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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2016

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2016 or tax year beginning

07/01, 2016, and ending

06/30, 2017

Name of foundation
IR TUW III HERSCHEL JENKINS

A Employer identification number
58-6346914

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 1802

B Telephone number (see instructions)
888-866-3275

City or town, state or province, country, and ZIP or foreign postal code
PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here

G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

H Check type of organization. Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 17,479,912**
J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	305,364.	302,059.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,207,303.			
b	Gross sales price for all assets on line 6a	10,661,343			
7	Capital gain net income (from Part IV, line 2)		1,207,303.		
8	Net short-term capital gain				
9	Income modifications				
10	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)		1,083.		
12	Total. Add lines 1 through 11	1,512,667.	1,510,445.		STMT 2
13	Compensation of officers, directors, trustees, etc.	120,682.	72,409.		48,273.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	2,603.	1,562.		
c	Other professional fees (attach schedule) STMT 4	22,056.	22,056.		1,041.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	31,474.	9,974.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	4,811.	8,207.		
24	Total operating and administrative expenses. Add lines 13 through 23	181,626.	114,208.		
25	Contributions, gifts, grants paid	756,717.			49,314.
26	Total expenses and disbursements. Add lines 24 and 25	938,343.	114,208.		756,717.
27	Subtract line 26 from line 12				806,031.
a	Excess of revenue over expenses and disbursements	574,324.			
b	Net investment income (if negative, enter -0-)		1,396,237.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	293,605.	663,759.	663,759.
	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 ▶ NONE			
	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) STMT 7	14,993,490.	15,146,018.	16,816,153.	
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)	15,287,095.	15,809,777.	17,479,912.	
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 ▶ FUNDS ERRONEOUSLY DEPOSITED)				
23	Total liabilities (add lines 17 through 22)		NONE		
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	15,287,095.	15,809,777.	
	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)	15,287,095.	15,809,777.		
31	Total liabilities and net assets/fund balances (see instructions)	15,287,095.	15,809,777.		

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 15,287,095.
2	Enter amount from Part I, line 27a	2 574,324.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3 102,846.
4	Add lines 1, 2, and 3	4 15,964,265.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5 154,488.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 15,809,777.

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)
1 a PUBLICLY TRADED SECURITIES						
b OTHER GAINS AND LOSSES						
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 9,547,761.		8,413,816.	1,133,945.			
b 1,113,484.		1,038,078.	75,406.			
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(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	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a			1,133,945.			
b			75,406.			
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	1,207,303.		
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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		3			

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	886,319.	16,446,363.	0.053891
2014	896,314.	17,734,034.	0.050542
2013	1,083,643.	17,797,553.	0.060887
2012	708,041.	16,760,150.	0.042246
2011	674,451.	16,258,408.	0.041483

2 Total of line 1, column (d)	2	0.249049
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	0.049810
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	16,745,266.
5 Multiply line 4 by line 3.	5	834,082.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	13,962.
7 Add lines 5 and 6.	7	848,044.
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	806,031.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 1,715.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes 'Yes' and 'No' columns. Activities include political influence, unrelated business income, and state registration.

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 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 Yes No 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 US TRUST FIDUCIARY TAX SERVICES Telephone no (888) 866-3275 Located at P.O. BOX 1802, PROVIDENCE, RI ZIP+4 02903
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 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)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b Yes No 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 Yes No X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes No X
If "Yes," list the years
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 Yes No X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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 Yes No X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes No 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 Yes No 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)

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

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
BANK OF AMERICA, NA. 3455 PEACHTREE RD, ATLANTA, GA 30326	TRUSTEE 1	120,682.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 **NONE**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
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	

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	16,452,995.
b	Average of monthly cash balances	1b	547,275.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	17,000,270.
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	NONE
3	Subtract line 2 from line 1d	3	17,000,270.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	255,004.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,745,266.
6	Minimum investment return. Enter 5% of line 5	6	837,263.

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	837,263.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	27,925.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27,925.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	809,338.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	809,338.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	809,338.

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	806,031.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	806,031.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	806,031.

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				809,338.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			61,179.	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>806,031.</u>				
a Applied to 2015, but not more than line 2a			61,179.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.				744,852.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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.				64,486.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			

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

NOT APPLICABLE

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)

Table with 5 columns: (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions, 2d Amounts included in line 2c, 2e Qualifying distributions made directly for active conduct, 3 Complete 3a, b, or c for the alternative test, 3a Assets alternative test, 3b Endowment alternative test, 3c Support alternative test.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
UNITED WAY OF COASTAL EMPIRE PO BOX 2946 SAVANNAH GA 31402-2946	N/A	PC	UNRESTRICTED GENERAL SUPPORT	755,217.
JENKINS HIGH SCHOOL ATTN: WILLIAM BRANNEN 1800 E, DE RENNE AVE. SAVANNAH GA 31406-2148	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,000.
V B JENKINS MEM BOYS CLUB PO BOX 14271 SAVANNAH GA 31416-1271	N/A	PC	UNRESTRICTED GENERAL SUPPORT	500.
Total				3a 756,717.
b Approved for future payment				
Total				3b

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,970.	3,970.
FOREIGN DIVIDENDS	54,860.	54,860.
NONDIVIDEND DISTRIBUTIONS	7,057.	
DOMESTIC DIVIDENDS	93,520.	93,520.
OTHER INTEREST	47,807.	47,807.
FOREIGN INTEREST	1,668.	1,668.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	18,601.	18,601.
NON-TAXABLE FOREIGN INCOME	-3,752.	
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	1,596.	1,596.
NONQUALIFIED FOREIGN DIVIDENDS	14,800.	14,800.
NONQUALIFIED DOMESTIC DIVIDENDS	63,189.	63,189.
ACCRUED MARKET DISCOUNT	2,048.	2,048.
TOTAL	305,364.	302,059.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		1,083.
	-----	-----
TOTALS	=====	=====
		1,083.
		=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	2,603.	1,562.		1,041.
TOTALS	2,603.	1,562.	NONE	1,041.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	22,056.	22,056.
TOTALS	22,056.	22,056.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	9,365.	9,365.
EXCISE TAX ESTIMATES	21,500.	
FOREIGN TAXES ON QUALIFIED	434.	434.
FOREIGN TAXES ON NONQUALIFIED	175.	175.
TOTALS	31,474.	9,974.

