



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

The Cecil & Irene Hylton
Foundation, Inc.
5593 Mapledale Plaza
Dale City, VA 22193-4527

A Employer identification number

52-1633658

B Telephone number (see instructions)

703-590-1111

C If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply:☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change**H** Check type of organization:☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)

▶ \$ 97,852,280.

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify)

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

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)**1** Contributions, gifts, grants, etc., received (attach schedule)

3,708,962.

2 Check ☒ if the foundation is not required to attach Sch B**3** Interest on savings and temporary cash investments

80,507.

80,507.

4 Dividends and interest from securities

1,299,295.

1,223,572.

5a Gross rents

12,450.

12,450.

b Net rental income or (loss)

6,769.

6a Net gain or (loss) from sale of assets not on line 10

335,445.

b Gross sales price for all assets on line 6a

11,325,267.

7 Capital gain net income (from Part IV, line 2)

334,412.

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)

See Statement 1

170,366.

170,366.

12 Total. Add lines 1 through 11

5,607,025.

1,821,307.

0.

13 Compensation of officers, directors, trustees, etc.

322,723.

161,362.

161,361.

14 Other employee salaries and wages

41,539.

20,770.

20,769.

15 Pension plans, employee benefits**16a** Legal fees (attach schedule)

20,534.

20,534.

b Accounting fees (attach sch)**c** Other professional fees (attach sch)**17** Interest**18** Taxes (attach schedule)(see instrs)

49,731.

3,569.

37,476.

19 Depreciation (attach schedule) and depletion

6,559.

3,984.

20 Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

See Statement 4

244,965.

155,033.

89,932.

24 Total operating and administrative expenses. Add lines 13 through 23

686,051.

344,718.

330,072.

25 Contributions, gifts, grants paid

3,879,363.

3,879,363.

26 Total expenses and disbursements. Add lines 24 and 25

4,565,414.

344,718.

0.

4,209,435.

27 Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements

1,041,611.

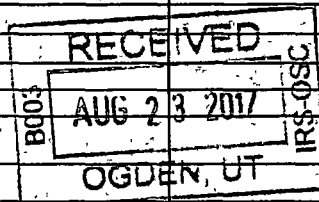
b Net investment income (if negative, enter -0-)

1,476,589.

c Adjusted net income (if negative, enter -0-)

0.

SCANNED AUG 23 2017



5-29

14

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	69,717.	101,800.	101,800.
	2 Savings and temporary cash investments	39,132,554.	34,758,724.	34,782,682.
	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)	4,058,190.		
	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)	19,545,725.	19,971,242.	20,269,465.
	b Investments – corporate stock (attach schedule)	13,168,293.	17,088,947.	20,144,335.
	c Investments – corporate bonds (attach schedule)	5,143,465.	5,460,486.	5,492,893.
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)	311,934.	485,892.	485,892.	
14 Land, buildings, and equipment: basis	12,438,323.			
Less: accumulated depreciation (attach schedule)	See Stmt 5			
	41,347.	12,398,697.	12,396,976.	12,516,739.
15 Other assets (describe)	See Statement 6	1,282.	287.	284.
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I.)		93,280,937.	94,322,544.	97,852,280.
LIABILITIES	17 Accounts payable and accrued expenses	393.	389.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)		393.	389.
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		93,280,544.	94,322,155.
	30 Total net assets or fund balances (see instructions)		93,280,544.	94,322,155.
31 Total liabilities and net assets/fund balances (see instructions)		93,280,937.	94,322,544.	

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	93,280,544.
2 Enter amount from Part I, line 27a	2	1,041,611.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	94,322,155.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	94,322,155.

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.)
1 a				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	334,412.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	4,245,471.	95,888,463.	0.044275
2014	4,199,988.	81,054,057.	0.051817
2013	4,228,721.	79,364,032.	0.053283
2012	4,917,644.	80,045,563.	0.061436
2011	4,713,233.	82,622,662.	0.057045

2 Total of line 1, column (d)	2	0.267856
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	0.053571
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	92,870,622.
5 Multiply line 4 by line 3	5	4,975,172.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,766.
7 Add lines 5 and 6	7	4,989,938.
8 Enter qualifying distributions from Part XII, line 4	8	4,209,435.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	29,532.
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	29,532.
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	29,532.
6 Credits/Payments:			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6a	36,954.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	36,954.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,422.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax 7,422. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col. (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2016)

Part VII-A Statements Regarding Activities (continued)

	11	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)			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 <u>N/A</u>			
14 The books are in care of <u>Kendall B. Lewis</u> Telephone no <u>703-590-1111</u>			
Located at <u>5593 Mapledale Plaza Dale City VA</u> ZIP + 4 <u>22193-4527</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>			

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	1 c	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

BAA

Form 990-PF (2016)

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)?

5 b N/A

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?

N/A ☐ 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?

6 b 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?

N/A 7 b

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
Conrad C. Hylton 5593 Mapledale Plaza Dale City, VA 22193	President 1.00	40,000.	0.	0.
Cecilia M. Hylton 5593 Mapledale Plaza Dale City, VA 22193	Director 1.00	40,000.	0.	0.
C. D. HYLTON, III 5593 MAPLEDALE PLAZA DALE CITY, VA 22193	Director 1.00	40,000.	0.	0.
Kendall B. Lewis 5593 MAPLEDALE PLAZA DALE CITY, VA 22193	Treasurer 45.00	185,385.	17,338.	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

0

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		

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	1 a	45,639,833.
b	Average of monthly cash balances	1 b	32,070,670.
c	Fair market value of all other assets (see instructions)	1 c	16,574,392.
d	Total (add lines 1a, b, and c)	1 d	94,284,895.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	94,284,895.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,414,273.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	92,870,622.
6	Minimum investment return. Enter 5% of line 5	6	4,643,531.

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	4,643,531.
2a	Tax on investment income for 2016 from Part VI, line 5	2 a	29,532.
b	Income tax for 2016 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	29,532.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,613,999.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,613,999.
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	4,613,999.

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	1 a	4,209,435.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,209,435.
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	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,209,435.

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.

BAA

Form 990-PF (2016)

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				4,613,999.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years. 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	608,820.			
b From 2012	945,897.			
c From 2013	316,928.			
d From 2014	170,685.			
e From 2015				
f Total of lines 3a through e	2,042,330.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 4,209,435.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2016 distributable amount				4,209,435.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	404,564.			404,564.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,637,766.			
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		0.		
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	204,256.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,433,510.			
10 Analysis of line 9.				
a Excess from 2012	945,897.			
b Excess from 2013	316,928.			
c Excess from 2014	170,685.			
d Excess from 2015				
e Excess from 2016				

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

N/A

- 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
- | |
|--------------------------|
| <input type="checkbox"/> |
|--------------------------|
- 4942(j)(3) or
- | |
|--------------------------|
| <input type="checkbox"/> |
|--------------------------|
- 4942(j)(5)

- 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(i)(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(d)(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).)

None

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

None

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

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

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

See Statement 7

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

See Statement for Line 2a

- c Any submission deadlines**

See Statement for Line 2a

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

See Statement for Line 2a

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
<i>a</i> Paid during the year See Statement 8				
Total			▶ 3 a	3,879,363.
<i>b</i> Approved for future payment				
Total			▶ 3 b	

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	80,507.	
4	Dividends and interest from securities			14	1,299,295.	
5	Net rental income or (loss) from real estate.					
a	Debt-financed property					
b	Not debt-financed property			16	6,769.	
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	335,445.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue.					
a	INTEREST - ACTS			14	4,494.	
b	INTEREST- C.D.HYLTON MEM			14	165,872.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,892,382.	
13	Total. Add line 12, columns (b), (d), and (e)					1,892,382.

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

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

[illegible]

2016

Federal Statements

Page 1

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

7/20/17

05 57PM

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
INTEREST - ACTS	\$ 4,494.	\$ 4,494.	
INTEREST- C.D.HYLTON MEM	165,872.	165,872.	
Total	<u>\$ 170,366.</u>	<u>\$ 170,366.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Arnold Porter	\$ 18,894.			\$ 18,894.
COMPTON & DULING	1,640.			1,640.
Total	<u>\$ 20,534.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 20,534.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	\$ 8,686.			
FOREIGN TAX WH	1,963.	\$ 1,963.		
PAYROLL TAXES - STAFF	3,212.	1,606.		\$ 1,606.
Real Estate on Land	2,798.			2,798.
Real Estate on Land - AminWartime	33,072.			33,072.
Total	<u>\$ 49,731.</u>	<u>\$ 3,569.</u>	<u>\$ 0.</u>	<u>\$ 37,476.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative	\$ 13,310.			\$ 13,310.
ADP PAYROLL PROCESSING FEE	1,912.	\$ 956.		956.
CR Expenses	44,522.			44,522.
Insurance	31,146.			31,146.
Managed Funds fees	149,803.	149,803.		
Rental Expenses	4,274.	4,274.		
Rounding to equal books	-2.			-2.
Total	<u>\$ 244,965.</u>	<u>\$ 155,033.</u>	<u>\$ 0.</u>	<u>\$ 89,932.</u>

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

7/20/17

05:57PM

Statement 5
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 6,410.	\$ 1,198.	\$ 5,212.	\$ 0.
Machinery and Equipment	23,054.	15,527.	7,527.	12,739.
Buildings	109,004.	24,447.	84,557.	200,000.
Improvements	3,300.	175.	3,125.	0.
Land	12,296,555.		12,296,555.	12,304,000.
Total	<u>\$ 12,438,323.</u>	<u>\$ 41,347.</u>	<u>\$ 12,396,976.</u>	<u>\$ 12,516,739.</u>

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
EXCHANGE	\$ 284.	\$ 284.
Rounding	3.	
Total	<u>\$ 287.</u>	<u>\$ 284.</u>

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name: KENDALL B. LEWIS, TREASURER

Care Of:

Street Address: 5593 Mapledale

City, State, Zip Code: Dale City, Va 22193

Telephone:

E-Mail Address:

Form and Content:

Submission Deadlines:

Restrictions on Awards: The following guidelines were adopted by the Board of Directors for issuance of Grants, awards, and contributions.

Only charitable organizations that are qualified under IRS 501 (C) (3) will be considered and such organizations must submit a copy of their IRS exemption certificate with their proposal request. Primary consideration will be given to organizations involved in general public support particularly in Prince William County with Northern Virginia as a regional area: to land conservation and ecological support without limitation to geographical area: and to religious support of organizations particularly in Prince William County with metropolitan Washington as the regional area.

