

Form **990-PF**Department of the Treasury
Internal Revenue ServiceExtended to May 15, 2018
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

JUL 1, 2016

and ending

JUN 30, 2017

Name of foundation

THE ROEMER FOUNDATION

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

C/O CAROLYN NACHMIAS, 605 MAIN STREET

Room/suite

212

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

RIVERTON, NJ 08077

A Employer identification number

23-2870277

B Telephone number

(856) 733-6600C 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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col (c), line 16)**\$ 32737290.**

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

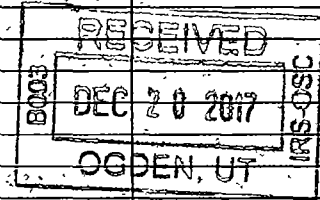
(Part I, column (d) must be on cash basis)

D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I****Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(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	3561419.		N/A	
	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	749896.	749896.		Statement 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1541843.			
	b	Gross sales price for all assets on line 6a	8906555.			
	7	Capital gain net income (from Part IV, line 2)		1541843.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total. Add lines 1 through 11	5853158.	2291739.		
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees Stmt 2	12517.	6259.		6258.
	b	Accounting fees Stmt 3	18377.	18377.		0.
	c	Other professional fees Stmt 4	115798.	115798.		0.
	17	Interest				
	18	Taxes Stmt 5	12385.	12385.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 6	1481.	1481.		0.
	24	Total operating and administrative expenses Add lines 13 through 23	160558.	154300.		6258.
	25	Contributions, gifts, grants paid	1404500.			1404500.
	26	Total expenses and disbursements. Add lines 24 and 25	1565058.	154300.		1410758.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	4288100.			
	b	Net investment income (if negative, enter -0-)		2137439.		
	c	Adjusted net income (if negative, enter -0-)			N/A	



937-43 25

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			80844.	62624.	62624.
	2 Savings and temporary cash investments			827515.	1398912.	1398912.
	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					
	7 Other notes and loans receivable ... ▶					
	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					
	b Investments - corporate stock Stmt 8			17881208.	19722114.	24215272.
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other Stmt 9				5164011.	6258360.	7060482.
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)				23953578.	27442010.	32737290.
17 Accounts payable and accrued expenses						
18 Grants payable						
Liabilities	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ Statement 10)			629.	17347.	
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)			629.	17347.	
	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			23952949.	27424663.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
	30 Total net assets or fund balances			23952949.	27424663.	
	31 Total liabilities and net assets/fund balances			23953578.	27442010.	

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	23952949.
2 Enter amount from Part I, line 27a	2	4288100.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	28241049.
5 Decreases not included in line 2 (itemize) ▶ See Statement 7	5	816386.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27424663.

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			
b See Attached Statement			
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 8906555.		7364712.	1541843.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			1541843.

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	1541843.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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	1775256.	27101341.	.065504
2014	1182122.	28431580.	.041578
2013	1221512.	26837761.	.045515
2012	423270.	19994130.	.021170
2011	631631.	12316537.	.051283

2 Total of line 1, column (d)	2	.225050
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	.045010
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	29826882.
5 Multiply line 4 by line 3	5	1342508.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21374.
7 Add lines 5 and 6	7	1363882.
8 Enter qualifying distributions from Part XII, line 4	8	1410758.

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)		1	21374.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	21374.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	21374.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	27039.	
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	27039.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5665.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► NONE		
14 The books are in care of ► MARY ALICE MALONE Telephone no. ► (856) 733-6600		
Located at ► C/O C NACHMIAS, 605 MAIN ST, STE 212, RIVERTON, NJ ZIP+4 ► 08077		
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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	1b	
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)):	1c	X
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? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	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. ►	2b	
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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
	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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 ALICE MALONE	TRUSTEE			
75 OLD STOTTSVILLE ROAD				
COATESVILLE, PA 19320	0.50	0.	0.	0.
JAMES L. MCCABE	TRUSTEE			
3 RADNOR CORPORATE CENTER, SUITE 305				
RADNOR, PA 19087	0.50	0.	0.	0.
CAROLYN NACHMIAS	TRUSTEE			
605 MAIN STREET, SUITE 212				
RIVERTON, NJ 08077	0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

C

Part IX-A	Summary of Direct Charitable Activities
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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	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

Form **990-PF** (2016)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	28374672.
b Average of monthly cash balances	1b	1906426.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	30281098.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	30281098.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	454216.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29826882.
6 Minimum investment return. Enter 5% of line 5	6	1491344.

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	1491344.
2a Tax on investment income for 2016 from Part VI, line 5	2a	21374.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	21374.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1469970.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1469970.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1469970.

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	1410758.
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	1410758.
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	5	21374.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1389384.

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				1469970.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	449016.			
b From 2012				
c From 2013	95138.			
d From 2014				
e From 2015	438445.			
f Total of lines 3a through e	982599.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	1410758.			
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				1410758.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	59212.			59212.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	923387.			
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		0.		
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 instr.			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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	389804.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	533583.			
10 Analysis of line 9.				
a Excess from 2012				
b Excess from 2013	95138.			
c Excess from 2014				
d Excess from 2015	438445.			
e Excess from 2016				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AAEP FOUNDATION INC 4033 IRON WORKS PARKWAY LEXINGTON, KY 40511	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
BRANDYWINE CONSERVANCY P.O. BOX 141 CHADDS FORD, PA 19317	NONE	PUBLIC CHARITY	GENERAL FUNDS	100000.
BRANDYWINE HEALTH FOUNDATION 50 SOUTH FIRST AVENUE COATESVILLE, PA 19320	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
BRYN MAWR REHAB HOSPITAL FOUNDATION 414 PAOLI PIKE MALVERN, PA 19355	NONE	PUBLIC CHARITY	GENERAL FUNDS	15000.
CANINE PARTNERS FOR LIFE P.O. BOX 170 COCHRANVILLE, PA 19330-0170	NONE	PUBLIC CHARITY	GENERAL FUNDS	25000.
Total	See continuation sheet(s)			1404500.
b Approved for future payment				
None				
Total				0.

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.		

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Thomas J. Farley,
Jr.

