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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE NELSON AND CHARLEEN KEMP FOUNDATION		A Employer identification number 63-0981693
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 236	Room/suite	B Telephone number 205-487-6492
City or town, state or province, country, and ZIP or foreign postal code WINFIELD, AL 35594		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,336,053.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		70.	70.		STATEMENT 1
4 Dividends and interest from securities		82,133.	82,133.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		136,965.			
b Gross sales price for all assets on line 6a		1,591,808.			
7 Capital gain net income (from Part IV, line 2)			136,965.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		219,168.	219,168.		
13 Compensation of officers, directors, trustees, etc.		100,650.	25,162.		75,488.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,700.	2,025.		675.
c Other professional fees		27,295.	27,295.		0.
17 Interest					
18 Taxes		8,483.	2,708.		5,775.
19 Depreciation and depletion		72.	0.		
20 Occupancy		6,000.	1,500.		4,500.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		3,384.	827.		2,557.
24 Total operating and administrative expenses. Add lines 13 through 23		148,584.	59,517.		88,995.
25 Contributions, gifts, grants paid		355,500.			355,500.
26 Total expenses and disbursements. Add lines 24 and 25		504,084.	59,517.		444,495.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<284,916.>			
b Net investment income (if negative, enter -0-)			159,651.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		147,417.	118,518.	118,518.
	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				
	7	Other notes and loans receivable ▶				
		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 STMT 7		560,133.	454,728.	456,508.
	b	Investments - corporate stock STMT 8		1,830,999.	1,685,776.	2,202,683.
	c	Investments - corporate bonds STMT 9		553,075.	547,758.	558,015.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶ 3,703.					
	Less: accumulated depreciation STMT 10 ▶ 3,374.		401.	329.	329.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,092,025.	2,807,109.	3,336,053.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶ <input checked="" type="checkbox"/>					
	24	Unrestricted		3,092,025.	2,807,109.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		3,092,025.	2,807,109.		
31	Total liabilities and net assets/fund balances		3,092,025.	2,807,109.		

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	3,092,025.
2	Enter amount from Part I, line 27a	2	<284,916.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,807,109.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,807,109.

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 SECURITY SALES		VARIOUS	12/31/16
b CAPITAL GAINS DIVIDENDS			
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 1,574,989.		1,454,843.	120,146.
b 16,819.			16,819.
c			
d			
e			

(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			120,146.
b			16,819.
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	136,965.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	N/A
If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	293,895.	3,915,981.	.075050
2014	246,913.	4,085,703.	.060433
2013	232,715.	3,935,097.	.059138
2012	260,315.	3,708,561.	.070193
2011	246,614.	3,846,825.	.064108

2 Total of line 1, column (d)	2	.328922
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	.065784
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,458,949.
5 Multiply line 4 by line 3	5	227,544.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,597.
7 Add lines 5 and 6	7	229,141.
8 Enter qualifying distributions from Part XII, line 4	8	444,495.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,597.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,597.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,597.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,172.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,172.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,575.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

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?		X
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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> <u>AL</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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? Website address N/A	13	X
14 The books are in care of MARY F. HYCHE Telephone no 205-487-1903 Located at P.O. BOX 236, WINFIELD, AL ZIP+4 35594		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country N/A	16	X

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(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)?

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		100,650.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

(continued)

(c) Compensation	
------------------	--

NONE

0

Expenses

1	N/A
---	-----

2

3

4

Amount

1	N/A
---	-----

2

All other program-related investments. See instructions.

3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,375,101.
b	Average of monthly cash balances	1b	136,522.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,511,623.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,511,623.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,674.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,458,949.
6	Minimum investment return. Enter 5% of line 5	6	172,947.

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	172,947.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,597.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,597.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	171,350.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	171,350.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	171,350.

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	444,495.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	444,495.
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	5	1,597.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	442,898.

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				171,350.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	57,006.			
b From 2012	76,981.			
c From 2013	39,063.			
d From 2014	48,287.			
e From 2015	101,112.			
f Total of lines 3a through e	322,449.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 444,495.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				171,350.
e Remaining amount distributed out of corpus	273,145.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	595,594.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	57,006.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	538,588.			
10 Analysis of line 9:				
a Excess from 2012	76,981.			
b Excess from 2013	39,063.			
c Excess from 2014	48,287.			
d Excess from 2015	101,112.			
e Excess from 2016	273,145.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2016)

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				
ALABAMA PUBLIC TELEVISION 2112 11TH AVE SOUTH BIRMINGHAM, AL 35205	NONE	PC	GENERAL	3,000.
AMERICAN CANCER SOCIETY 330 S. MAIN, STE. #100 WINFIELD, AL 35594	NONE	PC	GENERAL	3,000.
BACKPACKS AND BEYOND 233 BRANDY DR. WINFIELD, AL 35594	NONE	PC	GENERAL	3,000.
BIG OAK RANCH P.O. BOX 507 SPRINGVILLE, AL 35146	NONE	PC	GENERAL	15,000.
BRILLIANT COALFEST CITY HALL - P.O. BOX 407 BRILLIANT, AL 35548	NONE	PC	GENERAL	2,000.
Total	SEE CONTINUATION SHEET(S)			355,500.
b Approved for future payment				
AMERICAN CANCER SOCIETY 330 S. MAIN, STE. #100 WINFIELD 35594	NONE	PC	GENERAL	3,000.
BIG OAK RANCH P.O. BOX 507 SPRINGVILLE 35146	NONE	PC	GENERAL	15,000.
BRILLIANT COALFEST CITY HALL - P.O. BOX 407 BRILLIANT 35548	NONE	PC	GENERAL	2,000.
Total	SEE CONTINUATION SHEET(S)			158,000.