IR TOW III HERSCHEL JENKINS

58-6346914

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE- PRIN	1,256.	1,256.
OTHER ALLOCABLE EXPENSE-INCOME	1,256.	1,256.
OTHER INVESTMENT FEE	4.	4.
DIVIDEND INVESTMENT EXPENSE -	2,295.	2,295.
PARTNERSHIP EXPENSES		3,396.
TOTALS	4,811.	8,207.

IR TUW III HERSCHEL JENKINS

58-6346914

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	14,993,490.	15,146,018.	16,816,153.
TOTALS		14,993,490.	15,146,018.	16,816,153.

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	663758 530	663,758 53	663,758.53
001228105	AG MTG INVT TR INC	192 000	3,256 01	3,513 60
001744101	AMN HEALTHCARE SVCS INC	164.000	5,751 83	6,404 20
00206R102	AT&T INC	205 000	8,408 29	7,734.65
00206RDA7	AT&T INC	17000 000	18,191 60	18,381 25
00206RDQ2	AT&T INC	35000 000	35,683.90	36,188 25
002824100	ABBOTT LABS	262 000	8,254 48	12,735 82
00287Y109	ABBVIE INC	132.000	8,085 41	9,571.32
00404A109	ACADIA HEALTHCARE CO INC	760.000	38,993 15	37,528 80
004225108	ACADIA PHARMACEUTICALS INC	108 000	2,753.96	3,012 12
004449104	ACHAOGEN INC	204 000	5,252 23	4,432 92
004498101	ACI WORLDWIDE INC	534 000	11,098 88	11,945.58
00508X203	ACTUANT CORP	266.000	6,882 26	6,543 60
00724F101	ADOBE SYS INC	371 000	29,155.25	52,474 24
00738A106	ADTRAN INC	238 000	4,648.96	4,914 70
008252108	AFFILIATED MANAGERS GROUP	67 000	10,635.82	11,112.62
00847X104	AGIOS PHARMACEUTICALS INC	40.000	2,768 32	2,058.00
009158106	AIR PRODS & CHEMS INC	145 000	21,169 47	20,743 70
009728106	AKORN INC	286 000	7,010 24	9,592.44
012653101	ALBEMARLE CORP	96.000	10,207.57	10,131.84
014339105	ALDER BIOPHARMACEUTICALS INC	114 000	3,769.53	1,305.30
014491104	ALEXANDER & BALDWIN INC NEW	88 000	3,424 86	3,641 44
015351109	ALEXION PHARMACEUTICALS INC	212 000	34,399.49	25,794 04
018581108	ALLIANCE DATA SYS CORP	85 000	21,065.41	21,818 65
01988P108	ALLSCRIPTS-MISYS HEALTHCARE	434 000	5,136 93	5,537 84
02005N100	ALLY FINL INC	1247 000	24,639 64	26,062.30
02079K107	ALPHABET INC	100 000	35,432.54	90,873 00
02209S103	ALTRIA GROUP INC	218 000	6,765 63	16,234.46
023135106	AMAZON COM INC	68 000	5,476 40	65,824 00
025537101	AMERICAN ELEC PWR INC	70 000	2,159.74	4,862 90
02553E106	AMERICAN EAGLE OUTFITTERS NEW	182.000	2,655 84	2,193.10
0258M0EB1	AMERICAN EXPRESS CR CORP	18000.000	18,051 53	17,972 10
03027X100	AMERICAN TOWER CORP	526 000	38,637.65	69,600.32
035242AN6	ANHEUSER-BUSCH INBEV FIN INC	16000 000	16,071 51	18,058.24

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
03761U106	APOLLO INVT CORP	785 000	5,354 03	5,016 15
03762U105	APOLLO COML REAL ESTATE FIN INC	381 000	6,650.49	7,067.55
037833100	APPLE INC	148.000	10,862 09	21,314.96
037833CG3	APPLE INC	35000 000	35,140.70	35,530.95
03820C105	APPLIED INDL TECHNOLOGIES INC	44 000	2,237 20	2,598.20
039483102	ARCHER DANIELS MIDLAND CO	162 000	5,675 73	6,703.56
04010E109	ARGAN INC COM	102.000	5,999 04	6,120.00
04238R106	ARMSTRONG FLOORING INC	42.000	645 37	754.74
04247X102	ARMSTRONG WORLD INDS INC	149.000	6,308 87	6,854 00
04316A108	ARTISAN PARTNERS ASSET MGMT INC	352 000	9,725 00	10,806.40
044186104	ASHLAND GLOBAL HLDGS INC	262 000	26,554.49	17,268 42
04621X108	ASSURANT INC	110.000	10,780.07	11,405 90
046353AB4	ASTRAZENECA PLC	27000 000	27,867 54	27,227 61
053015103	AUTOMATIC DATA PROCESSING INC	99 000	4,756 31	10,143.54
054937107	BB&T CORP	120 000	4,661 56	5,449 20
05969A105	BANCORP INC	332 000	2,079.12	2,516.56
073685109	BEACON ROOFING SUPPLY INC	132 000	6,216 60	6,468.00
084670BR8	BERKSHIRE HATHAWAY INC DEL	8000 000	8,314.70	8,106.00
09061G101	BIOMARIN PHARMACEUTICAL INC	260 000	15,880.01	23,613.20
090672106	BIOTELEMETRY INC	164 000	4,675 20	5,485 80
09227Q100	BLACKBAUD INC	115.000	8,367.54	9,861.25
09247X101	BLACKROCK INC	23.000	4,314 94	9,715.43
094235108	BLOOMIN BRANDS INC	194 000	3,397 01	4,118 62
097023105	BOEING CO	24 000	4,237 59	4,746 00
109641100	BRINKER INTL INC	214 000	9,019.35	8,153 40
109696104	BRINKS CO	105.000	4,292 38	7,035 00
110122108	BRISTOL MYERS SQUIBB CO	54 000	3,596 96	3,008 88
11133B409	BROADSOFT INC	173.000	6,694.58	7,447.65
11133T103	BROADRIDGE FINL SOLUTIONS INC	248 000	16,523 94	18,738 88
11373M107	BROOKLINE BANCORP INC	173 000	2,479 82	2,525 80
117043109	BRUNSWICK CORP	214 000	9,025 87	13,424 22
122017106	BURLINGTON STORES INC	143 000	10,560 36	13,154.57
12514G108	CDW CORP	157 000	7,559 42	9,817.21
125509109	CIGNA CORP	73.000	10,678.48	12,219.47

