Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning 6/1/2016 **, and ending** 5/31/2017

Name of foundation: BENEDICT, BEATRICE HARRIS T U W

A Employer identification number: 95-6446354

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A Trust Tax Dept - 100 N Main St MAC D4001-117 | Room/suite:

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

Foreign country name | Foreign province/state/county | Foreign postal code

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, col (c), line 16)* ▶ $ 153,456

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)				
	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	4,387	4,387		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,266			
	b	Gross sales price for all assets on line 6a 47,748				
	7	Capital gain net income (from Part IV, line 2)		5,266		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	9,653	9,653	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	2,725	2,043		682
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,121			1,121
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	47	47		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	10			10
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,903	2,090	0	1,813
	25	Contributions, gifts, grants paid	5,700			5,700
	26	**Total expenses and disbursements.** Add lines 24 and 25	9,603	2,090	0	7,513
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	50			
	b	**Net investment income** (if negative, enter -0-)		7,563		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	6,125	5,274	5,274
	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 ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	115,155	116,237	148,182
	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)	121,280	121,511	153,456
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	121,280	121,511	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	121,280	121,511	
	31	**Total liabilities and net assets/fund balances** (see instructions)	121,280	121,511	

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	121,280
2	Enter amount from Part I, line 27a	2	50
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	281
4	Add lines 1, 2, and 3	4	121,611
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	100
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	121,511

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	5,266
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

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	7,467	147,919	0 050480
2014	8,055	161,810	0 049781
2013	7,668	158,336	0 048429
2012	6,697	151,688	0 044150
2011	6,473	145,900	0 044366

2	**Total** of line 1, column (d)	2	0 237206
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 047441
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	147,508
5	Multiply line 4 by line 3	5	6,998
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	76
7	Add lines 5 and 6	7	7,074
8	Enter qualifying distributions from Part XII, line 4	8	7,513

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	76
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	76
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	76
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	14		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	14
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	62
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** ▶		**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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 ▶ 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		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.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 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 ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** 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	2,725		

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

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	143,046
b	Average of monthly cash balances	1b	6,708
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	149,754
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	149,754
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	2,246
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	147,508
6	**Minimum investment return.** Enter 5% of line 5	6	7,375

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	7,375
2a	Tax on investment income for 2016 from Part VI, line 5	2a	76		
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	76
3	Distributable amount before adjustments Subtract line 2c from line 1			3	7,299
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	7,299
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	7,299

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	7,513
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	7,513
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	76
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,437

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				7,299
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			4,516	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 7,513				
a Applied to 2015, but not more than line 2a			4,516	
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				2,997
e Remaining amount distributed out of corpus				
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	0			
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				4,302
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed .					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**	5,700
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) 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	4,387	
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	5,266	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		9,653	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 9,653

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

John G Schultz SVP Wells Fargo Bank N A | 7/25/2017 | 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	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		7/25/2017		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
GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

Street
342 SAN FERNANDO ROAD

City	State	Zip Code	Foreign Country
LOS ANGELES	CA	90031	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,700