THE NELSON AND CHARLEEN KEMP FOUNDATION

63-0981693

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CAMP SMILE A MILE 1510 5TH AVENUE SOUTH BIRMINGHAM, AL 35233	NONE	PC	GENERAL	3,000.
CHILDREN'S HOSPITAL OF ALABAMA FOUNDATION 1600 7TH AVENUE SOUTH BIRMINGHAM, AL 35233	NONE	PC	GENERAL	5,000.
CITY OF BRILLIANT 2642 CO RD 92 BRILLIANT 35548	NONE	PC	GENERAL	2,500.
CITY OF WINFIELD FIRE DEPARTMENT P.O. BOX 1438 WINFIELD, AL 35594	NONE	PC	GENERAL	5,000.
CITY OF WINFIELD MAIN STREET MAIN STREET WINFIELD, AL 35594	NONE	PC	GENERAL	75,000.
CITY OF WINFIELD POLICE DEPARTMENT P.O. BOX 1438 WINFIELD, AL 35594	NONE	PC	GENERAL	5,000.
CITY OF WINFIELD STREET DEPARTMENT P.O. BOX 1438 WINFIELD, AL 35594	NONE	PC	GENERAL	5,000.
CITY OF WINFIELD P.O. BOX 1438 WINFIELD 35594	NONE	PC	UTILITY POLE REMOVAL	105,000.
ELDRIDGE VOLUNTEER FIRE DEPARTMENT P.O. BOX 99 ELDRIDGE, AL 35554	NONE	PC	GENERAL	5,000.
FIRST BAPTIST CHURCH CHRISTIAN AID CENTER 197 AL-253 WINFIELD 35594	NONE	PC	GENERAL	5,000.
Total from continuation sheets				329,500.

THE NELSON AND CHARLEEN KEMP FOUNDATION

63-0981693

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FIRST UNITED METHODIST CHURCH 835 BANKHEAD HWY WINFIELD, AL 35594	NONE	PC	GENERAL	3,000.
FRIENDS OF THE IVAN K HILL PARK P.O. BOX 188 WINFIELD, AL 35594	NONE	PC	GENERAL	5,000.
FRIENDS OF THE WINFIELD LIBRARY 185 ASHWOOD DRIVE WINFIELD, AL 35594	NONE	PC	GENERAL	5,000.
HABITAT FOR HUMANITY MARION COUNTY P.O. BOX 160 GUIN, AL 35563	NONE	PC	GENERAL	3,000.
HAND IN PAW 617 38TH STREET SOUTH BIRMINGHAM, AL 35222	NONE	PC	GENERAL	3,000.
HOLY SPIRIT CATHOLIC CHURCH 2710 US-43 WINFIELD, AL 35594	NONE	PC	GENERAL	15,000.
HOSPICE OF NORTHWEST ALABAMA 1315 US-43 WINFIELD, AL 35594	NONE	PC	GENERAL	3,000.
HUBBERTVILLE HIGH SCHOOL 7360 CO RD 49 FAYETTE, AL 35555	NONE	PC	GENERAL	10,000.
HUBBERTVILLE HIGH SCHOOL 7360 CO RD 49 FAYETTE, AL 35555	NONE	PC	SCHOLARSHIPS	5,000.
JOSEPH F. WELDY HOME FOR CHILDREN, INC. HWY 43 SOUTH, P.O. BOX 1168 WINFIELD, AL 35594	NONE	PC	GENERAL	3,000.
Total from continuation sheets				

THE NELSON AND CHARLEEN KEMP FOUNDATION

63-0981693

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
LADIES JAIL MINISTRY P.O. BOX 1011 WINFIELD, AL 35594	NONE	PC	GENERAL	1,000.
STUDIO BY THE TRACKS 301 20TH STREET SOUTH IRONDALE, AL 35210	NONE	PC	GENERAL	2,000.
THE WAY BIBLE CHURCH 7270 RILEY RD WARRENTON, VA 20187	NONE	PC	GENERAL	3,000.
TWIN VOLUNTEER FIRE DEPARTMENT 275 COUNTY HIGHWAY 83 GUIN, AL 35563	NONE	PC	GENERAL	5,000.
WINFIELD CHAMBER OF COMMERCE MULE DAY 1111 BANKHEAD HIGHWAY WINFIELD, AL 35594	NONE	PC	GENERAL	3,000.
WINFIELD CITY SCHOOLS P.O. BOX 70 WINFIELD, AL 35594	NONE	PC	GENERAL	10,000.
WINFIELD CITY SCHOOLS FOUNDATION 481 APPLE AVENUE WINFIELD, AL 35594	NONE	PC	SCHOLARSHIPS	10,000.
WINFIELD PASTIME THEATRE 1052 US HIGHWAY 43 P.O. BOX 1557 WINFIELD, AL 35594	NONE	PC	GENERAL	25,000.
Total from continuation sheets				

THE NELSON AND CHARLEEN KEMP FOUNDATION

63-0981693

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
CAMP SMILE A MILE 1510 5TH AVENUE SOUTH BIRMINGHAM 35233	NONE	PC	GENERAL	3,000.
CITY OF WINFIELD MAIN STREET MAIN STREET WINFIELD 35594	NONE	PC	GENERAL	20,000.
CITY OF WINFIELD P.O. BOX 1438 WINFIELD, AL 35594	NONE	PC	UTILITY POLE REMOVAL	10,000.
FIRST BAPTIST CHURCH CHRISTIAN AID CENTER 197 AL-253 WINFIELD, AL 35594	NONE	PC	GENERAL	3,000.
FRIENDS OF THE IVAN K HILL PARK P.O. BOX 188 WINFIELD 35594	NONE	PC	GENERAL	5,000.
HABITAT FOR HUMANITY MARION COUNTY P.O. BOX 160 GUIN 35563	NONE	PC	GENERAL	3,000.
HOLY SPIRIT CATHOLIC CHURCH 2710 US-43 WINFIELD 35594	NONE	PC	GENERAL	15,000.
HUBBERTVILLE HIGH SCHOOL 7360 CO RD 49 FAYETTE 35555	NONE	PC	SCHOLARSHIPS	5,000.
HUBBERTVILLE HIGH SCHOOL 7360 CO RD 49 FAYETTE 35555	NONE	PC	GENERAL	10,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 813 SHADES CREEK PKWY, STE 100B BIRMINGHAM, AL 35209	NONE	PC	GENERAL	3,000.
Total from continuation sheets				138,000.

