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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation CHARNA AND ALAN B LARKIN PHILANTHROPIC FUND INC % CHARNA LARKIN		A Employer identification number 65-0319095	
Number and street (or P O box number if mail is not delivered to street address) 200 EAST PALMETTO PARK ROAD Suite P		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code BOCA RATON, FL 33432		B Telephone number (see instructions)	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
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	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,453,369	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis )	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .				
	4 Dividends and interest from securities . . . . .	29,758	29,263		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-20,238			
	b Gross sales price for all assets on line 6a _____ 711,456				
	7 Capital gain net income (from Part IV, line 2) . . . . .		0		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 Total. Add lines 1 through 11 . . . . .	9,520	29,263		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	2,585	1,500		
	c Other professional fees (attach schedule) . . . . .	14,687	14,687		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	338	338		
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	9	9		
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	17,619	16,534		0
	25 Contributions, gifts, grants paid . . . . .	86,250			86,250
	26 Total expenses and disbursements. Add lines 24 and 25	103,869	16,534		86,250
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-94,349			
	b Net investment income (if negative, enter -0-)		12,729		
c Adjusted net income (if negative, enter -0-)					

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year <b>(a)</b> Book Value	End of year <b>(b)</b> Book Value <b>(c)</b> Fair Market Value	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	143,919	154,258	154,258
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	1,257,328	1,152,255	1,299,111
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,401,247	1,306,513	1,453,369	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	1,401,247	1,306,513	
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	1,401,247	1,306,513	
<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) .	1,401,247	1,306,513		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	1,401,247
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-94,349
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	520
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,307,418
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	905
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	1,306,513

**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> See Additional Data Table			
<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> See Additional Data Table			
<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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <div style="float: right; font-size: small;">           { If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	-20,238
<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	<b>3</b>	

**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 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	83,817	1,539,328	0 05445
2014	81,250	1,647,186	0 049327
2013	76,500	1,492,135	0 051269
2012	77,400	1,360,117	0 056907
2011	78,928	1,392,269	0 05669
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 268643
<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>3</b> 0 053729
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 1,447,635
<b>5</b> Multiply line 4 by line 3			<b>5</b> 77,780
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 127
<b>7</b> Add lines 5 and 6			<b>7</b> 77,907
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 86,250

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)**

<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>	127
<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>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	127
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</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>	127
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	2,317
<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>	2,317
<b>8</b>	Enter any <b>penalty</b> 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 <b>amount owed</b> . . . . . ▶	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . ▶	<b>10</b>	2,190
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> ▶ 2,190 <b>Refunded</b> ▶	<b>11</b>	

**Part VII-A Statements Regarding Activities**

		Yes	No
<b>1a</b>	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?	<b>1a</b>	No
<b>b</b>	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>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</i>	<b>1b</b>	No
<b>c</b>	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b>	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b>	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b>	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b>	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? <i>If "Yes," attach a conformed copy of the changes</i>	<b>3</b>	No
<b>4a</b>	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b>	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b>	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b>	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? . . . . .	<b>6</b>	Yes
<b>7</b>	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b>	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL _____		
<b>b</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? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b>	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)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b>	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

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

<b>11</b>	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). . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ► CHARNA LARKIN Telephone no ► (561) 865-3877			

Located at ► 5566 VINTAGE OAKS TERRACE DELRAY BEACH FL ZIP+4 ► 334846301

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . .	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year . . . . .	► <b>15</b>		
<b>16</b>	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?	<b>16</b>	<b>Yes</b>	<b>No</b>
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ►			

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

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

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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 <b>any</b> 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)? . . . . .	<b>1b</b>		
	Organizations relying on a current notice regarding disaster assistance check here. . . . .			
<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>1c</b>		<b>No</b>
<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? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<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?	<b>4b</b>		<b>No</b>

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

<b>5a</b> During the year did the foundation pay or incur any amount to <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> Organizations relying on a current notice regarding disaster assistance check here. <span style="float:right;">▶ <input type="checkbox"/></span> <b>c</b> 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? <span style="float:right;"><input type="checkbox"/> Yes <input type="checkbox"/> No</span> If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<b>5b</b>		
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes" to 6b, file Form 8870	<b>6b</b>		<b>No</b>
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> <b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>	<b>7b</b>		<b>No</b>