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
125581801	CIT GROUP INC	250.000	9,219.35	12,175.00
12572Q105	CME GROUP INC	95.000	5,122.39	11,897.80
125896100	CMS ENERGY CORP	114.000	2,610.58	5,272.50
12621E103	CNO FINL GROUP INC	504.000	9,595.97	10,523.52
12650T104	CSRA INC	255.000	7,506.77	8,096.25
126650100	CVS HEALTH CORP	589.000	45,092.55	47,390.94
126650CJ7	CVS CAREMARK CORP	22000.000	22,051.68	22,398.20
12685J105	CABLE ONE INC	32.000	19,780.82	22,748.80
127055101	CABOT CORP	139.000	6,928.60	7,426.77
132011107	CAMBREX CORP	236.000	10,513.01	14,101.00
14174T107	CARETRUST REIT INC	582.000	9,541.88	10,790.28
147528103	CASEYS GEN STORES INC	69.000	7,824.74	7,390.59
150870103	CELANESE CORP DEL	139.000	11,215.42	13,196.66
151020104	CELGENE CORP	487.000	29,940.56	63,246.69
159864107	CHARLES RIV LABORATORIES INTL	98.000	7,679.84	9,912.70
16208T102	CHATHAM LODGING TR	290.000	5,776.00	5,826.10
16359R103	CHEMED CORP	45.000	6,145.11	9,203.85
166764100	CHEVRON CORP	86.000	8,711.73	8,972.38
16938C106	CHINA BIOLOGIC PRODS INC	40.000	3,249.83	4,524.00
172755100	CIRRUS LOGIC CORP	146.000	6,612.89	9,157.12
17275R102	CISCO SYS INC	409.000	8,961.07	12,801.70
17275RAE2	CISCO SYS INC	17000.000	18,250.87	17,885.87
172967424	CITIGROUP INC	376.000	18,393.65	25,146.88
172967JP7	CITIGROUP INC	18000.000	17,647.92	18,005.40
17878Y108	CIVEO CORP	488.000	2,010.57	1,024.80
184496107	CLEAN HBRS INC	192.000	10,059.44	10,719.36
19625W104	COLONY NORTHSTAR INC	1126.000	15,044.71	15,865.34
19625X102	COLONY STARWOOD HOMES	102.000	3,120.49	3,499.62
198516106	COLUMBIA SPORTSWEAR CO	170.000	8,870.18	9,870.20
20030N101	COMCAST CORP	1010.000	21,511.83	39,309.20
20030NAU5	COMCAST CORP	18000.000	18,654.96	18,310.14
201723103	COMMERCIAL METALS CO	384.000	6,657.49	7,461.12
20605P101	CONCHO RES INC	162.000	22,696.33	19,687.86
212485106	CONVERGYS CORP	635.000	12,747.12	15,100.30

IR TUW III HERSCHEL JENKINS

58-6346914

Balance Sheet

06/30/2017

Bank of America



Cusip	Asset	Units	Basis	Market Value
216648402	COOPER COS INC	59 000	10,193.96	14,125.78
217204106	COPART INC	221.000	5,599.36	7,025.59
21870Q105	CORESITE RLTY CORP	88 000	7,699.25	9,110.64
22160K105	COSTCO WHSL CORP NEW	233 000	22,784.41	37,263.69
222070203	COTY INC	399 000	9,097.02	7,485.24
22282E102	COVANTA HLDG CORP	623.000	9,439.89	8,223.60
22822V101	CROWN CASTLE INTL CORP	37 000	3,170.00	3,706.66
229899109	CULLEN / FROST BANKERS INC	147 000	8,865.94	13,804.77
231021106	CUMMINS INC	34 000	5,447.67	5,515.48
23331A109	D R HORTON INC	457 000	12,552.95	15,798.49
23334L102	DSW INC	309.000	6,076.06	5,469.30
23355L106	DXC TECHNOLOGY CO	211 000	12,164.50	16,187.92
235825205	DANA INC	659 000	12,913.25	14,715.47
235851102	DANAHER CORP DEL	136.000	5,399.02	11,477.04
238337109	DAVE & BUSTERS ENTMT INC	152.000	8,319.56	10,109.52
24422ERR2	DEERE JOHN CAP CORP	22000 000	22,207.62	22,212.74
25278X109	DIAMONDBACK ENERGY INC	107.000	9,537.92	9,502.67
253868103	DIGITAL RLTY TR INC	40 000	3,849.72	4,518.00
25468PCW4	DISNEY WALT CO NEW	18000 000	17,626.97	18,039.24
25659T107	DOLBY LABORATORIES INC	124.000	5,463.28	6,071.04
256677105	DOLLAR GEN CORP	179 000	12,286.11	12,904.11
25746U109	DOMINION ENERGY INC	39 000	1,955.07	2,988.57
25754A201	DOMINOS PIZZA INC	63.000	9,630.94	13,326.39
258278100	DORMAN PRODS INC	116.000	9,305.92	9,601.32
260003108	DOVER CORP	219 000	15,268.77	17,568.18
260543103	DOW CHEM CO	114.000	5,488.74	7,189.98
26138E109	DR PEPPER SNAPPLE INC	147.000	13,698.35	13,393.17
264411505	DUKE RLTY CORP	87 000	2,396.69	2,431.65
26441C204	DUKE ENERGY CORP	81 000	6,785.20	6,770.79
267475101	DYCOM INDS INC	90 000	8,621.84	8,056.80
26875P101	EOG RES INC	135 000	11,503.32	12,220.20
26884L109	EQT CORP	562 000	35,812.15	32,927.58
26969P108	EAGLE MATERIALS INC	60.000	4,882.57	5,545.20
27579R104	EAST WEST BANCORP INC	238 000	10,228.93	13,942.04

