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Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

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- 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

7/1/2016

, and ending

6/30/2017

Name of foundation CHARLES AND CAROLYN RUSSELL FAMILY FOUNDATION		A Employer identification number 26-0641114			
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		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			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change					
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 473,469	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		8,153	8,153		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		18,889			
b Gross sales price for all assets on line 6a 157,908					
7 Capital gain net income (from Part IV, line 2)			18,889		
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		27,042	27,042	0	
13 Compensation of officers, directors, trustees, etc.		6,872	5,154		1,718
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		1,826			1,826
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		81	76		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		483			25
24 Total operating and administrative expenses.					
Add lines 13 through 23		9,262	5,230	0	3,569
25 Contributions, gifts, grants paid		10,000			10,000
26 Total expenses and disbursements. Add lines 24 and 25		19,262	5,230	0	13,569
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		7,780			
b Net investment income (if negative, enter -0-)			21,812		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see Instructions.

HTA

Form 990-PF (2016)

21

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	18,249	14,278	14,278
	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)	380,444	392,006	459,191	
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)	398,693	406,284	473,469	
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 ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	398,693	406,284	
	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)	398,693	406,284	
	31	Total liabilities and net assets/fund balances (see instructions)	398,693	406,284	

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	398,693
2	Enter amount from Part I, line 27a	2	7,780
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	13
4	Add lines 1, 2, and 3	4	406,486
5	Decreases not included in line 2 (itemize) ► PY RETURN OF CAPITAL ADJUSTMENT	5	202
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	406,284

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV 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					
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	18,889	
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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes No

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	23,052	441,860	0 052170	2 0 246758
2014	22,029	488,304	0 045113	3 0 049352
2013	9,380	477,786	0 019632	4 452,525
2012	29,013	448,811	0 064644	5 22,333
2011	29,095	446,251	0 065199	6 218
2 Total of line 1, column (d)				7 22,551
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				8 13,569
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5				
5 Multiply line 4 by line 3				
6 Enter 1% of net investment income (1% of Part I, line 27b)				
7 Add lines 5 and 6				
8 Enter qualifying distributions from Part XII, line 4				
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)

1b 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 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

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

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►

11 Enter the amount of line 10 to be **Credited to 2017 estimated tax** ► Refunded ►

1	436	
2	0	
3	436	
4		
5	436	
7	181	
8		
9	255	
10	0	
11	0	

Part VII-A Statements Regarding Activities

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?

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

1c Did the foundation file **Form 1120-POL** for this year?

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

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
MN

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	No
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? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 100 N Main St MAC D4001-117 Winston Salem NC	Telephone no ► 888-730-4933 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)	1a	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	1a(1)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(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)?	1a(5)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(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)	1a(6)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► □	1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	2		
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?	2a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b	If "Yes," list the years ► 20_____, 20_____, 20_____, 20_____	2b		
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_____	2c		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	6,872		
.....
.....
.....
.....
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	441,670
b	Average of monthly cash balances	1b	17,746
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	459,416
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	459,416
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	6,891
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	452,525
6	Minimum investment return. Enter 5% of line 5	6	22,626

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	22,626
2a	Tax on investment income for 2016 from Part VI, line 5	2a	436
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	436
3	Distributable amount before adjustments Subtract line 2c from line 1	3	22,190
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	22,190
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	22,190

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	13,569
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	13,569
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,569

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				22,190
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,398	
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 ► \$ 13,569				
a Applied to 2015, but not more than line 2a			1,398	
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				
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))				12,171
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
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)				10,019
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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

WELLS FARGO PHILANTHROPIC SERVICES 1 W 4TH ST 4TH FL WINSTON SALEM, NC 27101-3818 1-888-234-1999

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

STANDARD ONLINE APPLICATION

c Any submission deadlines:

SEPTEMBER 30TH

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

MUST BE A 501(c)(3)

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)				
<i>a Paid during the year</i> See Attached Statement				
Total				► 3a 10,000
<i>b Approved for future payment</i> 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					
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					
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)					
13 Total Add line 12, columns (b), (d), and (e)	0			27,042	0
	13				27,042

Part XVII. Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

	Yes	No
1a(1)	X	
1a(2)	X	
1b(1)	X	
1b(2)	X	
1b(3)	X	
1b(4)	X	
1b(5)	X	
1b(6)	X	
1c	X	

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 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

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

Sign
Here

correct, and complete Declaration of

9/20/2017

SVP Wells Fargo Bank N A

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

9/20/2017

PTIN

Employed P01251603

> 13-4008324

412-355-6000

Form 99

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.

