Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending ,

FRANK AND MARY GILL FOUNDATION
01740 SW MILITARY ROAD
PORTLAND, OR 97219

A Employer identification number
93-1307026

B Telephone number (see instructions)
(503) 697-9422

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 ► ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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, column (c), line 16)* ► $ 1,641,204.

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).)*

	Line	(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)	803.			
	2 Check ► ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	37,531.	37,531.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	49,413.			
	b Gross sales price for all assets on line 6a 681,757.				
	7 Capital gain net income (from Part IV, line 2)		80,522.		
	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	87,747.	118,053.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	2,950.			
	c Other professional fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 2	8,520.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	9,890.	9,890.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,360.	9,890.		
	25 Contributions, gifts, grants paid PART XV	307,500.			307,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	328,860.	9,890.		307,500.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-241,113.			
	b **Net investment income** (if negative, enter -0-)		108,163.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	78,836.	14,955.	14,955.
	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 sch) ►			
	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) STATEMENT 4	1,483,036.	1,330,817.	1,599,910.
	c Investments – corporate bonds (attach schedule) STATEMENT 5	50,034.	25,021.	26,339.
	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)	1,611,906.	1,370,793.	1,641,204.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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.	
NET ASSETS OR FUND BALANCES	**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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,611,906.	1,370,793.	
	30 **Total net assets or fund balances** (see instructions)	1,611,906.	1,370,793.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,611,906.	1,370,793.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,611,906.
2	Enter amount from Part I, line 27a	2	-241,113.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,370,793.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,370,793.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE STATEMENT 6			
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) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	80,522.
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	-23,341.

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	246,000.	2,031,525.	0.121091
2014	200,000.	2,029,045.	0.098569
2013	307,523.	1,655,700.	0.185736
2012	204,596.	1,689,498.	0.121099
2011	148,255.	1,755,353.	0.084459

2	**Total** of line 1, column (d)	2	0.610954
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	0.122191
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,760,225.
5	Multiply line 4 by line 3	5	215,084.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,082.
7	Add lines 5 and 6	7	216,166.
8	Enter qualifying distributions from Part XII, line 4	8	307,500.

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)

1 a	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		1	1,082.
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	1,082.
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	1,082.
6	Credits/Payments.			
a	2016 estimated tax pmts and 2015 overpayment credited to 2016	6a 5,920.		
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	5,920.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	4,838.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ► 4,838.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ►$ 0. **(2)** On foundation managers ►$ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ►$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		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? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► OR			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	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)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► MARY KAY GILL Telephone no ► (503) 697-9422

Located at ► 01740 SW MILITARY ROAD PORTLAND, OR ZIP + 4 ► 97219

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	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)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
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?	1 c		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)	2 b	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__			
3 a	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)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		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)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53 4945–5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY KAY GILL 01740 SW MILITARY ROAD PORTLAND, OR 97219	PRES/SEC/DIR 1.00	0.	0.	0.
FRANK C. GILL 01740 SW MILITARY ROAD PORTLAND, OR 97219	VP/TREAS/DIR 2.00	0.	0.	0.
KATHERINE L. STARKE 12993 SW IRON MTN BLVD PORTLAND, OR 97219	DIRECTOR 0.20	0.	0.	0.
MEGAN K. GILL 12525 SW EDGECLIFF ROAD PORTLAND, OR 97219	DIRECTOR 0.20	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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 - THE FOUNDATION DOES NOT HAVE SPECIFIC DIRECT CHARITABLE ACTIVITIES OTHER THAN CONTRIBUTIONS TO VARIOUS CHARITABLE ORGANIZATIONS.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	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	1,722,614.
b	Average of monthly cash balances	1b	64,416.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,787,030.
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	1,787,030.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	26,805.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,760,225.
6	**Minimum investment return.** Enter 5% of line 5	6	88,011.

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	88,011.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 1,082.		
b	Income tax for 2016 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,082.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	86,929.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	86,929.
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	86,929.