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
277432100	EASTMAN CHEM CO	172 000	13,675 72	14,446 28
28176E108	EDWARDS LIFESCIENCES CORP	118 000	9,936 82	13,952 32
283677854	EL PASO.ELEC CO	155 000	6,872 85	8,013 50
29084Q100	EMCOR GROUP INC	204 000	12,714.06	13,337 52
29099J109	EMERGING MARKETS STOCK	16240 451	676,629.37	867,439 84
29272W109	ENERGIZER HLDGS INC	93 000	4,373 03	4,465.86
29379VAP8	ENTERPRISE PRODS OPER LLC	16000 000	17,376.51	17,365 28
29414B104	EPAM SYS INC	146 000	11,123 34	12,277 14
294268107	EPLUS INC	84 000	6,252 07	6,224 40
294429105	EQUIFAX INC	113 000	14,953 70	15,528 46
29444U700	EQUINIX INC	105 000	18,349 83	45,061 80
297178105	ESSEX PPTY TR INC	13 000	3,031 82	3,344.51
298736109	EURONET WORLDWIDE INC	362.000	25,454 63	31,627.94
29977A105	EVERCORE PARTNERS INC	162 000	12,369 68	11,421 00
30040W108	EVERSOURCE ENERGY	77 000	3,779 87	4,674 67
302081104	EXLSERVICE HLDGS INC	141 000	6,718 29	7,836 78
30231G102	EXXON MOBIL CORP	249 000	15,999 27	20,101 77
30303M102	FACEBOOK INC	503 000	37,304 49	75,942.94
311900104	FASTENAL CO	863 000	41,028 30	37,566 39
3128MAEP0	FEDERAL HOME LN MTG CORP	14775 310	16,049 66	15,829 38
3128MJTQ3	FEDERAL HOME LN MTG CORP	18351 254	19,277 42	19,328 09
3128MJW71	FEDERAL HOME LN MTG CORP	40663.008	43,579 12	42,798.22
3128MJXF2	FEDERAL HOME LN MTG CORP	8072 622	8,644 01	8,496.51
3128MJY61	FEDERAL HOME LN MTG CORP	44531 822	44,559 65	44,464 58
3128MJYP9	FEDERAL HOME LN MTG CORP	11514 332	12,095 46	12,118 95
3128MJZ45	FEDERAL HOME LN MTG CORP	3966 991	4,186 73	4,175 30
31292SCA6	FEDERAL HOME LN MTG CORP	1957 567	2,119 98	2,096 69
3132M6EW6	FEDERAL HOME LN MTG CORP	2645.919	2,850.98	2,836 90
3132M9TT1	FEDERAL HOME LN MTG CORP	7566 604	8,054 88	7,963 93
31335AWA2	FEDERAL HOME LN MTG CORP	14425 213	15,867 74	15,471.62
3137EADP1	FEDERAL HOME LN MTG CORP	36000 000	35,610 82	35,906 76
3138EPTE4	FEDERAL NATL MTG ASSN	5615.634	6,194 74	6,182 70
3138EQZT2	FEDERAL NATL MTG ASSN	12873.422	14,382 05	14,078 25
3138ERDM9	FEDERAL NATL MTG ASSN	16032 387	17,204.76	17,196.82

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
3138ETJ56	FEDERAL NATL MTG ASSN	13181 637	14,460.67	14,252 12
3138LYML8	FEDERAL NATL MTG ASSN	7190.530	7,426.49	7,221 02
3138NYQR9	FEDERAL NATL MTG ASSN	14009 770	14,680 70	14,446 73
3138WAHH3	FEDERAL NATL MTG ASSN	10327 458	11,064 90	11,081 36
3138WCQG1	FEDERAL NATL MTG ASSN	19007 986	20,374.21	19,990.89
3138WGG65	FEDERAL NATL MTG ASSN	21045.947	22,216 61	21,628 92
3138WTUT1	FEDERAL NATL MTG ASSN	2971.909	2,930.11	2,984.48
3138Y3M57	FEDERAL NATL MTG ASSN	1574 758	1,708 12	1,689 62
3138YHRS1	FEDERAL NATL MTG ASSN	671 961	680 79	672 18
3138YPVA7	FEDERAL NATL MTG ASSN	1495 080	1,559 08	1,536 49
31410LNY4	FEDERAL NATL MTG ASSN	17842 890	19,504 52	19,478.90
31418AX60	FEDERAL NATL MTG ASSN	1191 657	1,219 59	1,226 49
31418B6G6	FEDERAL NATL MTG ASSN	1874 576	1,860.82	1,873 38
31418BU79	FEDERAL NATL MTG ASSN	31216 272	33,401 41	32,830 46
31418CAF1	FEDERAL NATL MTG ASSN	9436 574	9,786 71	9,430.53
31418CGR9	FEDERAL NATL MTG ASSN	26203.531	27,513 71	27,558 51
31418CHF4	FEDERAL NATL MTG ASSN	16731 603	17,134 21	17,195 07
31418CHG2	FEDERAL NATL MTG ASSN	2946 026	3,115 88	3,098.36
31418CJD7	FEDERAL NATL MTG ASSN	1978 097	2,041 62	2,032 89
31620M106	FIDELITY NATL INFORMATION SVCS	163 000	7,146 83	13,920 20
31620R303	FNF GROUP	486 000	15,778 40	21,787 38
316773100	FIFTH THIRD BANCORP	490 000	10,626 24	12,720.40
31678A103	FIFTH ST FIN CORP	608 000	3,457 50	2,954 88
317485100	FINANCIAL ENGINES INC	167 000	5,871.35	6,112 20
320517105	FIRST HORIZON NATL CORP	1064 000	18,251 14	18,534 88
33616C100	FIRST REP BK SAN FRANCISCO	118 000	10,067.05	11,811.80
337738108	FISERV INC	188 000	18,037 22	22,999.92
345370CR9	FORD MTR CO DEL	18000.000	17,879.04	18,529 92
34959J108	FORTIVE CORP	200.000	11,023 88	12,670 00
34964C106	FORTUNE BRANDS HOME & SEC INC	173.000	8,553 49	11,286 52
35471R106	FRANKLIN STR PPTYS CORP	693 000	7,777.96	7,678 44
36191G107	GNC HLDGS INC	301.000	4,004.59	2,537.43
366651107	GARTNER GROUP INC NEW	111 000	9,959.63	13,709 61
369550108	GENERAL DYNAMICS CORP	76 000	11,267 22	15,055 60

