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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation****or Section 4947(a)(1) Trust Treated as Private Foundation**

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

2016**Open to Public
Inspection****For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016**

<p>Name of foundation THE TOMBLIN FAMILY FOUNDATION</p> <p>Number and street (or P O box number if mail is not delivered to street address) 600 DAVIS RANCH RD</p> <p>City or town, state or province, country, and ZIP or foreign postal code SAN MARCOS, TX 78666</p> <p>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</p> <p>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</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,222,935</p>		<p>A Employer identification number 74-2983762</p> <p>B Telephone number (see instructions) (512) 615-2400</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>										
		<p>J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p> <p>(Part I, column (d) must be on cash basis)</p>										
<p>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))</p>		(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								42,950	42,950	42,950
	4	Dividends and interest from securities								3,728	3,728	3,728
	5a	Gross rents										
	b	Net rental income or (loss)										
	6a	Net gain or (loss) from sale of assets not on line 10								5,872		
	b	Gross sales price for all assets on line 6a								576,753		
	7	Capital gain net income (from Part IV, line 2)									5,872	
	8	Net short-term capital gain										
	9	Income modifications										
	10a	Gross sales less returns and allowances										
b	Less Cost of goods sold											
c	Gross profit or (loss) (attach schedule)											
11	Other income (attach schedule)											
12	Total. Add lines 1 through 11								52,550	52,550	46,678	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc										
	14	Other employee salaries and wages										
	15	Pension plans, employee benefits										
	16a	Legal fees (attach schedule)										
	b	Accounting fees (attach schedule)								6,300		
	c	Other professional fees (attach schedule)										
	17	Interest										
	18	Taxes (attach schedule) (see instructions)								21,154	20,928	20,928
	19	Depreciation (attach schedule) and depletion										
	20	Occupancy										
	21	Travel, conferences, and meetings								9,874		
	22	Printing and publications										
	23	Other expenses (attach schedule)								701	235	235
	24	Total operating and administrative expenses.										
	Add lines 13 through 23								38,029	21,163	21,163	0
25	Contributions, gifts, grants paid								53,686			53,686
26	Total expenses and disbursements. Add lines 24 and 25								91,715	21,163	21,163	53,686
27	Subtract line 26 from line 12											
a	Excess of revenue over expenses and disbursements								-39,165			
b	Net investment income (if negative, enter -0-)									31,387		
c	Adjusted net income (if negative, enter -0-)										25,515	

	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
	1 Cash—non-interest-bearing		89,685	39,205	39,205
	2 Savings and temporary cash investments		101,155	44,134	44,134
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)		333,236	423,361	411,939
	b Investments—corporate stock (attach schedule)		240,602	242,652	240,233
	c Investments—corporate bonds (attach schedule)		574,967	517,644	487,424
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► _____)			646	
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		1,339,645	1,267,642	1,222,935
	17 Accounts payable and accrued expenses		300	300	
	18 Grants payable.				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► _____)				
	23 Total liabilities (add lines 17 through 22)		300	300	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		1,339,345	1,267,342	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		1,339,345	1,267,342	
	31 Total liabilities and net assets/fund balances (see instructions) .		1,339,645	1,267,642	

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	1,339,345
2 Enter amount from Part I, line 27a	2	-39,165
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,300,180
5 Decreases not included in line 2 (itemize) ►	5	32,838
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,267,342

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE ATTACHMENT 2 6413 NET ST			P		
b SEE ATTACHMENT 2 6413 NET LT			P		
c SEE ATTACHMENT 1 8112 NET ST			P		
d SEE ATTACHMENT 1 8112 NET LT			P		
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 63,555		64,347	-792		
b 185,740		182,910	2,830		
c 3,890		4,114	-224		
d 323,568		319,510	4,058		
e					
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))		
(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			
a			-792		
b			2,830		
c			-224		
d			4,058		
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	5,872		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

