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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation WILLINGHAM FOUNDATION			A Employer identification number 75-6035231	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town, state or province, country, and ZIP or foreign postal code PENNINGTON NJ 08534-1501		Foreign country name Foreign province/state/county Foreign postal code		
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change			C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,050,396		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	41,530	41,463		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	33,612			
	b Gross sales price for all assets on line 6a 469,965				
	7 Capital gain net income (from Part IV, line 2)		33,612		
	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	75,142	75,075	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans and employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)	21,701	13,021		8,680
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,962	784		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	937	937		
	24 Total operating and administrative expenses. Add lines 13 through 23	31,100	14,742	0	11,180
	25 Contributions, gifts, grants paid	142,224			142,224
26 Total expenses and disbursements. Add lines 24 and 25	173,324	14,742	0	153,404	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-98,182				
b Net investment income (if negative, enter -0-)		60,333			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		1,187	9,392	9,392
	2	Savings and temporary cash investments		73,187	65,547	65,547
	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)				
	b	Investments—corporate stock (attach schedule)		794,104	738,473	838,469
	c	Investments—corporate bonds (attach schedule)				
	Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)				
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,043,374	1,950,735	2,050,396
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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)		0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
27	Capital stock, trust principal, or current funds		2,043,374	1,950,735		
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)		2,043,374	1,950,735		
31	Total liabilities and net assets/fund balances (see instructions)		2,043,374	1,950,735		

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	2,043,374
2	Enter amount from Part I, line 27a	2	-98,182
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,544
4	Add lines 1, 2, and 3	4	1,950,736
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND AND CTF INCOME SUBTRACTION	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,950,735

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	33,612	
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	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	127,799	2,132,164	0.059939
2014	162,183	2,170,089	0.074736
2013	167,652	2,152,915	0.077872
2012	194,886	2,020,972	0.096432
2011	186,721	2,239,750	0.083367
2 Total of line 1, column (d)		2	0.392346
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.078469
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4	2,039,711
5 Multiply line 4 by line 3		5	160,054
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	603
7 Add lines 5 and 6		7	160,657
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions		8	153,404

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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-)			0
3	Add lines 1 and 2			1,207
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			1,207
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,974	
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			3,974
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			2,767
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ Refunded ☐			2,767

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☐ \$ _____ (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>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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	Yes	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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ UST-MLT, A DIVISION OF BANK OF AMERICA, N Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

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

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

5b	N/A	
6b		X
7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LARRY WILLINGHAM 3150 N BEAR CANYON RD TUCSON, AZ 85749-877	VICE PRESIDENT 1 00	0		
NANCY WILLINGHAM 6739 E CALLE CADENA TUCSON, AZ 85715-3244	VICE PRESIDENT 1 00	0		
SARA WILLINGHAM 1380 FISHLAKE DRIVE MUNDS PARK, AZ 86017	SECRETARY 1 00	0		
C HAROLD WILLINGHAM 6739 E CALLE CADENA TUCSON, AZ 85715-3244	PRESIDENT 1 00	0		

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

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

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



0

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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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	0

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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	2,000,813
b	Average of monthly cash balances	1b	69,960
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,070,773
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	2,070,773
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	31,062
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,039,711
6	Minimum investment return. Enter 5% of line 5	6	101,986

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

1	Minimum investment return from Part X, line 6	1	101,986
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,207
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,207
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	100,779
4	Recoveries of amounts treated as qualifying distributions	4	5,000
5	Add lines 3 and 4	5	105,779
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	105,779

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	153,404
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	153,404
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	153,404

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.

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Page **9****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				105,779
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011	60,991			
b From 2012	102,117			
c From 2013	62,690			
d From 2014	56,449			
e From 2015	25,165			
f Total of lines 3a through e	307,412			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 153,404				
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				105,779
e Remaining amount distributed out of corpus	47,625			
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	355,037			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	60,991			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	294,046			
10 Analysis of line 9				
a Excess from 2012	102,117			
b Excess from 2013	62,690			
c Excess from 2014	56,449			
d Excess from 2015	25,165			
e Excess from 2016	47,625			

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

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

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

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	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

- 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 e-mail address of the person to whom applications should be addressed

REBECCA BUSHKUHL - BANK OF AMERICA P O BOX 1501 PENNINGTON, NJ 08534-1501

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

SUBMIT IN WRITING AND INCLUDE INFORMATION AS TO THE USE OF THE FUNDS

- c** Any submission deadlines

MAY 31

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

SEE ATTACHED

Form 990-PF (2016)

WILLINGHAM FOUNDATION

75-6035231

Page **11****Part XV** **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	142,224
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

WILLINGHAM FOUNDATION

75-6035231 Page 1 of 2

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNIVERSITY OF ARIZONA FOUNDATION

Street

1111 N CHERRY AVE

City

TUSCON

State

AZ

Zip Code

85721

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

TYLER FAITH BASED HEALTH CLINIC

Street

409 W FERGUSON

City

TYLER

State

TX

Zip Code

75702

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

EMILYANN THEATRE, INC

Street

PO BOX 801

City

WIMBERLY

State

TX

Zip Code

78676

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

DALLAS THEOLOGICAL SEMINARY

Street

PO BOX 612626

City

DALLAS

State

TX

Zip Code

75704

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

PINEWOOD FIRE DEPARTMENT

Street

475 E PINEWOOD BLVD

City

MUNDS PARK

State

AZ

Zip Code

86017

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

PATH PEOPLE ATTEMPTING TO HELP

Street

402 WEST FRONT STREET

City

TYLER

State

TX

Zip Code

75702

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,224

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount	Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss					
Short Term CG Distributions		9,310	Capital Gains/Losses		469,965		436,353		33,612					
		0	Other sales		0		0		0					
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
73 CME GROUP INC	12572Q105	X				1/15/2015	11/16/2016	571	426				0	145
74 CIGNA CORP	125509109	X				1/15/2015	7/7/2016	646	537				0	109
75 CMS ENERGY CORP	125898100	X				3/24/2015	8/12/2016	175	141				0	34
76 LEAR CORP SHS	521985204	X				7/13/2016	8/12/2016	114	109				0	5
77 LENNAR CORP	526057104	X				4/21/2016	8/12/2016	140	146				0	-8
78 EU LILLY & CO	532457108	X				10/13/2015	8/8/2016	649	642				0	7
79 EU LILLY & CO	532457108	X				10/13/2015	8/12/2016	241	241				0	0
80 EU LILLY & CO	532457108	X				10/13/2015	9/7/2016	628	642				0	-14
81 EU LILLY & CO	532457108	X				4/29/2016	9/7/2016	549	527				0	22
82 EU LILLY & CO	532457108	X				3/24/2016	9/7/2016	471	425				0	46
83 EU LILLY & CO	532457108	X				4/29/2016	11/1/2016	466	452				0	14
84 LOCKHEED MARTIN CORP	539530109	X				1/15/2015	8/12/2016	284	193				0	91
85 LOWE'S COMPANIES INC	548661107	X				1/15/2015	1/6/2016	891	802				0	89
86 LOWE'S COMPANIES INC	548661107	X				1/15/2015	2/17/2016	1,222	1,202				0	20
87 LOWE'S COMPANIES INC	548661107	X				1/15/2015	3/21/2016	226	200				0	26
88 LOWE'S COMPANIES INC	548661107	X				1/15/2015	4/18/2016	386	334				0	52
89 LOWE'S COMPANIES INC	548661107	X				1/15/2015	4/19/2016	1,069	935				0	134
90 LOWE'S COMPANIES INC	548661107	X				1/15/2015	4/19/2016	154	134				0	20
91 CALIFORNIA RESOURCES	13057Q107	X				1/15/2015	4/1/2016	3	4				0	-1
92 CALIFORNIA RESOURCES	13057Q107	X				1/25/2016	4/1/2016	1	1				0	0
93 CALIFORNIA RESOURCES	13057Q107	X				1/16/2015	4/1/2016	1	1				0	0
94 CALIFORNIA RESOURCES	13057Q107	X				1/25/2016	4/4/2016	0	0				0	0
95 CENTENE CORP	15135B101	X				6/10/2015	3/21/2016	58	74				0	-16
96 CENTENE CORP	15135B101	X				6/10/2015	8/12/2016	140	147				0	-7
97 CERNER CORP	156782104	X				11/20/2015	3/21/2016	53	59				6	0
98 CERNER CORP	156782104	X				11/20/2015	8/12/2016	665	587				0	78
99 CERNER CORP	156782104	X				11/20/2015	11/4/2016	106	117				0	-11
100 CHEVRON CORP	166764100	X				12/21/2012	3/21/2016	97	109				12	0
101 CHEVRON CORP	166764100	X				12/21/2012	4/29/2016	203	218				15	0
102 CHEVRON CORP	166764100	X				1/6/2013	4/29/2016	203	217				14	0
103 CIGNA CORP	125509109	X				1/15/2015	1/28/2016	1,044	859				0	185
104 CIGNA CORP	125509109	X				1/15/2015	6/30/2016	255	215				40	0
105 CHEVRON CORP	166764100	X				12/21/2012	4/29/2016	101	102				1	0
106 LABORATORY CP AMER HLD	50540R409	X				11/3/2014	3/21/2016	114	101				0	13
107 LABORATORY CP AMER HLD	50540R409	X				11/3/2014	8/12/2016	140	101				0	39
108 LAM RESEARCH CORP	512807108	X				4/13/2016	8/12/2016	268	246				0	22
109 LOWE'S COMPANIES INC	548661107	X				1/15/2015	5/2/2016	381	334				0	47
110 LOWE'S COMPANIES INC	548661107	X				1/15/2015	6/29/2016	1,088	935				0	153
111 LOWE'S COMPANIES INC	548661107	X				1/15/2015	8/12/2016	408	334				0	74
112 MFS TOTAL RETURN BOND	55272P778	X				1/15/2015	3/21/2016	4,161	4,302				0	-141
113 MFS TOTAL RETURN BOND	55272P778	X				1/15/2015	8/12/2016	2,042	2,052				9	-1
114 MARATHON OIL CORP	565849106	X				5/17/2012	8/12/2016	44	86				0	-42
115 MARATHON PETROLEUM CO	56585A102	X				1/15/2015	3/21/2016	192	193				0	-1
116 MARATHON PETROLEUM CO	56585A102	X				1/15/2015	8/12/2016	166	155				0	11
117 MFS TOTAL RETURN BOND	55272P778	X				1/15/2015	8/12/2016	8,477	8,515				0	-38
118 NOVARTIS ADR	66987V109	X				4/23/2014	8/12/2016	328	346				0	-18
119 NOVARTIS ADR	66987V109	X				5/1/2012	8/12/2016	164	110				0	54
120 NOVO NORDISK A SADR	670100205	X				5/1/2012	3/21/2016	218	118				0	100
121 NOVO NORDISK A SADR	670100205	X				1/15/2015	8/12/2016	138	133				0	5
122 MARATHON OIL CORP	565849106	X				5/17/2012	8/12/2016	29	57				28	0
123 NOVO NORDISK A SADR	670100205	X				10/2/2014	8/12/2016	230	237				7	0
124 NOVO NORDISK A SADR	670100205	X				9/29/2014	8/12/2016	230	242				12	0
125 NOVO NORDISK A SADR	670100205	X				5/13/2014	8/12/2016	46	44				0	2
126 NOVO NORDISK A SADR	670100205	X				2/3/2014	8/12/2016	138	121				0	17
127 NOVO NORDISK A SADR	670100205	X				12/30/2013	8/12/2016	460	368				0	92
128 NOVO NORDISK A SADR	670100205	X				5/1/2012	8/12/2016	276	177				0	99
129 NVIDIA	67066G104	X				4/13/2016	8/12/2016	441	254				0	187
130 NVIDIA	67066G104	X				4/13/2016	11/3/2016	2,111	1,124				0	987
131 OCCIDENTAL PETE CORP CA	674599105	X				1/15/2015	3/21/2016	282	304				0	-22
132 OCCIDENTAL PETE CORP CA	674599105	X				1/15/2015	5/25/2016	1,678	1,671				0	7
133 OCCIDENTAL PETE CORP CA	674599105	X				1/15/2015	8/12/2016	149	152				3	0
134 OCCIDENTAL PETE CORP CA	674599105	X				1/15/2015	8/12/2016	595	608				13	0
135 OCCIDENTAL PETE CORP CA	674599105	X				1/15/2015	11/1/2016	422	456				34	0
136 AFLAC INC	001055102	X				8/19/2015	4/25/2016	202	189				0	13
137 AFLAC INC	001055102	X				12/7/2015	4/25/2016	471	411				0	60
138 AFLAC INC	001055102	X				8/19/2015	8/12/2016	715	631				0	84
139 AFLAC INC	001055102	X				8/19/2015	8/12/2016	73	63				0	10
140 AFLAC INC	001055102	X				8/19/2015	8/25/2016	1,603	1,387				0	218
141 ABBOTT LABS	002824100	X				1/22/2015	2/16/2016	152	178				0	-26
142 ABBOTT LABS	002824100	X				1/15/2015	2/16/2016	758	883				0	-125
143 ABBVIE INC SHS	00287Y109	X				7/16/2015	5/11/2016	889	980				0	-91
144 ABBVIE INC SHS	00287Y109	X				5/19/2015	5/11/2016	699	723				0	-24

