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Return of Private Foundation

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

2016

Department of the Treasury
Internal Revenue Service

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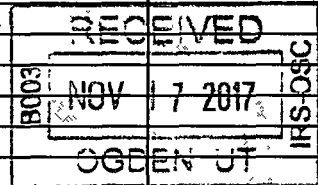
For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE HELM FOUNDATION, INC.		A Employer identification number 76-0419884
Number and street (or P O box number if mail is not delivered to street address) 2901 WILCREST DRIVE, #217	Room/suite	B Telephone number (713) 333-2641
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77042		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,035,422.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	194,959.	194,959.		STATEMENT 1
	5a Gross rents	10.	10.		STATEMENT 2
	b Net rental income or (loss)	10.			
	6a Net gain or (loss) from sale of assets not on line 10	-88,831.			
	b Gross sales price for all assets on line 6a	865,190.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-12,987.	43,512.		STATEMENT 3	
12 Total. Add lines 1 through 11	93,151.	238,481.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	125,000.	62,500.		62,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	19,606.	9,803.		9,803.
	16a Legal fees				
	b Accounting fees STMT 4	6,894.	3,447.		3,447.
	c Other professional fees STMT 5	57,699.	57,699.		0.
	17 Interest	14,580.	14,580.		0.
	18 Taxes STMT 6	6,239.	6,239.		0.
	19 Depreciation and depletion	12,250.	9,981.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	38,977.	38,655.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	281,245.	202,904.		75,750.
	25 Contributions, gifts, grants paid	215,000.			215,000.
26 Total expenses and disbursements. Add lines 24 and 25	496,245.	202,904.		290,750.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-403,094.				
b Net investment income (if negative, enter -0-)		35,577.			
c Adjusted net income (if negative, enter -0-)			N/A		

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3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		98,254.	305,346.	305,346.
	2	Savings and temporary cash investments		573,038.	204,233.	204,233.
	3	Accounts receivable ▶	4,283.			
		Less: allowance for doubtful accounts ▶		11,155.	4,283.	4,283.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 8	4,375,117.	4,260,462.	4,009,216.
	c	Investments - corporate bonds	STMT 9	1,899,943.	1,867,357.	1,794,849.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	1,087,743.	1,000,475.	717,495.	
14	Land, buildings, and equipment basis ▶	11,759.				
	Less accumulated depreciation STMT 11 ▶	11,759.				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		8,045,250.	7,642,156.	7,035,422.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		8,045,250.	7,642,156.	
30	Total net assets or fund balances		8,045,250.	7,642,156.		
31	Total liabilities and net assets/fund balances		8,045,250.	7,642,156.		

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	8,045,250.
2	Enter amount from Part I, line 27a	2	-403,094.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,642,156.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,642,156.

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				
b	SEE ATTACHED STATEMENTS			
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	865,190.	954,021.	-88,831.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			-88,831.	
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	-88,831.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	435,146.	7,576,549.	.057433
2014	476,859.	8,850,417.	.053880
2013	387,426.	9,045,640.	.042830
2012	508,728.	9,205,483.	.055264
2011	492,214.	8,425,581.	.058419
2	Total of line 1, column (d)		.267826
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		.053565
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		6,967,064.
5	Multiply line 4 by line 3		373,191.
6	Enter 1% of net investment income (1% of Part I, line 27b)		356.
7	Add lines 5 and 6		373,547.
8	Enter qualifying distributions from Part XII, line 4		290,750.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.	1	712.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	712.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	712.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,962.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,962.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,250.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 4,250. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ MICAH MANAGEMENT LLC Telephone no. ▶ 713 333 2641 Located at ▶ 2901 WILCREST DR., SUITE 217, HOUSTON, TX ZIP+4 ▶ 77042		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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		
6b		X
7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GLORA BEE HELM 2901 WILCREST DR., SUITE 217 HOUSTON, TX 77042	DIR/CHAIRMAN 0.00	0.	0.	0.
CYRUS VARD HELM 2901 WILCREST DR., SUITE 217 HOUSTON, TX 77042	DIR/PRESIDENT 5.00	125,000.	9,803.	0.
SUSAN HELM 2901 WILCREST DR., SUITE 217 HOUSTON, TX 77042	DIR/SECRETARY 5.00	0.	9,802.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MICAH MANAGEMENT LLC 2901 WILCREST DRIVE #217, HOUSTON, TX 77042	FOUNDATION MANAGEMENT	125,000.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount	
1 N/A		
2		
3 All other program-related investments. See instructions.		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,905,529.
b	Average of monthly cash balances	1b	506,368.
c	Fair market value of all other assets	1c	661,264.
d	Total (add lines 1a, b, and c)	1d	7,073,161.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,073,161.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,097.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,967,064.
6	Minimum investment return. Enter 5% of line 5	6	348,353.