THE CECIL AND IRENE HYLTON FOUNDATION
5593 Mapledale Plaza
Dale City, Va. 22193-4527
EID # 52-1633658

Statement 15A - 2016 TAX RETURN

<u>NAME AND ADDRESS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CECIL D. HYLTON MEMORIAL CHAPEL FDN. 14640 POTOMAC MILLS ROAD WOODBIDGE, VA. 22192	Operational grants for the upkeep of facility so that it can provide a center for religious activities.	\$589,987
COLORADO STATE UNIVERSITY 2002 CAMPUS DELIVERY FORT COLLINS, CO. 80523	MEDICAL RESEARCH - HORSES	\$85,828
THE HYLTON PERFORMING ARTS CENTER - GMU GEORGE MASON CIRCLE MANASSAS, VA 20109	GRANTS FOR THE DEVELOPMENT OF FACILITY TO HOST EDUCATIONAL ART EVENTS.	\$825,000
PRINCE WILLIAM COUNTY POLICE ASSOCIATION 14288 INDEPENDENT HILL DR. MANASSAS, VA. 20112	PROMOTE POLICE FAMILIES SOLDARITY.	\$2,000
GOOD SHEPHERD 13190 CENTEPOINTE WAY SUITE 102 WOODBIDGE, VA. 22193	TO PROVIDE HOUSING FOR THE NEEDY	\$20,000
C.D. HYLTON HIGH SCHOOL 14051 SPRIGGS ROAD WOODBIDGE, VA 22193	GRANT TO PAY FOR TECHNICAL IMPROVEMENTS, EDUCATION OF I.T. STUDENT DEPARTMENT, BY PURCHASING COMPUTERS & TO IMPROVE HIGH SCHOOL FOOTBALL FIELD	\$104,601
PWC BOYS AND GIRLS CLUB 5070 DALE BLVD. WOODBIDGE, VA 22192	GRANT TO HELP BOYS AND GIRLS IN THE PRINCE WILLIAM COUNTY	
PRINCE WILLIAM COUNTY STUDENT SERVICES 14715 BRISTOW ROAD MANASSAS, VA 20112	EDUCATION AND LEADERSHIP FOR COUNTY STUDENTS	
PRINCE WILLIAM COUNTY EDUCATION FDN P.O. BOX 389 MANASSAS, VA 20108	GRANT TO ASSIST PRINCE WILLIAM COUNTY FOR EDUCATIONAL NEEDS	\$147,352
PROJECT HEALING WATERS FLY FISHING, INC P.O. BOX 695 LAPLATA, MD 20646	TO SUPPORT MILITARY VETS IN FLY FISHING THERAPY	\$19,000
THE HOUSE 14001 CROWN COURT WOODBIDGE, VA 22193	GRANT TO SPONSOR EVENT AT THE CINDERELLA BALL, A CHARITY EVENT. ALSO 2ND YEAR OF 5YR GRANT - STUDENT LEADERSHIP CENTER.	\$117,373
NORTHERN VA FAMILY SERVICES 10056 DEAN DRIVE MANASSAS, VA 20110	ANNUAL GRANT TO HELP PRINCE WILLIAM COUNTY CITIZENS WITH FOOD AND SHELTER	\$15,000
SALVATION ARMY P.W.C. CORPS DONEE PWC GIFT PROCESSING CNTR DEPT 6006 WASHINGTON, DC 20042	ANNUAL GRANT TO HELP NEEDY FAMILIES IN PRINCE WILLIAM COUNTY FOR FOOD AND SHELTER	\$15,000
ACTS 3900 ACTS LANE DUMFRIES, VA 22026	ANNAUL GRANT TO PROVIDE FOOD AND SHELTER FOR NEEDY FAMILIES IN CRISIS.	\$26,961
DALE CITY SPORTSCLUB P.O. BOX 6815 WOODBIDGE, VA 22195	GRANT FOR SPORTS EQUIPMENT	\$25,000
BOYS SCOUTS OF AMERICA 9190 ROCKVILLE PIKE BETHESDA, MD 20814	GRANT FOR CAPITAL IMPROVEMENT AND LAND CONSERVATION ENDOWMENT	\$1,736,261
POLICE BENEVOLENT FOUNDATION, INC 2155 HIGHWAY 42 S. MCDONOUGH, GA. 30252	PRINCE WILLIAM COUNTY POLICE OFFICER MEMORIAL AND RECOVERY FUND	\$150,000
TOTAL		<u>\$3,879,363</u>

2016 U.S. & STATE OBLIGATIONS
CECL & IRENE HYLTON FDN EIN# 52-1633658
PART II BALANCE SHEET LINE 10A

	QUANTITY	COST	FMV	COST	FMV
Fedl Natl Mtg ASSN Pool 988727 5 % 10/01/23	Fidelity	19,234 87	20,944.00		19,760 75
FedlNatl Mtg ASSn Pool # 485627 6 75900% 11/01/28	Fidelity	63,223.41	66,081 56		63,079.89
GNMA PASS-THRU M SINGLE FAMILY 5.00% 03/20/2035 - 3690	Fidelity	33,396.92	36,244 99		37,206.17
GNMA Pool #432621 6 35% 2/15/27	Fidelity	20,211 73	20,847.54		23,012 87
GNMA pool #604235 4/15/18 5%	Fidelity	4,357 35	4,545 44		4,484 67
GNMA pool #621230 5% 4/15/2022	Fidelity	4,347 76	4,393.02		4,559 71
GNMA pool II #3830 5 5% 3/20/36	Fidelity	16,741 26	17,656 65		18,655 96
Govt Natl Mtg Assn II pool # 4215 5 5% 08/20/38	Fidelity	2,426 32	2,585.06		2,559 38
Govt Natl Mtg Assn II POOL 751958 5 5% 06/20/36	Fidelity	125,941 48	136,465 97		140,463 79
GOVT Natl Mtg ASSN pool #782674 4% 06/15/24	Fidelity	16,777 87	17,704.59		17,545 96
GOVT NATL MTG ASSN POOL 4323 5% 01/20/24	Fidelity	36,595 88	39,711 06		39,266 28
GOVT NATL MTG ASSN POOL 640216 4 5% 03/15/20	Fidelity	1,046 60	1,115.90		1,081 60
Govt Natl Mtg ASSN Pool 672701 4% 05/15/23	Fidelity	20,470 09	22,009 70		21,084 19
SMALL BUS ADMIN GTD DEV PTC 4 84000% 05/01/2025	Fidelity	31,186 91	32,632 83		33,019 14
SMALL BUS ADMIN POOL # 508924 3 075% 10/25/35	Fidelity	24,543 83	26,992 96		26,422 91
FHLMC Pool #611236 7/1/2031 2 835%	Fidelity	14,981 70	15,121 45		15,328 98
FHLMC Ser 2447 CL LB 5 5% 5/15/17	Fidelity	12 67	12 38		12 74
FHLMC Ser 2513 CL DB 5% 10/15/2017	Fidelity	562 13	555 33		567 53
FHLMC Ser 2594 CL QP 4 50% 04/15/18	Fidelity	1,360 66	1,408.62		1,375 01
FEDL HOME LN MTG CRP SER 2520 5 5% 11/15/22	Fidelity	15,000.00	16,452 26		16,281 90
FNMA remic series1993-179 CL SN 10/25/23 24 853%	Fidelity	5,352.15	5,299.02		7,931 62
FHLMC Ser 2005-5 CL CBS 1/15/2024 6 50% ser 1650	Fidelity	5,467 60	5,648 03		6,024 15
FNMA ser 1997-79 CL PL 12/18/27 6 850%	Fidelity	3,215 94	3,426 67		3,649 58
GNMA SER 2003-042 CL A 4 000% 01/16/2030	Fidelity	56,066.80	56,969 52		58,817 44
GNMA SER 2003-103 CL A 4 0000% 09/16/2030	Fidelity	18,886 70	19,266 53		19,407 60
FNMA SER 2001-069 CL PQ 6 31392A4Q8 12/25/31 6.00%	Fidelity	4,394.30	4,800.86		4,893 80
GOVT NATL MTG ASSN SER 2002-072 4 5% 10/20/32	Fidelity	18,191.81	19,221.03		19,547 65
GNMA ser 2002-92 CL PB 12/20/32 5 50%	Fidelity	9,842.14	9,755 49		10,914 05
FHLMC Ser 2594 CL JB 4 0000% 03/15/2033	Fidelity	3,794.39	3,729 14		3,982 02
GNMA Ser 2003-42 CL XA 3 75% 5/16/2033	Fidelity	15,744 67	15,177 07		16,595 83
GNMA Ser 2003-41 CL BX 4 5% 5/20/33	Fidelity	6,890.91	6,137 50		7,442 73
FNMA Ser 2003-42 CA 4% 5/25/2033	Fidelity	5,126 55	4,743 54		5,334 43
FNMA Ser 2003-116 CL K 4% 9/25/2033	Fidelity	4,341.35	3,959 56		4,464 82
FNMA Ser 2003-84 CL CG 09/25/33 4.25%	Fidelity	2,058 97	1,927 30		2,156 61
GNMA Ser 2003-92 CL MA 4 % 10/16/2033	Fidelity	96,365 35	100,157 30		101,537 28
GNMA SER 2003-110 CL A 4 000% 10/20/2033	Fidelity	22,871.94	23,219 59		23,951 27
FHLMC Ser 2762 CL XC 4% 12/15/33	Fidelity	6,841.72	6,372 74		7,076 32
GNMA Ser 2004-76 CL QA 4% 1/20/34	Fidelity	8,077.34	7,829.33		8,262 88
FHLMC Ser 2885 CL LC 4 5% 04/15/34	Fidelity	2,402 51	2,366 87		2,456 57
GNMA Ser 2004-105 CLPC 5.00% 9/16/2034	Fidelity	11,723 86	11,718 84		12,180 86
GNMA Ser 2005-41 CL PA 4% 5/20/2035	Fidelity	4,423 77	4,010 91		4,702 33
GOVT NATL MTG ASSN SER 2009-025 4 5% 07/20/35	Fidelity	13,376 13	14,167 16		14,431 64
GNMA REMIC TRUST 2012-32 3 5% 07/20/2036	Fidelity	17,796 13	18,387 61		18,125 71
Govt Natl Mtg ASSN Ser 2009-065 5% 05/20/38	Fidelity	6,903 29	7,449 70		7,080 15
GNMA REMIC TRUST 2008-60 5 50% 06/20/2038	Fidelity	80,000 00	93,520 00		87,706 40
GNMA REMIC TRUST 2011-125 4.50% 09/20/2038	Fidelity	80,370.24	85,198 31		83,151 85
GNMA REMIC TRUST 2010-115 3 50% 11/20/2038	Fidelity	36,321 19	37,032 00		37,263 36
Govt Natl Mtg ASSN Ser 2009-032 4% 05/16/39	Fidelity	10,797 98	11,436.62		11,468 64
GOVT NATL MTG ASSN SER 2009-045 CL DA 4 5% 06/20/39	Fidelity	29,490 20	31,483 95		31,614 38
GOVT NAT MTG ASSN SER2009-102CL EB 4.0000% 11/16/2039	Fidelity	84,012 08	82,331.84		88,081 63
FHLMC REIMIC SERIES 3828 4 00% 03/15/2041	Fidelity	118,309 29	122,162 76		124,299 29
FHLMC PC GOLD CASH 5 00% 11/01/2018	Fidelity	23,755 13	25,179 05		24,467 78
FNMA PASS THRU INT 15 YEAR 4 50% 07/01/20	Fidelity	34,682 79	36,662.29		35,706 97
FHLMC PC GOLD COMB 15 5 00% 03/01/21	Fidelity	42,800 14	46,060.70		45,080 53
FHLMC PC GOLD COMB 15 5.00%, 09/01/21	Fidelity	23,179 29	24,927 29		24,577 28
FHLMC PC GUAR ADJ 30 YR FLOATER 3.036% 05/01/2035	Fidelity	39,568 58	41,557.05		42,260 43
GNMA PASS THRU M ADJ 3.00% 05/20/2041	Fidelity	93,631 18	97,620 07		96,217 27
FHLMC REMIC SERIES 3033 4 50% 09/15/2020	Fidelity	52,470.85	55,364 00		53,643 05
GNMA REMIC TRUST 2002-11 .465% 02/20/2032	Fidelity	83,063 00	82,460 42		83,238 26
GNMA REMIC TRUST 2010-145	Fidelity	24,585 97	25,399 47		24,704 97
GNMA REMIC TRUST 2010-39	Fidelity	21,527 89	23,025 21		22,040 90
FHLMC REMIC SERIES 3870	Fidelity	11,747 45	12,103.30		11,900 75
GNMA REMIC TRUST 2010-129	Fidelity	81,257.95	83,731 84		82,991 18
GNMA REMIC TRUST 2011-50	Fidelity	56,629 32	57,871 01		57,270 93
GNMA REMIC TRUST 2012-14 3 50% DUE 11/20/40	Fidelity	69,501 76	71,853 96		70,723 60
FNMA PASS-THRU INT 15 YEAR 5 500%, 07/01/19	Fidelity	45,514 40	47,861.26		47,256 69
FHLMC PC GOLD COMB 15 4 500% DUE 09/01/22	Fidelity	136,688 12	144,886 26		144,932 05
GNMA PASS-TRHU X PLATINUM 15 YR 4 000%, 06/15/24	Fidelity	86,233 09	92,230 63		90,140 31
GNMA PASS -THRU M ADJ RATE FLOATER 2.00% DUE 01/20/28	Fidelity	47,637.73	49,086 86		49,286 00
SMALL BUS ADMIN GTD DEV 4 660% DUE 03-01-29	Fidelity	82,590 46	88,804.75		87,939 84
GNMA REMIC TRUST 2011-60 4 00% DUE 07/16/39	Fidelity	176,296 02	184,690.08		186,501 80
GNMA REMIC TRUST 2010-15 4 00% DUE 10/20/39	Fidelity	31,428.80	32,934.12		33,373 46
GNMA REMIC TRUST 2012-59 2 50% DUE 01/20/42	Fidelity	136,060 34	137,843 02		135,740 60
FHLMC REMIC SERIES 4332 2 50% DUE 09/15/43	Fidelity	75,722.08	76,681 56		77,058 57
GNMA REMIC TRUST 2016-54 3 00% DUE 04-20-46	Fidelity	921,508 77	90,298 67		151,182 73
FEDERAL HOME LOAN BANKS	EDWARD JONES	1,000,000 00	1,000,675 12	2,931,520 97	2,998,558 27
FEDERAL HOME LOAN BANKS	EDWARD JONES	380,000.00	379,553.38		380,570.00
FEDERAL HOME LOAN BANKS	EDWARD JONES	655,000 00	654,808.24		656,978.10
FEDERAL FARM CREDIT BANKS	EDWARD JONES	135,000 00	136,547 48		136,966 95
FEDERAL HOME LOAN BANKS	EDWARD JONES	135,000.00	134,396 10		137,702.70
FEDERAL HOME LOAN BANKS	EDWARD JONES	400,000 00	371,909 36		395,564 00
FEDERAL HOME LOAN BANKS	EDWARD JONES	395,000 00	373,739 65		390,967 05
FEDERAL FARM CREDIT BANKS	EDWARD JONES	135,000 00	131,033.50		137,774.25
FEDERAL FARM CREDIT BANKS	EDWARD JONES	400,000 00	366,930 77		389,724 00
FEDERAL FARM CREDIT BANKS	EDWARD JONES	150,000 00	130,577 40		144,885.00
USA TREASURY NOTES	PNC	130,000 000	131,924 61	3,680,171 00	3,793,462 05
USA TREASURY NOTES	PNC	145,000 000	149,135 56		145,674 25
USA TREASURY NOTES	PNC	135,000 000	138,795 51		135,627.75
USA TREASURY NOTES	PNC	45,000 000	45,166.99		45,108.90
USA TREASURY NOTES	PNC	305,000 000	316,470 32		303,130 35
USA TREASURY NOTES	PNC	290,000.000	300,922 64		288,222 30
USA TREASURY NOTES	PNC	25,000.000	24,359.37		25,975.50
USA TREASURY NOTES	PNC	125,000 000	130,403 32		121,660 00
USA TREASURY NOTES	PNC	115,000 000	119,976 95		111,927 20
USA TREASURY NOTES	PNC	155,000 000	146,564.80		159,868 55
USA TREASURY NOTES	PNC	100,000 000	92,539 07		103,141 00
USA TREASURY NOTES	PNC	325,000 000	348,937.50		345,832 50
USA TREASURY NOTES	PNC	275,000 000	300,324 22		292,627 50
USA TREASURY NOTES	PNC	245,000 000	265,942 77		253,325 10
USA TREASURY NOTES	PNC	75,000 000	82,708 00		77,548 50
USA TREASURY NOTES	PNC	75,000.000	75,761 71		75,550 50
USA TREASURY NOTES	PNC	425,000.000	462,287 10		447,860 75
USA TREASURY NOTES	PNC	490,000 000	532,476 95		516,357.10
USA TREASURY NOTES	PNC	220,000.000	222,992 76		221,375 00
USA TREASURY NOTES	PNC	140,000 000	141,983 59		140,875 00
USA TREASURY NOTES	PNC	260,000 000	261,757 03		260,975 00
USA TREASURY NOTES	PNC	295,000 000	296,993 55		296,106 25
USA TREASURY NOTES	PNC	60,000 000	60,656 25		60,035 40
USA TREASURY NOTES	PNC	25,000 000	25,273 44		25,014.75
USA TREASURY NOTES	PNC	20,000 000	18,567.19		19,504 60
USA TREASURY NOTES	PNC	10,000 000	9,283 59		9,752 30
USA TREASURY NOTES	PNC	355,000 000	369,408 60		359,590 15
USA TREASURY NOTES	PNC	345,000 000	358,744 53		349,460 85
USA TREASURY NOTES	PNC	770,000 000	791,735 55		783,652 10
USA TREASURY NOTES	PNC	680,000 000	699,167 57		692,056 40