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

Recipient(s) paid during the year

Name

DULUTH-SUPERIOR SYMPHONY

Street

331 W SUPERIOR ST

City

DULUTH

State

MN

Zip Code

55802

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,870

Name

LEADER DOGS FOR THE BLIND

Street

1039 ROCHESTER RD S

City

ROCHESTER HILLS

State

MI

Zip Code

48307

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,247

Name

LAKE SUPERIOR CHAMBER ORCHESTRA

Street

1151 UNIVERSITY DR

City

DULUTH

State

MN

Zip Code

55812

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

748

Name

LYRIC OPERA OF THE NORTH

Street

522 N 3RD AVE W

City

DULUTH

State

MN

Zip Code

55806

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,247

Name

MATINEE MUSICALE INCORPORATED

Street

506 W MICHIGAN ST

City

DULUTH

State

MN

Zip Code

55802

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,147

Name

MILLER-DWAN FOUNDATION

Street

502 E 2ND ST

City

DULUTH

State

MN

Zip Code

55805

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,247

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

Recipient(s) paid during the year

Name

SACRED HEART JOHN CHEBUL MEMORIAL CENTER ASSOCIATION

Street

201 W 4TH ST

City DULUTH	State MN	Zip Code 55806-2719	Foreign Country
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Relationship NONE	Foundation Status PC	Amount
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,247
--	-----------------