 Yes No

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

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

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	57,660	1,202,142	0 047964
2014	90,421	1,303,284	0 069379
2013	76,561	1,381,260	0 055428
2012	31,214	1,441,277	0 021657
2011	35,180	1,429,596	0 024608
2 Total of line 1, column (d)			0 219036
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0 043807
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			1,270,003
5 Multiply line 4 by line 3			55,635
6 Enter 1% of net investment income (1% of Part I, line 27b)			314
7 Add lines 5 and 6			55,949
8 Enter qualifying distributions from Part XIII, line 4			53,686

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	628
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	628
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	628
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	7
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	635
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►	Refunded	11

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►NONE	13	Yes
14	The books are in care of ►REBECCA TOMBLIN	Telephone no	►(512) 353-7336
Located at ►600 DAVIS RANCH ROAD 600 DAVIS RANCH ROAD SAN MARCOS TX			ZIP+4 ►78666
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		<input type="checkbox"/>
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 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 ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

Part VII-B Statements Regarding Activities for Which Form 4720 May Be RequiredFile **Form 4720** if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ► Organizations relying on a current notice regarding disaster assistance check here.	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	Yes
c	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____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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)? 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? 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? 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? Yes No

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)

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
TOMBLIN ANTHONY W 600 DAVIS RANCH RD SAN MARCOS, TX 78666	PRESIDENT 000 00	0	0	0
TOMBLIN REBECCA 600 DAVIS RANCH RD SAN MARCOS, TX 78666	SECRETARY 000 00	0	0	0

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	
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	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,193,538
b	Average of monthly cash balances.	1b	95,805
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,289,343
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,289,343
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	19,340
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,270,003
6	Minimum investment return. Enter 5% of line 5.	6	63,500

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	63,500
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	628
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	628
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	62,872
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	62,872
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	62,872

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	53,686
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	53,686
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	53,686
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				62,872
2 Undistributed income, if any, as of the end of 2016			39,169	
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 53,686			39,169	
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				14,517
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				48,355
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

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

Part XV Supplementary Information (Complete this part only if the 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))
- 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

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	42,950	
4 Dividends and interest from securities.			14	3,728	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					5,872
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				46,678	
13 Total. Add line 12, columns (b), (d), and (e).					52,550

(See worksheet in line 13 instructions to verify calculations)