THE NELSON AND CHARLEEN KEMP FOUNDATION

63-0981693

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
THE WAY BIBLE CHURCH 7270 RILEY RD WARRENTON, VA 20187	NONE	PC	GENERAL	3,000.
WINFIELD CHAMBER OF COMMERCE MULE DAY 1111 BANKHEAD HIGHWAY WINFIELD, AL 35594	NONE	PC	GENERAL	3,000.
WINFIELD CITY SCHOOLS FOUNDATION 481 APPLE AVENUE WINFIELD, AL 35594	NONE	PC	SCHOLARSHIPS	10,000.
WINFIELD CITY SCHOOLS P.O. BOX 70 WINFIELD, AL 35594	NONE	PC	GENERAL	20,000.
WINFIELD PASTIME THEATRE 1052 US HIGHWAY 43 P.O. BOX 1557 WINFIELD, AL 35594	NONE	PC	GENERAL	25,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
REGIONS BANK	7.	7.	
REGIONS MORGAN KEEGAN TRUST	63.	63.	
TOTAL TO PART I, LINE 3	70.	70.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REGIONS MORGAN KEEGAN TRUST	98,952.	16,819.	82,133.	82,133.	
TO PART I, LINE 4	98,952.	16,819.	82,133.	82,133.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,700.	2,025.		675.
TO FORM 990-PF, PG 1, LN 16B	2,700.	2,025.		675.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES TO REGIONS BANK	27,295.	27,295.		0.
TO FORM 990-PF, PG 1, LN 16C	27,295.	27,295.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES (EMPLOYER PORTION OF FICA)	7,700.	1,925.		5,775.
FOREIGN TAXES WITHHELD	783.	783.		0.
TO FORM 990-PF, PG 1, LN 18	8,483.	2,708.		5,775.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WINFIELD CHAMBER OF COMMERCE	75.	0.		75.
SUPPLIES	189.	47.		142.
POSTAGE	164.	41.		123.
TELEPHONE	1,724.	431.		1,293.
INSURANCE	977.	244.		733.
JANITORIAL SERVICES	200.	50.		150.
REPAIRS & MAINTENANCE	55.	14.		41.
TO FORM 990-PF, PG 1, LN 23	3,384.	827.		2,557.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MISCELLANEOUS AGENCIES - STMT 12	X		99,359.	98,856.
U.S. GOVERNMENT AGENCIES - STMT 12	X		132,145.	136,722.
TREASURIES - STMT 12	X		223,224.	220,930.
TOTAL U.S. GOVERNMENT OBLIGATIONS			454,728.	456,508.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			454,728.	456,508.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - STMT 12	848,339.	1,124,287.
EQUITY MUTUAL FUNDS - STMT 12	374,224.	542,694.
INTL EQUITY FUNDS - STMT 12	463,213.	535,702.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,685,776.	2,202,683.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - STMT 12	547,758.	558,015.
TOTAL TO FORM 990-PF, PART II, LINE 10C	547,758.	558,015.

FORM 990-PF		DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT 10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	
COPIER	3,200.	3,200.	0.	
COMPUTER	503.	174.	329.	
TOTAL TO FM 990-PF, PART II, LN 14	3,703.	3,374.	329.	

FORM 990-PF

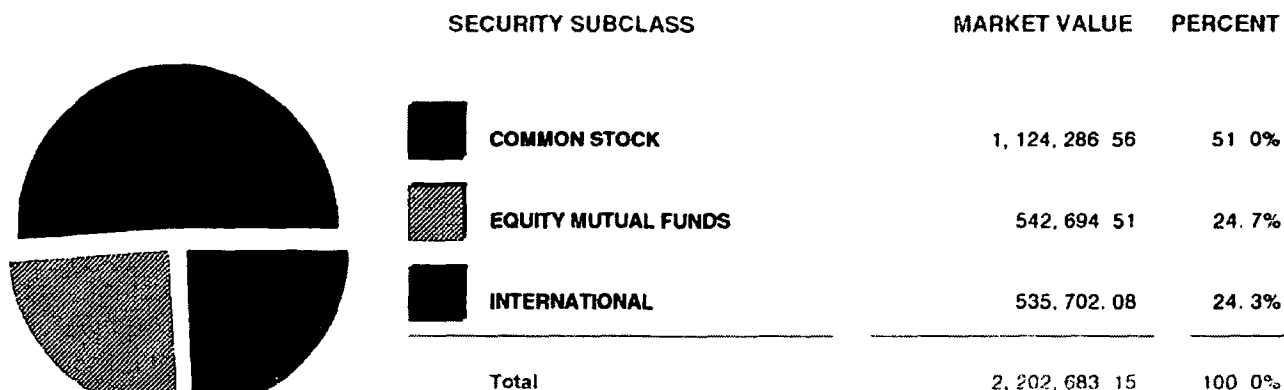
PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY FRANK HYCHE P.O. BOX 236 WINFIELD, AL 35594	PRESIDENT/CEO 40.00	100,650.	0.	0.
C. E. BRYANT, JR. 180 BRANDY DR. WINFIELD, AL 35594	CHAIRMAN/SECRETARY 8.00	0.	0.	0.
GREG CHAFFIN P.O. BOX 825 WINFIELD, AL 35594	TRUSTEE 0.50	0.	0.	0.
KEVIN L. BRADFORD P.O. BOX 446 WINFIELD, AL 35594	TRUSTEE 0.60	0.	0.	0.
JOHN S. HENLEY, III 5086 LAKE CREST CIRCLE BIRMINGHAM, AL 35226	TRUSTEE 0.40	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		100,650.	0.	0.