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	348,353.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	712.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	712.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	347,641.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	347,641.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	347,641.

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	290,750.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	290,750.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	290,750.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				347,641.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			259,505.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 290,750.				
a Applied to 2015, but not more than line 2a			259,505.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				31,245.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				316,396.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the 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:
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>ASCENDING LEADERS 3947 FIELD CROSSING LN SUGARLAND, TX 77498</p>	N/A	SEC. 501(C)(3)	GENERAL FUND	3,500.
<p>BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE IRVING, TX 75015</p>	N/A	SEC. 501(C)(3)	EAGLE PROJECT	500.
<p>CLUB OUTREACH MINISTRIES INC 1401 MCKINNEY STE 1900 HOUSTON, TX 77010</p>	N/A	SEC. 501(C)(3)	EDUCATION	8,000.
<p>COVENANT HOUSE 1111 LOVETT BLVD. HOUSTON, TX 70006</p>	N/A	SEC. 501(C)(3)	GENERAL FUND	10,000.
<p>DEPELCHIN CHILDREN'S CENTER 4960 MEMORIAL DR HOUSTON, TX 77007</p>	N/A	SEC. 501(C)(3)	GENERAL FUND	5,000.
<p>Total SEE CONTINUATION SHEET(S) ▶ 3a</p>				215,000.
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<p>Total ▶ 3b</p>				0.

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 FIDELITY #670 (CGD)	P		
b STATEMENT D-1	P		
c FR XI OFFSHORE AIV, LP (CAP LOSS) #90	P		
d FR XI-E ONSHORE AIV, LP (CAP GAIN) #90	P		
e FR XI-E ONSHORE AIV, LP (CAP LOSS) #90	P		
f FIRST RESERVE FUND XI, LP (CAP GAIN) #90	P		
g FIRST RESERVE FUND XI, LP (CAP LOSS) #90	P		
h FR XI OFFSHORE AIV, LP (CAP LOSS) #264	P		
i FR XI-E ONSHORE AIV, LP (CAP GAIN) #264	P		
j FR XI-E ONSHORE AIV, LP (CAP LOSS) #264	P		
k FIRST RESERVE FUND XI, LP (CAP GAIN) #264	P		
l FIRST RESERVE FUND XI, LP (CAP LOSS) #264	P		
m FR XII-A BRAVO AIV LP (CAP LOSS)	P		
n FR XII-A CHARLIE AIV LP (CAP LOSS)	P		
o FR XII-A PARALLEL VEHICLE LP (CAP GAIN)	P		

(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 463.			463.
b 863,243.		879,036.	-15,793.
c		12.	-12.
d 194.			194.
e		126.	-126.
f 525.			525.
g		25,835.	-25,835.
h		6.	-6.
i 94.			94.
j		61.	-61.
k 256.			256.
l		12,568.	-12,568.
m		35,526.	-35,526.
n		571.	-571.
o 10.			10.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			463.
b			-15,793.
c			-12.
d			194.
e			-126.
f			525.
g			-25,835.
h			-6.
i			94.
j			-61.
k			256.
l			-12,568.
m			-35,526.
n			-571.
o			10.