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

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				
AUSTIN BAR FOUNDATION AUSTIN BAR FOUNDATION 816 CONGRESS AVE STE 700 816 CONGRESS AVE STE 700 AUSTIN, TX 78701	NONE	501(C)3	IMPOVE PUBLIC AWARENESS OF LEGAL SYS	2,000
AUSTIN CREATIVE ALLIANCE AUSTIN CREATIVE ALLIANCE 81 SAN MARCOS ST 81 SAN MARCOS ST AUSTIN, TX 78702	NONE	501(C)3	ADV, CONNECT & ADVOCATE FOR ART'S	1,000
AMERICAN REFUGEE COMMITTEE AMERICAN REFUGEE COMMITTEE 615 1ST AVE NE SUITE 500 615 1ST AVE NE SUITE 500 MINNEAPOLIS, MN 554132681	NONE	501(C)3	SUPPORT FOR REFUGEES	5,000
CASA OF CENTRAL TEXAS CASA OF CENTRAL TEXAS P O BOX 8500-108 P O BOX 8500-108 SAN MARCOS, TX 786678500	NONE	501(C)3	CHILDREN'S ADVOCATE	2,550
CENTRO CULTURAL HISPANO DE SAN MARC CENTRO CULTURAL HISPANO DE SAN MARCOS 211 LEE STREET 211 LEE STREET SAN MARCOS, TX 78666	NONE	501(C)3	CULTURAL AVDOCATE	3,500
Total			►	53,686
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)				
a Paid during the year				
CLIFFORD ANTONE FOUNDATION CLIFFORD ANTONE FOUNDATION P O BOX 6493 P O BOX 6493 AUSTIN, TX 78762	NONE	501(C)3	PROMOTE AUSTIN MUSIC	1,000
COMMUNITY ACTION INC COMMUNITY ACTION INC P O BOX 748 P O BOX 748 SAN MARCOS, TX 78666	NONE	501(C)3	ASSIST FLOOD VICTIMS	500
CYPRESS CREEK CHURCH CYPRESS CREEK CHURCH 211 STILLWATER RD 211 STILLWATER RD WIMBERLEY, TX 78676	NONE	501(C)3	MISSIONARY SUPPORT MACEDONIA	3,000
FAMILY FOR LIFE FAMILY FOR LIFE 350 N GUADALUPE ST 350 N GUADALUPE ST SAN MARCOS, TX 78666	NONE	501(C)3	PROVIDE OPPORTUNITIES IN FOSTER CARE	1,500
FIRST UNITED METHODIST CHURCH FIRST UNITED METHODIST CHURCH 129 W HUTCHISON 129 W HUTCHISON SAN MARCOS, TX 78666	NONE	501(C)3	PROMOTE CUB SCOUTING	2,200
Total			►	53,686
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)				
a Paid during the year				
INDIGENOUS CULTURES INSTITUTE INDIGENOUS CULTURES INSTITUTE P O BOX 1414 P O BOX 1414 SAN MARCOS, TX 78667	NONE	501(C)3	SACRED SPRINGS POW-WOW	6,000
KUT RADIO KUT RADIO 1 UNIVERSITY STATION 1 UNIVERSITY STATION AUSTIN, TX 78712	NONE	501(C)3	SUPPORT PUBLIC RADIO	1,750
LITTLE HELPING HANDS LITTLE HEALPING HANDS P O BOX 29142 P O BOX 29142 AUSTIN, TX 78755	NONE	501(C)3	INSPIRING LIFELONG VOLUNTEERISM	2,500
LONESTAR LEGACY LONESTAR LEGACY 423 RIDGEWOOD RD 423 RIDGEWOOD RD AUSTIN, TX 78746	NONE	501(C)3	ASSIST CHILDREN WITH MEDICAL NEEDS	1,050
PRIDE INCLUSIVE SPORTS OF AUSTIN PRIDE INCLUSIVE SPORTS OF AUSTIN P O BOX 458 P O BOX 458 SPICEWOOD, TX 78669	NONE	501(C)3	CARE & SUPPORT FOR SPECIAL NEEDS	5,000
Total			►	53,686
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)				
a Paid during the year				
SAN MARCOS PUBLIC LIBRARY SAN MARCOS PUBLIC LIBRARY 625 E HOPKINS 625 E HOPKINS SAN MARCOS, TX 78666	NONE	501(C)3	PROVIDE ACCESS TO ED MATREIALS	200
SAVE THE CHILDREN SAVE THE CHILDREN 54 WILTON ROAD 54 WILTON ROAD WESTPORT, CT 06880	NONE	501(C)3	EDUCATIONAL SUPPORT FOR CHILDREN	936
STEM SCHOOL & ACADEMY STEM SCHOOL & ACADEMY 8773 SOUTH RIDGELINE BLVD 8773 SOUTH RIDGELINE BLVD HIGHLANDS RANCH, CO 80129	NONE	501(C)3	PROVIDE INTEGRATED ED SYSTEM	3,000
TAOS COMMUNITY FOUNDATION TAOS COMMUNITY FOUNDATION 114 DES GEORGES LANE 114 DES GEORGES LANE TAOS, NM 87571	NONE	501(C)3	PROMOTE SPECIAL RANCH PROJECT	500
THE VILLAGE CAMPUS THE VILLAGE CAMPUS P O BOX 748 P O BOX 748 SAN MARCOS, TX 78667	NONE	501(C)3	PROVIDE AN ARRAY OF PROGRAMS	10,000
Total			►	53,686
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)				
a Paid during the year				
TRUTH BE TOLD TRUTH BE TOLD P O BOX 40221 P O BOX 40221 AUSTIN, TX 78704	NONE	501(C)3	EMPOWER VOICES & RENOVATE LIVES	500
Total ►				53,686
3a				