Preparer's signature

Thomas J. H. CPA

Date _____

11.5077

Check ☐ self-employed

PTIN

P00047041

Firm's name ► **FARLEY, DRAIN & CO. A PROF. CORP.**

Firm's EIN ► 23-2284111

Firm's address ► 13 WILKINS AVENUE
HADDONFIELD, NJ 08033

Phone no (856) 428-3779

Form **990-PF** (2016)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CARIDAD CENTER 8645 WEST BOYNTON BEACH BLVD. BOYNTON BEACH, FL 33472	NONE	PUBLIC CHARITY	GENERAL FUNDS	50000.
CENTER FOR NEURODEGENERATIVE RESEARCH 3535 MARKET STREET, STE 750 PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	GENERAL FUNDS	15000.
CHESTER COUNTY FOOD BANK 650 PENNSYLVANIA DRIVE EXTON, PA 19341	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
CHESTER COUNTY FUND FOR WOMEN AND GIRLS 1025 ANDREW DRIVE, #200 WEST CHESTER, PA 19380	NONE	PUBLIC CHARITY	GENERAL FUNDS	50000.
BRANDYWINE VALLEY SPCA 1212 PHOENIXVILLE PIKE WEST CHESTER, PA 19380	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
CORIELL INSTITUTE 403 HADDON AVENUE CAMDEN, NJ 08103	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
DELAWARE ART MUSEUM 2301 KENTMERE PARKWAY WILMINGTON, DE 19806	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
FREEDOM HILLS THERAPEUTIC RIDING P.O. BOX 222 PORT DEPOSIT, MD 21904-0222	NONE	PUBLIC CHARITY	GENERAL FUNDS	2500.
LA COMUNIDAD HISPANA 731 WEST CYPRUS STREET KENNETT SQUARE, PA 19348-2419	NONE	PUBLIC CHARITY	GENERAL FUNDS	25000.
MAIN LINE ANIMAL RESCUE P.O. BOX 89 CHESTER SPRINGS, PA 19425	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
Total from continuation sheets				1254500.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
OPERATION WARM P.O. BOX 822431 PHILADELPHIA, PA 19182	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
PHILADELPHIA ZOO 3400 WEST GIRARD AVENUE PHILADELPHIA, PA 19104-1196	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
PLANNED PARENTHOOD 1144 LOCUST STREET PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	GENERAL FUNDS	30000.
PRIMITIVE HALL FOUNDATION P.O. BOX 489 UNIONVILLE, PA 19375	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
RANDOLPH-MACON COLLEGE P.O. BOX 5005 ASHLAND, VA 23005	NONE	PUBLIC CHARITY	EQUESTRIAN PROGRAM	30000.
ROTHMAN INSTITUTE ORTHOPAEDIC FOUNDATION 125 SOUTH 9TH ST, STE 1000 PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	GENERAL FUNDS	25000.
STROUD WATER RESEARCH CENTER 970 SPENCER ROAD AVONDALE, PA 19311-9514	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
THE BARN AT SPRING BROOK FARM INC. 360 LOCUST GROVE ROAD WEST CHESTER, PA 19382	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
THE CHESTER COUNTY HOSPITAL FOUNDATION 701 EAST MARSHALL STREET WEST CHESTER, PA 19380	NONE	PUBLIC CHARITY	GENERAL FUNDS	700000.
THE PENNSYLVANIA VETERINARY FOUNDATION 8574 PAXTON STREET HUMMELSTOWN, PA 17036	NONE	PUBLIC CHARITY	NATIVE AMERICAN VETERINARY SERVICE ("NAVS") PROJECT	5000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
THORNCROFT 190 LINE ROAD MALVERN, PA 19355	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
UNITE FOR HER P.O. BOX 351 POCOPSON, PA 19366	NONE	PUBLIC CHARITY	GENERAL FUNDS	85000.
UNITED STATES EQUESTRIAN TEAM FOUNDATION INC. 1040 POTTERSVILLE ROAD, P.O. BOX 355 GLADSTONE, NJ 07934-9955	NONE	PUBLIC CHARITY	GENERAL FUNDS	15000.
UNITED STATES PONY CLUB INC. 4041 IRON WORKS PARKWAY LEXINGTON, KY 40511-8462	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
UNIVERSITY OF KENTUCKY 1400 NICHOLASVILLE ROAD LEXINGTON, KY 40546-0099	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
UNIVERSITY OF PENNSYLVANIA SCHOOL OF VETERINARY SCIENCE 3800 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	DR. JIM ORSINI'S LAMINITIS PROJECT	80000.
UNIVERSITY OF PENNSYLVANIA SCHOOL OF VETERINARY SCIENCE 3800 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	DR. JIM ORSINI'S EDUCATIONAL FUND	80000.
UPLAND COUNTRY DAY SCHOOL 420 WEST STREET ROAD KENNETT SQUARE, PA 19348	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
VINCEREMOS THERAPEUTIC RIDING CENTER 13300 6TH COURT NORTH LOXAHATCHEE, FL 33470	NONE	PUBLIC CHARITY	GENERAL FUNDS	15000.
WINTERTHUR MUSEUM 5105 KENNETT PIKE WINTERTHUR, DE 19735	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
Total from continuation sheets				

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, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

Employer identification number

THE ROEMER FOUNDATION**23-2870277**

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

THE ROEMER FOUNDATION**23-2870277****Part I Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>CHARITABLE LEAD ANNUITY TRUST OF MARY ALICE MALONE 7/2005</u> <u>13 WILKINS AVENUE</u> <u>HADDONFIELD, NJ 08033</u>	\$ <u>775400.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	<u>MARY ALICE MALONE</u> <u>75 OLD STOTTSVILLE ROAD</u> <u>COATESVILLE, PA 19320</u>	\$ <u>2744972.</u>	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>3</u>	<u>MARY ALICE BAUMBERGER QDOT</u> <u>MAIL STE IL1-0111, 10 S DEARBORN ST</u> <u>CHICAGO, IL 60603-2300</u>	\$ <u>41047.</u>	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

Employer identification number

THE ROEMER FOUNDATION

23-2870277

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
2	1169 SHARES APPLE INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: AAPL)	\$ 127970.	12/02/16
2	1729 SHARES AMERICAN CAMPUS COMMUNITIES, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: ACC)	\$ 80221.	12/02/16
2	600 SHARES ADOBE SYSTEMS INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: ADBE)	\$ 59444.	12/02/16
2	4 SHARES AMAZON.COM INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: AMZN)	\$ 2970.	12/02/16
2	25 SHARES ADVANSIX INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: ASIX)	\$ 477.	12/02/16
2	638 SHARES BROADCOM LTD, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: AVGO)	\$ 103257.	12/02/16