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	307,500.
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	307,500.
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	1,082.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	306,418.

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					86,929.
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 __			0.		
3 Excess distributions carryover, if any, to 2016.					
a From 2011	62,181.				
b From 2012	123,129.				
c From 2013	232,692.				
d From 2014	102,110.				
e From 2015	150,313.				
f **Total** of lines 3a through e		670,425.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 307,500.					
a Applied to 2015, but not more than line 2a				0.	
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					86,929.
e Remaining amount distributed out of corpus		220,571.			
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		890,996.			
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 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)		0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)		62,181.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		828,815.			
10 Analysis of line 9					
a Excess from 2012	123,129.				
b Excess from 2013	232,692.				
c Excess from 2014	102,110.				
d Excess from 2015	150,313.				
e Excess from 2016	220,571.				

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	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a 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))

SEE STATEMENT 7

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 ► [X] 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
a *Paid during the year*				
SEE STATEMENT 8				
Total			► **3a**	307,500.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	37,531.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	49,413.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				86,944.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	86,944.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
	N/A

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: May 10, 2017 Title: Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
BRYAN B. KNUTSEN	[signature]	5-5-17		P00168654

Firm's name ► BRYAN B. KNUTSEN, CPA, LLC — Firm's EIN ► 20-8108262

Firm's address ► 8825 SE 11TH AVE STE 200, PORTLAND, OR 97202 — Phone no (503) 236-8013

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 2,950.			
TOTAL	$ 2,950.	$ 0.		$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES (REFUNDS)	$ 8,209.			
STATE TAX	311.			
TOTAL	$ 8,520.	$ 0.		$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	$ 500.	$ 500.		
INVESTMENT FEES & OTHER EXPENSES	9,390.	9,390.		
TOTAL	$ 9,890.	$ 9,890.		$ 0.

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK, SCHEDULE 1	COST	$ 1,330,817.	$ 1,599,910.
	TOTAL	$ 1,330,817.	$ 1,599,910.

STATEMENT 5
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NUCOR CORP 5.85% DUE 6/1/18	COST	$ 25,021.	$ 26,339.
	TOTAL	$ 25,021.	$ 26,339.

