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Return of Private Foundation

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

2016

Department of the Treasury
Internal Revenue Service

▶ 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

Open to Public Inspection

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

Name of foundation **GUSTAPHER FOUNDATION**
C/O ATLANTIC TRUST COMPANY, N.A.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
100 FEDERAL ST, 37TH FLOOR

City or town, state or province, country, and ZIP or foreign postal code
BOSTON, MA 02110

A Employer identification number
58-1828387

B Telephone number (see instructions)
617-357-9600

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

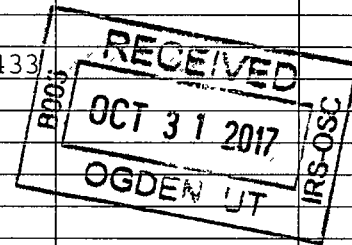
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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) ▶ \$ **1,728,343.**

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)				
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	38,602.	38,382.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,433.			
b	Gross sales price for all assets on line 6a	309,204.			
7	Capital gain net income (from Part IV, line 2)		4,433.		
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)	29,647.	-54,452.		STMT 4
12	Total. Add lines 1 through 11	72,682.	-11,637.		
13	Compensation of officers, directors, trustees, etc.	1,818.	1,363.		454.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	7,271.	5,453.		1,818.
17	Interest				
18	Taxes (attach schedule) (see instructions)	3,019.	358.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)	3.	1,580.		
24	Total operating and administrative expenses Add lines 13 through 23.	12,111.	8,754.	NONE	2,272.
25	Contributions, gifts, grants paid	96,600.			96,600.
26	Total expenses and disbursements Add lines 24 and 25	108,711.	8,754.	NONE	98,872.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-36,029.			
b	Net investment income (if negative, enter -0-)		-0-		
c	Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	128,219.	66,559.	66,559.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶ NONE				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 8	1,107,397.	1,097,074.	1,393,520.	
	c	Investments - corporate bonds (attach schedule) . STMT 11	242,375.	269,484.	264,584.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 12					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶ ACCRUED INCOME)	443.	611.	3,680.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,478,434.	1,433,728.	1,728,343.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		NONE			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	1,478,434.	1,433,728.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	1,478,434.	1,433,728.			
31	Total liabilities and net assets/fund balances (see instructions)	1,478,434.	1,433,728.			

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	1,478,434.
2	Enter amount from Part I, line 27a	2	-36,029.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,442,405.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	8,677.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,433,728.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P Purchase D Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a PUBLICLY TRADED SECURITIES						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 309,204.		304,771.	4,433.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))			
a			4,433.			
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	4,433.		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ }		3			

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	99,003.	1,752,231.	0.056501
2014	98,969.	1,764,615.	0.056085
2013	100,567.	1,655,296.	0.060755
2012	101,588.	1,557,021.	0.065245
2011	98,040.	1,610,916.	0.060860
2 Total of line 1, column (d)			2 0.299446
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 0.059889
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 1,673,983.
5 Multiply line 4 by line 3.			5 100,253.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6.			7 100,253.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 98,872.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 2,004.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Includes questions about political activities, unrelated business income, and substantial contributors.

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).
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of SEE STATEMENT 14 Telephone no Located at ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15
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

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).
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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?
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
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) STMT 15
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

- 5a During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 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? Yes No

5b	
6b	X
7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HAROLD L. HENDERSON PH-301 4731 BONITA BAY BLVD, BONITA SPRINGS, FL 34134	TRUSTEE	-0-	-0-	-0-
JOANN W. HENDERSON BONITA SPRINGS, FL 34134	TRUSTEE	-0-	-0-	-0-
DONALD P HENDERSON CHAGRIN FALLS, OH 44023	TRUSTEE, AS REQ'	-0-	-0-	-0-
LORI B. HENDERSON CHAGRIN FALLS, OH 44023	COMMITTEE	-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,699,475.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,699,475.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,699,475.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	25,492.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,673,983.
6	Minimum investment return. Enter 5% of line 5	6	83,699.

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	83,699.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	NONE
b	Income tax for 2016. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	83,699.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	83,699.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	83,699.

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	98,872.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	98,872.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	98,872.

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				83,699.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011				NONE
b From 2012				NONE
c From 2013				14,679.
d From 2014				12,252.
e From 2015				13,392.
f Total of lines 3a through e	40,323.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>98,872.</u>				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				83,699.
e Remaining amount distributed out of corpus.	15,173.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	55,496.			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	55,496.			
10 Analysis of line 9				
a Excess from 2012				NONE
b Excess from 2013				14,679.
c Excess from 2014				12,252.
d Excess from 2015				13,392.
e Excess from 2016				15,173.