ACCOUNT NUMBER **1055000717**

STATEMENT PERIOD DECEMBER 01, 2016 THROUGH DECEMBER 31, 2016

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)
EQUITY DIVERSIFICATION SUMMARY


DESCRIPTION	TICKER	SHARES	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
COMMON STOCK						
00206R102 AT&T INC	T	750.000	31,897.50	25,901.10	1,470.00	4.61
02079K107 ALPHABET INC CA-CL C	GOOG	20.000	15,436.40	8,087.91		
02079K305 ALPHABET INC CA-CL A	GOOGL	30.000	23,773.50	17,643.50		
02209S103 ALTRIA GROUP INC	MO	175.000	11,833.50	12,137.78	427.00 106.75	3.61
023135106 AMAZON COM INC	AMZN	15.000	11,248.05	11,521.65		
026874784 AMERICAN INTL GROUP INC	AIG	250.000	16,327.50	13,704.97	320.00	1.96
037833100 APPLE INC	AAPL	350.000	40,537.00	24,093.27	798.00	1.97
09247X101 BLACKROCK INC	BLK	45.000	17,124.30	8,875.58	412.20	2.41
110122108 BRISTOL MYERS SQUIBB CO	BMJ	415.000	24,252.60	25,716.75	647.40	2.67

ACCOUNT STATEMENT

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ACCOUNT NUMBER. 1055000717

STATEMENT PERIOD: DECEMBER 01, 2016 THROUGH DECEMBER 31, 2016

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
COMMON STOCK						
125650100 CVS HEALTH CORPORATION	CVS	265 000	20,911 15	9,550 60	530 00	2 53
151020104 CELGENE CORP	CELG	125 000	14,468 75	9 749 97		
166764100 CHEVRON CORP	CVX	235 000	27,659 50	25 226 40	1,015 20	3.67
17275R102 CISCO SYSTEMS INC	CSCO	400 000	12 088.00	7 757.00	416 00	3 44
172567424 CITIGROUP INC	C	300 000	17,829 00	14 016 87	192 00 16 00	1 08
191216100 COCA COLA CO	KO	550 000	22,803 00	25 239 50	770 00	3 38
192446102 COGNIZANT TECHNOLOGY SOLUTIONS CL A	CTSH	221 000	12,382 63	9,875 87		
256677105 DOLLAR GENERAL CORP	DG	150 000	11,110 50	13,885 49	150 00 37 50	1.35
278865100 ECOLAB INC	ECL	215 000	25,202 30	23,042 16	318 20 79 55	1.26
30231G102 EXXON MOBIL CORP	XOM	450 000	40,617 00	37,536 47	1,350 00	3 32
30303M102 FACEBOOK INC - A	FB	170 000	19,558 50	16,816.68		
369550108 GENERAL DYNAMICS CORP	GD	120 000	20,719 20	20,953 98	364.80	1 76
369604103 GENERAL ELECTRIC CO	GE	400.000	12,640 00	9,931 35	384 00 96.00	3.04
437076102 HOME DEPOT INC	HD	90 000	12,067 20	11,911 32	248.40	2 06
438516106 HONEYWELL INTERNATIONAL INC	HON	200 000	23,170 00	14,655 80	532 00	2.30



ACCOUNT STATEMENT

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ACCOUNT NUMBER 1055000717

STATEMENT PERIOD DECEMBER 01, 2015 THROUGH DECEMBER 31, 2016

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
COMMON STOCK						
458140100 INTEL CORP	INTC	700.000	25,389.00	14,925.72	728.00	2.87
461202103 INTUIT INC	INTU	200.000	22,922.00	14,928.29	272.00	1.19
46625H100 J P MORGAN CHASE & CO	JPM	350.000	30,201.50	12,160.50	672.00	2.23
577081102 MATTEL INC	MAT	675.000	18,596.25	20,101.44	1,026.00	5.52
580135101 MCDONALDS CORP	MCD	165.000	20,083.80	19,529.26	620.40	3.09
58933Y105 MERCK & CO INC. NEW	MRK	270.000	15,894.90	9,587.70	507.60 126.90	3.19
595017104 MICROCHIP TECHNOLOGY INC	MCHP	300.000	19,245.00	13,219.20	432.60	2.25
609207105 MONDELEZ INTERNATIONAL	MDLZ	450.000	19,948.50	18,366.91	342.00 85.50	1.71
65339F101 NEXTERA ENERGY, INC	NEE	210.000	25,086.60	11,450.54	730.80	2.91
68389X105 ORACLE CORPORATION	ORCL	900.000	34,605.00	21,908.84	540.00	1.56
713448108 PEPSICO INC	PEP	200.000	20,926.00	12,563.05	602.00 101.59	2.88
717081103 PFIZER INC	PFE	750.000	24,360.00	25,537.42	960.00	3.94
744320102 PRUDENTIAL FINANCIAL INC	PRU	150.000	15,609.00	10,014.32	420.00	2.69
747525103 QUALCOMM INC	QCOM	200.000	13,040.00	6,880.32	424.00	3.25
806857108 SCHLUMBERGER LTD	SLB	325.000	27,283.75	14,569.50	650.00 162.50	2.38