Name

UNIVERSITY OF MINNESOTA FOUNDATION

Street

200 SE OAK ST #500

City MINNEAPOLIS	State MN	Zip Code 55455	Foreign Country
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Relationship NONE	Foundation Status PC	Amount
----------------------	-------------------------	--------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 1,247
--	-----------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status	
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status	
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status	
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status	
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Description	CUSIP #	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		Cost or Other Basis Expenses Depreciation and Adjustments	Net Gain or Loss		
									Capital Gains/Losses Other Sales					
									157,908	0				
Long Term CG Distributions	Amount	8,043									139,019	18,899		
Short Term CG Distributions		0									0	0		
1 AMER CENT SMALL CAP GRW	025083320	X		7/3/2015	1/19/2017	805	834				0	-29		
2 AMER CENT SMALL CAP GRW	025083320	X		7/3/2015	4/21/2017	413	340				0	7		
3 ARTISAN SMALL CAP GRW	0251441402	X		7/3/2015	5/24/2017	7,200	6,912				0	287		
4 ARTISAN INTERNATIONAL FD	0431441402	X		2/18/2010	8/24/2017	6,236	4,217				0	2,018		
5 ARTISAN INTERNATIONAL FD	0431441402	X		2/18/2010	4/21/2017	15,749	10,783				0	5,963		
6 ARTISAN INTERNATIONAL FD	0431441402	X		2/18/2010	4/21/2017	84	57				0	27		
7 ARTISAN INTERNATIONAL FD	0431441402	X		1/19/2017	4/21/2017	1,093	1,036				0	57		
8 ARTISAN MID CAP FUND-INS	043144600	X		7/23/2015	8/24/2016	842	982				0	-145		
9 ARTISAN MID CAP FUND-INS	043144600	X		6/10/2014	8/24/2016	87	101				0	-14		
10 ARTISAN MID CAP FUND-INS	043144600	X		6/10/2014	4/21/2017	379	464				0	-85		
11 BLACKROCK GL/LCS CREDIT	031936732	X		10/27/2015	1/19/2017	325	333				0	-8		
12 INV BALANCE RISK COMM ST	008887508	X		8/26/2016	1/19/2017	4,591	4,584				0	27		
13 CREDIT SUISSE COMM RET	22544R305	X		1/15/2016	1/19/2017	182	150				0	32		
14 DODGE & COX INTL STOCK	256206103	X		12/21/2009	8/24/2016	1,408	1,152				0	258		
15 DODGE & COX INTL STOCK	258206103	X		11/19/2010	8/24/2016	3,384	3,123				0	241		
16 DODGE & COX INTL STOCK	256206103	X		12/28/2010	8/24/2016	1,567	1,450				0	117		
17 DODGE & COX INTL STOCK	256206103	X		11/13/2012	8/24/2016	1,174	1,181				0	-7		
18 DODGE & COX INTL STOCK	256206103	X		5/10/2012	8/24/2016	553	444				0	109		
19 DODGE & COX INTL STOCK	256206103	X		1/15/2018	1/19/2017	550	451				0	99		
20 DODGE & COX INTL STOCK	256206103	X		1/15/2018	4/21/2017	452	355				0	97		
21 CREDIT SUISSE COMM RET	22544R305	X		10/24/2011	8/24/2016	60	106				0	-46		
22 CREDIT SUISSE COMM RET	22544R305	X		2/14/2012	8/24/2016	598	1,027				0	-429		
23 CREDIT SUISSE COMM RET	22544R305	X		5/10/2012	8/24/2016	891	1,429				0	-538		
24 CREDIT SUISSE COMM RET	22544R305	X		2/11/2013	8/24/2016	474	784				0	310		
25 CREDIT SUISSE COMM RET	22544R305	X		7/1/2013	8/24/2016	1,778	2,081				0	-303		
26 CREDIT SUISSE COMM RET	22544R305	X		1/23/2014	8/24/2016	1,243	1,625				0	-583		
27 CREDIT SUISSE COMM RET	22544R305	X		1/23/2014	1/19/2017	1,402	1,693				0	-491		
28 CREDIT SUISSE COMM RET	22544R305	X		1/22/2015	1/19/2017	2,411	2,750				0	-339		
29 CREDIT SUISSE COMM RET	22544R305	X		11/14/2015	1/19/2017	684	671				0	17		
