	171.
UBS PFD FDG TR IV	15.	15.
E-TRACS ALERIAN MLP INFRASTRUCTURE	51,542.	51,542.
US BANCORP	42.	42.
US BANCORP 5.150% PFD	207.	207.
US BANCORP 6.000% PFD	108.	108.
US BANCORP 6.500% PFD	345.	345.
UNILEVER PLC - ADR	636.	636.
US TREASURY BOND 3.750% 11/15/43	6,209.	6,209.
US TREASURY NOTE 2.000% 2/15/25	791.	791.
US TREASURY NOTE 1.625% 2/15/26	464.	464.
US TREASURY NOTE 1.250% 3/31/21	1,127.	1,127.
US TREASURY NOTE 0.875% 4/15/19	653.	653.
US TREASURY NOTE 1.750% 5/15/22	2,764.	2,764.
US TREASURY NOTE 1.750% 5/15/23	2,257.	2,257.
US TREASURY NOTE 1.000% 5/31/18	799.	799.
US TREASURY NOTE 0.875% 5/15/17	712.	712.
UNIVERSAL HEALTH SVCS INC CL B	67.	67.
VANGUARD SHORT TERM BOND ETF	17,810.	17,810.
VANGUARD FTSE DEVELOPED ETF	107,021.	107,021.
VANGUARD FTSE EMERGING MARKETS ETF	4,772.	4,772.
VENTAS REALTY LP/CAP CRP 5.450% PFD	218.	218.
VANGUARD REIT VIPER	76,462.	52,719.
VANGUARD 500 INDEX FD- ADM #540	111,098.	111,098.
VERIZON COMMUNICATIONS PFD	526.	526.
VORNADO REALTY TRUST 5.400% PFD	58.	58.
VORNADO REALTY TRUST 5.700% PFD	81.	81.
VORNADO REALTY TRUST 6.875% PFD	65.	65.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WPP PLC NEW ADR	1,496.	1,496.
WELLTOWER INC 6.500% PFD	128.	128.
WHOLE FOODS MKT INC	319.	319.
AMDOCS LIMITED COM	434.	434.
ARCH CAPITAL GROUP LTD 6.750% PFD	318.	318.
AXIS CAPITAL HLDGS LTD 5.500% PFD	381.	381.
AXIS CAPITAL HLDGS LTD 6.875% PFD	366.	366.
BUNGE LIMITED	631.	631.
INVESCO LIMITED	826.	826.
NIELSEN HLDGS PLC	1,992.	1,992.
RENAISSANCERE HOLDINGS COM	240.	240.
RENAISSANCERE HOLDING L 5.375% PFD	295.	295.
RENAISSANCERE HOLDINGS LTD.	29.	29.
WHITE MTNS INS GROUP	10.	10.
CORE LABORATORIES N V COM	478.	478.
FEDERATED TREAS OBL FD 68	93,957.	93,957.
TOTAL	927,049.	900,533.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
COZEN O'CONNOR - LEGAL SVCS	5,648.			5,648.
TOTALS	5,648.	NONE	NONE	5,648.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO - MGMT FEE	322,499.	322,499.
SUB-ADVISERS FEE	15,610.	15,610.
TOTALS	338,109.	338,109.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,610.	3,610.
FEDERAL ESTIMATES - PRINCIPAL	6,191.	
FOREIGN TAXES ON QUALIFIED FOR	13,499.	13,499.
FOREIGN TAXES ON NONQUALIFIED	6,037.	6,037.
TOTALS	29,337.	23,146.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MUTUAL FUND MISC EXPENSE	81.	81.
ADR FEES	1,011.	1,011.
TOTALS	1,092.	1,092.