**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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CHARNA LARKIN 200 EAST PALMETTO PARK ROAD BOCA RATON, FL 33432	PRESIDENT 0	0	0	0
DAVID LARKIN 200 EAST PALMETTO PARK ROAD BOCA RATON, FL 33432	SECRETARY 0	0	0	0
JONATHAN LARKIN 200 EAST PALMETTO PARK ROAD BOCA RATON, FL 33432	TREASURER 0	0	0	0
A J LARKIN 200 EAST PALMETTO PARK ROAD BOCA RATON, FL 33432	TREASURER 0	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Total number of other employees paid over \$50,000. <span style="float:right;">▶</span>				

**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
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . . ►		

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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



**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>	1,320,591
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	149,089
<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>	1,469,680
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	
<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>	1,469,680
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	22,045
<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>	1,447,635
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	72,382

**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>	72,382
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	127
<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>	127
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	72,255
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	72,255
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	72,255

**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>	86,250
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	0
<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>	0
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	0
<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>	86,250
<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>	127
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	86,123

**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				72,255
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			0	
<b>b</b> Total for prior years 2014, 2013, 2012		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .	10,459			
<b>b</b> From 2012. . . . .	11,594			
<b>c</b> From 2013. . . . .	4,453			
<b>d</b> From 2014. . . . .	1,887			
<b>e</b> From 2015. . . . .	8,217			
<b>f</b> Total of lines 3a through e. . . . .	36,610			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>86,250</u>				
<b>a</b> Applied to 2015, but not more than line 2a			0	
<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. . . . .				72,255
<b>e</b> Remaining amount distributed out of corpus	13,995			
<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	50,605			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<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 . . . . .		0		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				0
<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). . . . .	10,459			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	40,146			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .	11,594			
<b>b</b> Excess from 2013. . . . .	4,453			
<b>c</b> Excess from 2014. . . . .	1,887			
<b>d</b> Excess from 2015. . . . .	8,217			
<b>e</b> Excess from 2016. . . . .	13,995			

**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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<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 organization 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) )  
CHARNA LARKIN

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	86,250
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .			14	29,758	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18	-20,238	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). . .				9,520	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		9,520

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

## Part XVII

- |   |    |    |
|---|----|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |
|---|----|----|

[illegible]

- described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- | b If "Yes," complete the following schedule |                          |                                 |
|---|--------------------------|---------------------------------|
| (a) Name of organization                    | (b) Type of organization | (c) Description of relationship |
|   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |

**Sign  
Here**

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

\* \* \* \* \*

Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name  MICHAEL S OLER	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN  P00889622
Firm's name ► OLER TOOTSEY & ASSOCIATES CPAS LLC				Firm's EIN ►
Firm's address ► 555 QUINCE ORCHARD ROAD SUITE 530  GAITHERSBURG, MD 20878				Phone no (301) 320-0100

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
FIDELITY 824046 ST-SEE STMT	P		
FIDELITY 824046 ST-SEE STMT	P		
FIDELITY 824909 ST-SEE STMT	P		
FIDELITY 824909 ST-SEE STMT	P		
FIDELITY 992666 ST-SEE STMT	P		
FIDELITY 992666 ST-SEE STMT	P		
CAPITAL GAIN DIVIDENDS	P		

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
297,959		320,000	-21,136
192,288		187,372	4,916
29,164		30,631	-1,467
148,059		156,143	-8,084
9,466		9,995	-529
32,167		28,458	3,709
			2,353

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-22,041
			4,916
			-1,467
			-8,084
			-529
			3,709