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
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). If (loss), enter "-0-" in Part I, line 8	3

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	FR XII-A PBF AIV LP (CAP GAIN)			P	
b	FR XII-A MIDSTATES (CAP LOSS)			P	
c	FR XIII CHARLIE AIV, LP (SECTION 1231)			P	
d	FR XIII CHARLIE AIV, LP (CAP LOSS)			P	
e	LITIGATION PROCEEDS			P	
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(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	19.		19.		
b		238.	-238.		
c	121.		121.		
d		42.	-42.		
e	265.		265.		
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			19.		
b			-238.		
c			121.		
d			-42.		
e			265.		
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
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	-88,831.	
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). If (loss), enter "-0-" in Part I, line 8			3	N/A	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DUKE UNIVERSITY BOX 90581 DURHAM, NC 27708	N/A	SEC. 501(C)(3)	EDUCATION	25,000.
FIRST BAPTIST CHURCH OF WILMINGTON 411 MARKET ST WILMINGTON, NC 28401-4546	N/A	SEC. 501(C)(3)	GENERAL FUND	5,000.
GLENWOOD CEMETARY 2525 WASHINGTON AVE HOUSTON, TX 77007	N/A	SEC. 501(C)(3)	GENERAL FUND	5,000.
HOUSE OF AMOS P.O. BOX 720779 HOUSTON, TX 77272	N/A	SEC. 501(C)(3)	GENERAL FUND	3,000.
HOUSTON AUDOBON SOCIETY 440 WILCHESTER BLVD HOUSTON, TX 77079	N/A	SEC. 501(C)(3)	GENERAL FUND	5,000.
MARBRIDGE FOUNDATION P.O. BOX 2250 MANCHACA, TX 78652	N/A	SEC. 501(C)(3)	GENERAL FUND	15,000.
NEIGHBORS IN ACTION 1320 MAIN HOUSTON, TX 77002	N/A	SEC. 501(C)(3)	GENERAL FUND	25,000.
QUILLIAN CENTER 3663 WESTCENTER DR HOUSTON, TX 77042	N/A	SEC. 501(C)(3)	RELIGIOUS	5,000.
ST. ROSE OF LIMA SCHOOL 3600 BRINKMAN HOUSTON, TX 77018	N/A	SEC. 501(C)(3)	GENERAL FUND	15,000.
ST. STEPHEN'S EPISCOPAL SCHOOL 6500 ST. STEPHEN'S DRIVE AUSTIN, TX 78746	N/A	SEC. 501(C)(3)	EDUCATION	48,000.
Total from continuation sheets				188,000.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY #670 (DIVIDENDS)	91,118.	0.	91,118.	91,118.	
FIDELITY #670 (INTEREST FROM SECURITIES)	80,550.	0.	80,550.	80,550.	
FIRST RESERVE FUND XI, LP #264	156.	0.	156.	156.	
FIRST RESERVE FUND XI, LP #90	321.	0.	321.	321.	
FIRST RESERVE FUND XIII LP	165.	0.	165.	165.	
FR XI-E ONSHORE AIV, LP #264	5,850.	0.	5,850.	5,850.	
FR XI-E ONSHORE AIV, LP #90	12,026.	0.	12,026.	12,026.	
FR XII-A ALPHA AIV LP	11.	0.	11.	11.	
FR XII-A BRAVO AIV, LP	10.	0.	10.	10.	
FR XII-A CHARLIE AIV, LP	1,989.	0.	1,989.	1,989.	
FR XII-A DELTA AIV, LP	64.	0.	64.	64.	
FR XII-A PARALLEL VEHICLE, LP	2,575.	0.	2,575.	2,575.	
FR XII-A PBF AIV, LP	33.	0.	33.	33.	
FR XII-A RHINO AIV, LP	53.	0.	53.	53.	
FR XIII CHARLIE AIV, LP	38.	0.	38.	38.	
TO PART I, LINE 4	194,959.	0.	194,959.	194,959.	

FORM 990-PF	RENTAL INCOME	STATEMENT	2
KIND AND LOCATION OF PROPERTY		ACTIVITY NUMBER	GROSS RENTAL INCOME
FIRST RESERVE FUND XI, LP #90		1	7.
FIRST RESERVE FUND XI, LP #264		2	3.
TOTAL TO FORM 990-PF, PART I, LINE 5A			10.

