Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www irs gov/form990pf

OMB No 1545-0052
2016
Open to Public Inspection

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

Name of foundation: ARTHUR E & ROBERTA M YATES CHARITABLE FOUNDATION TRUST 2312000935

A Employer identification number: 58-6350586

Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite: P O BOX 2886

B Telephone number (see instructions): 251-690-1024

City or town, state or province, country, and ZIP or foreign postal code: MOBILE, AL 36652-2886

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☒ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 9,511,154.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,904,806.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	341.	682.		STMT 1
	4 Dividends and interest from securities	285,668.	297,722.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,118,672.			
	b Gross sales price for all assets on line 6a 8,028,716.				
	7 Capital gain net income (from Part IV, line 2)		1,137,821.		
	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)	4,253.	[illegible]710.		STMT 3
	12 **Total.** Add lines 1 through 11	4,313,740.	1,435,515.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	47,652.	38,122.		9,530.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 4	1,938.	NONE	NONE	1,938.
	b Accounting fees (attach schedule) STMT 5	2,250.	500.	NONE	1,750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	80.	1,174.		
	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) STMT 7	850.			850.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	52,770.	39,796.	NONE	14,068.
	25 Contributions, gifts, grants paid	396,936.			396,936.
	26 **Total expenses and disbursements** Add lines 24 and 25	449,706.	39,796.	NONE	411,004.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	3,864,034.			
	b **Net investment income** (if negative, enter -0-)		1,395,719.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	140,223.	256,677.	256,677.
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) STMT 8	379,996.	840,253.	857,553.
b	Investments - corporate stock (attach schedule) STMT 9	2,779,576.	4,120,597.	4,962,269.
c	Investments - corporate bonds (attach schedule) STMT 10	1,940,586.	3,408,042.	3,434,655.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	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)	5,240,381.	8,625,569.	9,511,154.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	5,240,381.	8,625,569.	
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)	5,240,381.	8,625,569.	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,240,381.	8,625,569.	

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	5,240,381.
2	Enter amount from Part I, line 27a	2	3,864,034.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	20,217.
4	Add lines 1, 2, and 3	4	9,124,632.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	480,083.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,644,549.

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	6,327,654.		5,189,833.	1,137,821.
b				
c				
d				
e				

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				1,137,821.
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	1,137,821.
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? [X] 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			
2014			
2013			
2012			
2011			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	27,914.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	27,914.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	27,914.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 3,312.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 32,051.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	35,363.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	7,449.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 7,449. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 13	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ REGIONS BANK, TRUST DEPARTMENT Telephone no. ▶ (251) 690-1024

Located at ▶ 11 N. WATER STREET, 25TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

				Yes	No
5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	☐ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870*		**6b**		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK 601 MARKET STREET, CHATTANOOGA, TN 37402	TRUSTEE 1	66,632	-0-	-0-
JOSEPH DANA 5810 MOUNTAIN PASS DRIVE, OOLTEWAH, TN 37363	TRUSTEE 1	-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**

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 ▶	

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	9,364,899.
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	9,364,899.
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	9,364,899.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	140,473.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,224,426.
6	**Minimum investment return.** Enter 5% of line 5	6	461,221.

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	461,221.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	27,914.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	27,914.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	433,307.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	433,307.
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	433,307.

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	411,004.
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	411,004.
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	411,004.

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				433,307.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			271,686.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 . . . NONE				
b From 2012 . . . NONE				
c From 2013 . . . NONE				
d From 2014 . . . NONE				
e From 2015 . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 411,004.				
a Applied to 2015, but not more than line 2a			271,686.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	125,249.	STMT 15		
d Applied to 2016 distributable amount				14,069.
e Remaining amount distributed out of corpus	NONE			
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	125,249.			
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				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				419,238.
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)	125,249.			
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	NONE			
10 Analysis of line 9				
a Excess from 2012 . . . NONE				
b Excess from 2013 . . . NONE				
c Excess from 2014 . . . NONE				
d Excess from 2015 . . . NONE				
e Excess from 2016 . . . NONE				

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			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
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).)

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 ▶ [X] 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 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*				
CHRIST CHURCH - EPISCOPAL TREASURER 663 DOUGLAS STREET CHATTANOOGA TN 37403	NONE	PC	CHARITABLE	99,234.
CHICKAMAUGA CITY SCHOOLS ATTN: MELODY DAY 402 COVE ROAD CHICKAMAUGA GA 30707	NONE	PC	CHARITABLE	99,234.
CHURCH OF THE NATIVITY ATTENTION: TREASURER P.O. BOX 2356 FORT OLGETHORPE GA 30742	NONE	PC	CHARITABLE	99,234.
UNIVERSITY OF TN AT KNOXVILLE SUITE 600 ANDY HOLT TOWER KNOXVILLE TN 37996	NONE	PC	CHARITABLE	99,234.
Total . . . . ▶ **3a**				396,936.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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			14	341.	
4 Dividends and interest from securities			14	285,668.	
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			18	1,118,672.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL TAX REFUND			14	4,253.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,408,934.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,408,934.

(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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Julie S Chmka | 07/18/2017 | ▶ TRUST OFFICER

Signature of officer or trustee | Date | Title

REGIONS BANK, TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990

OMB No 1545-0047

2016

Name of the organization
ARTHUR E & ROBERTA M YATES CHARITABLE

Employer identification number
58-6350586

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: ARTHUR E & ROBERTA M YATES CHARITABLE

Employer identification number: 58-6350586

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERTA M YATES CHARITABLE TRUST P O BOX 2886 MOBILE, AL 36652	$ 2,904,806.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
ARTHUR E & ROBERTA M YATES CHARITABLE	58-6350586

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	MARKETABLE SECURITIES	$ 2,756,093.	01/02/2017

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST		341.	682.
	TOTAL	341.	682.

