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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

► 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 ,

Name of foundation
Norfolk Foundation Inc

A Employer identification number
47-5535228

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO Box 333

B Telephone number (see instructions)
(860) 541-0463

City or town, state or province, country, and ZIP or foreign postal code
Norfolk CT 06058-0333

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 ☐ 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: ☒ 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, column (c), line 16) ► $ 2,386,649.

J Accounting method ☐ 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))*

		(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)	275,894.			
	2 Check ► ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7.	7.	7.	
	4 Dividends and interest from securities	29,500.	29,500.	29,500.	
	5a Gross rents	2,750.	2,750.	0.	
	b Net rental income or (loss) -32,224.				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV line 2)		1,849,745.		
	8 Net short-term capital gain			1,849,745.	
	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	308,151.	1,882,002.	1,879,252.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	27,890.	2,750.	14,148.	5,140.
	b Accounting fees (attach sch)				
	c Other professional fees (attach sch) L-16c Stmt	10,124.	0.	66.	3,747.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	7,791.	353.	166.	1,829.
	19 Depreciation (attach schedule) and depletion L-19 Stmt	10,983.	0.	0.	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	22,106.	0.	7,092.	6,661.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	78,894.	3,103.	21,472.	17,377.
	25 Contributions, gifts grants paid	6,000.			6,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	84,894.	3,103.	21,472.	23,377.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	223,257.			
	b **Net investment income** (if negative, enter -0-)		1,878,899.		
	c **Adjusted net income** (if negative, enter -0-)			1,857,780.	

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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	0.	30,087.	30,087.
	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 sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	0.	1,834,052.	1,813,431.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis ► 541,950.			
	Less accumulated depreciation (attach schedule) L-14 Stmt ► 10,983.		530,967.	541,950.
	15 Other assets (describe ► L-15 Stmt)	0.	984.	1,181.
	16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	0.	2,396,090.	2,386,649.
LIABILITIES	17 Accounts payable and accrued expenses	0.	5,412.	
	18 Grants payable			
	19 Deferred revenue		1,650.	
	20 Loans from officers, directors, trustees, & other disqualified persons L-20 Stmt	0.	317,535.	
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	324,597.	
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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		2,071,493.	
	30 **Total net assets or fund balances** (see instructions)		2,071,493.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	0.	2,396,090.	

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	
2	Enter amount from Part I, line 27a	2	223,257.
3	Other increases not included in line 2 (itemize) ► Realized gains - Deutsche Bank	3	1,849,745.
4	Add lines 1, 2, and 3	4	2,073,002.
5	Decreases not included in line 2 (itemize) ► Other	5	1,509.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,071,493.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Southwest Airlines	D	12/07/16	12/12/16
b	CVS Corp	D	10/18/16	10/24/16
c	US T Bills	P	10/28/16	11/18/16
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	24,729.		2,195.	22,534.
b	1,828,885.		1,674.	1,827,211.
c	129,797.		129,797.	0.
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				22,534.
b				1,827,211.
c				0.
d				
e				

2	Capital gain net income or (net capital loss) . . . If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 . . .	2	1,849,745.
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	1,849,745.

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	0.	0.	0.000000
2014			
2013			
2012			
2011			

2	**Total** of line 1, column (d)	2	0.000000
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.000000
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,871,598.
5	Multiply line 4 by line 3	5	0.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,789.
7	Add lines 5 and 6	7	18,789.
8	Enter qualifying distributions from Part XII, line 4	8	185,026.

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	18,789.
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	0.
3	Add lines 1 and 2	3	18,789.
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	18,789.
6	Credits/Payments		
a	2016 estimated tax pmts and 2015 overpayment credited to 2016 — 6a: 37,044.		
b	Exempt foreign organizations – tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,194.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	38,238.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	559.
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	18,890.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 18,890. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

14 The books are in care of ► Dawn Whalen Telephone no ► (860) 541-0463

Located at ► 2 Station Place Norfolk CT ZIP + 4 ► 06058

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 ► 20__, 20__, 20__, 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__, 20__, 20__, 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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
Dawn M Whalen 99 Arrowhead Drive New Hartford CT 06057	Director 40.00	3,024.	0.	0.
Mary M Ackerly PO Box 570 Norfolk CT 06058	Board Member 0.00	0.	0.	0.
Samuel A Anderson 338 Westside Rd Norfolk CT 06058	President 0.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		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 ▶ None