Name of organization

Employer identification number

THE ROEMER FOUNDATION**23-2870277****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
<u>2</u>	<u>735 SHARES AMERICAN WATER WORKS CO</u> <u>INC, COMMON STOCK (PUBLICLY TRADED,</u> <u>TICKER SYMBOL: AWK)</u>	\$ <u>53255.</u>	<u>12/02/16</u>
<u>2</u>	<u>670 SHARES CITIGROUP INC, COMMON STOCK</u> <u>(PUBLICLY TRADED, TICKER SYMBOL: C)</u>	\$ <u>37912.</u>	<u>12/02/16</u>
<u>2</u>	<u>1066 SHARES COMCAST CORP, CLASS A</u> <u>COMMON STOCK (PUBLICLY TRADED, TICKER</u> <u>SYMBOL: CMCSA)</u>	\$ <u>73783.</u>	<u>12/02/16</u>
<u>2</u>	<u>750 SHARES SALESFORCE.COM INC, COMMON</u> <u>STOCK (PUBLICLY TRADED, TICKER SYMBOL:</u> <u>CRM)</u>	\$ <u>50957.</u>	<u>12/02/16</u>
<u>2</u>	<u>2022 SHARES CISCO SYSTEMS INC, COMMON</u> <u>STOCK (PUBLICLY TRADED, TICKER SYMBOL:</u> <u>CSCO)</u>	\$ <u>58820.</u>	<u>12/02/16</u>
<u>2</u>	<u>1095 SHARES THE WALT DISNEY CO, COMMON</u> <u>STOCK (PUBLICLY TRADED, TICKER SYMBOL:</u> <u>DIS)</u>	\$ <u>107212.</u>	<u>12/02/16</u>

Name of organization	Employer identification number
THE ROEMER FOUNDATION	23-2870277

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
2	700 SHARES EXPRESS SCRIPTS HOLDING CO, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: ESRX)	\$ 53321.	12/02/16
2	318 SHARES FACEBOOK INC, CL A COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: FB)	\$ 36694.	12/02/16
2	1028 SHARES GENERAL ELECTRIC CO, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: GE)	\$ 32013.	12/02/16
2	103 SHARES ALPHABET INC, CL A COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: GOOGL)	\$ 78769.	12/02/16
2	30 SHARES GW PHARMACEUTICALS, ADR (PUBLICLY TRADED, TICKER SYMBOL: GWPH)	\$ 3301.	12/02/16
2	66 SHARES HALLIBURTON CO, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: HAL)	\$ 3540.	12/02/16

Name of organization

Employer identification number

THE ROEMER FOUNDATION

23-2870277

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
2	635 SHARES HONEYWELL INTERNATIONAL INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: HON)	\$ 71809.	12/02/16
2	468 SHARES HEWLETT PACKARD ENTERPRISE CO, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: HPE)	\$ 11025.	12/02/16
2	600 SHARES IDEXX LABORATORIES INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: IDXX)	\$ 68976.	12/02/16
2	3478 SHARES INTEL CORP, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: INTC)	\$ 118009.	12/02/16
2	436 SHARES JOHNSON & JOHNSON, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: JNJ)	\$ 48825.	12/02/16
2	565 SHARES KIMBERLY CLARK CORP, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: KMB)	\$ 64012.	12/02/16

Name of organization

Employer identification number

THE ROEMER FOUNDATION

23-2870277

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
2	678 SHARES ELI LILLY & CO, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: LLY)	\$ 45545.	12/02/16
2	514 SHARES 3M COMPANY, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: MMM)	\$ 88904.	12/02/16
2	1004 SHARES MERCK & CO INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: MRK)	\$ 60850.	12/02/16
2	1000 SHARES MICROSOFT CORP, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: MSFT)	\$ 59135.	12/02/16
2	500 SHARES NXP SEMICONDUCTOR NV, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: NXPI)	\$ 49075.	12/02/16
2	1202 SHARES PFIZER INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: PFE)	\$ 37917.	12/02/16

Name of organization

Employer identification number

THE ROEMER FOUNDATION

23-2870277

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
2	300 SHARES THE PROCTER & GAMBLE CO, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: PG)	\$ 24518.	12/02/16
2	2291 SHARES PPL CORP, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: PPL)	\$ 75459.	12/02/16
2	800 SHARES STARBUCKS CORP, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: SBUX)	\$ 45728.	12/02/16
2	2304 SHARES UNDER ARMOUR INC, CLASS C COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: UA)	\$ 57485.	12/02/16
2	2065 SHARES UNDER ARMOUR INC, CLASS A COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: UAA)	\$ 61867.	12/02/16
2	1868 SHARES VERIZON COMMUNICATIONS INC, COMMON (PUBLICLY TRADED, TICKER SYMBOL: VZ)	\$ 92339.	12/02/16

Name of organization

Employer identification number

THE ROEMER FOUNDATION

23-2870277

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
2	142 SHARES EXXON MOBIL CORP, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: XOM)	\$ 12396.	12/02/16
2	200 SHARES ZIMMER HOLDINGS INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: ZBH)	\$ 20068.	12/02/16
2	83 SHARES GREENBRIER COMPANIES INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: GBX)	\$ 3452.	12/07/16
2	874 SHARES AMERICAN WATER WORKS INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: AWK)	\$ 63483.	12/07/16
2	403 SHARES ANTHEM INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: ANTM)	\$ 58094.	12/07/16
2	419 SHARES CHUBB LTD, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: CB)	\$ 54618.	12/07/16

Name of organization	Employer identification number
THE ROEMER FOUNDATION	23-2870277

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
2	391 SHARES COSTCO WHOLESALE CORP, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: COST)	\$ 59508.	12/07/16
2	2 SHARES FACEBOOK INC, CLASS A COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: FB)	\$ 235.	12/07/16
2	4 SHARES GW PHARMACEUTICALS, ADR (PUBLICLY TRADED, TICKER SYMBOL: GWPH)	\$ 468.	12/07/16
2	479 SHARES HOME DEPOT INC, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: HD)	\$ 62704.	12/07/16
2	142 SHARES JOHNSON & JOHNSON, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: JNJ)	\$ 15706.	12/07/16
2	410 SHARES MCDONALDS CORP, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: MCD)	\$ 48912.	12/07/16

Name of organization

Employer identification number

THE ROEMER FOUNDATION

23-2870277

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
2	61 SHARES NVIDIA CORP, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: NVDA)	\$ 5716.	12/07/16
2	THE PROCTER & GAMBLE CO, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: PG)	\$ 58733.	12/07/16
2	390 SHARES RAYTHEON COMPANY, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: RTN)	\$ 57644.	12/07/16
2	23 SHARES VULCAN MATERIALS CO, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: VMC)	\$ 2967.	12/07/16
2	1208 SHARES WELLS FARGO & CO, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: WFC)	\$ 67962.	12/07/16
2	1134 SHARES MICROSOFT CORP, COMMON STOCK (PUBLICLY TRADED, TICKER SYMBOL: MSFT)	\$ 71910.	12/20/16