30 DODGE & COX INCOME FD	256210105	X		4/4/2010	8/24/2016	62	590				0	0		
31 DODGE & COX INCOME FD	256210105	X		10/10/2015	8/24/2016	23	22				0	0		
32 DODGE & COX INCOME FD	256210105	X		7/23/2015	8/24/2016	4,402	4,301				0	101		
33 DODGE & COX INCOME FD	256210105	X		7/1/2016	8/24/2016	698	698				0	0		
34 DODGE & COX INCOME FD	256210105	X		10/11/2013	8/24/2016	452	438				0	14		
35 DODGE & COX INCOME FD	256210105	X		2/18/2010	4/21/2017	3,048	2,893				0	155		
36 FID ADV EMER MKTS INC C	315920702	X		8/26/2016	4/21/2017	366	364				0	2		
37 JP MORGAN MID CAP VALUE	339128100	X		7/23/2015	8/24/2016	672	683				0	-11		
38 HARBOR CAPITAL APRCTN	411511504	X		7/23/2015	1/19/2017	1,028	1,166				0	-138		
39 HARBOR CAPITAL APRCTN	411511504	X		8/26/2016	1/19/2017	1,500	1,545				0	-46		
40 HARBOR CAPITAL APRCTN	411511504	X		8/26/2016	4/21/2017	2,638	2,626				0	12		
41 JPMORGAN HIGH YIELD FUN	4812C0803	X		1/23/2014	1/19/2017	309	336				0	-27		
42 JPMORGAN HIGH YIELD FUN	4812C0803	X		12/19/2014	1/19/2017	8,598	8,795				0	197		
43 JPMORGAN HIGH YIELD FUN	4812C0803	X		7/23/2015	1/19/2017	921	932				0	11		
44 JPMORGAN HIGH YIELD FUN	4812C0803	X		8/29/2016	1/19/2017	3,142	3,125				0	17		
45 JPMORGAN HIGH YIELD FUN	4812C0803	X		4/22/2016	1/19/2017	96	92				0	4		
46 MFS VALUE FUND-CLASS #1	552983694	X		7/23/2015	1/19/2017	2,787	2,787				0	51		
47 MFS VALUE FUND-CLASS #1	552983694	X		8/26/2016	1/19/2017	2,485	2,449				0	36		
48 MFS VALUE FUND-CLASS #1	552983694	X		8/18/2014	4/21/2017	562	523				0	39		
49 MET WEST TOTAL RETURN	592905509	X		1/22/2015	8/24/2016	4,169	4,156				0	11		
50 ASG GLOBAL ALTERNATIVES	638727185	X		7/1/2013	8/24/2016	3,579	4,209				0	-630		
51 ASG GLOBAL ALTERNATIVES	638727185	X		7/1/2012	1/19/2017	391	437				0	-48		
52 NEUBERGER BERMAN LONG	641285908	X		8/1/2014	8/24/2016	243	247				0	-4		
53 NEUBERGER BERMAN LONG	641285908	X		8/1/2014	8/24/2016	2,545	2,587				0	-22		
54 NEUBERGER BERMAN LONG	641285908	X		9/1/2014	4/21/2017	407	387				0	20		
55 OPPENHEIMER DEVELOPING	653974504	X		1/23/2014	8/24/2016	12,128	13,121				0	-1,179		
56 OPPENHEIMER DEVELOPING	653974504	X		7/12/2013	8/24/2016	2,337	2,332				0	5		
57 OPPENHEIMER DEVELOPING	653974504	X		8/1/2012	8/24/2016	370	363				0	17		
58 OPPENHEIMER DEVELOPING	653974504	X		8/1/2011	4/21/2017	325	303				0	22		
59 OPPENHEIMER DEVELOPING	653974504	X		8/1/2011	4/21/2017	1,341	1,224				0	157		
60 BOSTON PLNGS HRT RES	747951541	X		7/23/2014	8/24/2016	1,185	1,036				0	147		
61 T ROWE PRICE INST FLOAT	779585402	X		1/23/2014	1/19/2017	1,187	1,213				0	-26		
62 T ROWE PRICE INST FLOAT	779585402	X		4/24/2014	1/19/2017	2,416	2,452				0	-36		
63 T ROWE PRICE INST FLOAT	779585402	X		8/26/2016	1/19/2017	1,513	1,500				0	13		
64 T ROWE PRICE INST FLOAT	779585402	X		4/22/2016	1/19/2017	307	301				0	6		
65 SPDR DJ MLLSHIRE INTERNA	784893583	X		2/18/2010	8/24/2016	1,753	1,384				0	369		
66 SPDR DJ MLLSHIRE INTERNA	784893583	X		2/18/2010	10/3/2016	2,496	2,026				0	460		
67 SPDR DJ MLLSHIRE INTERNA	784893583	X		1/19/2017	4/21/2017	419	400				0	19		
68 STERLING CAPITAL STRATI	85917K546	X		8/18/2014	1/19/2017	656	623				0	35		
69 STERLING CAPITAL STRATI	85917K546	X		8/18/2014	5/24/2017	7,018	6,465				0	553		
70 VANGUARD REIT VIPER	922906553	X		2/18/2010	8/24/2016	5,569	2,417				0	3,152		
71 VANGUARD REIT VIPER	922906553	X		2/18/2010	10/3/2016	6,069	2,724				0	3,345		

