Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
HENRY L GUENTHER FOUNDATION

% SUSANNE SUNDBERG

Number and street (or P O box number if mail is not delivered to street address)
3020 OLD RANCH PARKWAY STE 300

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
SEAL BEACH, CA 90740

A Employer identification number
95-6026937

B Telephone number (see instructions)
(562) 799-5544

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, col (c), line 16)* ▶$ 82,773,006

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)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	32	32		
	4	Dividends and interest from securities	2,462,473	2,462,473		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	789,878			
	b	Gross sales price for all assets on line 6a 6,743,290				
	7	Capital gain net income (from Part IV, line 2)		789,878		
	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	3,252,383	3,252,383		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	719,463	143,893		575,570
	14	Other employee salaries and wages	21,370	4,274		17,096
	15	Pension plans, employee benefits	219,021	43,804		175,217
	16a	Legal fees (attach schedule)	47,595	9,519	0	38,076
	b	Accounting fees (attach schedule)	67,810	13,562	0	54,248
	c	Other professional fees (attach schedule)	295,466	295,466		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	43,914	5,030		20,118
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	65,868	13,174		52,694
	21	Travel, conferences, and meetings	17,467	3,493		13,974
	22	Printing and publications				
	23	Other expenses (attach schedule)	45,341	9,069		36,272
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,543,315	541,284	0	983,265
	25	Contributions, gifts, grants paid	4,182,500			4,182,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,725,815	541,284	0	5,165,765
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,473,432			
	b	**Net investment income** (if negative, enter -0-)		2,711,099		
	c	**Adjusted net income**(if negative, enter -0-)				

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			
	2	Savings and temporary cash investments	11,613,051	6,197,590	6,197,590
	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	22,427	3,661	3,661
	10a	Investments—U S and state government obligations (attach schedule)	3,560,097	4,220,889	4,220,889
	b	Investments—corporate stock (attach schedule)	43,302,441	48,104,274	48,104,274
	c	Investments—corporate bonds (attach schedule)	18,450,451	18,726,758	18,726,758
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,711,048	5,519,834	5,519,834
	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)	82,659,515	82,773,006	82,773,006
Liabilities	17	Accounts payable and accrued expenses	18,532	0	
	18	Grants payable	9,400,000	6,425,000	
	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)	9,418,532	6,425,000	
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	73,240,983	76,348,006	
	30	**Total net assets or fund balances** (see instructions)	73,240,983	76,348,006	
	31	**Total liabilities and net assets/fund balances** (see instructions)	82,659,515	82,773,006	

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	73,240,983
2	Enter amount from Part I, line 27a	2	-2,473,432
3	Other increases not included in line 2 (itemize) ▶	3	6,787,955
4	Add lines 1, 2, and 3	4	77,555,506
5	Decreases not included in line 2 (itemize) ▶	5	1,207,500
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	76,348,006

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES - FIRST REPUBLIC	P		
b	PUBLICLY TRADED SECURITIES - DUNCAN & BRANSON	P		
c	PUBLICLY TRADED SECURITIES - PIMCO	P		
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	6,020,739		5,632,930	387,809
b	702,551		299,016	403,535
c	20,000		21,466	-1,466
d				
e				

	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				387,809
b				403,535
c				-1,466
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	789,878
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	4,589,182	83,901,817	0 054697
2014	3,196,890	85,906,821	0 037213
2013	3,688,211	82,067,481	0 044941
2012	3,699,810	79,075,412	0 046788
2011	3,529,794	78,388,248	0 04503

2	**Total** of line 1, column (d)	2	0 228669
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 045734
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	79,626,310
5	Multiply line 4 by line 3	5	3,641,630
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	27,111
7	Add lines 5 and 6	7	3,668,741
8	Enter qualifying distributions from Part XII, line 4	8	5,165,765

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 ▶ ☐ 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	27,111
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	27,111
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	27,111
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 57,839		
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	57,839
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	30,728
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 30,728 **Refunded** ▶	11	

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶n/a

14 The books are in care of ▶SUSANNE SUNDBERG Telephone no ▶(562) 799-5544

Located at ▶3020 OLD RANCH PARKWAY STE 300 SEAL BEACH CA ZIP+4 ▶90740

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

			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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

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

				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)?		1b		No
	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?		1c		No
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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?.	☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?.	☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		
	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?. . . .		**6b**		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?		**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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

Total number of other employees paid over $50,000. ▶

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
FIRST REPUBLIC INVESTMENT MANAGEMENT 1200 STATE ST SANTA BARBARA, CA 93101	INV MANAGEMENT	125,444
DUNCAN & BRANSON INVESTMENT MANAGEMENT 200 HOMER AVE PALO ALTO, CA 94301	INV MANAGEMENT	151,806
MAGINNIS KNECHTEL & MCINTYRE LLP 300 W COLORADO BLVD PASADENA, CA 91105	AUDIT & ACCOUNTING	67,810
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	73,837,044
b	Average of monthly cash balances.	1b	7,001,849
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	80,838,893
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	0
3	Subtract line 2 from line 1d.	3	80,838,893
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,212,583
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	79,626,310
6	**Minimum investment return.** Enter 5% of line 5.	6	3,981,316

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	3,981,316
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	27,111		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	27,111
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	3,954,205
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	3,954,205
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	3,954,205

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	5,165,765
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,165,765
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	27,111
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	5,138,654

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					3,954,205
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				0	
b Total for prior years 2014 , 2013 , 2012			0		
3 Excess distributions carryover, if any, to 2016					
a From 2011.					
b From 2012.					
c From 2013.					
d From 2014.					
e From 2015.	464,821				
f Total of lines 3a through e.		464,821			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 5,165,765					
a Applied to 2015, but not more than line 2a				0	
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.					3,954,205
e Remaining amount distributed out of corpus		1,211,560			
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		1,676,381			
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			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)					
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .					
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a		1,676,381			
10 Analysis of line 9					
a Excess from 2012. . . .					
b Excess from 2013. . . .					
c Excess from 2014. . . .					
d Excess from 2015. . . .	464,821				
e Excess from 2016. . . .	1,211,560				

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

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

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

	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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

SUSANNE SUNDBERG PRESIDENT CEO
3020 OLD RANCH PARKWAY STE 300
SEAL BEACH, CA 90740
(562) 799-5544

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

APPLICATION FORMS AND APPLICATION PROCEDURES ARE AVAILABLE BY REQUEST

c Any submission deadlines

OCTOBER 31ST AND MAY 31ST

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

IN GENERAL, THE FOUNDATION APPLIES ITS RESOURCES TO PRESERVE AND ENRICH THE BENEFITS TO BE DERIVED BY CALIFORNIA RESIDENTS, AND PRINCIPALLY THOSE RESIDING IN SOUTHERN CALIFORNIA ADDITIONAL RESTRICTIONS EXIST PLEASE REFER TO THE FOUNDATION'S POLICIES AS STATED IN THE GRANT APPLICATION