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

	Amount
Long Term CG Distributions	109
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	47,748	42,482	5,266
Other sales	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
1	AMEX CONSUMER DISCR SP	81369Y407	X				8/23/2016	1/18/2017	335	327				0	8
2	AMEX CONSUMER DISCR SP	81369Y407	X				10/21/2014	1/18/2017	168	131				0	37
3	JPMORGAN HIGH YIELD FUN	4812C0803	X				1/24/2014	11/23/2016	90	100				0	-10
4	JPMORGAN HIGH YIELD FUN	4812C0803	X				1/7/2014	11/23/2016	138	154				0	16
5	JPMORGAN HIGH YIELD FUN	4812C0803	X				1/22/2015	11/23/2016	70	73				0	-3
6	AMEX ENERGY SELECT SPD	81369Y506	X				4/30/2010	11/16/2016	500	423				0	77
7	AMEX ENERGY SELECT SPD	81369Y506	X				10/28/2014	11/16/2016	71	85				0	-14
8	SPDR DJ WILSHIRE INTERNA	78463X863	X				9/30/2011	8/23/2016	559	423				0	136
9	SPDR DJ WILSHIRE INTERNA	78463X863	X				2/6/2009	8/23/2016	43	24				0	19
10	SPDR DJ WILSHIRE INTERNA	78463X863	X				2/6/2009	10/4/2016	861	512				0	349
11	AMEX ENERGY SELECT SPD	81369Y506	X				11/10/2015	11/16/2016	286	276				0	10
12	AMEX MATERIALS SPDR	81369Y100	X				10/28/2014	1/18/2017	101	95				0	6
13	AMEX MATERIALS SPDR	81369Y100	X				2/8/2013	1/18/2017	51	39				0	12
14	HEALTH CARE SELECT SECT	81369Y209	X				8/23/2016	1/18/2017	775	823				0	-48
15	CONSUMER STAPLES SECTO	81369Y308	X				8/23/2016	11/23/2016	102	110				8	0
16	CONSUMER STAPLES SECTO	81369Y308	X				8/16/2016	12/1/2016	100	110				0	-10
17	CONSUMER STAPLES SECTO	81369Y308	X				11/16/2016	12/1/2016	702	712				0	-10
18	CONSUMER STAPLES SECTO	81369Y308	X				11/16/2016	1/18/2017	52	51				0	1
19	CONSUMER STAPLES SECTO	81369Y308	X				4/30/2010	1/18/2017	210	112				0	98
20	AMEX CONSUMER DISCR SP	81369Y407	X				6/19/2014	1/18/2017	168	133				0	35
21	CREDIT SUISSE COMM RET	22544R305	X				1/24/2014	1/18/2017	760	1,070				0	-310
22	CREDIT SUISSE COMM RET	22544R305	X				1/22/2015	1/18/2017	920	1,047				0	-127
23	CREDIT SUISSE COMM RET	22544R305	X				11/13/2015	1/18/2017	249	230				0	19
24	CREDIT SUISSE COMM RET	22544R305	X				1/22/2016	1/18/2017	185	157				0	28
25	EATON VANCE GLOBAL MAC	277923728	X				8/25/2016	11/23/2016	217	218				0	-1
26	FID ADV EMER MKTS INC- CL	315920702	X				8/25/2016	11/23/2016	414	434				0	20
27	ISHARES S&P MID-CAP 400 G	464287606	X				7/22/2015	8/23/2016	534	516				0	18
28	ISHARES S&P MID-CAP 400 G	464287606	X				10/14/2011	11/23/2016	180	98				0	82
29	ISHARES S&P MID-CAP 400 G	464287606	X				10/14/2011	1/18/2017	184	98				0	86
30	ISHARES S&P MID-CAP 400 V	464287705	X				6/19/2014	8/23/2016	269	253				0	16
31	ISHARES S&P MID-CAP 400 V	464287705	X				6/19/2014	11/23/2016	286	253				0	33
32	ISHARES S&P MID-CAP 400 V	464287705	X				6/19/2014	1/18/2017	146	126				0	20
33	ISHARES S&P MID-CAP 400 V	464287705	X				4/23/2014	1/18/2017	585	482				0	103
34	ISHARES CORE S&P SMALL-	464287804	X				8/23/2016	11/23/2016	404	373				0	31
35	ISHARES CORE S&P SMALL-	464287804	X				8/23/2016	1/18/2017	953	871				0	82