STATEMENT 6
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	1527 AQR ALTERNATIVE	PURCHASED	1/20/2016	VARIOUS
2	150 CVS HEALTH CORP	PURCHASED	2/09/2016	11/01/2016
3	200 COGNIZANT TECH SOLUTIONS	PURCHASED	8/12/2016	11/01/2016
4	320 GREENBRIER COMPANIES	PURCHASED	12/15/2015	1/20/2016
5	170 HAIN CELESTIAL GROUP	PURCHASED	1/20/2016	9/28/2016
6	660 MASCO CORP	PURCHASED	2/09/2016	VARIOUS
7	1375 PROSHARES	PURCHASED	1/20/2016	VARIOUS
8	870 VANGUARD INTL EQ	PURCHASED	11/04/2015	6/27/2016
9	225 WABTEC CORPORATED	PURCHASED	1/20/2016	1/26/2016
10	260 WORKDAY INC	PURCHASED	3/10/2015	1/20/2016
11	75 ALLERGAN PLC	PURCHASED	4/06/2016	11/01/2016
12	465 AMERICAN INTL GROUP INC	PURCHASED	VARIOUS	5/03/2016
13	19 CALIFORNIA RES CORP	PURCHASED	8/16/2013	3/29/2016
14	270 CAPITAL ONE FINANCIAL	PURCHASED	3/10/2015	7/08/2016
15	50 CELGENE	PURCHASED	10/15/2014	8/12/2016
16	350 CONOCOPHILLIPS	PURCHASED	3/10/2015	7/08/2016
17	1206 DODGE & COX INTL FD	PURCHASED	1/09/2015	7/08/2016
18	250 EDWARDS LIFESCIENCES CORP	PURCHASED	10/10/2013	VARIOUS
19	300 FOMENTO ECONOMICO MEXICANA ADR	PURCHASED	VARIOUS	1/20/2016
20	1300 FORD MTR CO	PURCHASED	VARIOUS	7/29/2016
21	500 GREENBRIER COMPANIES	PURCHASED	VARIOUS	1/20/2016
22	600 HFF INC	PURCHASED	1/09/2015	1/20/2016
23	110 ILLUMINA INC	PURCHASED	3/04/2015	4/20/2016
24	200 ISHARES RUSSELL 2000	PURCHASED	6/28/2012	1/20/2016
25	600 MORGAN STANLEY CAP V	PURCHASED	5/25/2012	8/18/2016
26	550 POLYONE CORP	PURCHASED	12/18/2014	11/01/2016
27	100 PORTLAND GENERAL ELECTRIC	PURCHASED	9/09/2011	7/08/2016
28	645 SALIENT MF TR MLP & ENERGYINFRASTRUCTURE	PURCHASED	8/07/2014	8/12/2016
29	300 STARBUCKS	PURCHASED	12/06/2012	VARIOUS
30	175 WESTAR ENERGY INC	PURCHASED	VARIOUS	VARIOUS
31	400 CERNER CORPORATION	PURCHASED	1/08/2009	VARIOUS
32	500 COGNIZANT TECH SOLUTIONS	PURCHASED	5/07/2010	VARIOUS
33	500 ISHARES RUSSELL 2000	PURCHASED	VARIOUS	1/20/2016
34	300 NIKE INC	PURCHASED	2/08/2010	VARIOUS
35	25M ORACLE CORP 5.25%	PURCHASED	3/10/2009	1/15/2016
36	440 PALO ALTO NETWORKS, INC	DONATED	VARIOUS	VARIOUS
37	285 PFIZER INC	PURCHASED	10/13/2008	VARIOUS
38	CAPITAL GAIN DIVIDENDS			

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	14,732.		15,137.	-405.				$ -405.
2	12,667.		13,687.	-1,020.				-1,020.
3	10,250.		11,530.	-1,280.				-1,280.
4	6,461.		9,915.	-3,454.				-3,454.
5	5,884.		6,101.	-217.				-217.
6	21,002.		16,210.	4,792.				4,792.
7	24,159.		33,797.	-9,638.				-9,638.
8	34,875.		40,145.	-5,270.				-5,270.
9	14,292.		14,114.	178.				178.
10	16,879.		21,218.	-4,339.				-4,339.
11	15,619.		18,307.	-2,688.				-2,688.
12	25,889.		24,793.	1,096.				1,096.
13	18.		27.	-9.				-9.
14	17,455.		21,122.	-3,667.				-3,667.
15	5,642.		4,225.	1,417.				1,417.
16	14,665.		21,325.	-6,660.				-6,660.
17	41,496.		50,000.	-8,504.				-8,504.
18	19,184.		9,160.	10,024.				10,024.
19	25,644.		28,055.	-2,411.				-2,411.
20	16,354.		14,813.	1,541.				1,541.
21	10,095.		29,091.	-18,996.				-18,996.
22	15,084.		20,713.	-5,629.				-5,629.
23	15,231.		21,179.	-5,948.				-5,948.
24	19,478.		15,280.	4,198.				4,198.
25	14,921.		13,680.	1,241.				1,241.
26	16,115.		20,185.	-4,070.				-4,070.
27	4,404.		2,314.	2,090.				2,090.
28	5,424.		9,488.	-4,064.				-4,064.
29	16,238.		8,022.	8,216.				8,216.
30	9,812.		5,383.	4,429.				4,429.
31	21,088.		3,526.	17,562.				17,562.
32	28,380.		12,015.	16,365.				16,365.
33	48,694.		32,161.	16,533.				16,533.
34	16,031.		4,622.	11,409.				11,409.
35	25,000.		25,000.	0.				0.
36	59,162.		266.	58,896.				58,896.
37	9,322.		4,629.	4,693.				4,693.
38								4,111.
							TOTAL	$ 80,522.