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount	Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss					
Short Term CG Distributions		9,310	Capital Gains/Losses		469,985		436,353		33,612					
		0	Other sales		0		0		-0					
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
145 OCCIDENTAL PETE CORP CA	674599105	X				1/15/2015	11/1/2016	844	912				0	-68
146 OMNICOM GROUP COM	681919106	X				4/8/2015	3/21/2016	81	79				0	-2
147 OMNICOM GROUP COM	681919106	X				1/15/2015	8/12/2016	337	316				0	21
148 OPPENHEIMER INTERNATL	683801407	X				1/15/2015	8/12/2016	17,619	16,467				0	1,152
149 ORACLE CORP \$0.01 DEL	68389X105	X				1/15/2015	3/21/2016	187	172				0	-5
150 ORACLE CORP \$0.01 DEL	68389X105	X				1/15/2015	3/21/2016	542	557				16	1
151 ORACLE CORP \$0.01 DEL	68389X105	X				1/15/2015	5/9/2016	632	686				0	-54
152 ORACLE CORP \$0.01 DEL	68389X105	X				1/15/2015	6/7/2016	4,215	4,588				0	-373
153 MEDTRONIC PLC SHS	G5960L103	X				7/9/2015	6/22/2016	676	592				0	84
154 MEDTRONIC PLC SHS	G5960L103	X				3/17/2015	6/22/2016	591	532				0	59
155 MEDTRONIC PLC SHS	G5960L103	X				2/19/2015	6/22/2016	1,943	1,767				0	176
156 MEDTRONIC PLC SHS	G5960L103	X				2/6/2015	6/22/2016	845	742				0	103
157 MEDTRONIC PLC SHS	G5960L103	X				1/29/2015	6/22/2016	84	76				0	8
158 MICHAEL KORS HLDGS LTD	G60754101	X				8/27/2015	2/16/2016	464	389				0	75
159 MICHAEL KORS HLDGS LTD	G60754101	X				1/15/2015	3/14/2016	509	432				0	77
160 MICHAEL KORS HLDGS LTD	G60754101	X				8/27/2015	3/14/2016	469	351				0	118
161 MICHAEL KORS HLDGS LTD	G60754101	X				8/27/2015	3/14/2016	352	259				0	93
162 MICHAEL KORS HLDGS LTD	G60754101	X				1/15/2015	3/15/2016	461	351				0	110
163 TYCO INTL PLC SHS	G91442106	X				1/22/2015	2/10/2016	375	467				0	-92
164 TYCO INTL PLC SHS	G91442106	X				1/15/2015	2/10/2016	852	1,070				0	-218
165 XL GROUP PLC SHS	G98290102	X				1/15/2015	3/21/2016	185	176				0	9
166 XL GROUP PLC SHS	G98290102	X				12/23/2015	4/29/2016	393	473				0	-80
167 XL GROUP PLC SHS	G98290102	X				12/15/2015	4/29/2016	884	1,036				0	-152
168 XL GROUP PLC SHS	G98290102	X				3/17/2015	4/29/2016	950	1,069				0	-119
169 XL GROUP PLC SHS	G98290102	X				1/22/2015	4/29/2016	33	36				3	0
170 XL GROUP PLC SHS	G98290102	X				1/22/2015	4/29/2016	426	464				0	-38
171 XL GROUP PLC SHS	G98290102	X				1/15/2015	4/29/2016	458	493				35	0
172 XL GROUP PLC SHS	G98290102	X				12/23/2015	5/2/2016	425	513				0	-88
173 XL GROUP PLC SHS	G98290102	X				1/22/2015	5/2/2016	33	40				0	-7
174 XL GROUP PLC SHS	G98290102	X				1/15/2015	5/2/2016	458	553				0	-95
175 CHUBB LTD	H1467J104	X				1/22/2015	3/21/2016	121	113				0	8
176 CHUBB LTD	H1467J104	X				1/22/2015	8/12/2016	253	226				0	27
177 CHUBB LTD	H1467J104	X				1/22/2015	11/8/2016	501	453				0	48
178 NXP SEMICONDUCTORS NV	N6596X109	X				9/10/2015	8/12/2016	172	177				0	-5
179 NXP SEMICONDUCTORS NV	N6596X109	X				10/30/2015	10/9/2016	412	314				0	98
180 NXP SEMICONDUCTORS NV	N6596X109	X				9/10/2015	10/9/2016	883	1,029				0	146
181 ADVANSIX INC	00731T101	X				5/21/2015	10/12/2016	15	12				0	3
182 AETNA INC NEW	00817Y108	X				7/9/2015	3/21/2016	222	226				0	-4
183 AETNA INC NEW	00817Y108	X				7/9/2015	8/12/2016	477	452				0	25
184 ALIBABA GROUP HOLDING LTD	01609W102	X				1/15/2015	3/21/2016	546	676				0	-130
185 ALIBABA GROUP HOLDING LTD	01609W102	X				1/15/2015	8/12/2016	1,663	1,643				0	20
186 ALIBABA GROUP HOLDING LTD	01609W102	X				1/15/2015	11/4/2016	98	97				0	1
187 ALLIANCE DATA SYS CORP	018591108	X				1/15/2015	2/9/2016	1,139	1,684				0	-545
188 ALLIANCE DATA SYS CORP	018591108	X				1/22/2015	2/8/2016	364	587				0	-223
189 ALLIANCE DATA SYS CORP	018591108	X				1/15/2015	2/8/2016	364	561				0	-197
190 ALPHABET INC SHS CL C	02079K107	X				12/21/2012	8/12/2016	782	356				0	426
191 ARM HLDGS PLC SPD ADR	042068106	X				1/15/2015	8/2/2016	1,200	809				0	391
192 ARM HLDGS PLC SPD ADR	042068106	X				1/15/2015	8/3/2016	269	180				0	89
193 ARM HLDGS PLC SPD ADR	042068106	X				1/15/2015	8/12/2016	522	360				0	162
194 ARM HLDGS PLC SPD ADR	042068106	X				1/15/2015	9/22/2016	1,332	899				0	433
195 ARM HLDGS PLC SPD ADR	042068106	X				8/29/2016	9/22/2016	67	66				0	1
196 ARM HLDGS PLC SPD ADR	042068106	X				1/22/2015	9/22/2016	1,265	913				0	352
197 ARM HLDGS PLC SPD ADR	042068106	X				2/13/2015	9/22/2016	333	216				0	117
198 ARM HLDGS PLC SPD ADR	042068106	X				4/20/2016	9/22/2016	67	42				0	25
199 ARM HLDGS PLC SPD ADR	042068106	X				4/19/2016	9/22/2016	533	335				0	198
200 ASTRAZENECA PLC SPND AL	046353108	X				4/4/2016	8/12/2016	201	171				0	30
201 ACTIVISION BLIZZARD INC	00507V109	X				11/18/2015	3/21/2016	96	109				14	1
202 AUTODESK INC DEL PV50 01	052769106	X				1/15/2015	3/21/2016	290	280				0	10
203 AUTODESK INC DEL PV50 01	052769106	X				1/15/2015	8/12/2016	741	671				0	70
204 AUTOMATIC DATA PROC	053015103	X				1/15/2015	8/12/2016	360	336				0	24
205 AVERY DENNISON CORP	053611109	X				4/21/2016	8/12/2016	78	73				0	5
206 ACTIVISION BLIZZARD INC	00507V109	X				11/18/2015	8/12/2016	370	328				0	42
207 ADVANSIX INC	00731T101	X				8/29/2016	10/11/2016	2	2				0	0
208 W R BERKLEY CORP	084423102	X				5/30/2016	8/12/2016	58	60				0	-2
209 BHP BILLITON LTD ADR	089606108	X				3/21/2016	3/23/2016	26	27				0	-1
210 BRISTOL-MYERS SQUIBB CO	110122108	X				1/15/2015	1/7/2016	980	929				0	51
211 BRISTOL-MYERS SQUIBB CO	110122108	X				1/15/2015	3/21/2016	125	124				0	1
212 BRISTOL-MYERS SQUIBB CO	110122108	X				1/22/2015	5/27/2016	356	311				0	45
213 BRISTOL-MYERS SQUIBB CO	110122108	X				1/15/2015	5/27/2016	499	433				0	66
214 BRISTOL-MYERS SQUIBB CO	110122108	X				1/22/2015	5/29/2016	584	497				0	87
215 CDW CORP	12514G108	X				9/9/2015	3/21/2016	82	81				0	1
216 W R BERKLEY CORP	084423102	X				6/30/2016	8/12/2016	58	60				1	-1