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

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

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

Total number of others receiving over $50,000 for professional services ► None

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Town of Norfolk WIN Funds used for the town festival. Area event to promote the Town of Norfolk	5,000.
2 Coalition for Sound Growth Maping project for the Town of Norfolk A marketing tool created for the town of Norfolk to promote the net natural resources and historic hertigage	1,000.
3 Aquisition of property to be renovated to provide work/meeting/ exhibit space and information and instruction for Norfolk's non-profit community	87,641.
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	0.
2	
All other program-related investments See instructions 3 None	0.
Total. Add lines 1 through 3 ►	None

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	1,942,730.
b	Average of monthly cash balances	1b	0.
c	Fair market value of all other assets (see instructions)	1c	187,264.
d	**Total** (add lines 1a, b, and c)	1d	2,129,994.
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	229,894.
3	Subtract line 2 from line 1d	3	1,900,100.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	28,502.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,871,598.
6	**Minimum investment return.** Enter 5% of line 5	6	93,580.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► [X] and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a		
b	Income tax for 2016 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	23,377.
b	Program-related investments — total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	161,649.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	185,026.
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	18,789.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	166,237.

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				
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 185,026.				
a Applied to 2015, but not more than line 2a				
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				0.
e Remaining amount distributed out of corpus	185,026.			
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	185,026.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0.
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)	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	185,026.			
10 Analysis of line 9				
a Excess from 2012 0.				
b Excess from 2013 0.				
c Excess from 2014 0.				
d Excess from 2015 0.				
e Excess from 2016 185,026.				

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

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 [X] 4942(j)(3) or [ ] 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year (a) 2016	Prior 3 years (b) 2015	(c) 2014	(d) 2013	(e) Total
b 85% of line 2a	93,580.	0.	0.	0.	93,580.
c Qualifying distributions from Part XII, line 4 for each year listed	79,543.	0.	0.	0.	79,543.
d Amounts included in line 2c not used directly for active conduct of exempt activities	185,026.	0.	0.	0.	185,026.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	13,471.	0.	0.	0.	13,471.
3 Complete 3a, b, or c for the alternative test relied upon	171,555.	0.	0.	0.	171,555.
a 'Assets' alternative test – enter					
(1) Value of all assets		0.	0.	0.	N/A
(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	62,387.	0.	0.	0.	62,387.
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)		0.	0.	0.	N/A
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)		0.	0.	0.	N/A
(3) Largest amount of support from an exempt organization		0.	0.	0.	N/A
(4) Gross investment income		0.	0.	0.	N/A

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))

Stephen W Melville

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

None

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

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

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

Dawn M Whalen
PO Box 333
NORFOLK CT 06058 dawnwhalen@norfolkfoundation.net

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

None

c Any submission deadlines

None

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

Geographical area must be Norfolk, CT and must be a non profit or be apart of the local governing body

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*				
Town of Norfolk WIN PO Box 723 Norfolk CT 06058		GOV	Town Festival	5,000.
Coalition for a Sound Growth 71 Windrow Rd Norfolk CT 06058		PC	Map Project	1,000.
Total ► **3a**				6,000.
b *Approved for future payment*				
None				
Total ► **3b**				0.

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)
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7.	
4 Dividends and interest from securities			14	29,500.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	-32,224.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,849,745.	
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)				1,847,028.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	1,847,028.

(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)
	None

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	1 a (1)		X
(2)	Other assets	1 a (2)		X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3)	Rental of facilities, equipment, or other assets	1 b (3)		X
(4)	Reimbursement arrangements	1 b (4)		X
(5)	Loans or loan guarantees	1 b (5)		X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

2 a 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: 11/01/17 | Title: President

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
Karen Riccardelli	Karen Riccardelli	11/10/17		P01256421

Firm's name ▶ KAREN RICCARDELLI Firm's EIN ▶ 46-4261200

Firm's address ▶ 10 E Main St

CANAAN CT 06018 Phone no (860) 824-9955

BAA Form 990-PF (2016)

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, 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2016

Name of the organization	Employer identification number
Norfolk Foundation Inc	47-5535228

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: Norfolk Foundation Inc

Employer identification number: 47-5535228

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Stephen & Ruth Melville PO Box 449 Norfolk CT 06058	$ 210,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	George M Cronin 175 West 131 Street, Apt 20BC New York NY 10027	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
3	AKC Fund Inc 275 Madison Avenue Suite 401 New York NY 10016	$ 40,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
4	Stephen & Ruth Melville PO Box 449 Norfolk CT 06058	$ 1,800,004.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
5	Mary Ackerly PO Box 570 Norfolk CT 06058	$ 24,320.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization: Norfolk Foundation Inc