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FR XI-E ONSHORE AIV, LP #264	-1,202.	-1,202.	
FIRST RESERVE FUND XI, LP #264	2,584.	2,584.	
FR XI-E ONSHORE AIV, LP #90	-2,469.	-2,469.	
FIRST RESERVE FUND XI, LP #90	5,312.	5,312.	
FR XII-A MIDSTATES	1.	1.	
FR XII-A CHARLIE AIV, LP	30,137.	30,137.	
FR XII-A PARALLEL VEHICLE LP	6.	6.	
FR XIII FOXTROT AIV LP	300.	300.	
FR XI-E ONSHORE AIV, LP #90 (UBTI)	2,739.	0.	
FIRST RESERVE FUND XI, LP #90 (UBTI)	-24,624.	0.	
FR XI-E ONSHORE AIV, LP #264 (UBTI)	1,333.	0.	
FIRST RESERVE FUND XI, LP #264 (UBTI)	-11,979.	0.	
FR XII-A CHARLIE AIV, LP (UBTI)	-13,583.	0.	
FR XII-A BRAVO AIV, LP (UBTI)	-1,357.	0.	
FR XII-A PBF AIV, LP	8.	8.	
FR XII-A PBF AIV, LP (UBTI)	-20.	0.	
FIRST RESERVE FUND XI, LP #90 (ROYALTIES)	1.	1.	
FIRST RESERVE FUND XI, LP #264 (ROYALTIES)	1.	1.	
FR XII-A CHARLIE AIV, LP (ROYALTIES)	28.	28.	
FR XIII CHARLIE AIV, LP	8,805.	8,805.	
FR XIII CHARLIE AIV, LP (UBTI)	-8,708.	0.	
FR XIII FOXTROT AIV, LP (UBTI)	-300.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-12,987.	43,512.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,894.	3,447.		3,447.
TO FORM 990-PF, PG 1, LN 16B	6,894.	3,447.		3,447.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIRST RESERVE FUND XI #90	2,326.	2,326.		0.
FIDELITY #670	30,325.	30,325.		0.
FIRST RESERVE FUND XI #264	1,131.	1,131.		0.
FR XII-A ALPHA AIV, LP	449.	449.		0.
FR XII-A BRAVO AIV, LP	1,790.	1,790.		0.
FR XI-E ONSHORE AIV #264	109.	109.		0.
FR XI OFFSHORE AIV, LP #264	189.	189.		0.
FR HORIZON AIV, LP #264	233.	233.		0.
FR XII-A CHARLIE AIV, LP	3,562.	3,562.		0.
FR XII-A PBF AIV, LP	854.	854.		0.
FR XI-E ONSHORE AIV #90	226.	226.		0.
FR XI OFFSHORE AIV, LP #90	392.	392.		0.
FR HORIZON AIV, LP #90	482.	482.		0.
FR XII-A PARALLEL VEHICLE, LP	4,742.	4,742.		0.
FR XII-A DELTA AIV, LP	638.	638.		0.
FR XII-A MIDSTATES AIV, LP	331.	331.		0.
FR XII-A RHINO AIV LP	883.	883.		0.
FIRST RESERVE FUND XIII,LP	7,925.	7,925.		0.
FR XIII CHARLIE AIV, LP	1,070.	1,070.		0.
FR XIII FOXTROT AIV, LP	42.	42.		0.
TO FORM 990-PF, PG 1, LN 16C	57,699.	57,699.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDELITY #670-FOREIGN TAX	6,134.	6,134.		0.
PROPERTY TAX	102.	102.		0.
FR XII-A BRAVO AIV, LP (FTC)	1.	1.		0.
FIRST RESERVE FUND XI #264 (FTC)	2.	2.		0.
TO FORM 990-PF, PG 1, LN 18	6,239.	6,239.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	41.	41.		0.
DELEWARE REGISTERED AGENT FEE	427.	427.		0.
FR XI-E ONSHORE AIV, LP #264	917.	917.		0.
FIRST RESERVE FUND XI, LP #264	811.	811.		0.
FIRST RESERVE FUND XI, LP #264 (NDE)	32.	0.		0.
FR XI-E ONSHORE AIV, LP #90	1,884.	1,884.		0.
FR XI OFFSHORE AIV, LP #90	1.	1.		0.
FIRST RESERVE FUND XI, LP #90	1,669.	1,669.		0.
FIRST RESERVE FUND XI, LP #90 (NDE)	66.	0.		0.
FR XII-A CHARLIE AIV, LP	25,256.	25,256.		0.
FR XII-A CHARLIE AIV, LP (NDE)	211.	0.		0.
FR XII-A PARALLEL VEHICLE, LP	90.	90.		0.
FR XII-A BRAVO AIV, LP	47.	47.		0.
FR XII-A ALPHA AIV, LP	6.	6.		0.
FR XII-A DELTA AIV, LP	6.	6.		0.
FIRST RESERVE FUND XIII, LP	518.	518.		0.
FIRST RESERVE FUND XIII, LP (NDE)	1.	0.		0.
FR XIII CHARLIE AIV, LP	6,022.	6,022.		0.
FR XIII CHARLIE AIV, LP (NDE)	12.	0.		0.