STATEMENT 7
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

MARY KAY GILL
FRANK C. GILL

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CENTRAL CATHOLIC HIGH SCHOOL 2401 SE STARK STREET PORTLAND OR 97214	N/A	PC	EXEMPT PURPOSE	$ 40,000.
DE LA SALLE N. CATHOLIC HIGH SCHOOL 7528 N. FENWICK AVENUE PORTLAND OR 97217	N/A	PC	EXEMPT PURPOSE	10,000.
FRIENDS OF THE CHILDREN 44 NE MORRIS STREET PORTLAND OR 97212	N/A	PC	EXEMPT PURPOSE	20,000.
PROVIDENCE ST VINCENT MEDICAL FOUNDATION 9205 SW BARNES ROAD PORTLAND OR 97225	N/A	PC	EXEMPT PURPOSE	35,000.
TRANSITIONAL YOUTH 1500 NW 167TH PLACE BEAVERTON OR 97006	N/A	PC	EXEMPT PURPOSE	20,000.
ST ANDREW NATIVITY SCHOOL 4925 NE 9TH AVE PORTLAND OR 97211	N/A	PC	EXEMPT PURPOSE	10,000.
THE ABBEY FOUNDATION OF OREGON ONE ABBEY DRIVE SAINT BENEDICT OR 97373	N/A	PC	EXEMPT PURPOSE	5,000.
THE OREGON SYMPHONY 921 SW WASHINGTON, STE 200 PORTLAND OR 97205	N/A	PC	EXEMPT PURPOSE	10,000.
THE CANNON BEACH ACADEMY P.O. BOX 1171 CANNON BEACH OR 97110	N/A	PC	EXEMPT PURPOSE	15,000.
OREGON HEALTH & SCIENCE UNIV FND 1121 SW SALMON ST, STE 100 PORTLAND OR 97205	N/A	PC	EXEMPT PURPOSE	100,000.
CASCADE PACIFIC COUNCIL, BOY SCOUTS 2145 SW NAITO PARKWAY PORTLAND OR 97201	N/A	PC	EXEMPT PURPOSE	10,000.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
SATURDAY ACADEMY 5000 N. WILLAMETTE BLVD PORTLAND OR 97203	N/A	PC	EXEMPT PURPOSE	$ 5,000.
OREGON SPORTS AUTHORITY FOUNDATION 1888 SW MADISON PORTLAND OR 97205	N/A	PC	EXEMPT PURPOSE	5,000.
UNIVERSITY OF CALIFORNIA, DAVIS 1460 DREW AVE, SUITE 100 DAVIS CA 95618	N/A	PC	EXEMPT PURPOSE	5,000.
UNIVERSITY OF OREGON FOUNDATION 1720 E. 13TH AVE, SUITE 410 EUGENE OR 97403	N/A	PC	EXEMPT PURPOSE	2,500.
TOOLS4TROOPS P.O. BOX 476 LAKE OSWEGO OR 97034	N/A	PC	EXEMPT PURPOSE	5,000.
AFRICAN MISSION HEALTHCARE FOUNDATION P.O. BOX 2236 HICKSVILLE NY 11802	N/A	PC	EXEMPT PURPOSE	10,000.
			TOTAL	$ 307,500.