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount		Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss				
Short Term CG Distributions		9,310		Capital Gains/Losses		469,965		438,353		33,612				
		0		Other sales		0		0		0				
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
217 CDW CORP	12514G108	X				9/9/2016	8/12/2016	181	163				0	18
218 CF INDUSTRIES INC	125269100	X				3/28/2016	5/25/2016	922	1,026				0	-104
219 CH ROBINSON WORLDWIDE	12541W209	X				1/15/2015	12/1/2016	579	656				0	-77
220 CH ROBINSON WORLDWIDE	12541W209	X				1/15/2015	2/22/2016	914	948				0	-32
221 CH ROBINSON WORLDWIDE	12541W209	X				1/15/2015	3/7/2016	72	74				0	-2
222 CH ROBINSON WORLDWIDE	12541W209	X				1/15/2015	3/7/2016	429	437				0	-8
223 CH ROBINSON WORLDWIDE	12541W209	X				1/15/2015	3/7/2016	74	74				0	0
224 CH ROBINSON WORLDWIDE	12541W209	X				1/15/2015	6/15/2016	1,093	941				0	152
225 CH ROBINSON WORLDWIDE	12541W209	X				1/15/2015	6/15/2016	437	447				0	-10
226 CH ROBINSON WORLDWIDE	12541W209	X				1/15/2015	6/15/2016	143	125				0	18
227 CH ROBINSON WORLDWIDE	12541W209	X				1/15/2015	6/15/2016	287	250				0	37
228 CH ROBINSON WORLDWIDE	12541W209	X				1/15/2015	8/12/2016	139	125				0	14
229 CHEVRON CORP	166764100	X				1/15/2013	8/12/2016	204	217				13	0
230 CHEVRON CORP	166764100	X				1/15/2013	8/12/2016	204	215				11	0
231 CHEVRON CORP	166764100	X				1/15/2012	8/12/2016	102	101				1	0
232 BHP BILLITON LTD ADR	088606108	X				1/15/2015	3/23/2016	103	190				0	-87
233 CHEVRON CORP	166764100	X				1/15/2013	11/17/2016	408	434				26	0
234 CHEVRON CORP	166764100	X				1/15/2013	11/17/2016	108	108				0	0
235 CHEVRON CORP	166764100	X				1/15/2013	11/17/2016	217	215				0	2
236 CHEVRON CORP	166764100	X				1/15/2012	11/17/2016	217	213				0	4
237 CHEVRON CORP	166764100	X				1/15/2013	12/23/2016	355	323				0	32
238 BHP BILLITON LTD ADR	088606108	X				1/15/2015	3/23/2016	567	982				0	-425
239 CHEVRON CORP	166764100	X				1/15/2013	12/23/2016	237	215				0	22
240 CISCO SYSTEMS INC COM	17275R102	X				1/15/2015	3/21/2016	536	525				0	11
241 CISCO SYSTEMS INC COM	17275R102	X				1/15/2015	8/12/2016	1,574	1,574				0	-183
242 CISCO SYSTEMS INC COM	17275R102	X				1/15/2015	11/2/2016	152	138				0	14
243 CITIGROUP INC COM NEW	172967424	X				1/15/2015	1/14/2016	4,769	4,954				0	-185
244 CITIGROUP INC COM NEW	172967424	X				1/15/2015	3/21/2016	174	188				0	-14
245 CITIGROUP INC COM NEW	172967424	X				1/15/2015	8/12/2016	136	141				0	-5
246 COGNIZANT TECH SOLUTIONS	192446102	X				2/11/2015	8/12/2016	280	294				0	-4
247 COMCAST CORP NEW CL A	20030N101	X				1/15/2015	3/21/2016	120	112				0	8
248 COMCAST CORP NEW CL A	20030N101	X				1/15/2015	7/13/2016	869	729				0	140
249 COMCAST CORP NEW CL A	20030N101	X				1/15/2015	8/12/2016	743	617				0	126
250 CONOCOPHILLIPS	20825C104	X				4/5/2014	8/12/2016	83	134				0	-51
251 CONOCOPHILLIPS	20825C104	X				4/5/2014	8/12/2016	41	67				25	-1
252 CREDIT SUISSE GP SP ADR	225401108	X				3/20/2015	2/22/2016	601	1,173				0	-572
253 CREDIT SUISSE GP SP ADR	225401108	X				3/23/2015	2/22/2016	174	342				0	-168
254 CREDIT SUISSE GP SP ADR	225401108	X				3/23/2015	3/21/2016	45	79				0	-34
255 CREDIT SUISSE GP SP ADR	225401108	X				3/23/2015	4/12/2016	281	527				0	-246
256 CREDIT SUISSE GP SP ADR	225401108	X				3/23/2015	4/4/2016	56	105				0	-49
257 CREDIT SUISSE GP SP ADR	225401108	X				4/2/2015	4/4/2016	14	27				0	-13
258 CREDIT SUISSE GP SP ADR	225401108	X				4/12/2015	4/4/2016	465	897				0	-432
259 CREDIT SUISSE GP SP ADR	225401108	X				4/2/2015	8/12/2016	288	651				363	0
260 CREDIT SUISSE GP SP ADR	225401108	X				7/15/2015	8/12/2016	36	86				50	0
261 CREDIT SUISSE GP SP ADR	225401108	X				4/2/2015	11/1/2016	334	634				0	-300
262 CREDIT SUISSE GP SP ADR	225401108	X				10/21/2015	11/1/2016	431	767				0	-336
263 DU PONT E DE NEMOURS	263534109	X				1/15/2015	3/21/2016	193	210				0	-17
264 DU PONT E DE NEMOURS	263534109	X				1/15/2015	8/12/2016	338	350				0	-12
265 DU PONT E DE NEMOURS	263534109	X				1/15/2015	11/16/2016	690	699				0	-9
266 DU PONT E DE NEMOURS	263534109	X				1/15/2015	12/9/2016	522	490				0	32
267 EOG RESOURCES INC	26875P101	X				10/13/2015	8/12/2016	547	516				0	31
268 EOG RESOURCES INC	26875P101	X				10/19/2015	11/1/2016	907	847				0	60
269 CITIGROUP INC COM NEW	172967424	X				1/15/2015	8/12/2016	409	424				15	0
270 COCA COLA COM	191216100	X				1/15/2015	3/21/2016	275	255				0	20
271 COCA COLA COM	191216100	X				1/15/2015	8/12/2016	1,192	1,148				0	44
272 COCA COLA COM	191216100	X				1/15/2015	11/4/2016	125	128				0	-3
273 COGNIZANT TECH SOLUTIONS	192446102	X				2/11/2015	3/21/2016	119	118				0	1
274 COGNIZANT TECH SOLUTIONS	192446102	X				2/11/2015	8/12/2016	58	59				1	0
275 EOG RESOURCES INC	26875P101	X				10/30/2015	11/1/2016	544	516				0	28
276 EOG RESOURCES INC	26875P101	X				11/2/2015	12/23/2016	611	518				0	95
277 EOG RESOURCES INC	26875P101	X				6/26/2015	1/21/2016	274	723				0	-98
278 ANADARKO PETE CORP	032511107	X				1/15/2015	3/21/2016	59	53				0	449
279 ANALOG DEVICES INC COM	032654105	X				1/15/2015	8/12/2016	128	106				0	22
280 ANALOG DEVICES INC COM	032654105	X				1/15/2015	8/12/2016	260	276				0	-16
281 ANTHEM INC	036752103	X				1/15/2015	8/12/2016	317	225				0	92
282 APPLE INC	037833100	X				12/3/2013	8/12/2016	1,082	801				0	281
283 APPLE INC	037833100	X				1/15/2015	3/21/2016	218	225				7	0
284 ARM HLDS PLC SPD ADR	042068106	X				1/15/2015	7/29/2016	1,128	764				0	364
285 ARM HLDS PLC SPD ADR	042068106	X				1/15/2015	8/12/2016	794	539				0	255
286 ARM HLDS PLC SPD ADR	042068106	X				8/6/2015	8/12/2016	361	373				12	0
287 HUMANA INC	444859102	X				8/7/2015	10/19/2016	348	368				0	-20

Long Term CG Distributions										Amount	
Short Term CG Distributions										9,310	
Description										CUSIP #	
Check "X" to include in Part IV										Check "X" if Purchaser is a Business	
Purchaser										Acquisition Method	
Date Acquired										Date Sold	
Gross Sales Price										Gross Sales Price	
Capital Gains/Losses										Capital Gains/Losses	
Totals										Totals	
Gross Sales										Gross Sales	
Cost or Other Basis, Expenses, Depreciation and Adjustments										Cost or Other Basis, Expenses, Depreciation and Adjustments	
Net Gain or Loss										Net Gain or Loss	
33,612										33,612	
0										0	

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

431	UNUM GROUP	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions	Short Term CG Distributions	Amount	Totals										Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss	
			Capital Gains/Losses	Other Sales	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss							
Description	CUSIP #	Check "X" if to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold											
433 VARIAN MEDICAL SYS INC	92220P105	X				1/15/2015	8/12/2016	664			58		606				33,612	0
434 VARIAN MEDICAL SYS INC	92220P105	X				1/15/2015	8/12/2016	90			3		87				696	0
435 VANGUARD MID-CAP VAL ID	922906512	X				1/15/2015	8/12/2016	10,067			278		9,371				696	0
436 VANGUARD INDEX FDS	922906538	X				1/15/2015	8/12/2016	10,669			535		8,891				535	0
437 VANGUARD SMALL CAP	922906595	X				1/15/2015	8/12/2016	8,261			18		7,726				535	0
438 VERIZON COMMUNICATNS C	92343V104	X				3/1/2013	2/10/2016	400			30		382				18	0
439 VERIZON COMMUNICATNS C	92343V104	X				1/1/2013	3/10/2016	208			6		202				30	0
440 VERIZON COMMUNICATNS C	92343V104	X				3/1/2013	3/10/2016	364			30		334				30	0
441 VERIZON COMMUNICATNS C	92343V104	X				1/1/2013	3/21/2016	257			15		252				15	0
442 VERIZON COMMUNICATNS C	92343V104	X				1/1/2013	8/12/2016	590			35		555				35	0
443 ORACLE CORP \$0.01 DEL	68389X105	X				1/15/2015	6/10/2016	1,630			-171		1,801				-171	0
444 ORACLE CORP \$0.01 DEL	68389X105	X				1/15/2015	6/10/2016	505			-78		583				-78	0
445 ORACLE CORP \$0.01 DEL	68389X105	X				1/15/2015	8/12/2016	82			-1		90				-1	0
446 ORACLE CORP \$0.01 DEL	68389X105	X				1/15/2015	8/12/2016	493			50		543				50	0
447 ORACLE CORP \$0.01 DEL	68389X105	X				1/15/2015	8/12/2016	863			-87		950				-87	0
448 PBF ENERGY INC CL A	69318G106	X				1/15/2015	3/21/2016	32			9		23				9	0
449 PBF ENERGY INC CL A	69318G106	X				1/15/2015	8/12/2016	69			-1		70				-1	0
450 PBF ENERGY INC CL A	69318G106	X				1/22/2015	12/9/2016	147			15		132				15	0
451 PBF ENERGY INC CL A	69318G106	X				1/15/2015	12/9/2016	999			208		791				208	0
452 PG&E CORP	69331C108	X				1/12/2015	3/21/2016	58			32		53				32	0
453 PG&E CORP	69331C108	X				1/12/2015	8/12/2016	192			45		160				45	0
454 PG&E CORP	69331C108	X				1/12/2015	10/5/2016	525			116		480				116	0
455 PNC FINCL SERVICES GROU	693475105	X				1/15/2015	8/12/2016	170			4		166				4	0
456 PNC FINCL SERVICES GROU	693475105	X				1/15/2015	8/19/2016	512			15		487				15	0
457 PNC FINCL SERVICES GROU	693475105	X				10/19/2016	11/11/2016	530			72		458				72	0
458 PNC FINCL SERVICES GROU	693475105	X				4/29/2016	11/11/2016	1,271			222		1,049				222	0
459 PNC FINCL SERVICES GROU	693475105	X				1/22/2015	11/11/2016	636			116		520				116	0
460 PNC FINCL SERVICES GROU	693475105	X				1/15/2015	11/11/2016	1,907			417		1,490				417	0
461 PPG INDUSTRIES INC SHS	693506107	X				1/22/2015	3/21/2016	109			-9		118				-9	0
462 PPG INDUSTRIES INC SHS	693506107	X				3/2/2015	4/5/2016	112			-18		353				-18	0
463 PPG INDUSTRIES INC SHS	693506107	X				1/22/2015	4/5/2016	335			-31		700				-31	0
464 PPG INDUSTRIES INC SHS	693506107	X				1/22/2015	8/12/2016	669			-16		120				-16	0
465 PPG INDUSTRIES INC SHS	693506107	X				3/2/2015	8/12/2016	104			262		542				262	0
466 MICROSOFT CORP	594918104	X				1/28/2014	3/21/2016	804			713		1,878				713	0
467 MICROSOFT CORP	594918104	X				1/28/2014	6/15/2016	2,591			102		871				102	0
468 MICROSOFT CORP	594918104	X				1/15/2015	6/22/2016	973			346		871				346	0
469 MICROSOFT CORP	594918104	X				1/28/2014	6/22/2016	1,177			394		831				394	0
470 MICROSOFT CORP	594918104	X				1/15/2015	8/12/2016	1,907			21		1,513				21	0
471 MICROSOFT CORP	594918104	X				1/15/2015	11/2/2016	179			90		138				90	0
472 MOLSON COOR BREW CO CL	60871R209	X				7/9/2015	3/21/2016	93			24		72				24	0
473 MOLSON COOR BREW CO CL	60871R209	X				1/15/2015	6/15/2016	703			492		613				492	0
474 MOLSON COOR BREW CO CL	60871R209	X				5/18/2016	6/15/2016	703			28		1,216				28	0
475 MOLSON COOR BREW CO CL	60871R209	X				7/9/2015	6/15/2016	1,708			117		1,216				117	0
476 MONDELEZ INTERNATIONAL	609207105	X				1/15/2015	3/21/2016	82			42		74				42	0
477 MONDELEZ INTERNATIONAL	609207105	X				1/15/2015	3/21/2016	130			179		109				179	0
478 MONSTER BEVERAGE SHS	61174X109	X				1/15/2015	3/21/2016	270			357		233				357	0
479 MONSTER BEVERAGE SHS	61174X109	X				1/15/2015	8/12/2016	1,290			357		933				357	0
480 MORGAN STANLEY	617446448	X				1/15/2015	3/21/2016	104			-62		139				-62	0
481 MORGAN STANLEY	617446448	X				1/15/2015	8/12/2016	320			21		382				21	0
482 MOTOROLA SOLUTIONS INC	620076307	X				1/15/2015	8/12/2016	149			28		128				28	0
483 NEXTERA ENERGY INC SHS	65339F101	X				1/15/2015	2/18/2016	672			117		644				117	0
484 NEXTERA ENERGY INC SHS	65339F101	X				1/15/2015	8/12/2016	761			42		644				42	0
485 NORTROP GRUMMAN COR	666807102	X				1/15/2015	3/21/2016	195			179		153				179	0
486 NORTROP GRUMMAN COR	666807102	X				1/15/2015	5/20/2016	637			65		458				65	0
487 NORTROP GRUMMAN COR	666807102	X				1/15/2015	8/12/2016	218			55		153				55	0
488 NOVARTIS ADP	66987V109	X				5/1/2012	3/21/2016	221			-5		189				-5	0
489 NOVARTIS ADP	66987V109	X				5/1/2012	8/12/2016	82			6		87				6	0
490 SCHWAB CHARLES CORP NE	808513105	X				2/5/2016	8/12/2016	30			-6		24				-6	0
491 SCHWAB CHARLES CORP NE	808513105	X				3/7/2016	8/19/2016	248			26		248				26	0
492 SCHWAB CHARLES CORP NE	808513105	X				2/22/2016	8/19/2016	609			113		485				113	0
493 SCHWAB CHARLES CORP NE	808513105	X				2/22/2016	8/19/2016	548			126		422				126	0
494 SCHWAB CHARLES CORP NE	808513105	X				2/5/2016	8/19/2016	700			140		560				140	0
495 SCHWAB CHARLES CORP NE	808513105	X				5/25/2016	1/18/2016	129			6		129				6	0
496 SCHWAB CHARLES CORP NE	808513105	X				3/7/2016	1/18/2016	388			57		331				57	0
497 SCHWAB CHARLES CORP NE	808513105	X				6/30/2016	11/11/2016	144			42		102				42	0
498 SCHWAB CHARLES CORP NE	808513105	X				9/25/2016	11/11/2016	431			61		370				61	0
499 SEMPR ENERGY	816851109	X				1/15/2015	3/21/2016	1,069			-168		1,237				-168	0
500 SEMPR ENERGY	816851109	X				1/15/2015	3/21/2016	103			-9		112				-9	0
501 SEMPR ENERGY	816851109	X				1/15/2015	8/12/2016	321			1		337				1	0
502 SEMPR ENERGY	816851109	X				6/22/2016	8/12/2016	215			-45		787				-45	0
503 SIMON PROPERTY GROUP D	828806109	X				6/22/2016	8/12/2016	585			6		627				6	0
504 SIMON PROPERTY GROUP D	828806109	X				6/22/2016	10/5/2016				-42						-42	0

