2949106901211 8

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

(705)

► 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 Jun 1, 2016, and ending May 31, 2017

Name of foundation: CORDELIA CORP

A Employer identification number: 88-0326514

Number and street (or P O box number if mail is not delivered to street address): 990 NO. SIERRA STREET — Room/suite:

B Telephone number (see instructions): (775) 786-8083

City or town, state or province, country, and ZIP or foreign postal code: RENO NV 89503

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: ☒ 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, column (c), line 16) ► $ 92,240,773.

J Accounting method ☒ 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)	25,006,253.			
	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	1,241,970.	1,241,970.	1,241,970.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	15,679,411.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 40,803,188.				
	7 Capital gain net income (from Part IV, line 2)		15,679,411.		
	8 Net short-term capital gain			372,627.	
	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) Flowthrough from Sch. K-1	5,654.	-1,452.	5,654.	
	12 **Total** Add lines 1 through 11	41,933,288.	16,919,929.	1,620,251.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	51,400.	46,260.	46,260.	5,140.
	c Other professional fees (attach sch) L-16c Stmt	245,924.	196,739.	196,739.	49,185.
	17 Interest	9,058.	9,058.	9,058.	
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	25,332.	25,332.	25,332.	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	14,231.	14,231.	14,231.	
	24 **Total operating and administrative expenses** Add lines 13 through 23	345,945.	291,620.	291,620.	54,325.
	25 Contributions, gifts, grants paid	5,300,008.			5,300,008.
	26 **Total expenses and disbursements** Add lines 24 and 25	5,645,953.	291,620.	291,620.	5,354,333.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	36,287,335.			
	b **Net investment income** (if negative, enter -0-)		16,628,309.		
	c **Adjusted net income** (if negative, enter -0-)			1,328,631.	

RECEIVED
FEB 20 2018
OGDEN, UT
IRS-OSC

APR 05 2018

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	2,686,929.	9,708,876.	9,708,876.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	15,446.	2,521.	2,521.
	10a Investments – U S and state government obligations (attach schedule) L-10a Stmt	4,479,832.	9,078,134.	9,090,949.
	b Investments – corporate stock (attach schedule) L-10b Stmt	3,463,035.	3,054,863.	3,382,422.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	7,345,021.	16,896,156.	17,108,077.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	44,564,285.	46,531,985.	52,611,581.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► L-15 Stmt)	253,640.	355,517.	336,347.
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	62,808,188.	85,628,052.	92,240,773.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► L-22 Stmt)	429.	139,203.	
	23 **Total liabilities** (add lines 17 through 22)	429.	139,203.	
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 ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	29,289,405.	29,289,405.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	33,518,354.	56,199,444.	
	30 **Total net assets or fund balances** (see instructions)	62,807,759.	85,488,849.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	62,808,188.	85,628,052.	

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	62,807,759.
2	Enter amount from Part I, line 27a	2	36,287,335.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	99,095,094.
5	Decreases not included in line 2 (itemize) ► See Other Decreases Stmt	5	13,606,245.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	85,488,849.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED SCHEDULES	P	Various	Various
b	WASH SALES	P	Various	Various
c	FORM 6781, GAINS AND LOSSES FROM SECTION 1256 CONTRACTS	P	Various	Various
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	40,512,246.		25,136,633.	15,375,613.
b	0.		0.	15,672.
c	290,942.		2,816.	288,126.
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	0.	0.	0.	15,375,613.
b	0.	0.	0.	15,672.
c	0.	0.	0.	288,126.
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	15,679,411.
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	372,627.

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	2,436,553.	61,547,625.	0.039588
2014	2,256,184.	58,916,035.	0.038295
2013	1,689,657.	56,767,317.	0.029765
2012	3,232,766.	44,071,897.	0.073352
2011	1,359,144.	22,979,681.	0.059145

2	**Total** of line 1, column (d) . . .	2	0.240145
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	0.048029
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 . . .	4	78,114,463.
5	Multiply line 4 by line 3 . . .	5	3,751,760.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	166,283.
7	Add lines 5 and 6 . . .	7	3,918,043.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	5,354,333.