ARTHUR E & ROBERTA M YATES CHARITABLE 58-6350586

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		285,668.	297,722.
	TOTAL	285,668.	297,722.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED STATES OIL FUND LP		-710.
FEDERAL TAX REFUND	4,253.	
TOTALS	4,253.	-710.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NON-ALLOCABLE LEGAL FEES	1,938.			1,938.
TOTALS	1,938.	NONE	NONE	1,938.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE - FORM 1041	500.	500.		
TAX PREP FEE - FORM 990-PF	1,750.			1,750.
TOTALS	2,250.	500.	NONE	1,750.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL	80.	
FOREIGN TAXES ON QUALIFIED FOR		1,036
FOREIGN TAXES ON NONQUALIFIED		138.
TOTALS	80.	1,174.

ARTHUR E & ROBERTA M YATES CHARITABLE 58-6350586

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
TAX EXEMPT APPLICATION FEE	850.	850.
TOTALS	850.	850.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	379,996.	840,253.	857,553.
TOTALS	379,996.	840,253.	857,553.

ARTHUR E & ROBERTA M YATES CHARITABLE 58-6350586

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT		2,779,576.	4,120,597.	4,962,269.
	TOTALS	2,779,576.	4,120,597.	4,962,269.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT		1,940,586.	3,408,042.	3,434,655.
	TOTALS	1,940,586.	3,408,042.	3,434,655.

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

DESCRIPTION	AMOUNT
ACCRETION	19,815.
OTHER BASIS ADJUSTMENTS	402.
TOTAL	20,217.

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

DESCRIPTION	AMOUNT
DIFF OF CONTRIBUTED ASSES FMV & COST	462,176.
AMORTIZATION	16,676.
ROC FOR WHFITS	1,231.
TOTAL	480,083.

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

ROBERTA M YATES CHARITABLE TRUST
P O BOX 2886
MOBILE, AL 36652

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	9,004,952.		
FEBRUARY	9,011,360.		
MARCH	9,382,919.		
APRIL	9,448,210.		
MAY	9,544,520.		
JUNE	9,700,335.		
JULY	9,381,621.		
AUGUST	9,355,550.		
SEPTEMBER	9,392,298.		
OCTOBER	9,263,866.		
NOVEMBER	9,382,004.		
DECEMBER	9,511,153.		
TOTAL	112,378,788.		
AVERAGE FMV	9,364,899.		

990PF, PART XIII, LINE 4c(a) - DISTRIBUTION FROM CORPUS ELECTION

An election is made under section 4942(g)(3) to treat $125,249 of the qualifying distribution made during the current year as a distribution made from corpus. This is a pass-through distribution from Roberta M Yates Charitable Trust EIN 58-6350587, for the 2015 undistributed income which was received as a contribution into this trust.

FORM 6781, PART I -- SECTION 1256 CONTRACTS MARKED TO MARKET

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR BASIS	LOSS	GAIN
UNITED STATES OIL FUND LP	12/31/2015	OPEN				30,792.
TOTAL GAINS AND LOSSES						30,792.

FEDERAL FOOTNOTES

THE TRUST NAME WAS CHANGED FROM ARTHUR E YATES CHARITABLE TRUST TO ARTHUR E AND ROBERTA M YATES CHARITABLE TRUST. THIS WAS DUE TO THE JUDICIAL APPROVAL TO TERMINATE THE ROBERTA M YATES CHARITABLE TRUST (EIN 58-6350587) TO THE ARTHUR E YATES CHARITABLE TRUST. THE FILING OF THE JOINT RETURN BEGAN IN 2016. THE COURT DOCUMENTS WERE PROVIDED WITH THE 2015 FROM 990-PF.

REGIONS TRUST

REGIONS BANK

Asset Details

Run on 7/18/2017 3:02:38 PM

As of 12/31/2016

Combined Portfolios

Settlement Date Basis

Account: 2312000935
TRUSTEE OF THE ARTHUR E. & ROBERTA M. YATES CHARITABLE FOUNDATION TRUST UNDER THE WILL DATED 11-17-1992

Administrator: ROB KELLEY @ 423-752-1598

Investment Officer: JENNIFER CUTE

Investment Authority: Sole
Investment Objective: BALANCED (50E/50F)
Lot Select Method: HIFO
Sort By: Security Type

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pric D
	Cash										
	CASH									0 00	
	Total For Cash	0 000000									
	Short Term Investments										
	999990484 REGIONS TRUST CASH SWEEP	256,676 510000	1.000	256,676.51	256,676.51	256,677		2.70	565	0.22	01/01/1
	Total For Short Term Investments	256,676 510000		256,676 51	256,676.51	256,677			565		
	U S Government Obligations										
	912810EQ7 UNITED STATES TREASURY DTD 08/16/1993 6.25% 08/15/2023	36,000 000000	125.008	42,008.69	42,008.69	45,003	2,994	0.47	2,250	5.00	12/31/2
	912810RB6 UNITED STATES TREASURY DTD 05/15/2013 2.875% 05/15/2043	206,000 000000	96.590	182,784.09	182,784.09	198,975	16,191	2.09	5,923	2.98	12/31/2
	912828H52 UNITED STATES TREASURY DTD 02/02/2015 1.25% 01/31/2020	319,000 000000	99 266	317,963.46	317,963.46	316,659	1,305-	3.33	3,988	1.26	12/31/2
	912828R36 UNITED STATES TREASURY DTD 05/16/2016	255,000 000000	93.250	238,345.31	238,345.31	237,788	558-	2.50	4,144	1.74	12/31/2