ACCOUNT STATEMENT

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ACCOUNT NUMBER 1055000717

STATEMENT PERIOD: DECEMBER 01, 2016 THROUGH DECEMBER 31, 2016

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
COMMON STOCK						
842587107 SOUTHERN CO	SO	500.000	24,595.00	23,484.95	1,120.00	4.55
855244109 STARBUCKS CORP	SBUX	235.000	13,047.20	8,312.75	235.00	1.80
863667101 STRYKER CORP	SYK	225.000	26,957.25	15,910.24	382.50 95.63	1.42
867914103 SUNTRUST BKS INC	STI	500.000	27,425.00	18,354.50	520.00	1.90
883556102 THERMO FISHER SCIENTIFIC INC.	TMO	100.000	14,110.00	5,102.47	60.00 15.00	0.43
88579Y101 3M CO	MMM	100.000	17,857.00	5,645.00	444.00	2.49
907818108 UNION PAC CORP	UNP	125.000	12,960.00	9,044.40	302.50	2.31
913017109 UNITED TECHNOLOGIES CORP	UTX	215.000	23,568.30	13,640.72	567.60	2.41
92343V104 VERIZON COMMUNICATIONS	VZ	550.000	29,359.00	20,884.89	1,270.50	4.33
92532F100 VERTEX PHARMACEUTICALS INC	VRTX	140.000	10,313.80	13,529.59		
931142103 WAL MART STORES INC	WMT	350.000	24,192.00	22,526.23	700.00 212.50	2.89
94106L109 WASTE MANAGEMENT INC	WM	178.000	12,621.98	9,371.52	251.92	2.31
949746101 WELLS FARGO & CO	WFC	650.000	35,821.50	22,085.18	988.00	2.76
966837106 WHOLE FOODS MKT INC	WFM	275.000	8,458.00	8,684.37	154.00	1.82
G0177J108 ALLERGAN PLC	AGN	115.000	24,151.15	28,196.74	322.00	1.33
TOTAL COMMON STOCK		SUB- TOTAL	1,124,286.56	848,338.53	26,630.62 1,135.42	2.31

12/31/2016 #36

STATEMENT 12, PAGE 4

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ACCOUNT STATEMENT

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ACCOUNT NUMBER 1055000717

STATEMENT PERIOD: DECEMBER 01, 2016 THROUGH DECEMBER 31, 2016

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY MUTUAL FUNDS						
04314H303 ARTISAN MID CAP FUND INVESTOR	ARTMX	2 414 225	87,829 51	85,536 00		
46141P156 OAK HIDE SMALL CAP GROWTH FUND CL I	ORIYX	2 500 000	84,525 00	62,522 72		
68381F409 OPPENHEIMER MAIN STREET MID-CAP FD CL Y	OPMYX	6,750 000	191,835 00	100,558 49	1,998 00	1 04
72387W762 PIONEER SELECT MID CAP GROWTH FD CL Y #760	GROYX	4,750 000	178,505 00	125,607 11		
TOTAL EQUITY MUTUAL FUNDS		SUB- TOTAL	542,694 51	374,224 32	1,998 00 0.00	0.37
INTERNATIONAL						
06826M876 BARON EMERGING MARKETS INST	BEXIX	2,092 157	22,971 88	22,407 00		
29875E100 AMERICAN EUROPACIFIC GRTH-F2	AEPFX	4,750 000	213,607 50	140,718 46	3 291 75 274 31	1 54
552983470 MFS RESH INTL FD CL I	MRSIX	13 000 000	204 620 00	208 870 21		
G29183103 EATON CORP PLC ISIN: IE00B8KQN827 SEDOL: B8KQN82	ETN	300 000	20 127 00	20 760 51	684.00	3 40
G4918T108 INVESCO LTD	IVZ	400 000	12 136 00	12 828 65	448.00	3 69
G5960L103 MEDTRONIC PLC	MDT	350.000	24,930 50	26,302 47	602.00 150 50	2 41
H1467J104 CHUBB LIMITED	CB	185 000	24,442 20	20,097 29	510 60 127 65	2.09
N53745100 LYONDELLBASELL INDUSTRIES - CL A SEDOL: #B3SPXZ3 ISIN #NL0009434992	LYB	150 000	12,867 00	11,228 90	510 00	3 96
TOTAL INTERNATIONAL		SUB- TOTAL	535,702.08	483,213.49	6,046.35 552.46	1.13
TOTAL EQUITIES			2,202,683.15	1,685,776.34	34,674.97 1,687.88	1.57

ACCOUNT STATEMENT

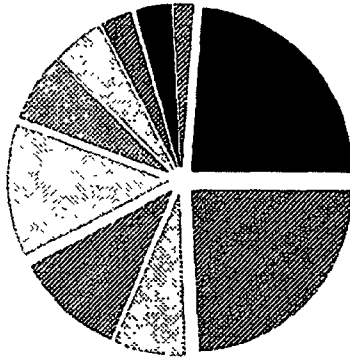
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ACCOUNT NUMBER 1055000717

STATEMENT PERIOD DECEMBER 01, 2016 THROUGH DECEMBER 31, 2016

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

BOND QUALITY SUMMARY



MOODY'S QUALITY RATING	MARKET VALUE	PERCENT
Aaa	241,901.90	23.8%
Aa1	21,112.05	2.1%
Aa2	37,437.50	3.7%
Aa3	31,488.00	3.1%
A1	52,388.45	5.2%
A2	67,533.08	6.7%
A3	133,597.77	13.2%
Baa1	108,937.12	10.7%
Baa2	73,849.70	7.3%
All Others-Combined	246,277.39	24.2%
Total	1,014,522.96	100.0%

BOND MATURITY SUMMARY



YEARS TO MATURITY	PAR VALUE	PERCENT
LESS THAN 5 YEARS	499,000.08	49.9%
5-10 YEARS	212,747.99	21.3%
10-20 YEARS	74,189.65	7.4%
20-30 YEARS	213,411.45	21.4%
Total	999,349.17	100.0%

AVERAGE TIME TO MATURITY: 10.9 YEARS

CURRENT YIELD: 3.07%

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED CORPORATES						
00206RAM4 AT&T INC DTD 05/13/08 5.6% 05/15/2018	Baa1	10,000.00	10,503.20	10,001.10	560.00 71.56	5.33 1.87
00206RCP5 AT&T INC CALLABLE DTD 05/04/2015 4.5% 05/15/2035-2034	Baa1	11,000.00	10,627.87	10,758.22	495.00 63.25	4.66 4.78
0258M0DX4 AMERICAN EXPRESS CREDIT CORP CALLABLE DTD 09/14/2015 2.6% 09/14/2020-2020	A2	11,000.00	11,091.96	10,590.76	286.00 85.01	2.58 2.30