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 Additional Data Table				
Total . . . . ▶ **3a**				4,182,500
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				1,207,500

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	32	
4 Dividends and interest from securities			14	2,462,473	
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	789,878	
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)				3,252,383	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 3,252,383

(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)
13	ALL ACTIVITIES CONDUCTED BY THE FOUNDATION ARE FOR THE PURPOSES OF PROMOTING AND ENGAGING IN EXCLUSIVELY CHARITABLE ENDEAVORS WHICH WILL TEND TO IMPROVE SOCIAL CONDITIONS, PROMOTE HUMAN WELFARE AND/OR ALLEVIATE PAIN AND SUFFERING

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.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

2a 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

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

****** | 2017-07-25 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Linda E G Ballesteros		2017-07-25		P00366852

Firm's name ▶ Maginnis Knechtel & McIntyre LLP | Firm's EIN ▶

Firm's address ▶ 300 W Colorado Blvd Pasadena, CA 91105 | Phone no (626) 449-3466

Form 990PF Part VIII Line 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
W D MILLIKEN 3020 OLD RANCH PARKWAY STE 300 SEAL BEACH, CA 90740	FORMER DIRECTOR/OFFICER 30 0	84,500	128,312	0
JOSEPH P BATTAGLIA 3020 OLD RANCH PARKWAY STE 300 SEAL BEACH, CA 90740	DIRECTOR 6 0	63,500	0	0
ANN LEATHERBURY 3020 OLD RANCH PARKWAY STE 300 SEAL BEACH, CA 90740	DIRECTOR/VICE PRESIDENT/SECRTY 40 0	121,188	32,848	0
SUSANNE SUNDBERG 3020 OLD RANCH PARKWAY STE 300 SEAL BEACH, CA 90740	DIRECTOR/PRESIDENT/CEO 40 0	129,300	6,762	0
SARAH C MILLIKEN 3020 OLD RANCH PARKWAY STE 300 SEAL BEACH, CA 90740	FORMER DIRECTOR/OFFICER 40 0	127,500	17,675	0
RICHARD BATTAGLIA 3020 OLD RANCH PARKWAY STE 300 SEAL BEACH, CA 90740	DIRECTOR/TREASURER 20 0	113,975	18,162	0
DENNIS SUNDBERG 3020 OLD RANCH PARKWAY STE 300 SEAL BEACH, CA 90740	DIRECTOR 30 0	63,500	14,318	0
CHUCK LEATHERBURY 3020 OLD RANCH PARKWAY STE 300 SEAL BEACH, CA 90740	DIRECTOR 30 0	16,000	945	0

Form 990PF Part XV Line 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*				
BARLOW RESPIRATORY HOSPITAL 2000 STADIUM WAY LOS ANGELES, CA 90026	UNRELATED	PC	THIRD AND FINAL INSTALLMENT OF A $300,000 CAPITAL GRANT IN JULY 2012 FOR THE NEW LONG TERM ACUTE CARE RESPIRATORY HOSPITAL	100,000
BEVERLY HOSPITAL 309 WEST BEVERLY BOULEVARD MONTEBELLO, CA 906404308	UNRELATED	PC	FOR A NEW ECG DATA MANAGEMENT	40,000
BOY SCOUTS OF AMERICA WESTERN LOS ANGELES COUNTY 16525 SHERMAN WAY SUITE C8 VAN NUYS, CA 914063753	UNRELATED	PC	TO PROVIDE THE SCOUTING EXPERIENCE TO POOR CHILDREN	10,000
BREAST CANCER SOLUTIONS 25422 TRABUCO ROAD 105-167 LAKE FOREST, CA 926302797	UNRELATED	PC	TO SUPPORT THE NEEDS OF POOR OR HOMELESS WOMEN AS THEY ARE TREATED FOR BREAST CANCER	5,000
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BLVD MC 204-31 PASADENA, CA 90048	UNRELATED	PC	FOR AN ENDOWED GRADUATE FELLOWSHIP IN THE BIOSCIENCES	250,000
Total . . . . ▶ **3a**				4,182,500

Form 990PF Part XV Line 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*				
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD SUITE 2416 LOS ANGELES, CA 90048	UNRELATED	PC	SECOND OF THREE INSTALLMENTS OF A JANUARY 2014 GRANT OF $750,000 FOR THE PURCHASE OF A BECTON DICKINSON INFLUX SORTING MACHINE	250,000
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BOULEVARD MS29 LOS ANGELES, CA 90027	UNRELATED	PC	SECOND AND FINAL INSTALLMENT OF A JANUARTY 2015 GRANT OF $800,000, PAYABLE OVER TWO YEARS, TO PURCHASE THE INTERVENTIONAL X-RAY SYSTEMS FOR A HYBRID SURGERY SUITE	400,000
CHRYSALIS 1853 LINCOLN BOULEVARD SANTA MONICA, CA 90404	UNRELATED	PC	FOR ITS JOB PROGRAM	5,000
CITY OF HOPE 1500 E DUARTE ROAD DUARTE, CA 91010	UNRELATED	PC	SECOND OF THREE INSTALLMENTS OF A JANUARY 2014 GRANT OF $600,000 TOWARD THE PURCHASE OF A ZEISS SBF-SEM ELECTRON MICROSCOPE	200,000
DOWNTOWN WOMEN'S CENTER 442 S SAN PEDRO STREET LOS ANGELES, CA 90013	UNRELATED	PC	TO PROVIDE PRIMARY CARE TO HOMELESS WOMEN OVER AGE 55	5,000
Total . . . . ▶ **3a**				4,182,500

Form 990PF Part XV Line 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*				
EL VIENTO FOUNDATION PO BOX 3897 HUNTINGTON BEACH, CA 926053897	UNRELATED	PC	TO SUPPORT THE 10 YEAR COLLEGE PREPARATION PROGRAM AT THE OAKVIEW COMMUNITY IN HUNTINGTON BEACH	5,000
EXCEPTIONAL MINDS 13400 RIVERSIDE DR STE 211 SHERMAN OAKS, CA 91423	UNRELATED	PC	TO EXPAND THE DIGITAL ARTS VOCATIONAL PROGRAM FOR AUTISTIC YOUNG ADULTS	10,000
GIRL SCOUTS OF GREATER LOS ANGELES 801 SOUTH GRAND AVENUE SUITE 300 LOS ANGELES, CA 90017	UNRELATED	PC	FOR THE GIRL SCOUT PROGRAMS IN VERY POOR AREAS OF LOS ANGELES	7,500
JOHN HENRY FOUNDATION PO BOX 3508 SANTA ANA, CA 92703	UNRELATED	PC	TO RENOVATE AND INCREASE CAPACITY OF THE RESIDENTIAL PROGRAM FOR SCHIZOPHRENIC ADULTS	40,000
INTREPID FALLEN HEROES FUND ONE INTREPID SQUARE WEST 46TH ST AND 12TH AVENUE NEW YORK, NY 10036	UNRELATED	PC	FIRST INSTALLMENT OF A JANUARY 2016 GRANT OF $500,000 FOR THE CAMP PENDLETON INTREPID SPIRIT CENTER SATELLITE HOSPITAL TO TREAT TRAUMATIC BRAIN INJURY	250,000
Total . . . . ▶ **3a**				4,182,500