THE GIORGI FAMILY FOUNDATION 47-5393758

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3128MMQT3 FHLMC POOL #G18465	63,215.	61,159.
3130A2UW4 FED HOME LN BK	266,619.	257,635.
3130A4GJ5 FED HOME LN BK	150,814.	150,116.
31331YRX0 FED FARM CREDIT BK	82,215.	76,773.
31331YZP8 FED FARM CREDIT BK	93,793.	88,222.
313378A43 FED HOME LN BK	201,827.	200,716.
313378J77 FED HOME LN BK	357,828.	353,308.
313379EE5 FED HOME LN BK	762,677.	753,638.
3135G0J20 FED NATL MTG ASSN	398,779.	392,204.
3135G0K36 FED NATL MTG ASSN	549,836.	520,130.
31417GBT2 FNMA POOL #AB9049	69,315.	67,557.
31419AGX9 FNMA POOL #AE0213	10,354.	10,196.
912810QA9 US TREASURY BOND	110,630.	103,891.
912810RD2 US TREASURY BOND	864,013.	804,991.
9128282A7 US TREASURY NOTE	167,742.	165,551.
912828J27 US TREASURY NOTE	84,801.	82,729.
912828Q37 US TREASURY NOTE	461,222.	454,263.
912828Q52 US TREASURY NOTE	473,742.	470,735.
912828S76 US TREASURY NOTE	373,215.	372,156.
912828SV3 US TREASURY NOTE	600,801.	591,186.
912828VB3 US TREASURY NOTE	535,562.	521,079.
912828VE7 US TREASURY NOTE	750,737.	749,708.
TOTALS	7,429,737.	7,247,943.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
001055300 AFLAC INC 5.500% PFD	24,554.	23,232.
001317205 AIA GROUP LTD-SP ADR	98,227.	95,498.
002567105 ABAXIS INC	66,980.	75,461.
003021714 ABERDEEN EMERG MARKE	2,624,500.	2,660,766.
007924301 AEGON N V	7,818.	7,562.
007924509 AEGON NV	6,164.	5,835.
008252876 AFFILIATED MANAGERS	4,414.	4,293.
009126202 AIR LIQUIDE - ADR	63,670.	65,430.
015271703 ALEXANDRIA REAL ESTA	5,324.	5,168.
015393101 ALFA LAVAL AB-UNSPON	28,083.	29,289.
018581108 ALLIANCE DATA SYS CO	107,180.	114,250.
018805101 ALLIANZ SE ADR	70,525.	72,232.
020002309 ALLSTATE CORP PFD	6,583.	6,293.
020002408 ALLSTATE CORP 5.625%	5,840.	5,519.
020002606 ALLSTATE CORP 6.750%	11,765.	11,111.
020002853 ALLSTATE CORP 6.250%	6,164.	5,823.
020002879 ALLSTATE CORP 6.625%	25,747.	24,447.
025932401 AMERICAN FINANCIAL G	5,191.	4,999.
025932500 AMERICAN FINANCIAL G	6,229.	6,072.
025932609 AMERICAN FINANCIAL G	12,907.	12,340.
025932708 AMERICAN FINANCIAL G	3,958.	3,850.
037411105 APACHE CORP	53,237.	60,297.
038336103 APTARGROUP INC COM	54,111.	52,076.
03939A206 ARCH CAPITAL GROUP L	19,250.	17,221.
039483102 ARCHER DANIELS MIDLA	33,648.	37,890.
04316A108 ARTISAN PARTNERS ASS	51,435.	50,694.
044186104 ASHLAND GLOBAL HOLDI	41,502.	40,984.
04530Y106 ASPEN PHARMACARE HL-	25,323.	24,466.
045327103 ASPEN TECHNOLOGY INC	53,242.	71,357.