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
36962G3P7	GENERAL ELEC CAP CORP	14000 000	15,931.18	18,117 82
370334104	GENERAL MLS INC	129.000	6,584 52	7,146 60
371532102	GENESCO INC	74.000	2,632 43	2,508 60
372460105	GENUINE PARTS CO	42 000	3,788.52	3,895 92
37253A103	GENTHERM INC	174.000	5,862 82	6,751 20
377316104	GLATFELTER	261 000	5,206 97	5,099 94
37940X102	GLOBAL PMTS INC	82.000	5,265.04	7,406 24
379577208	GLOBUS MED INC CL A	163 000	3,992 87	5,403 45
38141G104	GOLDMAN SACHS GROUP INC	97 000	11,154 54	21,524 30
38143U8H7	GOLDMAN SACHS GROUP INC	26000 000	26,646 24	26,474.50
384109104	GRACO INC	99 000	8,059.12	10,818 72
38526M106	GRAND CANYON ED INC	132 000	9,315.17	10,350.12
391164100	GREAT PLAINS ENERGY INC	839.000	22,068 01	24,565 92
400110102	GRUBHUB INC	174 000	7,851 45	7,586.40
401617105	GUESS INC	307 000	3,910 83	3,923.46
40418F108	HFF INC	143.000	4,263.92	4,972 11
405024100	HAEMONETICS CORP	194 000	7,335 00	7,661 06
413160102	HARMONIC INC	495 000	2,993 27	2,598.75
415864107	HARSCO CORP	185 000	1,897 65	2,978.50
418056107	HASBRO INC	127 000	8,971 75	14,161 77
419879101	HAWAIIAN HLDGS INC	253.000	12,303 61	11,878.35
437076102	HOME DEPOT INC	130 000	8,103.12	19,942 00
437076BL5	HOME DEPOT INC	18000 000	18,099 91	17,949 42
438516106	HONEYWELL INTL INC	244 000	14,265 12	32,522 76
43940T109	HOPE BANCORP INC	702.000	13,073.59	13,092.30
445658107	HUNT J B TRANS SVCS INC	75 000	5,903 57	6,853 50
449172105	HYSTER-YALE MATLS HANDLING INC	48 000	2,617 41	3,372 00
44930G107	ICU MED INC	46 000	7,495 41	7,935 00
45168D104	IDEXX LABS INC	39 000	2,610.69	6,295.38
452308109	ILLINOIS TOOL WKS INC	50 000	4,154 52	7,162 50
452327109	ILLUMINA INC	163 000	24,545.92	28,283 76
45784P101	INSULET CORP	110 000	3,600 54	5,644.10
458140100	INTEL CORP	208 000	4,211 06	7,017 92
460690100	INTERPUBLIC GROUP COS INC	147.000	3,392.22	3,616.20

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
46145F105	INVESTMENT TECHNOLOGY GRP NEW	227.000	4,330.46	4,821.48
46146L101	INVESTORS BANCORP INC NEW	1864.000	24,236.65	24,903.04
464287499	ISHARES RUSSELL MID-CAP ETF	4762.000	917,899.31	914,827.82
464287655	ISHARES RUSSELL 2000 ETF	3716.000	422,483.04	523,658.72
46625H100	J P MORGAN CHASE & CO	663.000	24,824.43	60,598.20
46625HJT8	JPMORGAN CHASE & CO	34000.000	34,795.18	35,634.04
478160104	JOHNSON & JOHNSON	388.000	25,345.22	51,328.52
482539103	KLX INC	342.000	14,205.85	17,100.00
482564101	KMG CHEMICALS INC	72.000	2,882.31	3,504.24
489170100	KENNAMETAL INC	106.000	3,155.55	3,966.52
493267108	KEYCORP NEW	469.000	7,657.89	8,789.06
49338L103	KEYSIGHT TECHNOLOGIES INC	371.000	13,427.15	14,443.03
494368103	KIMBERLY CLARK CORP	48.000	3,877.46	6,197.28
50060P106	KOPPERS HLDGS INC	117.000	4,501.59	4,229.55
501889208	LKQ CORP	241.000	6,496.39	7,940.95
50189K103	LCI INDS	125.000	12,909.92	12,800.00
512807108	LAM RESEARCH CORP	61.000	4,789.91	8,627.23
536797103	LITHIA MTRS INC	97.000	8,405.04	9,140.31
539830109	LOCKHEED MARTIN CORP	52.000	9,874.71	14,435.72
539830BF5	LOCKHEED MARTIN CORP	18000.000	17,998.92	18,247.14
546347105	LOUISIANA PAC CORP	391.000	9,420.71	9,427.01
550021109	LULULEMON ATHLETICA INC	229.000	14,314.56	13,664.43
55261F104	M & T BK CORP	56.000	7,639.58	9,069.20
55306N104	MKS INSTRUMENT INC	117.000	9,446.00	7,874.10
55345K103	MRC GLOBAL INC	324.000	5,145.76	5,352.48
553777103	MTS SYS CORP	121.000	6,846.37	6,267.80
57060D108	MARKETAXESS HLDGS INC	29.000	4,992.57	5,831.90
57164Y107	MARRIOTT VACATIONS WORLDWIDE	49.000	3,420.35	5,769.75
571748102	MARSH & MCLENNAN COS INC	159.000	5,449.72	12,395.64
576323109	MASTEC INC	179.000	7,956.06	8,081.85
57636Q104	MASTERCARD INC	235.000	25,122.19	28,540.75
576485205	MATADOR RES CO	258.000	6,187.80	5,513.46
57686G105	MATSON INC	236.000	7,109.59	7,089.44
577933104	MAXIMUS INC	157.000	8,371.30	9,832.91