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

		1,826	0	0	1,826
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,826			1,826

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

		81	76	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	76	76		
2	ESTIMATED EXCISE PAYMENTS	5			

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

		483	0	0	25
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	25	0		25
2	GRANT ADMINISTRATION FEE	458			

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

		380,444	392,006	459,191
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year
1			0	0
2	DODGE & COX INCOME FD COM 147		0	18,323
3	HARBOR CAPITAL APRCTON-INST 2012		0	32,564
4	MERGER FUND-INST #301		0	9,246
5	ARTISAN MID CAP FUND-INSTL 1333		0	20,220
6	MET WEST TOTAL RETURN BOND CL I 51		0	40,962
7	FID ADV EMER MKTS INC- CL I 607		0	26,376
8	T ROWE PRICE REAL ESTATE FD 122		0	24,734
9	EATON VANCE GLOBAL MACRO - I		0	13,747
10	DODGE & COX INTL STOCK FD 1048		0	8,929
11	AMER CENT SMALL CAP GRWTH INST 33		0	6,316
12	MFS VALUE FUND-CLASS I 893		0	38,892
13	JP MORGAN MID CAP VALUE-I 758		0	13,410
14	STERLING CAPITAL STRATTON SMALL C		0	6,456
15	T ROWE PR OVERSEAS STOCK-I #521		0	16,108
16	ASG GLOBAL ALTERNATIVES-Y 1993		0	9,934
17	VANGUARD REIT VIPER		0	3,240
18	AQR MANAGED FUTURES STR-I		0	15,267
19	VANGUARD INFLAT-PROT SEC'S-ADM 511		0	3,151
20	JPMORGAN HIGH YIELD FUND SS 3580		0	6,177
21	T ROWE PRICE INST FLOAT RATE 170		0	2,594
22	OPPENHEIMER DEVELOPING MKT-I 799		0	24,122
23	BLACKROCK GL L/S CREDIT-INS #1833		0	16,108
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	12,725
25	ROBECO BP LNG/SHRT RES-INS		0	6,457
26	NEUBERGER BERMAN LONG SH-INS #183		0	15,948
				16,699