THE GIORGI FAMILY FOUNDATION 47-5393758

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
049255706 ATLAS COPCO AB ADR	41,428.	47,734.
05278C107 AUTOHOME INC-ADR	85,812.	85,269.
054937206 BB&T CORPORATION 5.8	16,306.	15,599.
054937404 BB&T CORPORATION 5.6	41,224.	39,069.
054937602 BB&T CORPORATION 5.2	6,320.	5,872.
054937800 BB&T CORPORATION 5.2	18,565.	17,123.
054937875 BB&T CORPORATION 5.6	13,060.	12,534.
05530H100 BBA AVIATION PLC-UNS	12,575.	13,561.
05561Q201 BOK FINANCIAL CORPOR	26,975.	34,877.
056752108 BAIDU INC ADR	106,157.	99,961.
05946K101 BANCO BILBAO VIZCAYA	73,024.	74,280.
060505260 BANK OF AMERICA CORP	19,661.	19,273.
060505286 BANK OF AMERICA CORP	9,253.	8,985.
060505310 BANK OF AMERICA CORP	42,772.	41,317.
060505344 BANK OF AMERICA CORP	41,460.	40,159.
060505740 BANK OF AMERICA CORP	13,090.	12,635.
064058209 BANK OF NEW YORK MEL	41,068.	37,766.
072730302 BAYER AG - ADR	108,956.	110,537.
072743305 BAYERISCHE MOTOREN	47,442.	50,794.
084423409 BERKLEY (WR) CORPORA	15,233.	14,063.
084423508 BERKLEY (WR) CORPORA	3,820.	3,694.
084423607 BERKLEY (WR) CORPORA	19,479.	18,304.
099724106 BORG WARNER INC.	47,700.	53,638.
109641100 BRINKER INTL INC	51,682.	52,502.
112740303 BROOKFIELD GL LISTED	2,500,000.	2,421,952.
12504L109 CBRE GROUP INC	80,105.	88,959.
12514G108 CDW CORP/DE	73,373.	88,345.
125509109 CIGNA CORP	32,907.	34,014.
12637N204 CSL LTE-SPONSORED AD	48,194.	44,358.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
136375102 CANADIAN NATL RR CO	58,628.	64,030.
14040H402 CAPITAL ONE FINANCIA	41,892.	40,392.
14040H600 CAPITAL ONE FINANCIA	19,790.	19,058.
14040H709 CAPITAL ONE FINANCIA	32,790.	31,386.
14040H881 CAPITAL ONE FINANCIA	7,183.	6,917.
14149Y108 CARDINAL HEALTH INC	30,168.	29,508.
163086101 CHEFS' WAREHOUSE HOL	13,358.	13,161.
172967317 CITIGROUP INC 6.300%	8,048.	7,767.
172967333 CITIGROUP INC 6.875%	22,537.	21,808.
172967341 CITIGROUP INC 6.875%	44,238.	43,815.
172967358 CITIGROUP INC 7.125%	21,036.	21,069.
172967366 CITIGROUP INC 5.800%	19,593.	19,129.
174610105 CITIZENS FINANCIAL G	38,406.	55,227.
192446102 COGNIZANT TECH SOLUT	34,572.	35,859.
20030N606 COMCAST CORP 5.000%	11,205.	10,784.
217204106 COPART INC COM	69,597.	81,951.
23304Y100 DBS GROUP HOLDINGS L	47,821.	49,750.
233326107 DST SYS INC COM	60,554.	59,468.
233331701 DTE ENERGY COMPANY 5	3,110.	2,993.
233331800 DTE ENERGY CO 5.375%	10,348.	9,602.
233331867 DTE ENERGY CO 6.000%	6,422.	6,656.
237545108 DASSAULT SYSTEMES S.	105,714.	104,054.
23918K108 DAVITA INC	188,138.	174,945.
253868806 DIGITAL REALTY TRUST	5,168.	4,999.
253868871 DIGITAL REALTY TRUST	7,696.	7,548.
253868889 DIGITAL REALTY TRUST	5,530.	5,265.
25470F104 DISCOVERY COMMUNICAT	54,324.	54,546.
256746108 DOLLAR TREE INC	97,772.	90,687.
25746U844 DOMINION RESOURCES I	25,991.	24,043.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
257651109 DONALDSON CO INC	36,581.	43,721.
262037104 DRIL-QUIP INC COM	62,112.	62,512.
26441C303 DUKE ENERGY CORP 5.1	9,109.	8,519.
26884L109 EQT CORPORATION	61,758.	59,187.
278865100 ECOLAB INC	52,807.	52,749.
29364D100 ENTERGY ARKANSAS INC	13,000.	11,601.
29364D753 ENTERGY ARKANSAS INC	3,241.	2,815.
29364D761 ENTERGY ARKANSAS INC	3,262.	2,917.
29364G103 ENTERGY CORP NEW COM	46,735.	47,021.
29364N108 ENTERGY MISSISSIPPI	12,943.	11,474.
29364P103 ENTERGY NEW ORLEANS	6,509.	6,001.
29364W108 ENTERGY LOUISIANA LL	6,505.	5,811.
29364W504 ENTERGY LOUISIANA LL	5,169.	4,815.
