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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

OMB No 1545-0052

2016

Open to Public Inspection

- 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.

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

Name of foundation

TR NELL W ELKIN WM ELKIN FD

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

P O BOX 1908

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

ORLANDO FL 32802-1908

Foreign country name

Foreign province/state/county

Foreign postal code

G Check all that apply

- Initial return
- Initial return of a former public charity
- Final return
- Amended return
- Address change
- Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 4,978,481

J Accounting method Cash Accrual
 Other (specify) _____

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)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	91,543	91,543		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	94,022			
	b Gross sales price for all assets on line 6a	986,602			
	7 Capital gain net income (from Part IV, line 2)		94,022		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	185,565	185,565	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,725	10,863		10,862
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500		2,500	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) <small>(see instructions)</small>				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses	25,466	12,104	0	13,362
	Add lines 13 through 23				
	25 Contributions, gifts, grants paid	233,000			233,000
	26 Total expenses and disbursements. Add lines 24 and 25	258,466	12,104	0	246,362
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-72,901			
	b Net investment income (if negative, enter -0-)		173,461		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2016)

MAY 1 2017

OPERATING AND ADMINISTRATIVE EXPENSES

RECEIVED 1,241

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Assets	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
1	Cash—non-interest-bearing		1,021		
2	Savings and temporary cash investments		72,473	68,429	68,429
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)				
c	Investments—corporate bonds (attach schedule)				
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)		4,004,409	3,937,533	4,910,052
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		4,077,903	4,005,962	4,978,481
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	25	and complete lines 24 through 26 and lines 30 and 31.			
	26	Unrestricted			
27	Temporarily restricted				
28	Permanently restricted				
29	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
30	and complete lines 27 through 31.				
31	Capital stock, trust principal, or current funds		4,077,903	4,005,962	
32	Paid-in or capital surplus, or land, bldg , and equipment fund				
33	Retained earnings, accumulated income, endowment, or other funds				
34	Total net assets or fund balances (see instructions)		4,077,903	4,005,962	
35	Total liabilities and net assets/fund balances (see instructions)		4,077,903	4,005,962	

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	4,077,903
2	Enter amount from Part I, line 27a	2	-72,901
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	5,797
4	Add lines 1, 2, and 3	4	4,010,799
5	Decreases not included in line 2 (itemize) ► MUTUAL FUND TIMING DIFFERENCE	5	4,837
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,005,962

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	94,022	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }		3	0	

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

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

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

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

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	235,090	4,994,867	0.047066
2014	186,100	5,020,193	0.037070
2013	131,937	4,642,470	0.028420
2012	145,764	4,298,402	0.033911
2011	206,911	4,197,306	0.049296

- 2 Total of line 1, column (d) 2 0.195763
- 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 0.039153
- 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 4 4,859,005
- 5 Multiply line 4 by line 3 5 190,245
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,735
- 7 Add lines 5 and 6 7 191,980
- 8 Enter qualifying distributions from Part XII, line 4 8 246,362

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)

1 1,735

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

2 0

1c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

3 1,735

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

6a 2016 estimated tax payments and 2015 overpayment credited to 2016 1,492

6b Exempt foreign organizations—tax withheld at source

6c Tax paid with application for extension of time to file (Form 8868)

6d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d 1,492

8 Enter any **penalty** for underpayment of estimated tax Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be **Credited to 2017 estimated tax** ► Refunded ► 0

6a	1,492
6b	
6c	
6d	
7	1,492
8	
9	243
10	0
11	0

Part VII-A Statements Regarding Activities

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** Yes X

1b 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

1c Did the foundation file **Form 1120-POL** for this year? **1c** X

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

1e 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? **2** X
If "Yes," attach a detailed description of the activities

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? **4a** X

4b If "Yes," has it filed a tax return on **Form 990-T** for this year? **4b** N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? **5** X
If "Yes," attach the statement required by General Instruction T

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) ►
GA

8b 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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SUNTRUST BANK Located at ► PO BOX 1908, ORLANDO FL	Telephone no ► (404) 813-9304	ZIP+4 ► 32802-1908	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			► □
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	No

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.**

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

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A
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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
See Attached Statement	00	0		
-----	00	0		
-----	00	0		
-----	00	0		
-----	00	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				

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		► 0

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	4,868,699
b	Average of monthly cash balances	1b	64,301
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,933,000
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,933,000
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	73,995
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,859,005
6	Minimum investment return. Enter 5% of line 5	6	242,950

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	242,950
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,735
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,735
3	Distributable amount before adjustments Subtract line 2c from line 1	3	241,215
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	241,215
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	241,215