36	ISHARES CORE S&P SMALL-	464287804	X				10/7/2010	5/24/2017	2,610	1,139				0	1,471
37	ISHARES CORE S&P SMALL-	464287804	X				8/23/2016	5/24/2017	550	498				0	52
38	ISHARES CORE S&P SMALL-	464287804	X				9/30/2011	5/24/2017	962	416				0	546
39	VANGUARD FTSE DEVELOPE	921943858	X				2/8/2013	8/23/2016	2,517	2,435				0	82
40	MERGER FUND-INST #301	589509207	X				2/12/2013	11/23/2016	141	142				0	-1
41	ASG GLOBAL ALTERNATIVES	63872T885	X				7/15/2013	8/23/2016	1,197	1,405				0	-208
42	ASG GLOBAL ALTERNATIVES	63872T885	X				7/15/2013	11/23/2016	120	138				0	18
43	NEUBERGER BERMAN LONG	64128R608	X				6/23/2014	8/23/2016	986	996				0	10
44	NEUBERGER BERMAN LONG	64128R608	X				6/23/2014	11/23/2016	116	116				0	0
45	BOSTON P LNG/SHRT RES-IN	74925K581	X				7/15/2013	8/23/2016	487	426				0	61
46	VANGUARD FTSE DEVELOPE	921943858	X				2/8/2013	11/23/2016	394	400				0	-6
47	VANGUARD FTSE EMERGING	922042858	X				10/14/2011	8/23/2016	417	442				0	-25
48	T ROWE PRICE INST FLOAT	77958B402	X				1/24/2014	11/23/2016	130	134				0	-4
49	T ROWE PRICE INST FLOAT	77958B402	X				1/24/2014	1/18/2017	244	249				0	-5
50	T ROWE PRICE INST FLOAT	77958B402	X				6/23/2014	1/18/2017	838	854				0	-16
51	T ROWE PRICE INST FLOAT	77958B402	X				8/25/2016	1/18/2017	465	460				0	5
52	T ROWE PRICE INST FLOAT	77958B402	X				4/22/2016	1/18/2017	130	127				0	3
53	VANGUARD FTSE EMERGING	922042858	X				7/11/2013	8/23/2016	2,616	2,711				0	-95
54	T ROWE PRICE REAL ESTAT	779919109	X				12/24/2015	11/23/2016	137	137				0	0
55	VANGUARD FTSE EMERGING	922042858	X				1/22/2014	8/23/2016	720	754				0	34
56	VANGUARD FTSE EMERGING	922042858	X				9/30/2011	8/23/2016	1,744	1,669				0	75
57	AMEX TECHNOLOGY SELECT	81369Y803	X				8/28/2015	1/18/2017	942	769				0	173
58	VANGUARD FTSE EMERGING	922042858	X				9/30/2011	11/23/2016	107	109				0	-2
59	VANGUARD REIT VIPER	922908553	X				2/6/2009	8/23/2016	1,962	548				0	1,414
60	VANGUARD REIT VIPER	922908553	X				2/6/2009	10/3/2016	2,052	598				0	1,454
61	REAL ESTATE SELECT SECT	81369Y860	X				9/22/2016	10/7/2016	8	8				0	0
62	VANGUARD INTERMEDIATE	921937819	X				5/9/2016	8/23/2016	615	606				0	9
63	VANGUARD INTERMEDIATE	921937819	X				10/3/2016	11/23/2016	334	350				0	-16
64	VANGUARD SHORT TERM BO	921937827	X				10/14/2011	8/23/2016	162	162				0	0
65	VANGUARD SHORT TERM BO	921937827	X				11/2/2011	8/23/2016	1,373	1,384				0	-11
66	VANGUARD SHORT TERM BO	921937827	X				10/9/2013	8/23/2016	1,131	1,124				0	7
67	VANGUARD SHORT TERM BO	921937827	X				10/3/2016	11/23/2016	239	242				0	3
68	VANGUARD FTSE DEVELOPE	921943858	X				1/20/2015	8/23/2016	1,841	1,865				0	24
69	AMEX ENERGY SELECT SPD	81369Y506	X				8/30/2011	11/16/2016	214	178				0	36
70	AMEX ENERGY SELECT SPD	81369Y506	X				9/30/2011	1/18/2017	149	119				0	30
71	FINANCIAL SELECT SECTOR	81369Y605	X				8/23/2016	11/23/2016	112	121				0	9
72	FINANCIAL SELECT SECTOR	81369Y605	X				8/23/2016	1/18/2017	207	217				0	-10