294429105 EQUIFAX INC	132,598.	133,009.
30214U102 EXPONENT INC	35,727.	40,461.
302491303 FMC CORP COM NEW	22,896.	27,149.
30249U101 FMC TECHNOLOGIES INC	37,879.	47,610.
303075105 FACTSET RESH SYS INC	62,291.	63,574.
307305102 FANUC CORPORATION AD	92,122.	94,272.
315616102 F5 NETWORKS INC	16,382.	21,708.
31620R303 FNF GROUP	64,158.	63,505.
316773100 FIFTH THIRD BANCORP	35,681.	49,625.
354613101 FRANKLIN RESOURCES I	32,499.	35,622.
358029106 FRESENIUS MEDICAL CA	62,945.	62,513.
35952Q106 FUCHS PETROLUB SE-PR	32,090.	31,997.
361448608 GATX CORP 5.625% PFD	12,690.	12,095.
366651107 GARTNER INC	90,716.	96,017.
369622394 GENERAL ELEC CAP COR	25,749.	24,707.
369622410 GENERAL ELEC CAP COR	25,627.	24,305.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
369622428 GENERAL ELEC CAP COR	25,631.	24,541.
371901109 GENTEX CORP	37,299.	43,121.
37940X102 GLOBAL PMTS INC W/I	128,445.	123,203.
38145G209 GOLDMAN SACHS GROUP	11,051.	10,908.
38145G308 GOLDMAN SACHS GROUP	59,963.	59,723.
38148B108 GOLDMAN SACHS GROUP	26,736.	26,380.
38148B504 GOLDMAN SACHS GROUP	26,401.	26,132.
384109104 GRACO INC	53,411.	55,504.
398438408 GRIFOLS SA-ADR	23,506.	24,378.
40049J206 GRUPO TELEVISA, S.A.	22,782.	19,720.
40418F108 HFF INC	43,140.	45,042.
404280406 HSBC - ADR	37,547.	35,841.
404280604 HSBC HOLDINGS PLC AD	8,940.	8,820.
416518504 HARTFORD FINL SVCS G	19,782.	19,230.
421924309 HEALTHSOUTH REHABILI	48,400.	50,725.
426281101 HENRY JACK & ASSOC I	41,296.	42,881.
44106M607 HOSPITALITY PROP TRU	15,972.	15,561.
45104G104 ICICI BANK LTD. - AD	29,820.	28,417.
456837400 ING GROEP NV	7,193.	7,011.
456837509 ING GROEP N V	10,707.	10,504.
456837608 ING GROEP NV	26,503.	26,070.
460690100 INTERPUBLIC GROUP CO	32,577.	33,008.
464287465 ISHARES MSCI EAFE ET	1,124,778.	1,143,920.
464287499 ISHARES RUSSELL MID-	830,256.	893,942.
464287655 ISHARES RUSSELL 2000	474,683.	564,752.
465562106 ITAU UNIBANCO H-SPON	40,262.	44,800.
466140100 JGC CORP-UNSPONSORED	31,915.	35,430.
46637G124 JPMORGAN CHASE & CO	27,792.	27,016.
48020Q107 JONES LANG LASALLE I	52,502.	50,520.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
481246700 JPMORGAN CHASE & CO	13,235.	12,928.
48126E750 JPMORGAN CHASE & CO	38,584.	37,703.
48127A161 JPMORGAN CHASE & CO	20,562.	20,018.
48127R461 JP MORGAN CHASE & CO	19,289.	18,658.
48127X542 JPMORGAN CHASE & CO	7,738.	7,507.
493267702 KEYCORP 6.125% PFD	25,847.	26,552.
49446R745 KIMCO REALTY CORP 5.	10,297.	9,579.
49446R778 KIMCO REALTY CORP 5.	5,557.	5,166.
49446R794 KIMCO REALTY CORP 6.	15,509.	14,683.
501173207 KUBOTA LIMITED - ADR	28,833.	27,942.
502117203 L'OREAL - ADR	72,489.	73,221.
502424104 L-3 COMMUNICATIONS C	55,989.	60,844.
502441306 LVMH MOET HENNESSY U	31,042.	34,347.
512807108 LAM RESEARCH CORP CO	19,424.	23,261.
535223200 LINDE AG ADR	35,639.	38,840.
57060D108 MARKETAXESS HLDGS IN	54,632.	56,270.
573284106 MARTIN MARIETTA MATL	53,882.	60,921.
59408Q106 MICHAELS COS INC/THE	55,089.	45,195.
606783207 MITSUBISHI ESTATE CO	27,011.	27,822.
61022V107 MONOTARO CO LTD-UNSP	28,183.	19,258.
61747S504 MORGAN STANLEY	10,212.	10,764.
61762V200 MLN MORGAN STANLEY	43,337.	42,336.
61762V507 MORGAN STANLEY 6.625	39,020.	37,314.
61763E207 MORGAN STANLEY 6.875	14,586.	14,169.
62944T105 NVR INC COM	47,621.	46,732.
631512100 NASPERS LTD ADR	61,297.	61,886.
637417601 NATL RETAIL PROPERTI	15,540.	15,141.
637417809 NATL RETAIL PROPERTI	11,362.	10,400.
637417874 NATIONAL RETAIL PROP	12,833.	11,718.