Employer identification number: 47-5535228

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Securities - 20,679 shares of CVS Health Corp	$ 1,800,004.	10/18/16
5	Securities - 500 shares of Southwest Airlines	$ 24,320.	12/07/16
		$	
		$	
		$	
		$	

Form 990-PF
Part II, Lines 20b, and 21b

Loans, Mortagages, and Other Notes Payable

2016

Name: Norfolk Foundation Inc

Employer Identification Number: 47-5535228

Lender Information

Loan Payable Type: 1
Lender Name: Elizabeth B Borden
Lenders Title:
Check Box, if Lender is a Business: ☐
Relationship of Lender: Board Member
Borrower's Security:
Purchase Terms: To be repaid within one year
Repayment Terms: Due with in one year
Purpose of Loan: To buy real estate
Description of Consideration: 6 Station Place, Norfolk, CT 06058
Original Amount: 100,000.
Beginning Year Balance:
0. Year End Balance: 100,000.
FMV of Consideration: 100,000.
Date of Note: 05/12/17
Maturity Date: 05/12/18
Interest Rate: 0.00

Loan Payable Type: 1
Lender Name: Stephen W Melville
Lenders Title:
Check Box, if Lender is a Business: ☐
Relationship of Lender: Board Member
Borrower's Security:
Purchase Terms: To be repaid within one year
Repayment Terms: Due with in one year
Purpose of Loan: To buy real estate
Description of Consideration: 2 & 6 Station Place, Norfolk
Original Amount: 217,535.
Beginning Year Balance:
0. Year End Balance: 217,535.
FMV of Consideration: 473,073.
Date of Note: 05/12/17
Maturity Date: 05/12/18
Interest Rate: 0.00

Loan Payable Type:
Lender Name:
Lenders Title:
Check Box, if Lender is a Business: ☐
Relationship of Lender:
Borrower's Security:
Purchase Terms:
Repayment Terms:
Purpose of Loan:
Description of Consideration:
Original Amount:
Beginning Year Balance:
Year End Balance:
FMV of Consideration:
Date of Note:
Maturity Date:
Interest Rate:

Loan Payable Type:
Lender Name:
Lenders Title:
Check Box, if Lender is a Business: ☐
Relationship of Lender:
Borrower's Security:
Purchase Terms:
Repayment Terms:
Purpose of Loan:
Description of Consideration:
Original Amount:
Beginning Year Balance:
Year End Balance:
FMV of Consideration:
Date of Note:
Maturity Date:
Interest Rate:

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Taxes	353.	353.		
Real Estate Taxes	7,438.	0.	166.	1,829.
Total	7,791.	353.	166.	1,829.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Administrative	1,004.		0.	1,004.
Bank Charges	2,208.	0.	2,208.	0.
Insurance	10,071.	0.	2,328.	3,605.
Public Charity Fees	50.		0.	50.
Rent Out	1,000.		1,000.	
Utilities	6,397.	0.	1,492.	1,358.
Fees and Permits	693.	0.	50.	
Holiday decorations	486.			486.
Amortization	197.	0.	14.	158.
Total	22,106.	0.	7,092.	6,661.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person . . [X] Business [ ] Lisa Atkin 265 East 66th Street Apt 42 New York NY 10065	Board Member 0.00	0.	0.	0.
Person . . [X] Business . [ ] Elizabeth B Borden PO Box 590 Norfolk CT 06058	Treasurer 0.00	0.	0.	0.
Person . [X] Business . [ ] Mark Burke 39 Laurel Way Ext Norfolk CT 06058	Board Member 0.00	0.	0.	0.
Person . . [X] Business . [ ] Joseph Hurst 374 Mountain Rd Norfolk CT 06058	Board Member 0.00	0.	0.	0.
Person . . [X] Business . [ ] Stephen W Melville 426 Westside Rd Norfolk CT 06058	Secretary 0.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1 Continued
Information about Officers, Directors, Trustees, Etc.

(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
Total		0.	0.	0.

Explanation Statement

Form/Line Form 990-PF, Page 8, Part X Line 4
Explanation of Minimum Investment Return - Cash Deemed Held for Charity

Cash held to perform charitable activities

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Reid & Riege	Legal	27,890.	2,750.	14,148.	5,140.
Total		27,890.	2,750.	14,148.	5,140.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Hooker Engineering Systems, Inc	Consulting	2,500.	0.	0.	0.
Dawn Whalen	Consulting	3,024.	0.	0.	3,024.
Dicara Land Surveying	Surveying	1,800.	0.	0.	0.
Craig Squire	Fire Control Services	1,100.	0.	0.	0.
Tiger Group	Inspection Fees	1,700.	0.	66.	723.
Total		10,124.	0.	66.	3,747.