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount	Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss					
Short Term CG Distributions		9,310	Capital Gains/Losses		469,965		436,353		33,612					
		0	Other sales		0		0		0					
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
505 SOUTHWEST AIRLINS CO	844741108	X				7/9/2015	3/21/2016	317	230					87
506 SOUTHWEST AIRLINS CO	844741108	X				7/9/2015	8/12/2016	183	164					19
507 SOUTHWEST AIRLINS CO	844741108	X				7/10/2015	12/9/2016	49	34					15
508 SOUTHWEST AIRLINS CO	844741108	X				7/9/2015	12/9/2016	1,087	723					364
509 STEEL DYNAMICS INC COM	858119100	X				11/1/2016	11/17/2016	535	434					101
510 STEEL DYNAMICS INC COM	858119100	X				11/1/2016	12/7/2016	1,836	1,273					563
511 SUNCOR ENERGY INC NEW	867224107	X				11/15/2015	3/21/2016	55	58					-3
512 SUNCOR ENERGY INC NEW	867224107	X				11/15/2015	8/12/2016	337	346					9
513 US BANCORP (NEW)	902973304	X				4/16/2013	8/12/2016	811	623					188
514 US BANCORP (NEW)	902973304	X				5/1/2012	8/12/2016	85	64					21
515 ROYAL DUTCH SHELL PLC	780259107	X				10/30/2015	5/9/2016	251	264					-13
516 ROYAL DUTCH SHELL PLC	780259107	X				10/21/2015	5/9/2016	302	338					-36
517 ROYAL DUTCH SHELL PLC	780259107	X				12/15/2015	5/10/2016	303	269					34
518 ROYAL DUTCH SHELL PLC	780259107	X				10/30/2015	5/10/2016	354	370					-16
519 ROYAL DUTCH SHELL PLC	780259107	X				12/15/2015	8/12/2016	52	45					7
520 ROYAL DUTCH SHELL PLC	780259107	X				2/8/2016	9/7/2016	321	263					58
521 ROYAL DUTCH SHELL PLC	780259107	X				2/5/2016	9/7/2016	374	313					61
522 ROYAL DUTCH SHELL PLC	780259107	X				12/15/2015	9/7/2016	374	314					60
523 SEI INVT CO PA PV \$0.01	784117103	X				11/5/2015	3/21/2016	41	39					2
524 SEI INVT CO PA PV \$0.01	784117103	X				11/5/2015	8/12/2016	879	745					134
525 SEI INVT CO PA PV \$0.01	784117103	X				11/5/2015	11/4/2016	88	78					10
526 SABMILLER PLC SPON ADR	78572M105	X				11/5/2015	3/21/2016	61	52					9
527 SABMILLER PLC SPON ADR	78572M105	X				11/5/2015	8/6/2016	568	519					49
528 SABMILLER PLC SPON ADR	78572M105	X				11/5/2015	8/8/2016	113	104					9
529 SABMILLER PLC SPON ADR	78572M105	X				11/5/2015	8/12/2016	510	467					43
530 SABMILLER PLC SPON ADR	78572M105	X				11/5/2015	8/16/2016	227	208					19
531 SABMILLER PLC SPON ADR	78572M105	X				11/5/2015	9/6/2016	512	467					45
532 SABMILLER PLC SPON ADR	78572M105	X				11/5/2015	9/6/2016	415	469					54
533 SABMILLER PLC SPON ADR	78572M105	X				11/5/2015	9/7/2016	351	312					39
534 SABMILLER PLC SPON ADR	78572M105	X				11/5/2015	9/8/2016	350	312					38
535 SABMILLER PLC SPON ADR	78572M105	X				12/22/2015	9/8/2016	58	52					6
536 SABMILLER PLC SPON ADR	78572M105	X				11/5/2015	9/9/2016	348	312					36
537 SABMILLER PLC SPON ADR	78572M105	X				12/22/2015	9/12/2016	407	362					45
538 SABMILLER PLC SPON ADR	78572M105	X				12/22/2015	9/13/2016	117	103					14
539 SABMILLER PLC SPON ADR	78572M105	X				8/29/2016	10/19/2016	55	58					-3
540 SABMILLER PLC SPON ADR	78572M105	X				9/16/2015	10/19/2016	274	270					4
541 SABMILLER PLC SPON ADR	78572M105	X				13/30/2015	10/19/2016	164	166					-2
542 SABMILLER PLC SPON ADR	78572M105	X				12/22/2015	10/19/2016	657	621					36
543 SALLY BEAUTY HDGS INC	79546E104	X				6/12/2016	8/12/2016	27	29					-2
544 SALLY BEAUTY HDGS INC	79546E104	X				6/12/2016	8/12/2016	27	29					0
545 SCHLUMBERGER LTD	806857108	X				9/13/2013	3/7/2016	303	347					-44
546 SCHLUMBERGER LTD	806857108	X				12/21/2012	3/7/2016	379	347					32
547 SCHLUMBERGER LTD	806857108	X				9/13/2013	3/21/2016	674	781					-107
548 SCHLUMBERGER LTD	806857108	X				9/19/2013	8/12/2016	730	805					-75
549 SCHLUMBERGER LTD	806857108	X				9/13/2013	8/12/2016	405	434					-29
550 SCHLUMBERGER LTD	806857108	X				9/13/2013	8/12/2016	162	174					11
551 SCHLUMBERGER LTD	806857108	X				9/19/2013	9/7/2016	551	626					-75
552 SUNTRUST BKS INC COM	867914103	X				11/15/2015	8/12/2016	334	295					39
553 SYNGENTA AG ADR	87160A100	X				11/12/2015	2/5/2016	160	138					22
554 SYNGENTA AG ADR	87160A100	X				11/11/2015	2/5/2016	720	626					94
555 HOME DEPOT INC	437076102	X				3/4/2013	9/26/2016	503	280					223
556 HONEYWELL INTL INC DEL	438516106	X				10/4/2013	8/12/2016	348	246					102
557 HOST HOTELS & RESORTS	44107P104	X				12/8/2016	3/21/2016	17	14					3
558 HOST HOTELS & RESORTS	44107P104	X				12/8/2016	6/7/2016	1,185	1,050					135
559 HUBBELL INC SHS	443510607	X				4/9/2015	3/21/2016	103	111					8
560 HUBBELL INC SHS	443510607	X				4/9/2015	8/12/2016	107	111					-4
561 HUBBELL INC SHS	443510607	X				4/9/2015	8/12/2016	107	111					4
562 HUMANA INC	444859102	X				8/5/2015	4/21/2016	868	923					-55
563 KELLOGG CO	487386108	X				4/12/2016	10/5/2016	304	311					-7
564 KELLOGG CO	487386108	X				5/19/2016	10/12/2016	533	525					8
565 KEYCORP NEW COM	493267108	X				1/15/2015	12/6/2016	807	911					-104
566 KEYCORP NEW COM	493267108	X				3/14/2016	3/14/2016	235	278					-43
567 KEYCORP NEW COM	493267108	X				9/2/2015	3/14/2016	469	561					-92
568 KEYCORP NEW COM	493267108	X				11/5/2015	3/14/2016	648	710					-62
569 KROGER CO	501044101	X				7/20/2012	3/21/2016	114	32					82
570 KROGER CO	501044101	X				7/20/2012	5/18/2016	787	248					539
571 KROGER CO	501044101	X				7/20/2012	8/12/2016	488	162					326
572 KROGER CO	501044101	X				12/22/2015	9/13/2016	93	101					1
573 KROGER CO	501044101	X				5/22/2015	9/13/2016	112	93					-19
574 KROGER CO	501044101	X				12/22/2015	9/13/2016	555	606					0
575 KROGER CO	501044101	X				12/22/2015	9/13/2016	339	371					-32
576 KROGER CO	501044101	X				7/20/2012	9/13/2016	524	193					34