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

7

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1 Date of ruling or determination letter _______ (attach copy of letter if necessary — see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	166,283.
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	166,283.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	166,283.
6	Credits/Payments		
a	2016 estimated tax pmts and 2015 overpayment credited to 2016 — 6 a: 27,925.		
b	Exempt foreign organizations — tax withheld at source — 6 b		
c	Tax paid with application for extension of time to file (Form 8868) — 6 c		
d	Backup withholding erroneously withheld — 6 d		
7	Total credits and payments Add lines 6a through 6d	7	27,925.
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	138,358.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	0.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ► 0. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1 b		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?	1 c		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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NEVADA			
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*	8 b	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 ► NONE			
14	The books are in care of ► DEBORAH P. GRIFFIN, CPA Telephone no ► (775) 786-8083			
	Located at ► 990 N. SIERRA STREET, RENO, NV ZIP + 4 ► 89503			
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			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4 b		X

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

5 a 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)? **5 b** 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? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945–5(d)

6 a 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? **6 b** No: X

If 'Yes' to 6b, file Form 8870

7 a 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? **7 b** 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
MARY A. BING 990 N. SIERRA STREET RENO NV 89503	PRESIDENT AS REQUIRED	0.	0.	0.
DOUGLAS ELLIS 990 N. SIERRA STREET RENO NV 89503	TREASURER AS REQUIRED	0.	0.	0.
WILLIAM STINEHART, JR. 2029 CENTURY PARK EAST, #4000 LOS ANGELES CA 90067	SECRETARY AS REQUIRED	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 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		
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	0.
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	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	None

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	71,971,111.
b	Average of monthly cash balances	1b	7,300,626.
c	Fair market value of all other assets (see instructions)	1c	32,286.
d	**Total** (add lines 1a, b, and c)	1d	79,304,023.
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	79,304,023.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,189,560.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	78,114,463.
6	**Minimum investment return.** Enter 5% of line 5	6	3,905,723.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	3,905,723.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	166,283.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	166,283.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,739,440.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,739,440.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3,739,440.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	5,354,333.
b	Program-related investments — total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	5,354,333.
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	166,283.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,188,050.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				3,739,440.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2016				
a From 2011 ... 0.				
b From 2012 ... 911,468.				
c From 2013 ... 0.				
d From 2014 ... 0.				
e From 2015 ... 0.				
f **Total** of lines 3a through e	911,468.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► $ 5,354,333.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2016 distributable amount				3,739,440.
e Remaining amount distributed out of corpus	1,614,893.			
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	2,526,361.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	2,526,361.			
10 Analysis of line 9				
a Excess from 2012 ... 911,468.				
b Excess from 2013 ... 0.				
c Excess from 2014 ... 0.				
d Excess from 2015 ... 0.				
e Excess from 2016 ... 1,614,893.				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a 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 ► [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
USA CYCLING DEVELOPMENT FOUNDATION 210 USA CYCLING POINT, SUITE 100 COLORADO SPRINGS CO 80919		PUBLIC	GENERAL	25,000.
YALE UNIVERSITY P.O. BOX 2038 NEW HAVEN CT 06521		PUBLIC	320 YORK ST. RENOVATIONS	4,500,000.
FRIENDS OF SLS, INC 487 HUDSON ST NEW YORK NY 10014		PUBLIC	ANNUAL FUND & FINANCIAL AID	30,000.
NEW YORK CITY BALLET 20 LINCOLN CENTER NEW YORK NY 10023		PUBLIC	GENERAL	500,000.
TRANSPORTATION ALTERNATIVES 111 JOHN STREET, SUITE 260 NEW YORK NY 10038		PUBLIC	GENERAL	125,000.
JOHN HOPKINS UNIVERSITY 601 NORTH CAROLINE ST. BALTIMORE MD 21287		PUBLIC	DR. ELISABETH GLOWATZKI'S RESEARCH FUND	40,000.
QUEER/ART INC. 176 GRAND ST. #601 NEW YORK NY 10013		PUBLIC	GENERAL	30,000.
HOT TUBES DEVELOPMENT CYCLYING TEAM, INC. TWO SHAKER ROAD G100 SHIRLEY MA 01464		PUBLIC	GENERAL	25,000.
TAM CYCLING INC. P.O. BOX 875 KENTFIELD CA 94914		PUBLIC	GENERAL	25,000.
FLOWTHROUGH FROM K-1				8.
Total ► **3a**				5,300,008.
b Approved for future payment				
NONE				
Total ► **3b**				0.