THE GIORGI FAMILY FOUNDATION 47-5393758

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
641069406 NESTLE S.A. REGISTER	101,892.	99,575.
65339K100 NEXTERA ENERGY CAPIT	19,291.	17,708.
65339K605 NEXTERA ENERGY CAPIT	5,037.	4,828.
65339K704 NEXTERA ENERGY CAPIT	7,532.	7,149.
65339K803 NEXTERA ENERGY CAPIT	10,677.	9,627.
65339K886 NEXTERA ENERGY CAPIT	4,316.	3,877.
65473P105 NISOURCE INC	28,598.	28,561.
665859104 NORTHERN TRUST CORP	38,172.	45,416.
67103H107 O'REILLY AUTOMOTIVE	133,299.	139,205.
679580100 OLD DOMINION FREIGHT	67,631.	79,613.
693475857 PNC FINANCIAL SERVIC	69,444.	66,915.
69352P202 PPL CAPITAL FUNDING	6,370.	6,075.
69360J669 PS BUSINESS PARKS IN	3,175.	2,980.
69360J685 PS BUSINESS PARKS IN	19,055.	18,208.
69360J719 PS BUSINESS PARKS IN	6,670.	6,489.
701491102 PARK24 CO LTD-SPN AD	34,682.	32,217.
723484101 PINNACLE WEST CAP CO	21,462.	22,629.
723787107 PIONEER NAT RES CO C	20,930.	22,509.
731068102 POLARIS INDS INC COM	46,486.	49,516.
73278L105 POOL CORPORATION	32,210.	35,476.
741511109 PRICESMART INC	47,664.	46,927.
74164M108 PRIMERICA INC	66,791.	88,927.
743674608 PROTECTIVE LIFE CORP	12,212.	11,917.
744320607 PRUDENTIAL FINANCIAL	11,229.	10,746.
744320706 PRUDENTIAL FINANCIAL	15,008.	14,399.
744573106 PUBLIC SVC ENTERPRIS	51,433.	51,778.
74460W107 PUBLIC STORAGE 5.200	3,322.	3,095.
74460W206 PUBLIC STORAGE 5.900	14,182.	13,821.
74460W404 PUBLIC STORAGE 5.750	17,365.	16,625.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
74460W602 PUBLIC STORAGE 5.625	5,166.	4,800.
74460W750 PUBLIC STORAGE 5.125	3,854.	3,490.
74460W776 PUBLIC STORAGE 5.400	3,786.	3,440.
74460W792 PUBLIC STORAGE 5.875	3,815.	3,281.
74460W800 PUBLIC STORAGE 5.375	5,466.	4,995.
74460W826 PUBLIC STORAGE 6.000	10,004.	9,441.
74460W842 PUBLIC STORAGE 6.375	7,196.	6,851.
74876Y101 QUINTILES TRANSNATIO	22,007.	24,336.
74913G303 QWEST CORP 7.500% PF	4,169.	4,058.
74913G402 QWEST CORP 7.000% PF	5,075.	4,866.
74913G501 QWEST CORP 7.000% PF	3,450.	3,264.
74913G881 QWEST CORP 6.500% PF	4,655.	4,113.
749607107 RLI CORP COM	32,442.	31,312.
754730208 RAYMOND JAMES FINANC	6,023.	5,890.
