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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its 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

03/01, 2016, and ending

02/28, 2017

Name of foundation

WAITE M B-BRAND FOUNDATION T/W 20-0327380

Number and street (or P.O. box number if mail is not delivered to street address)

KEYBANK N.A., P.O. BOX 10099

City or town, state or province, country, and ZIP or foreign postal code

TOLEDO, OH 43699-0099

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ 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) \$ 2,613,390.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

34-6563471

B Telephone number (see instructions)

419-259-8655

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 ☐**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)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	50,274.	50,274.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	37,502.			
b Gross sales price for all assets on line 6a	656,168.			
7 Capital gain net income (from Part IV, line 2)		37,502.		
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)	2,199.			STMT 2
12 Total. Add lines 1 through 11	89,975.	87,776.		
13 Compensation of officers, directors, trustees, etc.	20,196.	15,147.		5,049.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	1,738.	NONE	NONE	1,738.
b Accounting fees (attach schedule)	1,200.	NONE	NONE	1,200.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	4,775.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	200.			200.
24 Total operating and administrative expenses. Add lines 13 through 23	28,109.	15,147.	NONE	8,187.
25 Contributions, gifts, grants paid	132,000.			132,000.
26 Total expenses and disbursements. Add lines 24 and 25	160,109.	15,147.	NONE	140,187.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-70,134.			
b Net investment income (if negative, enter -0-)		72,629.		
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	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			
	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 ▶ NONE			
	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)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 7.	2,165,617.	2,095,484.	2,613,390.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,165,617.	2,095,484.	2,613,390.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		NONE		
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	2,165,617.	2,095,484.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,165,617.	2,095,484.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,165,617.	2,095,484.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,165,617.
2	Enter amount from Part I, line 27a	2	-70,134.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3	4	2,095,484.
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	2,095,484.

Form 990-PF (2016)

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					
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 656,168.		618,666.	37,502.		
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			37,502.		
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	37,502.
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 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	6,959.	2,512,049.	0.002770
2014	296,013.	2,647,384.	0.111813
2013	158,027.	2,531,837.	0.062416
2012	159,395.	2,344,834.	0.067977
2011	163,510.	2,384,914.	0.068560

2 Total of line 1, column (d)	2	0.313536
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	0.062707
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,425,025.
5 Multiply line 4 by line 3.	5	152,066.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	726.
7 Add lines 5 and 6.	7	152,792.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	140,187.

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	1,453.
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	1,453.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,453.
6 Credits/Payments.			
a 2016 estimated tax payments and 2015 overpayment credited to 2016.	6a	4,444.	
b Exempt foreign organizations - tax withheld at source.	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868).	6c	NONE	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	4,444.	
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	2,991.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ 1,456. Refunded ☐ 1,535.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ _____ (2) On foundation managers. ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OH		
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.	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		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? Website address <u>N/A</u>	13	X
14 The books are in care of <u>KEYBANK NATIONAL ASSOCIATION</u> Telephone no. <u>(419) 259-4968</u> Located at <u>P O BOX 10099, TOLEDO, OH</u> ZIP+4 <u>43699-0099</u>		
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 <u>15</u>		
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 <u></u>		

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	X
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	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 <u></u>		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
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	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

Form 990-PF (2016)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
KEYBANK NATIONAL ASSOCIATION	CO-TRUSTEE			
PO BOX 10099, TOLEDO, OH 43699-0099	1	20,196.	-0-	-0-
GREGORY S SHUMAKER	CO-TRUSTEE			
1000 JACKSON, TOLEDO, OH 43624	1	-0-	-0-	-0-
HOPE J WELLES	CO-TRUSTEE			
112 ROCKLEDGE DR, PERRYSBURG, OH 43551	1	-0-	-0-	-0-
PHIL H WOLF	CO-TRUSTEE			
C/O KEYBANK N.A. PO BOX 10099, TOLEDO, OH 43699-0099	1	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

Form 990-PF (2016)

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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

Form **990-PF** (2016)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,461,954.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,461,954.
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	NONE
3	Subtract line 2 from line 1d	3	2,461,954.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	36,929.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,425,025.
6	Minimum investment return. Enter 5% of line 5	6	121,251.

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	121,251.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,453.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,453.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	119,798.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	119,798.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	119,798.

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	140,187.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	140,187.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	140,187.

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				119,798.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	25,513.			
d From 2014	172,914.			
e From 2015	NONE			
f Total of lines 3a through e	198,427.			
4 Qualifying distributions for 2016 from Part XII, line 4. ► \$ <u>140,187.</u>				
a Applied to 2015, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.				119,798.
e Remaining amount distributed out of corpus. . .	20,389.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	218,816.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				NONE
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	218,816.			
10 Analysis of line 9.				
a Excess from 2012 . . .	NONE			
b Excess from 2013 . . .	25,513.			
c Excess from 2014 . . .	172,914.			
d Excess from 2015 . . .	NONE			
e Excess from 2016 . . .	20,389.			