2016 U.S. & STATE OBLIGATIONS
CECL & IRENE HYLTON FDN EIN# 52-1633658
PART II BALANCE SHEET LINE 10A

		QUANTITY	COST	FMV	COST	FMV
USA TREASURY NOTES	PNC	50,000 000	53,851 56	50,748 00		
USA TREASURY NOTES	PNC	45,000 000	48,466 40	45,673 20		
USA TREASURY NOTES	PNC	105,000 000	105,788 87	102,932 55		
USA TREASURY NOTES	PNC	95,000 000	95,723 44	93,129 45		
FEDERAL NATL MTG ASSN	PNC	105,000 000	104,994 75	105,014 70		
FEDERAL NATL MTG ASSN	PNC	95,000 000	94,995 25	95,013.30		
FEDERAL NATL MTG ASSN	PNC	170,000.000	167,859.70	169,884 40		
FEDERAL NATL MTG ASSN	PNC	125,000 000	123,426 25	124,915 00		
GOVERNMENT NATL MTG ASSN	PNC	375 226	388 87	433.52	7,716,756 13	7,586,336 27
FNMA PL A15011	UBS - 3058	175,000	47,213 75	47,623 60		
GNMA PL 003027M	UBS - 3058	100,484	450 64	507 11		
GNMA PL 003040M	UBS - 3058	100,000	471 37	535 62		
GNMA PL 621230X	UBS - 3058	150,000	11,228 03	11,400 34		
GNMA PL 781817X	UBS - 3058	250,000	9,681 66	9,786 59		
GNNA PL 003980M	UBS - 3058	150,000	13,449.60	13,882 28		
US TSY INFL PROT NOTE	UBS - 3058	122,000	145,404 38	144,437 03	227,899 43	228,172 57
TOTAL UNITED STATES OBLIGATIONS			\$14,556,347 53	\$14,606,529 16	\$14,556,347 53	\$14,606,529 16

Arlington Cnty Va Ind dev auth rev 06 000% 12/15/2029	Fidelity	100,000 00	100,002 81	101,681 00		
Aspen Colorado 5.960% 09/01/2037	Fidelity	40,000 00	40,061.65	40,123 20		
BLACKSBURG VA GO CAP IMP BLDs SER 2009B 05 7000% 03/01/2028	Fidelity	200,000 00	200,005 57	211,740 00		
Bristol Va 5.653% 07/15/03	Fidelity	215,000 00	222,739 12	235,725 30		
Buncombe Cnty 6 8% 06/01/30	Fidelity	500,000 00	503,257 11	554,205 00		
Dorchester Cnty Mid 5 625% 02/01/27	Fidelity	50,000 00	52,342 07	53,954 50		
HAMPTON VA 4 343% DUE 01/15/20	Fidelity	165,000 00	173,854 80	174,406 65		
Middletown Ohio 5 75% 12/01/25	Fidelity	250,000 00	251,157 08	266,880 00		
NEWPORT NEWS VA 3 40% DUE 01/15/24	Fidelity	200,000.00	219,688 70	210,216 00		
OREGON SCH BRDS ASSN	Fidelity	25,000 00	25,609 34	28,580 75		
PIEDMONT MUN PWR AGY S C ELEC 4.25% 01/01/2023	Fidelity	100,000 00	103,217 95	103,731 00		
Portsmouth Va blds serv 6 4% 07/15/25	Fidelity	210,000 00	228,869 01	234,080 70		
VA COLLEGE BLDG AUTH 5 5% 02/01/27	Fidelity	300,000 00	312,927 75	323,457 00		
VA ST HSG DEV 6 07% 08/01/18	Fidelity	100,000.00	103,532.50	105,128 00		
VA ST HSG DEV 6 62% 02/01/21	Fidelity	100,000.00	103,022.52	105,441 00		
Va St Pub 4 8% 08/01/24	Fidelity	325,000 00	322,960 06	364,776 75		
Va St Res Auth 6 19% 11/01/30	Fidelity	250,000 00	251,604 89	278,810 00		
Va State Pub Bldg Fac Bd 5 15% 8/1/2025	Fidelity	300,000 00	298,461 05	318,186 00		
Va State Pub Bldg Fac Bd 5 25% 8/1/2022	Fidelity	150,000 00	153,097.79	159,384 00		
Va St Res auth Clean Wtr 4 75% 10/1/2023	Fidelity	200,000.00	200,010 86	205,564 00		
VIRGINIA BEACH VA DEV 6 40% 07/15/27	Fidelity	100,000.00	102,059 77	102,776 00		
Virginia commith 00 0000% 04/01/27 REV CONTRACT	Fidelity	55,000 00	33,171 86	41,247 80		
VIRGINIA COMWLTH TRANSP BND TRANSN 05 75000% 05/15/2028	Fidelity	50,000.00	50,006.02	53,205 00		
VIRGINIA ST HSG DEV 3 579% 01/01/21	Fidelity	100,000 00	100,009 62	103,226 00		
Virginia St Hsg Dev 5 282% 03/01/28	Fidelity	250,000 00	251,055 10	251,300 00		
Virginia St Pub bldg Aut Pub Facs Rev 05 86800% 08/01/2021	Fidelity	60,000 00	61,094 35	64,621 80		
Wisconsin St Trans 5 7% 07/01/28	Fidelity	300,000 00	300,008 58	332,154 00		
VIRGINIA ST HSG DEV AUTH 3 05% 12/01/24	Fidelity	150,000 00	150,017 90	146,826 00		
VA ST HSG DEV AUTH 6 75% DUE 03/01/29	Fidelity	50,000 00	54,318.58	53,825 50	4,968,164 41	5,225,252 95
ARLINGTON COUNTY	EDWARD JONES	200,000 00	200,000 00	202,338 00		
FAIRFAX COUNTY	EDWARD JONES	250,000.00	246,731.45	235,345.00	446,731 45	437,683 00
			\$5,414,895 86	\$5,662,935 95	\$5,414,895 86	\$5,662,935 95
			\$19,971,242	\$20,269,465	\$19,971,243	\$20,269,465

