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Return of Private Foundation

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

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.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

ELLA B CLEVELAND TUW FBO C A CUTLER

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

Room/suite

Wells Fargo Bank N A Trust Tax Dept - 100 N Main St MAC D4001-117

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

Winston Salem NC 27101

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 foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 294,425 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				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,558	5,358		
	b Gross sales price for all assets on line 6a	126,096			
	7 Capital gain net income (from Part IV, line 2)		8,031		
	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	13,589	13,389	0	69
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	276	207		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,217			1,217
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	51	51		
	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.				
	Add lines 13 through 23	1,544	258	0	1,286
	25 Contributions, gifts, grants paid	13,000			13,000
	26 Total expenses and disbursements. Add lines 24 and 25	14,544	258	0	14,286
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-955			
	b Net investment income (if negative, enter -0-)		13,131		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2016)

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		12,31	12,390
	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)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	264,86	263,484	282,035
	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 1)	276,517	275,874	294,425
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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 ►)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
		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.			
Net Assets or Fund Balances	27	Capital stock, trust principal, or current funds	276,517	275,874	
	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)	276,517	275,874	
	31	Total liabilities and net assets/fund balances (see instructions)	276,517	275,874	

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	276,917
2	Enter amount from Part I, line 27a	2	-955
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	296
4	Add lines 1, 2, and 3	4	276,258
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	384
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	275,874

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) 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					
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	8,031	
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	16,213	309,610	0 052366
2014	13,939	314,283	0 044352
2013	14,986	302,175	0 049594
2012	15,967	290,750	0 054917
2011	13,511	295,816	0 045674
2 Total of line 1, column (d)			2 0 246903
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 049381
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 292,590
5 Multiply line 4 by line 3			5 14,448
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 131
7 Add lines 5 and 6			7 14,579
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 14,286

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)

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

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-)

3 Add lines 1 and 2

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

a 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations—tax withheld at source

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

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

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 ►

1	263
2	0
3	263
4	
5	263
6a	95
6b	
6c	
6d	
7	95
8	
9	168
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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

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?
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?

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

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
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?

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

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
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)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► <u>WELLS FARGO BANK N A</u> Telephone no ► <u>888-730-4933</u> Located at ► <u>100 N Main St MAC D4001-117 Winston Salem NC</u> ZIP+4 ► <u>27101</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>15</u> <u>N/A</u>		
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 ►	<input checked="" type="checkbox"/> 16	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 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 ► <u>1b</u> <u>X</u>		
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? ► <u>1c</u> <u>X</u>		
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 6a and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► <u>20</u> <u>,</u> <u>20</u> <u>,</u> <u>20</u> <u>,</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)		
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>,</u> <u>20</u> <u>,</u> <u>20</u> <u>,</u> <u>20</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <u>3b</u> <u>N/A</u>	<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) ► <u>4a</u> <u>X</u>		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <u>4b</u> <u>X</u>		
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?		

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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b N/A
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<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? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b N/A
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		
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
Wells Fargo Bank, N A 100 N Main St MAC D4001-117 Winston Salem, NC 27	Trustee SEE ATTACHED	27-3		
.....				
.....				
.....				
.....				
.....				

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		

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	281,625
b	Average of monthly cash balances	1b	15,421
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	297,046
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	297,046
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	4,456
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	292,590
6	Minimum investment return. Enter 5% of line 5	6	14,630

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	14,630
2a	Tax on investment income for 2016 from Part VI, line 5	2a	263
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	263
3	Distributable amount before adjustments Subtract line 2c from line 1	3	14,367
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,367
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	14,367

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	14,286
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	14,286
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XI, line 4	5	
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	14,286
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				14,367
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			13,171	
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. ► \$ 14,286			13,171	
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				1,115
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:	0	0	0	13,252
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
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)

NA

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)