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss	
Short Term CG Distributions										9,310		Capital Gains/Losses		469,965		436,353		33,612	
										0		Other sales		0		0		0	
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
577 KROGER CO	501044101	X				5/22/2015	11/17/2016	297	335					-38					
578 MASTERCARD INC.	57636Q104	X				1/15/2015	1/21/2016	339	331					8					
579 MASTERCARD INC.	57636Q104	X				1/22/2015	1/21/2016	933	923					10					
580 MCDONALDS CORP	580135101	X				1/15/2015	1/28/2016	365	275					90					
581 MCDONALDS CORP	580135101	X				1/15/2015	3/21/2016	124	92					32					
582 MCDONALDS CORP	580135101	X				1/15/2015	8/9/2016	590	458					132					
583 MCDONALDS CORP	580135101	X				1/15/2015	8/12/2016	119	92					27					
584 MCDONALDS CORP	580135101	X				1/15/2015	8/30/2016	1,495	1,191					304					
585 MCKESSON CORPORATION	58155Q103	X				1/22/2015	4/21/2016	356	434					-78					
586 MCKESSON CORPORATION	58155Q103	X				7/28/2013	4/21/2016	1,245	868					377					
587 MCKESSON CORPORATION	58155Q103	X				11/17/2009	4/21/2016	889	320					569					
588 MCKESSON CORPORATION	58155Q103	X				8/4/2015	4/25/2016	176	223					-47					
589 MCKESSON CORPORATION	58155Q103	X				5/12/2015	4/25/2016	880	1,145					-265					
590 MCKESSON CORPORATION	58155Q103	X				8/27/2015	7/20/2016	396	397					-1					
591 MCKESSON CORPORATION	58155Q103	X				8/4/2015	7/20/2016	793	891					-98					
592 MCKESSON CORPORATION	58155Q103	X				2/18/2016	11/1/2016	514	608					-94					
593 MCKESSON CORPORATION	58155Q103	X				9/2/2015	11/1/2016	257	395					-138					
594 MCKESSON CORPORATION	58155Q103	X				8/27/2015	11/1/2016	386	595					-209					
595 MERCK AND CO INC SHS	58933Y105	X				1/15/2015	3/21/2016	422	497					-75					
596 MERCK AND CO INC SHS	58933Y105	X				1/15/2015	5/19/2016	545	621					-76					
597 MERCK AND CO INC SHS	58933Y105	X				1/15/2015	8/12/2016	948	932					16					
598 MERCK AND CO INC SHS	58933Y105	X				1/15/2015	10/18/2016	1,121	1,118					3					
599 PRUDENTIAL FINANCIAL INC	744320102	X				6/20/2013	8/12/2016	151	144					7					
600 PRUDENTIAL PLC	74435K204	X				3/13/2015	2/5/2016	390	547					-157					
601 PRUDENTIAL PLC	74435K204	X				3/12/2015	2/5/2016	284	400					-116					
602 PRUDENTIAL PLC	74435K204	X				10/6/2015	2/8/2016	567	771					-204					
603 PRUDENTIAL PLC	74435K204	X				6/16/2015	2/8/2016	701	1,035					-334					
604 PRUDENTIAL PLC	74435K204	X				4/30/2015	2/8/2016	334	502					-168					
605 PRUDENTIAL PLC	74435K204	X				3/13/2015	2/8/2016	134	199					-65					
606 PUB SVC ENTERPRISE GRP	744573106	X				9/30/2015	3/21/2016	46	42					4					
607 PUB SVC ENTERPRISE GRP	744573106	X				9/30/2015	8/12/2016	132	125					7					
608 PUBLIC STORAGE \$0.10	74460D109	X				3/24/2016	4/19/2016	1,595	1,595					-10					
609 QUALCOMM INC	747525103	X				1/15/2015	3/21/2016	261	360					-98					
610 QUALCOMM INC	747525103	X				1/15/2015	8/12/2016	1,171	1,367					-196					
611 QUALCOMM INC	747525103	X				1/15/2015	8/12/2016	185	216					-31					
612 QUEST DIAGNOSTICS INC	74834L100	X				4/6/2015	3/21/2016	76	76					-6					
613 QUEST DIAGNOSTICS INC	74834L100	X				4/6/2015	8/12/2016	172	152					20					
614 RANGE RESOURCES CORP	75281A109	X				9/2/2015	1/21/2016	399	639					-240					
615 RANGE RESOURCES CORP	75281A109	X				8/10/2015	1/21/2016	329	519					-190					
616 RANGE RESOURCES CORP	75281A109	X				7/5/2015	1/21/2016	23	44					-21					
617 RANGE RESOURCES CORP	75281A109	X				6/26/2015	1/21/2016	188	408					-220					
618 RANGE RESOURCES CORP	75281A109	X				6/25/2015	1/21/2016	141	307					-166					
619 TEVA PHARMACTCL INDS	881624209	X				1/15/2015	9/7/2016	558	632					-74					
620 TEVA PHARMACTCL INDS	881624209	X				1/27/2015	1/8/2016	312	473					-161					
621 TEVA PHARMACTCL INDS	881624209	X				1/22/2015	1/8/2016	351	527					176					
622 TEVA PHARMACTCL INDS	881624209	X				1/22/2015	1/8/2016	506	761					-255					
623 TEVA PHARMACTCL INDS	881624209	X				1/15/2015	1/8/2016	117	172					56					
624 THERMO FISHER SCIENTIFIC	883556102	X				1/15/2015	4/5/2016	565	499					66					
625 THERMO FISHER SCIENTIFIC	883556102	X				1/15/2015	5/18/2016	600	499					101					
626 THERMO FISHER SCIENTIFIC	883556102	X				1/15/2015	8/12/2016	156	125					31					
627 3M COMPANY	88579Y101	X				1/15/2015	8/12/2016	540	481					-59					
628 TOTAL SA	89151E109	X				3/6/2014	8/12/2016	193	261					-68					
629 TOTAL SA	89151E109	X				3/6/2014	8/12/2016	97	131					-34					
630 TRAVELERS COS INC	89417E109	X				6/4/2012	1/25/2016	513	303					210					
631 TRAVELERS COS INC	89417E109	X				6/4/2012	3/21/2016	116	60					56					
632 TRAVELERS COS INC	89417E109	X				6/4/2012	3/21/2016	237	121					116					
633 US BANCORP (NEW)	902973304	X				5/17/2012	3/21/2016	83	64					19					
634 US BANCORP (NEW)	902973304	X				1/15/2015	4/29/2016	1,276	966					310					
635 VISA INC CL A SHRS	92826C839	X				1/15/2015	3/21/2016	368	318					50					
636 VISA INC CL A SHRS	92826C839	X				1/15/2015	8/12/2016	1,680	1,334					346					
637 VISA INC CL A SHRS	92826C839	X				1/15/2015	1/15/2016	162	127					-35					
638 WALGREENS BOOTS ALLIAN	931471108	X				6/10/2016	8/12/2016	166	166					0					
639 WELLS FARGO & CO NEW DE	949746101	X				3/20/2013	3/21/2016	404	302					-102					
640 WELLS FARGO & CO NEW DE	949746101	X				3/20/2013	8/12/2016	1,150	905					245					
641 WELLS FARGO & CO NEW DE	949746101	X				3/20/2013	8/12/2016	1,056	1,395					261					
642 WELLS FARGO & CO NEW DE	949746101	X				5/12/2014	12/9/2016	1,191	1,045					146					
643 WSTN DIGITAL CORP DEL	958102105	X				1/15/2015	3/21/2016	49	106					-57					
644 WSTN DIGITAL CORP DEL	958102105	X				1/22/2015	6/10/2016	330	737					-407					
645 WSTN DIGITAL CORP DEL	958102105	X				1/15/2015	6/10/2016	1,695	3,804					-2,109					
646 WEYERHAEUSER CO	962166104	X				1/15/2015	3/21/2016	30	37					-7					
647 WEYERHAEUSER CO	962166104	X				1/15/2015	8/12/2016	64	73					-9					
648 WHIRLPOOL CORP	963320106	X				6/15/2016	8/12/2016	186	178					8					

Part I, Line 16b (990-PF) - Accounting Fees

		2,500	0	0	2,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

Part I, Line 16c (990-PF) - Other Professional Fees

		21,701	13,021	0	8,680
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	UST-MLT FEES AS AGENT	21,701	13,021		8,680

Part I, Line 18 (990-PF) - Taxes

		5,962	784	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	784	784		
2	PY EXCISE TAXES PAID	1,204			
3	ESTIMATED EXCISE TAXES PAID	3,974			

Part I, Line 23 (990-PF) - Other Expenses

		937	937	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	22	22		
2	REAL ESTATE PROPERTY TAXES	357	357		
3	REAL ESTATE INSURANCE	198	198		
4	ROYALTY EXPENSE	360	360		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		794,104		738,473		0		838,469	
		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year			
1									
2	UNIVERSAL HEALTH SVCS INC CL B	0		1,750		1,702		1,702	
3	URBAN OUTFITTERS INC	0		1,073		883		883	
4	VARIAN MED SYS INC	0		4,600		4,758		4,758	
5	VERIZON COMMUNICATIONS INC	0		9,813		10,729		10,729	
6	VISA INC CL A SHRS	0		12,148		14,044		14,044	
7	WAL MART STORES INC	0		2,166		2,143		2,143	
8	WALGREENS BOOTS ALLIANCE	0		5,011		4,966		4,966	
9	WELLS FARGO & CO NEW	0		15,004		16,037		16,037	
10	WEYERHAEUSER CO COM	0		1,606		1,324		1,324	
11	WHIRLPOOL CORPORATION COM	0		2,243		2,363		2,363	
12	YUM BRANDS INC	0		2,993		3,673		3,673	
13	YUM CHINA HOLDINGS INC	0		1,827		2,142		2,142	
14	ZIMMER HLDGS INC	0		2,687		2,374		2,374	
15	ZOETIS INC	0		2,062		2,141		2,141	
16	ALLERGAN PLC	0		6,918		6,090		6,090	
17	INVESCO LTD	0		1,614		1,547		1,547	
18	CHUBB LTD	0		4,386		5,021		5,021	
19	NXP SEMICONDUCTORS N V	0		914		1,078		1,078	
20	ACTIVISION BLIZZARD INC	0		3,808		3,900		3,900	
21	AETNA INC	0		7,776		8,557		8,557	
22	ALIBABA GROUP HOLDING LT	0		8,401		9,044		9,044	
23	ALLEGHANY CORP DEL	0		1,929		2,432		2,432	
24	ALPHABET INC SHS CL C	0		7,296		12,349		12,349	
25	ALPHABET INC SHS CL A	0		7,925		14,264		14,264	
26	ALTRIA GROUP INC	0		9,830		11,495		11,495	
27	AMAZON COM INC	0		8,360		16,497		16,497	
28	AMERICAN EXPRESS COMPANY	0		2,687		2,963		2,963	
29	AMERICAN FINL GROUP INC OHIO	0		1,588		1,939		1,939	
30	AMERICAN INTERNATIONAL	0		3,096		3,592		3,592	
31	AMGEN INC	0		5,702		5,848		5,848	
32	ANADARKO PETE CORP	0		2,828		3,068		3,068	
33	ANALOG DEVICES INC	0		692		944		944	
34	ANTHEM INC	0		3,190		3,307		3,307	
35	APPLE COMPUTER INC COM	0		18,887		21,658		21,658	
36	APPLIED MATERIALS INC	0		1,223		1,226		1,226	
37	ASTRAZENECA PLC SPONS ADR	0		3,473		3,278		3,278	
38	AUTODESK INC COM	0		4,802		6,291		6,291	
39	AUTOMATIC DATA PROCESSING INC CON	0		1,695		2,056		2,056	
40	AVERY DENNISON CORP	0		1,028		983		983	
41	BECTON DICKINSON AND COMPANY	0		1,588		1,490		1,490	
42	BERKLEY W R CORP	0		2,197		2,461		2,461	
43	BERKSHIRE HATHAWAY INC	0		2,117		2,119		2,119	
44	BIOGEN IDEC INC	0		5,999		5,672		5,672	
45	CMS ENERGY CORP	0		1,522		1,790		1,790	
46	CATERPILLAR INC	0		3,122		3,339		3,339	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
47	CENTENE CORP DEL	0		2,081		1,526
48	CERNER CORP COM	0		4,714		3,932
49	CHEVRONTXACO CORP	0		8,741		11,299
50	CISCO SYS INC	0		13,199		14,415
51	CITIGROUP INC COM NEW	0		8,307		9,806
52	COCA-COLA CO USD	0		9,012		8,872
53	COGNIZANT TECHNOLOGY SOLUTIONS	0		4,353		4,034
54	COMCAST CORP NEW CL A	0		8,452		10,288
55	CONOCOPHILLIPS	0		1,888		1,254
56	CREDIT SUISSE GROUP SPONSORED AD	0		2,021		2,104
57	D R HORTON INC	0		1,955		1,749
58	DANONE-SPONS ADR	0		6,621		6,416
59	DEERE & COMPANY	0		4,234		5,152
60	DELL TECHNOLOGIES INC	0		2,156		2,199
61	DELTA AIR LINES INC	0		2,554		2,755
62	DIAGEO PLC SPON ADR NEW	0		1,951		1,767
63	DOLLAR GENERAL CORP	0		3,705		3,704
64	DOMINION RES INC VA NEW	0		3,179		3,140
65	DOW CHEMICAL COMPANY COMMON	0		5,423		6,638
66	DR PEPPER SNAPPLE GROUP	0		1,861		2,176
67	E I DU PONT DE NEMOURS & CO COMM	0		2,530		2,642
68	EOG RES INC	0		1,943		2,426
69	E TRADE FINL CORP	0		2,887		2,945
70	EBAY INC	0		2,781		3,207
71	EQUITY RESIDENTIAL SBI	0		2,969		2,767
72	EXELON CORP	0		1,414		1,633
73	EXPEDITORS INTL WASH INC COM	0		5,096		6,196
74	EXXON MOBIL CORP	0		5,746		6,138
75	FACEBOOK INC	0		10,731		17,258
76	FACTSET RESH SYS INC	0		3,216		3,759
77	FEDERAL RLTY INV TR	0		2,733		2,558
78	GAP INC	0		1,693		1,257
79	GENERAL ELECTRIC CO	0		12,065		14,789
80	GENERAL MILLS INC COM	0		2,479		2,471
81	GILEAD SCIENCES INC	0		6,338		4,798
82	GOLDMAN SACHS GROUP INC	0		6,096		8,620
83	GOODYEAR TIRE & RUBBER COMPANY C	0		4,899		5,279
84	HALLIBURTON COMPANY COM	0		2,905		3,408
85	HESS CORP	0		1,824		2,741
86	HOME DEPOT INC USD 0 05	0		8,962		13,274
87	HONEYWELL INTL INC	0		2,580		3,244
88	HUBBELL INC SHS	0		3,360		3,618
89	HUMANA INC COM	0		3,158		3,673
90	CDW CORP	0		3,025		3,542
91	C H ROBINSON WORLDWIDE,	0		3,785		4,029
92	CME GROUP INC	0		1,118		1,500