2016 CORPORATE STOCK
CECIL & IRENE HYLTON FDN EIN# 52-1633658
PART II BALANCE SHEET LINE 10B

		QUANTITY	COST	FMV		
PRIN PROTECTED NOTES OF PREF TERM SEC IX	CATAWBA	116,253.00	116,253.42	115,090 89		
PRIN PROTECTED NOTES OF PREF TERM SEC VIII	CATAWBA	512,893.00	512,892.91	471,861 48		
CIT CROUP INC COM NEW COMMON STOCK	CATAWBA	273.00	7,914.27	11,651 64		
Apple Inc.	CATAWBA	700	\$77,364.00	\$81,074 00		
Abbvie Inc	CATAWBA	700	\$42,560.00	\$43,834 00		
Abbott Labs	CATAWBA	700	\$26,649.00	\$26,887 00		
AFLAC Inc	CATAWBA	1,050	\$74,949.00	\$73,080 00		
Anthem Inc	CATAWBA	450	\$64,138.50	\$64,696 50		
BB&T Corp	CATAWBA	1,400	\$63,350.00	\$65,828 00		
Becton Dickinson & Co	CATAWBA	400	\$67,640.00	\$66,220 00		
Bristol Myers Squibb	CATAWBA	1,100	\$62,084 00	\$64,284 00		
BorgWarner Inc	CATAWBA	2,000	\$71,200.00	\$78,880 00		
Chubb Ltd	CATAWBA	601	\$76,928 00	\$79,404 12		
ConocoPhillips	CATAWBA	1,000	\$48,520.00	\$50,140 00		
CVS Health Corp	CATAWBA	1,800	\$138,402.00	\$142,038 00		
Dupont	CATAWBA	406	\$29,885.66	\$29,800 40		
Walt Disney Co	CATAWBA	765	\$75,826.80	\$79,728 30		
Dollar Tree Inc	CATAWBA	1,100	\$96,976.00	\$84,898 00		
Dover Corp	CATAWBA	1,000	\$72,610.00	\$74,930 00		
Duke Energy Corp	CATAWBA	600	\$44,262.00	\$46,572 00		
Devon Energy Corp	CATAWBA	500	\$24,165.00	\$22,835 00		
FedEx Corporation	CATAWBA	600	\$115,002.00	\$111,720 00		
General Electric	CATAWBA	1,600	\$49,216.00	\$50,560 00		
Welltower, Inc	CATAWBA	1,400	\$87,892.00	\$93,702 00		
IBM	CATAWBA	350	\$56,777.00	\$58,096 50		
Intel Corp	CATAWBA	2,000	\$69,400.00	\$72,540 00		
Johnson & Johnson	CATAWBA	800	\$89,040.00	\$92,168 00		
Leldos Holdings Inc	CATAWBA	328	\$16,793.60	\$16,773 92		
Laboratory Corp of America Hldgs	CATAWBA	600	\$75,510.00	\$77,028 00		
L3 Technologies Inc	CATAWBA	600	\$94,662.00	\$91,266 00		
Eli Lilly	CATAWBA	700	\$46,984 00	\$51,485 00		
Lockheed Martin Corp	CATAWBA	460	\$122,015 00	\$114,972 40		
Lowes Cos	CATAWBA	1,400	\$98,770.00	\$99,568 00		
McKesson HBOC Inc	CATAWBA	325	\$46,738.25	\$45,646 25		
Microsoft Corp	CATAWBA	1,900	\$114,494.00	\$118,066 00		
Nike Inc	CATAWBA	1,300	\$65,091.00	\$66,079 00		
National Oilwell Varco	CATAWBA	1,000	\$37,360.00	\$37,440 00		
PepsiCo	CATAWBA	1,000	\$100,100.00	\$104,630 00		
Pfizer, Inc	CATAWBA	1,700	\$54,638.00	\$55,216 00		
Procter & Gamble Co	CATAWBA	1,000	\$82,460.00	\$84,080 00		
Schlumberger Limited Com	CATAWBA	700	\$58,835 00	\$58,765 00		
Southern Co	CATAWBA	1,000	\$46,820.00	\$49,190 00		
Suncor Energy Inc Com	CATAWBA	1,200	\$38,232.00	\$39,228 00		
Stanley Black & Decker, Inc	CATAWBA	573	\$67,974.99	\$65,717 37		
AT&T Inc	CATAWBA	1,500	\$57,945.00	\$63,795 00		
Target Corp	CATAWBA	750	\$57,930.00	\$54,172 50		
Texas Instruments	CATAWBA	500	\$36,965 00	\$36,485 00		
Union Pacific	CATAWBA	1,320	\$133,755.60	\$136,857 60		
Wells Fargo	CATAWBA	1,000	\$52,920.00	\$55,110 00		
Weyerhaeuser Co	CATAWBA	2,560	\$78,924.80	\$77,030 40		
Zimmer Biomet Hldgs	CATAWBA	600	\$61,116.00	\$61,920 00		
Harbor International Institutional Fund	CATAWBA	818 46	\$48,379 47	\$47,806 54		
Vanguard Scottsdale Fd Shrt-Term	CATAWBA	1,560	\$123,895 20	\$123,817 20	4,081,206 47	4,084,665 01
BOND FUND OF AMERICA	EDWARD JONES	24,831 14	325,160 94	315,852 06		
CAPITAL INCOME BUILDER FUND	EDWARD JONES	8,325 99	418,905 77	497,099 41		
INCOME FUND OF AMERICA FUND	EDWARD JONES	24,102 96	419,900 53	539,174 65		
INVESTMENT COMPANY OF AMERICA	EDWARD JONES	30,122 12	938,763 77	1,151,846 04		
WASHINGTON MUTUAL INVESTORS	EDWARD JONES	26,015 55	820,046 99	1,134,094 98	2,922,778 00	3,638,067 14
BURLINGTON STORES	PNC	460 000	37,478.23	38,985 00		
BURLINGTON STORES	PNC	440 000	35,849.20	37,290 00		
CBS CORP	PNC	710.000	36,976.06	45,170 20		
CBS CORP	PNC	670.000	34,892 89	42,625 40		
COMCAST	PNC	1,180.000	35,402.63	81,479 00		
COMCAST	PNC	1,090.000	32,649 78	75,264 50		
DICK'S SPORTING GO	PNC	600.000	35,989.29	31,860 00		
DICK'S SPORTING GO	PNC	560.000	33,590 00	29,736 00		
DISNEY	PNC	690.000	38,053.85	71,911 80		
DISNEY	PNC	650 000	34,886.16	67,743 00		
HOME DEPOT	PNC	570.000	32,712.36	76,425 60		
HOME DEPOT	PNC	530.000	30,175 55	71,062 40		
MOHAWK INDS INC	PNC	180.000	38,370.40	35,942 40		
MOHAWK INDS INC	PNC	170.000	36,238.71	33,945 60		
NIKE INC	PNC	900.000	52,251.00	45,747 00		
NIKE INC	PNC	840.000	48,768.51	42,697 20		
O'REILLY AUTOMOTIVE INC	PNC	210.000	51,268.04	58,466 10		
O'REILLY AUTOMOTIVE INC	PNC	200.000	48,874.67	55,682 00		
WYNDHAM WORLDWIDE COR	PNC	580 000	38,401.88	44,294 60		
WYNDHAM WORLDWIDE COR	PNC	540.000	35,675.72	41,239 80		
ALTRIA GROUP INC	PNC	730 000	26,995.43	49,362.60		
ALTRIA GROUP INC	PNC	690.000	25,516.22	46,657 80		
CONSTELLATION BRANDS INC	PNC	480.000	38,879 11	73,588 80		
CONSTELLATION BRANDS INC	PNC	450.000	36,439.42	68,989 50		
DR. PEPPER SNAPPLE GROUP INC	PNC	770.000	51,191.82	69,815 90		
DR. PEPPER SNAPPLE GROUP INC	PNC	710.000	47,095.06	64,375 70		
KRAFT HEINZ CO	PNC	710 000	62,549 25	61,997 20		
KRAFT HEINZ CO	PNC	660 000	58,145 97	57,631 20		
PEPSSICO INC	PNC	590 000	61,194 16	61,731 70		
PEPSSICO INC	PNC	560 000	58,092 63	58,592 80		
TYSON FOODS INC	PNC	510 000	34,441 47	31,456 80		
TYSON FOODS INC	PNC	490 000	33,090 83	30,223 20		
DEVON ENERGY COR	PNC	890 000	36,559 29	40,646 30		
DEVON ENERGY COR	PNC	830 000	34,094 48	37,906 10		
EXXON	PNC	424 000	18,077 28	38,270 24		
EXXON	PNC	394.000	2,845 94	35,562 44		
SCHLUMBERGER LTD	PNC	730.000	64,193 67	61,283 50		
SCHLUMBERGER LTD	PNC	690.000	60,672.68	57,925 50		
TOTAL S A	PNC	1,140.000	56,352.91	58,105 80		
TOTAL S A	PNC	1,070 000	52,882 77	54,537 90		