CONTINUING EDUCATION	960.	960.	0.
TO FORM 990-PF, PG 1, LN 23	38,977.	38,655.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS & ETFS (STATEMENT B)	4,260,462.	4,009,216.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,260,462.	4,009,216.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE & GOVERNMENT BONDS (STATEMENT A)	1,867,357.	1,794,849.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,867,357.	1,794,849.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COLUMBIA EMERGING MARKETS CLASS Z	FMV	166,985.	120,993.
FIRST RESERVE FUND XI, LP	FMV	357,742.	166,466.
FIRST RESERVE FUND XII, LP	FMV	407,920.	289,521.
FIRST RESERVE FUND XIII, LP	FMV	67,828.	140,515.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,000,475.	717,495.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
DESK, CHAIR AND CREDENZA	4,558.	4,558.	0.
OFFICE FURNITURE	7,201.	7,201.	0.
TOTAL TO FM 990-PF, PART II, LN 14	11,759.	11,759.	0.

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
2	DESK, CHAIR AND CREDENZA	10/23/01	200DB	7.00	MC17		4,558.				4,558.	4,558.		0.	4,558.
4	OFFICE FURNITURE	05/10/02	200DB	7.00	HY17		7,201.			2,160.	5,041.	5,041.		0.	5,041.
	* TOTAL 990-PF PG 1 DEPR						11,759.			2,160.	9,599.	9,599.		0.	9,599.

Helm Foundation
76-0419884
2016 Form 990-PF
Statement A - Corporate & Government Bonds

Quantity	Security Description	End of Year Market Value
1,000,000	SCM COMM CBO I CORP JR SUP	-
37,000	SUNOCO INC NTS	37,041
20,000	CISCO SYS INC NOTE CALL	20,089
300,000	FREEPORT-MCMORAN INC NOTE CALL	297,750
110,000	ROCKIES EXPRESS PIPELINE LLC REG S	115,500
116,000	RYDER SYS MTN	116,682
330,000	ANADARKO PETE CORP NOTE CALL	375,035
38,000	PLAINS EXPL&PRODTN CO NOTE	38,855
300,000	ALLERGAN INC NOTE CALL	307,074
170,000	LIMITED BRANDS INC NOTE CALL	190,825
300,000	FEDEX CORP NOTE CALL	295,998
	Total	<u><u>1,794,849</u></u>