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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	1,241,970.	
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	15,679,411.	0.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Flowthrough from Sch. K-1	900099	7,106.			
b Flowthrough Portfolio Income			14	-1,452.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		7,106.		16,919,929.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 16,927,035.

(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)
1	N/A

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

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

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

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

William Alinhart Jr. | 2/5/18 | SECRETARY

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	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DEBORAH P. GRIFFIN, CPA	Deborah P. Griffin, CPA	2/2/18	X	P01271371

Firm's name ► DEBORAH P. GRIFFIN CPA — Firm's EIN ► 88-0250033

Firm's address ► 990 N SIERRA ST, RENO NV 89503 — Phone no (775) 329-3858

TEEA0503 12/16/16

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2016

Name of the organization	Employer identification number
CORDELIA CORP	88-0326514

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . . . ► $ ____________

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: CORDELIA CORP

Employer identification number: 88-0326514

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CONTEMPORARY PARTNERS 990 NORTH SIERRA STREET RENO NV 89503	$ 25,006,253.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization: CORDELIA CORP

Employer identification number: 88-0326514

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS MARKETABLE SECURITIES	$ 25,006,253.	12/30/16
		$	
		$	
		$	
		$	
		$	

TEEA0703 08/09/16

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2016

Name: CORDELIA CORP

Employer Identification Number: 88-0326514

Asset Information:

Description of Property: SCHEDULE ATTACHED- GS MAIN
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 4,008,235.
Cost or other basis (do not reduce by depreciation): 3,195,013.
Sales Expense:
Valuation Method:
Total Gain (Loss): 813,222.
Accumulation Depreciation:

Description of Property: SCHEDULE ATTACHED- GS CARDINAL
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 1,263,214.
Cost or other basis (do not reduce by depreciation): 1,173,617.
Sales Expense:
Valuation Method:
Total Gain (Loss): 89,597.
Accumulation Depreciation:

Description of Property: WASH SALES- GS CARDINAL
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 1,800.
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss): 1,800.
Accumulation Depreciation:

Description of Property: SCHEDULE ATTACHED- GS GIFT BRKG
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 24,942,470.
Cost or other basis (do not reduce by depreciation): 11,570,765.
Sales Expense:
Valuation Method:
Total Gain (Loss): 13,371,705.
Accumulation Depreciation:

Description of Property: SCHEDULE ATTACHED- GS ETF/MF
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 6,030,098.
Cost or other basis (do not reduce by depreciation): 5,022,281.
Sales Expense:
Valuation Method:
Total Gain (Loss): 1,007,817.
Accumulation Depreciation:

Description of Property: WASH SALES- GS ETF/MF
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 9,132.
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss): 9,132.
Accumulation Depreciation:

Description of Property: SCHEDULE ATTACHED- GOV CORP
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price: 1,999,390.
Cost or other basis (do not reduce by depreciation): 1,994,645.
Sales Expense:
Valuation Method:
Total Gain (Loss): 4,745.
Accumulation Depreciation:

Description of Property: See Net Gain or Loss from Sale of Assets
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Form 990-PF, Part I, Lines 6a
Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property...... SCHEDULE ATTACHED- SCHARF
Business Code . Exclusion Code. . . .
Date Acquired. . How Acquired .
Date Sold . . . . Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 841,162. Cost or other basis (do not reduce by depreciation) . . 837,894.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 3,268. Accumulated Depreciation . . . .

Description of Property...... WASH SALES- SCHARF
Business Code . Exclusion Code. . . .
Date Acquired. . How Acquired .
Date Sold . . . . Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 767. Cost or other basis (do not reduce by depreciation) . .
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 767. Accumulated Depreciation . . . .

Description of Property...... SCHEDULE ATTACHED- VULCAN
Business Code . Exclusion Code. . . .
Date Acquired. . How Acquired .
Date Sold . . . . Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 1,427,676. Cost or other basis (do not reduce by depreciation) . . 1,336,961.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 90,715. Accumulated Depreciation . . . .

Description of Property...... WASH SALES- VULCAN
Business Code . Exclusion Code. . . .
Date Acquired. . How Acquired .
Date Sold . . . . Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 3,973. Cost or other basis (do not reduce by depreciation) . .
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . 3,973. Accumulated Depreciation . . . .

Description of Property...... NET LONG TERM GAIN OR LOSS FROM SCHEDULE K-1
Business Code . Exclusion Code. . . .
Date Acquired. . How Acquired .
Date Sold . . . . Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . Cost or other basis (do not reduce by depreciation) . . 5,006.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . -5,006. Accumulated Depreciation . . . .

Description of Property...... NET SHORT TERM GAIN OR LOSS FROM SCHEDULE K-1
Business Code . Exclusion Code. . . .
Date Acquired. . How Acquired .
Date Sold . . . . Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . Cost or other basis (do not reduce by depreciation) . . 450.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . . -450. Accumulated Depreciation . . . .

Form 990-PF, Part I, Lines 6a Continued
Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property . . . . . . FORM 6781 GAINS AND LOSSES FROM SECTION 1256 CONTRACTS
Business Code . ______ Exclusion Code. . . . ________
Date Acquired. . __________ How Acquired . ______________________________
Date Sold . . . . __________ Name of Buyer. ______________________________
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . ___290,942. Cost or other basis (do not reduce by depreciation) . . _____2,816.
Sales Expense . . __________ Valuation Method . . . ________________________
Total Gain (Loss) . . . . 288,126. Accumulated Depreciation . . . .

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES	21,371.	21,371.	21,371.	
OTHER TAXES	3,961.	3,961.	3,961.	
Total	25,332.	25,332.	25,332.	

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Portfolio Expenses Flowthrough from K-1	14,213.	14,213.	14,213.	
Other Expenses Flowthrough from K-1	18.	18.	18.	
Total	14,231.	14,231.	14,231.	

Form 990-PF, Page 2, Part III, Line 5
Other Decreases Stmt

EXCISE TAX	166,283.
NONDEDUCTIBLE EXPENSE	192.
UBTI TAX	916.
EXCESS OF FMV VALUE BASIS OF CONTRIBUTIONS RECEIVED	13,435,489.
FEDERAL TAX WITHHOLDING	3,365.
Total	13,606,245.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DEBORAH P. GRIFFIN, CPA	ACCOUNTING & TAX PREPARATION	46,844.	42,160.	42,160.	4,684.
BEVERLY MORRISON	BOOKKEEPING	4,556.	4,100.	4,100.	456.
Total		51,400.	46,260.	46,260.	5,140.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GOLDMAN SACHS	INVESTMENT MANAGEMENT FEES	245,924.	196,739.	196,739.	49,185.
Total		245,924.	196,739.	196,739.	49,185.

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
DETAILS AVAILABLE UPON REQUEST			9,078,134.	9,090,949.
Total			9,078,134.	9,090,949.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
DETAILS AVAILABLE UPON REQUEST	3,054,863.	3,382,422.
Total	3,054,863.	3,382,422.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
DETAILS AVAILABLE UPON REQUEST	16,896,156.	17,108,077.
Total	16,896,156.	17,108,077.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
GS INFLATION PROTECTED SECURITIES FUND	2,304,914.	2,318,898.
GS HIGH YIELD FUND	3,394,385.	3,164,194.
GS INTERNATIONAL REAL ESTATE SECURITIES FUND	1,924,310.	1,870,342.
GS REAL ESTATE SECURITIES FUND	1,471,388.	1,621,386.
SPDR S&P 500 ETF TRUST	9,809,694.	13,355,012.
VANGUARD FTSE EMERGING MKTS ETF	1,121,967.	1,407,852.
STATE STREET HEDGED INTERNATIONAL DEVELOPED EQUITY INDEX FUND	3,776,214.	4,316,593.
ISHARES RUSSELL 2000 ETF	1,872,331.	2,169,669.
ISHARES MSCI EAFE INDEX FUND ETF	2,287,266.	2,598,999.
JPMORGAN CHASE & CO. LINKED TO BASKET OF INDICES	750,000.	734,550.
WELLS FARGO & CO LNKD TO MSCI EMERGING MKT UPSIDE	615,000.	799,500.
TORONTO DOMINION BANK LINKED STRUCTURED NOTE DUE 06/04/2021	2,000,000.	1,928,220.
GS TACTICAL TILT OVERLAY MUTUAL FUND	2,469,585.	2,366,658.
STEPSTONE PRIVATE EQUITY PARTNERS II (OFFSHORE) L.P.	-34,590.	380,876.