2016 CORPORATE STOCK
CECIL & IRENE HYLTON FDN EIN# 52-1633658
PART II BALANCE SHEET LINE 10B

		QUANTITY	COST	FMV
VALERO ENERGY COR	PNC	550.000	37,306.66	37,576.00
VALERO ENERGY COR	PNC	520.000	35,271.76	35,526.40
BANK NEW YORK MELLON CORP	PNC	840.000	33,697.86	39,799.20
BANK NEW YORK MELLON CORP	PNC	800.000	32,093.20	37,904.00
CITIZENS FINANCIAL	PNC	1,830.000	55,504.44	65,202.90
CITIZENS FINANCIAL	PNC	1,720.000	52,168.39	61,283.60
JP MORGAN CHASE	PNC	1,557.000	68,304.14	134,353.53
JP MORGAN CHASE	PNC	1,479.000	65,596.75	127,622.91
MORGAN STANLEY	PNC	1,290.000	43,110.90	54,502.50
MORGAN STANLEY	PNC	1,210.000	40,437.35	51,122.50
NORTHER TRUST CORP	PNC	740.000	52,633.07	65,897.00
NORTHER TRUST CORP	PNC	700.000	49,787.70	62,335.00
S&P GLOBAL INC	PNC	490.000	53,297.46	52,694.60
S&P GLOBAL INC	PNC	470.000	51,119.79	50,543.80
STATE STR CORP	PNC	810.000	57,104.13	62,953.20
STATE STR CORP	PNC	750.000	52,874.10	58,290.00
SUNTRUSTS BANK INC	PNC	1,269.000	52,493.28	69,604.65
SUNTRUSTS BANK INC	PNC	1,197.000	49,521.54	65,655.45
VISA INC	PNC	600.000	23,634.48	46,812.00
VISA INC	PNC	560.000	22,058.85	43,691.20
WELLS FARGO & COMPANY	PNC	890.000	23,358.45	49,047.90
WELLS FARGO & COMPANY	PNC	809.000	21,218.37	44,583.99
ABBOTT LABORATORIES INC	PNC	910.000	34,916.95	34,953.10
ABBOTT LABORATORIES INC	PNC	870.000	33,381.58	33,416.70
AETNA	PNC	340.000	20,952.94	42,163.40
AETNA	PNC	320.000	19,719.91	39,683.20
AMGEN INC	PNC	480.000	56,894.32	70,180.80
AMGEN INC	PNC	440.000	52,131.95	64,332.40
BIOGEN INC	PNC	150.000	48,166.31	42,537.00
BIOGEN INC	PNC	140.000	44,955.22	39,701.20
EDWARDS LIFESCIENCES CORP	PNC	470.000	31,185.89	44,039.00
EDWARDS LIFESCIENCES CORP	PNC	430.000	28,533.73	40,291.00
JOHNSON & JOHNSON	PNC	666.000	37,373.64	76,729.86
JOHNSON & JOHNSON	PNC	631.000	16,009.18	72,697.51
PFIZER INC	PNC	2,220.000	74,439.13	72,105.60
PFIZER INC	PNC	2,100.000	70,410.42	68,208.00
THERMO FISHER SCIENTIFIC INC	PNC	320.000	42,554.44	45,152.00
THERMO FISHER SCIENTIFIC INC	PNC	300.000	39,894.78	42,330.00
UNITEDHEALTHCARE GROUP INC	PNC	250.000	35,526.55	40,010.00
UNITEDHEALTHCARE GROUP INC	PNC	230.000	32,684.43	36,809.20
INGERSOLL-RAND	PNC	540.000	35,913.54	40,521.60
INGERSOLL-RAND	PNC	510.000	33,918.42	38,270.40
BERRY PLASTICS GROUP	PNC	1,170.000	52,351.74	57,014.10
BERRY PLASTICS GROUP	PNC	1,120.000	50,114.07	54,577.60
CINTAS CORP	PNC	420.000	33,727.86	48,535.20
CINTAS CORP	PNC	390.000	31,321.00	45,068.40
EQUIFAX INC	PNC	289.000	35,508.25	34,168.47
EQUIFAX INC	PNC	277.000	34,030.72	32,749.71
GENERAL DYNAMICS CORP	PNC	350.000	49,170.65	60,431.00
GENERAL DYNAMICS CORP	PNC	330.000	46,360.25	56,977.80
GENERAL ELECTRIC	PNC	1,187.000	19,698.98	37,509.20
GENERAL ELECTRIC	PNC	1,133.000	18,802.81	35,802.80
HONEYWELL INT	PNC	470.000	46,935.78	54,449.50
HONEYWELL INT	PNC	440.000	43,929.72	50,974.00
ILLINOIS TOOL WORKS	PNC	420.000	39,685.53	51,433.20
ILLINOIS TOOL WORKS	PNC	400.000	37,796.11	48,984.00
NORTHROP GRUMMAN	PNC	250.000	41,613.90	58,145.00
NORTHROP GRUMMAN	PNC	240.000	39,915.13	55,819.20
RAYTHEON COMPANY	PNC	270.000	34,365.93	38,340.00
RAYTHEON COMPANY	PNC	250.000	31,820.16	35,500.00
ACCENTURE PLC CLASS A	PNC	370.000	37,226.81	43,338.10
ACCENTURE PLC CLASS A	PNC	350.000	35,214.55	40,995.50
ALPHABET INC	PNC	135.000	68,533.75	106,980.75
ALPHABET INC	PNC	130.000	67,872.28	103,018.50
APPLE INC	PNC	828.000	9,629.87	95,898.96
APPLE INC	PNC	792.000	10,484.51	91,729.44
APPLIED MATERIALS	PNC	1,890.000	49,023.66	60,990.30
APPLIED MATERIALS	PNC	1,800.000	46,689.13	58,086.00
CISCO SYSTEMS	PNC	1,030.000	19,519.13	31,126.60
CISCO SYSTEMS	PNC	970.000	18,385.97	29,313.40
FACEBOOK	PNC	770.000	87,259.07	88,588.50
FACEBOOK	PNC	710.000	80,298.96	81,685.50
INTEL CORP	PNC	1,060.000	37,409.23	38,446.20
INTEL CORP	PNC	1,010.000	35,644.70	36,632.70
LAM RESEARCH	PNC	620.000	50,706.49	65,552.60
LAM RESEARCH	PNC	590.000	48,263.29	62,380.70
MICROSOFT CORP	PNC	703.000	16,666.95	43,684.42
MICROSOFT CORP	PNC	664.000	15,519.34	41,260.96
TEXAS INSTRUMENTS INC	PNC	880.000	50,266.63	64,213.60
TEXAS INSTRUMENTS INC	PNC	830.000	47,425.84	60,565.10
VANTIV INC	PNC	640.000	35,178.21	38,156.80
VANTIV INC	PNC	610.000	33,528.64	36,368.20
DOW CHEMICAL CO	PNC	960.000	50,015.19	54,931.20
DOW CHEMICAL CO	PNC	900.000	46,882.60	51,498.00
VULCAN MATERIALS CO	PNC	310.000	38,753.01	38,796.50
VULCAN MATERIALS CO	PNC	290.000	36,252.81	36,293.50
PROLOGIS INC	PNC	810.000	42,678.81	42,759.90
PROLOGIS INC	PNC	760.000	40,044.24	40,120.40
SIMON PROPERT GRP	PNC	170.000	34,912.98	30,203.90
SIMON PROPERT GRP	PNC	160.000	32,858.73	28,427.20
VERIZON COMMUNICATIONS	PNC	1,340.000	70,279.97	71,529.20
VERIZON COMMUNICATIONS	PNC	1,260.000	66,089.83	67,258.80
AMERICAN WATER WORKS	PNC	530.000	34,206.88	38,350.80
AMERICAN WATER WORKS	PNC	500.000	32,268.28	36,180.00
WISCONSIN ENERGY CORP	PNC	1,126.000	22,869.06	66,039.90
WISCONSIN ENERGY CORP	PNC	1,024.000	20,807.80	60,057.60
BAIRD MIDCAP INST	PNC	14.546	228.96	229.83
BAIRD MIDCAP INST	PNC	13.115	206.43	207.22

2016 CORPORATE STOCK
 CECIL & IRENE HYLTON FDN EIN# 52-1633658
 PART II BALANCE SHEET LINE 10B

		QUANTITY	COST	FMV		
BAIRD MIDCAP INST	PNC	16,648.489	256,761.51	263,046.13		
BAIRD MIDCAP INST	PNC	15,009.859	231,489.72	237,155.77		
EAGLE SMALL CAP GROWTH	PNC	1,815.846	91,769.78	99,326.78		
EAGLE SMALL CAP GROWTH	PNC	1,743.211	88,098.98	95,353.64		
PNC MULTI-FACTOR SMALL CAP VALUE	PNC	3,934.358	81,602.75	93,401.66		
PNC MULTI-FACTOR SMALL CAP VALUE	PNC	3,581.274	74,279.42	85,019.44		
T ROWE PRICE MID CAP	PNC	250.377	7,148.69	7,275.96		
T ROWE PRICE MID CAP	PNC	227.468	6,494.63	6,610.22		
T ROWE PRICE MID CAP	PNC	10,938.397	234,073.10	317,869.82		
T ROWE PRICE MID CAP	PNC	9,937.603	212,700.47	288,786.74	6,831,641.55	8,719,584.99
ADOBE SYSTEMS INC	UBS - 3059	20	1,655.63	2,059.00		
ALPHABET INC CL A	UBS - 3059	8	5,781.95	6,339.60		
ALPHABET INC CL C	UBS - 3059	3	1,678.12	2,315.46		
AMAZON COM INC	UBS - 3059	10	7,618.41	7,498.70		
APPLE INC	UBS - 3059	14	1,731.66	1,621.48		
BAXTER INTL INC	UBS - 3059	44	2,069.08	1,950.96		
BIOGEN IDEC INC	UBS - 3059	2	577.45	567.16		
BOSTON SCIENTIFIC CORP	UBS - 3059	87	1,990.92	1,881.81		
BROADCOM CORP	UBS - 3059	15	2,521.96	2,651.55		
CELGENE CORP	UBS - 3059	28	3,261.29	3,241.00		
CHARTER COMMUNICATIONS INC	UBS - 3059	12	3,052.24	3,455.04		
CONSTELLATION BRANDS INC CLA	UBS - 3059	13	1,523.65	1,993.03		
ELECTRONIC ARTS	UBS - 3059	35	2,411.35	2,756.60		
FACEBOOK INC CL A	UBS - 3059	25	2,179.91	2,876.25		
FIDELITY NATL INVO SVCS	UBS - 3059	44	3,362.37	3,328.16		
HARRIS CORP	UBS - 3059	24	2,053.64	2,459.28		
HOME DEPOT INC	UBS - 3059	21	2,466.42	2,815.68		
INTERCONTINENT ALEXCHANGE GROUP	UBS - 3059	54	2,765.31	3,046.68		
INTUITIVE SURGICAL INC NEW	UBS - 3059	3	1,760.26	1,902.51		
JOHNSON CTLS	UBS - 3059	54	2,338.68	2,224.26		
KANSAS CITY STHN NEW	UBS - 3059	21	2,046.67	1,781.85		
MICROSOFT CORP.	UBS - 3059	62	3,610.38	3,852.68		
MONSTER BEVERAGE	UBS - 3059	57	2,745.97	2,527.38		
NORTHROP GRUMMAN CORP	UBS - 3059	8	1,860.10	1,860.64		
O REILLY AUTOMOTIVE INC	UBS - 3059	9	2,480.63	2,505.69		
PAYPAL HOLDINGS INC	UBS - 3059	64	2,535.68	2,526.08		
REYNOLDS AMERN INC	UBS - 3059	31	1,531.50	1,737.24		
S&P GLOBAL INC	UBS - 3059	16	1,644.28	1,720.64		
SALESFORCE COM INC	UBS - 3059	29	2,111.78	1,985.34		
SERVICENOW INC	UBS - 3059	13	926.54	966.42		
SHERWIN WILLIAMS CO	UBS - 3059	7	1,821.65	1,881.18		
STARBUCKS CORP	UBS - 3059	48	2,736.66	2,664.95		
SYMANTEC CORP	UBS - 3059	97	2,370.39	2,317.33		
TENCENT HLDGS LTD	UBS - 3059	91	1,778.83	2,204.02		
TJX COS INC NEW	UBS - 3059	35	2,487.25	2,629.55		
ULTIMATE SOFTWARE GROUP	UBS - 3059	9	1,740.57	1,641.15		
UNITEDHEALTH GROUP INC	UBS - 3059	28	3,238.69	4,481.12		
VISA INC CL A	UBS - 3059	63	4,283.17	4,915.26		
WASTE CONNECTIONS INC	UBS - 3059	50	3,744.04	3,929.50		
YUMI BRANDS INC	UBS - 3059	38	2,260.22	2,406.54	100,755.30	107,518.77
ACADIA HEALTHCARE CO INC	UBS - 3061	153	8,266.35	5,064.30		
ADVANCED AUTO PARTS INC	UBS - 3061	31	4,699.94	5,242.72		
AFFILIATED MANAGERS GROUP	UBS - 3061	51	7,698.57	7,410.30		
AKORN INC	UBS - 3061	240	8,307.43	5,239.20		
ALBEMARLE CORP	UBS - 3061	54	3,139.42	4,648.32		
ARCH CAPITAL GROUP LTD	UBS - 3061	63	4,283.61	5,436.27		
ASPEN TECHNOLOGY INC	UBS - 3061	94	4,906.60	5,139.92		
BAXTER INTL INC	UBS - 3061	127	5,256.05	5,631.18		
BRUNSWICK CORP	UBS - 3061	69	3,053.59	3,763.26		
BURLINGTON STORES INC	UBS - 3061	46	2,382.11	3,898.50		
CAVIUM INC COM	UBS - 3061	95	4,757.35	5,931.80		
CONTINENTAL RESOURCES INC	UBS - 3061	93.00	4,440.65	4,793.22		
EQUINIX INC	UBS - 3061	61.00	5,048.89	5,104.48		
EW SCRIPPS CO	UBS - 3061	366	7,528.25	7,074.78		
FIDELITY NATIONAL FINANCIAL INC	UBS - 3061	151	5,544.40	5,127.96		
G-111 APPAREL GROUP LTD	UBS - 3061	222	8,855.18	6,562.32		
GAMING & LEISURE PPTY INC	UBS - 3061	188	5,949.80	5,756.56		
GENESEE & WYO INC	UBS - 3061	94	6,510.45	6,524.54		
GODADDY INC	UBS - 3061	180	5,753.61	6,291.00		
GULFPORT ENERGY CORP	UBS - 3061	258	8,947.83	5,583.12		
HD SUPPLY HLDGS INC	UBS - 3061	173	4,967.73	7,354.23		
HOLOGIC INC	UBS - 3061	135	4,720.67	5,416.20		
HUNTSMAN CORP	UBS - 3061	457	7,249.67	8,719.56		
JACK IN THE BOX	UBS - 3061	45	3,388.14	5,023.80		
LIONS GATE ENTERTAINMENT CORP	UBS - 3061	114	2,843.13	2,797.56		
LIONS GATE ENTERTAINMENT CORP	UBS - 3061	114	2,945.34	3,066.60		
MASCO CORP	UBS - 3061	209	5,565.53	6,608.58		
MATCH GROUP INC	UBS - 3061	412	5,767.07	7,045.20		
MGM RESORS INTL	UBS - 3061	191	3,842.24	5,506.53		
NEXSTAR BRADCASTING GROUP INC	UBS - 3061	136	5,470.80	8,608.80		
OSHKOSH CORP	UBS - 3061	95	4,313.72	6,137.95		
OWENS CORNING NEW	UBS - 3061	123	5,844.54	6,341.88		
PACWEST BANCORP	UBS - 3061	108	4,366.49	5,879.52		
SEAWORLD ENTMT INC	UBS - 3061	406	6,795.58	7,685.58		
SINCLAIR BROADCAST GROUP INC	UBS - 3061	254	6,729.72	8,470.90		
SOUTHWESTERN ENERGY CO	UBS - 3061	448	6,246.81	4,847.36		
SUMMIT MATLS INC CL A	UBS - 3061	269	5,758.83	6,399.51		
SUPERIOR ENERY SERVICES	UBS - 3061	482	9,234.74	8,136.16		
SVB FINANCIAL	UBS - 3061	43	4,302.23	7,381.38		
TRANSOCEAN LTD	UBS - 3061	404	6,006.69	5,954.96		
TWITTER INC	UBS - 3061	281	4,671.03	4,580.30		
TYLER TECHNOLOGIES INC	UBS - 3061	43	6,448.71	6,139.11		
U S SILICA HOLDINGS INC	UBS - 3061	129	3,111.09	7,311.72		
UNITED RENTALS INC	UBS - 3061	52	3,508.59	5,490.16		
WSTN DIGITAL CORP	UBS - 3061	125	7,128.91	8,493.75		
WYNN RESORTS LTD	UBS - 3061	66	5,881.11	5,709.66		
ZIONS BANKORP	UBS - 3061	153	6,684.59	6,585.12	259,123.78	281,915.83
ACADIA HEALTHCARE CO INC	UBS - 3062	57.00	2,271.37	1,886.70		