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

NOT APPLICABLE

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

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

	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).)

N/A

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.

N/A

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:

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 16				132,000.
Total			3a	132,000.
b Approved for future payment				
Total			3b	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	17,993.	17,993.
MUTUAL FUNDS	32,281.	32,281.
	-----	-----
TOTAL	50,274.	50,274.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
TOTALS	----- 2,199. =====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	1,738.			1,738.
TOTALS	1,738.	NONE	NONE	1,738.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,200.			1,200.
TOTALS	1,200.	NONE	NONE	1,200.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
ESTIMATED EXCISE TAX PAYMENTS	4,775.

TOTALS	4,775.
	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
----------------------	--

STATE FILING FEES

200.

TOTALS

200.

CHARITABLE
PURPOSES

200.

200.
=====

WAITE M B-BRAND FOUNDATION T/W 20-0327380

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F
-------------	------------------------

SEE ATTACHED

C

TOTALS

34-6563471

ENDING BOOK VALUE	ENDING FMV
2,095,484.	2,613,390.
2,095,484.	2,613,390.
=====	=====

WAITE M B-BRAND FOUNDATION T/W 20-0327380
FORM 990PF, PART XV - LINES 2a - 2d

34-6563471

=====

RECIPIENT NAME:

SHUMAKER, LOOP & KENDRICK

ADDRESS:

1000 JACKSON

TOLEDO, OH 43624

FORM, INFORMATION AND MATERIALS:

NO SPECIFIC FORM

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

INFORMATION IS AVAILABLE FROM GREGORY

SHUMAKER. SEE LINE 2A FOR ADDRESS

AND TELEPHONE INFORMATION.

STATEMENT 8

RECIPIENT NAME:
ABILITY CENTER

ADDRESS:
5605 MONROE ST
SYLVANIA, OH 43560

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
BLACK SWAMP CONSERVANCY

ADDRESS:
PO BOX 332
PERRYBURG, OH 43552

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
CONTINUED SUPPORT

FOUNDATION STATUS OF RECIPIENT:

~~PUBLIC~~

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BOYS AND GIRLS CLUBS

ADDRESS:
2250 N DETROIT AVE
TOLEDO, OH 43606

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
SCHOLARSHIPS AND OPERATING FUNDS CAMP SILVER

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
IMAGINATION STATION

ADDRESS:
1 DISCOVERY WAY
TOLEDO, OH 43604

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
ADOPT A SCHOOL PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
JUNIOR ACHIEVEMENT
ADDRESS:
2239 CHEYENNE BLVD
TOLEDO, OH 43614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR TOLEDO AND WASHINGTON LOCAL SCHOO
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
KIDNEY FOUNDATION
ADDRESS:
3100 WEST CENTRAL AVE SUITE 250
TOLEDO, OH-43606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PLEDGE PROMISE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
LEADERSHIP TOLEDO
ADDRESS:
316 ADAMS ST
TOLEDO, OH 43606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TRAINING PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
LOURDES UNIVERSITY
ADDRESS:
6832 CONVENT BLVD
SYLVANIA, OH 43560
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACADEMIC SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
NATURE CONSERVANCY
ADDRESS:
6375 RIVERSIDE DR STE 100
DUBLIN, OH 43017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FIRE PROGRAM/SEPTIC SYSTEM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
PUBLIC BROADCASTING OF NW OHIO
ADDRESS:
1270 SOUTH DETROIT AVE
TOLEDO, OH 43614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHALLENGE GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
RONALD MCDONALD HOUSE
ADDRESS:
3883 MONROE ST
TOLEDO, OH 43606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PAYMENT ON 5 YEAR PLEDGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
SIGHT CENTER
ADDRESS:
1002 GARDEN LAKE PARKWAY
TOLEDO, OH 43614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
TOLEDO CULTURAL ARTS CENTER
VALENTINE COMMUNITY PERFORMING ARTS
ADDRESS:
410 ADAMS ST
TOLEDO, OH 43604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PAYMENT ON 3 YEAR PLEDGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
TOLEDO OPERA
ADDRESS:
425 JEFFERSON AVE STE 601
TOLEDO, OH 43604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERA ON WHEELS PLEDGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
TOLEDO SCHOOL FOR THE ARTS
ADDRESS:
333 14TH ST
TOLEDO, OH 43604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TECHNOLOGY AND RENOVATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
TOLEDO ZOO
ADDRESS:
PO BOX 140130
TOLEDO, OH 43614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
AQUARIUM RENOVATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
UNIVERSITY OF TOLEDO FOUNDATION
ADDRESS:
3000 ARLINGTON AVE
TOLEDO, OH 43614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COLLEGE OF MEDICINE GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
YMCA CAMP STORER
ADDRESS:
6941 STONY LAKE RD
JACKSON, MI 49201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT SUMMER CAMP PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
TOLEDO SYMPHONY
ADDRESS:
1838 PARKWOOD AVE #310
TOLEDO, OH 43697
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONCERTS AND EDUCATION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:

