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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

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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 checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____
C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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)
Revenue	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		18,889		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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.

Form 990-PF (2016)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments		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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>						
	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?

☐ 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	23,052	441,860	0.052170
2014	22,029	488,304	0.045113
2013	9,380	477,786	0.019632
2012	29,013	448,811	0.064644
2011	29,095	446,251	0.065199

2 Total of line 1, column (d)	2	0.246758
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049352
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	452,525
5 Multiply line 4 by line 3	5	22,333
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	218
7 Add lines 5 and 6	7	22,551
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	8	13,569

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		436
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3		436
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		436
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a		181
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		181
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		255
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	No
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 Telephone no ▶ 888-730-4933 Located at ▶ 100 N Main St MAC D4001-117 Winston Salem NC ZIP+4 ▶ 27101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶		1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ▶ 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)		3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b	X

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

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

5b	N/A	
6b		X
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				12,171
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				10,019
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part 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 See Attached Statement				
Total			▶ 3a	10,000
b Approved for future payment NONE				
Total			▶ 3b	0

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

		Amount						Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss	
Long Term CG Distributions		8,043						Capital Gains/Losses		157,908		139,019		18,889	
Short Term CG Distributions		0						Other sales		0		0		0	
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
1 AMER CENT SMALL CAP GRV	025083320	X				7/23/2015	1/19/2017	805	834				0	-29	
2 AMER CENT SMALL CAP GRV	025083320	X				7/23/2015	4/21/2017	447	440				0	7	
3 AMER CENT SMALL CAP GRV	025083320	X				7/23/2015	5/24/2017	7,200	6,913				0	287	
4 ARTISAN INTERNATIONAL FUND	04314H402	X				2/18/2010	8/24/2016	6,235	4,217				0	2,018	