1.625% 05/15/2026										
912828S43 UNITED STATES TREASURY DTD 07/15/2016 .75% 07/15/2019	60,000.000000	98.547	59,151.56	59,151.56	59,128	23-	0.62	450	0.76	12/31/2
Total For U S Government Obligations	876,000.000000		840,253.11	840,253 11	857,553	17,299		16,754		
Mortgage Backed Securities										
3128M74W3 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040 OFV 27,000	4,018 960000	107.603	4,285.21	4,285.21	4,325	39	0.05	181	4 18	12/31/2
3128M7KV7 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036 OFV 53,000	3,774 990000	109.342	4,090.56	4,090 56	4,128	37	0 04	189	4.57	12/31/2
3128M7NZ5 FEDERAL HOME LOAN MORTGAGE CORP POOL# G05508 DTD 06/01/2009 5% 02/01/2039 OFV 36,000	1,719.470000	108.816	1,866.87	1,866.87	1,871	4	0.02	86	4.59	12/31/2
3128MJV72 FEDERAL HOME LOAN MORTGAGE CORP POOL #G08637 DTD 04/01/2015 4% 04/01/2045 OFV 3,000	2,116 110000	105.085	2,228.84	2,228 84	2,224	5-	0.02	85	3.81	12/31/2
3128MJXK1 FEDERAL HOME LOAN MORTGAGE CORP POOL# G08681 DTD 12/01/2015 3.5% 12/01/2045 OFV 114,000	97,225 430000	102.475	100,259.99	100,259.99	99,632	628-	1.05	3,403	3.42	12/31/2
3128MMS20 FEDERAL HOME LOAN MORTGAGE CORP POOL #G18536 DTD 01/01/2015 2.5%	22,391 670000	100.270	22,956.44	22,956.44	22,452	504-	0.24	560	2.49	12/31/2

01/01/2030 OFV 31,000										
3128MMTP8 FEDERAL HOME LOAN MORTGAGE CORP POOL #G18557 DTD 06/01/2015 3% 06/01/2030 OFV 15,000	12,048 050000	102.717	12,472.45	12,472.45	12,375	97-	0.13	361	2 92	12/31/2
3128MMVQ3 FEDERAL HOME LOAN MORTGAGE CORP POOL #G18622 DTD 11/01/2016 2.5% 12/01/2031 OFV 55,000	54,687.990000	100.270	54,978 52	54,978.52	54,836	143-	0.58	1,367	2 49	12/31/2
3128PW6Q6 FEDERAL HOME LOAN MORTGAGE CORP POOL# J17179 DTD 11/01/2011 3% 12/01/2026 OFV 165,000	47,814 060000	102.679	49,323 18	49,323.18	49,095	228-	0.52	1,434	2.92	12/31/2
3128PXKV7 FEDERAL HOME LOAN MORTGAGE CORP POOL #J17508 DTD 12/01/2011 3% 12/01/2026 OFV 37,000	12,740 950000	102.681	13,413.82	13,413.82	13,083	331-	0.14	382	2 92	12/31/2
312938VU4 FEDERAL HOME LOAN MORTGAGE CORP POOL# A90627 DTD 12/01/2009 4.5% 01/01/2040 OFV 12,000	1,841 980000	107.563	1,978.50	1,978.50	1,981	3	0.02	83	4 18	12/31/2
312943WG4 FEDERAL HOME LOAN MORTGAGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040 OFV 22,000	7,457 070000	105.291	8,004.70	8,004.70	7,852	153-	0.08	298	3.80	12/31/2
3132L6CX7 FEDERAL HOME LOAN MORTGAGE CORP POOL #V80986 DTD 02/01/2014 4% 02/01/2044 OFV 44,000	29,497.010000	105.638	31,220.73	31,220.73	31,160	61-	0.33	1,180	3.79	12/31/2
31335ACR7 FEDERAL HOME LOAN MTG CORP	12,819 040000	102.830	13,310 99	13,310.99	13,182	129-	0 14	449	3.40	12/31/2

POOL# G60080 DTD 05/01/2015 3.5% 06/01/2045 OFV 15,000										
31335AYG7 FEDERAL HOME LOAN MTG CORP POOL #G60711 DTD 09/01/2016 4.5% 07/01/2045 OFV 30,000	27,579 370000	107.651	29,802.96	29,802.96	29,689	113-	0.31	1,241	4 18	12/31/2
31368HNM1 FEDERAL NATIONAL MORTGAGE ASSN POOL #190396 DTD 05/01/2009 4.5% 06/01/2039 OFV 116,000	13,594 960000	107.642	14,282.36	14,282.36	14,634	352	0.15	612	4.18	12/31/2
3138A7FR4 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH5575 DTD 02/01/2011 4% 02/01/2041 OFV 46,000	13,898 700000	105.324	14,265.91	14,265.91	14,639	373	0.15	556	3.80	12/31/2
3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 OFV 42,000	6,906 570000	105.601	7,256 19	7,256.19	7,293	37	0.08	276	3.79	12/31/2
3138EGNK6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 OFV 21,000	6,168.240000	108.164	6,561.50	6,561.50	6,672	110	0.07	278	4 16	12/31/2
3138ET4J2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL8924 DTD 07/01/2016 3% 12/01/2030 OFV 26,000	23,814.240000	102.768	24,562.16	24,562.16	24,473	89-	0.26	714	2.92	12/31/2
3138MFTC1 FEDERAL NATIONAL MORTGAGE ASSN	16,817.960000	103.094	16,793.62	16,793.62	17,338	545	0.18	589	3.39	12/31/2