IR TUW III HERSCHEL JENKINS
 58-6346914
 Balance Sheet
 06/30/2017



Cusip	Asset	Units	Basis	Market Value
579780206	MCCORMICK & CO INC	129.000	10,713.76	12,578.79
580135101	MCDONALDS CORP	57 000	4,860.39	8,730.12
58155Q103	MCKESSON CORP	67 000	12,343.15	11,024.18
58471A105	MEDIDATA SOLUTIONS INC	165 000	8,688.94	12,903.00
58502B106	MEDNAX INC	348 000	23,686.28	21,008.76
58933Y105	MERCK & CO INC	281 000	12,120.00	18,009.29
589889104	MERIT MED SYS INC	221.000	7,583.07	8,431.15
59156R108	METLIFE INC	274 000	8,574.06	15,053.56
594918104	MICROSOFT CORP	475 000	12,858.25	32,741.75
594918BD5	MICROSOFT CORP	27000 000	26,855.28	26,834.49
595017104	MICROCHIP TECHNOLOGY INC	142 000	10,924.05	10,959.56
596278101	MIDDLEBY CORP	101.000	11,153.30	12,272.51
600544100	MILLER HERMAN INC	119 000	3,487.46	3,617.60
60877T100	MOMENTA PHARMACEUTICALS INC	350 000	4,510.16	5,915.00
609839105	MONOLITHIC PWR SYS INC	113 000	8,299.80	10,893.20
61174X109	MONSTER BEVERAGE CORP	625.000	27,606.71	31,050.00
61761JVL0	MORGAN STANLEY	18000 000	18,032.68	18,472.68
626717102	MURPHY OIL CORP	905 000	26,705.31	23,195.15
631103108	NASDAQ INC	123 000	4,571.95	8,793.27
636220303	NATIONAL GEN HLDGS CORP	143 000	3,191.69	3,017.30
638517102	NATIONAL WESTERN LIFE GROUP INC	10.000	3,134.84	3,196.20
639050103	NATUS MEDICAL INC COM	203 000	6,850.31	7,571.90
641069406	NESTLE S A	197 000	10,263.24	17,166.58
65339F101	NEXTERA ENERGY INC	45 000	3,065.39	6,305.85
665859104	NORTHERN TR CORP	79.000	5,798.49	7,679.59
666807102	NORTHROP GRUMMAN CORP	68 000	10,360.23	17,456.28
670704105	NUVASIVE INC	66 000	4,719.27	5,076.72
674599105	OCCIDENTAL PETE CORP DEL	102 000	3,453.06	6,106.74
681116109	OLLIES BARGAIN OUTLET HLDGS INC	282 000	8,040.89	12,013.20
68389XBC8	ORACLE CORP	18000 000	17,274.96	18,088.02
688239201	OSHKOSH TRUCK CORP	183.000	12,077.36	12,605.04
690768403	OWENS ILL INC	704.000	15,417.05	16,839.68
69318G106	PBF ENERGY INC	299 000	6,769.96	6,655.74
69331C108	PG&E CORP	80.000	4,590.95	5,309.60

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
693390700	PIMCO TOTAL RETURN FUND	175597.247	1,834,213.56	1,796,359.84
693390841	PIMCO HIGH YIELD FD	37845.753	349,870.40	340,611.78
693390882	PIMCO FOREIGN BD US\$HD INSTL	32567.050	340,000.00	342,605.37
693475105	PNC FINL SVCS GROUP INC	235.000	17,317.50	29,344.45
693506107	PPG INDS INC	186.000	19,410.32	20,452.56
695156109	PACKAGING CORP AMER	184.000	13,354.81	20,495.76
701094104	PARKER HANNIFIN CORP	32.000	2,523.20	5,114.24
703481101	PATTERSON-UTI ENERGY INC	58.000	1,215.36	1,171.02
70450Y103	PAYPAL HOLDINGS INC	729.000	27,637.50	39,125.43
70509V100	PEBBLEBROOK HOTEL TR	221.000	5,918.56	7,125.04
70959W103	PENSKE AUTOMOTIVE GROUP INC	184.000	9,211.05	8,079.44
713448108	PEPSICO INC	220.000	22,893.40	25,407.80
717081103	PFIZER INC	980.000	17,720.38	32,918.20
71714F104	PHARMERICA CORP	66.000	1,568.13	1,732.50
718172109	PHILIP MORRIS INTL INC	452.000	37,843.50	53,087.40
723484101	PINNACLE WEST CAP CORP	260.000	17,687.20	22,141.60
73179P106	POLYONE CORP	142.000	4,692.33	5,501.08
73278L105	POOL CORP	117.000	13,162.46	13,755.69
737630103	POTLATCH CORP	73.000	2,787.32	3,336.10
739276103	POWER INTEGRATIONS INC	129.000	7,600.63	9,404.10
73935S105	POWERSHARES DB COMMODITY	24819.000	557,871.81	358,634.55
74144T108	PRICE T ROWE GROUP INC	68.000	4,330.24	5,046.28
741503403	PRICELINE GROUP INC	29.000	5,702.68	54,245.08
74164M108	PRIMERICA INC	104.000	8,381.39	7,878.00
742718109	PROCTER & GAMBLE CO	94.000	6,243.01	8,192.10
74460D109	PUBLIC STORAGE INC	43.000	6,527.40	8,966.79
74758T303	QUALYS INC	145.000	4,823.71	5,916.00
750469207	RADIUS HEALTH INC	48.000	2,456.21	2,171.04
754907103	RAYONIER INC	399.000	10,749.29	11,479.23
75606N109	REALPAGE INC	183.000	6,325.49	6,578.85
760759100	REPUBLIC SVCS INC	295.000	15,154.96	18,800.35
773903109	ROCKWELL AUTOMATION INC	62.000	8,066.00	10,041.52
783332109	RUTHS HOSPITALITY GROUP INC	243.000	4,407.36	5,285.25
78377T107	RYMAN HOSPITALITY PPTYS INC	79.000	4,561.17	5,056.79