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

NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

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:

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

c Any submission deadlines

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

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Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
COMPASSION INTERNATIONAL ATTN: RACHEL BENNET 12290 VOYAGER PARKWAY COLORADO SPRINGS CO 80	NONE	N/A	GENERAL CHARITABLE PURPOSES	14,400.
SEND INTERNATIONAL PO BOX 513 FARMINGTON MI 48332	NONE	N/A	GENERAL CHARITABLE PURPOSES	7,200.
MISSIONS TO THE AMERICAS 2530 WASHINGTON STREET DENVER CO 80205-3142	NONE	N/A	GENERAL CHARITABLE PURPOSES	7,200.
CHRIST FOR THE CITY INTERNATIONAL OMAHA NE 68124-5827	NONE	N/A	GENERAL CHARITABLE PURPOSES	7,200.
OMS INTERNATIONAL INC WORLD HQ GREENWOOD IN 46142	NONE	N/A	GENERAL CHARITABLE PURPOSES	3,000.
THE EVANGELICAL ALLIANCE MISSION WHEATON IL 60189-0969	NONE	N/A	GENERAL CHARITABLE PURPOSES	7,200.
CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO FL 32862-8222	NONE	N/A	GENERAL CHARITABLE PURPOSES	28,800.
LIEBENZELL USA PO BOX 66 SCHOOLEY'S MT NJ 08780	NONE	N/A	GENERAL CHARITABLE PURPOSES	7,200.
CHINA OUTREACH MINISTRIES 555 GETTYSBURG PIKE MECHANICSBURG PA 17055-5	NONE	N/A	GENERAL CHARITABLE PURPOSES	7,200.
MISSION DOOR 2530 WASHINGTON STREET DENVER CO 80205-3142	NONE	N/A	GENERAL CHARITABLE PURPOSES	7,200.
Total ▶ 3a				96,600.
b Approved for future payment				
Total ▶ 3b				

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization... (2) Purchases of assets from a noncharitable exempt organization... (3) Rental of facilities, equipment, or other assets... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here

Signature of officer or trustee: J.A. Henderson, Date: 10-27-17, Title: Owner

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

Paid Preparer Use Only section containing fields for Print/Type preparer's name (MARY PERRY), Preparer's signature (Mary O Perry), Date (10/19/2017), Firm's name (BMO HARRIS BANK N.A.), Firm's address (11270 W PARK PLACE MILWAUKEE, WI 53224), Firm's EIN (36-2085229), and Phone no (414-815-3900).

CONFIDENTIAL

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AETNA INC NEW COM	195.	195.
ALLIANCE DATA SYSTEMS CORP COM	25.	25.
AMERICAN EXPRESS CO COM	292.	292.
AMERICAN TOWER CORPORATION	112.	112.
ANADARKO PETE CORP COM	72.	72.
APPLE INC COM	720.	720.
AUTOMATIC DATA PROCESSING INC COM	784.	784.
BANK AMER FDG CORP MTN L 5.65% DTD 05/02	271.	271.
BERKSHIRE HATHAWAY FIN CORP GTD SR NT 5.	919.	919.
BLACKROCK INC COM	426.	426.
BOEING CO COM	545.	545.
CIGNA CORP COM	4.	4.
CVS HEALTH CORP COM	383.	383.
CAPITAL ONE FINL CORP COM	440.	440.
CATERPILLAR INC NT 5.70% DTD 08/08/2006	1,425.	1,425.
CISCO SYS INC COM	743.	743.
CITIGROUP INC COM NEW	130.	130.
COLGATE PALMOLIVE CO COM	279.	279.
COMCAST CORP CL A	486.	486.
DANAHER CORP COM	151.	151.
DOLLAR GEN CORP NEW COM	243.	243.
DU PONT E I DE NEMOURS & CO NT 5.25% DTD	1,313.	1,313.
E M C CORP MASS COM	264.	264.
EOG RES INC COM	80.	80.
EQT CORP COM	3.	3.
FIDELITY NATL INFORMATION SVCS INC COM	206.	206.
FORTIVE CORP COM	18.	18.
GENERAL ELEC CO COM	837.	837.
GLAXOSMITHKLINE CAP PLC SR GBLB 1.50% DT	375.	375.
HOME DEPOT INC COM	574.	574.
JPMORGAN CHASE & CO COM	690.	690.
JPMORGAN CHASE & CO 6.00% DTD 12/20/2007	517.	517.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JPMORGAN CHASE & CO SR NT 3.45% DTD 02/2	431.	431.
JOHNSON & JOHNSON COM	662.	662.
KINDER MORGAN INC DEL COM	399.	399.
MATYS INC COM	585.	585.
MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND	3,850.	3,850.
MCKESSON CORP COM	21.	21.
MERCK & CO INC NEW COM	570.	570.
MICROSOFT CORP COM	933.	933.
MORGAN STANLEY SR NT F 4.75% DTD 03/22/2	1,188.	1,188.
NEXTERA ENERGY INC COM	435.	435.
OMNICOM GROUP INC COM	326.	326.
ORACLE CORP COM	381.	381.
PEPSICO INC COM	439.	439.
PRAXAIR INC COM	450.	450.
PRUDENTIAL FINL INC COM	812.	812.
QUALCOMM INC COM	409.	409.
RIDGEMORTH SEIX FLOATING RATE HIGH INCOM	5,362.	5,362.
INVESCO SHORT TERM LIQUID ASSET FUND	343.	343.
INVESCO GOVT & AGENCY MMKT CL I	86.	86.
SIMON PPTY GROUP INC NEW COM	531.	531.
STRYKER CORP COM	289.	289.
TJX COS INC NEW COM	219.	219.
THERMO FISHER CORP COM	57.	57.
TWEEDY BROWNE GLOBAL VALUE FUND #1	1,557.	1,557.
US BANCORP DEL COM NEW	517.	517.
UNION PAC CORP COM	383.	383.
UNITED TECHNOLOGIES CORP COM	406.	406.
UNITEDHEALTH GROUP INC COM	463.	463.
VF CORP COM	300.	300.
VERIZON COMMUNICATIONS INC COM	712.	712.
VISA INC COM CL A	130.	130.
WALGREENS BOOTS ALLIANCE INC COM	131.	131.
WELLS FARGO & CO NEW COM	669.	669.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WILLIAMS COS INC COM	288.	288.
MEDTRONIC PLC SHS	658.	438.
TYCO INTL PLC SHS	88.	88.
-----	-----	-----
TOTAL	38,602.	38,382.
=====	=====	=====

