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 04/01, 2016, and ending 03/31, 2017

Name of foundation: AARON & RACHEL MEYER MEMORIAL FOUNDATION
XXXXX9001

A Employer identification number: 22-6063514

Number and street (or P O box number if mail is not delivered to street address): 10 S DEARBORN IL1-0111 | Room/suite:

B Telephone number (see instructions): 866-888-5157

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 6,702,427.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify)
(Part I, column (d) must be on cash basis )

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) |
|---|---|---|---|---|
| **Revenue** | | | | |
| 1 Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| 2 Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 177,662. | 177,544. | | STMT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 157,803. | | | |
| b Gross sales price for all assets on line 6a 1,969,682. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 157,803. | | |
| 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) | 3,209. | 1,403. | | STMT 2 |
| 12 **Total.** Add lines 1 through 11 | 338,674. | 336,750. | | |
| **Operating and Administrative Expenses** | | | | |
| 13 Compensation of officers, directors, trustees, etc | 60,000. | | | 60,000. |
| 14 Other employee salaries and wages | | NONE | NONE | |
| 15 Pension plans, employee benefits | | NONE | NONE | |
| 16a Legal fees (attach schedule) STMT 3 | 500. | NONE | NONE | 500. |
| b Accounting fees (attach schedule) | | | | |
| c Other professional fees (attach schedule) STMT 4 | 59,189. | 59,189. | | |
| 17 Interest STMT 5 | 497. | 497. | | |
| 18 Taxes (attach schedule) (see instructions) STMT 6 | 4,819. | 4,819. | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | 18,900. | | | 18,900. |
| 21 Travel, conferences, and meetings | | NONE | NONE | |
| 22 Printing and publications | | NONE | NONE | |
| 23 Other expenses (attach schedule) STMT 7 | 456. | 78. | | 378. |
| 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 144,361. | 64,583. | NONE | 79,778. |
| 25 Contributions, gifts, grants paid | 445,000. | | | 445,000. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 589,361. | 64,583. | NONE | 524,778. |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | -250,687. | | | |
| b **Net investment income** (if negative, enter -0-) | | 272,167. | | |
| c **Adjusted net income** (if negative, enter -0-) | | | | |

SCANNED AUG 23 2017

| Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|
| **Assets** | | | |
| 1 Cash - non-interest-bearing | | 16,299. | 16,299. |
| 2 Savings and temporary cash investments | 441,143. | 263,684. | 263,684. |
| 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) STMT 8 | 3,285,310. | 3,100,070. | 3,704,661. |
| c Investments - corporate bonds (attach schedule) STMT 11 | 2,002,536. | 2,076,564. | 2,045,967. |
| 11 Investments - land, buildings, and equipment basis ▶ | | | |
| Less accumulated depreciation (attach schedule) ▶ | | | |
| 12 Investments - mortgage loans | | | |
| 13 Investments - other (attach schedule) STMT 16 | 652,902. | 674,249. | 671,816. |
| 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) | 6,381,891. | 6,130,866. | 6,702,427. |
| **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.** ▶ [X] | | | |
| 27 Capital stock, trust principal, or current funds | 6,381,891. | 6,130,866. | |
| 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) | 6,381,891. | 6,130,866. | |
| 31 **Total liabilities and net assets/fund balances** (see instructions) | 6,381,891. | 6,130,866. | |

## 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 | 6,381,891. |
| 2 Enter amount from Part I, line 27a | 2 | -250,687. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 6,131,204. |
| 5 Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT | 5 | 338. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 6,130,866. |