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
78409V104	S&P GLOBAL INC	73 000	9,525 79	10,657.27
79466L302	SALESFORCE COM INC	755 000	12,108 80	65,383 00
79546E104	SALLY BEAUTY HLDGS INC	410 000	9,056 38	8,302.50
806407102	SCHEIN HENRY INC	37 000	6,809.86	6,771.74
806857108	SCHLUMBERGER LTD	234.000	18,036.62	15,406 56
808513105	SCHWAB CHARLES CORP NEW	878.000	11,575 32	37,718 88
808625107	SCIENCE APPLICATIONS INTL CORP	120 000	8,850 86	8,330 40
816850101	SEMTECH CORP	281 000	9,789 44	10,045.75
816851109	SEMPRA ENERGY	35 000	2,296.35	3,946 25
81762P102	SERVICENOW INC	544.000	32,790 16	57,664 00
822582AW2	SHELL INTL FIN B V	18000 000	18,018 53	18,049.86
82481LAB5	SHIRE ACQUISITIONS INVTS IRELAND	18000 000	18,039 28	17,790 12
828730200	SIMMONS 1ST NATL CORP	41 000	2,117.41	2,168.90
830566105	SKECHERS U S A INC	209 000	4,825 23	6,165 50
831865209	SMITH A O	282.000	10,800 22	15,885.06
833034101	SNAP ON INC	69 000	11,064 14	10,902 00
835495102	SONOCO PRODS CO	84.000	4,015 21	4,319 28
835898107	SOTHEBYS HLDGS INC	62.000	2,299 85	3,327 54
842587CV7	SOUTHERN CO UNSECD SR NT	18000.000	18,016 14	17,608.68
848637104	SPLUNK INC	606 000	26,672 63	34,475.34
85208M102	SPROUTS FMRS MKT INC	346.000	6,298 82	7,843 82
854502101	STANLEY BLACK & DECKER INC	42 000	5,157.35	5,910.66
855244109	STARBUCKS CORP	800 000	19,998 60	46,648 00
85571B105	STARWOOD PPTY TR INC	169 000	3,705.60	3,783 91
857477103	STATE STR CORP	129 000	10,014 06	11,575 17
867224107	SUNCOR ENERGY INC	127 000	4,229 68	3,708 40
868157108	SUPERIOR ENERGY SVCS INC	335 000	5,267 13	3,494.05
871237103	SYKES ENTERPRISES INC	198 000	4,677 13	6,638 94
87157D109	SYNAPTICS INC	75 000	4,161.75	3,878 25
871607107	SYNOPSYS INC	148 000	8,563 34	10,793 64
87162H103	SYNTEL INC	138 000	2,314 80	2,340.48
872275102	TCF FINL CORP	385 000	6,395.94	6,136.90
872540109	TJX COS INC NEW	74.000	5,318 25	5,340 58
87265H109	TRI POINTE HOMES INC	252 000	3,079.69	3,323 88

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
880779103	TEREX CORP NEW	114 000	3,022 13	4,275.00
881609101	TESORO CORP	25 000	1,862 22	2,340 00
88162F105	TETRA TECHNOLOGIES INC DEL	658 000	2,993.85	1,835 82
882508104	TEXAS INSTRS INC	326.000	12,226.58	25,079.18
883556102	THERMO FISHER SCIENTIFIC CORP	56.000	2,241 61	9,770 32
88579Y101	3M CO	124 000	15,716.87	25,815 56
887317303	TIME WARNER INC	174.000	13,550 97	17,471 34
89055F103	TOPBUILD CORP	201 000	9,390 90	10,667.07
89233P6S0	TOYOTA MTR CR CORP	18000 000	17,973 89	17,996.58
893641100	TRANSDIGM GROUP INC	111.000	23,283.13	29,844 57
89400J107	TRANSUNION	328 000	12,793 06	14,205 68
89417E109	TRAVELERS COS INC	118 000	5,905 17	14,930.54
89531P105	TREX INC	125 000	7,721 32	8,457.50
896239100	TRIMBLE NAVIGATION LTD	307 000	9,142.47	10,950 69
896288107	TRINET GROUP INC	248 000	6,910 91	8,119 52
899896104	TUPPERWARE BRANDS CORP	63 000	3,696 69	4,424 49
8EQO29993	MAN FRM ALTERNATIVE MULTI-	753 914	1,209,881 66	1,166,608.48
8EQQ69994	GROSVENOR REGISTERED MULTI-	616 335	615,646 61	616,517.56
902252105	TYLER TECHNOLOGIES INC	67 000	9,781 02	11,769 89
902681105	UGI CORP NEW	299.000	12,069 30	14,474 59
902973304	US BANCORP DEL	551 000	21,504 83	28,607 92
90346E103	U S SILICA HLDGS INC	159 000	6,199.31	5,642 91
90347A100	UBIQUITI NETWORKS INC	85 000	4,407 84	4,417.45
90385D107	ULTIMATE SOFTWARE GROUP INC	56.000	9,507 40	11,763.36
907818108	UNION PAC CORP	253.000	24,590 80	27,554 23
911312106	UNITED PARCEL SVC INC	42.000	3,573 95	4,644 78
912810FS2	UNITED STATES TREAS NT	48043 320	55,546 02	53,837.82
912810FT0	UNITED STATES TREAS BD	14000 000	18,111 82	18,070 92
912810QW1	UNITED STATES TREAS BD	86000 000	98,389.64	89,060 74
9128282A7	UNITED STATES TREAS NT	52000.000	47,853.75	48,646 52
912828D56	UNITED STATES TREAS NTS	91000 000	95,620 26	92,385 93
912828F62	UNITED STATES TREAS NT	8000 000	7,956 59	8,010 64
912828K74	UNITED STATES TREAS NT	14000.000	13,728 81	13,762.14
912828KQ2	UNITED STATES TREAS NT	32000 000	33,728 63	33,032 64