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			794,104	738,473	0	838,469
93	HUNTINGTON INGALLS INDS	0		1,091		1,105
94	INTEL CORPORATION	0		8,644		9,974
95	INTERNATIONAL PAPER COMPANY COMM	0		2,368		2,812
96	J P MORGAN CHASE & CO	0		13,745		20,364
97	JOHNSON & JOHNSON COM	0		8,177		9,793
98	KELLOGG COMPANY COMMON	0		2,095		1,990
99	KEYCORP NEW COM	0		4,539		5,682
100	KROGER COMPANY COMMON	0		6,438		6,246
101	L BRANDS INC	0		1,538		1,448
102	LABORATORY CORP AMER HLDGS	0		1,768		2,182
103	LAM RESH CORP COM	0		3,045		3,912
104	ESTEE LAUDER COMPANIES INC CL A	0		1,335		1,300
105	LEAR CORP SHS	0		1,088		1,324
106	LENNAR CORP	0		2,041		1,803
107	ELI LILLY & CO COM	0		2,299		2,354
108	LOCKHEED MARTIN CORP	0		2,170		2,749
109	LOWES COMPANIES INC COM	0		4,153		4,338
110	MARATHON OIL CORP	0		1,501		675
111	MARATHON PETROLEUM CORP	0		2,233		2,467
112	MARSH & MCLENNAN COS INC	0		1,606		1,622
113	MERCK AND CO INC SHS	0		9,579		9,007
114	METLIFE INC	0		1,941		2,425
115	MICROSOFT CORP COM	0		17,876		24,235
116	MONDELEZ INTERNATIONAL	0		1,184		1,419
117	MONSTER BEVERAGE SHS	0		6,915		7,848
118	MORGAN STANLEY DEAN WITTER & CO	0		4,285		5,830
119	MOTOROLA SOLUTIONS INC	0		1,345		1,741
120	NEXTERA ENERGY INC SHS	0		7,438		8,243
121	NORTHROP GRUMMAN CORP	0		2,362		3,489
122	NOVARTIS AG SPNSRD ADR	0		5,706		4,225
123	NOVO NORDISK A/S ADR	0		7,709		6,311
124	NVIDIA CORP	0		1,472		3,843
125	OCCIDENTAL PETROLEUM CORPORATIO	0		9,566		9,046
126	OCEANEERING INTERNATIONAL INC	0		1,091		1,100
127	OMNICOM GROUP INC COM	0		3,284		3,745
128	ORACLE CORPORATION	0		13,530		12,765
129	PG&E CORP	0		3,867		4,254
130	PPG INDUSTRIES INC	0		3,255		2,843
131	PFIZER INC COM	0		17,319		17,117
132	PHILIP MORRIS INTL INC	0		1,342		1,464
133	PIONEER NAT RES CO	0		2,716		2,881
134	PRAXAIR INC	0		986		938
135	PRICELINE COM INC	0		3,049		4,398
136	PROCTER & GAMBLE CO COM	0		11,138		10,846
137	PRUDENTIAL FINL INC	0		2,531		3,538
138	PUBLIC SERVICE ENTERPRISE GROUP IN	0		1,423		1,492

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
139	PUBLIC STORAGE INC COM	0		1,561		838,469
140	QUALCOMM INC	0		12,288		11,801
141	QUEST DIAGNOSTICS INC	0		2,068		2,573
142	RAYTHEON CO	0		2,967		3,266
143	REGENERON PHARMACEUTICALS INC	0		6,059		5,506
144	REYNOLDS AMERN INC	0		1,073		1,233
145	ROBERT HALF INTL INC	0		1,032		1,366
146	ROSS STORES INC	0		2,155		2,886
147	SEI INVESTMENTS CO	0		4,772		5,973
148	SALLY BEAUTY HLDGS INC	0		1,057		951
149	SCHLUMBERGER LIMITED COM	0		12,929		13,264
150	SCHWAB CHARLES CORP NEW	0		1,616		2,329
151	SEMPRA ENERGY	0		4,810		4,428
152	SIMON PPTY GROUP INC NEW	0		4,198		3,731
153	SOUTHWEST AIRLINES CO	0		2,183		2,990
154	SUNCOR ENERGY INC NEW	0		6,062		6,767
155	SUNTRUST BANKS INC	0		3,837		5,650
156	TEVA PHARMACEUTICAL INDS ADR	0		4,155		2,574
157	THERMO ELECTRON CORP	0		1,509		1,693
158	3M CO	0		4,063		4,464
159	TOTAL FINA ELF S A ADR	0		3,785		3,415
160	TRAVELERS COS INC	0		1,502		2,448
161	TRINITY INDUSTRIES INC	0		1,153		1,388
162	US BANCORP DEL	0		10,708		13,613
163	UNILEVER NV NY SHARE F NEW	0		2,066		1,930
164	UNION PACIFIC CORP	0		1,784		1,763
165	UNITED CONTL HLDGS INC	0		2,521		2,988
166	UNITED PARCEL SVC INC CL B	0		5,930		8,025
167	UNITED TECHNOLOGIES CORP	0		2,879		2,850
168	UNITED HEALTH GROUP INC	0		6,652		9,282

Part II, Line 13 (990-PF) - Investments - Other

		1,174,896	1,137,323	1,136,988
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description	Basis of Valuation		
2	VANGUARD MID-CAP VAL IDX		0	107,492
3	VANGUARD INDEX FDS		0	102,394
4	VANGUARD INDEX FDS		0	60,446
5			0	2,145
6			0	13,955
7			0	200
8	LKCM FD SMALL CAP EQUITY PORTFOLIO		0	53,995
9	MFS RESEARCH BOND FUND		0	249,921
10	METROPOLITAN WEST FDS TOTAL RETU		0	247,602
11	OPPENHEIMER INTERNATL		0	298,838

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	518
2	MUTUAL FUND AND CTF INCOME ADDITION	2	26
3	RETURN OF PY GRANTS	3	5,000
4	Total	4	5,544

Line 5 - Decreases not included in Part III, Line 2

1	MUTUAL FUND AND CTF INCOME SUBTRACTION	1	1
2	Total	2	1

[illegible]