2a	<p>b Check box to indicate whether the foundation is a private operating foundation described in section 509(a)(2)(B)(ii).</p> <p>Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.</p>																																																																																																																																																																																																																																																																																																																																																																																																																																																																									
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4942(j)(3) or 4942(j)(5)

- 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

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 13,000
b Approved for future payment NONE				
Total				► 3b 0

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) 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)		0			13,589
13	Total. Add line 12, columns (b), (d), and (e)				13	13,589

(See worksheet in line 13 instructions to verify calculations)

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

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

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNITED CEREBRAL PALSY OF GEORGIA INC

Street

3300 NORTHEAST EXPY NE, BLDG 9

City ATLANTA	State GA	Zip Code 30341	Foreign Country
------------------------	--------------------	--------------------------	------------------------

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 8,000
---	------------------------

Name

CHILDREN'S HEALTHCARE OF ATLANTA FDN

Street

1687 TULLIE CIRCLE NE

City ATLANTA	State GA	Zip Code 30329	Foreign Country
------------------------	--------------------	--------------------------	------------------------

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 5,000
---	------------------------

Name**Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship**Foundation Status**

Purpose of grant/contribution	Amount
--------------------------------------	---------------

Name**Street**

City	State	Zip Code	Foreign Country
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Relationship**Foundation Status**

Purpose of grant/contribution	Amount
--------------------------------------	---------------

Name**Street**

City	State	Zip Code	Foreign Country
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Relationship**Foundation Status**

Purpose of grant/contribution	Amount
--------------------------------------	---------------

Name**Street**

City	State	Zip Code	Foreign Country
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Relationship**Foundation Status**

Purpose of grant/contribution	Amount
--------------------------------------	---------------