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADOPLH & ROSE LEWIS JEWISH COMMUNITY CENTER 9901 DONNA KLEIN BOULVARD BOCA RATON, FL 334281756	NONE	PC	GENERAL SUPPORT	6,000
VICTOR CENTER NATIONAL OFFICE 5501 OLD YORK ROAD LEVY 2 WEST PHILADELPHIA, PA 19141	NONE	PC	GENERAL SUPPORT	2,000
AMERICAN ORT 6917 ARLINGTON ROAD 203 BETHESDA, MD 20814	NONE	PC	GENERAL SUPPORT	1,000
KRAVIS CENTER FOR THE PERFORMING ARTS 701 OKEECHOBEE BOULEVARD WEST PALM, FL 33401	NONE	PC	GENERAL SUPPORT	2,000
US HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 20024	NONE	PC	GENERAL SUPPORT	2,000
AUTISM SPEAKS 2 PARK AVENUE 11TH FLOOR NEW YORK, NY 10016	NONE	PC	GENERAL SUPPORT	1,000
ANTI DEFAMATION LEAGUE 621 NW 53RD STREET SUITE 450 BOCA RATON, FL 33487	NONE	PC	GENERAL SUPPORT	5,000
AMERICAN COMMITTEE WEIZMAN INSTITUTE OF SCIENCE 633 THIRD AVENUE NEW YORK, NY 10017	NONE	PC	GENERAL SUPPORT	15,000
JEWISH ASSOCIATION FOR RESIDENTIAL CARE 21160 95TH AVENUE SOUTH BOCA RATON, FL 33428	NONE	PC	GENERAL SUPPORT	2,000
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE 800 8TH STREET NW WASHINGTON, DC 20001	NONE	PC	GENERAL SUPPORT	15,000
BOCA RATON REGIONAL HOSPITAL FOUNDATION 745 MEADOWS ROAD BOCA RATON, FL 33486	NONE	PC	GENERAL SUPPORT	2,000
SMILE TRAIN PO BOX 96231 WASHINGTON, DC 200906231	NONE	PC	GENERAL SUPPORT	2,000
FRIENDS OF ISRAEL DEFENSE FORCES 1430 BROADWAY NEW YORK, NY 10018	NONE	PC	GENERAL SUPPORT	2,000
WOUNDED WARRIOR PROJECT 1120 G STREET NW 700 WASHINGTON, DC 20005	NONE	PC	GENERAL SUPPORT	2,000
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVE NW WASHINGTON, DC 20016	NONE	PC	GENERAL SUPPORT	15,000
Total . . . . . ►				86,250
3a				



Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
JAFCO 4200 NORTH UNIVERSITY DRIVE SUNRISE, FL 33351	NONE	PC	GENERAL SUPPORT	2,000
SAVE THE CHILDREN 2000 L STREET NW 500 WASHINGTON, DC 20036	NONE	PC	GENERAL	2,250
BOSTON UNIVERSITY LARKIN FAMILY EYE RESEARCH 85 EAST CONCORD STREET 8TH FLOOR BOSTON, MA 02118	NONE	PC	GENERAL SUPPORT	2,000
ST JUDES CHILDRENS RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PC	GENERAL SUPPORT	3,000
TEMPLE BETH EL 333 SW 4th Ave BOCA RATON, FL 33432	NONE		GENERAL SUPPORT	3,000
<b>Total . . . . . ►</b> <b>3a</b>				86,250

**Note:** To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## **TY 2016 Depreciation Schedule**

**Name:** CHARNA AND ALAN B LARKIN PHILANTHROPIC  
FUND INC

**EIN:** 65-0319095

**TY 2016 Investments Corporate Stock Schedule**

**Name:** CHARNA AND ALAN B LARKIN PHILANTHROPIC  
FUND INC

**EIN:** 65-0319095

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
824046 - SEE STMT	660,308	752,756
824909 - SEE STMT	243,963	270,906
992666 - SEE STMT	247,984	275,449

**TY 2016 Other Decreases Schedule**

**Name:** CHARNA AND ALAN B LARKIN PHILANTHROPIC  
FUND INC

**EIN:** 65-0319095

Description	Amount
WASH SALE ADJS	905

**TY 2016 Other Expenses Schedule**

**Name:** CHARNA AND ALAN B LARKIN PHILANTHROPIC  
FUND INC

**EIN:** 65-0319095

**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	9	9		

**TY 2016 Other Increases Schedule**

**Name:** CHARNA AND ALAN B LARKIN PHILANTHROPIC  
FUND INC

**EIN:** 65-0319095

Description	Amount
SECURITIES BASIS ADJUSTMENTS	520

**TY 2016 Other Professional Fees Schedule**

**Name:** CHARNA AND ALAN B LARKIN PHILANTHROPIC  
FUND INC

**EIN:** 65-0319095

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MV FINANCIAL-INVESTMENT FEES	14,687	14,687		

**TY 2016 Taxes Schedule**

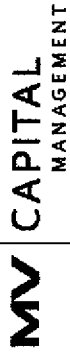
**Name:** CHARNA AND ALAN B LARKIN PHILANTHROPIC  
FUND INC

**EIN:** 65-0319095

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	338	338		



2016 YEAR-END INVESTMENT REPORT  
January 1, 2016 - December 31, 2016



Account # 649-992666  
CORPORATION  
Separate Account Manager: MV CAPITAL MGT INC MVCM CORE US EQUITY

## Holdings

### Core Account

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
FIDELITY GOVERNMENT MONEY MARKET (SPAXX)	4,323.730	\$1.0000	\$4,323.73	not applicable	not applicable	\$1.67
- 7-day yield 0.17%						
<b>Total Core Account (1% of account holdings)</b>			<b>\$4,323.73</b>			<b>\$1.67</b>