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	246,362
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	246,362
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	1,735
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)	6	244,627
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				241,215
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				233,983
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e		0		
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 246,362				233,983
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				12,379
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0		
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017			0	228,836
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

N/A

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section				<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				0
c	Qualifying distributions from Part XII, line 4 for each year listed				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter (1) Value of all assets				0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
	(3) Largest amount of support from an exempt organization				0
	(4) Gross investment income				0

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ► 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

SUNTRUST BANK GA-ATL-0041 SUITE 900 1155 PEACHTREE ST NE ATLANTA, GA 30309

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

HTTPS://SUNTRUST.COM/MICROSITES/FOUNDATION/DEFAULT.HTM

c Any submission deadlines

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

PLEASE GO TO [HTTPS://SUNTRUST.COM/MICROSITES/FOUNDATION/DEFAULT.HTM](https://suntrust.com/microsites/FOUNDATION/DEFAULT.HTM) FOR MORE INFO.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	233,000
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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)					
13 Total Add line 12, columns (b), (d), and (e)	0		185,565	0	185,565
(See worksheet in line 13 instructions to verify calculations.)					

(See worksheet in line 13 instructions to verify calculations)

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

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

Description	CUSIP #	Check "X" to include in Part IV	Check "X" if Purchaser is a Business	Purchaser	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss
											Totals	Gross Sales	
1 BLACKROCK GL US CREDIT	091936732	X				12/22/2014	3/9/2016	3,228	3,461		0	0	94,022
2 BLACKROCK GL US CREDIT	091936732	X				8/17/2015	3/9/2016	65,981	71,350		0	0	-233
3 BRANDES INT'L SIC EQUITY	105262737	X				12/4/2015	3/9/2016	1,100	1,138		0	0	-5,388
4 EATON VANCE ATLANTA SM	277902698	X				12/12/2013	3/9/2016	150	149		0	0	-12
5 EATON VANCE ATLANTA SM	277902698	X				12/10/2015	3/9/2016	17,163	17,276		0	0	-113
6 EATON VANCE ATLANTA SM	277902698	X				8/6/2012	3/9/2016	18,677	12,488		0	0	6,209
7 ISHARES CORE U.S. AGGRE	484287226	X				9/14/2016	1/14/2016	63,387	63,673		0	0	-306
8 ISHARES BOXX INV GRD CO	484287242	X				1/26/2011	3/9/2016	196,854	176,246		0	0	10,608
9 ISHARES BOXX INV GRD CO	484287242	X				1/28/2011	3/9/2016	3,114	2,930		0	0	184
10 ISHARES RUSSELL 1000 VAL	484287598	X				3/9/2016	1/14/2016	30,659	28,905		0	0	1,854
11 ISHARES RUSSELL 1000 VAL	484287598	X				3/11/2013	1/14/2016	32,402	25,557		0	0	6,845
12 ISHARES RUSSELL 1000 GRD	484287614	X				1/15/2010	3/9/2016	89,450	47,378		0	0	42,072
13 ISHARES RUSSELL 1000 GRD	484287614	X				1/15/2010	1/14/2016	63,520	32,246		0	0	31,274
14 ISHARES TREASURY BOND	484298267	X				3/10/2015	3/9/2016	232,869	229,773		0	0	3,096
15 TEMPLETON GLOBAL BOND	880208400	X				12/17/2014	6/14/2016	64,571	70,148		0	0	-5,577
16 TEMPLETON GLOBAL BOND	880208400	X				3/9/2016	9/14/2016	28,682	28,903		0	0	-221
17 WATSON LONG/SHORT FUN	936193769	X				5/12/2013	3/9/2016	3,000	3,792		0	0	-792
18 BLACKROCK GL US CREDIT	091936732	X				1/17/2014	3/9/2016	68,882	77,288		0	0	-8,406

Part I, Line 16b (990-PF) - Accounting Fees

		2,500	0	0	2,500
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

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

		1,241	1,241	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	1,241	1,241		

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

		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Asset Description				
2	ISHARES TR RUSSELL 1000 VALUE INDEX		0	564,474	927,048
3	ISHARES TR RUSSELL 1000 GROWTH IND		0	419,118	868,048
4	VANGUARD INSTL INDEX-I		0	295,506	373,037
5	ISHARES BARCLAYS MBS BD ETF		0	139,537	138,242
6	DOUBLELINE TOTAL RETURN BD-I		0	269,251	254,697
7	ADVISORS CAMBIAR SMALL CAP-I		0	123,036	116,563
8	DFA INTL CORE EQUITY-I		0	316,575	304,449
9	NEUBERGER BERMAN HIGH INCOME BD-		0	128,504	126,822
10	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	109,750	140,149
11	WASATCH LONG/SHORT-I		0	173,433	160,958
12	OPPENHEIMER DEVELOPING MKT-I		0	234,619	232,365
13	EATON VANCE ATLANTA CAP SMID-CAP-I		0	167,757	265,886
14	ISHARES BARCLAYS AGGREGATE BD ET		0	456,554	449,530
15	BRANDES INTL SIC EQUITY-I		0	197,930	201,758
16	BLACKSTONE ALT MULTI-STRAT-I		0	341,489	350,500