POOL #AQ0546 DTD 11/01/2012 3.5% 11/01/2042 OFV 30,000										
3138WF2Z8 FEDERAL NATIONAL MORTGAGE ASSN POOL# AS6191 DTD 10/01/2015 3.5% 11/01/2045 OFV 14,000	12,604 310000	102.686	13,193.17	13,193.17	12,943	250-	0.14	441	3.41	12/31/2
3138WGAM6 FEDERAL NATIONAL MORTGAGE ASSN POOL# AS6311 DTD 11/01/2015 3.5% 12/01/2045 OFV 84,000	73,189 280000	102.574	75,362.09	75,362.09	75,073	289-	0.79	2,562	3.41	12/31/2
3138WPJG0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2062 DTD 04/01/2013 2.5% 04/01/2028 OFV 32,000	19,540 350000	100.306	19,564.12	19,564.12	19,600	36	0.21	489	2.49	12/31/2
3138WQAW2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2720 DTD 05/01/2013 3% 05/01/2043 OFV 18,000	12,830 920000	99.972	13,149 16	13,149.16	12,827	322-	0.13	385	3 00	12/31/2
3138X3EH1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AU3735 DTD 08/01/2013 3% 08/01/2043 OFV 17,000	13,102 900000	99.972	13,095.91	13,095.91	13,099	3	0.14	393	3 00	12/31/2
3138X6P58 FEDERAL NATIONAL MORTGAGE ASSN POOL #AU6743 DTD 10/01/2013 4% 10/01/2043 OFV 65,000	40,762 430000	105.482	43,220.92	43,220.92	42,997	224-	0.45	1,631	3.79	12/31/2
31402C4H2 FEDERAL NATIONAL	18,545.790000	112.170	20,290.27	20,290 27	20,803	513	0.22	1,020	4 90	12/31/2

MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034 OFV 507,000										
31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 OFV 107,000	6,482 640000	109.024	6,992.14	6,992.14	7,068	75	0.07	324	4.59	12/31/2
31403C6L0 FEDERAL NATIONAL MORTGAGE ASSN POOL #745275 DTD 01/01/2006 5% 02/01/2036 OFV 200,000	11,724 100000	109.209	12,356.13	12,356.13	12,804	448	0.13	586	4.58	12/31/2
31407JDQ2 FEDERAL NATIONAL MORTGAGE ASSN POOL #831811 DTD 10/01/06 6% 09/01/2036 OFV 259,000	10,639 710000	113.393	11,100.19	11,100.19	12,065	965	0 13	638	5.29	12/31/2
3140F47L4 FEDERAL NATIONAL MORTGAGE ASSN POOL# BC8998 DTD 11/01/2016 3% 11/01/2046 OFV 51,000	50,809 980000	99.451	50,802.04	50,802.04	50,531	271-	0.53	1,524	3 02	12/31/2
31410FSJ5 FEDERAL NATIONAL MORTGAGE ASSN POOL #888021 DTD 11/01/2006 6% 12/01/2036 OFV 278,000	7,493 710000	113.242	8,302.77	8,302 77	8,486	183	0.09	450	5.30	12/31/2
31410KLN2 FEDERAL NATIONAL MORTGAGE ASSN POOL #889633 DTD 05/01/2008 5.5% 08/01/2037 OFV 285,000	20,658.530000	111.974	21,966.54	21,966.54	23,132	1,166	0.24	1,136	4.91	12/31/2
31412QCL1 FEDERAL NATIONAL MORTGAGE ASSN	472 890000	101.189	514.86	514.86	479	36-	0.01	26	5.44	12/31/2

POOL #931675 DTD 07/01/2009 5.5% 01/01/2018 OFV 49,000										
31414DZQ2 FEDERAL NATIONAL MORTGAGE ASSN POOL #963451 5% 06/01/2023 OFV 77,000	5,597 850000	106 691	5,747.45	5,747.45	5,972	225	0 06	280	4.69	12/31/2
31415P3Z9 FEDERAL NATIONAL MORTGAGE ASSN POOL #985616 DTD 06/01/08 5.5% 04/01/2034 OFV 138,000	5,338 200000	112.031	5,469.99	5,469.99	5,980	510	0.06	294	4.91	12/31/2
31416BTW8 FEDERAL NATIONAL MORTGAGE ASSN POOL #995265 DTD 12/01/08 5.5% 01/01/2024 OFV 50,000	2,602 860000	107.364	2,710 22	2,710.22	2,795	84	0.03	143	5 12	12/31/2
31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039 OFV 24,000	4,844 100000	105.515	5,123.42	5,123.42	5,111	12-	0.05	194	3.79	12/31/2
31416WX64 FEDERAL NATIONAL MORTGAGE ASSN POOL #AB1600 DTD 09/01/2010 3.5% 10/01/2025 OFV 135,000	23,929.140000	104.331	24,991.00	24,991.00	24,966	25-	0.26	838	3.35	12/31/2
31418AFC7 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027 OFV 19,000	7,923.620000	102.851	8,297.51	8,297.51	8,150	148-	0.09	238	2 92	12/31/2
31418MLS9 FEDERAL NATIONAL MORTGAGE ASSN POOL #AD0336	4,034 300000	106.783	4,360.82	4,360.82	4,308	53-	0.05	202	4.68	12/31/2