Name of organization

Employer identification number

THE ROEMER FOUNDATION**23-2870277****Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE ROEMER FOUNDATION

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 SILCHESTER INTL INVESTORS		P	Various	Various
b SILCHESTER INTL INVESTORS		P	Various	Various
c PERMIT CAPITAL MORTGAGE FUND LP		P	Various	Various
d PUBLICLY TRADED SECURITIES (SEE PAGES 34 TO 38)		P	Various	Various
e Capital Gains Dividends				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 27158.			27158.
b 157535.			157535.
c 333983.			333983.
d 8323624.		7364712.	958912.
e 64255.			64255.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			27158.
b			157535.
c			333983.
d			958912.
e			64255.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	1541843.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
HARVEST MLP INCOME FUND II LLC	89994.	0.	89994.	89994.	
JPMORGAN CHASE BANK N.A.	556807.	64255.	492552.	492552.	
PERMIT CAPITAL MORTGAGE FUND LP	9190.	0.	9190.	9190.	
SILCHESTER INTL INVESTORS	158160.	0.	158160.	158160.	
To Part I, line 4	814151.	64255.	749896.	749896.	

Form 990-PF	Legal Fees	Statement	2
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Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NACHMIAS MORRIS & ALT, PC - LEGAL FEES	12517.	6259.		6258.
To Fm 990-PF, Pg 1, ln 16a	12517.	6259.		6258.

Form 990-PF	Accounting Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FARLEY, DRAIN & CO. - ACCOUNTING SERVICES	18377.	18377.		0.
To Form 990-PF, Pg 1, ln 16b	18377.	18377.		0.

Form 990-PF	Other Professional Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
DREXEL MORGAN CAPITAL ADVISERS - INVESTMENT MANAGER	21467.	21467.		0.	
SMITH ASSET MGMT- INVESTMENT MANAGER	2229.	2229.		0.	
COHO PARTNERS LTD - INVESTMENT MANAGER	41471.	41471.		0.	
SILCHESTER INTL INVESTORS- INVESTMENT MANAGER	46243.	46243.		0.	
PERMIT CAPITAL MORTGAGE FUND LP - INVESTMENT MANAGER	592.	592.		0.	
JPMORGAN CHASE BANK N.A. - CUSTODY FEES	3796.	3796.		0.	
To Form 990-PF, Pg 1, ln 16c	115798.	115798.		0.	

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FOREIGN INCOME TAXES	12385.	12385.		0.	
To Form 990-PF, Pg 1, ln 18	12385.	12385.		0.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
INSURANCE	844.	844.		0.	
SILCHESTER INTL INVESTORS - SEC 1296 LOSSES	622.	622.		0.	
FILING FEES	15.	15.		0.	
To Form 990-PF, Pg 1, ln 23	1481.	1481.		0.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	7
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Description	Amount
EXCESS OF FAIR VALUE OVER TAX BASIS ON CONTRIBUTIONS RECEIVED	816386.
Total to Form 990-PF, Part III, line 5	816386.

Form 990-PF	Corporate Stock	Statement	8
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Description	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED (PAGES 39 TO 42) (VALUATION METHOD - COST)	19722114.	24215272.
Total to Form 990-PF, Part II, line 10b	19722114.	24215272.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
SILCHESTER INTL INVESTORS	COST	4310877.	5057378.
ENERGY INVESTMENT OPPORTUNITIES	COST		
OFFSHORE LTD- CLASS A		75000.	85877.
ENERGY INVESTMENT OPPORTUNITIES	COST		
OFFSHORE LTD- CLASS A2		282531.	282531.
GLAMORGAN INTL ALLOCATION FUND	COST	1000000.	1060141.
PERMIT CAPITAL MORTGAGE FUND LP	COST	0.	792.
HARVEST MLP INCOME FUND II LLC	COST	589952.	573763.
Total to Form 990-PF, Part II, line 13		6258360.	7060482.

Form 990-PF	Other Liabilities	Statement 10
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Description	BOY Amount	EOY Amount
PERMIT CAPITAL MORTGAGE FUND LP	629.	17347.
Total to Form 990-PF, Part II, line 22	629.	17347.