Part III (990-PF) - Changes in Net Assets or Fund Balances**Line 3 - Other increases not included in Part III, Line 2**

1	MUTUAL FUND TIMING DIFFERENCE	1	4,368
2	FEDERAL EXCISE TAX REFUND	2	1,352
3	COST BASIS ADJUSTMENT	3	77
4	Total	4	5,797

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

1	MUTUAL FUND TIMING DIFFERENCE	1	4,837
2	Total	2	4,837

Part IV (9990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount		Long Term CG Distributions		Short Term CG Distributions		973,659		81,079		0		0		81,079	
Descreption of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Date	Gross Sales Price	Depreciation Allowed	Adjustments		F M V as of 12/31/69		Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Losses	Gains Minus Excess FMV Over Adj Basis or Losses
1 BLACKROCK GL US CREDIT	091936732	12/22/2014	3/9/2016			3,228			0	3,461		-233	0	0	-233
2 BLACKROCK GL US CREDIT	091936732	8/17/2015	3/9/2016			65,961			0	71,350		-5,389	0	0	-5,389
3 BRANDES INTL SIC EQUITY-I	105226737	12/4/2015	3/9/2016			1,100			0	1,138		-38	0	0	-38
4 EATON VANCE-ATLANTA SM	277902698	12/12/2013	3/9/2016			160			0	148		12	0	0	0
5 EATON VANCE-ATLANTA SM	277902698	12/10/2015	3/9/2016			17,163			0	17,276		-113	0	0	-113
6 EATON VANCE-ATLANTA SM	277902698	8/12/2012	3/9/2016			18,677			0	12,468		6,209	0	0	6,209
7 ISHARES CORE US AGGRE	464287226	9/14/2016	11/4/2016			63,367			0	63,573		-206	0	0	-306
8 ISHARES BOXX INV GRD CO	464287242	1/26/2011	3/9/2016			186,854			0	176,246		10,608	0	0	10,608
9 ISHARES BOXX INV GRD CO	464287242	1/28/2011	3/9/2016			3,114			0	2,930		184	0	0	184
10 ISHARES RUSSELL 1000 VAL	464287598	3/9/2016	11/4/2016			30,659			0	28,805		1,854	0	0	1,854
11 ISHARES RUSSELL 1000 VAL	464287598	3/1/2013	11/4/2016			32,402			0	26,557		6,845	0	0	6,845
12 ISHARES RUSSELL 1000 GRD	464287614	11/5/2010	3/9/2016			89,450			0	47,378		42,072	0	0	42,072
13 ISHARES RUSSELL 1000 GRD	464287614	11/10/2010	11/4/2016			63,520			0	32,246		31,274	0	0	31,274
14 ISHARES TREASURY BOND E	464298267	3/10/2015	3/9/2016			232,869			0	229,773		3,096	0	0	3,096
15 TEMPLETON GLOBAL BOND	880208400	12/17/2014	9/14/2016			64,571			0	70,148		-5,577	0	0	-5,577
16 TEMPLETON GLOBAL BOND	880208400	3/6/2016	9/14/2016			28,682			0	28,903		-221	0	0	-221
17 WASATCH LONGSHORT FUND	936793769	5/17/2013	3/9/2016			3,000			0	3,792		-792	0	0	-792
18 BLACKROCK GL US CREDIT	091936732	11/17/2014	3/9/2016			68,882			0	71,288		-8,406	0	0	-8,406

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	SUNTRUST BANK		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE (AS REQ'D)	21,725	21,725	0	0
2	JENNER WOOD		P O BOX 4655	ATLANTA	GA	30302		CHAIRMAN (AS REQ'D)	0	0	0	0
3	JOHN GERAGHTY		P O BOX 4655	ATLANTA	GA	30302		DIST COMM (AS REQ'D)	0	0	0	0
4	DAVE DIERKER		P O BOX 4655	ATLANTA	GA	30302		DIST COMM (AS REQ'D)	0	0	0	0
5	KIRBY THOMPSON		P O BOX 4655	ATLANTA	GA	30302		SECRETARY (AS REQ'D)	0	0	0	0

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

	Date	Amount
1 Credit from prior year return	1	1,492
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	1,492

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

1	Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	233,983
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	233,983