## 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 | 1,969,682. | | 1,811,879. | 157,803. |
| 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 | | | | 157,803. |
| 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 | 157,803. |
| 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 | 270,578. | 6,685,655. | 0.040471 |
| 2014 | 426,338. | 7,135,522. | 0.059749 |
| 2013 | 92,442. | 7,021,868. | 0.013165 |
| 2012 | 236,292. | 6,619,601. | 0.035696 |
| 2011 | 623,267. | 6,630,985. | 0.093993 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.243074 |
| 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 | 0.048615 |
| 4 | Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 | 4 | 6,580,306. |
| 5 | Multiply line 4 by line 3 | 5 | 319,902. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,722. |
| 7 | Add lines 5 and 6 | 7 | 322,624. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 524,778. |

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 ▶ [X] and enter 1% of Part I, line 27b | 1 | 2,722. |
| 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 | 2,722. |
| 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 | 2,722. |
| 6 | Credits/Payments | | |
| a | 2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . 6a 2,831. | | |
| 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 | 2,831. |
| 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 | 109. |
| 11 | Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 109. **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 | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? | 1b | | X |
| | *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ ________ (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 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | X |

## Part VII-A Statements Regarding Activities *(continued)*

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ www.armeyerfoundation.org

14 The books are in care of ▶ JP MORGAN CHASE BANK, N.A. Telephone no. ▶ (866)888-5157

Located at ▶ 10 S DEARBORN ST; MC; IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603

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 | | X |
| | See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶ | | | |

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

**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 ▶ ____, ____, ____, ____ | | | |
| 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. ▶ ____, ____, ____, ____ | | | |
| 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 |

**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 [X] | | |
| | (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 [X] | | |
| | (3) Provide a grant to an individual for travel, study, or other similar purposes? | Yes [ ] No [X] | | |
| | (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) | Yes [ ] No [X] | | |
| | (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 [X] | | |
| 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 [X] | | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | 6b | X |
| | *If "Yes" to 6b, file Form 8870* | | | |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | Yes [ ] No [X] | | |
| 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 | (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 |
|---|---|---|---|---|
| PHILIP B LOWY<br>292 INDIAN TRAIL DRIVE, FRANKLIN LAKES, NJ 07417 | PRESIDENT<br>5 | -0- | -0- | -0- |
| ALISSA MURPHY<br>292 INDIAN TRAIL DRIVE, FRANKLIN LAKES, Ne 07417 | SECRETARY/TREASU<br>25 | 60,000. | -0- | -0- |
| JANEY LOWY<br>292 INDIAN TRAIL DRIVE, FRANKLIN LAKES, NJ 07417 | VICE PRESIDENT<br>5 | -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

**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 ▶ | |

**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 | 6,287,421. |
| b | Average of monthly cash balances | 1b | 393,093. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 6,680,514. |
| 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 | 6,680,514. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 100,208. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 6,580,306. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 329,015. |

**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 | 329,015. |
| 2a | Tax on investment income for 2016 from Part VI, line 5 | 2a | 2,722. | | |
| b | Income tax for 2016. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 2,722. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 326,293. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 326,293. |
| 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 | 326,293. |

**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 | 524,778. |
| 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 | 524,778. |
| 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 | 2,722. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 522,056. |

**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 | | | | 326,293. |
| 2 Undistributed income, if any, as of the end of 2016 | | | | |
| a Enter amount for 2015 only | | | NONE | |
| b Total for prior years 20 14 ,20___,20___ | | NONE | | |
| 3 Excess distributions carryover, if any, to 2016 | | | | |
| a From 2011 . . . 297,268. | | | | |
| b From 2012 . . . NONE | | | | |
| c From 2013 . . . NONE | | | | |
| d From 2014 . . . 75,636. | | | | |
| e From 2015 . . . NONE | | | | |
| f **Total** of lines 3a through e | 372,904. | | | |
| 4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 524,778. | | | | |
| 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 | | | | 326,293. |
| e Remaining amount distributed out of corpus | 198,485. | | | |
| 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 | 571,389. | | | |
| 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) | 297,268. | | | |
| 9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a | 274,121. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2012 . . . NONE | | | | |
| b Excess from 2013 . . . NONE | | | | |
| c Excess from 2014 . . . 75,636. | | | | |
| d Excess from 2015 . . . NONE | | | | |
| e Excess from 2016 . . . 198,485. | | | | |

**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 17

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<br>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* | | | | |
| NEW YORK-PRESBYTERIAN FUND<br>525 E 68TH STREET NEW YORK NY 10065 | NONE | PC | GENERAL | 200,000. |
| FRANKLIN LAKES POLICE DEPARTMENT<br>490 DE KORTE DRIVE FRANKLIN LAKES NJ 07417 | NONE | PC | GENERAL | 195,000. |
| TOWNSHIP OF WYCKOFF POLICE DEPARTMENT<br>1 SCOTT PLAZA Wyckoff NJ 07481 | NONE | PC | GENERAL | 50,000. |
| **Total** ▶ 3a | | | | 445,000. |
| **b** *Approved for future payment* | | | | |
| **Total** ▶ 3b | | | | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) 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 | | | | | |
| 4 Dividends and interest from securities | | | 14 | 177,662. | |
| 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 | 157,803. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: a | | | | | |
| b TAX REFUND | | | 14 | 2,169. | |
| c DEFERRED INCOME | | | 14 | -363. | |
| d LITIGATION CLASS A | | | 14 | 1,403. | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | 338,674. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . . . . 13 338,674.

(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.) |
|---|---|
| | NOT APPLICABLE |

**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) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

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

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

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

Signature of officer or trustee: [signature] Date: 18/4/17 Title: Director

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| KELLY NEUGEBAUER | [signature] | 08/01/2017 | | P01285591 |

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114 — Phone no. 312-486-9652

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FOREIGN DIVIDENDS | 42,167. | 42,167. |
| NONDIVIDEND DISTRIBUTIONS | 118. | |
| DOMESTIC DIVIDENDS | 38,937. | 38,937. |
| OTHER INTEREST | 56. | 56. |
| CORPORATE INTEREST | 39,244. | 39,244. |
| FOREIGN INTEREST | 11,680. | 11,680. |
| EXEMPT INTEREST NOT SUBJECT TO AMT - STA | 9. | 9. |
| U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE | 319. | 319. |
| NONQUALIFIED FOREIGN DIVIDENDS | 4,211. | 4,211. |
| NONQUALIFIED DOMESTIC DIVIDENDS | 40,921. | 40,921. |
| TOTAL | 177,662. | 177,544. |

## FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| TAX REFUND | 2,169. | |
| DEFERRED INCOME | -363. | |
| LITIGATION CLASS ACTION OTHER INCOME | 1,403. | 1,403. |
| TOTALS | 3,209. | 1,403. |

FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| LEGAL FEES - PRINCIPAL (ALLOCA | 500. | | | 500. |
| TOTALS | 500. | NONE | NONE | 500. |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| INVESTMENT MGMT FEES-SUBJECT T | 59,189. | 59,189. |
| TOTALS | 59,189. | 59,189. |

FORM 990PF, PART I - INTEREST EXPENSE

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| OTHER INVESTMENT EXPENSES | 497. | 497. |
| TOTALS | 497. | 497. |

## FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FOREIGN TAXES | 3,737. | 3,737. |
| FOREIGN TAXES ON QUALIFIED FOR | 926. | 926. |
| FOREIGN TAXES ON NONQUALIFIED | 156. | 156. |
| TOTALS | 4,819. | 4,819. |

AARON & RACHEL MEYER MEMORIAL FOUNDATION 22-6063514

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|---|---|---|---|
| OTHER EXPENSES | 378. | | 378. |
| OTHER ALLOCABLE EXPENSES - 2% | 78. | 78. | |
| TOTALS | 456. | 78. | 378. |

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| 000375204 ABB LTD-SPON ADR | 13,558. | 16,614. |
| 018805101 ALLIANZ SE-SPON ADR | 15,276. | 16,306. |
| 046353108 ASTRAZENECA PLC-SPON | 4,946. | 6,539. |
| 88606108 BHP BILLITON LTD-SPON | 7,970. | 4,177. |
| 096813209 BOC HONG KONG HLDS-S | 11,512. | 14,493. |
| 110448107 BRITISH AMERICAN TOB | 14,167. | 17,906. |
| 126132109 CNOOC LTD-SPON ADR | 11,888. | 7,188. |
| 251566105 DEUTSCHE TELEKOM AG- | 6,704. | 8,073. |
| 404280406 HSBC HOLDINGS PLC-SP | 14,719. | 14,083. |
| 438128308 HONDA MOTOR CO LTD-S | 6,624. | 5,901. |
| 456837103 ING GROEP N.V.-SPONS | 11,197. | 11,695. |
| 471105205 JAPAN TOBACCO INC-UN | 13,337. | 12,620. |
| 626188106 MUENCHENER RUECK-UNS | 7,075. | 9,408. |
| 641069406 NESTLE SA-SPONS ADR | 55,350. | 61,520. |
| 654624105 NIPPON TELEGRAPH & T | 7,008. | 11,353. |
| 686331109 ORKLA ASA-SPON ADR | 6,987. | 7,266. |
| 715684106 TELEKOMUNIK INDONESI | 3,506. | 5,611. |
| 743476202 PROSIEBEN SAT.1-UNSP | 11,993. | 12,142. |
| 771195104 ROCHE HOLDINGS LTD-S | 9,853. | 13,773. |
| 780259107 ROYAL DUTCH SHELL-SP | 11,606. | 10,049. |
| 826197501 SIEMENS AG-SPONS ADR | 10,365. | 15,070. |
| 904784709 UNILEVER N V -NY SHA | 9,764. | 13,910. |
| 911271302 UNITED OVERSEAS BANK | 11,203. | 11,563. |
| 923725105 VERMILION ENERGY INC | 11,047. | 12,003. |
| 989825104 ZURICH INSURANCE GRO | 11,746. | 12,402. |
| 05523R107 BAE SYSTEMS PLC -SPO | 6,193. | 9,900. |
| 05534B760 BCE INC | 9,132. | 9,075. |
| 05565A202 BNP PARIBAS-ADR | 13,778. | 11,981. |
| 25243Q205 DIAGEO PLC-SPONSORED | 9,412. | 10,402. |

AARON & RACHEL MEYER MEMORIAL FOUNDATION 22-6063514

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| 29286D105 ENGIE | 7,143. | 4,615. |
| 37733W105 GLAXOSMITHKLINE PLC- | 15,956. | 14,756. |
| 45262P102 IMPERIAL BRANDS PLC- | 8,016. | 9,880. |
| 55315J102 MMC NORILSK NICKEL P | 7,306. | 6,904. |
| 56501R106 MANULIFE FINANCIAL C | 10,399. | 11,620. |
| 59410T106 MICHELIN (CGDE)-UNSP | 11,713. | 13,823. |
| 66987V109 NOVARTIS AG-SPONSORE | 14,570. | 18,196. |
| 78467K107 SSE PLC-SPN ADR | 10,152. | 7,538. |
| 80105N105 SANOFI-ADR | 10,690. | 11,765. |
| 82929R304 SINGAPORE TELECOMMUN | 6,580. | 6,887. |
| 83238P203 SMITHS GROUP PLC- SP | 7,110. | 8,802. |
| 83546A104 SONIC HEALTHCARE-UNS | 9,215. | 12,399. |
| 87936R106 TELEFONICA BRASIL-AD | 11,675. | 12,103. |
| 92857W308 VODAFONE GROUP PLC-S | 9,160. | 4,493. |
| H42097107 UBS GROUP AG-REG | 13,644. | 12,042. |
| 25816109 AMERICAN EXPRESS CO | 25,709. | 33,622. |
| 64058100 BANK OF NEW YORK MELL | 24,279. | 50,772. |
| 84670702 BERKSHIRE HATHAWAY IN | 42,588. | 83,340. |
| 115233579 BROWN ADV JAPAN ALPH | 121,735. | 113,013. |
| 156782104 CERNER CORP | 49,155. | 54,436. |
| 256677105 DOLLAR GENERAL CORP | 66,323. | 62,757. |
| 278642103 EBAY INC | 44,359. | 61,265. |
| 302130109 EXPEDITORS INTL WASH | 38,684. | 57,902. |
| 438516106 HONEYWELL INTERNATIO | 56,096. | 68,679. |
| 464287465 ISHARES MSCI EAFE IN | 372,605. | 416,097. |
| 464287507 ISHARES CORE S&P MID | 136,515. | 239,708. |
| 594918104 MICROSOFT CORP | 16,704. | 32,930. |
| 681919106 OMNICOM GROUP | 43,485. | 51,726. |
| 693718108 PACCAR INC | 39,275. | 55,440. |

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| 743315103 PROGRESSIVE CORP | 34,581. | 52,893. |
| 777777777 | 8,444. | 8,444. |
| 806857108 SCHLUMBERGER LTD | 55,614. | 58,575. |
| 854502101 STANLEY BLACK & DECK | 42,321. | 56,470. |
| 872540109 TJX COMPANIES INC | 25,148. | 25,701. |
| 904767704 UNILEVER PLC-SPONSOR | 48,417. | 59,208. |
| 20030N101 COMCAST CORP-CLASS A | 62,570. | 84,578. |
| 25179M103 DEVON ENERGY CORP | 34,581. | 23,989. |
| 46625H100 JPMORGAN CHASE & CO | 45,520. | 61,488. |
| 46637K513 JPM GLBL RES ENH IND | 394,639. | 447,937. |
| 52729N308 LEVEL 3 COMMUNICATIO | 45,277. | 50,068. |
| 68389X105 ORACLE CORP | 29,406. | 33,458. |
| 73755L107 POTASH CORP OF SASKA | 98,291. | 49,105. |
| 78462F103 SPDR S&P 500 ETF TRU | 362,290. | 418,439. |
| 83272W106 SMURFIT KAPPA GROUP | 7,181. | 7,392. |
| 90130A101 TWENTY-FIRST CENTURY | 19,828. | 24,293. |
| 90130A200 TWENTY-FIRST CENTURY | 44,225. | 50,848. |
| 91324P102 UNITEDHEALTH GROUP I | 31,665. | 69,704. |
| G1151C101 ACCENTURE PLC-CL A | 38,331. | 65,934. |
| H84989104 TE CONNECTIVITY LTD | 31,654. | 59,640. |
| 00756M404 ADVANCED SEMICONDUCT | 7,824. | 8,132. |
| 03073E105 AMERISOURCEBERGEN CO | 47,531. | 61,950. |
| 89151E109 TOTAL SA-SPON ADR | 15,975. | 15,882. |
| TOTALS | 3,100,070. | 3,704,661. |