### Mutual Funds

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
<b>Short-Term Funds</b>						
FIDELITY TREASURY MONEY MARKET FUND (FZPXX)	13,444.900	\$1.0000	\$13,444.90	not applicable	not applicable	\$1.90
- 7-day yield 0.11%						
<b>Total Short-Term Funds (5% of account holdings)</b>			<b>\$13,444.90</b>			<b>\$1.90</b>
<b>Total Mutual Funds (5% of account holdings)</b>			<b>\$13,444.90</b>			<b>\$1.90</b>

### Exchange Traded Products

*Includes exchange-traded funds (ETFs), exchange-traded notes (ETNs), and other exchange-traded vehicles.*

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss
<b>Equity ETPs</b>					
ISHARES CORE S&P 500 ETF (IVV)	25,000	\$224.9900	\$5,624.75	\$5,292.14	\$332.61
ISHARES S&P 500 GROWTH ETF (IVW)	31,000	121.7900	3,775.49	3,625.68	149.81
<b>Total Equity ETPs (3% of account holdings)</b>			<b>9,400.24</b>	<b>8,917.82</b>	<b>482.42</b>
<b>Total Exchange Traded Products (3% of account holdings)</b>			<b>\$9,400.24</b>	<b>\$8,917.82</b>	<b>\$482.42</b>

2016 YEAR-END INVESTMENT REPORT  
January 1, 2016 - December 31, 2016

**MV CAPITAL**  
MANAGEMENT

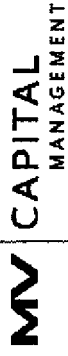
Account # 649-992666  
CORPORATION  
Separate Account Manager: MV CAPITAL MGT INC MVCM CORE US EQUITY

## Holdings

### Stocks

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
<b>Common Stock</b>						
ALLERGAN PLC. COM USD0.0001(AGN)	15,000	\$210.0100	\$3,150.15	\$4,796.74	-\$1,646.59	-
AON PLC COM USD0.01 CL A(AON)	67,000	111.5300	7,472.51	6,448.02	1,024.49	82.62
ACCENTURE PLC CLS A USD0.000225(ACN)	95,000	117.1300	11,127.35	8,191.77	2,935.58	219.45
MEDTRONIC PLC USD0.0001(MDT)	70,000	71.2300	4,986.10	5,344.79	-358.69	105.04
CHUBB LIMITED COM NPV	52,000	132.1200	6,870.24	5,926.01	944.23	94.30
ISIN #CH0044328745 (CB)						
ABBOTT LABORATORIES(ABT)	168,000	38.4100	6,452.88	7,427.13	-974.25	186.94
AIR PRODUCTS & CHEM(APD)	43,000	143.8200	6,184.26	5,212.77	971.49	113.03
ALPHABET INC CAP STK CL C(GOOG)	6,000	771.8200	4,630.92	3,067.08	1,563.84	-
ALPHABET INC CAP STK CL A(GOGL)	16,000	792.4500	12,679.20	7,618.26	5,060.94	-
AMGEN INC(AMGN)	45,000	146.2100	6,579.45	6,454.88	124.57	179.00
APPLE INC(AAPL)	94,000	115.8200	10,887.08	9,767.49	1,119.59	228.74
CVS HEALTH CORP COM(CVS)	89,000	78.9100	7,022.99	8,361.47	-1,338.48	149.62
CATERPILLAR INC(CAT)	51,000	92.7400	4,729.74	4,278.07	451.67	157.08
CHEVRON CORP NEW COM(CVX)	30,000	117.7000	3,531.00	3,125.75	405.25	128.70
CITIZENS FINL GROUP INC COM(CFG)	181,000	35.6300	6,449.03	4,173.47	2,275.56	65.16
DELTA AIR LINES INC DEL COM NEW(DAL)	89,000	49.1900	4,377.91	4,028.51	349.40	63.45
DISNEY WALT CO(DIS)	79,000	104.2200	8,233.38	8,128.41	104.97	95.14
DUKE ENERGY CORP NEW COM NEW	82,000	77.6200	6,364.84	6,000.29	364.55	263.97
ISIN #US26441C2044 SEDOL #87JZSK0 (DUK)						
EXXON MOBIL CORP(XOM)	55,000	90.2600	4,964.30	4,744.32	219.98	163.90
GENERAL ELECTRIC CO(GE)	138,000	31.6000	4,360.80	3,711.76	649.04	120.75
GENERAL MILLS INC(GIS)	68,000	61.7700	4,200.36	3,724.27	476.09	125.62
GILEAD SCIENCES INC(GILD)	78,000	71.6100	5,585.58	8,193.10	-2,607.52	141.37
INTEL CORP(INTC)	160,000	36.2700	5,803.20	4,947.74	855.46	164.32
INTUIT COM(INTU)	49,000	114.6100	5,615.89	4,345.82	1,270.07	65.56
JPMORGAN CHASE & CO(JPM)	80,000	86.2900	6,903.20	5,136.64	1,766.56	126.60
JOHNSON & JOHNSON(JNJ)	57,000	115.2100	6,566.97	6,016.07	550.90	165.45
LOCKHEED MARTIN CORP(LMT)	31,000	249.9400	7,748.14	6,293.37	1,454.77	209.87
NIKE INC CLASS B(NKE)	183,000	50.8300	9,301.89	7,914.77	1,387.12	113.76
OCCIDENTAL PETROLEUM CORP(OXY)	58,000	71.2300	4,131.34	4,531.96	-400.62	163.33
PAYPAL HLDGS INC COM(PYPL)	75,000	39.4700	2,960.25	2,551.75	408.50	-
PFIZER INC(PFE)	174,000	32.4800	5,651.52	5,586.67	64.85	203.10
PROCTER AND GAMBLE CO COM(PG)	64,000	84.0800	5,381.12	5,178.96	202.16	148.99
QUALCOMM INC(QCOM)	75,000	65.2000	4,890.00	4,739.37	150.63	151.69