Part IV Capital Gains and Losses on Investment Income

Quantity	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or other basisBasis	(h) Gain or (loss)
(149.000)	3M CO	P	10/30/14	10/04/16	25,772.84	22,607.01	3,165.83
(64.000)	3M CO	P	06/17/14	10/04/16	11,070.22	9,209.44	1,860.78
(6.000)	3M CO	D	05/13/14	03/09/17	1,137.47	858.90	278.57
(4.000)	3M CO	D	05/15/14	03/09/17	758.32	561.32	197.00
(53.000)	3M CO	D	09/30/14	03/09/17	10,047.68	7,565.75	2,481.93
(30.000)	3M CO	D	03/10/15	03/09/17	5,687.37	4,914.30	773.07
(76.000)	3M CO	D	05/07/15	03/09/17	14,408.00	11,900.06	2,507.94
(200.000)	ADOBE SYSTEMS INC	D	06/26/13	03/09/17	23,972.18	9,313.47	14,658.71
(40.000)	ADVANCED ENERGY INDUSTRIES	P	09/26/16	12/13/16	2,099.09	1,863.23	235.86
(40.000)	ADVANCED ENERGY INDUSTRIES	P	09/26/16	03/01/17	2,521.99	1,863.23	658.76
(30.000)	ADVANCED ENERGY INDUSTRIES	P	09/26/16	05/04/17	2,189.87	1,397.42	792.45
(6.850)	ADVANSIX INC	D	12/27/07	03/07/17	187.85	56.29	131.56
(2.441)	ADVANSIX INC	D	10/03/08	03/07/17	66.93	13.06	53.87
(2.520)	ADVANSIX INC	D	05/25/11	03/07/17	69.11	19.92	49.19
(3.071)	ADVANSIX INC	D	11/19/12	03/07/17	84.22	24.96	59.26
(6.142)	ADVANSIX INC	D	07/22/13	03/07/17	168.43	68.60	99.83
(2.126)	ADVANSIX INC	D	05/13/14	03/07/17	58.30	27.02	31.28
(0.630)	ADVANSIX INC	D	05/15/14	03/07/17	17.28	7.75	9.53
(1.220)	ADVANSIX INC	D	09/22/15	03/07/17	33.46	15.68	17.78
(30.000)	ALPHABET INC/CA-CL A	D	10/07/14	03/09/17	25,657.65	17,644.74	8,012.91
(3.000)	ALPHABET INC/CA-CL A	D	10/22/15	03/09/17	2,565.76	2,052.48	513.28
(1.000)	AMAZON COM INC	D	03/18/15	03/09/17	851.79	369.44	482.35
(574.000)	AMERICAN CAMPUS COMMUNITIES	D	07/29/15	03/09/17	27,125.56	20,935.68	6,189.88
(700.000)	AMERICAN EAGLE OUTFITTERS	P	09/26/16	12/13/16	12,044.56	12,625.97	(581.41)
(534.000)	AMERICAN WATER WORKS CO INC	D	02/19/16	03/09/17	40,379.73	35,430.31	4,949.42
(133.000)	ANTHEM INC	D	03/17/16	03/09/17	22,118.90	18,609.84	3,509.06
(333.000)	APPLE INC	D	11/16/12	03/09/17	45,961.21	25,297.91	20,663.30
(49.000)	APPLE INC	D	11/19/12	03/09/17	6,763.06	3,873.24	2,889.82
(7.000)	APPLE INC	D	05/13/14	03/09/17	966.15	591.75	374.40
(428.304)	ARTISAN INTERNATIONAL FD-INV	P	11/23/15	10/31/16	11,551.36	12,557.88	(1,006.52)
(287.703)	ARTISAN INTERNATIONAL FD-INV	P	12/19/07	10/31/16	7,759.35	8,317.48	(558.13)
(5,663.623)	ARTISAN INTERNATIONAL FD-INV	P	12/19/07	10/31/16	152,747.91	163,735.34	(10,987.43)
(662.155)	ARTISAN INTERNATIONAL FD-INV	P	12/19/07	10/31/16	17,858.32	19,142.89	(1,284.57)
(593.282)	ARTISAN INTERNATIONAL FD-INV	P	12/17/08	10/31/16	16,000.82	8,911.09	7,089.73
(1,885.529)	ARTISAN INTERNATIONAL FD-INV	P	12/17/08	10/31/16	50,852.72	28,320.65	22,532.07
(343.629)	ARTISAN INTERNATIONAL FD-INV	P	12/17/08	10/31/16	9,267.67	5,161.31	4,106.36
(609.936)	ARTISAN INTERNATIONAL FD-INV	P	12/17/09	10/31/16	16,449.97	12,375.61	4,074.36
(423.027)	ARTISAN INTERNATIONAL FD-INV	P	12/16/10	10/31/16	11,409.04	9,065.47	2,343.57
(762.884)	ARTISAN INTERNATIONAL FD-INV	P	12/15/11	10/31/16	20,574.98	14,510.06	6,064.92
(582.276)	ARTISAN INTERNATIONAL FD-INV	P	12/19/12	10/31/16	15,703.98	14,323.99	1,379.99
(3,186.743)	ARTISAN INTERNATIONAL FD-INV	P	08/01/02	10/31/16	85,946.46	50,000.00	35,946.46
(29,742.234)	ARTISAN INTERNATIONAL FD-INV	P	08/05/02	10/31/16	802,148.05	450,000.00	352,148.05
(223.454)	ARTISAN INTERNATIONAL FD-INV	P	11/14/02	10/31/16	6,026.55	3,309.36	2,717.19
(2,969.121)	ARTISAN INTERNATIONAL FD-INV	P	09/16/03	10/31/16	80,077.19	50,000.00	30,077.19
(361.215)	ARTISAN INTERNATIONAL FD-INV	P	11/13/03	10/31/16	9,741.97	6,339.33	3,402.64
(212.975)	ARTISAN INTERNATIONAL FD-INV	P	11/18/04	10/31/16	5,743.94	4,487.38	1,256.56
(625.412)	ARTISAN INTERNATIONAL FD-INV	P	11/22/05	10/31/16	16,867.36	15,059.93	1,807.43

Part IV Capital Gains and Losses on Investment Income

Quantity	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or other basisBasis	(h) Gain or (loss)
(565.212)	ARTISAN INTERNATIONAL FD-INV	P	12/20/06	10/31/16	15,243.77	16,227.24	(983.47)
(3,025 990)	ARTISAN INTERNATIONAL FD-INV	P	12/20/06	10/31/16	81,610.95	86,876 18	(5,265 23)
(522.436)	ARTISAN INTERNATIONAL FD-INV	P	11/25/13	10/31/16	14,090 10	15,406 65	(1,316 55)
(34,418.470)	ARTISAN INTERNATIONAL FD-INV	P	02/24/14	10/31/16	928,266 14	1,040,126 17	(111,860 03)
(620.000)	BARRACUDA NETWORKS INC	P	12/13/16	05/04/17	12,572 14	14,280 15	(1,708.01)
(987 000)	BAXTER INTERNATIONAL INC	P	12/23/14	11/01/16	46,287.61	40,743 03	5,544.58
(1,462.000)	BAXTER INTERNATIONAL INC	P	09/23/15	11/01/16	68,563.82	52,323 52	16,240.30
(2,577 000)	BAXTER INTERNATIONAL INC	P	09/23/15	11/02/16	120,898 09	92,228.25	28,669.84
(170.000)	BELDEN INC	P	09/26/16	03/01/17	12,511.45	11,283 31	1,228.14
(63 000)	BROADCOM LTD	D	09/30/14	03/09/17	13,826.67	5,500 53	8,326 14
(150 000)	BROADCOM LTD	D	12/30/14	03/09/17	32,920 65	15,468 87	17,451.78
(860 000)	CHICO'S FAS INC	P	12/13/16	06/14/17	7,883 10	14,361 91	(6,478 81)
(20 000)	CHILDREN'S PLACE INC/THE	P	09/26/16	12/13/16	2,153 35	1,602 17	551 18
(139.000)	CHUBB LTD	D	03/01/16	03/09/17	19,076 33	16,135.95	2,940.38
(672 000)	CISCO SYSTEMS INC	D	08/04/15	03/09/17	22,822.97	20,419 64	2,403 33
(225 000)	CITIGROUP INC	D	04/19/10	03/09/17	13,842.49	10,925 62	2,916 87
(290 000)	COMCAST CORP-CLASS A	D	07/22/13	03/09/17	10,781 50	6,486 91	4,294 59
(118 000)	COMCAST CORP-CLASS A	D	10/10/13	03/09/17	4,386 96	2,666 21	1,720.75
(218 000)	COMCAST CORP-CLASS A	D	05/13/14	03/09/17	8,104 72	5,506.41	2,598.31
(36 000)	COMCAST CORP-CLASS A	D	05/15/14	03/09/17	1,338.39	889.74	448.65
(50 000)	COMCAST CORP-CLASS A	D	09/22/15	03/09/17	1,858.88	1,423 69	435 19
(300.000)	COOPER TIRE & RUBBER	P	09/26/16	05/04/17	11,525 92	11,009 25	516 67
(31,826 488)	CORTINA FDS INC SMALL CAP GWTH	P	08/02/13	09/22/16	505,722 90	491,719.24	14,003 66
(202 295)	CORTINA FDS INC SMALL CAP GWTH	P	12/22/14	09/22/16	3,214.47	2,953.50	260 97
(1,498 308)	CORTINA FDS INC SMALL CAP GWTH	P	12/22/14	09/22/16	23,808.11	21,875 30	1,932 81
(131.000)	COSTCO WHOLESALE CORP	D	02/19/16	03/09/17	21,780 05	19,416 81	2,363 24
(12.000)	CULLEN/FROST BANKERS INC	P	03/05/14	01/04/17	1,056 26	898.43	157 83
(205 000)	CULLEN/FROST BANKERS INC	P	06/17/14	01/04/17	18,044.40	16,225 83	1,818 57
(203 000)	CULLEN/FROST BANKERS INC	P	10/30/14	01/04/17	17,868.36	16,181 19	1,687 17
(258.000)	CULLEN/FROST BANKERS INC	P	03/05/14	01/05/17	22,755 38	19,316 33	3,439.05
(462 000)	CULLEN/FROST BANKERS INC	P	05/18/12	01/06/17	40,518 96	25,965 97	14,552 99
(649 000)	CULLEN/FROST BANKERS INC	P	03/05/14	01/06/17	56,919.50	48,590 31	8,329 19
(533.000)	CULLEN/FROST BANKERS INC	P	01/13/15	01/06/17	46,745 90	33,530 40	13,215 50
(50.000)	CULLEN/FROST BANKERS INC	P	03/07/16	01/06/17	4,385 17	2,910 98	1,474 19
(600.000)	DEAN FOODS CO	P	09/26/16	03/01/17	10,933 14	10,005 60	927 54
(0.63024)	DXC Technology Co	D		04/03/17	48.68		48 68
(12 000)	ELI LILLY & CO	D	04/20/11	03/09/17	1,005 35	431 64	573 71
(99 000)	ELI LILLY & CO	D	05/25/11	03/09/17	8,294 14	3 789 72	4 504 42
(107.000)	ELI LILLY & CO	D	10/10/13	03/09/17	8,964 38	5,217 98	3,746 40
(8.000)	ELI LILLY & CO	D	05/13/14	03/09/17	670 23	475.92	194 31
(2 000)	ELI LILLY & CO	D	05/15/14	03/09/17	167.56	117 54	50 02
(180 000)	ENVISION HEALTHCARE CORP	P	09/26/16	12/13/16	12,265 96	11,671 56	594 40
(190 000)	EURONET WORLDWIDE INC	P	09/26/16	12/13/16	14,007 50	15,386 09	(1,378 59)
(235.000)	EXPRESS SCRIPTS HOLDING CO	D	02/29/12	03/09/17	15,694.32	12,994 85	2,699 47
(33 000)	EXXON MOBIL CORP	D	03/10/15	03/09/17	2,661 34	2,798 07	(136 73)
(14 000)	EXXON MOBIL CORP	D	09/22/15	03/09/17	1,129 06	1,018 31	110 75
(105 000)	FACEBOOK INC-A	D	11/23/15	03/09/17	14,517 35	11,423 96	3,093 39

Form 990-PF 6/30/2017

Part IV Capital Gains and Losses on Investment Income

Quantity	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or other basisBasis	(h) Gain or (loss)
	FORCE PROTECTION INC - litigation settlement	P		11/23/16	445.40		445.40
(343.000)	GENERAL ELECTRIC CO	D	10/08/15	03/09/17	10,182.94	9,517.36	665.58
(350.000)	GIBRALTAR INDUSTRIES INC	P	09/29/16	06/14/17	12,005.05	13,118.60	(1,113.55)
(1,018.000)	GILEAD SCIENCES INC	P	03/03/15	02/14/17	68,985.19	104,516.74	(35,531.55)
(1,041.000)	GILEAD SCIENCES INC	P	03/03/15	02/14/17	70,314.16	106,878.11	(36,563.95)
(241.000)	GILEAD SCIENCES INC	P	03/03/15	02/15/17	16,563.74	24,743.16	(8,179.42)
(768.000)	GILEAD SCIENCES INC	P	01/15/16	02/15/17	52,784.03	70,348.03	(17,564.00)
(19.000)	GILEAD SCIENCES INC	P	03/07/16	02/15/17	1,305.85	1,700.88	(395.03)
(50.000)	GREEN DOT CORP-CLASS A	P	09/26/16	06/14/17	1,965.12	1,146.28	818.84
(61.000)	GREENBRIER COMPANIES INC	D	12/02/15	03/07/17	2,609.73	2,085.31	524.42
(22.000)	GREENBRIER COMPANIES INC	D	12/02/15	03/07/17	941.22	718.87	222.35
(30.000)	GW PHARMACEUTICALS -ADR	D	03/31/15	03/07/17	3,824.43	2,754.00	1,070.43
(4.000)	GW PHARMACEUTICALS -ADR	D	01/12/16	03/07/17	509.92	232.63	277.29
(21.000)	HALLIBURTON CO	D	03/18/15	03/09/17	1,055.72	840.84	214.88
(158.000)	HEWLETT PACKARD ENTERPRISE CO	D	12/30/14	03/09/17	3,555.47	3,446.28	109.19
(730.000)	HMS HOLDINGS CORP	P	09/26/16	03/01/17	13,907.36	16,261.33	(2,353.97)
(159.000)	HOME DEPOT INC	D	02/19/16	03/09/17	23,366.39	19,254.84	4,111.55
(31.000)	HONEYWELL INTERNATIONAL INC	D	09/22/15	03/09/17	3,932.09	2,946.99	985.10
(109.000)	HONEYWELL INTERNATIONAL INC	D	07/22/13	03/09/17	13,825.74	9,006.72	4,819.02
(54.000)	HONEYWELL INTERNATIONAL INC	D	05/13/14	03/09/17	6,849.45	5,076.52	1,772.93
(16.000)	HONEYWELL INTERNATIONAL INC	D	05/15/14	03/09/17	2,029.47	1,454.97	574.50
(200.000)	IDEXX LABORATORIES INC	D	09/19/14	03/09/17	29,391.06	11,949.06	17,442.00
(238.000)	ILLINOIS TOOL WORKS	P	06/17/14	08/16/16	28,222.45	21,002.38	7,220.07
(283.000)	ILLINOIS TOOL WORKS	P	10/30/14	08/16/16	33,558.62	25,292.93	8,265.69
(19.000)	ILLINOIS TOOL WORKS	P	03/05/14	08/17/16	2,249.63	1,567.61	682.02
(184.000)	ILLINOIS TOOL WORKS	P	06/17/14	08/17/16	21,785.88	16,237.14	5,548.74
(310.000)	INC RESEARCH HOLDINGS INC-A	P	09/26/16	05/04/17	12,705.47	13,801.32	(1,095.85)
(917.000)	INTEL CORP	D	02/29/12	03/09/17	32,686.75	25,168.45	7,518.30
(241.000)	INTEL CORP	D	09/22/15	03/09/17	8,590.52	6,887.78	1,702.74
(30.000)	INTERDIGITAL INC	P	09/26/16	12/13/16	2,576.04	2,339.08	236.96
(180.000)	J2 GLOBAL INC	P	12/13/16	06/14/17	15,635.37	14,452.61	1,182.76
(142.000)	JOHNSON & JOHNSON	D	02/19/16	03/09/17	17,686.95	14,834.73	2,852.22
(24.000)	JOHNSON & JOHNSON	D	05/13/14	03/09/17	2,989.34	2,419.68	569.66
(14.000)	JOHNSON & JOHNSON	D	03/10/15	03/09/17	1,743.78	1,399.16	344.62
(13.000)	JOHNSON & JOHNSON	D	05/07/15	03/09/17	1,619.24	1,205.20	414.04
(62.000)	KIMBERLY-CLARK CORP	D	05/25/11	03/09/17	8,204.60	4,002.90	4,201.70
(54.000)	KIMBERLY-CLARK CORP	D	10/10/13	03/09/17	7,145.94	4,922.68	2,223.26
(30.000)	KIMBERLY-CLARK CORP	D	05/13/14	03/09/17	3,969.96	3,183.96	786.00
(44.000)	KIMBERLY-CLARK CORP	D	03/10/15	03/09/17	5,822.61	4,638.48	1,184.13
(220.000)	MANHATTAN ASSOCIATES INC	P	09/26/16	03/01/17	11,123.39	12,654.00	(1,530.61)
(135.000)	MCDONALD'S CORP	D	03/01/16	03/09/17	17,277.89	15,989.14	1,288.75
(334.000)	MERCK & CO INC	D	12/10/14	03/09/17	21,947.17	20,102.39	1,844.78
(1,473.000)	MICROCHIP TECHNOLOGY INC	P	03/05/14	08/09/16	89,151.23	65,613.23	23,538.00
(407.000)	MICROCHIP TECHNOLOGY INC	P	06/17/14	08/09/16	24,633.09	19,411.67	5,221.42
(276.000)	MICROCHIP TECHNOLOGY INC	P	10/30/14	02/10/17	19,435.94	10,655.88	8,780.06
(1,066.000)	MICROCHIP TECHNOLOGY INC	P	03/05/14	02/10/17	75,067.78	46,715.79	28,351.99
(714.000)	MICROSOFT CORP	D	12/18/15	03/09/17	46,400.71	39,140.26	7,260.45