DTD 10/01/2009 5% 02/01/2024 OFV 51,000										
31418UEE0 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040 OFV 27,000	4,131 520000	107.735	4,401.37	4,401.37	4,451	50	0.05	186	4.18	12/31/2
31419AG35 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0217 DTD 07/01/2010 4.5% 08/01/2040 OFV 280,000	44,996 040000	107.752	48,666.03	48,666.03	48,484	182-	0.51	2,025	4.18	12/31/2
31419BCT0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3.5% 03/01/2041 OFV 30,000	10,238 980000	103.120	10,692.52	10,692.52	10,558	134-	0.11	358	3.39	12/31/2
31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5% 09/01/2025 OFV 45,000	7,252 720000	104.312	7,524 71	7,524.71	7,565	41	0 08	254	3.36	12/31/2
31419JTQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE7758 DTD 11/01/2010 3.5% 11/01/2025 OFV 29,000	5,670.660000	104.311	6,025.08	6,025.08	5,915	110-	0.06	198	3 36	12/31/2
Total For Mortgage Backed Securities	844,350.350000		877,835 93	877,835 93	879,095	1,260		31,137		
Corporate Bonds										
00206RAM4 AT&T INC DTD 05/13/08 5 6% 05/15/2018	40,000.000000	105.032	41,866.73	41,866.73	42,013	146	0.44	2,240	5.33	12/31/2
00206RCP5 AT&T INC	45,000.000000	96.617	43,244.70	43,244.70	43,478	233	0.46	2,025	4.66	12/31/2

CALLABLE DTD 05/04/2015 4.5% 05/15/2035-2034										
0258M0DX4 AMERICAN EXPRESS CREDIT CORP CALLABLE DTD 09/14/2015 2.6% 09/14/2020-2020	40,000.000000	100.836	40,203.61	40,203.61	40,334	131	0.42	1,040	2.58	12/31/2
031162CH1 AMGEN INC CALLABLE DTD 08/19/2016 2.25% 08/19/2023-2023	45,000 000000	94.070	42,553.35	42,553.35	42,332	222-	0.45	1,013	2 39	12/31/2
035242AG1 ANHEUSER-BUSCH INBEV FIN DTD 01/25/2016 1.9% 02/01/2019	80,000 000000	100.144	80,062.57	80,062.57	80,115	53	0.84	1,520	1.90	12/31/2
037833AJ9 APPLE INC DTD 05/03/2013 1% 05/03/2018	40,000.000000	99 625	39,904.33	39,904.33	39,850	54-	0.42	400	1.00	12/31/2
046353AH1 ASTRAZENECA PLC DTD 11/16/2015 1 75% 11/16/2018	40,000 000000	100.179	40,050.75	40,050.75	40,072	21	0.42	700	1 75	12/31/2
06367THQ6 BANK OF MONTREAL SERIES: MTN DTD 07/18/2016 1.5% 07/18/2019	40,000 000000	98.690	39,702 14	39,702.14	39,476	226-	0.42	600	1.52	12/31/2
12673PAC9 CA INC DTD 11/13/09 5.375% 12/01/2019	38,000 000000	108.004	40,041.82	40,041.82	41,042	1,000	0.43	2,043	4.98	12/31/2
149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	37,000 000000	111.617	41,710.00	41,710.00	41,298	412-	0.43	2,923	7.08	12/31/2
166764BC3 CHEVRON CORP DTD 11/17/2015 1.344% 11/09/2017	40,000 000000	99.945	40,022 39	40,022.39	39,978	44-	0.42	538	1.34	12/31/2
17275RBB7 CISCO SYSTEMS INC DTD 02/29/2016 1.6% 02/28/2019	40,000 000000	99.772	40,027.45	40,027.45	39,909	119-	0.42	640	1.60	12/31/2
17275RBL5 CISCO SYSTEMS INC CALLABLE DTD 09/20/2016 2 5% 09/20/2026-2026	40,000 000000	95.111	38,062 40	38,062.40	38,044	18-	0.40	1,000	2.63	12/31/2

172967KB6 CITIGROUP INC DTD 10/26/2015 2.65% 10/26/2020	40,000 000000	100.070	40,021.98	40,021.98	40,028	6	0.42	1,060	2.65	12/31/2
20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	38,000.000000	109.399	40,624.89	40,624.89	41,572	947	0.44	2,166	5 21	12/31/2
24422ESS9 JOHN DEERE CAPITAL CORP SERIES MTN DTD 09/15/2014 2.3% 09/16/2019	40,000 000000	101 084	40,349.23	40,349.23	40,434	84	0.43	920	2.28	12/31/2
25152RYD9 DEUTSCHE BANK AG DTD 02/13/2015 1 875% 02/13/2018	40,000 000000	99.426	39,796.44	39,796.44	39,770	26-	0.42	750	1.89	12/31/2
31677QBG3 FIFTH THIRD BANK CALLABLE DTD 06/14/2016 2 25% 06/14/2021-2021	40,000.000000	98.863	39,888.16	39,888.16	39,545	343-	0.42	900	2 28	12/31/2
345397WR0 FORD MOTOR CREDIT DTD 06/06/2014 1.724% 12/06/2017	80,000 000000	99.924	79,780.27	79,780.27	79,939	159	0.84	1,379	1 73	12/31/2
369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	38,000 000000	110.906	40,437.07	40,437.07	42,144	1,707	0.44	2,014	4.78	12/31/2
375558BF9 GILEAD SCIENCES INC CALLABLE DTD 09/14/2015 3.65% 03/01/2026-2025	40,000 000000	101 394	40,347 95	40,347.95	40,558	210	0.43	1,460	3.60	12/31/2
377373AC9 GLAXOSMITHKLINE CAP PLC CALLABLE DTD 05/09/2012 1.5% 05/08/2017	40,000 000000	100.148	40,096.34	40,096.34	40,059	37-	0.42	600	1.50	01/01/1
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	37,000 000000	110.858	40,594.30	40,594.30	41,017	423	0.43	2,775	6 77	12/31/2
458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	40,000 000000	103.917	40,822.70	40,822.70	41,567	744	0.44	1,320	3.18	12/31/2