2016 YEAR-END INVESTMENT REPORT  
January 1, 2016 - December 31, 2016



Account # 649-992666  
CORPORATION  
Separate Account Manager: MV CAPITAL MGT INC MVCM CORE US EQUITY

## Holdings

### Stocks (continued)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
Common Stock (continued)						
SCHLUMBERGER LIMITED COM USD0.01 (SLB)	107 000	83.9500	8,982.65	8,453.46	529.19	195.00
STARBUCKS CORP COM USD0.001(SBUX)	190 000	55.5200	10,548.80	7,728.87	2,819.93	163.10
SYSCO CORP (SYY)	89 000	55.3700	4,927.93	3,297.14	1,630.79	109.43
TJX COS INC NEW COM (TJX)	75 000	75.1300	5,634.75	5,645.89	-11.14	48.10
TEVA PHARMACEUTICAL INDUSTRIES ADR-EACH	83 000	36.2500	3,008.75	4,158.72	-1,149.97	84.66
GENV INTO 1 ORD ILS0.10 (TEVA)						
3M COMPANY (MMM)	51 000	178.5700	9,107.07	7,703.33	1,403.74	223.11
VERSUM MATLS INC COM (VSM)	102 000	28.0700	2,863.14	2,381.98	481.16	-
VISA INC COM CL A(V)	107 000	78.0200	8,348.14	7,050.57	1,297.57	70.72
WELLS FARGO & COMPANY COM USD1.666 (WFC)	124 000	55.1100	6,833.64	6,878.65	154.99	186.74
Total Common Stock (91% of account holdings)			\$266,048.46	\$239,066.09	\$26,982.37	\$5,277.41
Total Stocks (91% of account holdings)			\$266,048.46	\$239,066.09	\$26,982.37	\$5,277.41

Total Holdings			\$293,217.33	\$247,983.91	\$27,464.79	\$5,467.11
Total income earned on positions no longer held			\$122.27			

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.

## Holdings

### Core Account

Description	Quantity	Price Per Unit	Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
FIDELITY GOVERNMENT MONEY MARKET (SPAXX)	5,321.740	\$1 0000	\$5,321.74	not applicable	not applicable	\$1.87
- 7-day yield: 0.17%						
Total Core Account (2% of account holdings)			\$5,321.74			\$1.87