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

Long Term CG Distributions		Amount	5,385	Short Term CG Distributions		Amount	0	Total		Gross Sales	128,098	Cost or Other Basis, Expenses, Depreciation and Adjustments		118,065	Net Gain or Loss		8,031
Description		CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales	Cost or Other Basis	Valuation Method	Depreciation	Adjustments	Net Gain or Loss				
1 CREDIT SUISSE COMM RET	225444R305	X				2/11/2013	8/23/2016	44	726			0	-282				
2 CREDIT SUISSE COMM RET	225444R305	X				7/12/2013	8/23/2016	875	1,294			0	-419				
3 CREDIT SUISSE COMM RET	225444R305	X				1/23/2014	8/23/2016	665	984			0	-329				
4 DODGE & COX INT'L STOCK	258206103	X				11/10/2015	4/20/2016	665	709			0	-44				
5 DODGE & COX INT'L STOCK	258206103	X				11/10/2015	5/11/2016	217	245			0	-28				
6 DODGE & COX INT'L STOCK	258206103	X				12/22/2016	7/23/2010	655	615			0	40				
7 DODGE & COX INT'L STOCK	258206103	X				12/23/2010	8/23/2016	1,032	840			0	192				
8 DODGE & COX INT'L STOCK	258206103	X				3/6/2012	8/23/2016	3,984	3,305			0	689				
9 DODGE & COX INT'L STOCK	258206103	X				5/10/2012	8/23/2016	250	201			0	49				
10 DODGE & COX INCOME FD C	258210105	X				12/22/2015	1/21/2016	1,434	1,504			0	-70				
11 DODGE & COX INCOME FD C	258210105	X				12/24/2015	1/21/2016	1,103	1,137			0	-34				
12 DODGE & COX INCOME FD C	258210105	X				1/24/2015	4/20/2016	529	531			0	2				
13 DODGE & CO INCOME FD C	258210105	X				8/9/2007	8/23/2016	6,445	5,757			0	688				
14 DODGE & CO INCOME FD C	258210105	X				7/24/2015	8/26/2016	7,281	7,104			0	157				
15 T ROWE PRICE REAL ESTATE	779919109	X				12/24/2015	8/26/2016	-	2,349	-	2,186	0	183				
16 T ROWE PRICE REAL ESTATE	779919109	X				1/22/2016	8/26/2016	603	603			0	81				
17 SPDR D-WL SHRF INTERNA	784631863	X				1/21/2014	1/20/2016	317	449			0	-62				
18 SPDR D-WL SHIRE INTERNA	784631863	X				7/22/2014	1/20/2016	108	125			0	-19				
19 SPDR D-WL SHIRE INTERNA	784631863	X				7/22/2015	1/20/2016	1,549	1,872			0	-323				
20 SPDR D-WL SHIRE INTERNA	784631863	X				5/23/2011	1/20/2016	458	515			0	-57				
21 SPDR D-WL SHIRE INTERNA	784631863	X				5/23/2011	4/20/2016	721	674			0	1208				
22 AQR MANAGED FUTURES ST	0020381859	X				10/24/2014	1/20/2016	269	260			0	9				
23 AMER CENT SMALL CAP GRW	025083320	X				7/24/2015	5/11/2016	2,860	3,523			0	-683				
24 ARTISAN INTERNATIONAL F	043141402	X				11/10/2015	5/11/2016	539	552			0	-23				
25 ARTISAN INTERNATIONAL F	043141402	X				6/26/2011	5/11/2016	842	616			0	226				
26 ARTISAN INTERNATIONAL F	043141402	X				6/26/2011	8/23/2016	4,319	3,111			0	1208				
27 ARTISAN MID CAP FUND-INS	0431414800	X				6/26/2014	8/23/2016	964	1,04			140	0				
28 ARTISAN MID CAP FUND-INS	043141600	X				7/22/2015	8/23/2016	462	494			33	1				
29 BLACKROCK GLB LICS CREDIT	091938732	X				10/27/2015	1/20/2016	338	384			0	-28				
30 CREDIT SUISSE COMM RET	223444R305	X				3/6/2012	8/23/2016	716	1,205			0	-492				
31 CREDIT SUISSE COMM RET	223444R305	X				5/10/2012	8/23/2016	516	616			0	-302				
32 DODGE & CO INCOME FD C	253210105	X				8/14/2015	8/26/2016	543	535			0	8				
33 DODGE & CO INCOME FD C	253210105	X				10/11/2013	8/26/2016	1,773	1,721			0	52				
34 EATON VANCE GLOBAL MAC	2779323728	X				10/27/2015	1/20/2016	268	275			0	-7				