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

	Amount
Long Term CG Distributions	109
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	47,748	42,482	5,266
Other sales	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	FINANCIAL SELECT SECTOR	81369Y605	X				8/31/2016	1/18/2017	115	123				0	-8
74	FINANCIAL SELECT SECTOR	81369Y605	X				10/21/2014	1/18/2017	253	250				0	3
75	AMEX INDUSTRIAL SPDR	81369Y704	X				8/23/2016	11/23/2016	125	118				0	7
76	AMEX INDUSTRIAL SPDR	81369Y704	X				10/21/2014	1/18/2017	63	52				0	11
77	AMEX INDUSTRIAL SPDR	81369Y704	X				8/23/2016	1/18/2017	126	118				0	8
78	AMEX INDUSTRIAL SPDR	81369Y704	X				8/28/2015	1/18/2017	315	258				0	57
79	AMEX TECHNOLOGY SELEC	81369Y803	X				8/23/2016	11/16/2016	281	284				0	3
80	AMEX TECHNOLOGY SELEC	81369Y803	X				8/23/2016	11/23/2016	143	142				0	1
81	AMEX TECHNOLOGY SELEC	81369Y803	X				8/23/2016	1/18/2017	99	95				0	4
82	AQR MANAGED FUTURES ST	00203H859	X				8/25/2016	11/23/2016	178	194				0	-16
83	BLACKROCK GL L/S CREDIT-	091936732	X				10/27/2015	11/23/2016	261	270				0	-9
84	CREDIT SUISSE COMM RET	22544R305	X				10/4/2011	1/18/2017	509	800				0	291
85	CREDIT SUISSE COMM RET	22544R305	X				5/11/2012	1/18/2017	156	238				0	-82
86	CREDIT SUISSE COMM RET	22544R305	X				2/12/2013	1/18/2017	17	28				0	-11
87	CREDIT SUISSE COMM RET	22544R305	X				7/15/2013	1/18/2017	280	401				0	-121
88	JPMORGAN HIGH YIELD FUN	4812C0803	X				12/19/2014	1/18/2017	2,509	2,566				0	-57
89	JPMORGAN HIGH YIELD FUN	4812C0803	X				1/22/2015	1/18/2017	144	147				0	-3
90	JPMORGAN HIGH YIELD FUN	4812C0803	X				7/24/2015	1/18/2017	254	257				0	3
91	JPMORGAN HIGH YIELD FUN	4812C0803	X				8/25/2016	1/18/2017	1,068	1,061				0	7
92	JPMORGAN HIGH YIELD FUN	4812C0803	X				4/22/2016	1/18/2017	106	101				0	5

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,121	0	0	1,121
1	TAX PREP FEES	1,121			1,121

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		47	47	0	0
1	FOREIGN TAXES PAID	47	47		

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		10	0	0	10
	Description				
1	CA Charitable State Filing Fee	10			10