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	9
2	ROUNDING	2	4
3	Total	3	13

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	202
2	Total	2	202

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

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 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis	Gains Net of Excess FMV Over Adj Basis or Losses	
Long Term CG Distributions	Short Term CG Distributions	Amount	8,043	0	149,865	0	0	139,019	10,846	0	0	0	0	10,846
1 AMER CENT SMALL CAP GRN	025083320	7/3/2015	1/19/2017	805	0	0	0	834	-29	0	0	0	0	-29
2 AMER CENT SMALL CAP GRN	025083320	4/21/2017	4/21/2017	447	0	0	0	440	7	0	0	0	0	7
3 AMER CENT SMALL CAP GRN	025083320	7/3/2015	5/24/2017	7,200	0	0	0	6,913	-287	0	0	0	0	-287
4 ARTISAN INTERNATIONAL FD	04314H402	2/18/2010	8/24/2016	6,235	0	0	0	4,217	2,018	0	0	0	0	2,018
5 ARTISAN INTERNATIONAL FD	04314H402	2/18/2010	4/21/2017	15,746	0	0	0	10,763	4,983	0	0	0	0	4,983
6 ARTISAN INTERNATIONAL FD	04314H402	2/18/2010	4/21/2017	84	0	0	0	84	-27	0	0	0	0	-27
7 ARTISAN INTERNATIONAL FD	04314H402	1/19/2017	4/21/2017	1,093	0	0	0	1,036	57	0	0	0	0	57
8 ARTISAN MID CAP FUND-INS	04314H400	7/3/2015	8/24/2016	842	0	0	0	987	-145	0	0	0	0	-145
9 ARTISAN MID CAP FUND-INS	04314H400	9/10/2014	8/24/2016	87	0	0	0	101	-14	0	0	0	0	-14
10 ARTISAN MID CAP FUND-INS	04314H400	6/10/2014	4/21/2017	379	0	0	0	464	-85	0	0	0	0	-85
11 BLACKROCK GL US CREDIT	089196732	10/27/2015	1/19/2017	325	0	0	0	313	-8	0	0	0	0	-8
12 INV BALANCE RISK COMM S	008889508	8/25/2015	1/19/2017	4,591	0	0	0	4,564	27	0	0	0	0	27
13 CREDIT SUISSE COMM RET	22544R305	1/15/2016	1/19/2017	182	0	0	0	150	32	0	0	0	0	32
14 DODGE & COX INTL STOCK	256206103	12/21/2009	8/24/2016	1,408	0	0	0	1,152	256	0	0	0	0	256
15 DODGE & COX INTL STOCK	256206103	11/19/2010	8/24/2016	3,384	0	0	0	3,123	241	0	0	0	0	241
16 DODGE & COX INTL STOCK	256206103	12/28/2010	8/24/2016	1,567	0	0	0	1,450	117	0	0	0	0	117
17 DODGE & COX INTL STOCK	256206103	11/13/2015	8/24/2016	1,174	0	0	0	1,181	7	0	0	0	0	7
18 DODGE & COX INTL STOCK	256206103	5/10/2012	8/24/2016	553	0	0	0	444	109	0	0	0	0	109
19 DODGE & COX INTL STOCK	256206103	11/15/2014	8/24/2016	550	0	0	0	451	99	0	0	0	0	99
20 DODGE & COX INTL STOCK	256206103	1/15/2016	4/21/2017	452	0	0	0	355	97	0	0	0	0	97
21 CREDIT SUISSE COMM RET	22544R305	10/24/2011	8/24/2016	60	0	0	0	106	-46	0	0	0	0	-46
22 CREDIT SUISSE COMM RET	22544R305	2/14/2012	8/24/2016	598	0	0	0	1,027	-429	0	0	0	0	-429
23 CREDIT SUISSE COMM RET	22544R305	5/10/2012	8/24/2016	891	0	0	0	1,429	-538	0	0	0	0	-538
24 CREDIT SUISSE COMM RET	22544R305	2/11/2013	8/24/2016	474	0	0	0	784	-310	0	0	0	0	310
25 CREDIT SUISSE COMM RET	22544R305	7/1/2013	8/24/2016	1,778	0	0	0	2,681	-883	0	0	0	0	883
26 CREDIT SUISSE COMM RET	22544R305	1/2/2014	8/24/2016	1,243	0	0	0	1,826	-583	0	0	0	0	-583
27 CREDIT SUISSE COMM RET	22544R305	1/2/2014	1/19/2017	1,202	0	0	0	1,693	-491	0	0	0	0	-491
28 CREDIT SUISSE COMM RET	22544R305	1/2/2015	1/19/2017	2,411	0	0	0	2,750	-339	0	0	0	0	-339
29 CREDIT SUISSE COMM RET	22544R305	11/13/2015	1/19/2017	884	0	0	0	817	67	0	0	0	0	67
30 DODGE & COX INCOME FD C	256210105	4/24/2014	8/24/2016	606	0	0	0	599	7	0	0	0	0	7
31 DODGE & COX INCOME FD C	256210105	6/1/2015	8/24/2016	22	0	0	0	22	0	0	0	0	0	0
32 DODGE & COX INCOME FD C	256210105	7/23/2015	8/24/2016	4,402	0	0	0	4,301	101	0	0	0	0	101
33 DODGE & COX INCOME FD C	256210105	7/1/2015	8/24/2016	598	0	0	0	688	-10	0	0	0	0	-10
34 DODGE & COX INCOME FD C	256210105	10/11/2013	8/24/2016	452	0	0	0	438	14	0	0	0	0	14
35 DODGE & COX INCOME FD C	256210105	2/18/2010	4/21/2017	3,048	0	0	0	2,893	155	0	0	0	0	155
36 FID ADV EMER MKTS INC CL	315820702	8/26/2010	4/21/2017	366	0	0	0	364	2	0	0	0	0	2
37 JP MORGAN MID CAP VALUE	339128100	7/23/2015	8/24/2016	672	0	0	0	683	-11	0	0	0	0	-11