Part IV Capital Gains and Losses on Investment Income

Quantity	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or other basisBasis	(h) Gain or (loss)
(240.000)	NETGEAR INC	P	09/26/16	05/04/17	11,003.39	14,230.20	(3,226.81)
(30.000)	NUVASIVE INC	P	09/26/16	03/01/17	2,257.97	1,999.30	258.67
(61.000)	NVIDIA CORP	D	04/12/16	03/07/17	6,062.88	2,175.57	3,887.31
(500.000)	NXP SEMICONDUCTORS NV	D	09/19/14	03/07/17	52,005.67	36,532.71	15,472.96
(140.000)	ORASURE TECHNOLOGIES INC	P	03/01/17	06/14/17	2,136.10	1,606.49	529.61
(470.000)	PERFORMANCE FOOD GROUP CO	P	09/26/16	12/13/16	11,185.05	11,631.70	(446.65)
(394.000)	PFIZER INC	D	10/19/09	03/07/17	13,414.82	6,900.91	6,513.91
(184.000)	PFIZER INC	D	05/25/11	03/07/17	6,264.79	3,796.73	2,468.06
(46.000)	PFIZER INC	D	11/19/12	03/07/17	1,566.20	1,111.36	454.84
(55.000)	PFIZER INC	D	10/10/13	03/07/17	1,872.63	1,565.83	306.80
(466.000)	PFIZER INC	D	Various	03/07/17	15,866.25	7,413.73	8,452.52
(57.000)	PFIZER INC	D	09/22/15	03/07/17	1,940.72	1,828.55	112.17
(643.000)	PHILIP MORRIS INTERNATIONAL	P	03/07/16	10/04/16	62,457.21	60,120.05	2,337.16
(280.000)	PLEXUS CORP	P	09/26/16	06/14/17	14,717.67	13,093.67	1,624.00
(35.000)	PPL CORP	D	05/13/14	03/09/17	1,261.30	1,080.32	180.98
(558.000)	PPL CORP	D	05/15/14	03/09/17	20,108.74	17,449.83	2,658.91
(168.000)	PPL CORP	D	06/04/15	03/09/17	6,054.24	5,316.65	737.59
(360.000)	PROCTER & GAMBLE CO/THE	P	06/17/14	10/04/16	31,770.56	28,648.80	3,121.76
(367.000)	PROCTER & GAMBLE CO/THE	P	03/05/14	10/04/16	32,388.33	28,640.68	3,747.65
(200.000)	PROCTER & GAMBLE CO/THE	D	07/17/06	03/07/17	18,058.33	11,434.47	6,623.86
(100.000)	PROCTER & GAMBLE CO/THE	D	07/17/06	03/07/17	9,029.16	5,715.56	3,313.60
(709.000)	PROCTER & GAMBLE CO/THE	D	02/19/16	03/07/17	64,016.76	57,978.76	6,038.00
(130.000)	RAYTHEON COMPANY	D	03/01/16	03/09/17	20,046.01	16,191.08	3,854.93
(667.000)	REYNOLDS AMERICAN INC	P	03/07/16	02/15/17	40,208.15	34,570.94	5,637.21
(369.000)	REYNOLDS AMERICAN INC	P	03/07/16	02/16/17	22,297.26	19,125.46	3,171.80
(750.000)	SALESFORCE COM INC	D	06/26/13	03/07/17	62,651.75	29,055.70	33,596.05
(40.000)	SCIENCE APPLICATIONS INTE	P	09/26/16	12/13/16	3,399.46	2,799.67	599.79
(420.000)	SMITH & WESSON HOLDING CORP	P	09/26/16	12/13/16	8,947.35	10,697.06	(1,749.71)
(265.000)	STARBUCKS CORP	D	09/19/14	03/09/17	14,611.06	10,256.03	4,355.03
(90.000)	SUPERNUS PHARMACEUTICALS INC	P	09/26/16	03/01/17	2,352.10	2,333.88	18.22
(90.000)	SUPERNUS PHARMACEUTICALS INC	P	09/26/16	05/04/17	2,932.57	2,333.88	598.69
(70.000)	SUPERNUS PHARMACEUTICALS INC	P	09/26/16	06/14/17	2,689.19	1,815.24	873.95
(70.000)	TAKE-TWO INTERACTIVE SOFTWARE	P	09/26/16	12/13/16	3,558.80	3,238.37	320.43
(30.000)	TAKE-TWO INTERACTIVE SOFTWARE	P	09/26/16	03/01/17	1,764.25	1,387.87	376.38
(30.000)	TAKE-TWO INTERACTIVE SOFTWARE	P	09/26/16	05/04/17	1,924.05	1,387.87	536.18
(30.000)	TAKE-TWO INTERACTIVE SOFTWARE	P	09/26/16	06/14/17	2,252.06	1,387.87	864.19
(39,090.421)	TEMPLETON GLOBAL BOND-ADV	P	Various	07/26/16	444,458.09	500,487.68	(56,029.59)
(63.145.809)	TOUCHSTONE SANDS CAP INC GRW	P	12/18/12	07/28/16	1,281,228.46	1,100,000.00	181,228.46
(28.540)	TOUCHSTONE SANDS CAP INC GRW	P	12/27/12	07/28/16	579.08	483.19	95.89
(15,390.190)	TOUCHSTONE SANDS CAP INC GRW	P	08/02/13	07/28/16	312,266.95	317,345.72	(5,078.77)
(2,112.260)	TOUCHSTONE SANDS CAP INC GRW	P	12/14/15	07/28/16	42,857.76	44,294.09	(1,436.33)
(400.000)	UNDER ARMOUR INC-CLASS A	D	03/08/07	03/07/17	7,817.82	2,398.95	5,418.87
(800.000)	UNDER ARMOUR INC-CLASS A	D	03/08/07	03/07/17	15,635.62	4,798.94	10,836.68
(180.000)	UNDER ARMOUR INC-CLASS A	D	03/08/07	03/07/17	3,518.01	1,079.92	2,438.09
(483.000)	UNDER ARMOUR INC-CLASS A	D	11/19/12	03/07/17	9,440.00	6,356.05	3,083.95
(149.000)	UNDER ARMOUR INC-CLASS A	D	05/13/14	03/07/17	2,912.13	3,722.40	(810.27)
(53.000)	UNDER ARMOUR INC-CLASS A	D	05/15/14	03/07/17	1,035.86	1,236.58	(200.72)