Form 990PF Part XV Line 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*				
KECK MEDICAL CENTER OF THE UNIVERSITY OF SOUTHERN 1975 ZONAL AVENUE KAM 300 LOS ANGELES, CA 900339027	UNRELATED	PC	THIRD OF FOUR INSTALLMENTS OF THE JANUARY 2013 GRANT OF $2,000,000 FOR THE PURCHASE OF A MAGELLAN ENDOVASCULAR ROBOTIC SYSTEM	500,000
LOMA LINDA UNIVERSITY OFFICE OF THE PRESIDENT MAGAN HALL LOMA LINDA, CA 92350	UNRELATED	PC	THIRD INSTALLMENT OF A $2,400,000 GRANT IN JULY 2012, PAYABLE OVER SIX YEARS, FOR THE PURCHASE OF A SIEMENS CYCLOTRON FOR THE RESEARCH IMAGING CENTER	400,000
METHODIST HOSPITAL OF SOUTHERN CALIFORNIA 300 WEST HUNTINGTON DR ARCADIA, CA 91007	UNRELATED	PC	THIRD INSTALLMENT OF A $500,000 GRANT IN JULY 2012 FOR THE PURCHASE AND INSTALLATION OF A SIEMANS ARTIS BIPLANE SYSTEM	100,000
ORANGE COUNTY FOOD ACCESS COALITION 1505 E 17TH STREET SUITE 219 SANTA ANA, CA 92705	UNRELATED	PC	FOR ITS HARVEST CLUB BACKYARD GLEANING PROGRAM	5,000
ORTHOPAEDIC INSTITUTE FOR CHILDREN 431 WEST ADAMS BLVD LOS ANGELES, CA 90007	UNRELATED	PC	TO FURNISH THE NEW AMBULATORY SURGERY WITH A C ARM SURGICAL DIGITAL, MOBILE IMAGING MACHINE	20,000
Total . . . . ▶ **3a**				4,182,500

Form 990PF Part XV Line 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*				
PASADENA HOSPITAL ASSOCIATION OFFICE OF PHILANTROPY 100 WEST CALIFORNIA BLVD PASADENA, CA 91105	UNRELATED	PC	SECOND OF FIVE INSTALLMENTS OF A JANUARY 2015 GRANT OF $1,000,000 TO ACQUIRE NEW CONTROL SYSTEMS FOR 4 SURGERY SUITES	200,000
PROVIDENCE HEALTH AND SERVICES FOUNDATION 15031 RINALDI STREET MISSION HILLS, CA 91346	UNRELATED	PC	SECOND OF FOUR INSTALLMENTS OF A JANUARY 2015 GRANT OF $800,000 FOR THE PURCHASE OF FIXED AND MOBILE X-RAY FLUOROSCOPY MACHINES	200,000
SAINT JOHN'S HOSPITAL AND HEALTH CENTER FOUNDATION 2121 SANTA MONICA BLVD SANTA MONICA, CA 90404	UNRELATED	PC	A JULY 2015 GRANT FOR A HYBRID SURGICAL SUITE FOR TRANSCATHETER AORTIC VALVE REPLACEMENT PROCEDURES	250,000
ST JOSEPH HOSPITAL OF ORANGE 1100 WEST STEWART DRIVE ORANGE, CA 92868	UNRELATED	PC	FIRST OF FOUR INSTALLMENTS OF A JULY 2015 GRANT OF $2,000,000 FOR THE VARIAN EDGE RADIOSURGERY SYSTEM AND LINEAR ACCELERATOR	500,000
TORRANCE MEMORIAL MEDICAL CENTER 3330 LOMITA BLVD TORRANCE, CA 90505	UNRELATED	PC	SECOND OF FIVE INSTALLMENTS OF A JANUARY 2015 GRANT OF $1,500,000 TO ACQUIRE A VARIAN TRUE BEAM SLIM LINEAR ACCELERATOR	300,000
Total . . . . ▶ **3a**				4,182,500

Form 990PF Part XV Line 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*				
URBAN COMPASS 11100 S CENTRAL AVENUE LOS ANGELES, CA 90059	UNRELATED	PC	FOR THE AFTER SCHOOL AND SUMMER PROGRAMS FOR ELEMENTARY SCHOOL STUDENTS	5,000
VALLEY PRESBYTERIAN HOSPITAL 15107 VANOWEN STREET VAN NUYS, CA 91405	UNRELATED	PC	FIRST OF TWO INSTALLMENTS OF A JULY 2015 GRANT OF $250,000 FOR THE RENOVATION AND EXPANSION OF THE EMERGENCY DEPARTMENT	125,000
Total . . . . ▶ **3a**				4,182,500

TY 2016 Accounting Fees Schedule

Name: HENRY L GUENTHER FOUNDATION

EIN: 95-6026937

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT AND TAX ACCOUNTING FEES	67,810	13,562		54,248

TY 2016 Depreciation Schedule

Name: HENRY L GUENTHER FOUNDATION

EIN: 95-6026937

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491214003117

TY 2016 Investments Corporate Bonds Schedule

Name: HENRY L GUENTHER FOUNDATION

EIN: 95-6026937

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIRST REPUBLIC	2,458,581	2,458,581
PIMCO FIXED INCOME ALLOC	16,268,177	16,268,177

TY 2016 Investments Corporate Stock Schedule

Name: HENRY L GUENTHER FOUNDATION

EIN: 95-6026937

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUBLICLY TRADED EQUITIES:		
FIRST REPUBLIC - SEE ATTACHED	18,099,193	18,099,193
DUNCAN & BRANSON	22,555,809	22,555,809
PIMCO EQUITY ALLOC	6,915,772	6,915,772
FIRST REPUBLIC	533,500	533,500

TY 2016 Investments Government Obligations Schedule

Name:	HENRY L GUENTHER FOUNDATION
EIN:	95-6026937
US Government Securities - End of Year Book Value:	4,220,889
US Government Securities - End of Year Fair Market Value:	4,220,889
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2016 Investments - Other Schedule

Name: HENRY L GUENTHER FOUNDATION

EIN: 95-6026937

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER MANAGED INVESTMENTS			
-CASH AND EQUIVALENTS	FMV	5,317,556	5,317,556
-FOREIGN BONDS	FMV	202,278	202,278