35 FID ADR EMER MKTS INC-CL	313920702	X				7/24/2015	4/20/2016	602	652			0	-50				
36 JP MORGAN M&M CAP VALUE	331128100	X				7/24/2015	4/20/2016	785	827			0	-41				
37 JP MORGAN M&M CAP VALUE	331128100	X				7/24/2015	8/23/2016	99	100			0	-1				
38 JP MORGAN M&M CAP VALUE	331128100	X				9/20/2014	8/23/2016	949	961			12	0				
39 HARBOR CAPITAL APRCTN	411511504	X				8/28/2015	4/20/2016	2,979	3,189			0	-210				
40 HARBOR CAPITAL APRCTN	411511504	X				8/28/2015	10/3/2016	184	188			4	0				
41 MFS VALUE FUND-CLASS 1 #	551983684	X				8/28/2015	4/20/2016	2,750	2,812			0	-62				
42 MFS VALUE FUND-CLASS 1 #	551983684	X				8/20/2014	4/20/2016	1,380	1,396			0	-16				
43 MERGER FUND-INST A301	5819509267	X				1/22/2015	1/20/2016	134	141			0	-7				
44 MET WEST TOTAL RETURN E	5919655079	X				1/22/2015	8/23/2016	2,625	2,904			0	-79				
45 MET WEST TOTAL RETURN E	5919655079	X				1/22/2015	8/23/2016	3,254	3,245			0	9				
46 NEUBERGER BERMAN LONG	921908553	X				12/17/2010	10/3/2016	1,111	631			0	30				
47 VANGUARD REIT VIPER	921908553	X				6/20/2014	8/23/2016	2,680	2,715			0	-27				
48 NEUBERGER BERMAN LONG	941280R608	X				8/26/2014	8/26/2016	2,231	2,283			0	-52				
49 NEUBERGER BERMAN LONG	941280R608	X				7/24/2015	4/20/2016	1,102	1,184			0	-82				
50 OPPENHEIMER DEVELOPING	6819174604	X				2/10/2013	8/23/2016	1,003	1,081			30	49				
51 OPPENHEIMER DEVELOPING	6819174604	X				1/23/2014	8/23/2016	1,500	1,536			0	-138				
52 OPPENHEIMER DEVELOPING	6819174604	X				5/25/2011	8/23/2016	2,738	2,887			149	0				
53 OPPENHEIMER DEVELOPING	6819174604	X				6/10/2015	1/20/2016	1,163	1,173			0	-10				
54 T ROWE PRICE SHORT TERM	771575P105	X				7/12/2013	4/20/2016	652	652			0	0				
55 T ROWE PRICE SHORT TERM	771575P105	X				10/11/2013	4/20/2016	2,251	2,278			0	-27				
56 T ROWE PRICE SHORT TERM	771575P105	X				7/13/2014	4/20/2016	627	627			0	0				
57 T ROWE PRICE SHORT TERM	771575P105	X				8/10/2015	4/20/2016	4,115	4,128			0	-13				
58 T ROWE PRICE SHORT TERM	771575P105	X				12/24/2015	8/23/2016	239	219			0	20				
59 MET WEST TOTAL RETURN E	7719919109	X				7/24/2015	8/26/2016	4,420	4,352			0	68				
60 MET WEST TOTAL RETURN E	7719919109	X				7/24/2015	1/20/2016	307	345			0	-38				
61 AEGEAN GLOBAL ALTERNATIVES	631972R805	X				6/20/2014	8/23/2016	592	646			0	-54				
62 NEUBERGER BERMAN LONG	641280R608	X				5/23/2011	10/3/2016	767	753			0	160				
63 SPDR DJ M/L SHRE INT'NA	784631X663	X				8/10/2015	8/23/2016	1,115	1,202			0	-2,429				
64 SPDR DJ M/L SHRE INT'NA	784631X663	X				5/23/2011	8/23/2016	5,351	5,322			0	-33				
65 STYLING CAPITAL STRAT	85117K546	X				6/20/2014	8/26/2016	3,381	3,381			0	-281				
66 VANGUARD INFLAT-PROT SE	922031737	X				4/22/2016	8/26/2016	1,313	1,283			0	30				
67 VANGUARD REIT VIPER	9220908553	X				7/22/2015	1/20/2016	1,246	1,330			0	-84				
68 VANGUARD REIT VIPER	9220908553	X				7/22/2015	4/20/2016	753	753			0	26				
69 VANGUARD REIT VIPER	9220908553	X				7/22/2015	8/23/2016	1,249	1,089			0	160				
70 VANGUARD REIT VIPER	9220908553	X				10/17/2010	8/23/2016	870	771			0	2,429				
71 VANGUARD REIT VIPER	9220908553	X				5/23/2011	8/23/2016	5,351	5,339			0	-281				
72 VANGUARD REIT VIPER	9220908553	X				8/26/2015	10/3/2016	2,821	2,897			0	-76				