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DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
CORPORATES						
031162CH1 AMGEN INC CALLABLE DTD 08/19/2016 2 25% 08/19/2023-2023	Baa1	11,000 000	10 347 70	10,983 34	247.50 90.75	2.39 3.25
035242AG1 ANHEUSER-BUSCH INBEV FIN DTD 01/25/2016 1 9% 02/01/2019	A3	21,000 000	21 030 24	21 003 39	399 00 166.25	1.90 1.83
037833AJ9 APPLE INC DTD 05/03/2013 1% 05/03/2018	Aa1	11,000,000	10,959.75	10,983 29	110 00 17 72	1 00 1 28
046353AH1 ASTRAZENECA PLC DTD 11/16/2015 1 75% 11/16/2018	A3	11,000,000	11,019 69	11,000.00	192 50 24 06	1 75 1 65
06367THQ6 BANK OF MONTREAL SERIES MTN DTD 07/18/2016 1 5% 07/18/2019	Aa3	11,000 000	10,855 90	10,997 02	165 00 74 71	1 52 2 03
12673PAC9 CA INC DTD 11/13/09 5 375% 12/01/2019	Baa2	10,000 000	10,800 40	10 184 22	537 50 44 79	4 98 2 51
149123BQ3 CATERPILLAR INC DTD 12/05/08 7 9% 12/15/2018	A3	9,000 000	10,045 53	8,984 88	711 00 31 60	7 08 1 83
166764BC3 CHEVRON CORP DTD 11/17/2015 1 344% 11/09/2017	Aa2	16,000 000	15,951 20	16 000 00	215 04 31 06	1 34 1 41
17275RBB7 CISCO SYSTEMS INC DTD 02/29/2016 1 6% 02/28/2019	A1	10,000 000	9 977 20	10,015 99	160 00 54 67	1 60 1 71
17275RBL5 CISCO SYSTEMS INC CALLABLE DTD 09/20/2016 2 5% 09/20/2026 2026	A1	11,000 000	10,462 21	11,000 40	275 00 77 15	2 63 3 09
172967KB6 CITIGROUP INC DTD 10/26/2015 2 65% 10/26/2020	Baa1	16 000 000	16,011 20	15,982 08	424 00 76.56	2 65 2 63
20030NAZ4 COMCAST CORP DTD 06/18/09 5 7% 07/01/2019	A3	9,000 000	9,845.91	9,099 63	513 00 256 50	5 21 1 84
24422ESS9 JOHN DEERE CAPITAL CORP SERIES MTN DTD 09/15/2014 2 3% 09/16/2019	A2	10,000 000	10,108 40	9,997 29	230 00 67 08	2 28 1.89
25152RYD9 DEUTSCHE BANK AG DTD 02/13/2015 1 875% 02/13/2018	Baa2	11,000 000	10,936.86	11,004 39	206 25 79.06	1.89 2.40
31677OBG3 FIFTH THIRD BANK CALLABLE DTD 06/14/2016 2.25% 06/14/2021-2021	A3	10,000,000	9 886.30	10,013 67	225.00 10.63	2 28 2 52

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ACCOUNT NUMBER 1055000717

STATEMENT PERIOD: DECEMBER 01, 2016 THROUGH DECEMBER 31, 2016

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
CORPORATES						
345397WR0 FORD MOTOR CREDIT DTD 06/06/2014 1 724% 12/06/2017	Baa2	21,000 000	20,984 04	20,888 79	362 04 25 14	1.73 1.81
369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	A2	9 000 000	9 981 54	9,062 76	477 00 185 50	4 78 2 49
375558BF9 GILEAD SCIENCES INC CALLABLE DTD 09/14/2015 3 65% 03/01/2026-2025	A3	10,000 000	10,139 40	9,975 89	365 00 121 67	3 60 3 47
377373AC9 GLAXOSMITHKLINE CAP PLC CALLABLE DTD 05/09/2012 1 5% 05/08/2017	A2	16,000 000	16,023.68	16,083.68	240 00 35 33	1 50 1.08
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7 5% 02/15/2019	A3	9,000 000	9,977.22	9 882 18	675 00 255 00	6 77 2 24
458140AJ9 INTEL CORP DTD 09/19/2011 3 3% 10/01/2021	A1	10,000 000	10,391.70	9,959 05	330 00 82 50	3 18 2 42
459200JG7 INTERNATIONAL BUSINESS MACHINES DTD 02/19/2016 3.45% 02/19/2026	Aa3	10,000 000	10 230 80	9 967 59	345 00 126 50	3 3 3.1
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6 3% 04/23/2019	A3	9,000 000	9 834 66	8,922 15	567 00 107.10	5 77 2 17
501044DE8 KROGER CO/THE CALLABLE DTD 10/03/2016 2 65% 10/15/2026-2026	Baa1	10 000 000	9 290 60	9,975 06	265 00 64.78	2 85 3 51
539830BD0 LOCKHEED MARTIN CORP CALLABLE DTD 02/20/2015 3 8% 03/01/2045-2044	Baa1	10,000 000	9 470 20	9,913 33	380 00 126 67	4 01 4 12
565845AL0 MARATHON OIL CORP CALLABLE DTD 06/10/2015 3.85% 06/01/2025-2025	Ba1	11 000 000	10,667.03	10,055.30	423 50 35 29	3 97 4 28
59018YN64 MERRILL LYNCH & CO INC SERIES MTN DTD 04/25/08 6 875% 04/25/2018	Baa1	10,000 000	10,629 10	9,963.60	687 50 126 04	6 47 2 02
59022CAJ2 BANK OF AMERICA CORP DTD 01/29/2007 6 11% 01/29/2037	Baa3	9,000 000	10,550 70	8 454 60	549 90 232.18	5.21 4.77
60871RAD2 MOLSON COORS BREWING CO DTD 05/03/2012 5% 05/01/2042	Baa3	10,000 000	10,453 50	10,106.09	500.00 83.33	4 78 4.69
61747YCJ2 MORGAN STANLEY SERIES MTN DTD 9/23/09 5 625% 09/23/2019	A3	10,000 000	10,839 60	10,033 50	562.50 153 13	5.1 2.4