5 ARTISAN INTERNATIONAL FUND	04314H402	X				2/18/2010	4/21/2017	15,746	10,783				0	4,963	
6 ARTISAN INTERNATIONAL FUND	04314H402	X				2/18/2010	4/21/2017	84	57				0	27	
7 ARTISAN INTERNATIONAL FUND	04314H402	X				1/19/2017	4/21/2017	1,093	1,036				0	57	
8 ARTISAN MID CAP FUND-INS	04314H600	X				7/23/2015	8/24/2016	842	887				0	-145	
9 ARTISAN MID CAP FUND-INS	04314H600	X				6/10/2014	8/24/2016	87	101				0	-14	
10 ARTISAN MID CAP FUND-INS	04314H600	X				6/10/2014	4/21/2017	379	464				0	-85	
11 BLACKROCK GL US CREDIT	091936732	X				10/27/2015	1/19/2017	325	333				0	-8	
12 INV BALANCE RISK COMM ST	00888Y508	X				8/28/2016	1/19/2017	4,591	4,584				0	7	
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	256	
15 DODGE & COX INTL STOCK	256206103	X				11/19/2010	8/24/2016	3,384	3,123				0	261	
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				11/13/2015	8/24/2016	1,174	1,181				0	-7	
18 DODGE & COX INTL STOCK	256206103	X				5/10/2012	8/24/2016	563	444				0	109	
19 DODGE & COX INTL STOCK	256206103	X				1/15/2016	1/19/2017	550	451				0	99	
20 DODGE & COX INTL STOCK	256206103	X				1/15/2016	4/21/2017	452	355				0	97	
21 CREDIT SUISSE COMM RET	22544R305	X				10/24/2011	8/24/2016	80	106				0	-26	
22 CREDIT SUISSE COMM RET	22544R305	X				2/14/2012	8/24/2016	588	1,027				0	-439	
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				7/12/2013	8/24/2016	1,778	2,661				0	-883	
26 CREDIT SUISSE COMM RET	22544R305	X				1/23/2014	8/24/2016	1,243	1,826				0	-583	
27 CREDIT SUISSE COMM RET	22544R305	X				1/23/2014	1/19/2017	1,202	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				11/13/2015	1/19/2017	884	817				0	67	
30 DODGE & COX INCOME FUND	256210105	X				4/24/2014	8/24/2016	906	899				0	7	
31 DODGE & COX INCOME FUND	256210105	X				8/10/2015	8/24/2016	22	22				0	0	
32 DODGE & COX INCOME FUND	256210105	X				7/23/2015	8/24/2016	4,402	4,301				0	101	
33 DODGE & COX INCOME FUND	256210105	X				7/11/2015	8/24/2016	998	998				0	0	
34 DODGE & COX INCOME FUND	256210105	X				10/11/2013	8/24/2016	452	438				0	14	
35 DODGE & COX INCOME FUND	256210105	X				2/19/2010	4/21/2017	3,048	2,893				0	155	
36 FID ADV EMER MKTS INC. CL	315020702	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 APFCTION	411511504	X				7/23/2015	1/19/2017	1,026	1,186				0	-160	
39 HARBOR CAPITAL APFCTION	411511504	X				8/28/2016	1/19/2017	1,500	1,546				0	-46	
40 HARBOR CAPITAL APFCTION	411511504	X				8/28/2015	4/21/2017	2,638	2,626				0	12	
41 JPMORGAN HIGH YIELD FUND	4812C0803	X				1/23/2014	1/19/2017	309	336				0	-27	
42 JPMORGAN HIGH YIELD FUND	4812C0803	X				12/19/2014	1/19/2017	8,598	8,295				0	303	
43 JPMORGAN HIGH YIELD FUND	4812C0803	X				7/23/2015	1/19/2017	921	932				0	-11	
44 JPMORGAN HIGH YIELD FUND	4812C0803	X				8/28/2016	1/19/2017	3,142	3,125				0	17	
45 JPMORGAN HIGH YIELD FUND	4812C0803	X				4/22/2016	1/19/2017	96	82				0	14	
46 MFS VALUE FUND-CLASS I	552963694	X				7/23/2015	1/19/2017	2,797	2,716				0	81	
47 MFS VALUE FUND-CLASS I	552963694	X				8/28/2016	1/19/2017	2,485	2,449				0	36	
48 MFS VALUE FUND-CLASS I	552963694	X				8/18/2014	4/21/2017	582	523				0	59	
49 MET WEST TOTAL RETURN	592905509	X				1/22/2015	8/24/2016	4,169	4,158				0	11	
50 ASG GLOBAL ALTERNATIVES	838721885	X				7/12/2013	8/24/2016	3,576	4,209				0	-633	
51 ASG GLOBAL ALTERNATIVES	838721885	X				7/12/2013	1/19/2017	391	437				0	-46	