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

		1,217	0	0	1,217
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,217			1,217

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

	51	51	0	0
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 FOREIGN TAX WITHHELD	51	51		

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV
1	DODGE & COX INCOME FD COM 147		0	11,235	11,892
2	HARBOR CAPITAL APRCTN-INST 2012		0	28,608	33,839
3	ARTISAN INTERNATIONAL FD 1662		0	8,505	9,604
4	MERGER FUND-INST #301		0	5,324	5,328
5	ARTISAN MID CAP FUND-INSTL 1333		0	12,456	12,007
6	MET WEST TOTAL RETURN BOND CL 151		0	20,438	19,829
7	FID ADV EMER MKTS INC- CL 1607		0	17,371	17,474
8	T ROWE PRICE REAL ESTATE FD 1222		0	5,290	5,752
9	EATON VANCE GLOBAL MACRO -I		0	9,105	9,027
10	DODGE & COX INTL STOCK FD 1048		0	7,619	10,630
11	AMER CENT SMALL CAP GRWTH INC 33		0	9,311	9,490
12	MFS VALUE FUND-CLASS I 893		0	30,094	36,514
13	JP MORGAN MID CAP VALUE-I 758		0	10,124	13,148
14	STERLING CAPITAL STRATTON SMALL CA		0	8,943	9,612
15	ASG GLOBAL ALTERNATIVES-Y 1993		0	5,996	5,480
16	VANGUARD INFLAT-PROT SEC'S-ADM 511		0	2,555	4,292
17	VANGUARD REIT VIPER		0	9,108	8,271
18	AQR MANAGED FUTURES STR-1		0	1,662	1,586
19	JPMORGAN HIGH YIELD FUND SS 3580		0	12,907	12,818
20	T ROWE PRICE INST FLOAT RATE 170		0	5,344	5,335
21	OPPENHEIMER DEVELOPING MKT-I 799		0	12,297	11,699
22	INV BALANCE RISK COMM STR-Y 8611		0	3,026	2,977
23	BLACKROCK GLS CREDIT-INS #1833		0	10,889	10,762
24	SPDR DJ WLSHIRE INTERNATIONAL REA		0	3,980	3,933
25	ROBECO BP LNG/SHT RES-INS		0	2,265	2,307
26	NEUBERGER BERMAN LONG SH-INS #183		0	5,355	5,351
27	CREDIT SUISSE COMM RT ST-CO 2156		0	3,677	3,078
28					
					263,484
					282,035

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1 <u>MUTUAL FUND & CTF INCOME ADDITIONS</u>	1	116
2 <u>FEDERAL EXCISE TAX REFUND</u>	2	180
3 <u>Total</u>	3	296

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

1 <u>COST BASIS ADJUSTMENT</u>	1	73
2 <u>MUTUAL FUND & CTF INCOME SUBTRACTIONS</u>	2	184
3 <u>PY RETURN OF CAPITAL ADJUSTMENT</u>	3	127
4 <u>Total</u>	4	384

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount													
	Long Term CG Distributions	Short Term CG Distributions												
Description of Property Sold														
70 VANGUARD REIT VIPER	922908553	0	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Expense of Sale	FMV as of 12/31/16	Cost or Other Gain or Loss	FMV as of 12/31/16	Excess of FMV Over Adjusted Basis
71 SPDR DOW JONES WILSHIRE INDEX FUND	78463X63	0			12/17/2010	8/23/2016	5,351	5,351	0	2,922	2,429	0	0	2,429
72 VANGUARD REIT VIPER	922908553	0			5/23/2011	8/23/2016	2,335	2,335	0	2,338	196	0	0	196
					8/26/2016	10/3/2016	2,821	2,821	0	2,837	76	0	0	76

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

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

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

Date	Amount
1	95
2	
3	
4	
5	
6	
7	95

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	13,171
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	13,171

Supplemental Information:

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

Wells Fargo Bank N.A
100 N Main Street Mac 4001-117
Winston-Salem, NC 27101-3818

The compensation reported in column (c) is calculated based on periodic market values and/or the applicable fee agreement. It is not determined solely on an hourly basis. Corporate Trustee services include, but are not limited to, administrative services such as fiduciary accounting, custody of assets, complying with tax filing requirements, complying with distribution provisions, and complying with federal and state laws applicable to private foundations, plus asset management services such as creating asset allocation strategies, investment reporting and reallocating and rebalancing of portfolios as necessary.