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
			115,155	116,237	148,182
1				0	
2	CONSUMER STAPLES SECTOR SPDR TR		0	949	1,926
3	AMEX FINANCIAL SELECT SPDR		0	3,424	5,440
4	AMEX MATERIALS SPDR		0	644	1,009
5	AMEX TECHNOLOGY SELECT SPDR		0	3,986	8,932
6	AMEX ENERGY SELECT SPDR		0	1,050	1,178
7	MERGER FUND-INST #301		0	2,999	3,054
8	FID ADV EMER MKTS INC- CL I 607		0	8,701	9,182
9	T ROWE PRICE REAL ESTATE FD 122		0	7,728	7,698
10	ISHARES TR SMALLCAP 600 INDEX FD		0	1,944	4,510
11	ISHARES S&P MIDCAP 400 VALUE		0	3,298	6,423
12	EATON VANCE GLOBAL MACRO - I		0	4,445	4,445
13	ISHARES S&P MIDCAP 400 GROWTH		0	3,250	7,012
14	AMEX INDUSTRIAL SPDR		0	1,892	4,119
15	AMEX HEALTH CARE SPDR		0	3,356	5,858
16	AMEX CONSUMER DISCR SPDR		0	2,032	5,099
17	ASG GLOBAL ALTERNATIVES-Y 1993		0	3,253	3,044
18	REAL ESTATE SELECT SECT SPDR		0	1,075	1,051
19	VANGUARD REIT VIPER		0	623	2,055
20	AQR MANAGED FUTURES STR-I		0	4,750	4,225
21	VANGUARD EMERGING MARKETS ETF		0	7,678	9,818
22	VANGUARD INFLAT-PROT SECS-ADM 511		0	1,018	1,014
23	JPMORGAN HIGH YIELD FUND SS 3580		0	1,991	2,110
24	T ROWE PRICE INST FLOAT RATE 170		0	841	854
25	SPDR DJ WILSHIRE INTERNATIONAL REA		0	3,790	4,735
26	VANGUARD INTERMEDIATE TERM B		0	11,095	11,123
27	VANGUARD EUROPE PACIFIC ETF		0	10,006	11,465
28	ROBECO BP LNG/SHRT RES-INS		0	2,083	2,277
29	NEUBERGER BERMAN LONG SH-INS #18		0	5,155	5,323
30	BLACKROCK GL L/S CREDIT-INS #1833		0	5,175	5,200
31	VANGUARD BD INDEX FD INC		0	8,006	8,003