Part IV Capital Gains and Losses on Investment Income

Quantity	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or other basisBasis	(h) Gain or (loss)
(805.661)	UNDER ARMOUR INC-CLASS C-W/I	D	03/08/07	03/07/17	14,490.38	4,588.54	9,901.84
(2.831)	UNDER ARMOUR INC-CLASS C-W/I	D	03/08/07	03/07/17	50.92	16.12	34.80
(805.661)	UNDER ARMOUR INC-CLASS C-W/I	D	03/08/07	03/07/17	14,490.38	4,587.88	9,902.50
(486.418)	UNDER ARMOUR INC-CLASS C-W/I	D	11/19/12	03/07/17	8,748.57	6,076.51	2,672.06
(150.054)	UNDER ARMOUR INC-CLASS C-W/I	D	05/13/14	03/07/17	2,698.83	3,558.70	(859.87)
(53.375)	UNDER ARMOUR INC-CLASS C-W/I	D	05/15/14	03/07/17	959.99	1,182.20	(222.21)
(7,830.000)	VANGUARD TOTAL BOND MARKET ETF	P	08/02/13	11/29/16	634,244.35	632,314.94	1,929.41
(400.000)	VERIZON COMMUNICATIONS INC	D	07/17/06	03/07/17	19,953.61	11,567.52	8,386.09
(100.000)	VERIZON COMMUNICATIONS INC	D	07/17/06	03/07/17	4,988.39	2,891.57	2,096.82
(629.000)	VERIZON COMMUNICATIONS INC	D	12/27/07	03/07/17	31,377.05	26,271.86	5,105.19
(54.000)	VERIZON COMMUNICATIONS INC	D	10/03/08	03/07/17	2,693.74	1,607.67	1,086.07
(156.000)	VERIZON COMMUNICATIONS INC	D	05/25/11	03/07/17	7,781.91	5,678.38	2,103.53
(84.000)	VERIZON COMMUNICATIONS INC	D	11/19/12	03/07/17	4,190.26	3,578.40	611.86
(120.000)	VERIZON COMMUNICATIONS INC	D	10/10/13	03/07/17	5,986.08	5,594.39	391.69
(200.000)	VERIZON COMMUNICATIONS INC	D	05/13/14	03/07/17	9,976.81	9,644.00	332.81
(44.000)	VERIZON COMMUNICATIONS INC	D	03/10/15	03/07/17	2,194.90	2,101.00	93.90
(81.000)	VERIZON COMMUNICATIONS INC	D	09/22/15	03/07/17	4,040.61	3,994.79	45.82
(23.000)	VULCAN MATERIALS CO	D	02/02/16	03/07/17	2,732.88	1,989.27	743.61
(170.000)	WABASH NATIONAL CORP	P	09/26/16	03/01/17	3,706.68	2,437.24	1,269.44
(90.000)	WABASH NATIONAL CORP	P	09/26/16	05/04/17	1,987.78	1,290.30	697.48
(127.000)	WALT DISNEY CO/THE	D	03/20/13	03/09/17	14,099.68	7,213.09	6,886.59
(89.000)	WALT DISNEY CO/THE	D	10/10/13	03/09/17	9,880.88	5,802.80	4,078.08
(13.000)	WALT DISNEY CO/THE	D	05/15/14	03/09/17	1,443.27	1,034.15	409.12
(136.000)	WALT DISNEY CO/THE	D	09/30/14	03/09/17	15,098.87	12,157.03	2,941.84
(403.000)	WELLS FARGO & CO	D	02/19/16	03/09/17	23,499.85	19,359.80	4,140.05
(65.000)	ZIMMER HOLDINGS INC	D	08/02/05	03/09/17	7,647.31	5,337.60	2,309.71
					8,323,623.56	7,364,711.50	958,912.06