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DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
CORPORATES						
61761JVL0 MORGAN STANLEY DTD 10/23/2014 3 7% 10/23/2024	A3	10,000 000	10,119 10	10,023 45	370 00 69 89	3 66 3 52
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5 75% 04/15/2018	A1	10 000 000	10,564 60	9,995 30	575 00 121 39	5 44 1 33
713448DB1 PEPSICO INC SERIES 1 DTD 10/14/2015 1% 10/13/2017	A1	11,000 000	10,992 74	10,985 57	110 00 23 83	1.00 1.08
74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4 5% 11/15/2020	Baa1	10 000 000	10,715 30	9,931 90	450 00 57 50	4 20 2.55
822582BR2 SHELL INTL FIN DTD 05/10/2016 1 375% 05/10/2019	Aa2	11 000 000	10 900 78	10 975 58	151 25 21 43	1 39 1.77
867914BM4 SUNTRUST BKS INC CALLABLE DTD 12/01/2016 2 7% 01/27/2022-2021	Baa1	11 000 000	11,004 73	10 992 81	297.00 24 75	2 70 2 69
87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	A2	10,000 000	10 137 00	9,661 37	537.50 89 58	5 30 1 27
88167AAD3 TEVA PHARMACEUTICALS NE DTD 07/21/2016 2.8% 07/21/2023	Baa2	11,000 000	10,412 49	11,029 20	308 00 136 89	2 96 3 73
89114QAM0 TORONTO-DOMINION BANK SERIES MTN DTD 09/10/2013 2 625% 09/10/2018	Aa1	10 000 000	10,153 30	10,239 85	262 50 80 94	2 59 1 70
89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	Aa3	10 000 000	10,401 30	9 974 80	340 00 100 11	3 27 2 49
91324PCK6 UNITED HEALTH GROUP INC DTD 07/23/2015 1 45% 07/17/2017	A3	11 000 000	11 017 82	11,012 05	159 50 72 66	1 45 1 15
91913YAU4 VALERO ENERGY CORP CALLABLE DTD 09/12/2016 3 4% 09/15/2026-2026	Baa2	11,000 000	10,538 11	10,880 10	374 00 113 24	3 55 3 92
92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	Baa1	9,000 000	10,337 22	8,920 38	540.00 135.00	5 22 4 94
929903DT6 WACHOVIA CORP DTD 06/08/07 5 75% 06/15/2017	A2	10,000 000	10,190 50	10,119 20	575 00 25 56	5 64 1.56
931142CM3 WAL MART STORES INC DTD 04/15/2008 6 2% 04/15/2038	Aa2	8,000 000	10 545 52	10 730 16	496 00 104 71	4.70 3.97

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STATEMENT PERIOD: DECEMBER 01, 2016 THROUGH DECEMBER 31, 2016

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
CORPORATES						
931427AH1 WALGREENS BOOTS ALLIANCE CALLABLE DTD 11/18/2014 3.8% 11/18/2024-2024	Baa2	10,000,000	10,177.80	10,063.70	380.00 45.39	3.73 3.54
94974BGE4 WELLS FARGO & COMPANY DTD 11/04/2014 4.65% 11/04/2044	A3	10,000,000	9,842.30	9,979.26	465.00 73.63	4.72 4.75
TOTAL CORPORATES		SUB-TOTAL	558,014.90	547,757.92	19,071.98 4,379.07	3.42
TREASURIES						
912810EQ7 UNITED STATES TREASURY DTD 08/16/1993 6.25% 08/15/2023	Aaa	8,000,000	10,000.64	9,280.00	500.00 188.86	5.00 2.18
912810RB6 UNITED STATES TREASURY DTD 05/15/2013 2.875% 05/15/2043	Aaa	54,000,000	52,158.60	49,148.04	1,552.50 201.57	2.98 3.08
912828H52 UNITED STATES TREASURY DTD 02/02/2015 1.25% 01/31/2020	Aaa	83,000,000	82,390.78	83,256.96	1,037.50 434.17	1.26 1.49
912828P36 UNITED STATES TREASURY DTD 05/16/2016 1.625% 05/15/2026	Aaa	65,000,000	60,612.50	65,538.28	1,056.25 137.14	1.74 2.43
912828S43 UNITED STATES TREASURY DTD 07/15/2016 75% 07/15/2019	Aaa	16,000,000	15,767.52	16,001.25	120.00 55.43	0.76 1.33
TOTAL TREASURIES		SUB-TOTAL	220,930.04	223,224.53	4,266.25 1,017.17	1.93
AGENCIES						
3138A5AP7 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH3613 DTD 01/01/2011 3.5% 01/01/2026	**	2,131,400	2,224.05	2,246.92	74.60 6.22	3.35 2.04
3138A7FR4 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH5575 DTD 02/01/2011 4% 02/01/2041	**	6,042,920	6,364.65	6,170.43	241.72 20.14	3.80 2.97
3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	**	4,768,840	5,035.94	4,739.11	190.75 15.90	3.79 1.69
3138E0SD2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ7715 DTD 12/01/2011 3% 12/01/2026	**	10,359,860	10,655.12	10,871.38	310.80 25.90	2.92 2.15

** Rating Not Available

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
AGENCIES						
3138EGNK6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041	**	4,405 960	4,765 66	4,510 34	198 27 16 52	4 16 2 81
3138MFTC1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3 5% 11/01/2042	**	7,848 400	8,091 23	7 840 74	274 69 22.89	3 39 2 99
3138WF2Z8 FEDERAL NATIONAL MORTGAGE ASSN POOL# AS6191 DTD 10/01/2015 3 5% 11/01/2045	**	9,003 080	9 244.90	9,423 70	315.11 26 26	3 41 3 06
3138WPJG0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2062 DTD 04/01/2013 2 5% 04/01/2028	**	8 548 920	8,575 08	8,555 96	213.72 17.81	2 49 2 40
3138WQAW2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2720 DTD 05/01/2013 3% 05/01/2043	**	9 579 590	9 976 80	10,227 11	299 39 24.95	3 00 2 99
3138X3EH1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AU3735 DTD 08/01/2013 3% 08/01/2043	**	10,019 840	10,017 03	10,014 50	300 60 25 05	3 00 2 99
31402C4H2 FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5 5% 04/01/2034	**	7 609 780	8 535 89	7 575 30	418 54 34 88	4 90 2.61
31402DDB3 FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5 5% 07/01/2034	**	1 263 820	1 417 51	1,252 58	69 51 5 79	4 90 2 66
31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	**	4,604 480	5,019 99	4,598 68	230 22 19 19	4,59 2 59
31403CXG1 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	**	3,333,760	3,499.78	3,220 71	166 69 13 89	4 76 1 35
31407NFK4 FEDERAL NATIONAL MORTGAGE ASSN POOL #835470 DTD 09/01/2005 5% 09/01/2020	**	1 325,200	1 400 58	1,280 18	66 26 5.52	4 73 0.85
31408DA87 FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	**	341 120	352 05	338 81	17.06 1 42	4 85 2 90