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

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

1	Gain on PY Sales Settled in CY	1	271
2	Federal Excise Tax Refund	2	10
3	Total	3	281

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

1	Mutual Fund Timing Difference	1	8
2	PY Return of Capital Adjustment	2	68
3	Cost Basis Adjustment	3	24
4	Total	4	100

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

	Amount
Long Term CG Distributions	109
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	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 Over Adj Basis or Losses
						47,639	0	8	42,490	5,157	0	0	0	5,157
1	AMEX CONSUMER DISCR SP	81369Y407		8/23/2016	1/18/2017	335		0	327	8	0	0	0	8
2	AMEX CONSUMER DISCR SP	81369Y407		10/21/2014	1/18/2017	168		0	131	37	0	0	0	37
3	JPMORGAN HIGH YIELD FUN	4812C0803		1/24/2014	11/23/2016	90		0	100	-10	0	0	0	-10
4	JPMORGAN HIGH YIELD FUN	4812C0803		1/7/2014	11/23/2016	138		0	154	-16	0	0	0	-16
5	JPMORGAN HIGH YIELD FUN	4812C0803		1/22/2015	11/23/2016	70		0	73	-3	0	0	0	-3
6	AMEX ENERGY SELECT SPD	81369Y506		4/30/2010	11/16/2016	500		0	423	77	0	0	0	77
7	AMEX ENERGY SELECT SPD	81369Y506		10/28/2014	11/16/2016	71		0	85	-14	0	0	0	-14
8	SPDR DJ WILSHIRE INTERNA	78463X863		9/30/2011	8/23/2016	559		0	423	136	0	0	0	136
9	SPDR DJ WILSHIRE INTERNA	78463X863		2/6/2009	8/23/2016	43		0	24	19	0	0	0	19
10	SPDR DJ WILSHIRE INTERNA	78463X863		2/6/2009	10/4/2016	861		0	512	349	0	0	0	349
11	AMEX ENERGY SELECT SPD	81369Y506		11/10/2015	11/16/2016	286		0	276	10	0	0	0	10
12	AMEX MATERIALS SPDR	81369Y100		10/28/2014	1/18/2017	101		0	95	6	0	0	0	6
13	AMEX MATERIALS SPDR	81369Y100		2/8/2013	1/18/2017	51		0	39	12	0	0	0	12
14	HEALTH CARE SELECT SECT	81369Y209		8/23/2016	1/18/2017	775		0	823	-48	0	0	0	-48
15	CONSUMER STAPLES SECT(	81369Y308		8/23/2016	11/23/2016	102		8	110	0	0	0	0	0
16	CONSUMER STAPLES SECT(	81369Y308		8/16/2016	12/1/2016	100		0	110	-10	0	0	0	-10
17	CONSUMER STAPLES SECT(	81369Y308		11/16/2016	12/1/2016	702		0	712	-10	0	0	0	-10
18	CONSUMER STAPLES SECT(	81369Y308		11/16/2016	1/18/2017	52		0	51	1	0	0	0	1
19	CONSUMER STAPLES SECT(	81369Y308		4/30/2010	1/18/2017	210		0	112	98	0	0	0	98
20	AMEX CONSUMER DISCR SP	81369Y407		6/19/2014	1/18/2017	168		0	133	35	0	0	0	35
21	CREDIT SUISSE COMM RET	22544R305		1/24/2014	1/18/2017	760		0	1,070	-310	0	0	0	-310
22	CREDIT SUISSE COMM RET	22544R305		1/22/2015	1/18/2017	920		0	1,047	-127	0	0	0	-127
23	CREDIT SUISSE COMM RET	22544R305		11/13/2015	1/18/2017	249		0	230	19	0	0	0	19
24	CREDIT SUISSE COMM RET	22544R305		1/22/2016	1/18/2017	185		0	157	28	0	0	0	28
25	EATON VANCE GLOBAL MAC	277923728		8/25/2016	11/23/2016	217		0	218	-1	0	0	0	-1
26	FID ADV EMER MKTS INC- CL	315920702		8/25/2016	11/23/2016	414		0	434	-20	0	0	0	-20
27	ISHARES S&P MID-CAP 400 G	464287606		7/22/2015	8/23/2016	534		0	516	18	0	0	0	18
28	ISHARES S&P MID-CAP 400 G	464287606		10/14/2011	11/23/2016	180		0	98	82	0	0	0	82
29	ISHARES S&P MID-CAP 400 G	464287606		10/14/2011	1/18/2017	184		0	98	86	0	0	0	86
30	ISHARES S&P MID-CAP 400 V	464287705		6/19/2014	8/23/2016	269		0	253	16	0	0	0	16
31	ISHARES S&P MID-CAP 400 V	464287705		6/19/2014	11/23/2016	286		0	253	33	0	0	0	33