### Stocks

Description	Quantity	Price Per Unit	Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
<b>Common Stock</b>						
MICHAEL KORS HOLDINGS LTD COM NPV (KORS)	175,000	\$42 9800	\$7,521.50	\$8,426.52	-\$905.02	-
SEAGATE TECHNOLOGY PLC COM USD0.00001 (STX)	131,000	38 1700	5,000.27	5,171.74	-171.47	183.33
TE CONNECTIVITY LTD REG SHS (TEL)	133,000	69 2800	9,214.24	8,094.85	1,119.39	98.47
LYONDELLBASELL INDUSTRIES N V COM USD0.01 CLASS A (LYB)	119,000	85.7800	10,207.82	10,149.60	58.22	396.27
AEGON N V NY REGISTRY SH (AEG)	147,000	5.5300	812.91	818.52	-5.61	-
ALLSTATE CORP (ALL)	78,000	74.1200	5,781.36	5,436.52	344.84	56.73
AMERICAN AIRLINES GROUP INC COM USD1 (AAL)	131,000	46 6900	6,116.39	4,571.93	1,544.46	33.30
AMERICAN EXPRESS CO (AXP)	43,000	74.0800	3,185.44	2,801.17	384.27	3.20
AMERICAN INTL GROUP INC COM NEW (AIG)	26,000	65.3100	1,698.06	1,467.76	230.30	59.20
AMERIPRISE FINL INC COM (AMP)	87,000	110.9400	9,651.78	8,368.47	1,283.31	102.75
APPLIED MATERIALS INC (AMAT)	175,000	32.2700	5,647.25	4,752.70	894.55	25.90
ARCHER DANIELS MIDLAND (ADM)	66,000	45.6500	3,012.90	2,593.75	419.15	54.00
BHP BILLITON PLC SPONS ADR EACH REP 2 ORD USD0.50 (BBL)	95,000	31.4600	2,988.70	1,827.77	1,160.93	57.00
BED BATH & BEYOND INC (BBBY)	122,000	40.6400	4,958.08	7,776.40	-2,818.32	45.01
BEST BUY INC (BBY)	194,000	42.6700	8,277.98	6,750.74	1,527.24	111.16
BLOCK H & R INC (HRB)	65,000	22.9900	1,494.35	2,150.09	-655.74	41.60
BOEING CO (BA)	61,000	155.6800	9,496.48	8,108.48	1,388.00	115.54
CBS CORP NEW CL B (CBS)	83,000	63.6200	5,280.46	4,020.67	1,259.79	76.98
CA INC COM (CA)	57,000	31.7700	1,810.89	1,719.53	91.36	43.62
CAPITAL ONE FINANCIAL CORP (COF)	7,000	87.2400	610.68	514.71	95.97	2.80
CENTURYLINK INC (CTL)	369,000	23.7800	8,774.82	11,642.00	-2,867.18	709.56
CORNING INC (GLW)	131,000	24.2700	3,179.37	2,451.86	727.51	112.19

## Holdings

### Stocks (continued)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
<b>Common Stock (continued)</b>						
CUMMINS INC (CMI)	14,000	136.6700	1,913.38	1,649.23	264.15	28.70
DISCOVER FINL SVCS (DFS)	45,000	72.0900	3,244.05	2,844.70	399.35	3.30
DOVER CORP (DOV)	21,000	74.9300	1,573.53	1,179.77	393.76	36.12
EMERSON ELECTRIC CO (EMR)	70,000	55.7500	3,902.50	3,184.30	718.20	188.61
EXPRESS SCRIPTS HLDG CO COM (ESRX)	41,000	68.7900	2,820.39	3,467.99	-647.60	-
GENERAL ELECTRIC CO (GE)	21,000	31.6000	663.60	639.80	23.80	4.83
GENERAL MTRS CO COM (GM)	182,000	34.8400	6,340.88	5,642.13	698.75	155.42
GILEAD SCIENCES INC (GILD)	76,000	71.6100	5,442.36	5,923.26	-480.90	58.75
HARTFORD FINL SVCS GROUP INC (HIG)	35,000	47.6500	1,667.75	1,561.22	106.53	63.84
ILLINOIS TOOL WORKS (ITW)	35,000	122.4600	4,286.10	3,260.98	1,025.12	252.35
JUNIPER NETWORKS INC COM (JNPR)	180,000	28.2600	5,086.80	4,190.39	896.41	69.20
KOHL'S CORP COM (KSS)	163,000	49.3800	8,048.94	7,509.24	539.70	177.00
LINCOLN NATIONAL CORP (LIN)	81,000	66.2700	5,367.87	4,204.11	1,163.76	5.75
MSCI INC COM (MSCI)	16,000	78.7800	1,260.48	1,396.27	-135.79	7.28
MACYS INC COM (M)	127,000	35.8100	4,547.87	5,375.79	-827.92	202.40
MARRIOTT INTL INC CL A (MAR)	104,000	82.6800	8,598.72	6,956.72	1,642.00	113.40
MCDONALDS CORP (MCD)	21,000	121.7200	2,556.12	2,450.25	105.87	11.28
MOSAIC CO NEW COM (MOS)	52,000	29.3300	1,525.16	2,284.18	-759.02	152.08
MOTOROLA SOLUTIONS INC COM NEW (MSI)	81,000	82.8900	6,714.09	5,673.87	1,040.22	97.17
NTT DOCOMO INC ADS EACH 1 REP 1 ORD	104,000	22.7500	2,366.00	2,383.90	-17.90	120.88
<b>NPV (DCM)</b>						
NATIONAL OILWELL VARCO INC (NOV)	142,000	37.4400	5,316.48	4,352.59	963.89	136.07
NETAPP INC COM (NTAP)	43,000	35.2700	1,516.61	1,377.85	138.76	96.49
NORTHROP GRUMMAN CORP HOLDING CO (NOC)	33,000	232.5800	7,675.14	2,955.30	4,719.84	175.90
PARKER HANFIFIN CORP (PH)	33,000	140.0000	4,620.00	3,146.64	1,473.36	172.62
QUALCOMM INC (QCOM)	41,000	65.2000	2,673.20	2,655.25	17.95	25.97
RIO TINTO ADR EACH REP 1 ORD (RIO)	23,000	38.4600	884.58	560.19	324.39	34.79
SIRIUS XM HLDGS INC COM (SIRI)	447,000	4.4500	1,989.15	1,742.30	246.85	4.47
SPIRIT AEROSYSTEMS HLDGS INC CL A (SPR)	10,000	58.3500	583.50	594.46	-10.96	-
<b>TARGET CORP COM (TGT)</b>						
TRAVELERS COMPANIES INC COM STK NPV (TRV)	75,000	72.2300	5,417.25	5,390.15	27.10	46.20
TRAVELERS COMPANIES INC COM STK NPV (TRV)	101,000	122.4200	12,364.42	9,700.93	2,663.49	268.46
<b>TWENTY-FIRST CENTY FOX INC CL A (FOXA)</b>						
	110,000	28.0400	3,084.40	3,010.10	74.30	30.36

