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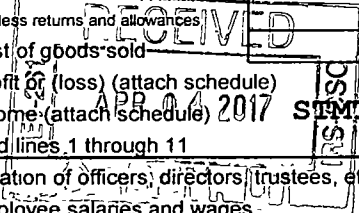
For calendar year 2016 or tax year beginning , and ending

Name of foundation <b>KENNETH WERLEIN WILLS TESTAMENTARY TRUST</b>		A Employer identification number <b>64-6225989</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P.O. BOX 291</b>	Room/suite	B Telephone number (see instructions) <b>601-351-2453</b>
City or town, state or province, country, and ZIP or foreign postal code <b>JACKSON MS 39205-0291</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) ▶ \$ <b>1,148,253</b>	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	40,445	27,668		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 <b>STMT 1</b>	4,489			
	b Gross sales price for all assets on line 6a <b>452,752</b>				
	7 Capital gain net income (from Part IV, line 2)		248		
	8 Net short-term capital gain			0	
	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) <b>STMT 2</b>	620				
12 Total. Add lines 1 through 11	45,554	27,916	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,599			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <b>STMT 3</b>	575	575		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <b>STMT 4</b>	475	475		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch)				
	24 Total operating and administrative expenses. Add lines 13 through 23	13,649	1,050	0	0
	25 Contributions, gifts, grants paid	58,000			58,000
26 Total expenses and disbursements. Add lines 24 and 25	71,649	1,050	0	58,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-26,095				
b Net investment income (if negative, enter -0-)		26,866			
c Adjusted net income (if negative, enter -0-)			0		

SCANNED APR 12 2017

FILED MAR 31 2017



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(c) Fair Market Value		
Assets	1	Cash – non-interest-bearing					
	2	Savings and temporary cash investments		16,350	26,901	26,901	
	3	Accounts receivable ▶	963				
		Less allowance for doubtful accounts ▶		853	963	963	
	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 (att. schedule) ▶					
		Less allowance for doubtful accounts ▶	0				
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments – U S and state government obligations (attach schedule)					
	b	Investments – corporate stock (attach schedule) <b>SEE STMT 5</b>		1,176,871	1,140,612	1,120,389	
	c	Investments – corporate bonds (attach schedule)					
	11	Investments – land, buildings, and equipment, basis ▶					
	Less accumulated depreciation (attach sch) ▶						
12	Investments – mortgage loans						
13	Investments – other (attach schedule)						
14	Land, buildings, and equipment, basis ▶						
	Less accumulated depreciation (attach sch) ▶						
15	Other assets (describe ▶ )						
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)		1,194,074	1,168,476	1,148,253		
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	<b>Total liabilities</b> (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 type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" 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		1,194,074	1,168,476			
30	<b>Total net assets or fund balances</b> (see instructions)		1,194,074	1,168,476			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		1,194,074	1,168,476			

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)	1,194,074
2	Enter amount from Part I, line 27a	-26,095
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 6</b>	1,146
4	Add lines 1, 2, and 3	1,169,125
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 7</b>	649
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	1,168,476

**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.)
<b>1a</b>	<b>TRUSTMARK NATIONAL BANK</b>			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	<b>248</b>		<b>248</b>	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any		
<b>a</b>				<b>248</b>
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 ]		<b>248</b>
<b>3</b>	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	[ ]		

**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	<b>59,765</b>	<b>1,169,544</b>	<b>0.051101</b>
2014	<b>35,000</b>	<b>1,212,551</b>	<b>0.028865</b>
2013	<b>89,110</b>	<b>1,227,634</b>	<b>0.072587</b>
2012	<b>49,078</b>	<b>1,263,138</b>	<b>0.038854</b>
2011	<b>77,981</b>	<b>1,297,365</b>	<b>0.060107</b>

<b>2</b>	Total of line 1, column (d)	<b>0.251514</b>
<b>3</b>	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	<b>0.050303</b>
<b>4</b>	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>1,136,936</b>
<b>5</b>	Multiply line 4 by line 3	<b>57,191</b>
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)	<b>269</b>
<b>7</b>	Add lines 5 and 6	<b>57,460</b>
<b>8</b>	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	<b>58,000</b>