32	ISHARES S&P MID-CAP 400 V	464287705		6/19/2014	1/18/2017	146		0	126	20	0	0	0	20
33	ISHARES S&P MID-CAP 400 V	464287705		4/23/2014	1/18/2017	585		0	482	103	0	0	0	103
34	ISHARES CORE S&P SMALL-	464287804		8/23/2016	11/23/2016	404		0	373	31	0	0	0	31
35	ISHARES CORE S&P SMALL-	464287804		8/23/2016	1/18/2017	953		0	871	82	0	0	0	82
36	ISHARES CORE S&P SMALL-	464287804		10/7/2010	5/24/2017	2,610		0	1,139	1,471	0	0	0	1,471
37	ISHARES CORE S&P SMALL-	464287804		8/23/2016	5/24/2017	550		0	498	52	0	0	0	52
38	ISHARES CORE S&P SMALL-	464287804		9/30/2011	5/24/2017	962		0	416	546	0	0	0	546
39	VANGUARD FTSE DEVELOPE	921943858		2/8/2013	8/23/2016	2,517		0	2,435	82	0	0	0	82
40	MERGER FUND INST #301	589509207		2/12/2013	11/23/2016	141		0	142	-1	0	0	0	-1
41	ASG GLOBAL ALTERNATIVES	63872T885		7/15/2013	8/23/2016	1,197		0	1,405	-208	0	0	0	-208
42	ASG GLOBAL ALTERNATIVES	63872T885		7/15/2013	11/23/2016	120		0	138	-18	0	0	0	18
43	NEUBERGER BERMAN LONG	64128R608		6/23/2014	8/23/2016	986		0	996	-10	0	0	0	-10
44	NEUBERGER BERMAN LONG	64128R608		6/23/2014	11/23/2016	116		0	116	0	0	0	0	0
45	BOSTON P LNG/SHRT RES-IN	74925K581		7/15/2013	8/23/2016	487		0	426	61	0	0	0	61
46	VANGUARD FTSE DEVELOPE	921943858		2/8/2013	11/23/2016	394		0	400	-6	0	0	0	-6
47	VANGUARD FTSE EMERGING	922042858		10/14/2011	8/23/2016	417		0	442	25	0	0	0	-25
48	T ROWE PRICE INST FLOAT	77958B402		1/24/2014	11/23/2016	130		0	134	-4	0	0	0	-4
49	T ROWE PRICE INST FLOAT	77958B402		1/24/2014	1/18/2017	244		0	249	-5	0	0	0	-5
50	T ROWE PRICE INST FLOAT	77958B402		6/23/2014	1/18/2017	838		0	854	-16	0	0	0	-16
51	T ROWE PRICE INST FLOAT	77958B402		8/25/2016	1/18/2017	465		0	460	5	0	0	0	5
52	T ROWE PRICE INST FLOAT	77958B402		4/22/2016	1/18/2017	130		0	127	3	0	0	0	3
53	VANGUARD FTSE EMERGING	922042858		7/11/2013	8/23/2016	2,616		0	2,711	-95	0	0	0	-95
54	T ROWE PRICE REAL ESTAT	779919109		12/24/2015	11/23/2016	137		0	137	0	0	0	0	0
55	VANGUARD FTSE EMERGING	922042858		1/22/2014	8/23/2016	720		0	754	-34	0	0	0	-34
56	VANGUARD FTSE EMERGING	922042858		9/30/2011	8/23/2016	1,744		0	1,669	75	0	0	0	75
57	AMEX TECHNOLOGY SELECT	81369Y803		8/28/2015	1/18/2017	942		0	769	173	0	0	0	173
58	VANGUARD FTSE EMERGING	922042858		9/30/2011	11/23/2016	107		0	109	-2	0	0	0	-2
59	VANGUARD REIT VIPER	922908553		2/6/2009	8/23/2016	1,962		0	548	1,414	0	0	0	1,414
60	VANGUARD REIT VIPER	922908553		2/6/2009	10/3/2016	2,052		0	598	1,454	0	0	0	1,454
61	REAL ESTATE SELECT SECT	81369Y860		9/22/2016	10/7/2016	8		0	8	0	0	0	0	0
62	VANGUARD INTERMEDIATE	921937819		5/9/2016	8/23/2016	615		0	606	9	0	0	0	9
63	VANGUARD INTERMEDIATE	921937819		10/3/2016	11/23/2016	334		0	350	-16	0	0	0	-16
64	VANGUARD SHORT TERM BO	921937827		10/14/2011	8/23/2016	162		0	162	0	0	0	0	0
65	VANGUARD SHORT TERM BO	921937827		11/2/2011	8/23/2016	1,373		0	1,384	-11	0	0	0	-11
66	VANGUARD SHORT TERM BO	921937827		10/9/2013	8/23/2016	1,131		0	1,124	7	0	0	0	7
67	VANGUARD SHORT TERM BO	921937827		10/3/2016	11/23/2016	239		0	242	3	0	0	0	-3
68	VANGUARD FTSE DEVELOPE	921943858		1/20/2015	8/23/2016	1,841		0	1,865	-24	0	0	0	-24
69	AMEX ENERGY SELECT SPD	81369Y506		9/30/2011	11/16/2016	214		0	178	36	0	0	0	36