BOY SCOUTS OF AMERICA

ADDRESS:

5600 W SYLVANIA AVE

TOLEDO, OH 43623

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCOUTREACH PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

ST PAUL'S COMMUNITY CENTER

ADDRESS:

230 N 13TH ST

TOLEDO, OH 43604

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

VICTORY CENTER

ADDRESS:

5532 W CENTRAL AVE STE B

TOLEDO, OH 43615

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

HOSPICE OF NW OHIO

ADDRESS:

30000 EAST RIVER RD
PERRYSBURG, OH 43551

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

STRANAHAN THEATER

ADDRESS:

4645 HEATHERDOWNS BLVD
TOLEDO, OH 43614

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RENOVATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

DAUGHTER PROJECT

ADDRESS:

PO BOX 255
PERRYSBURG, OH 43552

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SEX TRAFFICKING FOR YOUNG GIRLS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID:

132,000.

=====

CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT
101-200-10211-0327380
FISCAL YEAR CODE 0228

ACCOUNT NAME
WAITE M B-BRAND FOUNDATION T/W
AS OF 02-28-2017

TAX ANALYST/NAME
Mary Ellen Estrada

RUN DATE 2017-03-21
BUS DATE 2017-03-20
PAGE 10

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
00206R102	AT&T INC COM	20,895 00	0 00	14,702 93	500 000
02079K107	ALPHABET INC COM CL C	16,464 20	0 00	4,013 69	20 000
02079K305	ALPHABET INC COM CL A	16,898 60	0 00	4,043 73	20 000
023135106	AMAZON COM INC COM	25,351 20	0 00	1,936 20	30.000
030420103	AMERICAN WATER WORKS CO INC COM	7,800 00	0 00	3,043 99	100 000
037833100	APPLE INC COM	41,097 00	0 00	3,890 57	300 000
057071805	BAIRD INTERMEDIATE BOND FUND OPEN-END FUND INSTL CL	68,627 01	0.00	69,189 24	6,221 850
125896100	CMS ENERGY CORP COM	22,260 00	0 00	11,945 00	500 000
151020104	CELGENE CORP COM	18,526 50	0 00	4,189 65	150.000
172062101	CINCINNATI FINANCIAL CORP COM	16,416 00	0 00	9,728.98	225 000
20825C104	CONOCOPHILLIPS COM	10,703 25	0 00	12,357 90	225 000
22160K105	COSTCO WHOLESALE CORP COM	12,579 78	0 00	6,012 86	71 000
230001406	CULLEN HIGH DIVIDEND EQUITY FUND OPEN-END FUND CL I	177,000 07	0 00	124,083 13	9,709 274
254687106	WALT DISNEY CO COM	16,513 50	0 00	2,446 20	150 000
256206103	DODGE & COX INTERNATIONAL STOC_F.OPEN-END FUND	128,704 00	0 00	136,538 00	3,200 000
258620103	DOUBLELINE TOTAL RETURN BOND FD OPEN-END FUND CL I	65,702 00	0 00	67,385 55	6,175 000
260543103	DOW CHEMICAL CO COM	8,716.40	0 00	8,169 00	140 000
30231G102	EXXON MOBIL CORP COM	16,264 00	0 00	18,246 00	200 000
375558103	GILEAD SCIENCES INC COM	12,334 00	0 00	7,006 98	175 000
40168W525	GUGGENHEIM TOTAL RETURN BOND FUND OPEN-END FUND INSTL CL	60,007 50	0 00	59,617 50	2,250 000
458140100	INTEL CORP COM	19,910 00	0 00	8,054 20	550 000
464287226	ISHARES CORE TOTL US BD MKT ETF CLOSED-END FUND	67,763 71	0 00	67,952 30	623 000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	84,337 80	0 00	74,348 60	2,220 000
464287242	ISHARES IBOX \$INVESTMENT BD FD CLOSED-END FUND	17,431 26	0 00	16,524 27	147 000
464287507	ISHARES CORE S&P MID-CAP ETF CLOSED-END FUND	89,329 10	0 00	84,890 45	518 000
464287655	ISHARES RUSSELL 2000 INDEX FUND CLOSED-END FUND	120,610 00	0 00	105,153 56	875 000
464288281	ISHARES JPMORGAN USD EMERG MKTS CLOSED-END FUND	9,652 60	0 00	10,000 25	85 000
46432F842	ISHARES CORE MSCI EAFE ETF CLOSED-END FUND	129,168 00	0 00	124,016 00	2,300 000
46625H100	JP MORGAN CHASE & CO COM	28,273 44	0 00	6,681 36	312 000
478160104	JOHNSON & JOHNSON COM	21,386 75	0 00	11,280 48	175 000
49456B101	KINDER MORGAN INC COM	17,048 00	0 00	33,228 00	800 000
500754106	KRAFT HEINZ CO COM	11,438 75	0 00	6,394 41	125 000
57636Q104	MASTERCARD INC COM CL A	24,301 20	0 00	9,463 74	220 000
579780206	MCCORMICK & CO INC COM	19,684 00	0 00	8,985 58	200 000
580135101	MCDONALDS CORP COM	12,765 00	0 00	8,150 99	100 000
58155Q103	MCKESSON CORP COM	11,259 75	0 00	5,873 99	75 000
58933Y105	MERCK & CO INC COM	13,174 00	0 00	7,736 00	200 000
59156R108	METLIFE INC COM	11,799 00	0 00	9,140 48	225 000
594918104	MICROSOFT CORP COM	20,985 44	0 00	9,141 33	328 000
	*** TOTAL ***	2,613,389 77	0 00	2,095,483 94	258,079 726

CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT
101-200-10211-0327380
FISCAL YEAR CODE 0228

ACCOUNT NAME
WAITE M B-BRAND FOUNDATION T/W Mary Ellen Estrada
AS OF 02-28-2017

RUN DATE 2017-03-21
BUS DATE 2017-03-20
PAGE 11

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
617446448	MORGAN STANLEY COM	13,701 00	0 00	12,077 97	300 000
68389X105	ORACLE CORP COM	21,295 00	0 00	8,415 51	500 000
713448108	PEPSICO INC COM	16,557 00	0 00	9,640.49	150 000
717081103	PFIZER INC COM	13,648 00	0 00	8,788.00	400 000
718546104	PHILLIPS 66 COM	13,683 25	0 00	6,305 11	175 000
741503403	PRICELINE GROUP INC COM	20,689 56	0 00	3,892 08	12 000
74253Q747	PRINCIPAL MIDCAP FUND OPEN- END FUND INSTL CL	97,888 50	0.00	94,140 00	4,050 000
742718109	PROCTER & GAMBLE CO COM	15,846 18	0 00	11,379 57	174 000
747525103	QUALCOMM INC COM	11,296 00	0 00	10,891 98	200 000
7495200A1	KT SHORT TERM INVESTMENT FUND	205,760 57	0 00	205,760 57	205,760 570
760759100	REPUBLIC SERVICES INC COM CL A	18,585.00	0 00	10,077 00	300 000
806407102	HENRY SCHEIN INC COM	12,867 00	0 00	2,947.50	75 000
855244109	STARBUCKS CORP COM	17,061 00	0 00	7,240.48	300 000
880208400	TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL	11,437.41	0 00	12,115 59	939 032
883556102	THERMO FISHER SCIENTIFIC INC COM	19,710 00	0 00	4,445 84	125 000
887317303	TIME WARNER INC COM	9,821 00	0 00	9,629.00	100 000
911312106	UNITED PARCEL SERVICE INC COM CL B	13,220 00	0 00	9,786 23	125 000
913017109	UNITED TECHNOLOGIES CORP COM	16,882 50	0 00	9,058 45	150 000
922908710	VANGUARD 500 INDEX FUND OPEN- END FUND CL ADMIRAL	487,553 24	0 00	433,274 48	2,228 000
92343V104	VERIZON COMMUNICATIONS INC COM	21,092 75	0 00	15,801 41	425 000
949746101	WELLS FARGO CO COM	20,258.00	0 00	12,421 97	350 000
95040Q104	WELLTOWER INC COM	21,114 00	0 00	13,527.19	300 000
995084027	PROPERTY LOCATION DEED IN NAME OF ADOLF BRAND & PLAT FOR #16 IN SEC 25 OF WOODLAWN CEMETERY ASSN	0 00	0 00	0 00	1 000
G98294104	XL GROUP PLC FGN COM	20,245 00	0 00	8,304 43	500 000
	*** TOTAL ***	2,613,389.77	0 00	2,095,483.94	258,079 726