52 NEUBERGER BERMAN LONG	84128R908	X				8/10/2015	8/24/2016	243	247				0	-4	
53 NEUBERGER BERMAN LONG	84128R908	X				8/18/2014	8/24/2016	2,545	2,587				0	-42	
54 NEUBERGER BERMAN LONG	84128R908	X				8/18/2014	4/21/2017	407	387				0	20	
55 OPPENHEIMER DEVELOPING	683974604	X				1/23/2014	8/24/2016	12,128	13,307				0	-1,179	
56 OPPENHEIMER DEVELOPING	683974604	X				7/12/2013	8/24/2016	2,300	2,362				0	-62	
57 OPPENHEIMER DEVELOPING	683974604	X				8/10/2012	8/24/2016	870	853				0	17	
58 OPPENHEIMER DEVELOPING	683974604	X				8/10/2012	4/21/2017	335	303				0	32	
59 OPPENHEIMER DEVELOPING	683974604	X				8/12/2011	4/21/2017	1,361	1,224				0	137	
60 BOSTON P LONG/SHRT RES-IT	74925K581	X				7/12/2013	8/24/2016	1,185	1,038				0	147	
61 T ROWE PRICE INST FLOAT	77958B402	X				1/23/2014	1/19/2017	1,187	1,213				0	-26	
62 T ROWE PRICE INST FLOAT	77958B402	X				4/24/2014	1/19/2017	2,416	2,452				0	-36	
63 T ROWE PRICE INST FLOAT	77958B402	X				8/28/2016	1/19/2017	1,513	1,500				0	13	
64 T ROWE PRICE INST FLOAT	77958B402	X				4/22/2016	1/19/2017	307	301				0	6	
65 SPDR DJ VILSHIRE INTERNA	78483X583	X				2/18/2010	8/24/2016	1,753	1,384				0	369	
66 SPDR DJ VILSHIRE INTERNA	78483X583	X				2/18/2010	10/3/2018	2,496	2,028				0	468	
67 SPDR DJ VILSHIRE INTERNA	78483X583	X				1/19/2017	4/21/2017	419	400				0	19	
68 STERLING CAPITAL STRATT	85917K548	X				8/18/2014	1/19/2017	658	623				0	35	
69 STERLING CAPITAL STRATT	85917K548	X				8/18/2014	5/24/2017	7,018	6,485				0	533	
70 VANGUARD REIT VIPER	972906933	X				2/18/2010	8/24/2016	9,599	2,417				0	3,152	
71 VANGUARD REIT VIPER	972906933	X				2/18/2010	10/3/2018	9,999	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
			Book Value	Book Value	FMV
			Beq. of Year	End of Year	End of Year
1	Asset Description	Basis of Valuation			
2	DODGE & COX INCOME FD COM 147		0	18,323	18,653
3	HARBOR CAPITAL APRCTION-INST 2012		0	32,564	54,029
4	MERGER FUND-INST #301		0	9,246	9,432
5	ARTISAN MID CAP FUND-INSTL 1333		0	20,220	22,380
6	MET WEST TOTAL RETURN BOND CL I 51		0	40,962	40,385
7	FID ADV EMER MKTS INC- CL I 607		0	26,376	27,572
8	T ROWE PRICE REAL ESTATE FD 122		0	24,734	24,907
9	EATON VANCE GLOBAL MACRO - I		0	13,747	13,731
10	DODGE & COX INTL STOCK FD 1048		0	8,929	17,213
11	AMER CENT SMALL CAP GRWTH INST 33		0	6,316	7,273
12	MFS VALUE FUND-CLASS I 893		0	38,892	53,288
13	JP MORGAN MID CAP VALUE-I 758		0	13,410	21,308
14	STERLING CAPITAL STRATTON SMALL C		0	6,456	7,115
15	T ROWE PR OVERSEAS STOCK-I #521		0	16,108	16,765
16	ASG GLOBAL ALTERNATIVES-Y 1993		0	9,934	9,418
17	VANGUARD REIT VIPER		0	3,240	6,742
18	AQR MANAGED FUTURES STR-I		0	15,267	13,358
19	VANGUARD INFLAT-PROT SECS-ADM 511		0	3,151	3,092
20	JPMORGAN HIGH YIELD FUND SS 3580		0	6,177	6,482
21	T ROWE PRICE INST FLOAT RATE 170		0	2,594	2,625
22	OPPENHEIMER DEVELOPING MKT-I 799		0	24,122	29,650
23	BLACKROCK GL L/S CREDIT-INS #1833		0	16,108	16,194
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	12,725	13,792
25	ROBECO BP LNG/SHRT RES-INS		0	6,457	7,088
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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	149,865		0	0	139,019	10,846	0	0	0	10,846
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 12/31/99	Adjusted Basis as of 12/31/99	Excess of FMV Over Adjusted Basis	Gain/Loss Excess FMV Over Adj. Basis or Losses