459200JG7 IBM CORP DTD 02/19/2016 3.45% 02/19/2026	40,000 000000	102.308	40,468.52	40,468.52	40,923	455	0 43	1,380	3.37	12/31/2
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	37,000.000000	109.274	39,279.87	39,279.87	40,431	1,152	0.43	2,331	5.77	12/31/2
501044DE8 KROGER CO/THE CALLABLE DTD 10/03/2016 2.65% 10/15/2026-2026	40,000.000000	92.906	37,062.80	37,062 80	37,162	100	0.39	1,060	2 85	12/31/2
539830BD0 LOCKHEED MARTIN CORP CALLABLE DTD 02/20/2015 3.8% 03/01/2045-2044	45,000.000000	94.702	43,457.83	43,457.83	42,616	842-	0.45	1,710	4.01	12/31/2
565849AL0 MARATHON OIL CORP CALLABLE DTD 06/10/2015 3.85% 06/01/2025-2025	42,000 000000	96.973	38,541.85	38,541.85	40,729	2,187	0.43	1,617	3 97	12/31/2
59018YN64 MERRILL LYNCH & CO INC SERIES. MTN DTD 04/25/08 6.875% 04/25/2018	40,000 000000	106.291	41,898.28	41,898.28	42,516	618	0 45	2,750	6 47	12/31/2
59022CAJ2 BANK OF AMERICA CORP DTD 01/29/2007 6.11% 01/29/2037	35,000.000000	117.230	36,460 71	36,460.71	41,031	4,570	0.43	2,139	5 21	12/31/2
60871RAD2 MOLSON COORS BREWING CO DTD 05/03/2012 5% 05/01/2042	40,000.000000	104.535	41,104.01	41,104.01	41,814	710	0.44	2,000	4.78	12/31/2
61747YCJ2 MORGAN STANLEY SERIES: MTN DTD 9/23/09 5.625% 09/23/2019	38,000 000000	108.396	39,621 11	39,621.11	41,190	1,569	0.43	2,138	5.19	12/31/2
61761JVL0 MORGAN STANLEY DTD 10/23/2014 3.7% 10/23/2024	40,000 000000	101.191	40,428.79	40,428.79	40,476	48	0.43	1,480	3.66	12/31/2
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	40,000 000000	105.646	42,191.03	42,191.03	42,258	67	0.44	2,300	5 44	12/31/2
713448DB1	40,000 000000	99.934	39,969.20	39,969.20	39,974	4	0.42	400	1.00	12/31/2

PEPSICO INC SERIES. 1 DTD 10/14/2015 1% 10/13/2017										
74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	40,000 000000	107.153	41,615.71	41,615.71	42,861	1,245	0 45	1,800	4.20	12/31/2
78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	80,000.000000	99.866	80,002.39	80,002.39	79,893	110-	0.84	960	1.20	12/31/2
822582BR2 SHELL INTL FIN DTD 05/10/2016 1.375% 05/10/2019	40,000 000000	99.098	39,743.70	39,743.70	39,639	105-	0.42	550	1.39	12/31/2
867914BM4 SUNTRUST BKS INC CALLABLE DTD 12/01/2016 2.7% 01/27/2022-2021	40,000 000000	100.043	40,078.85	40,078.85	40,017	62-	0.42	1,080	2.70	12/31/2
87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	40,000 000000	101.370	40,888.77	40,888.77	40,548	341-	0.43	2,150	5.30	01/01/1
88167AAD3 TEVA PHARMACEUTICALS NE DTD 07/21/2016 2.8% 07/21/2023	45,000 000000	94.659	43,449.60	43,449.60	42,597	853-	0.45	1,260	2.96	12/31/2
89114QAM0 TORONTO-DOMINION BANK SERIES MTN DTD 09/10/2013 2.625% 09/10/2018	40,000.000000	101.533	40,655.87	40,655 87	40,613	43-	0 43	1,050	2.59	12/31/2
89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	40,000.000000	104.013	40,925.43	40,925.43	41,605	680	0.44	1,360	3.27	12/31/2
91324PCK6 UNITED HEALTH GROUP INC DTD 07/23/2015 1.45% 07/17/2017	40,000 000000	100.162	40,064.84	40,064.84	40,065		0.42	580	1.45	01/01/1
91913YAU4 VALERO ENERGY CORP CALLABLE DTD 09/12/2016 3.4% 09/15/2026-2026	45,000 000000	95 801	42,997.95	42,997.95	43,110	113	0.45	1,530	3 55	12/31/2