2016 YEAR-END INVESTMENT REPORT  
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# MV CAPITAL MANAGEMENT

Account # 670-824909  
CORPORATION

Separate Account Manager: O'SHAUGHNESSY ASSET MGMT LLC MARKET LEADERS VALUE

## Holdings

### Stocks (continued)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
<b>Common Stock (continued)</b>						
UNITED CONTINENTAL HOLDINGS INC COM USD0.01 (UAL)	138,000	72.8800	10,057.44	6,785.51	3,271.93	-
UNITED TECHNOLOGIES CORP COM USD1 (UTX)	17,000	109.6200	1,863.54	1,719.08	144.46	33.66
VALERO ENERGY CORP (VLO)	154,000	68.3200	10,521.28	9,256.47	1,264.81	245.40
WHOLE FOODS MKT INC (WFM)	133,000	30.7600	4,091.08	3,992.25	98.83	9.05
WYNDHAM WORLDWIDE CORP COM (WYN)	36,000	76.3700	2,749.32	2,564.36	184.96	22.00
YUM BRANDS INC (YUM)	45,000	63.3300	2,849.85	2,765.46	84.39	12.24
Total Common Stock (98% of account holdings)			\$270,905.56	\$243,962.77	\$26,942.79	\$5,390.65
<b>Total Stocks (98% of account holdings)</b>			<b>\$270,905.56</b>	<b>\$243,962.77</b>	<b>\$26,942.79</b>	<b>\$5,390.65</b>

### Total Holdings

Total income earned on positions no longer held

\$5,392.52

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

## Activity

### Securities Bought & Sold

Settlement Date	Security Name	Symbol/ CUSIP	Description	Quantity	Price	Transaction Cost	Amount
01/22	NAVIENT CORP COM USD0.01	63938C108	You Sold	-70,000	\$9.07430	-\$0.02	\$635.18
02/01	ALLSTATE CORP EXEC ON MULT EXCHG DETAILS ON REQUEST AVERAGE PRICE TRADE DETAILS ON REQUEST	020002101	You Sold	-14,000	58.75061	-0.02	822.49
02/01	AMERICAN INTL GROUP INC COM NEW	026874784	You Bought	21,000	55.33600	-	-1,162.06

## Holdings

### Core Account

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
FIDELITY GOVERNMENT MONEY MARKET (SPAXX)	19,776.090	\$1.0000	\$19,776.09	not applicable	not applicable	\$6.68
7-day yield: 0.17%						
Total Core Account (2% of account holdings)			\$19,776.09			\$6.68