Long Term CG Distributions	9,310
Short Term CG Distributions	0

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions													Amount	
Short Term CG Distributions													9,310	
													0	
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/16	Adjusted Basis as of 12/31/16	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses	
139 AFLAC INC COM	001055102		8/19/2015	8/12/2016	73		0	63	10		0	0	24,302	
140 AFLAC INC COM	001055102		8/19/2015	8/25/2016	1,387		0	1,387	216	216	0	0	24,302	
141 ABBOTT LABS	002824100		1/22/2015	2/16/2016	152		0	178	-26		0	0	24,302	
142 ABBOTT LABS	002824100		1/15/2015	2/16/2016	758		0	883	-125		0	0	24,302	
143 ABBVIE INC SHS	002871109		7/16/2015	5/11/2016	889		0	980	-91		0	0	24,302	
144 ABBVIE INC SHS	002871109		5/19/2015	5/11/2016	699		0	723	-24		0	0	24,302	
145 OCCIDENTAL PETE CORP CA	674599105		1/15/2015	1/1/2016	844		0	912	-68		0	0	24,302	
146 OMNICOM GROUP COM	681919106		4/8/2015	3/21/2016	81		0	79	2		0	0	24,302	
147 OMNICOM GROUP COM	681919106		4/8/2015	8/12/2016	337		0	316	-21		0	0	24,302	
148 OPENHEIMER INTERNATL	683801407		1/15/2015	8/12/2016	17,619		0	18,467	1,152		0	0	24,302	
149 ORACLE CORP \$0.01 DEL	68389X105		1/15/2015	3/21/2016	167		0	172	-5		0	0	24,302	
150 ORACLE CORP \$0.01 DEL	68389X105		1/15/2015	3/21/2016	542		16	557	1		0	0	24,302	
151 ORACLE CORP \$0.01 DEL	68389X105		1/15/2015	5/9/2016	632		0	686	-54		0	0	24,302	
152 ORACLE CORP \$0.01 DEL	68389X105		1/15/2015	6/7/2016	4,215		0	4,588	-373		0	0	24,302	
153 MEDTRONIC PLC SHS	G59601103		7/9/2015	6/22/2016	676		0	582	94		0	0	24,302	
154 MEDTRONIC PLC SHS	G59601103		3/17/2015	6/22/2016	591		0	532	59		0	0	24,302	
155 MEDTRONIC PLC SHS	G59601103		2/19/2015	6/22/2016	1,943		0	1,767	176		0	0	24,302	
156 MEDTRONIC PLC SHS	G59601103		2/6/2015	6/22/2016	845		0	742	103		0	0	24,302	
157 MEDTRONIC PLC SHS	G59601103		1/29/2015	6/22/2016	84		0	76	8		0	0	24,302	
158 MICHAEL KORS HDGS LTD	G60754101		8/27/2015	2/5/2016	464		0	389	75		0	0	24,302	
159 MICHAEL KORS HDGS LTD	G60754101		8/27/2015	2/16/2016	509		0	432	77		0	0	24,302	
160 MICHAEL KORS HDGS LTD	G60754101		1/15/2015	3/14/2016	469		0	351	118		0	0	24,302	
161 MICHAEL KORS HDGS LTD	G60754101		8/27/2015	3/14/2016	352		0	259	93		0	0	24,302	
162 MICHAEL KORS HDGS LTD	G60754101		1/15/2015	3/15/2016	461		0	351	110		0	0	24,302	
163 TYCO INTL PLC SHS	G91442106		1/22/2015	2/10/2016	375		0	467	-92		0	0	24,302	
164 TYCO INTL PLC SHS	G91442106		1/15/2015	2/10/2016	852		0	1,070	-218		0	0	24,302	
165 XL GROUP PLC SHS	G98290102		1/15/2015	3/21/2016	185		0	176	9		0	0	24,302	
166 XL GROUP PLC SHS	G98290102		12/23/2015	4/29/2016	393		0	473	-80		0	0	24,302	
167 XL GROUP PLC SHS	G98290102		12/15/2015	4/29/2016	884		0	1,036	-152		0	0	24,302	
168 XL GROUP PLC SHS	G98290102		3/17/2015	4/29/2016	950		3	1,069	-119		0	0	24,302	
169 XL GROUP PLC SHS	G98290102		1/22/2015	4/29/2016	33		3	36	0		0	0	24,302	
170 XL GROUP PLC SHS	G98290102		1/22/2015	4/29/2016	426		0	464	-38		0	0	24,302	
171 XL GROUP PLC SHS	G98290102		1/15/2015	4/29/2016	458		35	493	0		0	0	24,302	
172 XL GROUP PLC SHS	G98290102		12/23/2015	5/2/2016	425		0	513	-88		0	0	24,302	
173 XL GROUP PLC SHS	G98290102		1/22/2015	5/2/2016	33		0	40	-7		0	0	24,302	
174 XL GROUP PLC SHS	G98290102		1/15/2015	5/2/2016	458		0	553	-95		0	0	24,302	
175 CHUBB LTD	H14671104		1/22/2015	3/21/2016	121		0	113	8		0	0	24,302	
176 CHUBB LTD	H14671104		1/22/2015	8/12/2016	253		0	226	27		0	0	24,302	
177 CHUBB LTD	H14671104		1/22/2015	11/8/2016	501		0	453	48		0	0	24,302	
178 NXP SEMICONDUCTORS NV	N6596X109		9/10/2015	8/12/2016	172		0	177	-5		0	0	24,302	
179 NXP SEMICONDUCTORS NV	N6596X109		10/30/2015	10/5/2016	412		0	314	98		0	0	24,302	
180 NXP SEMICONDUCTORS NV	N6596X109		9/10/2015	10/5/2016	1,029		0	883	146		0	0	24,302	
181 ADVANSIX INC	007731101		5/21/2015	10/12/2016	15		0	12	3		0	0	24,302	
182 AETNA INC NEW	008171108		7/9/2015	3/21/2016	222		0	226	-4		0	0	24,302	
183 AETNA INC NEW	008171108		7/9/2015	8/12/2016	477		0	452	25		0	0	24,302	
184 ALIBABA GROUP HOLDING L	01609W102		1/15/2015	3/21/2016	546		0	676	-130		0	0	24,302	
185 ALIBABA GROUP HOLDING L	01609W102		1/15/2015	8/12/2016	1,663		0	1,643	20		0	0	24,302	
186 ALIBABA GROUP HOLDING L	01609W102		1/15/2015	11/4/2016	98		0	97	1		0	0	24,302	
187 ALLIANCE DATA SYS CORP	018581108		1/15/2015	2/5/2016	1,139		0	1,684	-545		0	0	24,302	
188 ALLIANCE DATA SYS CORP	018581108		1/22/2015	2/8/2016	364		0	587	-223		0	0	24,302	
189 ALLIANCE DATA SYS CORP	018581108		1/15/2015	2/8/2016	364		0	561	-197		0	0	24,302	
190 ALPHABET INC SHS CL C	02079K107		1/22/2015	8/12/2016	782		0	356	426		0	0	24,302	
191 ARM HDGS PLC SPD ADR	042068106		1/15/2015	8/2/2016	1,200		0	809	391		0	0	24,302	
192 ARM HDGS PLC SPD ADR	042068106		1/15/2015	8/2/2016	269		0	180	89		0	0	24,302	
193 ARM HDGS PLC SPD ADR	042068106		1/15/2015	8/12/2016	522		0	360	162		0	0	24,302	
194 ARM HDGS PLC SPD ADR	042068106		1/15/2015	9/22/2016	1,332		0	899	433		0	0	24,302	
195 ARM HDGS PLC SPD ADR	042068106		8/29/2016	9/22/2016	67		0	66	1		0	0	24,302	
196 ARM HDGS PLC SPD ADR	042068106		1/22/2015	9/22/2016	1,265		0	913	352		0	0	24,302	
197 ARM HDGS PLC SPD ADR	042068106		2/13/2015	9/22/2016	333		0	216	117		0	0	24,302	
198 ARM HDGS PLC SPD ADR	042068106		4/20/2016	9/22/2016	67		0	42	25		0	0	24,302	
199 ARM HDGS PLC SPD ADR	042068106		4/19/2016	9/22/2016	533		0	335	198		0	0	24,302	
200 ASTRAZENECA PLC SPND AL	046353108		4/4/2016	8/12/2016	201		0	171	30		0	0	24,302	
201 ACTIVISION BLIZZARD INC	00507V109		1/19/2015	3/21/2016	96		14	109	1		0	0	24,302	
202 AUTODESK INC DEL PV\$0.01	052769106		1/15/2015	3/21/2016	290		0	280	10		0	0	24,302	
203 AUTODESK INC DEL PV\$0.01	052769106		1/15/2015	8/12/2016	741		0	671	70		0	0	24,302	
204 AUTOMATIC DATA PROC	053015103		1/15/2015	8/12/2016	360		0	336	24		0	0	24,302	
205 AVERY DENNISON CORP	053611109		4/21/2016	8/12/2016	78		0	73	5		0	0	24,302	
206 ACTIVISION BLIZZARD INC	00507V109		1/18/2015	8/12/2016	370		0	328	42		0	0	24,302	
207 ADVANSIX INC	007731101		8/29/2016	10/11/2016	2		0	2	0		0	0	24,302	

Long Term CG Distributions	9,310
Short Term CG Distributions	0

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										9,310		Short Term CG Distributions																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Description of Property Sold										CUSIP #		Acquisition Method		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		F M V as of 12/31/89		Adjusted Basis as of 12/31/89		Excess of FMV Over Adjusted Basis		Gains Minus Excess FMV Over Adj Basis or Losses																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																														
277	EOG RESOURCES INC	26875P101																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																														

Long Term CG Distributions	9,310
Short Term CG Distributions	0

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions	9,310
Short Term CG Distributions	0

552	SUNTRUST BKS INC	COM	867914103	1/15/2015	8/12/2016	334	0	295	0	39
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Long Term CG Distributions	9,310
Short Term CG Distributions	0

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount		Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	1,839	438,192	24,302	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
Short Term CG Distributions		9,310	0													
Description of Property Sold		CUSIP #														
622	TEVA PHARMACTCL INDS AI	881624209			1/22/2015	1/18/2016	506		0							24,302
623	TEVA PHARMACTCL INDS AI	881624209			1/15/2015	1/18/2016	117		56							-255
624	THERMO FISHER SCIENTIFIC	883556102			1/15/2015	4/5/2016	565		0							66
625	THERMO FISHER SCIENTIFIC	883556102			1/15/2015	5/18/2016	600		0							101
626	THERMO FISHER SCIENTIFIC	883556102			1/15/2015	8/12/2016	156		0							31
627	3M COMPANY	88579Y101			1/15/2015	8/12/2016	540		0							59
628	TOTAL SA	89151E109			3/6/2014	8/12/2016	193		0							-68
629	TOTAL SA	89151E109			3/6/2014	8/12/2016	97		34							0
630	TRAVELERS COS INC	89417E109			6/4/2012	12/5/2016	513		0							210
631	TRAVELERS COS INC	89417E109			6/4/2012	3/21/2016	118		0							56
632	TRAVELERS COS INC	89417E109			6/4/2012	8/12/2016	237		0							116
633	US BANCORP (NEW)	902973304			5/1/2012	3/21/2016	83		0							19
634	US BANCORP (NEW)	902973304			5/1/2012	4/29/2016	1,276		0							310
635	VISA INC CL A SHRS	92826C839			1/15/2015	3/21/2016	368		0							50
636	VISA INC CL A SHRS	92826C839			1/15/2015	8/12/2016	1,680		0							346
637	VISA INC CL A SHRS	92826C839			1/15/2015	1/12/2016	162		0							35
638	WALGREENS BOOTS ALLIAN	92826C839			1/15/2015	8/12/2016	166		0							0
639	WELLS FARGO & CO NEW DE	949746101			3/20/2013	3/21/2016	404		0							102
640	WELLS FARGO & CO NEW DE	949746101			3/20/2013	8/12/2016	1,550		0							245
641	WELLS FARGO & CO NEW DE	949746101			3/20/2013	10/5/2016	1,656		0							261
642	WELLS FARGO & CO NEW DE	949746101			5/12/2014	12/9/2016	1,191		0							146
643	WESTN DIGITAL CORP DEL	958102105			1/15/2015	3/21/2016	49		0							-57
644	WESTN DIGITAL CORP DEL	958102105			1/22/2015	6/10/2016	330		0							-407
645	WESTN DIGITAL CORP DEL	958102105			1/15/2015	6/10/2016	1,695		0							-2,109
646	WEYERHAEUSER CO	962186104			1/15/2015	3/21/2016	30		0							-7
647	WEYERHAEUSER CO	962186104			6/15/2015	8/12/2016	186		0							8
648	WHIRLPOOL CORP	963320106			6/15/2015	8/12/2016	178		0							8
649	YUM BRANDS INC	988498101			3/21/2015	3/21/2016	555		0							51
650	PPG INDUSTRIES INC SHS	693506107			3/2/2015	8/12/2016	104		0							-15
651	PPG INDUSTRIES INC SHS	693506107			3/3/2015	12/7/2016	483		0							-106
652	PPG INDUSTRIES INC SHS	693506107			3/2/2015	12/7/2016	97		0							-23
653	PEPSICO INC	713448108			10/5/2016	10/5/2016	507		24							0
654	PEPSICO INC	713448108			10/5/2016	12/23/2016	838		0							-11
655	PEPSICO INC	713448108			10/5/2016	12/23/2016	524		0							-34
656	PFIZER INC	717081103			1/28/2014	3/21/2016	659		13							-1
657	PFIZER INC	717081103			1/28/2014	7/13/2016	363		0							57
658	PFIZER INC	717081103			1/28/2014	8/4/2016	564		0							75
659	PFIZER INC	717081103			1/28/2014	8/4/2016	353		0							49
660	PFIZER INC	717081103			1/22/2015	8/5/2016	171		0							14
661	PFIZER INC	717081103			1/28/2014	8/5/2016	424		0							59
662	PFIZER INC	717081103			3/2/2015	8/12/2016	523		0							1
663	PFIZER INC	717081103			1/22/2015	8/12/2016	628		0							40
664	PFIZER INC	717081103			3/2/2015	9/7/2016	69		0							-1
665	RATHEON CO DELAWARE N	755111507			2/10/2014	5/23/2016	516		0							143
666	RATHEON CO DELAWARE N	755111507			1/15/2015	7/13/2016	276		0							63
667	RATHEON CO DELAWARE N	755111507			2/10/2014	7/13/2016	829		0							269
668	HALLIBURTON COMPANY	406216101			1/22/2015	5/19/2016	555		20							1
669	HALLIBURTON COMPANY	406216101			1/15/2015	5/19/2016	1,426		0							73
670	HALLIBURTON COMPANY	406216101			2/10/2015	8/12/2016	175		16							0
671	HALLIBURTON COMPANY	406216101			2/10/2015	9/7/2016	87		0							-9
672	HALLIBURTON COMPANY	406216101			2/10/2015	9/7/2016	436		0							-40
673	HESS CORP	42809H107			2/10/2016	3/21/2016	53		0							14
674	HESS CORP	42809H107			2/10/2016	8/12/2016	168		0							50
675	HOME DEPOT INC	437076102			12/3/2012	3/1/2016	503		0							242
676	HOME DEPOT INC	437076102			12/3/2012	3/1/2016	498		0							237
677	HOME DEPOT INC	437076102			12/3/2012	3/21/2016	261		0							262
678	HOME DEPOT INC	437076102			3/4/2013	6/29/2016	509		0							229
679	HOME DEPOT INC	437076102			12/3/2012	6/29/2016	509		0							248
680	HOME DEPOT INC	437076102			3/4/2013	8/9/2016	544		0							264
681	HOME DEPOT INC	437076102			3/4/2013	8/12/2016	955		0							466
682	FEDERAL REALTY INVESTME	313747206			10/13/2015	12/6/2016	598		0							32
683	FEDERAL REALTY INVESTME	313747206			10/14/2015	2/5/2016	151		0							10
684	FEDERAL REALTY INVESTME	313747206			10/13/2015	2/5/2016	301		0							18
685	FEDERAL REALTY INVESTME	313747206			10/14/2015	8/12/2016	320		0							37
686	FEDERAL REALTY INVESTME	313747206			10/30/2015	10/5/2016	144		0							1
687	FEDERAL REALTY INVESTME	313747206			11/2/2015	10/19/2016	432		0							8
688	FEDERAL REALTY INVESTME	313747206			10/30/2015	10/19/2016	147		0							2
689	FEDERAL REALTY INVESTME	313747206			10/30/2015	10/19/2016	295		0							8
690	FEDEX CORP DELAWARE CL	31428X106			4/27/2015	2/22/2016	676		0							-174