TY 2016 Accounting Fees Schedule

Name: THE TOMBLIN FAMILY FOUNDATION**EIN:** 74-2983762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SAM C COOPER CPA PC, TAX FILINGS	2,400			
SCHWATRZ & ASSOCIATES, BOOKKEEPI	3,900			

TY 2016 Investments Corporate Bonds Schedule**Name:** THE TOMBLIN FAMILY FOUNDATION**EIN:** 74-2983762

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHMENT 3 & 4	517,644	487,424

TY 2016 Investments Corporate Stock Schedule

Name: THE TOMBLIN FAMILY FOUNDATION

EIN: 74-2983762

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHMENT 3 & 4	242,652	240,233

TY 2016 Investments Government Obligations Schedule

Name: THE TOMBLIN FAMILY FOUNDATION

EIN: 74-2983762

**US Government Securities - End
of Year Book Value:** 423,361

**US Government Securities - End
of Year Fair Market Value:** 411,939

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2016 Other Assets Schedule

Name: THE TOMBLIN FAMILY FOUNDATION**EIN:** 74-2983762

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INT PURCHASED		646	

TY 2016 Other Decreases Schedule

Name: THE TOMBLIN FAMILY FOUNDATION

EIN: 74-2983762

Description	Amount
FAIR VALUE TO COST ADJUSTMENT	32,838

TY 2016 Other Expenses Schedule

Name: THE TOMBLIN FAMILY FOUNDATION
EIN: 74-2983762

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DUES/FEES	95			
MEALS/ENTERTAINMENT	235	235	235	
OFFICE SUPPLIES	371			

TY 2016 Taxes Schedule

Name: THE TOMBLIN FAMILY FOUNDATION**EIN:** 74-2983762

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	226			
LICENSES/FEES	20,887	20,887	20,887	
FOREIGN TAXES	41	41	41	

Account Snapshot Positions

Client The Tomblin Family Foundation, Inc
Acct Number. BRKBU2036413

Account Snapshot Positions Report
As of 12/31/2016

Run 07/06/2017 03 02 21 PM

Strategy MD_ALZ_GS

Security Type Class

Cash and Cash Equivalents

Description	Manager	Ticker	Cusip	Units	Unit Cost	Price	Total Cost	Market Value
USD Cash	Allianz	USD Cash	USD Cash	0 0000	1 000000	1 000000	8,220 68	8,220 68

Summary for Security Type Class Cash and Cash

Security Type Class

Common Stocks

Description	Manager	Ticker	Cusip	Units	Unit Cost	Price	Total Cost	Market Value
AGILENT TECHNOLOGIES INC	Allianz	A	00846U101	104 0000	42 881635	45 560000	4,459 69	4,738 24
APPLE INC	COM	AAPL	037833100	46 0000	122 729130	115 820000	5,645 54	5,327 72
ACCENTURE PLC IRELAND	Allianz	ACN	G1151C101	44 0000	110 930000	117 130000	4,880 92	5,153 72
ADIDAS AG	ADR	ADYY	00687A107	60 0000	81 072000	78 550000	4,864 32	4,713 00
ASTELLAS PHARMA INC	ADR	AllPMY	04623U102	201 0000	15 243980	13 860000	3,064 04	2,785 86
AMADEUS IT GROUP S A	ADS	AMADY	02263T104	130 0000	48 840000	45 730000	6,349 20	5,944 90
AUSTRALIAandNEW ZEALAND BKG	Allianz	ANZBY	052528304	232 0000	19 958017	21 840000	4,630 26	5,066 88
ATLAS COPCO AB	SP ADR	ATLKY	049255706	158 0000	28 986013	30 540000	4,579 79	4,825 32
AMERICAN EXPRESS CO	Allianz	AXP	025816109	75 0000	70 768667	74 080000	5,307 65	5,556 00
ASTRAZENECA PLC	Allianz	AZN	046353108	132 0000	32 342727	27 320000	4,269 24	3,606 24
BIOGEN INC	COM	BIIB	09062X103	9.0000	350.063333	283.580000	3,150.57	2,552.22