CONFIDENTIAL

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ATZ REAL ESTATE FUND I LLC	29,647.	-54,452.
TOTALS	29,647.	-54,452.

CONFIDENTIAL

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
TRUSTEE FEES SUBJECT TO 2% FL	7,271.	5,453.	1,818.
TOTALS	7,271.	5,453.	1,818.

CONFIDENTIAL

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	1,750.	
FEDERAL ESTIMATES - PRINCIPAL	911.	
FOR FOREIGN TAXES ON QUALIFIED FOR	358.	358.
TOTALS	3,019.	358.

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN CONVERSION EXPENSE AT2 TRUST REAL ESTATE FUND I LL	3.	3. 1,577.
TOTALS	----- 3. =====	----- 1,580. =====

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LAZARD EMERGING MARKETS PORTFO	100,564.		
AETNA INC NEW COM	6,046.	6,046.	24,182.
ANADARKO PETE CORP COM	18,432.	22,002.	25,103.
AUTOMATIC DATA PROCESSING INC	14,875.	14,875.	38,029.
CI&CO SYS INC COM	14,729.	14,729.	22,665.
COLGATE PALMOLIVE	11,474.	18,229.	18,323.
COMCAST CORP CL A	14,885.	14,885.	31,211.
CVS CAREMARK CORP COM	8,813.	8,813.	17,755.
DANAHER CORP COM	10,016.	7,639.	20,238.
EQT CORP COM	3,721.		
EXPRESS SCRIPTS INC COM	10,622.	10,622.	18,848.
FIDELITY NATL INFORMATION SVCS	4,350.	4,350.	14,977.
FISERV INC COM	4,863.	4,863.	19,662.
GENERAL ELEC CO COM	25,874.	25,874.	28,756.
GOOGLE INC CL C			
JPMORGAN CHASE & CO COM	13,878.	13,878.	32,359.
MERCK & CO INC NEW COM	8,667.	8,667.	18,250.
MACYS INC COM	23,361.	15,301.	10,743.
ORACLE CORP COM	12,677.	12,677.	24,416.
PEPSICO INC COM	10,300.	16,058.	21,763.
PRAXAIR INC COM	11,000.	11,000.	17,579.
STRYKER CORP COM	7,755.	7,755.	22,764.
TARGET CORP COM			
UNITED TECHNOLOGIES CORP COM	9,695.	9,695.	16,991.
UNITEDHEALTH GROUP INC COM	3,863.	3,863.	31,208.
VF CORP COM	4,096.	4,096.	10,457.
WALGREENS BOOTS ALLIANCE INC			
WELLS FARGO & CO NEW COM	10,534.	17,105.	16,966.
WILLIAMS COS INC COM	12,646.	16,758.	30,035.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ALLIANCE DATA SYSTEMS CORP COM	2,767.		
APPLE INC COM	15,079.	9,872.	24,785.
BLACKROCK INC COM	6,375.	12,179.	20,930.
GOOGLE INC CL A			
MEDTRONIC INC COM	31,242.	24,540.	22,936.
OMNICOM GROUP INC COM	10,754.	10,754.	13,192.
SIMON PPTY GROUP INC NEW	12,212.	12,212.	14,569.
TJX COS INC NEW COM	6,744.	3,085.	10,819.
VISA INC COM CL A	7,038.	19,631.	27,775.
CITIGROUP INC COM NEW	13,658.	13,658.	18,364.
MAINSTAY EPOCH GLOBAL EQUITY	96,376.	96,376.	112,835.
MICROSOFT CORP COM	18,292.	18,292.	39,459.
NEXTERA ENERGY INC COM	13,382.	13,382.	14,933.
TERADATA CORP DEL COM			
CHECK POINT SOFTWARE TECH COM			
EMC CORP MASS COM	18,694.		
JOHNSON & JOHNSON COM	16,226.	16,226.	24,194.