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount		460,655		0		1,839		438,192		24,302		0		0		24,302	
Short Term CG Distributions		9,310		0		0		0		0		0		0		0		0	
	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses						
691 FEDEX CORP DELAWARE CO	31428X106		7/9/2015	4/13/2016	834		0	843	-9		0	0	-9						
692 FEDEX CORP DELAWARE CO	31428X106		4/27/2015	4/13/2016	1,502		0	1,530	-28		0	0	-28						
693 FEDEX CORP DELAWARE CO	31428X106		4/27/2015	4/13/2016	167		0	170	-3		0	0	-3						
694 FIRST REP BK SAN FRANCISCO	33616C100		10/5/2016	11/17/2016	581		0	549	32		0	0	32						
695 FIRST REP BK SAN FRANCISCO	33616C100		10/19/2016	12/7/2016	606		0	534	72		0	0	72						
696 FIRST REP BK SAN FRANCISCO	33616C100		10/5/2016	12/7/2016	606		0	549	57		0	0	57						
697 GAP INC DELAWARE	364760108		8/6/2015	3/21/2016	90		0	104	-14		0	0	-14						
698 GAP INC DELAWARE	364760108		8/6/2015	8/12/2016	150		0	208	-58		0	0	-58						
699 GAP INC DELAWARE	364760108		8/6/2015	8/12/2016	50		19	69	0		0	0	0						
700 GAP INC DELAWARE	364760108		8/6/2015	8/29/2016	159		0	208	-49		0	0	-49						
701 GAP INC DELAWARE	364760108		8/7/2015	8/29/2016	371		0	489	-118		0	0	-118						
702 GENERAL ELECTRIC	369604103		1/15/2015	3/21/2016	840		0	641	199		0	0	199						
703 RAYTHEON CO DELAWARE N	755111507		1/15/2015	8/12/2016	427		0	319	108		0	0	108						
704 RAYTHEON CO DELAWARE N	755111507		1/15/2015	11/16/2016	582		0	425	157		0	0	157						
705 RAYTHEON CO DELAWARE N	755111507		2/22/2016	12/9/2016	291		0	250	41		0	0	41						
706 RAYTHEON CO DELAWARE N	755111507		1/22/2015	12/9/2016	1,165		0	857	308		0	0	308						
707 RAYTHEON CO DELAWARE N	755111507		1/15/2015	12/9/2016	728		0	532	196		0	0	196						
708 REYNOLDS AMERICAN INC	761713106		12/22/2015	3/21/2016	153		0	103	50		0	0	50						
709 REYNOLDS AMERICAN INC	761713106		1/15/2015	3/21/2016	153		0	101	52		0	0	52						
710 REYNOLDS AMERICAN INC	761713106		12/22/2015	8/12/2016	557		0	379	178		0	0	178						
711 REYNOLDS AMERICAN INC	761713106		2/24/2015	9/27/2016	239		0	189	50		0	0	50						
712 REYNOLDS AMERICAN INC	761713106		2/24/2015	9/27/2016	287		0	207	80		0	0	80						
713 REYNOLDS AMERICAN INC	761713106		2/24/2015	10/5/2016	370		0	302	68		0	0	68						
714 REYNOLDS AMERICAN INC	761713106		6/15/2016	11/12/2016	1,314		0	1,206	108		0	0	108						
715 REYNOLDS AMERICAN INC	761713106		9/2/2015	11/12/2016	2,080		0	1,564	516		0	0	516						
716 REYNOLDS AMERICAN INC	761713106		6/5/2015	11/12/2016	2,189		0	1,459	730		0	0	730						
717 REYNOLDS AMERICAN INC	761713106		2/24/2015	11/12/2016	821		0	567	254		0	0	254						
718 ROCKWELL AUTOMATION INC	773903109		12/23/2015	4/19/2016	583		0	521	62		0	0	62						
719 ROCKWELL AUTOMATION INC	773903109		12/23/2015	8/12/2016	118		0	104	14		0	0	14						
720 ROCKWELL AUTOMATION INC	773903109		12/23/2015	11/8/2016	501		0	417	84		0	0	84						
721 ROCKWELL AUTOMATION INC	773903109		2/5/2016	11/17/2016	265		0	198	67		0	0	67						
722 ROCKWELL AUTOMATION INC	773903109		12/6/2016	11/17/2016	662		0	474	188		0	0	188						
723 ROCKWELL AUTOMATION INC	773903109		12/23/2015	11/17/2016	132		0	104	28		0	0	28						
724 ROCKWELL AUTOMATION INC	773903109		7/20/2016	11/25/2016	398		0	359	39		0	0	39						
725 ROCKWELL AUTOMATION INC	773903109		2/8/2016	11/25/2016	398		0	293	105		0	0	105						
726 ROCKWELL AUTOMATION INC	773903109		10/19/2016	11/28/2016	529		0	472	57		0	0	57						
727 ROCKWELL AUTOMATION INC	773903109		7/21/2016	11/28/2016	264		0	239	25		0	0	25						
728 ROCKWELL COLLINS INC	774341101		1/15/2015	6/10/2016	1,077		0	1,021	56		0	0	56						
729 ROCKWELL COLLINS INC	774341101		1/15/2015	6/13/2016	704		0	680	24		0	0	24						
730 ROCKWELL COLLINS INC	774341101		12/22/2015	6/14/2016	346		0	347	-1		0	0	-1						
731 ROCKWELL COLLINS INC	774341101		1/15/2015	6/14/2016	87		0	85	2		0	0	2						
732 ROSS STORES INC COM	778296103		1/15/2015	12/9/2016	803		0	687	116		0	0	116						
733 ROSS STORES INC COM	778296103		1/15/2015	12/9/2016	709		0	595	114		0	0	114						
734 ROSS STORES INC COM	778296103		1/15/2015	3/21/2016	58		0	46	12		0	0	12						
735 ROSS STORES INC COM	778296103		1/15/2015	8/12/2016	315		0	229	86		0	0	86						
736 ROYAL DUTCH SHEL PLC	780299107		10/21/2015	4/29/2016	692		0	733	-41		0	0	-41						
737 JOHNSON AND JOHNSON CO	478160104		9/14/2015	11/11/2016	592		0	468	124		0	0	124						
738 JOHNSON AND JOHNSON CO	478160104		9/14/2015	11/16/2016	582		0	468	114		0	0	114						
739 KELLOGG CO	487836108		4/1/2016	7/20/2016	411		0	389	22		0	0	22						
740 KELLOGG CO	487836108		4/1/2016	8/12/2016	418		0	389	29		0	0	29						
741 KELLOGG CO	487836108		5/18/2016	10/5/2016	228		0	225	3		0	0	3						
742 MASCO CORP	574599106		2/22/2016	3/21/2016	31		0	28	3		0	0	3						
743 MASCO CORP	574599106		2/22/2016	8/12/2016	835		0	637	198		0	0	198						
744 MASCO CORP	574599106		2/22/2016	8/12/2016	72		0	55	17		0	0	17						
745 MASCO CORP	574599106		2/22/2016	10/5/2016	1,133		0	915	218		0	0	218						
746 MASTERCARD INC	57636Q104		8/21/2014	1/6/2016	282		0	231	51		0	0	51						
747 MASTERCARD INC	57636Q104		9/23/2014	1/6/2016	376		0	304	72		0	0	72						
748 MASTERCARD INC	57636Q104		8/19/2014	1/6/2016	188		0	153	35		0	0	35						
749 MASTERCARD INC	57636Q104		1/15/2015	1/6/2016	94		0	83	11		0	0	11						
750 MASTERCARD INC	57636Q104		10/3/2014	1/6/2016	657		0	519	138		0	0	138						
751 MASTERCARD INC	57636Q104		1/15/2015	1/7/2016	1,820		0	1,657	163		0	0	163						
752 MASTERCARD INC	57636Q104		1/15/2015	1/20/2016	674		0	663	11		0	0	11						
753 US BANCORP (NEW)	902973304		6/16/2013	11/12/2016	579		0	426	153		0	0	153						
754 UNION PACIFIC CORP	907818108		6/18/2014	8/12/2016	184		0	200	-16		0	0	-16						
755 UNITED CONTL HDGS INC	910047109		12/8/2014	3/21/2016	61		0	65	-4		0	0	-4						
756 UNITED CONTL HDGS INC	910047109		12/8/2014	8/12/2016	94		0	130	-36		0	0	-36						
757 UNITED PARCEL SVC CL B	911312106		12/21/2012	8/12/2016	879		0	596	283		0	0	283						
758 UNITED TECHS CORP COM	913017109		1/15/2015	1/26/2016	517		0	684	-167		0	0	-167						
759 UNITED TECHS CORP COM	913017109		1/15/2015	3/21/2016	199		0	228	-29		0	0	-29						

Long Term CG Distributions	9,310
Short Term CG Distributions	0

Amount

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	LARRY WILLINGHAM		3150 N BEAR CANYON RD	TUCSON	AZ	85749-8772		VICE PRESIDENT	1 00	0		
2	NANCY WILLINGHAM		6739 E CALLE CADENA	TUCSON	AZ	85715-3244		VICE PRESIDENT	1 00	0		
3	SARA WILLINGHAM		1380 FISHLAKE DRIVE	MUNDS PARK	AZ	86017		SECRETARY	1 00	0		
4	C HAROLD WILLINGHAM		6739 E CALLE CADENA	TUCSON	AZ	85715-3244		PRESIDENT	1 00	0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/13/2016	2	994
3 Second quarter estimated tax payment	6/14/2016	3	994
4 Third quarter estimated tax payment	9/14/2016	4	994
5 Fourth quarter estimated tax payment	12/14/2016	5	992
6 Other payments		6	0
7 Total		7	3,974

PAGE 10, PART XV, LINE 2D – DETAIL

SUPPORT AND PROMOTE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERACY AND EDUCATIONAL UNDERTAKINGS, PRINCIPALLY IN SMITH COUNTY, AND EXCLUSIVELY IN THE STATE OF TEXAS, TO FILL THE NEED WHICH EXISTS IN SUCH FIELDS AND IS NOT ADEQUATELY PROVIDED FOR BY OTHER REGULAR MEANS.