Security Type Class	Common Stocks	Description	Manager	Ticker	Cusip	Units	Unit Cost	Price	Total Cost	Market Value
BNP PARIBAS	Allianz	BNPQY	05565A202	124 0000	26 729355	31 850000	3,314.44	3,949.40		
CITIGROUP INC	COM	C	172967424	83 0000	47 380361	59 430000	3,932.57	4,932.69		
COLGATE PALMOLIVE CO	Allianz	CL	194162103	74 0000	71 280541	65 440000	5,274.76	4,842.56		
DAIKIN IND'S LTD	ADR	DKILY	23381B106	31 0000	183 877097	184 350000	5,700.19	5,714.85		
ECOLAB INC	COM	Allianz	ECL	278865100	39 0000	119 136154	117 220000	4,646.31	4,571.58	
LAUDER ESTEE CCS INC	CL A	Allianz	EL	518439104	61 0000	83 542459	76 490000	5,096.09	4,665.89	
EOG RES INC	COM	Allianz	EOG	26875P101	62 0000	93 189516	101 100000	5,777.75	6,268.20	
EATON CORP PLC	SHS	Allianz	ETN	G29183103	69 0000	66 763333	67 090000	4,606.67	4,629.21	
GRAINGER WW INC	COM	Allianz	GWW	384802104	17 0000	223 464706	232 250000	3,798.90	3,948.25	
HENKEL AG and CO KGAA	Allianz	HENOY	42550U208	44 0000	131 970000	119 000000	5,806.68	5,236.00		
INDUSTRIA DE DISEÑO TEXTIL IND	Allianz	IDEXY	455793109	289 0000	17 947993	16 970000	5,186.97	4,904.33		
INDEX CORP	COM	Allianz	IEX	45167R104	61 0000	91 164426	90 060000	5,561.03	5,493.66	
INTERNATIONAL	Allianz	IFF	459506101	42 0000	135 210000	117 830000	5,678.82	4,948.86		
INTERTEK GROUP PLC	ADR	Allianz	IKTSY	461130106	80 0000	46 980000	42 300000	3,758.40	3,384.00	
INTEL CORP	COM	Allianz	INTC	458140100	117 0000	35 616667	36 270000	4,167.15	4,243.59	
INTUIT	COM	Allianz	INTU	461202103	41 0000	102 537073	114 610000	4,204.02	4,699.01	
JOHNSON and JOHNSON	Allianz	JNJ	478160104	56 0000	118 716250	115 210000	6,648.11	6,451.76		
KEYENCE CORP	ORD	Allianz	KYCCF	J32491102	6 0000	704 438333	686 370000	4,226.63	4,118.22	
MONDELEZ INT'L INC	CL A	Allianz	MDLZ	609207105	108 0000	42 570278	44 330000	4,597.59	4,787.64	
MICROSOFT CORP	COM	Allianz	MSFT	594918104	144 0000	50 945556	62 140000	7,336.16	8,948.16	
MUNICH RE GROUP	Allianz	MURGY	626188106	259 0000	18 414054	18 830000	4,769.24	4,876.97		
NIELSEN HLDGS PLC	SHS	Allianz	NLSN	G6518L108	77 0000	52 139740	41 950000	4,014.76	3,230.15	
NESTLE S A	Allianz	NSRGY	641069406	39 0000	79 794872	71 740000	3,112.00	2,797.86		
NOVO-NORDISK A/S	ADR	Allianz	NVO	670100205	89 0000	44 319551	35 860000	3,944.44	3,191.54	
PRUDENTIAL PLC	ADR	Allianz	PUK	74435K204	178.0000	38.584157	39.790000	6,867.98	7,082.62	