TY 2016 Legal Fees Schedule

Name: HENRY L GUENTHER FOUNDATION

EIN: 95-6026937

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	47,595	9,519		38,076

TY 2016 Other Decreases Schedule

Name: HENRY L GUENTHER FOUNDATION

EIN: 95-6026937

Description	Amount
GRANTS ACCRUED (BOOK)	1,207,500

TY 2016 Other Expenses Schedule

Name: HENRY L GUENTHER FOUNDATION

EIN: 95-6026937

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES AND OTHER	26,063	5,213		20,850
CUSTODIAN BANK FEE	5,802	1,160		4,642
SECRETARIAL SERVICES	5,197	1,039		4,157
TELEPHONE AND FAX	2,723	545		2,179
INSURANCE	3,198	640		2,558
OTHER	2,358	472		1,886

TY 2016 Other Increases Schedule

Name: HENRY L GUENTHER FOUNDATION

EIN: 95-6026937

Description	Amount
GRANTS PAID (TAX)	4,182,500
UNREALIZED GAIN (BOOK)	2,605,455

TY 2016 Other Professional Fees Schedule

Name: HENRY L GUENTHER FOUNDATION

EIN: 95-6026937

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIRST REPUBLIC	125,444	125,444		
DUNCAN AND BRANSON	151,806	151,806		
CUSTODIAN BANK ADMIN	18,216	18,216		

TY 2016 Taxes Schedule

Name: HENRY L GUENTHER FOUNDATION

EIN: 95-6026937

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	18,766			
PAYROLL TAXES	25,148	5,030		20,118

Portfolio Detail

Jan 01, 2016 through Dec 31, 2016

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
4,783,648 720	FEDERATED GOVT OBLIGS FUND PREMIER CLASS	608919718	$4,783,648 72	$1,491 79	$4,783,648 72 1 000	$0 00	$19,804 31	0 41%
	Total Cash Equivalents		**$4,783,648.72**	**$1,491.79**	**$4,783,648.72**	**$0.00**	**$19,804.31**	**0.41%**
Total Cash/Currency			**$4,783,648.72**	**$1,491.79**	**$4,783,648.72**	**$0.00**	**$19,804.31**	**0.41%**

Equities

(2) Industry Sector Codes

CND = Consumer Discretionary	FIN = Financials	IFT = Information Technology	RE = Real Estate
CNS = Consumer Staples	HEA = Health Care	MAT = Materials	TEL = Telecommunication Services
ENR = Energy	IND = Industrials	OEQ = Other Equities	UTL = Utilities

U.S. Large Cap

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
3,400 000	AIR PRODS & CHEMS INC Ticker APD	009158106 MAT	$488,988 00 143 820	$2,924 00	$258,702 90 76 089	$230,285 10	$11,696 00	2 39%
300 000	ALPHABET INC CL A COM Ticker GOOG L	02079K305 IFT	237,735 00 792 450	0 00	231,659 11 772 197	6,075 89	0 00	0 00
8,500 000	AMERICAN EXPRESS CO Ticker AXP	025816109 FIN	629,680 00 74 080	0 00	315,221 81 37 085	314,458 19	10,880 00	1 72
7,800 000	APPLE INC Ticker AAPL	037833100 IFT	903,396 00 115 820	0 00	319,504 62 40 962	583,891 38	17,784 00	1 96
8,100 000	AUTOMATIC DATA PROCESSING INC Ticker ADP	053015103 IFT	832,518 00 102 780	4,617 00	315,932 64 39 004	516,585 36	18,468 00	2 21
5,000.000	BOEING CO Ticker BA	097023105 IND	778,400.00 155 680	0.00	302,640.92 60 528	475,759.08	28,400.00	3.64
4,500 000	CATERPILLAR INC Ticker CAT	149123101 IND	417,330 00 92 740	0 00	149,316 15 33 181	268,013 85	13,860 00	3 32
4,400 000	CHEVRON CORP Ticker: CVX	166764100 ENR	517,880 00 117 700	0 00	358,742 90 81 532	159,137 10	19,008 00	3 67
4,500 000	COSTCO WHSL CORP NEW Ticker: COST	22160K105 CNS	720,495 00 160 110	0 00	301,383 55 66 974	419,111 45	8,100 00	1 12

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Portfolio Detail

Jan 01, 2016 through Dec 31, 2016

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
9,500 000	DISNEY WALT CO COM DISNEY Ticker DIS	254687106 CND	990,090 00 104 220	7,410 00	267,134 90 28 119	722,955 10	14,820 00	1 49
5,800 000	ECOLAB INC Ticker ECL	278865100 MAT	679,876 00 117 220	2,146 00	350,822 72 60 487	329,053 28	8,584 00	1 26
4,100.000	FEDEX CORP Ticker FDX	31428X106 IND	763,420.00 186 200	1,720.00	346,004.39 84 391	417,415.61	6,560.00	0.85
10,000 000	GENERAL ELEC CO Ticker GE	369604103 IND	316,000 00 31 600	2,400 00	157,520 50 15 752	158,479 50	9,600 00	3 03
7,700 000	HOME DEPOT INC Ticker: HD	437076102 CND	1,032,416 00 134 080	0 00	246,116 75 31 963	786,299 25	21,252 00	2 05
11,000 000	INTEL CORP Ticker: INTC	458140100 IFT	398,970 00 36 270	0 00	249,645 10 22 695	149,324 90	11,440 00	2 86
10,000 000	J P MORGAN CHASE & CO Ticker JPM	46625H100 FIN	862,900 00 86 290	0 00	394,527 20 39 453	468,372 80	19,200 00	2 22
6,200 000	JOHNSON & JOHNSON Ticker JNJ	478160104 HEA	714,302 00 115 210	0 00	437,132 01 70 505	277,169 99	19,840 00	2 77
4,800 000	KIMBERLY CLARK CORP Ticker KMB	494368103 CNS	547,776 00 114 120	4,416 00	297,790 89 62 040	249,985 11	17,664 00	3 22
11,600 000	LOWES COS INC Ticker LOW	548661107 CND	824,992 00 71 120	0 00	254,844 38 21 969	570,147 62	16,240 00	1 96
2,200 000	MCDONALDS CORP Ticker MCD	580135101 CND	267,784 00 121 720	0 00	134,268 00 61 031	133,516 00	8,272 00	3 08
7,300.000	MICROSOFT CORP Ticker MSFT	594918104 IFT	453,622.00 62 140	0.00	197,585.40 27 066	256,036.60	11,388.00	2.51
15,800 000	NIKE INC CL B Ticker NKE	654106103 CND	803,114 00 50 830	2,844 00	207,912 17 13 159	595,201 83	11,376 00	1 41
13,000 000	PAYCHEX INC Ticker PAYX	704326107 IFT	791,440 00 60 880	0 00	432,617 20 33 278	358,822 80	23,920 00	3 02
6,000 000	PEPSICO INC Ticker PEP	713448108 CNS	627,780 00 104 630	4,515 00	383,876 62 63 979	243,903 38	18,060 00	2 87