38 HARBOR CAPITAL APRCTN	411511504	7/23/2015	1/19/2017	1,028	0	0	0	1,106	-138	0	0	0	0	-138
39 HARBOR CAPITAL APRCTN	411511504	8/26/2018	1/19/2017	1,500	0	0	0	1,546	-46	0	0	0	0	-46
40 HARBOR CAPITAL APRCTN	411511504	8/28/2018	4/21/2017	2,638	0	0	0	2,626	12	0	0	0	0	12
41 JPMORGAN HIGH YIELD FUN	4812C0803	1/3/2014	1/19/2017	309	0	0	0	336	-27	0	0	0	0	-27
42 JPMORGAN HIGH YIELD FUN	4812C0803	12/19/2014	1/19/2017	8,598	0	0	0	8,795	-197	0	0	0	0	-197
43 JPMORGAN HIGH YIELD FUN	4812C0803	7/23/2015	1/19/2017	921	0	0	0	932	-11	0	0	0	0	-11
44 JPMORGAN HIGH YIELD FUN	4812C0803	8/26/2016	1/19/2017	3,142	0	0	0	3,125	17	0	0	0	0	17
45 JPMORGAN HIGH YIELD FUN	4812C0803	4/2/2018	1/19/2017	96	0	0	0	92	4	0	0	0	0	4
46 MFS VALUE FUND-CLASS I #	552983694	7/23/2015	1/19/2017	2,787	0	0	0	2,716	51	0	0	0	0	51
47 MFS VALUE FUND-CLASS I #	552983694	8/26/2016	1/19/2017	2,485	0	0	0	2,449	36	0	0	0	0	36
48 MFS VALUE FUND-CLASS I #	552983694	8/1/2014	4/21/2017	502	0	0	0	521	-39	0	0	0	0	-39
49 MET-VEST TOTAL RETURN	59206509	1/2/2015	8/24/2016	4,169	0	0	0	4,158	11	0	0	0	0	11
50 AGG GLOBAL ALTERNATIVES	638277885	7/1/2013	8/24/2016	3,576	0	0	0	4,206	-630	0	0	0	0	-630
51 AGG GLOBAL ALTERNATIVES	638277885	7/1/2013	1/19/2017	391	0	0	0	437	-46	0	0	0	0	-46
52 NEUBERGER BERMAN LONG	641288608	6/1/2014	8/24/2016	243	0	0	0	247	-4	0	0	0	0	4
53 NEUBERGER BERMAN LONG	641288608	8/1/2014	8/24/2016	2,945	0	0	0	2,567	-228	0	0	0	0	-228
54 NEUBERGER BERMAN LONG	641288608	8/1/2014	4/21/2017	407	0	0	0	387	20	0	0	0	0	20
55 OPPENHEIMER DEVELOPING	683974604	1/2/2014	8/24/2016	12,128	0	0	0	13,307	-1,179	0	0	0	0	-1,179
56 OPPENHEIMER DEVELOPING	683974604	7/23/2013	8/24/2016	3,200	0	0	0	2,382	82	0	0	0	0	82
57 OPPENHEIMER DEVELOPING	683974604	8/1/2012	8/24/2016	870	0	0	0	853	17	0	0	0	0	17
58 OPPENHEIMER DEVELOPING	683974604	8/1/2012	4/21/2017	325	0	0	0	303	32	0	0	0	0	32
59 OPPENHEIMER DEVELOPING	683974604	8/1/2011	4/21/2017	1,381	0	0	0	1,224	157	0	0	0	0	157
60 BOSTON PLUGS/SHRT RES-IR	74925K561	7/1/2013	8/24/2016	1,485	0	0	0	1,058	147	0	0	0	0	147
61 T ROWE PRICE INST FLOAT	779588402	1/23/2014	1/19/2017	1,187	0	0	0	1,213	-26	0	0	0	0	-26
62 T ROWE PRICE INST FLOAT	779588402	4/24/2014	1/19/2017	2,418	0	0	0	2,452	36	0	0	0	0	36
63 T ROWE PRICE INST FLOAT	779588402	8/26/2015	1/19/2017	1,513	0	0	0	1,500	13	0	0	0	0	13
64 T ROWE PRICE INST FLOAT	779588402	4/22/2016	1/19/2017	307	0	0	0	301	6	0	0	0	0	6
65 SPDR DJ WILSHIRE INTERN	78463X863	2/16/2010	8/24/2016	1,753	0	0	0	1,384	369	0	0	0	0	369
66 SPDR DJ WILSHIRE INTERN	78463X863	2/16/2010	10/3/2016	2,486	0	0	0	2,026	460	0	0	0	0	460
67 SPDR DJ WILSHIRE INTERN	78463X863	1/19/2017	4/21/2017	419	0	0	0	400	19	0	0	0	0	19
68 STERLING CAPITAL STRAT	859177546	8/18/2014	7/19/2017	656	0	0	0	623	35	0	0	0	0	35
69 STERLING CAPITAL STRAT	859177546	8/18/2014	5/24/2017	7,018	0	0	0	6,465	553	0	0	0	0	553

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

Amount											
Long Term CG Distributions	8,043	Short Term CG Distributions	0	149,885	0	0	139,019	10,846	0	0	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	FMV as of 12/31/09	Adjusted Basis as of 12/31/09
70 VANGUARD REIT VIPER	822908553	2/16/2010	8/24/2016	5,569	0	0	0	2,417	3,152	0	0
71 VANGUARD REIT VIPER	822908553	2/16/2010	10/3/2016	6,069	0	0	0	2,724	3,345	0	0

3,152
3,345

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

1	Wells Fargo Bank N A, Trust Tax C	X	100 N Main St MAC D4001 117	Winston Salem	NC	27101			TRUSTEE SEE ATTAC	6,672	0	0

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

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return		1 176
2 First quarter estimated tax payment	11/9/2016	2 5
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		7 181

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	1,398
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	1,398