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DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
AGENCIES						
31408HSS5 FEDERAL NATL MTG ASSN POOL #852029 6% 01/01/2036	**	633 320	718 79	642 02	38 00 3 17	5 29 2.35
31409ADV8 FEDERAL NATIONAL MORTGAGE ASSN POOL #865116 DTD 01/01/2006 6% 02/01/2036	**	1,683 350	1,910 20	1,655 17	101 00 6 42	5.29 2.35
31410FSS5 FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	**	2 268 160	2 566 04	2,285.16	136 09 11 34	5.30 2 45
31410G2H5 FEDERAL NATIONAL MORTGAGE ASSN POOL #889176 DTD 02/01/2008 5 5% 03/01/2038	**	3 034 720	3 402.19	2 967.75	166 91 13 91	4 91 2 39
31410GJW4 FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5 5% 08/01/2022	**	1,600.400	1,720 80	1,594 65	88 02 7 34	5.12 2 08
31410KAY0 FEDERAL NATIONAL MORTGAGE ASSN POOL #889323 DTD 03/01/08 5 5% 11/01/2022	**	1,271 380	1,344 46	1 221 40	69 93 5 83	5 20 1 70
31412XV35 FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	**	1,737.700	1,965 91	1,755 91	104 26 8 69	5.30 2.50
31413YRR4 FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	**	1,283 540	1 453 17	1,292 57	77 01 6 42	5 30 2 51
31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7235 DTD 05/01/2009 4% 06/01/2039	**	3 431 240	3 620 47	3,496.98	137 25 11 44	3 79 2 89
31418AFC7 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027	**	5,421 410	5,575 97	5,516 50	162.64 13 55	2.92 2 18
31418XCS FEDERAL NATIONAL MORTGAGE ASSN POOL #MA2474 DTD 11/01/2015 3% 12/01/2030	**	1,689 580	1 735.33	1,749.48	50 69 4 22	2.92 2 39
31418UEE0 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5% 06/01/2040	**	3,060 350	3,297.11	3,065.54	137 72 11.48	4.18 2.85

** Rating Not Available

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0505217-0313179

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DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
AGENCIES						
31419BCT0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3.5% 03/01/2041	**	6,484,670	6,686.99	6,727.62	226.96 18.91	3.39 2.97
31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	**	5,318,670	5,548.01	5,307.69	186.15 15.51	3.36 1.98
TOTAL AGENCIES		SUB-TOTAL	136,721.70	132,144.89	5,070.56 422.56	3.71
MISCELLANEOUS						
3128M74W3 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040	**	2,977,010	3,203.35	2,989.33	133.97 11.16	4.18 2.90
3128M7KV7 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036	**	2,492,920	2,725.81	2,454.80	124.65 10.39	4.57 2.77
3128MJXK1 FEDERAL HOME LOAN MORTGAGE CORP POOL #G08681 DTD 12/01/2015 3.5% 12/01/2045	**	18,762,810	19,227.19	19,475.20	656.70 54.72	3.42 3.11
3128MMS20 FEDERAL HOME LOAN MORTGAGE CORP POOL #G18536 DTD 01/01/2015 2.5% 01/01/2030	**	17,335,490	17,382.30	17,772.73	433.39 36.12	2.49 2.43
3128MMTP8 FEDERAL HOME LOAN MORTGAGE CORP POOL #G18557 DTD 06/01/2015 3% 06/01/2030	**	9,638,420	9,900.30	9,977.95	289.15 24.10	2.92 2.38
3128PXKV7 FEDERAL HOME LOAN MORTGAGE CORP POOL #J17508 DTD 12/01/2011 3% 12/01/2026	**	9,297,440	9,546.70	9,788.46	278.92 23.24	2.92 2.22
312943WG4 FEDERAL HOME LOAN MORTGAGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040	**	5,084,380	5,353.39	5,246.46	203.38 16.95	3.80 2.97
31335ACR7 FEDERAL HOME LOAN MTG CORP POOL # G60080 DTD 05/01/2015 3.5% 06/01/2045	**	10,255,200	10,545.42	10,648.75	358.93 29.91	3.40 3.05
78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	Aaa	21,000,000	20,971.86	21,005.09	252.00 71.40	1.20
TOTAL MISCELLANEOUS		SUB-TOTAL	98,856.32	99,358.77	2,731.09 277.99	2.76

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STATEMENT PERIOD: DECEMBER 01, 2016 THROUGH DECEMBER 31, 2016

DETAIL LISTING OF PRINCIPAL ASSETS (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE	TAX COST	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED						
TOTAL FIXED			1,014,522.96	1,002,486.11	31,139.88 6,096.79	3.07
TOTAL PRINCIPAL ASSETS			3,241,898.31	2,712,952.65	65,869.17 7,789.20	2.03

2016 DEPRECIATION AND AMORTIZATION REPORT

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990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction in Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COPIER	06/01/07	SL	7.00		16	3,200.				3,200.	3,200.		0.	3,200.
3	COMPUTER	08/01/14	SL	7.00		16	503.				503.	102.		72.	174.
	* TOTAL 990-PF PG 1 DEPR						3,703.				3,703.	3,302.		72.	3,374.

628111 04-01-16

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone