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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

OMB No 1545-0052

2016

Open to Public Inspection

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning **4/1/2016**, and ending **3/31/2017**

Name of foundation WILLIAM A BADGER FOUNDATION			A Employer identification number 74-6087935	
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N.A. Trust Tax Dept - 100 N Main St MAC D4001-117			B Telephone number (see instructions) (888) 730-4933	
City or town, state or province, country, and ZIP or foreign postal code Winston Salem NC 27101			C If exemption application is pending, check here ☐	
Foreign country name Foreign province/state/county Foreign postal code			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 55,786,245		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	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	1,154,570	1,154,570		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-777,101			
	b Gross sales price for all assets on line 6a 8,644,674				
	7 Capital gain net income (from Part IV, line 2)				
	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)	10,460	10,460			
12 Total. Add lines 1 through 11	387,929	1,165,030	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	188,063	141,047		47,016
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	5,930			5,930
	b Accounting fees (attach schedule)	1,127			1,127
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	22,856	22,856		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	638	638		
	24 Total operating and administrative expenses. Add lines 13 through 23	218,614	164,541	0	54,073
	25 Contributions, gifts, grants paid	2,696,448			2,696,448
26 Total expenses and disbursements. Add lines 24 and 25	2,915,062	164,541	0	2,750,521	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-2,527,133				
b Net investment income (if negative, enter -0-)		1,000,489			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

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2016 6322

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		
	2	Savings and temporary cash investments	1,576,162	1,156,690
	3	Accounts receivable ▶		
		Less: allowance for doubtful accounts ▶		
	4	Pledges receivable ▶		
		Less: allowance for doubtful accounts ▶		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		
	7	Other notes and loans receivable (attach schedule) ▶		
		Less: allowance for doubtful accounts ▶		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	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 ▶		
Liabilities		Less: accumulated depreciation (attach schedule) ▶		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	43,739,054	41,579,794
	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)	45,315,216	42,736,484
				55,786,245
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)	0	0
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	45,315,216	42,736,484
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
Net Assets or Fund Balances	30	Total net assets or fund balances (see instructions)	45,315,216	42,736,484
	31	Total liabilities and net assets/fund balances (see instructions)	45,315,216	42,736,484

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	45,315,216
2	Enter amount from Part I, line 27a	2	-2,527,133
3	Other increases not included in line 2 (itemize) ▶ Rental Income C/O from Prior Year	3	2,996
4	Add lines 1, 2, and 3	4	42,791,079
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	54,595
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	42,736,484

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-777,101	
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	0	

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.

(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	2,788,285	53,562,868	0.052056
2014	2,705,662	55,569,408	0.048690
2013	2,633,127	53,044,822	0.049640
2012	2,555,645	40,545,259	0.063032
2011	2,493,536	47,708,941	0.052266
2 Total of line 1, column (d)		2	0.265684
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	0.053137
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4	53,250,614
5 Multiply line 4 by line 3		5	2,829,578
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	10,005
7 Add lines 5 and 6		7	2,839,583
8 Enter qualifying distributions from Part XII, line 4		8	2,750,521

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	20,010	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3	Add lines 1 and 2	3	20,010	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	20,010	
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	17,621	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	18,397	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	36,018	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,008	
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax 16,008 Refunded	11	0	

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)? <i>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.</i>		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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

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	Yes	No X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ WELLS FARGO BANK N.A. Telephone no. ▶ 888-730-4933			
Located at ▶ 100 N Main St MAC D4001-117 Winston Salem NC ZIP+4 ▶ 27101				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No		
If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A				
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A	

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
Wells Fargo Bank, N.A. 100 N Main St MAC D4001-117 Winston Salem, NC 27	Trustee SEE ATTACHED	188,063		

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

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

Total number of other employees paid over \$50,000	0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

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	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	53,101,103
b	Average of monthly cash balances	1b	960,434
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	54,061,537
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	
3	Subtract line 2 from line 1d	3	54,061,537
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	810,923
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,250,614
6	Minimum investment return. Enter 5% of line 5	6	2,662,531

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	2,662,531
2a	Tax on investment income for 2016 from Part VI, line 5	2a	20,010
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,010
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,642,521
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,642,521
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,642,521

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	2,750,521
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,750,521
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,750,521

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				2,642,521
2 Undistributed income, if any, as of the end of 2016			0	
a Enter amount for 2015 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011 129,745				
b From 2012 562,834				
c From 2013 33,762				
d From 2014				
e From 2015 127,763				
f Total of lines 3a through e	854,104			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 2,750,521				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				2,642,521
e Remaining amount distributed out of corpus	108,000			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	962,104			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	129,745			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	832,359			
10 Analysis of line 9:				
a Excess from 2012 562,834				
b Excess from 2013 33,762				
c Excess from 2014				
d Excess from 2015 127,763				
e Excess from 2016 108,000				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A****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)**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:**b** The form in which applications should be submitted and information and materials they should include:**c** Any submission deadlines:**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			3a	2,696,448
b Approved for future payment NONE				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	1,154,570	
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	-777,101	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a OTHER INCOME			01	10,460	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		387,929	0
13	Total. Add line 12, columns (b), (d), and (e)				13	387,929

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | <table border="1"> <thead> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td>1a(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1a(2)</td> <td></td> <td>X</td> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td>1b(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(2)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(3)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(4)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(5)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(6)</td> <td></td> <td>X</td> </tr> <tr> <td>1c</td> <td></td> <td>X</td> </tr> </tbody> </table> | | Yes | No | | | | 1a(1) | | X | 1a(2) | | X | | | | 1b(1) | | X | 1b(2) | | X | 1b(3) | | X | 1b(4) | | X | 1b(5) | | X | 1b(6) | | X | 1c | | X |
|--|-----|--|--|-----|----|--|--|--|--------------|--|---|--------------|--|---|--|--|--|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|-----------|--|---|
| | Yes | No | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1c | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

[illegible]

- 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

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

 SVP 10/17/2017 SVP Wells Fargo Bank N.A.
 Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name JOSEPH J. CASTRIANO	Preparer's signature 	Date 10/17/2017	Check ☒ if self-employed	PTIN P01251603
	Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

EDINBURGH UNITED METHODIST CHURCH

Street

107 W CAMPBELL ST

City

EDINBURGH

State

IN

Zip Code

46124

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

134,822

Name

TOWN OF EDINBURGH FBO REST HAVEN

Street

107 S HOLLAND ST

City

EDINBURGH

State

IN

Zip Code

46124

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

134,822

Name

METHODIST CHILDRENS HOME OF WACO

Street

1111 HERRING AVE

City

WACO

State

TX

Zip Code

76708

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

943,758

Name

ST PAULS EPISCOPAL CHURCH

Street

515 COLUMBUS AVE

City

WACO

State

TX

Zip Code

76701

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

134,822

Name

PAUL QUINN COLLEGE

Street

3837 SIMPSON STUART RD

City

DALLAS

State

TX

Zip Code

75241

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

134,822

Name

CITY OF WACO FBO OAKWOOD CEMETERY

Street

PO BOX 2570

City

WACO

State

TX

Zip Code

76702

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

134,822

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BAYLOR UNIVERSITY

Street

PO BOX 97041

City

WACO

State

TX

Zip Code

76798

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,078,580

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount	Capital Gains/Losses										Sales		Depreciation and Adjustments		Net Gain or Loss	
Short Term CG Distributions		27,792	Other sales										8,644,874		9,421,775		-777	
		0											0		0			
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss				
73 SOUTHWESTERN ENERGY 4	845487AK5	X				1/20/2015	5/3/2016	88,036	99,897				0	-11				
74 STERICYCLE INC COM	858912108	X				11/24/2010	6/1/2016	75,258	56,401				0	18				
75 STERICYCLE INC COM	858912108	X				5/16/2012	6/1/2016	40,138	33,276				0	6				
76 STERICYCLE INC COM	858912108	X				4/2/2014	6/1/2016	105,952	122,379				0	-16				
77 STERICYCLE INC COM	858912108	X				11/18/2015	6/1/2016	68,372	84,928				0	-16				
78 TARGET CORP 5.875%	87612EAN6	X				1/7/2008	7/15/2016	300,000	306,642				0	-6				
79 TEAM HEALTH HOLDINGS INC	87817A107	X				4/3/2013	8/12/2016	155,508	157,346			-1	0	-1				
80 TEAM HEALTH HOLDINGS INC	87817A107	X				5/23/2014	8/12/2016	40,577	55,285				0	-14				
81 TRACTOR SUPPLY CO COM	892356106	X				2/6/2014	3/9/2017	88,955	80,048				0	8				
82 US TREASURY NOTE 1.000	912828RF9	X				2/26/2014	8/31/2016	275,000	278,427				0	-3				
83 US TREASURY NOTE 0.625	912828WF3	X				11/15/2013	11/15/2016	350,000	350,506				0					
84 VANGUARD FTSE EMERGING	922042858	X				10/15/2014	11/11/2016	326,559	376,134				0	-49				
85 VANGUARD REIT VIPER	922908553	X				12/3/2007	11/11/2016	116,849	87,941				0	28				
86 VANGUARD REIT VIPER	922908553	X				2/11/2008	11/11/2016	384,024	253,331				0	130				
87 WHITEWAVE FOODS CO	966244105	X				8/22/2013	8/12/2016	339,440	121,652				0	217				
88 WHITEWAVE FOODS CO	966244105	X				2/4/2016	8/12/2016	114,765	80,272				0	34				
89 ALLERGAN PLC	G0177J108	X				6/1/2016	12/12/2016	68,413	87,470				0	-19				
90 ALLERGAN PLC	G0177J108	X				5/28/2015	12/12/2016	16,153	26,525				0	-10				
91 PERRIGO CO PLC	G97822103	X				11/18/2015	8/12/2016	137,374	244,230				0	-106				
92 NXP SEMICONDUCTORS NV	N6596X109	X				11/6/2014	3/9/2017	54,013	38,436				0	15				
93 VANGUARD FTSE EMERGING	922042858	X				10/22/2010	11/11/2016	151,397	200,408				0	-49				

Part I, Line 11 (990-PF) - Other Income

		10,460	10,460	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	10,460	10,460	

Part I, Line 16a (990-PF) - Legal Fees

		5,930	0	0	5,930
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	5,930			5,930

Part I, Line 16b (990-PF) - Accounting Fees

		1,127	0	0	1,127
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,127			1,127

Part I, Line 18 (990-PF) - Taxes

		22,856	22,856	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	22,856	22,856		

Part I, Line 23 (990-PF) - Other Expenses

		638	638	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FHLMC POOL INVESTMENT EXPENSES	638	638		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			0		
2	CREDIT SUISSE COMM RT ST-CO 2156		0	175,505	204,209
3	GAI AGILITY INCOME FUND		0	500,000	528,604
4	CISCO SYSTEMS INC 2.900% 3/04/21		0	208,964	205,344
5	APPLE INC 2.850% 5/06/21		0	206,250	204,748
6	TOTAL CAPITAL INTL 2.100% 6/19/19		0	201,800	201,372
7	US TREASURY NOTE 2.750% 2/15/19		0	131,669	128,501
8	ORACLE CORP 2.800% 7/08/21		0	204,220	204,098
9	AMERICAN INTL GROUP 2.300% 7/16/19		0	201,294	200,738
10	HUMANA INC 2.625% 10/01/19		0	300,924	303,291
11	KLA-TENCOR CORP 3.375% 11/01/19		0	202,268	205,348
12	FED NATL MTG ASSN 1.750% 11/26/19		0	251,170	251,618
13	FS INVESTMENT CORP 4.250% 1/15/20		0	99,634	100,758
14	US TREASURY NOTE 1.250% 1/31/20		0	298,106	298,068
15	UNIV OF CENTRAL ARKA 3.000% 9/01/21		0	101,476	101,267
16	CARY ILL 4.550% 11/01/19		0	109,572	105,712
17	QUALCOMM INC 2.250% 5/20/20		0	199,696	200,444
18	UNITEDHEALTH GROUP 1.900% 7/16/18		0	99,873	100,436
19	FED NATL MTG ASSN 1.875% 12/28/20		0	250,127	251,168
20	WESTPAC BANKING CORP 2.600% 11/23/21		0	204,690	201,494
21	US BANCORP 2.350% 1/29/21		0	202,266	200,658
22	FED HOME LN BK 1.375% 2/18/21		0	247,242	246,172
23	TORONTO-DOMINION BAN 2.125% 4/07/21		0	202,739	198,228
24	WILLIAMS PARTNERS LP 5.250% 3/15/20		0	332,640	322,782
25	METLIFE INC 4.750% 2/08/21		0	339,135	325,017
26	US TREASURY NOTE 1.875% 9/30/17		0	258,730	251,162
27	BECTON DICKINSON 3.250% 11/12/20		0	215,884	206,140
28	NASDAQ OMX GROUP 5.250% 1/16/18		0	270,005	256,492
29	US TREASURY NOTE 1.125% 10/31/21		0	316,884	315,897
30	US TREASURY NOTE 1.000% 11/15/19		0	248,018	247,245
31	US TREASURY NOTE 1.750% 10/31/18		0	259,736	252,188
32	FED HOME LN BK 1.375% 3/09/18		0	102,379	100,229
33	AMGEN INC 2.125% 5/15/17		0	103,291	100,111
34	IBM CORP 1.875% 8/01/22		0	198,962	193,478
35	MERCK & CO INC 1.100% 1/31/18		0	200,736	199,592
36	FED NATL MTG ASSN 0.875% 12/20/17		0	125,560	124,816
37	CHEVRON CORP 2.355% 12/05/22		0	204,054	197,792
38	GEORGIA POWER COMPAN 5.700% 6/01/11		0	230,232	201,300
39	US TREASURY NOTE 0.875% 1/31/18		0	250,146	249,648
40	MECKLENBURG CNTY NC 1.430% 2/01/18		0	125,000	125,034
41	KEYSTONE PA CENTRL 1.900% 2/15/18		0	125,000	124,835
42	KINDER MORGAN ENER 5.950% 2/15/18		0	342,648	310,233
43	US TREASURY NOTE 1.250% 10/31/18		0	248,818	250,195
44	FNMA POOL MA0318 4.500% 2/01/30		0	27,139	26,958
45	FHLMC POOL #G18461 2.500% 4/01/28		0	150,962	146,563
46	FED NATL MTG ASSN 2.500% 1/25/29		0	109,636	107,588

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	GE CAPITAL CREDIT CA 1.360% 8/17/20		0	253,789	250,178
48	ALLY MASTER OWNER TR 1.540% 9/16/19		0	252,148	250,180
49	AMAZON COM INC		0	235,624	813,844
50	APPLE COMPUTER INC COM		0	94,306	970,136
51	BOSTON SCIENTIFIC CORP COM		0	310,957	432,489
52	CELGENE CORP COM		0	118,087	417,089
53	DANAHER CORP		0	101,985	218,700
54	ECOLAB INC		0	105,691	224,985
55	HALLIBURTON CO		0	172,679	165,100
56	HOME DEPOT INC		0	321,984	652,659
57	INTUIT COM		0	85,711	200,663
58	ESTEE LAUDER COMPANIES INC		0	310,799	381,979
59	MICROSOFT CORP		0	496,739	780,375
60	NIKE INC CL B		0	214,835	213,446
61	PPG INDUSTRIES INC		0	390,688	393,525
62	STARBUCKS CORP COM		0	203,696	391,505
63	TRACTOR SUPPLY CO COM		0	174,394	341,402
64	NEWELL RUBBERMAID INC		0	346,434	307,784
65	ALEXION PHARMACEUTICALS INC		0	356,232	349,656
66	CONSTELLATION BRANDS INC		0	257,007	375,840
67	ALIGN TECHNOLOGY INC		0	196,309	360,189
68	ACCENTURE PLC		0	124,984	275,964
69	VERISK ANALYTICS INC		0	232,336	257,214
70	CENTENE CORP DEL		0	326,643	377,322
71	ALLERGAN PLC		0	295,499	228,169
72	MONSTER BEVERAGE CORP		0	124,712	370,514
73	BLUE BUFFALO PET PRODUCTS INC		0	175,334	165,715
74	ALPHABET INC/CA		0	667,912	1,129,031
75	PRICELINE COM INC		0	250,910	622,990
76	MIDDLEBY CORP		0	219,989	279,722
77	S&P GLOBAL INC		0	223,058	323,451
78	NXP SEMICONDUCTORS NV		0	185,588	275,206
79	FORTIVE CORP		0	135,282	195,595
80	SALESFORCE COM INC		0	271,773	400,571
81	O'REILLY AUTOMOTIVE INC		0	296,262	283,332
82	FORTUNE BRANDS HOME & SECURITY		0	234,543	383,051
83	TRANSDIGM GROUP INC		0	252,670	246,579
84	JAZZ PHARMACEUTICALS PLC		0	298,261	436,406
85	VANTIV INC		0	248,448	295,273
86	FACEBOOK INC		0	334,045	929,859
87	PALO ALTO NETWORKS INC		0	307,025	208,458
88	WABCO HOLDINGS INC		0	334,695	362,241
89	NORWEGIAN CRUISE LINE HOLDING		0	478,352	477,116
90	CONCHO RESOURCES INC		0	165,604	216,638
91	VISA INC-CLASS A SHRS		0	419,190	710,960
92	INTERCONTINENTAL EXCHANGE GROUP		0	172,643	345,749

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation		Book Value Beg. of Year	Book Value End of Year	FMV End of Year
93	MERGER FUND-INST #301			0	323,623	326,745
94	FID ADV EMER MKTS INC- CL I 607			0	431,497	442,626
95	ISHARES TR SMALLCAP 600 INDEX FD			0	2,163,574	4,806,620
96	ISHARES S & P 500 INDEX FUND			0	1,001,139	1,278,885
97	ISHARES TR S & P MIDCAP 400 ID FD			0	1,122,302	3,847,313
98	ISHARES MSCI EAFE			0	4,933,294	4,249,860
99	GRAHAM ALT INV FD II BLEND CL 0 (RF)			0	1,300,000	1,356,974
100	ASG GLOBAL ALTERNATIVES-Y 1993			0	323,623	341,966
101	VANGUARD REIT VIPER			0	1,149,420	2,038,982
102	MADISON HARBOR BALANCED STRATEG			0	250,000	77,068
103	AQR MANAGED FUTURES STR-I			0	500,000	438,272
104	GRAMERCY PROPERTY TRUST			0	1,319,135	1,480,716
105	VANGUARD EMERGING MARKETS ETF			0	1,445,083	2,343,480
106	JPMORGAN HIGH YIELD FUND SS 3580			0	431,497	441,615
107	T ROWE PRICE INST FLOAT RATE 170			0	431,497	434,086
108	AMERICAN TOWER REIT			0	93,300	224,849
109	DIVIDEND CAPITAL DIVERSIFIED PROPER			0	429,218	462,517
110	BLACKROCK GL L/S CREDIT-INS #1833			0	862,994	878,451
111	SPDR DJ WILSHIRE INTERNATIONAL REA			0	1,157,666	784,278
112	NEUBERGER BERMAN LONG SH-INS #183			0	750,000	807,831

43,739,054 41,579,794 54,629,555

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Rental Income C/O from Prior Year	1	2,996
2	Total	2	2,996

Line 5 - Decreases not included in Part III, Line 2

1	Mutual Fund Timing Difference	1	5,458
2	Purchase of Accrued Interest c/o to Next Year	2	809
3	PY Return of Capital Adjustment	3	37,898
4	Cost Basis Adjustment	4	10,430
5	Total	5	54,595

Part IV (990-PPF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Short Term CG Distributions										Amount			
																				27,792		0	
	Description of Property Sold	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Excess FMV O Adj Basis or Loss										
1	ALIGEN TECHNOLOGY INC		8/3/2015	12/12/2016	77,929			49,702	28,227	0	0	0	28										
2	AMAZON COM INC COM		2/4/2016	6/1/2016	36,052			26,501	9,551	0	0	0	9										
3	ABERDEEN GLOBAL HIGH IN		7/16/2010	11/1/2016	242,365			296,298	-53,933	0	0	0	-53										
4	CARDINAL HEALTH INC COM		5/23/2014	6/1/2016	173,089			150,749	22,340	0	0	0	22										
5	CARDINAL HEALTH INC COM		6/30/2015	6/1/2016	50,556			53,789	-3,233	0	0	0	-3										
6	CERNER CORP COM		8/16/2012	11/16/2016	69,443			52,949	16,895	0	0	0	16										
7	CERNER CORP COM		9/17/2012	11/16/2016	42,546			30,964	11,582	0	0	0	11										
8	CERNER CORP COM		11/20/2012	11/16/2016	32,766			26,187	6,579	0	0	0	6										
9	CERNER CORP COM		2/6/2014	11/16/2016	60,152			66,137	-5,985	0	0	0	-5										
10	DANAHER CORP		4/2/2014	6/1/2016	33,044			25,239	7,805	0	0	0	7										
11	ECOLAB INC		5/10/2013	6/1/2016	76,394			56,010	20,374	0	0	0	20										
12	FHLMC POOL #G18461 2 50		5/9/2013	4/15/2016	2,497			2,603	-106	0	0	0	0										
13	FHLMC POOL #G18461 2 50		5/9/2013	5/15/2016	2,663			2,776	-113	0	0	0	0										
14	FHLMC POOL #G18461 2 50		5/9/2013	6/15/2016	2,466			2,571	-105	0	0	0	0										
15	FHLMC POOL #G18461 2 50		5/9/2013	7/15/2016	2,611			2,722	-111	0	0	0	0										
16	CONCHO RESOURCES INC		5/9/2014	3/8/2017	67,082			70,752	-3,670	0	0	0	-3										
17	FHLMC POOL #G18461 2 50		5/9/2013	8/15/2016	2,774			2,891	-117	0	0	0	0										
18	FHLMC POOL #G18461 2 50		5/9/2013	9/15/2016	2,851			2,972	-121	0	0	0	0										
19	CONCHO RESOURCES INC		8/18/2015	3/8/2017	6,607			5,719	888	0	0	0	0										
20	FHLMC POOL #G18461 2 50		5/9/2013	10/15/2016	2,739			2,855	-116	0	0	0	0										
21	FHLMC POOL #G18461 2 50		5/9/2013	11/15/2016	2,802			2,920	-118	0	0	0	0										
22	CONSTELLATION BRANDS IN		12/29/2014	6/1/2016	62,063			40,207	21,856	0	0	0	21										
23	FHLMC POOL #G18461 2 50		5/9/2013	12/15/2016	2,657			2,770	-113	0	0	0	0										
24	FHLMC POOL #G18461 2 50		5/9/2013	2/15/2017	2,302			2,400	-98	0	0	0	0										
25	FHLMC POOL #G18461 2 50		5/9/2013	2/15/2017	2,312			2,410	-98	0	0	0	0										
26	FHLMC POOL #G18461 2 50		5/9/2013	3/15/2017	2,111			2,201	-90	0	0	0	0										
27	FED FARM CREDIT BK 1 45		10/20/2015	10/7/2016	200,000			199,850	150	0	0	0	-3										
28	FED NATL MTG ASSN 1 375		5/1/2013	11/15/2016	100,000			103,155	-3,155	0	0	0	0										
29	FED NATL MTG ASSN 2 500		6/4/2014	4/25/2016	7,111			7,313	-202	0	0	0	0										
30	FED NATL MTG ASSN 2 500		6/4/2014	5/25/2016	6,197			6,373	-176	0	0	0	0										
31	FED NATL MTG ASSN 2 500		6/4/2014	6/25/2016	6,742			6,933	-191	0	0	0	0										
32	FED NATL MTG ASSN 2 500		6/4/2014	7/25/2016	9,241			9,503	-262	0	0	0	0										
33	FED NATL MTG ASSN 2 500		6/4/2014	8/25/2016	8,599			8,843	-244	0	0	0	0										
34	FED NATL MTG ASSN 2 500		6/4/2014	9/25/2016	7,956			8,182	-226	0	0	0	0										
35	FED NATL MTG ASSN 2 500		6/4/2014	10/25/2016	7,175			7,379	-204	0	0	0	0										
36	FED NATL MTG ASSN 2 500		6/4/2014	11/25/2016	6,891			7,087	-196	0	0	0	0										
37	FED NATL MTG ASSN 2 500		6/4/2014	12/25/2016	7,574			7,789	-215	0	0	0	0										
38	FNMA POOL #MAO318 4 500		11/5/2012	5/25/2016	728			788	-60	0	0	0	0										
39	FNMA POOL #MAO318 4 500		11/5/2012	6/25/2016	422			456	-34	0	0	0	0										
40	FNMA POOL #MAO318 4 500		11/5/2012	7/25/2016	817			884	-67	0	0	0	0										
41	FED NATL MTG ASSN 2 500		6/4/2014	1/25/2017	6,233			6,410	-177	0	0	0	0										
42	FNMA POOL #MAO318 4 500		11/5/2012	8/25/2016	841			910	-69	0	0	0	0										
43	FED NATL MTG ASSN 2 500		6/4/2014	2/25/2017	4,127			4,244	-117	0	0	0	0										
44	FNMA POOL #MAO318 4 500		11/5/2012	9/25/2016	633			685	-52	0	0	0	0										
45	FED NATL MTG ASSN 2 500		6/4/2014	3/25/2017	4,766			4,901	-135	0	0	0	0										
46	FNMA POOL #MAO318 4 500		11/5/2012	10/25/2016	804			869	-65	0	0	0	0										
47	FNMA POOL #MAO318 4 500		11/5/2012	11/25/2016	653			706	-53	0	0	0	0										
48	FNMA POOL #MAO318 4 500		11/5/2012	12/25/2016	574			621	-47	0	0	0	0										
49	FNMA POOL #MAO318 4 500		11/5/2012	1/25/2017	842			911	-69	0	0	0	0										
50	FNMA POOL #MAO318 4 500		11/5/2012	2/25/2017	647			700	-53	0	0	0	0										
51	FNMA POOL #MAO318 4 500		11/5/2012	3/25/2017	304			328	-24	0	0	0	0										
52	FNMA POOL #MAO318 4 500		11/5/2012	4/25/2016	707			765	-58	0	0	0	0										
53	FORD CREDIT FLOORPLA 1 5		11/5/2012	1/17/2017	200,000			206,312	-6,312	0	0	0	0										
54	FORTIVE CORP		4/2/2014	7/1/2016	25			18	7	0	0	0	-6										
55	GRAMERCY PROPERTY TRU		9/2/2010	1/18/2017	17			15	2	0	0	0	0										
56	INTUIT COM		461202103	8/12/2016	12,098			6,927	5,171	0	0	0	5										
57	INTUIT COM		461202103	8/12/2016	10,865			5,713	5,152	0	0	0	5										
58	ISHARES MSCI EAFE ETF		464287465	11/1/2016	432,487			579,314	-146,827	0	0	0	-146										
59	ISHARES MSCI EAFE ETF		464287465	11/1/2016	2,008,412			2,916,554	-908,142	0	0	0	-908										
60	ISHARES MSCI EAFE ETF		464287465	11/1/2016	53,123			71,220	-18,097	0	0	0	-18										
61	MIDDLEBY CORP		9/2/2015	8/12/2016	18,212			15,024	3,188	0	0	0	3										
62	MONDELEZ INTERNATIONAL		9/2/2015	12/12/2016	61,135			60,432	703	0	0	0	3										
63	MONDELEZ INTERNATIONAL		5/9/2014	12/12/2016	25,988			22,985	3,003	0	0	0	24										
64	MONDELEZ INTERNATIONAL		9/10/2012	3/8/2017	62,117			37,731	24,386	0	0	0	12										
65	MONDELEZ INTERNATIONAL		10/10/2012	3/8/2017	34,510			21,864	12,646	0	0	0	21										
66	MONDELEZ INTERNATIONAL		11/20/2012	3/8/2017	52,412			31,079	21,333	0	0	0	4										
67	MONDELEZ INTERNATIONAL		5/9/2014	3/8/2017	34,682			30,295	4,387	0	0	0	-12										
68	NIKE INC CL B		6/54106103	11/16/2016	69,073			81,415	-12,342	0	0	0	-17										
69	NIKE INC CL B		8/3/2015	11/16/2016	129,544			146,622	-17,078	0	0	0	0										

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount		27,792		0		0		8,616,882		0		9,421,775		-804,893		0		0		Excess of FMV Over Adjusted Basis		Gains Minus Excess FMV O Adj Basis or Los	
Short Term CG Distributions																									
		Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV O Adj Basis or Los												
70	PIMCO EMERGING LOCAL BC		7/16/2010	11/11/2016	67,119		0	98,121	-31,002		0	0	-31												
71	SALESFORCE COM INC		9/15/2014	3/8/2017	100,056		0	69,122	30,934		0	0	30												
72	PRINCIPAL GL MULT STRAT		10/15/2014	11/11/2016	496,777		0	500,000	-3,223		0	0	-3												
73	SOUTHWESTERN ENERGY		1/20/2015	5/3/2016	88,036		0	99,897	-11,861		0	0	-11												
74	STERICYCLE INC COM		11/24/2010	6/1/2016	75,258		0	56,401	18,857		0	0	18												
75	STERICYCLE INC COM		5/18/2012	6/1/2016	40,138		0	33,276	6,862		0	0	6												
76	STERICYCLE INC COM		4/2/2014	6/1/2016	105,952		0	122,379	-16,427		0	0	-16												
77	STERICYCLE INC COM		11/16/2015	7/15/2016	68,372		0	84,928	-16,556		0	0	-16												
78	TARGET CORP 5.875%		17/2008	8/12/2016	300,000		0	306,642	-6,642		0	0	-6												
79	TEAM HEALTH HOLDINGS IN		4/3/2013	8/12/2016	155,508		0	157,346	-1,838		0	0	-1												
80	TEAM HEALTH HOLDINGS IN		5/23/2014	8/12/2016	40,577		0	55,285	-14,708		0	0	-14												
81	TRACTOR SUPPLY CO COM		2/6/2014	3/9/2017	88,955		0	80,048	8,907		0	0	8												
82	US TREASURY NOTE 1.00%		2/26/2014	8/31/2016	275,000		0	278,427	-3,427		0	0	-3												
83	US TREASURY NOTE 0.62%		11/15/2013	11/15/2016	350,000		0	350,506	-506		0	0	-49												
84	VANGUARD FTSE EMERGING		10/15/2014	11/11/2016	326,559		0	376,134	-49,575		0	0	-49												
85	VANGUARD REIT VIPER		12/3/2007	11/11/2016	116,849		0	87,941	28,908		0	0	28												
86	VANGUARD REIT VIPER		2/11/2008	11/11/2016	384,024		0	253,331	130,693		0	0	130												
87	WHITEWAVE FOODS CO		8/22/2013	8/12/2016	339,440		0	121,652	217,788		0	0	217												
88	WHITEWAVE FOODS CO		2/4/2016	8/12/2016	114,765		0	80,272	34,493		0	0	34												
89	ALLERGAN PLC		6/1/2016	12/12/2016	68,413		0	87,470	-19,057		0	0	-19												
90	ALLERGAN PLC		5/28/2015	12/12/2016	16,153		0	26,525	-10,372		0	0	-10												
91	PERRIGO CO PLC		11/18/2015	8/12/2016	137,374		0	244,230	-106,856		0	0	-106												
92	NXP SEMICONDUCTORS NV		11/6/2014	3/9/2017	54,013		0	38,436	15,577		0	0	15												
93	VANGUARD FTSE EMERGING		10/22/2010	11/11/2016	151,397		0	200,408	-49,011		0	0	-49												

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	100 N Main St MAC D4001-117	Winston Salem	NC	27101		TRUSTEE	SEE ATTAC	188,063		
										188,063	0	

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	17,621
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	17,621