2016 CORPORATE STOCK
 CECIL & IRENE HYLTON FDN EIN# 52-1633658
 PART II BALANCE SHEET LINE 10B

		QUANTITY	COST	FMV		
AKORN INC	UBS - 3062	132.00	4,215.77	2,881.56		
ARCH COAL INC	UBS - 3062	44.00	3,156.95	3,434.20		
ATKORE INTL GROUP INC	UBS - 3062	149.00	2,526.62	3,562.59		
BEACON ROOFING SUPPLY INC	UBS - 3062	68.00	2,515.50	3,132.76		
BELMOND LTD	UBS - 3062	235.00	2,813.05	3,137.25		
CALLIDUS SOFTWARE	UBS - 3062	167.00	3,009.89	2,805.60		
CAMBREX CORP	UBS - 3062	68.00	2,804.59	3,668.60		
CAPITAL BK FINL CORP	UBS - 3062	147.00	3,437.38	5,769.75		
CARRIZO OIL & GAS INC	UBS - 3062	80.00	2,856.31	2,988.00		
CAVIUM COM	UBS - 3062	58.00	2,986.07	3,621.52		
CHMICAL FINCL CORP	UBS - 3062	78.00	3,231.06	4,225.26		
DEPOMED INC	UBS - 3062	171.00	3,367.19	3,081.42		
DXP ENTERPRISES INC	UBS - 3062	70.00	2,375.69	2,431.80		
DYNEGY INC NEW	UBS - 3062	423.00	4,694.93	3,578.58		
ELLIE MAE INC	UBS - 3062	29.00	2,275.37	2,426.72		
EVERCORE PARTNERS INC CL A	UBS - 3062	36.00	2,084.78	2,473.20		
EW SCRIPPS CO CL A	UBS - 3062	249.00	3,877.39	4,813.17		
EXTRACTION OIL & GAS INC	UBS - 3062	89.00	1,944.33	1,783.56		
FAIRMOUNT SANTROL HOLDINGS INC	UBS - 3062	311.00	3,017.44	3,666.69		
FCB FINANCIAL HOLDINGS INC	UBS - 3062	68.00	2,197.72	3,243.60		
FELCOR LODGING TRUST INC	UBS - 3062	405.00	2,540.31	3,244.05		
FIESTA RESTAURANT GROUP INC	UBS - 3062	77.00	3,033.19	2,298.45		
FIVE BELOW INC	UBS - 3062	78.00	3,186.15	3,116.88		
G III APPAREL GROUP	UBS - 3062	115.00	4,526.50	3,399.40		
GENESEE & WYO INC CL	UBS - 3062	51.00	3,179.87	3,539.91		
GOGO INC	UBS - 3062	204.00	3,553.25	1,880.88		
GRAY TELEVISION INC	UBS - 3062	465.00	5,327.61	5,045.25		
HARSCO CORP	UBS - 3062	324.00	3,114.04	4,406.40		
HORTONWORKS INC	UBS - 3062	263.00	2,415.18	2,185.53		
HUNTSMAN CORP	UBS - 3062	234.00	3,730.74	4,464.72		
ICON PLC SPON ADR	UBS - 3062	39.00	2,504.31	2,932.80		
IMAX CORP CAD	UBS - 3062	69.00	2,291.98	2,166.60		
INTERXION HOLDINGS NV EUR	UBS - 3062	71.00	2,419.31	2,489.97		
JACK IN THE BOX INC	UBS - 3062	15.00	1,150.85	1,674.60		
KCG HIDS INC	UBS - 3062	196.00	2,528.11	2,597.00		
MEDIA GEN INC NEW	UBS - 3062	58.00	940.05	1,092.14		
MECURY SYSTEMS INC	UBS - 3062	104.00	2,104.49	3,142.88		
MOBILE MINI INC	UBS - 3062	120.00	4,460.07	3,630.00		
MODEL N INC	UBS - 3062	145.00	1,559.48	1,283.25		
NATUS MEDICAL INC	UBS - 3062	30.00	1,176.17	1,044.00		
NEXSTAR BROADCAST GROUP INC	UBS - 3062	84.00	2,154.23	5,317.20		
NICE LTD SPON ADR	UBS - 3062	54.00	3,442.44	3,713.04		
NUVASIVE INC	UBS - 3062	53.00	2,704.31	3,570.08		
OASIS PETROLEUM INC	UBS - 3062	257.00	2,628.01	3,890.98		
OM ASSET MGMT PLC	UBS - 3062	189.00	2,970.36	2,740.50		
PENN NATL GAMING INC	UBS - 3062	200.00	2,941.63	2,758.00		
PINNACLE FINANCIAL PARTNERS	UBS - 3062	63.00	3,098.23	4,365.90		
PINNACLE ENTERTAINMENT GROUP	UBS - 3062	260.00	2,790.95	3,770.00		
RED ROCK RESORTS INC	UBS - 3062	175.00	3,458.91	4,058.25		
RESCORD CORP	UBS - 3062	114.00	2,526.56	2,233.26		
RICE ENERGY	UBS - 3062	184.00	4,208.77	3,928.40		
SANCHEZ ENERGY CORP	UBS - 3062	277.00	3,261.61	2,501.31		
SCIENTIFIC GAMES CORP CLA	UBS - 3062	230.00	2,597.82	3,220.00		
SEAWORLD ENTMT INC	UBS - 3062	224.00	4,188.55	4,240.32		
SELECT COMFORT CORP	UBS - 3062	90.00	2,016.73	2,035.80		
SEMTECH CORP	UBS - 3062	111.00	3,011.92	3,502.05		
SHORETEL INC	UBS - 3062	287.00	2,390.86	2,052.05		
SINCLAIR BROADCAST GROUP INC	UBS - 3062	125.00	2,019.29	4,168.75		
SPX FLOW INC	UBS - 3062	108.00	3,280.74	3,462.48		
SUMMIT MATLS INC CL A	UBS - 3062	184.00	3,618.69	4,377.36		
SUPERIOR ENERGY SERVICES INC	UBS - 3062	252.00	4,671.26	4,253.76		
SWIFT TRANSN CO CLA	UBS - 3062	190.00	4,013.07	4,628.40		
TESSERA HLDG CORP	UBS - 3062	122.00	3,815.85	5,392.40		
TEXAS CAPITAL BANCSHARES	UBS - 3062	70.00	3,687.82	5,488.00		
TOPBUILD CORP	UBS - 3062	105.00	3,259.91	3,738.00		
TUTOR PERINE CORP	UBS - 3062	95.00	1,877.37	2,660.00		
TYLER TECHNOLOGIES INC	UBS - 3062	14.00	1,711.38	1,998.78		
U S CONCRETE INC	UBS - 3062	45.00	2,717.02	2,947.50		
U S SILICA HLDGS INC	UBS - 3062	70.00	1,830.04	3,967.60		
WEBSTER FINANCIAL CORP	UBS - 3062	84.00	2,903.87	4,559.52		
WELLCARE HEALTH PLANS INC	UBS - 3062	15.00	1,191.14	2,056.20		
WESTERN ALLIANCE BANCORP	UBS - 3062	94.00	1,063.37	4,578.74		
WILDHORSE RESOURCE DEV CORP	UBS - 3062	68.00	1,007.92	992.80		
WPX ENERGY INC	UBS - 3062	277.00	2,810.92	4,035.89		
WRIGHT MEDICAL GROUP N V EUR	UBS - 3062	142.00	3,438.53	3,263.16		
WSFS FINL CORP	UBS - 3062	83.00	3,427.69	3,847.05		
8 X 8 INC	UBS - 3062	156.00	1,614.52	2,230.80	221,753.35	254,791.57
ABBVIE INC COM	UBS - 3063	498	31,652.69	31,184.76		
ADOBE SYSTEMS INC	UBS - 3063	144	12,770.16	14,824.80		
ADVANCE AUTO PARTS	UBS - 3063	92	16,244.10	15,559.04		
ALIBABA GROUP HLDG	UBS - 3063	280	26,751.41	24,586.80		
ALPHABET INC CL A	UBS - 3063	76	33,281.40	60,226.20		
ALTRIA GROUP INC	UBS - 3063	244	16,360.38	16,499.28		
AMAZON COM	UBS - 3063	61	35,551.94	45,742.07		
AMERICAN INTL GROUP INC COM	UBS - 3063	376	23,225.75	24,556.56		
AMERICAN TOWER CORP	UBS - 3063	156	15,703.28	16,486.08		
ANADARKO PETROLEUM CORP	UBS - 3063	517	30,780.81	36,050.41		
APPLE INC	UBS - 3063	596	58,929.20	69,028.72		
AT&T INC	UBS - 3063	993	35,403.76	42,232.29		
BANK OF AMER CORP	UBS - 3063	2824	46,466.54	62,410.40		
BOSTON SCIENTIFIC CORP	UBS - 3063	811	13,942.36	17,541.93		
BRISTOL MYERS SQUIBB CO	UBS - 3063	297	15,152.02	17,356.68		
CANADIAN NAT RESOURCES LTD	UBS - 3063	1025	29,374.87	32,677.00		
CELGENE CORP	UBS - 3063	229	26,673.53	26,506.75		
CHARTER COMMUNICATIONS INC	UBS - 3063	124	31,524.48	35,702.08		
CHEVRON CORP	UBS - 3063	217	22,726.23	25,540.90		
CISCO SYSTEMS INC	UBS - 3063	1260	35,869.51	38,077.20		
CITIGROUP INC	UBS - 3063	878	44,645.18	52,179.54		