FRANK AND MARY GILL FOUNDATION
DECEMBER 31, 2016
93-1307026

CORPORATE STOCK	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
200 HOME DEPOT INC	COST	$ 5,744 00	$ 26,816 00
200 NIKE INC	COST	3,081 00	10,166 00
205 CHEVRONTEXACO CORP	COST	16,017 00	24,128 00
800 WEYERHAEUSER CO	COST	18,613 00	24,072 00
300 MERCK & CO INC	COST	7,587 00	17,661 00
515 PFIZER INC	COST	8,364 00	16,727 00
275 APPLE INC	COST	4,999 00	31,851 00
400 PORTLAND GENERAL ELECTRIC CO	COST	9,257 00	17,332 00
200 NOVARTIS AG	COST	11,285 00	14,568 00
300 STARBUCKS CORP	COST	8,022 00	16,656 00
150 AMGEN INC	COST	16,956 00	21,932 00
250 EDWARDS LIFESCIENCES CORP	COST	15,310 00	23,425 00
20 ALPHABET INC	COST	9,777 00	15,849 00
20 ALPHABET INC CL C	COST	9,726 00	15,436 00
200 OCCIDENTAL PETROLEUM CORP	COST	16,685 00	14,246 00
450 SALESFORCE COM INC	COST	23,398 00	30,807 00
200 UNION PAC CORP	COST	15,515 00	20,736 00
300 WESTAR ENERGY INC	COST	8,766 00	16,905 00
150 CHUBB LTD	COST	13,817 00	19,818 00
200 CELGENE	COST	16,793 00	23,150 00
150 COSTCO WHOLESALE CORP	COST	16,912 00	24,017 00
200 GILEAD SCIENCES INC	COST	14,651 00	14,322 00
275 PNC FINL SVCS GROUP INC	COST	22,754 00	32,164 00
500 PALO ALTO NETWORKS INC	COST	67,337 00	62,525 00
225 DISNEY WALT CO	COST	23,261 00	23,449 00
185 FACEBOOK INC	COST	16,391 00	21,284 00
900 GENERAL ELECTRIC CO	COST	27,432 00	28,440 00
105 LOCKHEED MARTIN CORP	COST	20,782 00	26,244 00
200 MIDDLEBY CORP	COST	21,290 00	25,762 00
320 VISA INC	COST	21,341 00	24,966 00
140 BROADCOM LTD	COST	17,712 00	24,748 00
100 BIOGEN IDEC	COST	27,580 00	28,358 00
170 CINTAS CORP	COST	18,389 00	19,645 00
110 CONSTELLATION BRANDS	COST	16,905 00	16,864 00
300 HAIN CELESTIAL GROUP	COST	10,767 00	11,709 00
700 LASALLE HOTEL PPTYS COM	COST	17,189 00	21,329 00
220 PROCTER & GAMBLE CO	COST	16,599 00	18,498 00
130 WATSCO INC	COST	18,789 00	19,256 00
700 BANK OF AMERICA CORP PFD	COST	16,555 00	17,563 00
150 AMERICAN TOWER CORP	COST	10,641 00	15,852 00
250 MEDTRONIC PLC	COST	19,205 00	17,808 00
590 PEMBINA PIPELINE CORP	COST	18,531 00	18,461 00
1,400 JPMORGAN CHASE & CO ALERIAN ML ETN	COST	50,974 00	44,254 00
2,080 ISHARES RUSSELL 1000 ETF	COST	192,082 00	258,877 00
750 WISDOMTREE TR MDCP EARN FUND	COST	67,097 00	77,002 00
1,499 MATTHEWS ASIAN GROWTH AND INCOME	COST	26,762 00	22,370 00
2,404 ADVISERS INVESTMENT TR JOHCM INTL	COST	50,000 00	44,615 00
3,278 SEAFARER OVERSEAS GROWTH & INC	COST	37,300 00	36,513 00
933 FPA CRESCENT INSTL	COST	30,000 00	30,438 00
7,328 SALIENT MF TR MLP & ENERGY INFRASTRUCTURE	COST	72,997 00	68,005 00
1,100 ISHARES TR DJ INTL SEL DIV INDEX	COST	33,252 00	32,516 00
442 ISHARES TR CORE HIGH DIV ETF	COST	34,765 00	36,354 00
3,518 AQR ALTERNATIVE	COST	34,863 00	33,421 00
		$ 1,330,817 00	$ 1,599,910 00