Form 990-PF, Page 2, Part II, Line 13 Continued
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
CPI CAP PARTNERS EUROPE(CAYMAN) LP	370,669.	46,259.
EMERGING MARKETS EQUITY MANAGERS: PORTFOLIO 1 OFFSHORE L.P.	21,847.	18,583.
GS LIBERTY HARBOR I	0.	77.
GS LIBERTY HARBOR SPV II, LTD.	43,987.	7,868.
GS PROPRIETARY ACCESS OFFSHORE LTD CLASS A SERIES 1	1,159,628.	1,240,280.
GS PROPRIETARY ACCESS OFFSHORE LTD CLASS A SERIES 13	162,000.	151,749.
GS PROPRIETARY ACCESS OFFSHORE LTD CLASS SP1A SERIES 1	281.	2,598.
GS PROPRIETARY ACCESS OFFSHORE LTD CLASS SP2A SERIES 1	7,302.	26,852.
GS PROPRIETARY ACCESS OFFSHORE LTD CLASS SP3A SERIES 1	29,217.	7,634.
GS DYNAMIC EQUITY MGRS PORTFOLIO 2 OFFSHORE L.P.	1,742,572.	2,234,410.
GS ARTISAN: DYNAMIC EQUITY(NON-US EQTY)OFFSHORE L.P.	912,068.	1,176,282.
GS EMERGING MARKETS OPPORTUNITIES FUND	2,507.	4,829.
GLOBAL PRIVATE OPPORTUNITIES PARTNERS II OFFSHORE	166,314.	164,836.
HEDGE FUND OPPORTUNITIES LTD CLASS A SERIES 1	1,490,621.	1,530,573.
HEDGE FUND SELECT: ANCHOR BOLT OFFSHORE	700,000.	687,272.
PRINCETON FUND LTD CLASS A SERIES 1	1,731,027.	1,590,037.
KKR PRINCIPAL OPPORTUNITIES ACCESS FUND	182,369.	253,938.
PRIVATE EQUITY CO-INVESTMENT PARTNERS OFFSHORE	150,895.	151,151.
PRIVATE EQUITY MANAGERS 2013 OFFSHORE L.P.	211,725.	213,605.
PRIVATE EQUITY MANAGERS 2014 OFFSHORE L.P.	239,659.	259,148.
PRIVATE EQUITY MANAGERS 2015 OFFSHORE L.P.	264,401.	281,638.
PRIVATE EQUITY MANAGERS 2016 OFFSHORE L.P.	114,626.	108,768.
PRIVATE CREDIT MANAGERS LP	157,019.	140,553.
BROAD STREET REAL ESTATE CREDIT PARTNERS II	80,315.	101,895.
SPECTRUM EQUITY VII, L.P.	268,862.	283,972.
VINTAGE VII OFFSHORE	15,000.	21,320.
WEST STREET CAPITAL PARTNERS VII - PARALLEL, L.P.	261,305.	255,523.
NON-US EQUITY MANAGERS PORT 4 OFFSHORE L.P.	2,299,505.	2,633,382.
PUT/SPX @ 2240 EXP 07/21/2017	-2,400.	-2,400.
PUT/SPX @ 2250 EXP 06/16/2017	-410.	-410.
PUT/SPX @ 2260 EXP 08/18/2017	-5,540.	-5,540.
PUT/SPX @ 2270 EXP 06/30/2017	-1,825.	-1,825.
PUT/SPX @ 2320 EXP 07/21/2017	-6,025.	-6,025.
Total	46,531,985.	52,611,581.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
PURCHASED INTEREST	2,555.	13,842.	13,842.
DUE FROM GOLDMAN SACHS	7,484.	14,511.	14,511.
EUROS	243,601.	327,164.	307,994.
Total	253,640.	355,517.	336,347.

Form 990-PF, Page 2, Part II, Line 22
Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
TAXES PAYABLE	429.	139,203.
Total	429.	139,203.