	92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	36,000.000000	114.858	39,326.04	39,326.04	41,349	2,023	0.43	2,160	5.22	12/31/2
	929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	40,000 000000	101.905	40,416.45	40,416 45	40,762	346	0.43	2,300	5.64	01/01/1
	931142CM3 WAL MART STORES INC DTD 04/15/2008 6 2% 04/15/2038	31,000 000000	131 819	40,876.18	40,876.18	40,864	12-	0.43	1,922	4.70	12/31/2
	931427AH1 WALGREENS BOOTS ALLIANCE CALLABLE DTD 11/18/2014 3.8% 11/18/2024-2024	40,000 000000	101.778	40,532.96	40,532.96	40,711	178	0.43	1,520	3.73	12/31/2
	94974BGE4 WELLS FARGO & COMPANY DTD 11/04/2014 4.65% 11/04/2044	40,000.000000	98.423	39,894.05	39,894.05	39,369	525-	0.41	1,860	4.72	12/31/2
	Total For Corporate Bonds	2,152,000 000000		2,182,164.36	2,182,164.36	2,199,699	17,534		75,411		
	Common Stock										
T	00206R102 AT&T INC	1,914 000000	42.530	53,993.94	53,993.94	81,402	27,408	0.86	3,751	4.61	12/31/2
LNT	018802108 ALLIANT CORP	1,346 000000	37.890	38,436.40	38,436.40	51,000	12,564	0 54	1,582	3.10	12/31/2
MO	02209S103 ALTRIA GROUP INC	788 000000	67.620	52,184.83	52,184.83	53,285	1,100	0.56	1,923	3 61	12/31/2
BBT	054937107 BB&T CORP	1,375.000000	47.020	37,427.98	37,427.98	64,653	27,225	0.68	1,650	2 55	12/31/2
BLK	09247X101 BLACKROCK INC	141 000000	380.540	25,546 74	25,546 74	53,656	28,109	0.56	1,292	2.41	12/31/2
BMY	110122108 BRISTOL MYERS SQUIBB CO	481 000000	58.440	30,481.29	30,481.29	28,110	2,372-	0.30	750	2.67	12/31/2
CVX	166764100 CHEVRON CORP	764.000000	117.700	44,882.48	44,882.48	89,923	45,040	0.94	3,300	3.67	12/31/2
CSCO	17275R102 CISCO SYSTEMS INC	1,671 000000	30.220	35,274.81	35,274.81	50,498	15,223	0.53	1,738	3 44	12/31/2
KO	191216100 COCA COLA CO	1,224 000000	41 460	51,908.12	51,908 12	50,747	1,161-	0.53	1,714	3.38	12/31/2

D	25746U109 DOMINION ENERGY INC	686 000000	76.590	24,775.72	24,775.72	52,541	27,765	0.55	1,921	3.66	12/31/2
XOM	30231G102 EXXON MOBIL CORP	1,170 000000	90.260	77,312.05	77,312.05	105,604	28,292	1.11	3,510	3.32	12/31/2
FAST	311900104 FASTENAL CO	593.000000	46.980	22,651.65	22,651.65	27,859	5,207	0.29	712	2.55	12/31/2
AJG	363576109 GALLAGHER ARTHUR J & CO	1,074.000000	51 960	27,744.81	27,744.81	55,805	28,060	0.59	1,632	2.93	12/31/2
GE	369604103 GENERAL ELECTRIC CO	2,523 000000	31.600	41,584.49	41,584 49	79,727	38,142	0.84	2,422	3.04	12/31/2
GIS	370334104 GENERAL MILLS INC	405 000000	61.770	23,855.38	23,855 38	25,017	1,161	0.26	778	3.11	12/31/2
HAS	418056107 HASBRO INC	320 000000	77.790	11,315.91	11,315 91	24,893	13,577	0.26	653	2.62	12/31/2
HP	423452101 HELMERICH & PAYNE INC	384.000000	77.400	25,980.25	25,980.25	29,722	3,741	0.31	1,075	3.62	12/31/2
HFC	436106108 HOLLYFRONTIER CORPORATION	1,069 000000	32.760	28,130.57	28,130.57	35,020	6,890	0.37	1,411	4 03	12/31/2
INTC	458140100 INTEL CORP	738 000000	36.270	13,912.68	13,912.68	26,767	12,855	0.28	768	2.87	12/31/2
JPM	46625H100 J P MORGAN CHASE & CO	1,181.000000	86.290	42,652.34	42,652.34	101,908	59,256	1.07	2,268	2.23	12/31/2
KAR	48238T109 KAR AUCTION SERVICES INC.	617.000000	42.620	22,872.13	22,872.13	26,297	3,424	0.28	790	3.00	12/31/2
KHC	500754106 KRAFT HEINZ CO	879 000000	87.320	76,673.92	76,673.92	76,754	80	0.81	2,110	2.75	12/31/2
LLY	532457108 ELI LILLY & CO	330 000000	73.550	19,631.80	19,631.80	24,272	4,640	0.26	686	2 83	12/31/2
MRK	58933Y105 MERCK & CO. INC. NEW	1,230 000000	58.870	44,929.68	44,929.68	72,410	27,480	0.76	2,312	3.19	12/31/2
MSFT	594918104 MICROSOFT CORP	898.000000	62.140	21,825.58	21,825.58	55,802	33,976	0.59	1,401	2.51	12/31/2
NEE	65339F101 NEXTERA ENERGY, INC.	419 000000	119.460	22,603.08	22,603 08	50,054	27,451	0.53	1,458	2.91	12/31/2
OXY	674599105 OCCIDENTAL PETE CORP	334 000000	71.230	11,133.23	11,133.23	23,791	12,658	0.25	1,015	4.27	12/31/2
PNC	693475105	607 000000	116.960	36,567.03	36,567.03	70,995	34,428	0.75	1,335	1.88	12/31/2