Form 990-PF, Line 19
Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
6 Station Place	05/20/16	286967		SL	39.00	3477	0	0
6 SP Capital Improvements	12/15/16	33183		SL	39.00	35	0	0
6 SP Refridgerator	08/24/16	23145		200DB	5.00	4629	0	0
6 SP Hood	11/15/16	14211		200DB	5.00	2842	0	0
Total							0	0

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Deutsche Bank	1,834,052.	1,813,431.
Total	1,834,052.	1,813,431.

Form 990-PF, Page 2, Part II, Line 14
L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
2 Station Place	113,644.	0.	113,644.
6 Station Place	215,106.	3,477.	211,629.
6 Station Place Capitalized Impr.	35,044.	35.	35,009.
Refridgerator	23,145.	4,629.	18,516.
Hood	14,211.	2,842.	11,369.
6 Station Place Land	70,000.	0.	70,000.
2 Station Place Land	70,800.	0.	70,800.
Total	541,950.	10,983.	530,967.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
Closing Costs	0.	984.	1,181.
Total	0.	984.	1,181.

Supporting Statement of:

Form 990-PF, p1/Line 23(b)-3

Description	Amount
6 SP	3,584.
2 SP	555.
Limited to income	-4,139.
Total	0.

Supporting Statement of:

Form 990-PF, p8/Part X, Line 2

Description	Amount
6 SP	217,535.
2 SP Hair Salon	12,359.
Total	229,894.

Supporting Statement of:

Form 990-PF, p8/Part XII, Line 2

Description	Amount
Purchase of 2SP	148,178.
NF	13,471.
Total	161,649.

Supporting Statement of:

Sch. B, page 2 (Copy 1)/Contribution amount-4

Description	Amount
The basis of the stock is reported on Line 1 of form 990PF For purposes of the Schedule B, we have used the FMV at date of contribution	1,800,004.
Total	1,800,004.

Supporting Statement of:

Sch. B, page 2 (Copy 1)/Contribution amount-5

Description	Amount
The basis of the stock is reported on Line 1 of form 990PF	24,320.
For purposes of the Schedule B, we have used the	
FMV at date of contribution	
Total	24,320.

Supporting Statement of:

Legal and Professional Fees/Line 16a Net invest inc-1

Description	Amount
6 SP	7,811.
2 SP Hair Salon	791.
limited to income	-5,852.
Total	2,750.

Norfolk Foundation
List of Securties Held as of 12/31/2016

EIN# 47-5535228

Description	Shares	name	Ticker	BV	FMV
Cash Management	49292.53	MM Deposit Account	N/A	49,292.53	49,292.53
Cash Management	12533.25	MM Deposit Account-Income	N/A	12,533.25	12,533.25
Governments	100000	US T Bills	N/A	99,843.29	99,881.00
Investment Funds	7090	Blackrock High Yield Bond Portfolio	BHYIX	54,096.70	54,167.60
Investment Funds	3300	Blackrock Inflation Protected Bond Portfolio	BPRIX	35,148.80	35,046.00
Investment Funds	73820	Metropolitan West Total Return Bond FD	MWTIX	806,852.60	777,324.60
Int'l Inv Funds	24100	MFS Emerging Markets Debt Fund CL 1	MEDIX	36,005.40	34,631.70
Int'l Inv Funds	5140	PIMCO FDS Invt Mgmt Ser Foreign BD	PFORX	53,970.00	53,764.40
Equity Investment Funds	5320	Aberdeen Emerging Markets Institutional Fund	ABEMX	72,139.20	66,819.20
Equity Investment Funds	1540	Aberdeen S Small Cap Equity Fund	GSCIX	48,122.00	53,407.20
Equity Investment Funds	865	Deutsche X Trackers MSCI Europe Hedged Hed	DBEU	22,611.10	21,945.05
Equity Investment Funds	2815	Invesco European Growth Fund Class Y	AEDYX	92,500.90	93,317.25
Equity Investment Funds	650	iShares MSCI Pacific Ex-Japan ETF	EPP	27,181.25	25,720.50
Equity Investment Funds	3350	Matthews Japan Fund	MUFX	67,849.70	63,181.00
Equity Investment Funds	1570	SPDR TR Unit Ser 1 Standard & Poors Depositar	SPY	337,937.80	350,942.10
Commodities	1480	Deutsche Enhanced Commodity Strategy Fund	SKIRX	17,967.20	17,493.60
Accrued Income					3,964.22
		Totals		1,834,051.72	1,813,431.20