Portfolio Detail

Jan 01, 2016 through Dec 31, 2016

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
17,000 000	PFIZER INC Ticker PFE	717081103 HEA	552,160 00 32 480	0 00	535,593 80 31 506	16,566 20	21,760 00	3 94
4,500 000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	378,360 00 84 080	0 00	305,778 41 67 951	72,581 59	12,051 00	3 18
6,600 000	SCHLUMBERGER LTD CURACAO Ticker SLB	806857108 ENR	554,070 00 83.950	3,300 00	552,211 10 83.668	1,858 90	13,200 00	2 38
5,900 000	STRYKER CORP Ticker SYK	863667101 HEA	706,879 00 119 810	2,507 50	373,835 19 63 362	333,043 81	10,030 00	1 41
4,800 000	TARGET CORP Ticker: TGT	87612E106 CND	346,704 00 72 230	0 00	228,401 50 47 584	118,302 50	11,520 00	3 32
5,200 000	UNITED PARCEL SVC INC CL B Ticker UPS	911312106 IND	596,128 00 114 640	0 00	341,134 57 65 603	254,993 43	16,224 00	2 72
10,900 000	VERIZON COMMUNICATIONS INC Ticker VZ	92343V104 TEL	581,842 00 53 380	0 00	352,123 47 32 305	229,718 53	25,179 00	4 32
9,500 000	WALGREENS BOOTS ALLIANCE INC Ticker WBA	931427108 CNS	786,220 00 82 760	0 00	325,448 40 34 258	460,771 60	14,250 00	1 81
14,000 000	WELLS FARGO & CO NEW COM Ticker WFC	949746101 FIN	771,540 00 55 110	0 00	444,373 40 31 741	327,166 60	21,280 00	2 75
3,400.000	3M CO Ticker MMM	88579Y101 IND	607,138.00 178 570	0.00	243,737.76 71 688	363,400.24	15,096.00	2.48
	Total U.S. Large Cap		**$21,481,945.00**	**$38,799.50**	**$10,613,540.43**	**$10,868,404.57**	**$507,002.00**	**2.36%**
International Developed								
2,400 000	ALLERGAN PLC IRELAND Ticker: AGN	G0177J108 HEA	$504,024 00 210 010	$0 00	$606,032 04 252 513	-$102,008 04	$6,720 00	1 33%
8,000 000	MEDTRONIC PLC IRELAND Ticker MDT	G5960L103 HEA	569,840 00 71 230	3,440 00	565,026 99 70 628	4,813 01	13,760 00	2 41

Portfolio Detail

Jan 01, 2016 through Dec 31, 2016

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
	Total International Developed		**$1,073,864.00**	**$3,440.00**	**$1,171,059.03**	**-$97,195.03**	**$20,480.00**	**1.90%**
Total Equities			**$22,555,809.00**	**$42,239.50**	**$11,784,599.46**	**$10,771,209.54**	**$527,482.00**	**2.33%**
Total Portfolio			**$27,339,457.72**	**$43,731.29**	**$16,568,248.18**	**$10,771,209.54**	**$547,286.31**	**2.00%**
Accrued Income			$43,731 29					
Total			**$27,383,189.01**					

LIST OF ACCOUNT ASSETS

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH AND CASH EQUIVALENTS							
MONEY MARKET FUNDS							
514,226.890	FEDERATED GOVT OBLIGS FUND PREMIER CLASS CUSIP NO: 608919718		514,226.89	514,226.89	1.975	2,128.90	.414
3,661.800	BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT - CUSTODY CUSIP NO: 99Z490478		3,661.80	3,661.80	.014	5.46	.149
	TOTAL MONEY MARKET FUNDS		517,888.69	517,888.69	1.989	2,134.36	.412
	TOTAL CASH AND CASH EQUIVALENTS		517,888.69	517,888.69	1.989	2,134.36	.412
FIXED INCOME							
MUNICIPAL BONDS							
200,000.000	PIMA CNTY ARIZ UNI SCH DIST NO SCH IMPT BDS-TAXBL DTD 03/24/10 04.453 DUE 07/01/17 NON-CALLABLE FIXED RT NO SINK FUND /AA- CUSIP NO: 721858CT3	101.647	204,154.00	203,294.00	.781	8,906.00	4.381
150,000.000	PORT AUTH N Y & N J CONSOLIDATED BDS-TAXBL-OID DTD 03/15/08 04.875 DUE 09/15/17 NON-CALLABLE FIXED RT NO SINK FUND AA3/AA- CUSIP NO: 73358TR94	102.517	159,204.00	153,775.50	.591	7,312.50	4.755

L I S T O F A C C O U N T A S S E T S

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
155,000.000	MACOMB INTERCEPTOR DRAIN DRAIN DRAIN BDS-TAXBL DTD 08/30/10 03.450 DUE 05/01/18 NON-CALLABLE FIXED RT NO SINK FUND /AA+ CUSIP NO: 55539PAG3	101.692	169,850.55	157,622.60	.605	5,347.50	3.393
100,000.000	NORTHWEST FIRE DIST ARIZ PIMA GO BDS-TAXBL DTD 05/13/10 04.670 DUE 07/01/18 NON-CALLABLE FIXED RT NO SINK FUND /AA- CUSIP NO: 667457AH8	105.227	102,167.00	105,227.00	.404	4,670.00	4.438
200,000.000	PURDUE RESH FNDTN PURDUE RESEARCH FOUNDATION-TAXBL DTD 01/17/08 05.033 DUE 07/01/18 NON-CALLABLE FIXED RT NO SINK FUND AAA/AA- CUSIP NO: 746168AA1	105.696	213,010.00	211,392.00	.812	10,066.00	4.762
165,000.000	UNIVERSITY CALIF REVS REV BDS-TAXBL DTD 04/14/10 04.983 DUE 05/15/20 NON-CALLABLE FIXED RT SINK 05/15/17 AA2/AA CUSIP NO: 91412GAE5	105.402	166,333.20	173,913.30	.668	8,221.95	4.728
500,000.000	CALIFORNIA ST GO BDS-TAXBL DTD 12/01/10 05.600 DUE 11/01/20 NON-CALLABLE FIXED RT NO SINK FUND AA3/AA- CUSIP NO: 13063BJD5	112.688	500,685.00	563,440.00	2.164	28,000.00	4.969