Security Type Class	Common Stocks	Description	Manager	Ticker	Cusip	Units	Unit Cost	Price	Total Cost	Market Value
		RECKITT BENCKISER PLC	Allianz	RBGLY	756255204	215 0000	19 198791	16 800000	4,127 74	3,612 00
		ROYAL DUTCH SHELL PLC	Allianz	RDS A	780259206	99 0000	49 567475	54 380000	4,907 18	5,383 62
		ROCHE HLDG LTD	Allianz	RHHBY	771195104	172 0000	30 624593	28 530000	5,267 43	4,907 16
SAP SE	SPON ADR	STARBUCKS CORP	COM	Allianz	SAP	803054204	51 0000	87 870000	86 430000	4,481 37
		SKANDINAVSKA ENSKILDA	COM	Allianz	SBUX	855244109	107 0000	50 750187	55 520000	5,430 27
		SCHLUMBERGER LTD	COM	Allianz	SKVKY	830505301	327 0000	10 130000	10 460000	3,312 51
		SandP GLOBAL INC	COM	Allianz	SLB	806857108	70 0000	77 954571	83 950000	5,456 82
UBS GROUP AG	SHS	UBS GROUP AG	SHS	Allianz	SPGI	78409V104	29 0000	122 706897	107 540000	3,558 50
UNILEVER PLC	SPON	UNILEVER PLC	SPON	Allianz	UBS	H42097107	191 0000	14 686387	15 670000	2,805 10
VISA INC	COM CL A	VISA INC	COM CL A	Allianz	UL	904767704	162 0000	46 524321	40 700000	7,536 94
		VODAFONE GROUP PLC NEW	COM CL A	Allianz	V	92826C839	107 0000	74 883645	78 020000	8,012 55
		WPP PLC NEW	ADR	Allianz	VOD	92857W308	160 0000	31 338438	24 430000	5,014 15
XYLEM INC	COM	XYLEM INC	COM	Allianz	WPPGY	92937A102	44 0000	116 537273	110 660000	5,127 64
					XYL	98419M100	88 0000	49 831932	49 520000	4,385 21
Summary for Security Type Class		Common Stocks								

Account Snapshot Positions

Client The Tomblin Family Foundation, Inc
Acct Number. BRKBU4018112

Account Snapshot Positions Report

As of 12/31/2016

Run 07/06/2017 03 02 21 PM

Strategy GLA_AFI

Security Type Class	Cash and Cash Equivalents	Description	Manager	Cusip	Units	Unit Cost	Price	Total Cost	Market Value
		USD Cash	Glenmede	USD Cash	0 0000	1 000000	1 000000	35,912.82	35,912.82
<hr/>									
<hr/>									

Summary for Security Type Class Cash and Cash

Security Type Class	Corporate Bonds	Description	Manager	Cusip	Units	Unit Cost	Price	Total Cost	Market Value
		SR GLBL	Glenmede	037833AK6	50,000 0000	0 972020	97 371800	48,601.00	48,685.90
		SR NT 3 3%	Glenmede	458140AJ9	45,000 0000	1 005050	103 916600	45,227.25	46,762.47
		SRR	Glenmede	594918BS2	20,000 0000	0 994150	95 036200	19,883.00	19,007.24
		SRR	Glenmede	BK19	18,000 0000	1 138070	107 896400	20,485.26	19,421.35
		SRR	Glenmede	06406HBM0	30,000 0000	1 364830	111 617200	40,944.90	33,485.16
		SRR	Glenmede	CAT18	149123BQ3	29,000 0000	1 456570	135 350300	42,240.53
		SRR	Glenmede	CMCSA/22	47,000 0000	1 132440	105 684600	53,224.68	49,671.76
		SRR	Glenmede	DE21	24422ERE1	10,000 0000	1 152130	110 905800	11,521.30
		SRR	Glenmede	GE/21G	369622SM8	20,000 0000	1 379020	133 112900	27,580.40
		SRR	Glenmede	GE/32	36962GXZZ	30,000 0000	1 015450	100 973700	30,463.50
		SRR	Glenmede	HMC/19	02665WAH4	43,000.0000	1.409500	117.701000	60,608.50
		SRR	Glenmede	IBM19	459200AG6				50,611.43