### Mutual Funds

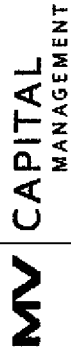
Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss	Income Earned
<b>Stock Funds</b>						
FIDELITY LOW PRICED STOCK (FLPSX)	459.668	\$49.4800	\$22,744.37	\$19,618.37	\$3,126.00	\$1,062.91
FIRST EAGLE OVERSEAS CLASS I (SGOIX)	2,083.305	22.8500	47,603.51	48,854.95	-1,251.44	1,741.88
Total Stock Funds (8% of account holdings)			\$70,347.88	\$68,473.32	\$1,874.56	\$2,804.79
<b>Bond Funds</b>						
TCW TOTAL RETURN BOND CLASS I (TGLMX)	1,959.226	\$9.8800	\$19,357.15	\$20,073.65	-\$716.50	\$745.63
Total Bond Funds (2% of account holdings)			\$19,357.15	\$20,073.65	-\$716.50	\$745.63
<b>Short-Term Funds</b>						
FIDELITY TREASURY MONEY MARKET FUND (FZFX)	111,391.940	\$1.0000	\$111,391.94	not applicable	not applicable	\$21.15
7-day yield: 0.11%						
Total Short-Term Funds (13% of account holdings)			\$111,391.94			\$21.15
Total Mutual Funds (23% of account holdings)			\$201,096.97	\$88,546.97	\$1,158.06	\$3,571.57

### Exchange Traded Products

Includes exchange-traded funds (ETFs), exchange-traded notes (ETNs), and other exchange-traded vehicles.

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss
<b>Equity ETPs</b>					
ISHARES RUSSELL 1000 GROWTH ETF (IWF)	898.000	\$104.9000	\$94,200.20	\$44,884.19	\$49,316.01

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Account # 670-824046  
CORPORATION

## Holdings

### Exchange Traded Products (continued)

Description	Quantity	Price Per Unit	Total Market Value	Total Cost Basis	Unrealized Gain/Loss
<b>Equity ETPs (continued)</b>					
ISHARES RUSSELL 2000 VALUE ETF (IWN)	171,000	118.9400	20,338.74	12,527.68	7,811.06
ISHARES RUSSELL 2000 GROWTH ETF (IWO)	274,000	153.9400	42,179.56	22,364.32	19,815.24
ISHARES EDGE MSCI MIN VOL EAFE ETF (EFAV)	1,240,000	61.2200	75,912.80	77,330.68	-1,417.88
ISHARES EDGE MSCI MIN VOL USA ETF (USMV)	5,018,000	45.2200	226,913.96	210,444.28	16,469.68
Total Equity ETPs (52% of account holdings)			459,545.26	367,551.15	91,994.11
<b>Fixed Income ETPs</b>					
ISHARES CORE U.S. AGGREGATE BOND ETF (AGG)	365,000	\$108.0600	\$39,441.90	\$40,378.82	-\$936.92
ISHARES 1-3 YEAR TREASURY BOND ETF (SHY)	400,000	84.4500	33,780.00	34,042.52	-262.52
ISHARES TRUST FLOATING RATE BD ETF (FLOT)	903,000	50.7300	45,809.19	45,747.63	61.56
Total Fixed Income ETPs (13% of account holdings)			119,031.09	120,168.97	-1,137.88
<b>Other ETPs</b>					
POWERSHARES EXCH TRADED FD TR II PREFERRED PORTFOLIO ISIN #US73936T5653 SEDOL #B676G93 (PGX)	2,982,000	\$14.2300	\$42,433.86	\$44,095.31	-\$1,661.45
SPDR SERIES TRUST BLMBRG BRC CNVRT (CWB)	337,000	45.6500	15,384.05	13,991.40	1,392.65
VANGUARD INDEX FDS VANGUARD REIT ETF FORMERLY VANGUARD INDEX TR TO 05/24/01 REIT VIPER SHS (VNQ)	323,000	82.5300	26,657.19	25,954.07	703.12
Total Other ETPs (10% of account holdings)			84,475.10	84,040.78	434.32
<b>Total Exchange Traded Products (75% of account holdings)</b>			<b>\$663,051.45</b>	<b>\$571,760.90</b>	<b>\$91,290.55</b>
<b>Total Holdings</b>			<b>\$883,924.51</b>	<b>\$560,307.87</b>	<b>\$323,616.64</b>
Total income earned on positions no longer held			\$546.58		
					<b>\$19,222.17</b>