2016 CORPORATE STOCK
 CECIL & IRENE HYLTON FDN EIN# 52-1633658
 PART II BALANCE SHEET LINE 10B

		QUANTITY	COST	FMV		
COMCAST CORP NEW CL A	UBS - 3063	599	33,916.30	41,360.95		
CSX CORP	UBS - 3063	767	23,668.43	27,558.31		
DOW CHEMICAL	UBS - 3063	523	25,767.31	29,926.06		
ELECTRONIC ARTS	UBS - 3063	190	15,416.11	14,964.40		
EXXON MOBIL CORP	UBS - 3063	275	22,389.32	24,821.50		
FACEBOOK INC CLA	UBS - 3063	311	26,869.59	35,780.55		
FEDEX CORP	UBS - 3063	143	21,661.07	26,626.60		
GENL ELECTRIC CO	UBS - 3063	754	22,560.30	23,826.40		
HALLIBURTON CO	UBS - 3063	339	14,592.44	18,336.51		
HOME DEPOT	UBS - 3063	266	9,684.46	35,665.28		
HONEYWELL INTL INC	UBS - 3063	145	15,459.70	16,798.25		
JOHNSON & JOHNSON	UBS - 3063	198	22,962.24	22,811.58		
JP MORGAN CHASE & CO	UBS - 3063	746	36,862.56	64,372.34		
LILLY ELI & CO	UBS - 3063	187	15,518.35	13,753.85		
MARSH MCLENNAN COS INC	UBS - 3063	413	16,629.42	27,914.67		
MASTERCARD INC CL A	UBS - 3063	71	16,218.25	15,728.63		
MICROSOFT CORP	UBS - 3063	1073	56,006.27	66,676.22		
MOHAWK INDUSTRIES	UBS - 3063	80	15,184.00	15,974.40		
MORGAN STANLEY	UBS - 3063	679	20,832.52	28,687.75		
NORFOLK STHN CORP	UBS - 3063	246	22,927.78	26,585.22		
PEPSICO INC	UBS - 3063	156	15,411.19	16,322.28		
PFIZER INC	UBS - 3063	494	16,508.39	16,045.12		
PROCTER & GAMBLE	UBS - 3063	182	15,216.33	15,302.56		
RAYTHEON CO NEW	UBS - 3063	254	28,849.90	36,068.00		
SALESFORCE COM INC	UBS - 3063	237	17,523.96	16,225.02		
SCHLUMBERGER LTD NETHERLANDS	UBS - 3063	278	23,451.00	23,338.10		
SOUTHERN CO	UBS - 3063	280	15,057.36	13,773.20		
STANLEY BLACK & DECKER	UBS - 3063	128	15,517.20	14,680.32		
STARBUCKS CORP	UBS - 3063	148	7,746.33	8,216.96		
T-MOBILE US INC	UBS - 3063	203	7,571.04	11,674.53		
TIME WARNER CABLE INC	UBS - 3063	198	15,778.75	19,112.94		
UNITEDHEALTH GROUP INC	UBS - 3063	194	19,467.42	31,047.76		
VISA INC	UBS - 3063	351	27,448.54	27,385.02		
WALT DISNEY CO HOLDING CO	UBS - 3063	223	14,678.45	23,241.06		
WESTROCK CO	UBS - 3063	190	6,684.62	9,646.30		
ZOETIS INC	UBS - 3063	311	16,579.97	16,647.83	1,321,646.47	1,581,865.96
ACE LTD CHF	UBS - 3100					
ADIENT	UBS - 3100	504.000	25,417.17	29,534.40		
ADVANCE AUTO PARTS INC	UBS - 3100					
AETNA INC	UBS - 3100	316.000	37,958.42	39,187.16		
AGILENT TECH	UBS - 3100					
ALPHABET INC CL A	UBS - 3100	58.000	37,518.55	45,962.10		
ALPHABET INC CL C	UBS - 3100	74.000	47,728.10	57,114.68		
AMAZON COM	UBS - 3100	127.000	64,223.12	95,233.49		
AMER EXPRESS CO	UBS - 3100	914.000	65,518.15	67,709.12		
APACHE CORP	UBS - 3100	1,467.000	75,512.81	93,110.49		
BANK OF NEW YORK MELLON CORP	UBS - 3100	1,674.000	67,065.27	79,314.12		
BERKSHIRE HATHAWAY INC	UBS - 3100	504.000	72,215.89	82,141.92		
BROOKFIELD ASSET	UBS - 3100					
CABOT OIL & GAS	UBS - 3100	1,021.000	27,735.77	23,850.56		
CAPITAL ON FINCL	UBS - 3100	234.000	18,432.14	20,414.16		
CARMAX INC	UBS - 3100	570.000	32,808.04	36,702.30		
CHUBB LTD	UBS - 3100	86.000	9,947.04	11,362.32		
CITIZENS FINANCIAL GROUP INC	UBS - 3100					
COSTCO WHOLESALE CORP	UBS - 3100	326.000	49,399.98	52,195.86		
DELPHI AUTOMOTIVE	UBS - 3100	250.000	17,105.96	16,837.50		
DIAGEO PLC	UBS - 3100					
ECOLAB INC	UBS - 3100	135.000	15,427.80	15,824.70		
ENCANA CORP CAD	UBS - 3100	4,044.000	41,477.27	47,476.56		
EOG RESOURCES	UBS - 3100					
EQT CORP	UBS - 3100	240.000	17,518.19	15,696.00		
EXPRESS SCRIPTS HLDG CO	UBS - 3100	337.000	26,813.02	23,182.23		
FACEBOOK INC CLA	UBS - 3100	258.000	29,017.57	29,682.90		
HALLIBURTON CO	UBS - 3100					
HP INC	UBS - 3100					
JOHNSON CONTROLS INC	UBS - 3100	1,117.000	48,274.70	46,009.23		
JOHNSON CONTROLS INC	UBS - 3100					
JP MORGAN CHASE & CO	UBS - 3100	1,104.000	71,699.98	95,264.16		
LABORATORY CORP AMER HLDGS	UBS - 3100					
LAS VEGAS SANDS CORP	UBS - 3100					
LIBERTY GLOBAL PLC	UBS - 3100	843.000	30,827.10	25,037.10		
LIBERTY LILAC GROUP	UBS - 3100	70.000	3,322.02	1,481.90		
LIBERTY INTERACTIVE CORP	UBS - 3100	235.000	6,244.33	4,695.30		
LOWES COMPANIES INC	UBS - 3100	412.000	17,547.21	19,293.96		
MICROSOFT CORP	UBS - 3100	263.000	12,422.25	16,342.82		
MONSANTO CO	UBS - 3100	405.000	37,327.81	42,610.05		
MOODYS CORP	UBS - 3100					
OCCIDENTAL PETOLEUM	UBS - 3100	554.000	40,630.79	39,461.42		
ORACLE CORP	UBS - 3100	281.000	12,008.35	10,804.45		
PACCAR INC	UBS - 3100					
PRAXAIR INC	UBS - 3100	223.000	27,350.47	26,133.37		
PRECISION CASTPARTS	UBS - 3100					
PRICELINE GROUP INC	UBS - 3100	11.000	13,159.98	16,126.66		
QUEST DIAGNOSTICS INC	UBS - 3100					
SCHWAB CHARLES CORP NEW	UBS - 3100					
TEXAS INSTRUMENTS	UBS - 3100	497.000	30,111.83	36,266.09		
TYCO INTL	UBS - 3100					
ULTRA PETROLEUM CORP	UBS - 3100					
UNITEDHEALTH GROUP INC	UBS - 3100	193.000	23,792.04	30,887.72		
UNITED TECHNOLOGIES CORP	UBS - 3100	563.000	56,807.28	61,716.06		
VALEANT PHARMACEUTICALS INTL	UBS - 3100	421.000	29,975.60	6,112.92		
VISA INC	UBS - 3100	309.000	21,940.61	24,108.18		
WELLS FARGO & CO	UBS - 3100	1,652.000	87,759.98	91,041.72	1,350,042.59	1,475,925.68
		1,018,122	17,088,948	20,144,335	17,088,948	20,144,335