75524B104 RBC BEARINGS INC	43,079.	52,066.
756109807 REALTY INCOME CORP 6	20,874.	20,321.
758849707 REGENCY CENTERS CORP	9,933.	9,638.
758849806 REGENCY CENTERS CORP	3,267.	3,078.
7591EP506 REGIONS FINANCIAL CO	16,845.	16,449.
759351703 REINSURANCE GRP OF A	3,718.	3,831.
770323103 ROBERT HALF INTL INC	28,840.	36,585.
771195104 ROCHE HOLDINGS LTD -	110,593.	103,222.
780097739 ROYAL BK SCOTLND GRP	9,060.	9,043.
780097788 ROYAL BK SCOTLAND GR	44,366.	43,149.
780259107 ROYAL DUTCH SHELL PL	86,575.	96,636.
78377T107 RYMAN HOSPITALITY PR	55,957.	65,845.
78388J106 SBA COMMUNICATIONS C	220,066.	224,591.
78406T201 SCE TRUST I 5.675% P	6,451.	6,017.
78407R204 SCE TRUST II 5.100%	2,606.	2,349.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
78409V104 S&P GLOBAL INC	81,151.	77,967.
78409W201 SCE TRUST V 5.450% P	7,719.	7,527.
78462F103 SPDR S & P 500 ETF T	1,049,373.	1,136,650.
78463X863 SPDR DJ WILSHIRE INT	2,100,497.	1,844,193.
78467Y107 SPDR S&P MIDCAP 400	412,027.	473,716.
78573M104 SABRE CORP	50,466.	46,906.
803054204 SAP SE ADR	85,586.	91,616.
803866300 SASOL LIMITED - ADR	26,998.	26,903.
806857108 SCHLUMBERGER LTD	63,606.	68,839.
808513204 CHARLES SCHWAB CORP	15,690.	15,238.
808513402 CHARLES SCHWAB CORP	58,787.	56,431.
808513600 CHARLES SCHWAB CORP	12,882.	12,420.
81721M208 SENIOR HOUSING PROP	13,769.	12,984.
81721M307 SENIOR HOUSING PROPE	10,361.	10,033.
82481R106 SHIRE PLC ADR	27,793.	27,602.
825690100 SHUTTERSTOCK INC	79,484.	88,150.
83569C102 SONOVA HOLDIN-UNSPON	25,546.	23,845.
842587206 SOUTHERN CO 6.250% P	5,263.	5,142.
842587305 SOUTHERN CO 5.250% P	13,010.	11,826.
848574109 SPIRIT AEROSYTSEMS H	44,849.	53,682.
854502705 STANLEY BLACK & DECK	28,994.	27,736.
857477509 STATE STREET CORP 5.	19,319.	17,886.
857477608 STATE STREET CORP 5.	18,521.	17,799.
857477889 STATE STREET CORP 6.	38,434.	36,812.
867914889 SUNTRUST BANKS INC 5	5,037.	4,895.
87155N109 SYMRISE AG ADR	34,170.	32,424.
871607107 SYNOPSYS INC COM	21,757.	24,133.
87184P109 SYSMEX CORP-UNSPON A	55,956.	50,489.
872277207 TCF FINANCIAL CO 7.5	12,253.	11,981.