LIST OF ACCOUNT ASSETS

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
140,000.000	BERKS CNTY PA GO BDS-TAXBL DTD 02/16/10 04.735 DUE 11/15/20 NON-CALLABLE FIXED RT NO SINK FUND AA1/AA CUSIP NO: 084509QN1	109.371	142,760.80	153,119.40	.588	6,629.00	4.329
250,000.000	ORANGE CNTY CALIF LOC TRANSN A MEASURE 2 SALES TAX REV BD-TAXBL DTD 12/23/10 05.563 DUE 02/15/21 CALL 02/15/20 @ 100.000 FIXED RT NO SINK FUND AA2/AA+ CUSIP NO: 684273GX7	109.574	265,390.00	273,935.00	1.052	13,907.50	5.077
400,000.000	VIRGINIA BEACH VA GO PUB IMPT BDS-TAXBL DTD 05/25/10 04.250 DUE 03/15/21 CALL 03/15/20 @ 100.000 FIXED RT NO SINK FUND AAA/AAA CUSIP NO: 927734VL4	106.831	417,540.00	427,324.00	1.642	17,000.00	3.978
280,000.000	LONG BEACH CALIF UNI SCH DIST GO REF BDS DTD 04/14/16 05.000 DUE 08/01/21 NON-CALLABLE FIXED RT NO SINK FUND AA2/AA- CUSIP NO: 542433QU4	113.842	335,717.20	318,757.60	1.224	14,000.00	4.392
300,000.000	REDONDO BEACH CALIF UNI SCH DI GO REF BDS DTD 04/14/16 05.000 DUE 08/01/22 NON-CALLABLE FIXED RT NO SINK FUND AA3/ CUSIP NO: 757710RT7	116.246	365,682.00	348,738.00	1.340	15,000.00	4.301

LIST OF ACCOUNT ASSETS

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
200,000.000	KING CNTY WASH SCH DIST NO 210 GO BDS-TAXBL DTD 01/26/10 04.900 DUE 12/01/22 CALL 12/01/19 @ 100.000 FIXED RT NO SINK FUND AA1/AA+ CUSIP NO: 494890YF7	106.536	201,514.00	213,072.00	.818	9,800.00	4.599
300,000.000	SAN FRANCISCO CALIF CITY & CNT GO BDS-TAXBL DTD 03/24/10 05.200 DUE 06/15/23 NON-CALLABLE FIXED RT NO SINK FUND AA1/AA+ CUSIP NO: 797646NM4	113.257	312,273.00	339,771.00	1.305	15,600.00	4.591
210,000.000	DUBLIN CALIF UNI SCH DIST GO BDS DTD 04/27/16 05.000 DUE 08/01/23 NON-CALLABLE FIXED RT NO SINK FUND AA1/AA CUSIP NO: 26362VKD9	117.248	260,381.10	246,220.80	.946	10,500.00	4.264
300,000.000	SANTA MONICA CALIF CMNTY COLLE GO BDS-TAXBL DTD 02/10/10 05.728 DUE 08/01/24 CALL 08/01/20 @ 100.000 FIXED RT NO SINK FUND AA2/AA CUSIP NO: 802385LC6	110.429	303,954.00	331,287.00	1.273	17,184.00	5.187
	TOTAL MUNICIPAL BONDS		4,120,615.85	4,220,889.20	16.213	192,144.45	4.552

CORPORATE BONDS

LIST OF ACCOUNT ASSETS

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
200,000.000	INTERNATIONAL BUSINESS MACHS CORP SR NT DTD 09/14/07 5.700% DUE 09/14/17 CUSIP NO: 459200GJ4	102.997	213,554.00	205,994.00	.791	11,400.00	5.534
200,000.000	AT&T INC BD DTD 02/01/08 5.500% DUE 02/01/18 CUSIP NO: 00206RAJ1	103.899	226,262.00	207,798.00	.798	11,000.00	5.294
200,000.000	BANK NEW YORK INC MELLON UNSECD MEDIUM TERM SR NT C04/15/19 @100 DTD 05/07/14 2.200% DUE 05/15/19 CUSIP NO: 06406HCU1	100.603	202,790.00	201,206.00	.773	4,400.00	2.187
200,000.000	BLACKROCK INC SR UNSECD NT DTD 12/10/09 5.000% DUE 12/10/19 CUSIP NO: 09247XAE1	108.605	227,008.00	217,210.00	.834	10,000.00	4.604
200,000.000	ANHEUSER BUSCH INBEV WORLDWIDE INC CO GTD NT DTD 10/16/09 5.375% DUE 01/15/20 CUSIP NO: 03523TAN8	109.069	228,460.00	218,138.00	.838	10,750.00	4.928
150,000.000	DU PONT E I DE NEMOURS & CO SR NT DTD 11/09/09 4.625% DUE 01/15/20 CUSIP NO: 263534BZ1	106.815	177,094.50	160,222.50	.615	6,937.50	4.330
300,000.000	CITIGROUP INC SR UNSECD NT DTD 11/01/11 4.500% DUE 01/14/22 CUSIP NO: 172967FT3	106.618	325,191.00	319,854.00	1.229	13,500.00	4.221
300,000.000	WELLPOINT INC USECD SR NT DTD 05/07/12 3.125% DUE 05/15/22 CUSIP NO: 94973VAX5	100.051	307,764.00	300,153.00	1.153	9,375.00	3.123

L I S T O F A C C O U N T A S S E T S

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
300,000.000	BANK AMER CORP SR UNSECD NT DTD 07/23/13 4.100% DUE 07/24/23 CUSIP NO: 06053FAA7	104.460	320,880.00	313,380.00	1.204	12,300.00	3.925
300,000.000	AMERIPRISE FINL INC UNSECD SR NT DTD 09/06/13 4.000% DUE 10/15/23 CUSIP NO: 03076CAF3	104.875	313,487.40	314,625.00	1.209	12,000.00	3.814
	TOTAL CORPORATE BONDS		2,542,490.90	2,458,580.50	9.444	101,662.50	4.135
FOREIGN BONDS							
200,000.000	STATOIL ASA GO GTD NT NORWAY DTD 08/17/10 3.125% DUE 08/17/17 CUSIP NO: 85771PAB8	101.139	219,452.00	202,278.00	.777	6,250.00	3.090
	TOTAL FOREIGN BONDS		219,452.00	202,278.00	.777	6,250.00	3.090
PREFERRED STOCK							
5,000.000	GENERAL ELEC CAP CORP PFD 4.875% CUSIP NO: 369622428	24.590	125,779.20	122,950.00	.472	6,093.75	4.956
4,000.000	BB&T CORP PFD DEP SHS REPSTG 1/1000TH PERP SER E 5.625% CUSIP NO: 054937404	23.750	92,403.00	95,000.00	.365	5,625.00	5.921
4,000.000	BANK NEW YORK MELLON CORP PFD 5.200% CUSIP NO: 064058209	23.000	92,014.60	92,000.00	.353	5,200.00	5.652