CORPORATE BONDS

		QUANTITY	COST	FMV		
Sequoia Mortgage SER 4 CL A 12/22/24	FIDELITY	18,078.68	16,571.22	17,869.84		
MLCC Mortgage INVESTOR 2003-E 1 042% 10/25/2028	FIDELITY	38,491.16	38,113.88	36,834.12		
MLCC Mortgage ser 2004-c cl a1 07/25/29 982%	FIDELITY	20,672.69	18,870.35	19,144.77		
Sequoia Mortgage 2003-4 07/20/33	FIDELITY	15,506.77	13,686.56	14,467.80		
THORNBURG MTG SEC SER 2003-6 CL A1 12/25/33 910%	FIDELITY	110,380.16	105,446.14	105,911.75		
Sequoia Mortgage ser 2003-8 0% 01/20/34	FIDELITY	66,664.24	63,089.67	63,336.36		
Bear Stearns Ser 2003-8 CL 5A 4 409% 01/25/2034	FIDELITY	5,534.56	5,453.03	5,346.88		
JP MORGAN ACCEPT 2004-A1 2 908% DUE 05/25/2034	FIDELITY	31,224.90	31,393.61	31,202.73		
HOMESTAR MTG ACCP 2004-2 595% 06/25/2034	FIDELITY	81,488.73	76,199.23	79,770.13		
CWABS INC 2004-5 1 099% 10/25/34	FIDELITY	107,628.09	100,899.78	103,314.36		
Mortgageit Trist Ser 2004-1 CL A1 01/01/80 11/25/34	FIDELITY	49,214.12	43,994.99	47,925.35		
IMPAC CMB Trust SER 2004-10CL 03/25/35	FIDELITY	20,450.31	18,485.75	19,752.14		
IMPAC CMB TR 2005-2 1 022% 04/25/35	FIDELITY	89,167.76	85,506.59	84,347.35		
BANK OF AMERICA MTG SEC SER 2005-E-CL 3A1 06/25/35	FIDELITY	15,806.74	12,134.80	15,258.40		
St Adj Rate Mtg Ln ser2005-18 5 748% 09/25/35	FIDELITY	21,213.69	21,420.24	17,373.59		
PHHMC Mortgages Pass SR 2008-CLM1 4 85% 05/25/38	FIDELITY	27,418.55	26,775.62	26,332.50		
Wells Fargo Company Bond 5 623% 12/11/17	FIDELITY	75,000.00	75,968.90	77,757.00		
Ameritech Cap Fund Corp 6.45% 1/15/18	FIDELITY	50,000.00	50,128.17	52,267.50		
Lahman Bros MtnBE 4% 4/16/19	FIDELITY	25,000.00	25,000.00	1,406.25		
SOUTHERN CO 2 150% 09/01/19	FIDELITY	100,000.00	99,851.40	100,012.00		
NATIONAL RURAL UTILS COOP FIN 2 60% 11/15/20	FIDELITY	150,000.00	150,015.80	148,309.50		
WYETH 6 450% 02/01/24	FIDELITY	100,000.00	120,109.58	121,764.00		
LLOYDS TSB BANK PLC 4.25% 06/08/27	FIDELITY	125,000.00	125,333.64	126,307.00		
Belvoir LD LLC SER A-1 144A CL 5 27000% 12/15/2047	FIDELITY	50,000.00	39,587.54	52,249.50		
STATE STREET CORP 3 10% DUE 05/15/23	FIDELITY	100,000.00	100,017.83	99,804.00		
ACCURED INT	FIDELITY			105,770.67	1,464,054.32	1,573,835.49
ALABAMA POWER	PNC					
ALABAMA POWER	PNC					
BNP PARIBAS	PNC	20,000.000	20,242.00	20,260.20		
BNP PARIBAS	PNC	20,000.000	20,242.00	20,260.20		
BANK OF AMERICA	PNC	35,000.000	34,874.70	38,484.25		
BANK OF AMERICA	PNC	35,000.000	34,874.70	38,484.25		
BANK OF MONTREAL	PNC	30,000.000	29,953.80	30,001.50		
BANK OF MONTREAL	PNC	30,000.000	29,953.80	30,001.50		
BANK OF NEW YORK MELLON	PNC			0.00		
BANK OF NEW YORK MELLON	PNC			0.00		
BERKSHIRE HATHAWAY, INC	PNC	20,000.000	21,628.60	21,180.60		
BERKSHIRE HATHAWAY, INC	PNC	20,000.000	21,628.60	21,180.60		
CATERPILLAR FIN SERV CORP	PNC			0.00		
	PNC			0.00		
	PNC			0.00		
CITIGROUP INC	PNC			0.00		
CITIGROUP INC	PNC			0.00		
RABOBANK NEDERLAND UTREC	PNC	15,000.000	14,986.95	15,013.65		
RABOBANK NEDERLAND UTREC	PNC	15,000.000	14,986.95	15,013.65		
TYCO INTL LTD NEW COM	PNC			0.00		
TYCO INTL LTD NEW COM	PNC			0.00		
JOHN DEERE CAPITAL CORP	PNC			0.00		
EL DUPOURT DE NEMOURS	PNC			0.00		
EBAY	PNC			0.00		
EBAY	PNC			0.00		
EXPORT DEVELOPMENT CANADA	PNC			0.00		
EXPORT DEVELOPMENT CANADA	PNC			0.00		
FPL GROUP CAPITAL INC	PNC			0.00		
FPL GROUP CAPITAL INC	PNC			0.00		
GENERAL ELEC CAP CORP	PNC			0.00		
GENERAL ELEC CAP CORP	PNC	60,000.000	58,348.80	60,292.20		
GENERAL ELEC CAP CORP	PNC			0.00		
GENERAL ELEC CAP CORP	PNC			0.00		
GOLDMAN SACHS GROUP	PNC			0.00		
GOLDMAN SACHS GROUP	PNC			0.00		
HSBC HOLDINGS PLC	PNC	20,000.000	19,956.60	21,614.20		
HSBC HOLDINGS PLC	PNC	20,000.000	19,956.60	21,614.20		
JP MORGAN	PNC			0.00		
JP MORGAN	PNC			0.00		
JOHNSON & JOHNSON	PNC	40,000.000	47,426.00	41,102.40		
JOHNSON & JOHNSON	PNC	50,000.000	49,997.50	52,861.00		
JOHNSON & JOHNSON	PNC	50,000.000	49,997.50	52,861.00		
MONSANTO CO	PNC			0.00		
MONSANTO CO	PNC			0.00		
MORGAN STANLEY	PNC			0.00		
MORGAN STANLEY	PNC			0.00		
PEPSICO INC	PNC			0.00		
PRIVATE EXPORT FUNDING	PNC	40,000.000	39,900.40	40,449.60		
PRIVATE EXPORT FUNDING	PNC	35,000.000	34,912.85	35,393.40		
RABOBANK NEDERLAND UTREC	PNC			0.00		
RABOBANK NEDERLAND UTREC	PNC			0.00		
PROCTER & GAMBLE	PNC			0.00		
PROCTER & GAMBLE	PNC			0.00		
ROYAL BANK OF CANADA	PNC	15,000.000	14,997.90	14,926.20		
ROYAL BANK OF CANADA	PNC	15,000.000	14,997.90	14,926.20		
SANOFI - AVENTIS	PNC			0.00		
SANOFI - AVENTIS	PNC			0.00		
SHELL INTERNATIONAL FIN	PNC	35,000.000	34,834.80	37,389.10		
SHELL INTERNATIONAL FIN	PNC	35,000.000	34,834.80	37,389.10		
TOYOTA MOTOR CREDIT	PNC	20,000.000	19,967.00	20,003.80		
TOYOTA MOTOR CREDIT	PNC	20,000.000	19,967.00	20,003.80		
UPS	PNC	50,000.000	49,526.00	52,110.00		
US BANCORP	PNC	10,000.000	9,833.60	10,059.30		
US BANCORP	PNC	10,000.000	9,833.60	10,059.30		
VERIZON COMMUNICATION	PNC			0.00		
VERIZON COMMUNICATION	PNC			0.00		
WAL-MART STORES	PNC			0.00		
WAL-MART STORES	PNC			0.00		
WELLS FARGO COMPANY	PNC	15,000.000	15,566.10	15,520.80		
WELLS FARGO COMPANY	PNC	10,000.000	10,377.40	10,347.20		
WESTPAC BANKING CORP	PNC	35,000.000	35,571.55	37,557.80		
WESTPAC BANKING CORP	PNC	80,000.000	81,203.20	85,846.40		
XTO ENERGY INC.	PNC	25,000.000	28,577.25	26,379.00		
XTO ENERGY INC.	PNC	25,000.000	28,577.25	26,379.00	972,533.70	994,965.40
ABBVIE INC	UBS - 3058		100,756.25	99,049.00		
AETNA INC NT	UBS - 3058		111,374.53	113,958.40		
AFLAC INC	UBS - 3058		35,787.85	35,052.85		
AFLAC INC	UBS - 3058		105,775.25	103,518.00		
AMERICA MOVIL SAB DE CV	UBS - 3058		47,180.05	41,300.80		
AMGEN INC NTS	UBS - 3058		89,787.75	79,541.25		
ANHEUSER BUSCH COS NTS	UBS - 3058		81,004.50	79,844.25		
APPLE INC	UBS - 3058		99,032.25	97,373.00		
ASTRAZENECA PLC FOREIGN SECURITY	UBS - 3058		37,089.15	30,839.00		
AT&T INC	UBS - 3058		100,151.25	95,882.00		
BANK OF AMERICA CORP	UBS - 3058		61,646.85	60,633.60		
BOEING CPTL CORP NTS B/E	UBS - 3058		63,248.85	61,324.80		
BP CPTL	UBS - 3058		53,218.75	50,747.50		
BROADCOM CORP B/E	UBS - 3058		61,064.17	57,272.10		
CONOCOPHILLIPS CO	UBS - 3058		52,273.25	49,938.50		
DELL INC	UBS - 3058		28,739.00	25,962.50		
DIAGEO CAPITAL FOREIGN SECURITY	UBS - 3058		47,408.70	46,525.50		
DIAGEO CPTL PLC B/E	UBS - 3058		23,776.65	21,691.40		
DUKE ENERGY INDIANA INC	UBS - 3058		22,444.25	20,986.20		
EBAY INC NTS	UBS - 3058		102,973.25	102,351.00		
FLORIDA POWER CORP	UBS - 3058		23,366.25	21,366.20		
GILEAD SCIENCES INC	UBS - 3058		110,968.25	101,394.00		
GOLDMAN SACHS GROUP INC	UBS - 3058		114,583.46	109,399.68		
HEWLETT-PACKARD CO NTS	UBS - 3058		142,573.65	138,762.00		
HSBC INC B/E	UBS - 3058		106,830.25	106,237.00		
IBM CORP	UBS - 3058		104,549.25	102,719.00		
JP MORGAN CHASE & CO	UBS - 3058		44,953.96	38,595.81		
KELLOGG CO NTS B/E	UBS - 3058		25,543.50	26,352.00		
LOEWS CORP	UBS - 3058		109,440.25	101,652.00		
METLIFE INC	UBS - 3058		105,478.25	102,653.00		
MONSANTO CO	UBS - 3058		52,170.25	49,783.00		
MORGAN STANLEY	UBS - 3058		80,597.90	78,968.89		
OCCIDENTAL PETROLEUM	UBS - 3058		47,505.45	45,339.30		
PRUDENTIAL FINANCIAL	UBS - 3058		88,352.05	83,781.04		
QUALCOMM INC	UBS - 3058		117,900.39	112,944.72		
SIMON PARTY GROUP	UBS - 3058		31,351.95	30,128.70		

CORPORATE BONDS

		QUANTITY	COST	FMV		
STATOIL ASA ADR B/E	UBS - 3058		24,944 25	25,284.75		
THOMSON REUTERS CORP NTS FOR SEC.	UBS - 3058		80,487 75	79,631 25		
UNITEDHEALTH GROUP INC	UBS - 3058		47,300 05	39,843 38		
VERIZON COMMUNICATIONS	UBS - 3058		64,598 25	61,981 20		
VISA INC	UBS - 3058		53,614 25	50,219 50		
WACHOVIA CORP	UBS - 3058		47,661 69	40,661 40		
WELLS FARGO & CO	UBS - 3058		48,287 55	45,593 55		
WISCONSIN ELECTRIC PWR CO	UBS - 3058		26,107 75	26,586 00		
ACCRUED INTEREST	UBS - 3058			30,923 59	3,023,897 95	2,924,091 61
TOTAL			5,460,485 97	5,492,892 50	5,460,485 97	5,492,892 50

2016

Federal Worksheets

Page 1

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

7/20/17

05 57PM

Rental Income Worksheet
Form 990-PF

Rental Home at 5421 Quest Ct. Woodbridge

Gross Rental Income \$ 12,450.

Expenses

Association Dues 576.

Depreciation 1,407.

Repairs 1,045.

Taxes 2,653.

Total Expenses \$ 5,681.

Net Rental Income or Loss \$ 6,769.

12/31/16

2016 Federal Book Depreciation Schedule

Page 1

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

7/20/17

05:57PM

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct.	Cur 179 Bonus	Special Dep. Allow.	Prior 179/ Bonus/ Sp. Dep.	Prior Dep. Bal. Dep.	Salvage /Basis Reductn.	Depr. Basis	Prior Depr.	Method	Life	Rate	Current Depr.
Form 990/990-PF																
Furniture and Fixtures																
2	FIREPROOF FILING CABINETS	2/03/14		2,590							2,590	555	S/L	HY	7 .14290	370
4	FIREPROOF FILING CABINETS	6/07/16		3,820							3,820		S/L	HY	7 07140	273
Total Furniture and Fixtures																
				6,410		0	0	0	0	0	6,410	555				643
Machinery and Equipment																
1	Computer and software	2/01/13		22,036							22,036	11,018	S/L	HY	5 .20000	4,407
3	COMPUTER AND SOFTWARE	6/07/16		1,018							1,018		S/L	HY	5 .10000	102
Total Machinery and Equipment																
				23,054		0	0	0	0	0	23,054	11,018				4,509
Total Depreciation																
				29,464		0	0	0	0	0	29,464	11,573				5,152
Grand Total Depreciation																
				29,464		0	0	0	0	0	29,464	11,573				5,152

Form **990-W**

(Worksheet)

Department of the Treasury
Internal Revenue ServiceFor Form 990-PF Purposes
**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**
(and on Investment Income for Private Foundations)

Keep for your records. Do not send to the Internal Revenue Service.

2017

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax. See instructions.	3	
4	Total. Add lines 2 and 3.	4	
5	Estimated tax credits. See instructions.	5	
6	Subtract line 5 from line 4.	6	
7	Other taxes. See instructions.	7	
8	Total. Add lines 6 and 7.	8	
9	Credit for federal tax paid on fuels. See instructions.	9	
10a	Subtract line 9 from line 8. Note: If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions.	10a	29,532.
b	Enter the tax shown on the 2016 return. See instructions. Caution: If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c.	10b	
c	2017 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c.	10c	29,532.

	(a)	(b)	(c)	(d)
11 Installment due dates. See instructions	11 5/15/17	6/15/17	9/15/17	12/15/17
12 Required installments. Enter 25% of line 10c in columns (a) through (d). But see instructions if the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a 'large organization'.	12 7,383.	7,383.	7,383.	7,383.
13 2016 Overpayment. See instructions	13 7,383.	39.	0.	0.
14 Payment due (Subtract line 13 from line 12)	14 0.	7,344.	7,383.	7,383.

BAA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2017)