	PNC FINANCIAL SERVICES										
PEP	713448108 PEPSICO INC	480.000000	104.630	32,078.40	32,078.40	50,222	18,144	0.53	1,445	2.88	12/31/2
PFE	717081103 PFIZER INC	2,207.000000	32.480	76,169.05	76,169.05	71,683	4,486-	0.75	2,825	3.94	12/31/2
PRU	744320102 PRUDENTIAL FINANCIAL INC	1,014 000000	104.060	64,538.90	64,538.90	105,517	40,978	1.11	2,839	2.69	12/31/2
QCOM	747525103 QUALCOMM INC	828 000000	65.200	52,092.79	52,092.79	53,986	1,893	0.57	1,755	3.25	12/31/2
RTN	755111507 RAYTHEON CO	184.000000	142.000	9,660.00	9,660 00	26,128	16,468	0.27	539	2 06	12/31/2
RGC	758766109 REGAL ENTMT GROUP CL A	1,210.000000	20.600	22,401.56	22,401 56	24,926	2,524	0.26	1,065	4.27	12/31/2
RSG	760759100 REPUBLIC SVCS INC CL A	1,015 000000	57.050	34,932.75	34,932.75	57,906	22,973	0.61	1,299	2 24	12/31/2
SLB	806857108 SCHLUMBERGER LTD	955 000000	83.950	77,670.53	77,670.53	80,172	2,502	0.84	1,910	2.38	12/31/2
SO	842587107 SOUTHERN CO	503.000000	49.190	26,159.87	26,159.87	24,743	1,417-	0.26	1,127	4.55	12/31/2
TGT	87612E106 TARGET CORP	752.000000	72.230	55,340.73	55,340.73	54,317	1,024-	0.57	1,805	3 32	12/31/2
MMM	88579Y101 3M CO	434.000000	178.570	38,988.85	38,988.85	77,499	38,511	0.81	1,927	2 49	12/31/2
USB	902973304 US BANCORP DEL	1,197 000000	51.370	31,517.22	31,517.22	61,490	29,973	0.65	1,341	2.18	12/31/2
VZ	92343V104 VERIZON COMMUNICATIONS	992 000000	53 380	30,935.41	30,935.41	52,953	22,018	0 56	2,292	4.33	12/31/2
WMT	931142103 WAL MART STORES INC	1,073.000000	69.120	77,704.51	77,704.51	74,166	3,539-	0.78	2,146	2.89	12/31/2
WM	94106L109 WASTE MANAGEMENT INC	796.000000	70.910	22,827.85	22,827.85	56,444	33,617	0.59	1,305	2.31	12/31/2
WFC	949746101 WELLS FARGO & CO	1,601.000000	55.110	56,274.99	56,274 99	88,231	31,956	0.93	2,434	2.76	12/31/2
WRK	96145D105 WESTROCK COMPANY	536 000000	50 770	25,982.77	25,982.77	27,213	1,230	0.29	858	3.15	12/31/2
XLNX	983919101 XILINX INC	962 000000	60.370	48,305.69	48,305.69	58,076	9,770	0.61	1,270	2.19	12/31/2

	Total For Common Stock	41,900.000000		1,749,870.76	1,749,870 76	2,534,181	784,311		76,137		
	Foreign Stock										
ETN	G29183103 EATON CORP PLC ISIN: IE00B8KQN827 SEDOL: B8KQN82	771 000000	67.090	51,661.24	51,661.24	51,726	65	0.54	1,758	3.40	12/31/2
IVZ	G491BT108 INVESCO LTD	846 000000	30 340	25,935.57	25,935.57	25,668	268-	0.27	948	3.69	12/31/2
CB	H1467J104 CHUBB LIMITED	622.000000	132.120	74,106.74	74,106 74	82,179	8,072	0.86	1,717	2.09	12/31/2
LYB	N53745100 LYONDELLBASELL INDUSTRIES - CL A SEDOL #B3SPXZ3 ISIN #NL0009434992	663.000000	85.780	58,245.03	58,245.03	56,872	1,373-	0.60	2,254	3.96	12/31/2
	Total For Foreign Stock	2,902.000000		209,948.58	209,948.58	216,445	6,496		6,676		
	Mutual Funds - Fixed Income										
JNK	78464A417 SPDR BLOOM BARCLAYS HIGH ETF	9,763.000000	36.450	348,041.29	348,041.29	355,861	7,820	3.74	21,566	6.06	12/31/2
	Total For Mutual Funds - Fixed Income	9,763.000000		348,041.29	348,041.29	355,861	7,820		21,566		
	Mutual Funds - Equity										
IWM	464287655 ISHARES RUSSELL 2000 ETF	6,450.000000	134.850	793,399.67	793,399.67	869,783	76,383	9.14	11,958	1.37	12/31/2
USO	91232N108 UNITED STATES OIL FUND LP ETF	11,077 000000	11.720	123,246.44	123,246.44	129,822	6,576	1 36		0.00	12/31/2
	Total For Mutual Funds - Equity	17,527.000000		916,646.11	916,646.11	999,605	82,959		11,958		
	Mutual Funds - International										
EEM	464287234 ISHARES MSCI EMERGING MARKETS ETF	6,743 000000	35.010	248,568.91	248,568.91	236,072	12,496-	2.48	4,464	1.89	12/31/2
ACWX	464288240 ISHARES MSCI	9,653.000000	40.270	397,993.19	397,993.19	388,726	9,267-	4.08	10,782	2.77	12/31/2

	ACWI EX US ETF										
IDV	464288448 ISHARES INTERNATIONAL SELECT DIVIDEND ETF	19,866.000000	29.560	597,569.28	597,569 28	587,239	10,330-	6.17	27,554	4.69	12/31/2
	Total For Mutual Funds - International	36,262.000000		1,244,131.38	1,244,131.38	1,212,038	32,094-		42,800		
	Total Portfolio			8,625,568.03	8,625,568.03	9,511,153	885,585	100.00	283,004	2.98	

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