Helm Foundation
76-0419884
2016 Form 990-PF
Statement B - Stocks & EFTs

Quantity	Security Description	End of Year Market Value
6,500	COLUMBIA ETF TR II EMRG MKT (ECON)	143,975
5,400	ISHARES INC MSCI FRONTIER 100	134,190
2,000	ISHARES EDGE MSCI EMERGING MARKETS ETF (EEMV)	97,820
3,550	ISHARES MSCI EAFE ETF	204,942
4,600	ISHARES CORE S&P SMALL-CAP ETF	632,592
5,250	ISHARES TR EMGR MKT INF ETF	146,947
3,300	ISHARES TR INTL SEL DIV ETF	97,548
2,875	ISHARES TR MTG REL ETF NEW (REM)	120,923
12,500	POWERSHARES DWA EMERG MKTS MOMENTUM	184,250
3,200	SPDR S&P 500 ETF TRUST UNIT SER 1	715,296
718	SPDR SERIES TRUST BARCLAYS INTL ETF	54,670
12,750	VANGUARD INTL EQUITY INDEX FDS FTSE	456,195
2,000	VANGUARD INTL EQUITY INDEX FDS FTSE PAC	116,240
700	VANGUARD INDEX FDS MIDCAP GRWTH (VOT)	73,969
3,200	WISDOMTREE TRUST AUSTRALIA DIVIDEND	164,641
9,700	SPDR SERIES TR BLOMBRG	299,536
1,436	SPDR SERIES TR BLOMBRG (BWV)	37,307
3,000	WISDOMTREE TR ASIA LOCAL DEBT FD	127,830
1,000	VANGUARD INDEX FDS REIT	82,530
4,249	BANK OF AMERICA CORP	93,903
1,300	BARCLAYS PLC ADR	14,300
422	PETROLEO BRASILEIRO SA PETROBRAS ADS	4,266
97	WELLS FARGO & CO NEW	5,346
	Total	<u>4,009,216</u>

STATEMENT D-1 - FIDELITY 672-692670 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
<u>Fidelity Account #670</u>					
3,000 ISHARES MSCI EMERGING MARKETS	12/07/15	09/06/16	114,595	99,819	14,776
1,500 ISHARES MSCI EMERGING MARKETS	12/30/15	09/06/16	57,297	48,653	8,644
1,500 GLOBAL X FDS GLOBAL X CHINA INDUSTRIALS ETF	07/19/10	11/30/16	18,298	24,800	(6,502)
100 GLOBAL X FDS GLOBAL X CHINA INDUSTRIALS ETF	12/15/10	11/30/16	1,220	1,867	(647)
200 GLOBAL X FDS GLOBAL X CHINA INDUSTRIALS ETF	12/15/10	11/30/16	2,440	3,728	(1,288)
300 GLOBAL X FDS GLOBAL X CHINA INDUSTRIALS ETF	12/15/10	11/30/16	3,660	5,586	(1,926)
400 GLOBAL X FDS GLOBAL X CHINA INDUSTRIALS ETF	12/15/10	11/30/16	4,880	7,455	(2,575)
5,000 GLOBAL X FDS GLOBAL X CHINA INDUSTRIALS ETF	10/13/11	11/30/16	60,994	74,590	(13,596)
2,000 GLOBAL X FDS GLOBAL X CHINA INDUSTRIALS ETF	11/03/11	11/30/16	24,398	30,166	(5,768)
4,000 GUGGENHEIM S&P GLOBAL DIV OPP	10/27/10	12/01/16	39,995	59,928	(19,933)
1,000 GUGGENHEIM S&P GLOBAL DIV OPP	01/26/11	12/01/16	9,999	15,328	(5,329)
2,000 GUGGENHEIM S&P GLOBAL DIV OPP	07/24/12	12/01/16	19,997	23,088	(3,091)
1,000 GUGGENHEIM S&P GLOBAL DIV OPP	09/05/12	12/01/16	9,999	12,708	(2,709)
500 ISHARES CORE S&P SMALL-CAP	01/31/13	03/09/16	54,270	41,125	13,145
750 ISHARES CORE S&P SMALL-CAP	04/05/13	03/09/16	81,405	63,475	17,930
500 ISHARES MSCI EMERG MKTS ETF EEM	07/24/12	09/06/16	19,099	18,645	454
1,000 ISHARES MSCI EMERG MKTS ETF EEM	10/09/12	09/06/16	38,198	41,215	(3,017)
3,000 ISHARES MSCI EMERG MKTS ETF EEM	04/12/13	09/06/16	114,595	124,876	(10,281)
1,000 ISHARES MSCI EMERG MKTS ETF EEM	07/07/14	09/06/16	38,198	44,058	(5,860)
30,000 LOEWS CORP NOTE CALL	03/07/14	03/15/16	30,000	32,585	(2,585)
600 SPDR S&P 500 ETF TRUST UNIT SER 1	11/01/13	03/09/16	119,706	105,341	14,365
					0
			863,243	879,036	(15,793)