U.S. TRUST
Bank of America Private Wealth Management

LIST OF ACCOUNT ASSETS

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
5,000.000	CAPITAL ONE FINL CORP DEP SHS REPSTG 1/40TH INT IN A SH OF FIXED RT NON CUM PERPETUAL PFD STK SER B 6.000% CUSIP NO: 14040H402	24.510	121,475.60	122,550.00	.471	7,500.00	6.120
4,000.000	GOLDMAN SACHS GROUP INC PFD CUSIP NO: 38145G209	25.250	99,890.40	101,000.00	.388	5,950.00	5.891
	TOTAL PREFERRED STOCK		531,562.80	533,500.00	2.049	30,368.75	5.692
	TOTAL FIXED INCOME		7,414,121.55	7,415,247.70	28.483	330,425.70	4.456
EQUITIES							
CONSUMER DISCRETIONARY							
330.000	AMAZON COM INC CUSIP NO: 023135106	749.870	257,817.65	247,457.10	.951		
4,000.000	COMCAST CORP NEW CL A COM CUSIP NO: 20030N101	69.050	263,434.00	276,200.00	1.061	4,400.00	1.593
4,000.000	DISNEY WALT CO COM DISNEY CUSIP NO: 254687106	104.220	405,266.80	416,880.00	1.601	6,240.00	1.497
5,000.000	NIKE INC CL B CUSIP NO: 654106103	50.830	292,395.20	254,150.00	.976	3,600.00	1.416
9,000.000	STARBUCKS CORP CUSIP NO: 855244109	55.520	204,252.75	499,680.00	1.919	9,000.00	1.801
	TOTAL CONSUMER DISCRETIONARY		1,423,166.40	1,694,367.10	6.508	23,240.00	1.372

L I S T O F A C C O U N T A S S E T S

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CONSUMER STAPLES							
4,440.000	CVS HEALTH CORP CUSIP NO: 126650100	78.910	362,719.03	350,360.40	1.346	8,880.00	2.535
6,000.000	CHURCH & DWIGHT INC CUSIP NO: 171340102	44.190	250,362.00	265,140.00	1.019	4,260.00	1.607
2,000.000	CONSTELLATION BRANDS INC CL A CUSIP NO: 21036P108	153.310	340,559.80	306,620.00	1.178	3,200.00	1.044
1,800.000	COSTCO WHSL CORP NEW CUSIP NO: 22160K105	160.110	249,909.66	288,198.00	1.107	3,240.00	1.124
4,160.000	NESTLE S A SPONSORED ADR SWITZERLAND CUSIP NO: 641069406	71.875	319,290.24	299,000.00	1.149	8,098.56	2.709
3,400.000	PROCTER & GAMBLE CO CUSIP NO: 742718109	84.080	276,284.00	285,872.00	1.098	9,105.20	3.185
	TOTAL CONSUMER STAPLES		1,799,124.73	1,795,190.40	6.897	36,783.76	2.049
ENERGY							
3,500.000	CHEVRON CORP CUSIP NO: 166764100	117.700	325,300.21	411,950.00	1.582	15,120.00	3.670
3,500.000	EXXON MOBIL CORP CUSIP NO: 30231G102	90.260	309,855.00	315,910.00	1.214	10,500.00	3.324
12,610.000	KINDER MORGAN INC DEL CUSIP NO: 49456B101	20.710	434,183.42	261,153.10	1.003	6,305.00	2.414
2,800.000	OCCIDENTAL PETE CORP DEL CUSIP NO: 674599105	71.230	225,414.80	199,444.00	.766	8,512.00	4.268

L I S T   O F   A C C O U N T   A S S E T S

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
	TOTAL ENERGY		1,294,753.43	1,188,457.10	4.565	40,437.00	3.402
FINANCIALS							
2,700.000	CHUBB LTD SWITZERLAND CUSIP NO: H1467J104	132.120	135,513.00	356,724.00	1.370	7,452.00	2.089
2,500.000	TRAVELERS COS INC CUSIP NO: 89417E109	122.420	264,075.00	306,050.00	1.176	6,700.00	2.189
	TOTAL FINANCIALS		399,588.00	662,774.00	2.546	14,152.00	2.135
HEALTH CARE							
1,000.000	ALLERGAN PLC IRELAND CUSIP NO: G0177J108	210.010	306,288.40	210,010.00	.807	2,800.00	1.333
5,470.000	ABBVIE INC CUSIP NO: 00287Y109	62.620	186,202.90	342,531.40	1.316	14,003.20	4.088
1,000.000	BIOGEN IDEC INC CUSIP NO: 09062X103	283.580	306,199.00	283,580.00	1.089		
2,960.000	CELGENE CORP CUSIP NO: 151020104	115.750	214,537.10	342,620.00	1.316		
6,580.000	CERNER CORP CUSIP NO: 156782104	47.370	284,320.11	311,694.60	1.197		
3,000.000	DANAHER CORP DEL CUSIP NO: 235851102	77.840	230,882.70	233,520.00	.897	1,500.00	.642
5,000.000	DENTSPLY SIRONA INC CUSIP NO: 24906P109	57.730	310,950.00	288,650.00	1.109	1,550.00	.537

L I S T O F A C C O U N T A S S E T S

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
3,400.000	EDWARDS LIFESCIENCES CORP CUSIP NO: 28176E108	93.700	153,471.45	318,580.00	1.224		
3,500.000	IDEXX LABS INC CUSIP NO: 45168D104	117.270	73,050.86	410,445.00	1.577		
3,100.000	NOVARTIS A G SPONSORED ADR SWITZERLAND CUSIP NO: 66987V109	72.840	178,410.77	225,804.00	.867	7,139.30	3.162
8,600.000	PFIZER INC CUSIP NO: 717081103	32.480	253,872.00	279,328.00	1.073	11,008.00	3.941
TOTAL	HEALTH CARE		2,498,185.29	3,246,763.00	12.472	38,000.50	1.170
INDUSTRIALS							
3,000.000	CINTAS CORP CUSIP NO: 172908105	115.560	256,307.40	346,680.00	1.332	3,990.00	1.151
2,800.000	HONEYWELL INTL INC CUSIP NO: 438516106	115.850	324,183.16	324,380.00	1.246	7,448.00	2.296
1,350.000	LOCKHEED MARTIN CORP CUSIP NO: 539830109	249.940	221,548.09	337,419.00	1.296	9,828.00	2.913
2,700.000	MIDDLEBY CORP CUSIP NO: 596278101	128.810	193,958.29	347,787.00	1.336		
1,800.000	ROPER TECHNOLOGIES INC CUSIP NO: 776696106	183.080	317,805.12	329,544.00	1.266	2,520.00	.765
2,200.000	WATSCO INC CUSIP NO: 942622200	148.120	251,673.18	325,864.00	1.252	9,240.00	2.836
TOTAL	INDUSTRIALS		1,565,475.24	2,011,674.00	7.728	33,026.00	1.642