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

	Amount
Long Term CG Distributions	109
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	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 Over Adj Basis or Losses
						47,639	0	8	42,490	5,157	0	0	0	5,157
70	AMEX ENERGY SELECT SPD	81369Y506		9/30/2011	1/18/2017	149		0	119	30	0	0	0	30
71	FINANCIAL SELECT SECTOR	81369Y605		8/23/2016	11/23/2016	112		0	121	9	0	0	0	-9
72	FINANCIAL SELECT SECTOR	81369Y605		8/23/2016	1/18/2017	207		0	217	-10	0	0	0	-10
73	FINANCIAL SELECT SECTOR	81369Y605		8/31/2016	1/18/2017	115		0	123	-8	0	0	0	-8
74	FINANCIAL SELECT SECTOR	81369Y605		10/21/2014	1/18/2017	253		0	250	3	0	0	0	3
75	AMEX INDUSTRIAL SPDR	81369Y704		8/23/2016	11/23/2016	125		0	118	7	0	0	0	7
76	AMEX INDUSTRIAL SPDR	81369Y704		10/21/2014	1/18/2017	63		0	52	11	0	0	0	11
77	AMEX INDUSTRIAL SPDR	81369Y704		8/23/2016	1/18/2017	126		0	118	8	0	0	0	8
78	AMEX INDUSTRIAL SPDR	81369Y704		8/28/2015	1/18/2017	315		0	258	57	0	0	0	57
79	AMEX TECHNOLOGY SELEC	81369Y803		8/23/2016	11/16/2016	281		0	284	-3	0	0	0	-3
80	AMEX TECHNOLOGY SELEC	81369Y803		8/23/2016	11/23/2016	143		0	142	1	0	0	0	1
81	AMEX TECHNOLOGY SELEC	81369Y803		8/23/2016	1/18/2017	99		0	95	4	0	0	0	4
82	AQR MANAGED FUTURES ST	00203H859		8/25/2016	11/23/2016	178		0	194	-16	0	0	0	-16
83	BLACKROCK GL L/S CREDIT-	091936732		10/27/2015	11/23/2016	261		0	270	-9	0	0	0	-9
84	CREDIT SUISSE COMM RET S	22544R305		10/4/2011	1/18/2017	509		0	800	-291	0	0	0	-291
85	CREDIT SUISSE COMM RET S	22544R305		5/11/2012	1/18/2017	156		0	238	-82	0	0	0	-82
86	CREDIT SUISSE COMM RET S	22544R305		2/12/2013	1/18/2017	17		0	28	11	0	0	0	11
87	CREDIT SUISSE COMM RET S	22544R305		7/15/2013	1/18/2017	280		0	401	-121	0	0	0	-121
88	JPMORGAN HIGH YIELD FUN	4812C0803		12/19/2014	1/18/2017	2,509		0	2,566	-57	0	0	0	-57
89	JPMORGAN HIGH YIELD FUN	4812C0803		1/22/2015	1/18/2017	144		0	147	-3	0	0	0	-3
90	JPMORGAN HIGH YIELD FUN	4812C0803		7/24/2015	1/18/2017	254		0	257	-3	0	0	0	3
91	JPMORGAN HIGH YIELD FUN	4812C0803		8/25/2016	1/18/2017	1,068		0	1,061	7	0	0	0	7
92	JPMORGAN HIGH YIELD FUN	4812C0803		4/22/2016	1/18/2017	106		0	101	5	0	0	0	5

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										2,725	0	0
1	Wells Fargo Bank N A Trust Tax D	X	100 N Main St MAC D4001-117	Winston Salem	NC	27101		TRUSTEE	SEE ATTAC	2 725		

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

		Date		Amount
1	Credit from prior year return		1	14
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	14

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	4,516
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	4,516

Supplemental Information:

Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors.

Wells Fargo Bank N.A
100 N Main Street Mac 4001-117
Winston-Salem, NC 27101-3818

The compensation reported in column (c) is calculated based on periodic market values and/or the applicable fee agreement. It is not determined solely on an hourly basis. Corporate Trustee services include, but are not limited to, administrative services such as fiduciary accounting, custody of assets, complying with tax filing requirements, complying with distribution provisions, and complying with federal and state laws applicable to private foundations, plus asset management services such as creating asset allocation strategies, investment reporting and reallocating and rebalancing of portfolios as necessary.