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

<b>1a</b>	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>b</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	<b>1</b>	<b>269</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>269</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>269</b>
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	<b>240</b>
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>240</b>
<b>8</b>	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	<b>29</b>
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b>		<b>X</b>
<b>1b</b>		<b>X</b>
<b>1c</b>		<b>X</b>
<b>2</b>		<b>X</b>
<b>3</b>		<b>X</b>
<b>4a</b>		<b>X</b>
<b>4b</b>		
<b>5</b>		<b>X</b>
<b>6</b>	<b>X</b>	
<b>7</b>	<b>X</b>	
<b>8a</b>		
<b>8b</b>	<b>X</b>	
<b>9</b>		<b>X</b>
<b>10</b>		<b>X</b>

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)		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)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <b>N/A</b>	X	
14	The books are in care of ▶ <b>LYN CRAWFORD</b> <b>P. O. BOX 291</b> Located at ▶ <b>JACKSON</b>		
	Telephone no ▶		
	MS ZIP+4 ▶ <b>39205</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year		15
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes No 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
<b>1a</b> 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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	<b>N/A</b> ▶ <input type="checkbox"/>	1b	
<b>c</b> 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?	<b>N/A</b>	1c	
<b>2</b> 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))			
<b>a</b> 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 ▶ 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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 )	<b>N/A</b>	2b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20			
<b>3a</b> 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>b</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 )	<b>N/A</b>	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
<b>b</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**  Yes  No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (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
TRUSTMARK NATIONAL BANK P.O. BOX 291	JACKSON MS 39205	50.00	12,599	0

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

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

**Total number of other employees paid over \$50,000** **0**

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**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 N/A	
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 N/A		
2		
All other program-related investments See instructions		
3		
<b>Total. Add lines 1 through 3</b>		▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,132,624
<b>b</b>	Average of monthly cash balances	<b>1b</b>	21,626
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,154,250
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,154,250
<b>4</b>	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	17,314
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,136,936
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	56,847

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	56,847
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5	<b>2a</b>	269
<b>b</b>	Income tax for 2016. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	269
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	56,578
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	56,578
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	56,578

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	58,000
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	58,000
<b>5</b>	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)	<b>5</b>	269
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	57,731

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				<b>56,578</b>
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only			<b>57,618</b>	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011				
<b>b</b> From 2012				
<b>c</b> From 2013				
<b>d</b> From 2014				
<b>e</b> From 2015				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <b>58,000</b>				
<b>a</b> Applied to 2015, but not more than line 2a			<b>57,618</b>	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2016 distributable amount				<b>382</b>
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				<b>56,196</b>
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012				
<b>b</b> Excess from 2013				
<b>c</b> Excess from 2014				
<b>d</b> Excess from 2015				
<b>e</b> Excess from 2016				

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

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

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

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

**N/A**

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

**N/A**

**c** Any submission deadlines

**N/A**

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

**N/A**

**Part XV** Supplementary Information *(continued)*

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> <b>CHAPEL OF THE CROSS</b> <b>674 MANNSDALE ROAD</b> <b>MADISON MS 39110</b>		EXEMPT	CONTRIBUTION	14,500
<b>ST. ANDREWS EPISCOPAL CAT</b> <b>305 E. CAPITOL ST</b> <b>JACKSON MS 39201</b>		EXEMPT	CONTRIBUTION	29,000
<b>EPISCOPAL DIOCESE OF MS</b> <b>218 N. CONGRESS ST</b> <b>JACKSON MS 39201</b>		EXEMPT	CONTRIBUTION	14,500
<b>Total</b>				<b>58,000</b>
b <i>Approved for future payment</i> <b>N/A</b>				
<b>Total</b>				





Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description		How Received	Whom Sold	Date Acquired	
Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
	ISHARES US PREFERRED STOCK ETF		PURCHASE	7/30/16	
1/06/16	\$ 3,934	\$ 3,987	\$	\$	-53
	ISHARES EDGE MSCI MINIMUM VOLITILITY		PURCHASE	7/30/16	
1/06/16	3,871	3,937			-66
	MARKET VECTORS HIGH YIELD MUNI		PURCHASE	10/01/16	
1/06/16	1,454	1,445			9
	POWERSHARES NATIONAL AMT-FREE		PURCHASE	10/01/16	
1/06/16	7,417	7,328			89
	SPDR NUVEEN BARCLAYS ST MUNI		PURCHASE	7/30/16	
1/06/16	1,434	1,438			-4
	VANGUARD ST CORPORATE BOND		PURCHASE	9/18/16	
1/06/16	474	479			-5
	VANGUARD REIT ETF		PURCHASE	10/01/16	
1/06/16	2,560	2,311			249
	SPDR NUVEEN BLOOMBERG BARCLAY		PURCHASE	7/30/16	
3/30/16	24	24			
	SPDR NUVEEN BLOOMBERG BARCLAYS		PURCHASE	1/06/16	
3/30/16	24	24			
	ISHARES EDGE MSCI MINIMUM VOLATILITY		PURCHASE	7/30/16	
4/06/16	60,121	57,501			2,620
	ISHARES EDGE MSCI MINIMUM VOLATILITY		PURCHASE	8/06/16	
4/06/16	3,635	3,493			142
	MARKET VECTORS HIGH YIELD MUNI		PURCHASE	10/01/16	
4/06/16	779	769			10
	POWERSHARES NATIONAL AMT-FREE		PURCHASE	VARIOUS	
4/06/16	3,629	3,605			24
	SPDR BLOOMBERG ST HIGH YIELD		PURCHASE	9/18/16	
4/06/16	562	666			-104
	SPDR NUVEEN BLOOMBERG BARCLAYS ST		PURCHASE	7/30/16	
4/06/16	975	975			
	VANGUARD ST CORPORATE BOND		PURCHASE	9/18/16	
4/06/16	1,998	1,998			
	VANGUARD MID-CAP GROWTH INDEX FD		PURCHASE	7/30/16	
4/06/16	994	1,077			-83
	VANGUARD REIT ETF		PURCHASE	10/01/16	
4/06/16	2,154	1,877			277
	FIRST TRUST NASDAQ MULTI-ASSET DIV		PURCHASE	6/03/16	
6/08/16	3,705	3,954			-249
	ISHARES US PREFERRED STOCK ETF		PURCHASE	VARIOUS	
6/09/16	16,392	16,183			209
	ISHARES US PREFERRED STOCK ETF		PURCHASE	7/30/16	
6/09/16	56,804	56,793			11
	SPDR BLOOMBERG ST HIGH YIELD		PURCHASE	VARIOUS	
6/09/16	4,028	3,984			44
	VANGUARD MID-CAP GROWTH INDEX FD		PURCHASE	VARIOUS	
6/09/16	3,110	2,970			140
	FIRST TRUST NASDAQ MULTI-ASST DIV		PURCHASE	8/06/16	
7/06/16	439	446			-7
	ISHARES JP MORGAN USD EMERGING MKTS		PURCHASE	6/08/16	
7/06/16	4,606	4,520			86
	ISHARES EDGE MSCI MINIMUM VOLATILITY		PURCHASE	7/30/16	
7/06/16	1,435	1,298			137

## Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received	Whom Sold	Date Acquired
Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
ISHARES EDGE MSCI MINIMUM VOLATILITY			PURCHASE		8/06/16
7/06/16	\$ 417	\$ 379	\$	\$	38
POWERSHARES NATIONAL AMT-FREE			PURCHASE		4/06/16
7/06/16	1,220	1,191			29
SPDR BLOOMBERG ST HIGH YIELD			PURCHASE		9/18/16
7/06/16	1,792	2,033			-241
SPDR NUVEEN BLOOMBERG BARCLAYS ST			PURCHASE		1/06/16
7/06/16	441	440			1
VANECK VECTORS HIGH YIELD MUNI			PURCHASE		10/01/16
7/06/16	257	246			11
VANECK VECTORS HIGH YIELD MUNI			PURCHASE		VARIOUS
7/06/16	579	567			12
VANGUARD ST CORPORATE BOND			PURCHASE		9/18/16
7/06/16	10,998	10,868			130
VANGUARD ST CORPORATE BOND			PURCHASE		4/06/16
7/06/16	485	480			5
VANGUARD REIT ETF			PURCHASE		10/01/16
7/06/16	2,596	2,094			502
VANGUARD REIT ETF			PURCHASE		VARIOUS
7/06/16	537	489			48
ISHARES EDGE MSCI MINIMUM VOLATILITY			PURCHASE		7/30/16
8/08/16	55,499	49,921			5,578
ISHARES EDGE MSCI MINIMUM VOLATILITY			PURCHASE		8/06/16
8/08/16	1,862	1,683			179
ISHARES EDGE MSCI MINIMUM VOLATILITY			PURCHASE		VARIOUS
8/08/16	1,956	1,723			233
FIRST TRUST NASDAQ MULTI-ASSET DIV			PURCHASE		8/06/16
10/06/16	222	231			-9
ISHARES JP MORGAN USD EMERGING MKTS			PURCHASE		6/08/16
10/06/16	1,163	1,130			33
ISHARES US PREFERRED STOCK ETF			PURCHASE		7/06/16
10/06/16	862	870			-8
POWERSHARES NATIONAL AMT-FREE BOND			PURCHASE		8/06/16
10/06/16	1,034	1,007			27
SPDR BLOOMBERG ST HIGH YIELD			PURCHASE		9/18/16
10/06/16	3,854	4,248			-394
SPDR BLOOMBERG ST HIGH YIELD			PURCHASE		8/06/16
10/06/16	881	903			-22
SPDR NUVEEN BLOOMBERG BARCLAYS ST			PURCHASE		8/06/16
10/06/16	633	633			
VANECK VECTORS HIGH YIELD MUNI			PURCHASE		8/06/16
10/06/16	287	272			15
VANGUARD ST CORPORATE BOND			PURCHASE		8/06/16
10/06/16	561	556			5
VANGUARD MID-CAP GROWTH INDEX FD			PURCHASE		7/30/16
10/06/16	5,252	5,386			-134
VANGUARD MID-CAP GROWTH INDEX FD			PURCHASE		VARIOUS
11/07/16	104,318	109,656			-5,338
VANGUARD MID-CAP GROWTH INDEX FD			PURCHASE		VARIOUS
11/07/16	2,046	1,981			65
VANGUARD MID-CAP GROWTH INDEX FD			PURCHASE		8/06/16
11/07/16	5,114	5,376			-262

## Federal Statements

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)**

Date Sold	Description	Sale Price	Cost	How Received	Whom Sold	Date Acquired
				Expense	Depreciation	Net Gain / Loss
VANGUARD MID-CAP GROWTH INDEX FD				PURCHASE		7/06/16
11/07/16	\$ 2,045	\$ 2,021	\$		\$	24
VANGUARD ST CORPORATE BOND				PURCHASE		9/18/16
12/06/16	55,133	55,537				-404
VANGUARD ST CORPORATE BOND				PURCHASE		VARIOUS
12/06/16	3,253	3,260				-7
ST WASH SALE				PURCHASE		VARIOUS
VARIOUS	183					183
LT WASH SALE				PURCHASE		VARIOUS
VARIOUS	466					466
<b>TOTAL</b>	<b>\$ 452,504</b>	<b>\$ 448,263</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>4,241</b>

**Statement 2 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
INCOME TAX REFUND	\$ 620	\$	\$
<b>TOTAL</b>	<b>\$ 620</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEE	\$ 575	\$ 575	\$	\$
<b>TOTAL</b>	<b>\$ 575</b>	<b>\$ 575</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Statement 4 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAXES	\$ 475	\$ 475	\$	\$
<b>TOTAL</b>	<b>\$ 475</b>	<b>\$ 475</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ETF - EQUITY	\$ 536,361	\$ 454,134	COST	\$ 452,950
ETF-FIXED INCOME	640,510	686,478	COST	667,439
TOTAL	<u>\$ 1,176,871</u>	<u>\$ 1,140,612</u>		<u>\$ 1,120,389</u>

**Statement 6 - Form 990-PF, Part III, Line 3 - Other Increases**

Description	Amount
OTHER	\$ 1,146
TOTAL	<u>\$ 1,146</u>

**Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases**

Description	Amount
DISALLOWED WASH SALES	\$ 649
TOTAL	<u>\$ 649</u>