L I S T O F A C C O U N T A S S E T S

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
	INFORMATION TECHNOLOGY						
3,600.000	ACCENTURE PLC CL A COM IRELAND CUSIP NO: G1151C101	117.130	100,823.04	421,668.00	1.620	8,712.00	2.066
3,590.000	BROADCOM LTD SINGAPORE CUSIP NO: Y09827109	176.770	129,086.37	634,604.30	2.438	14,647.20	2.308
2,600.000	APPLE INC CUSIP NO: 037833100	115.820	303,458.00	301,132.00	1.157	5,928.00	1.969
2,400.000	FACEBOOK INC CL A COM CUSIP NO: 30303M102	115.050	308,928.00	276,120.00	1.061		
15,490.000	INTEL CORP CUSIP NO: 458140100	36.270	330,950.35	561,822.30	2.158	16,109.60	2.867
5,810.000	NICE LTD SPONSORED ADR ISRAEL CUSIP NO: 653656108	68.760	140,221.27	399,495.60	1.535	3,044.44	.762
4,320.000	VISA INC CL A COM CUSIP NO: 92826C839	78.020	215,331.70	337,046.40	1.295	2,851.20	.846
TOTAL	INFORMATION TECHNOLOGY		1,528,798.73	2,931,888.60	11.264	51,292.44	1.749
	MATERIALS						
5,280.000	LYONDELLBASELL INDUSTRIES NV CL A COM NETHERLANDS CUSIP NO: N53745100	85.780	327,956.43	452,918.40	1.740	17,952.00	3.964

L I S T O F A C C O U N T A S S E T S

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
3,240.000	ECOLAB INC CUSIP NO: 278865100	117.220	139,940.05	379,792.80	1.459	4,795.20	1.263
	TOTAL MATERIALS		467,896.48	832,711.20	3.199	22,747.20	2.732
REAL ESTATE							
9,000.000	WEYERHAEUSER CO CUSIP NO: 962166104	30.090	261,757.80	270,810.00	1.040	11,160.00	4.121
	TOTAL REAL ESTATE		261,757.80	270,810.00	1.040	11,160.00	4.121
TELECOMMUNICATION SERVICES							
8,110.000	AT&T INC CUSIP NO: 00206R102	42.530	229,380.81	344,918.30	1.325	15,895.60	4.609
10,300.000	VERIZON COMMUNICATIONS INC CUSIP NO: 92343V104	53.380	390,458.46	549,814.00	2.112	23,793.00	4.327
	TOTAL TELECOMMUNICATION SERVICES		619,839.27	894,732.30	3.437	39,688.60	4.436
UTILITIES							
4,200.000	DUKE ENERGY CORP NEW COM CUSIP NO: 26441C204	77.620	305,118.00	326,004.00	1.252	14,364.00	4.406
9,010.000	PORTLAND GEN ELEC CO COM NEW CUSIP NO: 736508847	43.330	221,257.13	390,403.30	1.500	11,532.80	2.954
	TOTAL UTILITIES		526,375.13	716,407.30	2.752	25,896.80	3.615
OTHER EQUITIES							
3,000.000	VANGUARD REIT ETF CUSIP NO: 922908553	82.530	159,899.70	247,590.00	.951	11,928.00	4.818

L I S T O F A C C O U N T A S S E T S

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
	TOTAL OTHER EQUITIES		159,899.70	247,590.00	.951	11,928.00	4.818
	TOTAL EQUITIES		12,544,860.20	16,493,365.00	63.359	348,352.30	2.112
ALTERNATIVE INVESTMENTS							
REAL ESTATE							
4,000.000	ALEXANDRIA REAL ESTATE EQUITIES INC PFD REITS SER E CUSIP NO: 015271703	25.085	105,906.47	100,340.00	.385	6,451.44	6.430
5,400.000	DIGITAL RLTY TR INC REITS CUSIP NO: 253868103	98.260	323,008.40	530,604.00	2.038	19,008.00	3.582
4,000.000	KILROY RLTY CORP PFD REITS 6.375% SER H CUSIP NO: 49427F801	25.030	88,582.80	100,120.00	.385	6,375.00	6.367
3,000.000	PEBBLEBROOK HOTEL TR PFD REIT 6.500% SER C CUSIP NO: 70509V407	24.270	72,339.30	72,810.00	.280	4,875.00	6.696
1,300.000	PUBLIC STORAGE INC COM (REIT) CUSIP NO: 74460D109	223.500	211,745.04	290,550.00	1.116	10,400.00	3.579
4,000.000	PUBLIC STORAGE DEP SHS REPSTG 1/1000 PFD SHS SER W 5.20% CUSIP NO: 74460W875	23.250	101,911.60	93,000.00	.357	5,200.00	5.591
4,300.000	REALTY INCOME CORP CUSIP NO: 756109104	57.480	257,871.00	247,164.00	.949	10,449.00	4.228

LIST OF ACCOUNT ASSETS

AS OF 12/31/16

UNITS	DESCRIPTION	MARKET PRICE	ORIGINAL COST	MARKET VALUE	% OF ACCOUNT	ESTIMATED ANNUAL INCOME	CURRENT YIELD
3,000.000	VORNADO RLTY TR PFD REITS SER K 5.700% CUSIP NO: 929042851	23.560	76,481.10	70,680.00	.272	4,275.00	6.048
4,000.000	WELLTOWER INC PFD REITS SER J 6.50% CUSIP NO: 95040Q302	25.140	108,771.60	100,560.00	.386	6,500.00	6.464
	TOTAL REAL ESTATE		1,346,617.31	1,605,828.00	6.168	73,533.44	4.579
	TOTAL ALTERNATIVE INVESTMENTS		1,346,617.31	1,605,828.00	6.168	73,533.44	4.579
TOTAL INVESTMENTS			21,823,487.75	26,032,329.39	100.000	754,445.80	2.898

Portfolio Detail

Jan 01, 2016 through Dec 31, 2016

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
16,017 890	FEDERATED GOVT OBLIGS FUND PREMIER CLASS	608919718	$16,017 89	$5 23	$16,017 89 1 000	$0 00	$66 31	0 41%
	Total Cash Equivalents		**$16,017.89**	**$5.23**	**$16,017.89**	**$0.00**	**$66.31**	**0.41%**
Total Cash/Currency			**$16,017.89**	**$5.23**	**$16,017.89**	**$0.00**	**$66.31**	**0.41%**
Hedge Funds								
Hedge Funds Specific Strategy								
2,079,277 877	PIMCO ALL ASSET FUND INSTL CL	722005626	$23,183,948 33 11 150	$0 00	$24,959,482 80 12 004	-$1,775,534 47	$834,455 80	3 59%
	Total Hedge Funds Specific Strategy		**$23,183,948.33**	**$0.00**	**$24,959,482.80**	**-$1,775,534.47**	**$834,455.80**	**3.59%**
Total Hedge Funds			**$23,183,948.33**	**$0.00**	**$24,959,482.80**	**-$1,775,534.47**	**$834,455.80**	**3.59%**
Total Portfolio			**$23,199,966.22**	**$5.23**	**$24,975,500.69**	**-$1,775,534.47**	**$834,522.11**	**3.59%**
Accrued Income			$5 23					
Total			**$23,199,971.45**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income