AARON & RACHEL MEYER MEMORIAL FOUNDATION 22-6063514

FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| 410227839 JOHN HANCOCK INCOME | 111,028. | 110,684. |
| 693390841 PIMCO FD PAC INV MGM | 299,872. | 323,245. |
| 922031810 VANGUARD INTM TRM IN | 60,000. | 59,692. |
| 00037BAB8 ABB FINANCE USA INC | 9,696. | 10,102. |
| 00206RCC4 AT&T INC 2.300% 03/1 | 10,000. | 10,038. |
| 00287YAX7 ABBVIE INC 2.850% 05 | 5,097. | 4,904. |
| 00440EAM9 ACE INA HOLDINGS 5.9 | 15,037. | 13,057. |
| 00817YAN8 AETNA INC 2.200% 03/ | 5,076. | 5,031. |
| 020002AZ4 ALLSTATE CORP 3.150% | 5,255. | 5,090. |
| 02364WAN5 AMERICA MOVIL SAB DE | 13,072. | 11,292. |
| 025816AY5 AMERICAN EXPRESS SR | 17,876. | 15,821. |
| 03076CAD8 AMERIPRISE FINANCIAL | 6,274. | 5,559. |
| 03523TBE7 ANHEUSER BUSCH INBEV | 16,085. | 13,230. |
| 035242AP1 ANHEUSER-BUSCH INBEV | 9,984. | 10,110. |
| 037411AX3 APACHE CORP 3.625% 0 | 10,549. | 10,338. |
| 037833AS9 APPLE INC 3.450% 05/ | 5,307. | 5,165. |
| 037833AZ3 APPLE INC 2.500% 02/ | 4,982. | 4,843. |
| 039483BB7 ARCHER DANIELS MIDLA | 2,191. | 2,179. |
| 05348EAU3 AVALONBAY COMMUNITIE | 5,028. | 5,065. |
| 055451AU2 BHP BILLITON FIN USA | 4,960. | 5,307. |
| 05565QCD8 BP CAPITAL MARKETS P | 17,857. | 17,780. |
| 05574LPT9 BNP PARIBAS MTN 2.70 | 1,996. | 2,021. |
| 05574LTX6 BNP PARIBAS MTN 2.40 | 4,988. | 5,027. |
| 06051GDZ9 BANK OF AMERICA CORP | 49,526. | 44,716. |
| 06051GEU9 BANK OF AMERICA CORP | 9,928. | 10,042. |
| 06366RMS1 BANK OF MONTREAL MTN | 9,847. | 9,989. |
| 06406HCR8 BANK OF NEW YORK MEL | 20,174. | 20,187. |
| 067383AC3 CR BARD INC 4.4% JAN | 5,415. | 5,367. |
| 084664BT7 BERKSHIRE HATHAWAY F | 15,588. | 15,373. |

FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| 09247XAL5 BLACKROCK INC 3.500% | 5,299. | 5,230. |
| 097023AM7 BOEING CO 7 1/4% JUN | 6,605. | 6,456. |
| 12189LAH4 BURLINGTN NORTH SANT | 4,859. | 5,114. |
| 12189LAM3 BURLINGTN NORTH SANT | 5,092. | 5,064. |
| 12572QAE5 CME GROUP INC 3% SEP | 4,768. | 5,140. |
| 14912L4E8 CATERPILLAR FINACIAL | 15,729. | 13,157. |
| 15189XAR9 CENTERPOINT ENER HOU | 8,941. | 8,909. |
| 172967HT1 CITIGROUP INC 3.750% | 5,098. | 5,101. |
| 172967HU8 CITIGROUP INC 2.500% | 20,213. | 20,245. |
| 172967JP7 CITIGROUP INC 3.300% | 9,934. | 9,819. |
| 20825CAR5 CONOCOPHILLIPS NOTES | 13,620. | 11,769. |
| 209111EV1 CONSOLIDATED EDISON | 11,914. | 9,795. |
| 21685WBT3 RABOBANK NEDERLAND N | 21,607. | 21,426. |
| 24422ERM3 JOHN DEERE CAPITAL C | 10,280. | 10,088. |
| 250847EJ5 DETROIT EDISON COMPA | 4,933. | 4,993. |
| 25152CMN3 DEUTSCHE BANK AG LON | 11,486. | 10,163. |
| 25243YAM1 DIAGEO CAPITAL PLC N | 13,504. | 11,244. |
| 26875PAA9 EOG RESOURCES INC 5 | 13,409. | 11,206. |
| 26884ABA0 ERP OPERATING LP 3.0 | 10,278. | 9,934. |
| 29364DAR1 ENTERGY ARKANSAS INC | 2,002. | 2,009. |
| 29365PAP7 ENTERGY LOUISIANA LL | 11,593. | 11,670. |
| 30231GAT9 EXXON MOBIL CORPORAT | 5,149. | 4,993. |
| 343412AB8 FLUOR CORP (NEW) 3 3 | 10,370. | 10,311. |
| 36962G4Y7 GENERAL ELEC CAP COR | 11,277. | 10,835. |
| 375558AW3 GILEAD SCIENCES INC | 10,432. | 10,267. |
| 38141EA25 GOLDMAN SACHS GROUP | 14,778. | 13,159. |
| 38141GGS7 GOLDMAN SACHS GROUP | 26,192. | 26,059. |
| 38148LAC0 GOLDMAN SACHS GROUP | 1,999. | 1,997. |
| 404280AL3 HSBC HOLDINGS PLC 4. | 19,439. | 18,475. |

FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| 404280AN9 HSBC HOLDINGS PLC 4% | 6,309. | 6,271. |
| 40429CGD8 HSBC FINANCE CORP 6. | 5,717. | 5,640. |
| 458140AJ9 INTEL CORP 3.3% OCT | 10,804. | 10,404. |
| 46132FAA8 INVESCO FINANCE PLC | 4,949. | 5,030. |
| 48121A563 JPM INFLATION MGD BD | 125,000. | 119,555. |
| 4812A4351 JPM STRAT INC OPP FD | 200,865. | 202,175. |
| 494368AT0 KIMBERLY CLARK CORP | 15,153. | 12,734. |
| 500472AF2 PHILIPS ELECTRONICS | 10,038. | 10,427. |
| 534187AY5 LINCOLN NATIONAL COR | 5,886. | 5,502. |
| 539473AH1 LLOYDS TSB BANK PLC | 11,588. | 11,340. |
| 539830AY5 LOCKHEED MARTIN CORP | 6,000. | 6,211. |
| 548661CV7 LOWE'S COMPANIES INC | 11,002. | 10,564. |
| 553794AC2 MUFG AMERICAS HLDGS | 10,026. | 9,692. |
| 56501RAB2 MANULIFE FINANCIAL C | 5,488. | 5,373. |
| 571748BA9 MARSH & MCLENNAN COS | 5,023. | 5,100. |
| 585055AN6 MEDTRONIC INC 5.6% M | 15,056. | 16,077. |
| 59156RBQ0 METLIFE INC 3.600% 1 | 2,000. | 2,044. |
| 594918AT1 MICROSOFT CORP 2.375 | 2,990. | 2,967. |
| 61747WAL3 MORGAN STANLEY 5 1/2 | 28,263. | 27,732. |
| 629491AB7 NYSE EURONEXT 2% OCT | 10,051. | 10,032. |
| 63946BAE0 NBCUNIVERSAL MEDIA L | 5,442. | 5,379. |
| 65334HAK8 NEXEN ENERGY ULC 6.2 | 5,634. | 5,409. |
| 665772CK3 NORTHERN STATES PWR- | 5,005. | 4,969. |
| 66989GAA8 NOVARTIS SECS INVEST | 13,217. | 11,675. |
| 670346AM7 NUCOR CORP 4.000% 08 | 5,226. | 5,283. |
| 674599BY0 OCCIDENTAL PETROLEUM | 5,175. | 5,292. |
| 68389XBL8 ORACLE CORP 2.400% 0 | 15,157. | 14,584. |
| 693476BJ1 PNC FUNDING CORP SR | 22,800. | 21,703. |
| 694308HE0 PACIFIC GAS & ELECTR | 1,996. | 2,113. |

FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| 73755LAH0 POTASH CORP-SASKATCH | 5,354. | 5,294. |
| 73755LAL1 POTASH CORP-SASKATCH | 4,956. | 5,010. |
| 737679DG2 POTOMAC ELECTRIC POW | 5,291. | 5,190. |
| 74251VAH5 PRINCIPAL FINANCIAL | 3,994. | 4,014. |
| 743315AR4 PROGRESSIVE CORP 2.4 | 1,999. | 1,875. |
| 767201AH9 RIO TINTO FIN USA LT | 5,453. | 4,568. |
| 78011DAC8 ROYAL BANK OF CANADA | 13,999. | 13,990. |
| 797440BU7 SAN DIEGO G & E 2.50 | 4,984. | 4,778. |
| 80283LAF0 SANTANDER UK PLC 2.0 | 9,985. | 10,016. |
| 806854AH8 SCHLUMBERGER INVESTM | 10,330. | 10,436. |
| 80851QDA9 CHARLES SCHWAB CORP | 14,648. | 12,250. |
| 822582AX0 SHELL INTERNATIONAL | 10,455. | 10,277. |
| 826418BJ3 SIERRA PACIFIC POWER | 10,617. | 10,276. |
| 857477AM5 STATE STREET CORP 3. | 10,568. | 10,449. |
| 85771PAP7 STATOIL ASA 2.900% 1 | 1,000. | 1,022. |
| 85771SAA4 STATOILHYDRO ASA NOT | 11,452. | 10,668. |
| 863667AH4 STRYKER CORP 3.375% | 5,213. | 5,039. |
| 86562MAE0 SUMITOMO MITSUI FINL | 9,882. | 9,710. |
| 87236YAA6 TD AMERITRADE HOLDIN | 5,954. | 5,455. |
| 88166JAA1 TEVA PHARM FIN IV BV | 10,576. | 10,153. |
| 8935268Y2 TRANS - CANADA PIPEL | 15,455. | 13,057. |
| 89417EAF6 TRAVELLERS COS INC S | 14,982. | 13,027. |
| 91159HHG8 US BANCORP MTN 3.700 | 5,394. | 5,247. |
| 91324PBT8 UNITEDHEALTH GROUP I | 12,810. | 12,469. |
| 927804FQ2 VIRGINIA ELEC & POWE | 7,166. | 7,213. |
| 94974BFJ4 WELLS FARGO & COMPAN | 49,953. | 50,529. |
| 961214BK8 WESTPAC BANKING CORP | 13,512. | 12,824. |
| 010392FQ6 ALABAMA POWER CO 2.4 | 9,992. | 9,893. |
| 674599CG8 OCCIDENTAL PETROLEUM | 5,050. | 5,038. |

AARON & RACHEL MEYER MEMORIAL FOUNDATION 22-6063514

FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| 61746BDZ6 MORGAN STANLEY MTN 3 | 15,227. | 15,218. |
| 606822AL8 MITSUBISHI UFJ FIN G | 10,043. | 10,076. |
| 064159HM1 BANK OF NOVA SCOTIA | 14,922. | 14,955. |
| 55273E640 MFS EMERGING MKTS DE | 110,000. | 108,792. |
| TOTALS | 2,076,564. | 2,045,967. |

AARON & RACHEL MEYER MEMORIAL FOUNDATION 22-6063514

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | COST/ FMV C OR F | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| 277923728 EATON VANCE GLOBAL M | C | 66,000. | 66,218. |
| 604025940 OCH-ZIFF OZOFII PRIV | C | 12,249. | 12,249. |
| 00191K500 AQR LONG-SHORT EQUIT | C | 66,000. | 66,540. |
| 00191K609 AQR MANAGED FUTURES | C | 133,000. | 128,146. |
| 00771X435 CHILTON STRATEGIC EU | C | 66,000. | 67,701. |
| 12628J881 CRM LONG/SHORT OPPOR | C | 66,000. | 65,734. |
| 38145C646 GOLDMAN SACHS STRAT | C | 100,000. | 99,794. |
| 47803M168 JOHN HAN II-ABS RET | C | 66,000. | 67,769. |
| 72201U638 PIMCO MTGE OPPORTUNI | C | 99,000. | 97,665. |
| TOTALS | | 674,249. | 671,816. |