1	AMER CENT SMALL CAP GRV	025083320			7/23/2015	1/19/2017	805		0	834	-29	0	0	0	29
2	AMER CENT SMALL CAP GRV	025083320			7/23/2015	4/21/2017	447		0	440	7	0	0	0	7
3	AMER CENT SMALL CAP GRV	025083320			7/23/2015	5/24/2017	7,200		0	6,913	287	0	0	0	287
4	ARTISAN INTERNATIONAL FC	04314H402			2/18/2010	8/24/2016	6,235		0	4,217	2,018	0	0	0	2,018
5	ARTISAN INTERNATIONAL FC	04314H402			2/18/2010	4/21/2017	15,746		0	10,763	4,983	0	0	0	4,983
6	ARTISAN INTERNATIONAL FC	04314H402			2/18/2010	4/21/2017	84		0	57	27	0	0	0	27
7	ARTISAN INTERNATIONAL FC	04314H402			1/18/2017	4/21/2017	1,093		0	1,036	57	0	0	0	57
8	ARTISAN MID CAP FUND INS	04314H600			7/23/2015	8/24/2016	842		0	987	-145	0	0	0	-145
9	ARTISAN MID CAP FUND INS	04314H600			6/10/2014	8/24/2016	87		0	101	14	0	0	0	14
10	ARTISAN MID CAP FUND INS	04314H600			6/10/2014	4/21/2017	379		0	464	-85	0	0	0	-85
11	BLACKROCK GL US CREDIT	091936732			10/27/2015	1/19/2017	325		0	333	-8	0	0	0	8
12	INV BALANCE RISK COMM S	00888Y508			8/26/2016	1/19/2017	4,591		0	4,564	27	0	0	0	27
13	CREDIT SUISSE COMM RET	22544R305			1/15/2016	1/19/2017	182		0	150	32	0	0	0	32
14	DODGE & COX INTL STOCK	256206103			12/21/2009	8/24/2016	1,408		0	1,152	256	0	0	0	256
15	DODGE & COX INTL STOCK	256206103			1/19/2010	8/24/2016	3,354		0	3,123	241	0	0	0	241
16	DODGE & COX INTL STOCK	256206103			1/28/2010	8/24/2016	1,507		0	1,450	117	0	0	0	117
17	DODGE & COX INTL STOCK	256206103			1/11/2015	8/24/2016	1,174		0	1,181	-7	0	0	0	7
18	DODGE & COX INTL STOCK	256206103			5/10/2012	8/24/2016	553		0	444	109	0	0	0	109
19	DODGE & COX INTL STOCK	256206103			1/15/2016	1/19/2017	550		0	451	99	0	0	0	99
20	DODGE & COX INTL STOCK	256206103			1/15/2016	4/21/2017	452		0	355	97	0	0	0	97
21	CREDIT SUISSE COMM RET	22544R305			10/24/2011	8/24/2016	60		0	106	-46	0	0	0	-46
22	CREDIT SUISSE COMM RET	22544R305			2/14/2012	8/24/2016	598		0	1,027	-429	0	0	0	-429
23	CREDIT SUISSE COMM RET	22544R305			5/10/2012	8/24/2016	891		0	1,429	-538	0	0	0	-538
24	CREDIT SUISSE COMM RET	22544R305			2/11/2013	8/24/2016	474		0	784	-310	0	0	0	-310
25	CREDIT SUISSE COMM RET	22544R305			7/12/2013	8/24/2016	1,778		0	2,681	-883	0	0	0	-883
26	CREDIT SUISSE COMM RET	22544R305			1/23/2014	8/24/2016	1,243		0	1,826	-583	0	0	0	-583
27	CREDIT SUISSE COMM RET	22544R305			1/23/2014	1/19/2017	1,202		0	1,693	-491	0	0	0	-491
28	CREDIT SUISSE COMM RET	22544R305			1/22/2015	1/19/2017	2,411		0	2,750	-339	0	0	0	-339
29	CREDIT SUISSE COMM RET	22544R305			1/13/2015	1/19/2017	884		0	817	67	0	0	0	67
30	DODGE & COX INCOME FD C	256210105			4/24/2014	8/24/2016	606		0	599	7	0	0	0	7
31	DODGE & COX INCOME FD C	256210105			6/10/2015	8/24/2016	22		0	22	0	0	0	0	0
32	DODGE & COX INCOME FD C	256210105			7/23/2015	8/24/2016	4,402		0	4,301	101	0	0	0	101
33	DODGE & COX INCOME FD C	256210105			7/11/2015	8/24/2016	596		0	588	10	0	0	0	10
34	DODGE & COX INCOME FD C	256210105			10/11/2013	8/24/2016	452		0	438	14	0	0	0	14
35	DODGE & COX INCOME FD C	256210105			2/18/2010	4/21/2017	3,048		0	2,893	155	0	0	0	155
36	FID ADV EMER MKTS INC CL	315920702			8/26/2016	4/21/2017	366		0	364	2	0	0	0	2
37	JP MORGAN MID CAP VALUE	339128100			7/23/2015	8/24/2016	672		0	683	-11	0	0	0	11
38	HARBOR CAPITAL APRCION	411511504			7/23/2015	1/19/2017	1,028		0	1,186	-138	0	0	0	-138