THE GIORGI FAMILY FOUNDATION 47-5393758

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
874039100 TAIWAN SEMICONDUCTOR	88,569.	94,099.
879360105 TELEDYNE TECHNOLOGIE	69,911.	86,100.
88031M109 TENARIS S.A. - ADR	28,889.	36,460.
891027302 TORCHMARK CORP 5.875	6,726.	6,519.
891092108 TORO CO	28,978.	36,535.
900148701 TURKIYE GARANTI BANK	27,780.	22,233.
902641646 E-TRACS ALERIAN MLP	2,011,534.	2,198,167.
902973155 US BANCORP	4,091.	3,859.
902973791 US BANCORP 5.150% PF	15,478.	14,599.
902973817 US BANCORP 6.000% PF	7,061.	6,832.
902973833 US BANCORP 6.500% PF	29,511.	28,686.
904767704 UNILEVER PLC - ADR	45,694.	42,247.
913903100 UNIVERSAL HEALTH SVC	58,040.	52,126.
921943858 VANGUARD FTSE DEVELO	4,991,223.	5,037,441.
922042858 VANGUARD FTSE EMERGI	190,308.	194,500.
92276M204 VENTAS REALTY LP/CAP	10,640.	9,844.
922908553 VANGUARD REIT VIPER	2,216,633.	2,233,344.
922908710 VANGUARD 500 INDEX F	7,121,925.	7,696,787.
92343V302 VERIZON COMMUNICATIO	27,127.	26,220.
929042844 VORNADO REALTY TRUST	5,386.	4,961.
929042851 VORNADO REALTY TRUST	7,192.	6,762.
92927K102 WABCO HOLDINGS INC	78,899.	77,914.
92937A102 WPP PLC NEW ADR	83,716.	82,331.
95040Q302 WELLTOWER INC 6.500%	10,306.	9,955.
962166104 WEYERHAEUSER CO	40,727.	40,321.
966837106 WHOLE FOODS MKT INC	45,330.	44,910.
G02602103 AMDOCS LIMITED COM	109,386.	109,219.
G0450A204 ARCH CAPITAL GROUP L	20,782.	20,111.
G0692U117 AXIS CAPITAL HLDGS L	17,812.	16,238.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
G0692U307 AXIS CAPITAL HLDGS L	14,203.	13,689.
G0750C108 AXALTA COATING SYSTE	30,636.	32,096.
G16962105 BUNGE LIMITED	50,869.	58,948.
G491BT108 INVESCO LIMITED	49,715.	50,971.
G6518L108 NIELSEN HLDGS PLC	94,730.	79,705.
G7496G103 RENAISSANCERE HOLDIN	42,697.	47,677.
G7498P119 RENAISSANCERE HOLDIN	14,052.	12,774.
G9618E107 WHITE MTNS INS GROUP	43,465.	44,311.
M22465104 CHECK POINT SOFTWARE	46,091.	49,156.
N22717107 CORE LABORATORIES N	35,176.	36,252.
TOTALS	37,484,610.	38,538,122.

THE GIORGI FAMILY FOUNDATION 47-5393758

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
46429B655 ISHARES FLOATING RAT	2,002,431.	1,997,494.
742537202 PRINCIPAL FDS-CAPITA	241,176.	239,470.
921937827 VANGUARD SHORT TERM	2,199,556.	2,164,139.
TOTALS	4,443,163.	4,401,103.

THE GIORGI FAMILY FOUNDATION 47-5393758

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
7HC991751 MAGNITUDE INTERNATIO	C	950,000.	954,836.
7HC991782 KNIGHTHEAD OFFSHORE	C	500,000.	500,000.
7HC991793 ATLAS INSTL FUND LTD	C	950,000.	962,687.
7HC991963 CREDIT SUISSE SECURI	C	500,000.	500,000.
7HN990116 KINGDON CREDIT LTD (	C	950,000.	1,010,588.
7HN990338 LHP ATLAS LLC ASCEND	C	940,556.	924,405.
7HN990433 LHP ATLAS LLC GAM GL	C	500,000.	500,000.
7HN990436 LHP ATLAS THREE BRID	C	500,000.	500,000.
TOTALS		5,790,556.	5,852,516.

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

DESCRIPTION	AMOUNT
MUTUAL FUND POSTING CURR YR EFF PRIOR YR	2,495.
DEFERRED INCOME	409.
ROUNDING	1.
TOTAL	2,905.

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

DESCRIPTION	AMOUNT
MUTUAL FUND POSTING NEXT YR EFF CURR YR	17,960.
WASH SALES ADJ	7,147.
CAP GAIN POSTING NEXT YR EFF CURR YR	1,010.
ACCD INT POSTING CURR YR EFF NEXT YR	7,189.
TOTAL	33,306.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
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NAME: WELLS FARGO BANK

ADDRESS: 100 N MAIN ST FL6 D4001-065
WINSTON-SALEM, NC 27101

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