KINDER MORGAN INC DEL COM	14,589.	17,717.	17,396.
UNION PAC CORP COM	11,684.	11,684.	17,626.
US BANCORP DEL COM NEW	17,876.	17,876.	25,428.
CROWN HLDGS INC COM			
AVALONBAY CMNTYS CORP			
BOEING CO COM	9,258.	9,258.	19,460.
CAPITAL ONE FINL CORP COM	16,015.	10,320.	17,274.
CITRIX SYS INC COM	10,563.		
DIRECTV COM			
DISNEY WALT CO COM			
DOLLAR GEN CORP NEW COM	11,284.	11,284.	18,518.
HOME DEPOT INC COM	16,735.	13,040.	23,062.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
KELLOGG CO COM	19,810.	23,774.	47,992.
AMAZON.COM INC COM	25,365.	20,287.	24,350.
PRUDENTIAL FINL INC COM	20,484.		
VERIZON COMMUNICATIONS INC	26,181.	31,776.	24,571.
ALLERGAN PLC SHS	4,633.	4,633.	13,472.
ALPHABET INC CAP STK CL A	20,462.	26,235.	42,450.
ALPHABET INC CAP STK CL C	14,632.	19,749.	19,631.
AMERICAN EXPRESS CO COM	163,413.	155,092.	1,904.
ATLANTIC TRUST REAL ESTATE FUN	13,083.	13,083.	12,672.
CFGNA CORP COM	10,009.	10,009.	12,132.
EOG RES INC COM	8,458.	20,391.	20,408.
QUALCOMM INC COM	8,877.	13,941.	14,816.
THERMO FISHER CORP COM	17,411.		
TYCO INTL PLC SHS		2,767.	11,197.
ALLIANCE DATA SYSTEMS CORP		21,399.	20,396.
AMERICAN TOWER CORPORATION		4,011.	4,672.
DELL TECHNOLOGIES INC		2,377.	6,972.
FORTIVE CORP		13,958.	10,534.
MCKESSON CORP		5,813.	6,122.
PIONEER NAT RES CO		76,613.	82,394.
TWEEDY BROWNE GLOBAL VALUE FUN			
TOTALS	1,107,397.	1,097,074.	1,393,520.

FORM 990PF, PART II - CORPORATE BONDS
 =====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CATERPILLAR INC NT 5.70% DTD 0	26,974.		
DU PONT E I DE NEMOURS & CO SR	26,900.		
JPMORGAN CHASE & CO SR NT	26,155.		
RIDGEWORTH CLASSIC SEIX FLOAT	110,397.	110,397.	109,521.
GLAXOSMITHKLINE CAP PLC SR GLB	25,230.	25,230.	25,037.
MORGAN STANLEY SR NT F 4.75%	26,719.	26,719.	25,188.
BANK AMER FDG CORP MTN L 5.65%	26,694.	26,694.	26,194.
BERKSHIRE HATHAWAY FIN CORP GT	27,241.	27,241.	26,311.
JPMORGAN CHASE & CO 6.00%	26,903.	26,903.	26,078.
PEPSICO INC 5.00%	26,300.	26,300.	26,255.
TOTALS	242,375.	269,484.	264,584.

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV

DESCRIPTION

C OR F

ATLANTIC TRUST REAL ESTATE FUN C
LONGACRE LTD 7% HOLDBACK C

TOTALS

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

=====

DESCRIPTION

AMOUNT

ROUNDING

10.

BASIS ADJUSTMENT

8,667.

TOTAL

8,677.

=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: ATLANTIC TRUST COMPANY, A DIVISION
OF INVESCO NATIONAL

ADDRESS: 100 FEDERAL ST, 37TH FL.
BOSTON, MA 02110

TELEPHONE NUMBER: (617)357-9600

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STATEMENT 14

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
=====

N/A