39	HARBOR CAPITAL APRCION	411511504			8/26/2016	1/19/2017	1,500		0	1,546	-46	0	0	0	-46
40	HARBOR CAPITAL APRCION	411511504			8/26/2015	4/21/2017	2,636		0	2,626	12	0	0	0	12
41	JP MORGAN HIGH YIELD FUN	4812C0803			1/23/2014	1/19/2017	309		0	336	-27	0	0	0	-27
42	JP MORGAN HIGH YIELD FUN	4812C0803			12/18/2014	1/19/2017	5,598		0	6,795	-1197	0	0	0	-1197
43	JP MORGAN HIGH YIELD FUN	4812C0803			7/23/2015	1/19/2017	521		0	932	-11	0	0	0	-11
44	JP MORGAN HIGH YIELD FUN	4812C0803			8/26/2016	1/19/2017	3,142		0	3,125	17	0	0	0	17
45	JP MORGAN HIGH YIELD FUN	4812C0803			4/22/2016	1/19/2017	96		0	92	4	0	0	0	4
46	MFS VALUE FUND-CLASS I #	552983694			7/23/2015	1/19/2017	2,787		0	2,716	51	0	0	0	51
47	MFS VALUE FUND-CLASS I #	552983694			8/26/2016	1/19/2017	2,485		0	2,449	36	0	0	0	36
48	MFS VALUE FUND-CLASS I #	552983694			6/18/2014	4/21/2017	502		0	523	-39	0	0	0	-39
49	MET WEST TOTAL RETURN F	592905509			1/22/2015	8/24/2016	4,169		0	4,158	11	0	0	0	11
50	ASG GLOBAL ALTERNATIVES	638727885			7/12/2013	8/24/2016	3,579		0	4,208	-630	0	0	0	-630
51	ASG GLOBAL ALTERNATIVES	638727885			7/12/2013	1/19/2017	391		0	437	-46	0	0	0	-46
52	NEUBERGER BERMAN LONG	64128R608			6/10/2014	8/24/2016	243		0	247	-4	0	0	0	-4
53	NEUBERGER BERMAN LONG	64128R608			6/18/2014	8/24/2016	2,545		0	2,567	-22	0	0	0	-22
54	NEUBERGER BERMAN LONG	64128R608			6/19/2014	4/21/2017	407		0	387	20	0	0	0	20
55	OPPENHEIMER DEVELOPING	683974604			1/23/2014	8/24/2016	12,128		0	13,307	-1,179	0	0	0	-1,179
56	OPPENHEIMER DEVELOPING	683974604			7/12/2013	8/24/2016	2,300		0	2,382	-82	0	0	0	-82
57	OPPENHEIMER DEVELOPING	683974604			8/10/2012	8/24/2016	870		0	853	17	0	0	0	17
58	OPPENHEIMER DEVELOPING	683974604			8/10/2012	4/21/2017	335		0	303	32	0	0	0	32
59	OPPENHEIMER DEVELOPING	683974604			8/12/2011	4/21/2017	1,381		0	1,224	157	0	0	0	157
60	BOSTON P LINGSHIRT RES IN	74925K581			7/12/2013	8/24/2016	1,185		0	1,038	147	0	0	0	147
61	T ROWE PRICE INST FLOAT	77958B402			1/23/2014	1/19/2017	1,187		0	1,213	-26	0	0	0	-26
62	T ROWE PRICE INST FLOAT	77958B402			4/24/2014	1/19/2017	2,416		0	2,452	-36	0	0	0	-36
63	T ROWE PRICE INST FLOAT	77958B402			8/26/2016	1/19/2017	1,513		0	1,500	13	0	0	0	13
64	T ROWE PRICE INST FLOAT	77958B402			4/22/2016	1/19/2017	307		0	301	6	0	0	0	6
65	SPDR DJ WILSHIRE INTERNA	78463X863			2/18/2010	8/24/2016	1,753		0	1,384	369	0	0	0	369
66	SPDR DJ WILSHIRE INTERNA	78463X863			2/18/2010	10/3/2016	2,486		0	2,026	460	0	0	0	460
67	SPDR DJ WILSHIRE INTERNA	78463X863			1/19/2017	4/21/2017	419		0	400	19	0	0	0	19
68	STERLING CAPITAL STRATT	85817K546			6/18/2014	1/19/2017	658		0	623	35	0	0	0	35
69	STERLING CAPITAL STRATT	85817K546			6/18/2014	5/24/2017	7,018		0	6,485	553	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	0	139,019	10,846	0	0	0	10,846
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
70 VANGUARD REIT VIPER	922908553		2/16/2010	8/24/2018	5,569		0	2,417	3,152	0	0	0	3,152
71 VANGUARD REIT VIPER	922908553		2/16/2010	10/3/2018	6,069		0	2,724	3,345	0	0	0	3,345

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

											6,872	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	
1	Wells Fargo Bank N A. Trust Tax D	X	100 N Main St MAC D4001 117	Winston Salem	NC	27101		TRUSTEE	SEE ATTAC	6 872			

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

	Date		Amount
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