Security Type Class		Corporate Bonds							
Description	Manager	Ticker	Cusip	Units	Unit Cost	Price	Total Cost	Market Value	
JOHNSON and JOHNSON	SR Glenmede	JNJ41	478160BA1	15,000 0000	1 321710	117 279800	19,825 65	17,591 97	
ORACLE CORP	SR GLBL Glenmede	ORCL18	68389XAC9	50,000 0000	1 100230	105 645600	55,011 50	52,822 80	
WELLS FARGO CO NEW	SUB Glenmede	WFC24A	949746RE3	40,000 0000	1 050660	105 266000	42,026 40	42,106 40	
Summary for Security Type Class	Corporate Bonds						517,643 87	487,423 34	

Security Type Class		Government Agencies							
Description	Manager	Ticker	Cusip	Units	Unit Cost	Price	Total Cost	Market Value	
FEDERAL NATL MTG ASSN	FR Glenmede	31359M7X5	31359M7X5	20,000 0000	1 141890	101 526000	22,837 80	20,305 20	
FEDERAL NATL MTG ASSN	FR Glenmede	3135G0Q22	3135G0Q22	50,000 0000	0 909121	91 872500	45,456 05	45,936 25	
FEDERAL NATL MTG ASSN	FR Glenmede	3135G0ZR7	3135G0ZR7	15,000 0000	1 058785	100 968000	15,881 78	15,145 20	
FEDERAL NATL MTG ASSN	FR Glenmede	3135G0ZY2	3135G0ZY2	25,000 0000	1 013768	100 764800	25,344 20	25,191 20	
FEDERAL HOME LN MTG CORP	Glenmede	3137EACA5	3137EACA5	28,000 0000	1 143709	105 344300	32,023 85	29,496 40	
FEDERAL HOME LN MTG CORP	Glenmede	3137EADB2	3137EADB2	21,000 0000	1 032458	101 640700	21,681 62	21,344 55	
FEDERAL HOME LN MTG CORP	Glenmede	3137EADR7	3137EADR7	40,000 0000	1 009688	99 224600	40,387 52	39,689 84	
Summary for Security Type Class	Government Agencies								

Security Type Class		Government Obligations							
Description	Manager	Ticker	Cusip	Units	Unit Cost	Price	Total Cost	Market Value	
UNITED STATES TREAS BDS	Glenmede	912810EQ7	912810EQ7	31,000.0000	1.327582	125.007800	41,155.05	38,752.42	

Security Type Class	Government Obligations					
Description	Manager	Ticker	Cusip	Units	Unit Cost	Price
UNITED STATES TREAS BDS	Glenmede	912810QT8	912810QT8	15,000 0000	1 169848	101 488300
UNITED STATES TREAS BDS	Glenmede	912810RD2	912810RD2	8,000 0000	1 183129	113 378900
UNITED STATES TREAS NTS	Glenmede	912828ND8	912828ND8	60,000 0000	1 032582	106 293000
Summary for Security Type Class	Government Obligations					
						<u>130,122 73</u>
						<u>126,821 78</u>
Security Type Class	Mortgage Backeds					
Description	Manager	Ticker	Cusip	Units	Unit Cost	Price
FHLMC PC	GOLD COMB 30	3128MJIWV8	3128MJIWV8	47,238 7400	1 057500	102 469110
FNMA PASS-THRU	LNG 30 YEAR	3140EVB63	3140EVB63	37,635 3200	1 054063	105 228570
Summary for Security Type Class	Mortgage Backeds					
						<u>89,624 95</u>
						<u>88,008 23</u>
Summary for Report						
						<u>976,917 19</u>
						<u>935,274 81</u>