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
912828S43	UNITED STATES TREAS NT	31000 000	30,911 60	30,599.17
912828TY6	UNITED STATES TREAS NT	70000 000	63,541 68	68,835 20
912828VS6	UNITED STATES TREAS NT	20000.000	21,073.19	20,525.80
912828WD8	UNITED STATES TREAS NT	41000.000	41,004 32	40,952.03
912828XE5	UNITED STATES TREAS NT	82000 000	82,639 09	81,878 64
912828XL9	UNITED STATES TREAS NT	36085.700	36,573.86	35,814 70
912828XW5	UNITED STATES TREAS NT	23000 000	22,923 63	22,850 96
913017109	UNITED TECHNOLOGIES CORP	62 000	7,583 99	7,570 82
91324P102	UNITEDHEALTH GROUP INC	39 000	4,420.46	7,231 38
913903100	UNIVERSAL HLTH SVCS INC	241 000	27,965 08	29,421 28
91879Q109	VAIL RESORTS INC	52 000	9,903 42	10,547 16
91913Y100	VALERO ENERGY CORP NEW	87 000	6,254 89	5,869.02
92047W101	VALVOLINE INC	0.633	0 00	15 01
921943858	VANGUARD FTSE DEVELOPED	17723.000	626,422.50	732,314 36
922042858	VANGUARD FTSE EMERGING MKTS	4344 000	155,255 81	177,365 52
922475108	VEEVA SYS INC	109 000	3,232 09	6,682 79
922908363	VANGUARD S&P 500 ETF	2330.000	520,712 36	517,399.80
92342Y109	VERIFONE SYS INC	367 000	6,970 47	6,642.70
92343V104	VERIZON COMMUNICATIONS INC	184 000	7,748 90	8,217 44
92343VBR4	VERIZON COMMUNICATIONS INC	28000.000	31,110 39	31,102 12
92343X100	VERINT SYS INC	155 000	5,819 81	6,308.50
92345Y106	VERISK ANALYTICS INC	104 000	8,347 44	8,774.48
92826C839	VISA INC	766 000	17,018 79	71,835.48
92826CAF9	VISA INC	16000 000	16,098 84	17,548 32
92849E101	VITAMIN SHOPPE INC	171.000	4,035 71	1,992.15
92927K102	WABCO HLDGS INC	99 000	10,157.48	12,623.49
92939U106	WEC ENERGY GROUP INC	75 000	2,727 75	4,603.50
930059100	WADDELL & REED FINL INC	277 000	5,171.11	5,229 76
930427109	WAGeworks INC	122 000	8,542 65	8,198.40
931142103	WAL-MART STORES INC	113 000	8,326 62	8,551 84
94106B101	WASTE CONNECTIONS INC	246 000	15,853 05	15,847.32
94106L109	WASTE MGMT INC DEL	101 000	3,169 37	7,408 35
942622200	WATSCO INC	68 000	6,735 95	10,485.60
949746101	WELLS FARGO & CO	518.000	17,263.49	28,702 38

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
94974BGA2	WELLS FARGO & CO NEW	35000 000	35,334 58	35,501 20
957638109	WESTERN ALLIANCE BANCORP	215.000	9,819 84	10,578.00
968223206	WILEY JOHN & SONS INC	138 000	6,827 81	7,279.50
96924N100	WILLDAN GROUP INC	101 000	3,238 49	3,085 55
98212B103	WPX ENERGY INC	584 000	5,819 05	5,641 44
98310W108	WYNDHAM WORLDWIDE CORP	263.000	21,458 97	26,407.83
98389B100	XCEL ENERGY INC	286 000	10,936.21	13,121.68
98421B100	XPERI CORP	140 000	4,538.50	4,172 00
989207105	ZEBRA TECHNOLOGIES CORP	135 000	10,295 18	13,570 20
98956P102	ZIMMER BIOMET HLDGS INC	220.000	24,070 10	28,248 00
98978V103	ZOETIS INC	258 000	16,123.52	16,094 04
99Z466197	INTERNATIONAL FOCUSED EQUITY	119656.556	1,245,937 41	1,514,002 44
G0177J108	ALLERGAN PLC	122 000	28,409 98	29,656 98
G02602103	AMDOCS LTD	49 000	2,908 52	3,158 54
G0408V102	AON PLC	99 000	10,804.95	13,162.05
G0551A103	ARRIS INTERNATIONAL PLC	250 000	6,708.76	7,005 00
G0585R106	ASSURED GUARANTY LTD	104 000	3,645 43	4,340.96
G1151C101	ACCENTURE PLC	203.000	13,356 49	25,107.04
G1991C105	CARDTONICS PLC	185.000	6,863.05	6,079 10
G27823106	DELPHI AUTOMOTIVE PLC	318 000	17,374 51	27,872 70
G29183103	EATON CORP PLC	163.000	9,788 21	12,686 29
G4474Y214	JANUS HENDERSON GROUP PLC	220 455	6,501 14	7,299 27
G4617B105	HORIZON PHARMA PLC	338 000	5,622 41	4,012 06
G4705A100	ICON PLC	249.000	18,784.04	24,349 71
G47791101	INGERSOLL-RAND CO LTD	56.000	4,231 63	5,117 84
G48833100	WEATHERFORD INTL PL	4954 000	27,987 48	19,171.98
G51502105	JOHNSON CONTROLS INTL PLC	413 000	18,725 41	17,907.68
G5876H105	MARVELL TECHNOLOGY GROUP LTD	1228.000	17,582 68	20,286 56
G5960L103	MEDTRONIC PLC	354 000	26,757.44	31,417 50
G87110105	TECHNIPFMC PLC	186 000	5,817 39	5,059 20
G9019D104	TRAVELPORT WORLDWIDE LTD	516.000	6,740.96	7,100 16
G9618E107	WHITE MTNS INS GROUP LTD	14 000	11,482.63	12,160 82
H1467J104	CHUBB LTD	625 000	49,855 98	90,862 50
L9340P101	TRINSEO S A	134 000	9,440 86	9,205 80

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/30/2017



<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
N00985106	AERCAP HOLDINGS NV	356 000	15,588 85	16,529 08
N53745100	LYONDELLBASELL INDUSTRIES NV	41 000	3,521.31	3,459 99
V7780T103	ROYAL CARIBBEAN CRUISES LTD	102 000	8,124.76	11,141.46
Y09827109	BROADCOM LTD	45.000	8,570.11	10,487 25
		Totals	15,809,776 81	17,479,911 89

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
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DESCRIPTION -----	AMOUNT -----
SECURITIES ADJUSTMENT	101.
COMMON TRUST FUND ADJUSTMENT	101,070.
ACCRUED INTEREST	712.
TIP ADJUSTMENT	779.
REVERSAL ADJUSTMENT	184.

TOTAL	102,846.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

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DESCRIPTION	AMOUNT
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COST ADJUSTMENT	101,096.
PARTNERSHIP ADJUSTMENT	46,508.
SALES ADJUSTMENT	6,884.

TOTAL	154,488.
	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
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NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS -33,849.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) -33,849.00
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NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS -8,261.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS 46,508.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) 38,247.00
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FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

