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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

▶ **Do not enter social security numbers on this form as it may be made public.**

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning 9/1/2016 **, and ending** 8/31/2017

Name of foundation: SIDNEY STERN MEMORIAL TRUST

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

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

A Employer identification number: 95-6495222

B Telephone number (see instructions): (888) 730-4933

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (*from Part II, col (c), line 16*) ▶ $ 23,106,385

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (*Part I, column (d) must be on cash basis*)

Part I **Analysis of Revenue and Expenses** (*The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)*)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	620,088	620,088		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,874,692			
b	Gross sales price for all assets on line 6a 4,499,709				
7	Capital gain net income (from Part IV, line 2)		1,874,692		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	1,923	1,923		
12	**Total.** Add lines 1 through 11	2,496,703	2,496,703	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	195,094	5,853		189,241
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,111			1,111
c	Other professional fees (attach schedule)	173,773	130,330		43,443
17	Interest				
18	Taxes (attach schedule) (see instructions)	10,612	4,603		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	28,086	28,076		10
24	**Total operating and administrative expenses.** Add lines 13 through 23	408,676	168,862	0	233,805
25	Contributions, gifts, grants paid	2,346,000			2,346,000
26	**Total expenses and disbursements.** Add lines 24 and 25	2,754,676	168,862	0	2,579,805
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-257,973			
b	**Net investment income** (if negative, enter -0-)		2,327,841		
c	**Adjusted net income** (if negative, enter -0-)			0	

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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	831,722	227,075	227,075
	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)	12,807,023	13,165,892	22,879,310
	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)	13,638,745	13,392,967	23,106,385
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	13,638,745	13,392,967	
	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)	13,638,745	13,392,967	
	31	**Total liabilities and net assets/fund balances** (see instructions)	13,638,745	13,392,967	

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	13,638,745
2	Enter amount from Part I, line 27a	2	-257,973
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	13,649
4	Add lines 1, 2, and 3	4	13,394,421
5	Decreases not included in line 2 (itemize) ▶ Cost Basis Adjustment	5	1,454
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,392,967

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

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	1,874,692
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	3,075,398	23,775,569	0 129351
2014	4,804,480	27,253,973	0 176285
2013	1,814,098	29,199,232	0 062128
2012	1,807,075	28,030,046	0 064469
2011	1,587,974	26,803,392	0 059245

2	**Total** of line 1, column (d)	2	0 491478
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 098296
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	23,006,809
5	Multiply line 4 by line 3	5	2,261,477
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23,278
7	Add lines 5 and 6	7	2,284,755
8	Enter qualifying distributions from Part XII, line 4	8	2,579,805

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

3

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	23,278
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	23,278
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	23,278
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 9,377		
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	9,377
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	13,901
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 100 N Main St MAC D4001-117 Winston Salem NC ZIP+4 ▶ 27101

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☒
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

			Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No

If "Yes," list the years ▶ 20____, 20____, 20____, 20____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			Yes	No
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	**6b**		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
	00	0		
	00	0		
	00	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				

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	22,841,634
b	Average of monthly cash balances	1b	515,532
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	23,357,166
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	23,357,166
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	350,357
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,006,809
6	**Minimum investment return.** Enter 5% of line 5	6	1,150,340

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	1,150,340
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a 23,278		
b	Income tax for 2016 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	23,278
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,127,062
4	Recoveries of amounts treated as qualifying distributions	4	13,500
5	Add lines 3 and 4	5	1,140,562
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	1,140,562

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	2,579,805
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	2,579,805
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	23,278
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,556,527

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					1,140,562
2	Undistributed income, if any, as of the end of 2016					
a	Enter amount for 2015 only				0	
b	Total for prior years 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2016					
a	From 2011	261,112				
b	From 2012	188,539				
c	From 2013	395,622				
d	From 2014	3,466,771				
e	From 2015	1,902,874				
f	**Total** of lines 3a through e		6,214,918			
4	Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 2,579,805					
a	Applied to 2015, but not more than line 2a					
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					1,140,562
e	Remaining amount distributed out of corpus		1,439,243			
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		7,654,161			
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					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)					
8	Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)		261,112			
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		7,393,049			
10	Analysis of line 9					
a	Excess from 2012	188,539				
b	Excess from 2013	395,622				
c	Excess from 2014	3,466,771				
d	Excess from 2015	1,902,874				
e	Excess from 2016	1,439,243				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SIDNEY STERN MEMORIAL TRUST BOARD OF ADVISORS P O BOX 893 PACIFIC PALISADES, CA 90272 (800) 352-3705

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

N/A

c Any submission deadlines

N/A

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

ALL DISTRIBUTIONS ARE MADE FOR CHARITABLE, SCIENTIFIC, MEDICAL, OR EDUCATIONAL PURPOSES WITHIN THE U S

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	2,346,000
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	620,088	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,874,692	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	1,923	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		2,496,703	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,496,703

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

SVP | 11/29/2017 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J CASTRIANO		11/29/2017		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name SEE ATTACHED			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount** 2,346,000
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**

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

	Amount
Long Term CG Distributions	14,253
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	4,499,709	2,625,017	1,874,692
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	ADVANSIX INC	00773T101	X				3/24/2004	2/24/2017	767	118				0	649
2	BOEING CO	097023105	X				7/11/2013	2/24/2017	177,249	106,986				0	70,263
3	BRISTOL MYERS SQUIBB CO	110122108	X				10/30/1987	2/24/2017	169,057	31,466				0	137,591
4	CME GROUP INC	12572Q105	X				5/7/2013	2/24/2017	183,556	90,748				0	92,808
5	EMERSON ELECTRIC CO	291011104	X				7/26/2002	2/24/2017	60,379	24,178				0	36,201
6	CME GROUP INC	12572Q105	X				7/11/2013	2/24/2017	61,185	38,365				0	22,820
7	CHEVRON CORP	166764100	X				8/30/1975	2/24/2017	439,358	15,321				0	424,037
8	CISCO SYSTEMS INC	17275R102	X				3/13/2014	2/24/2017	34,259	21,920				0	12,339
9	COCA COLA CO	191216100	X				12/18/1980	2/24/2017	41,699	666				0	41,033
10	EMERSON ELECTRIC CO	291011104	X				3/17/1994	2/24/2017	181,136	47,512				0	133,624
11	FED FARM CR BK 4 875%	31331XLG5	X				5/22/2009	1/17/2017	700,000	740,312				0	-40,312
12	ISHARES MSCI HONG KONG	464286871	X				12/2/2010	2/24/2017	43,039	39,080				0	3,959
13	ISHARES MSCI EMERGING M	464287234	X				7/19/2006	2/24/2017	57,659	46,439				0	11,220
14	ISHARES MSCI EMERGING M	464287234	X				3/24/2004	2/24/2017	57,659	28,053				0	29,606
15	ISHARES MSCI EMERGING M	464287234	X				3/24/2004	4/18/2017	292,719	140,267				0	152,452
16	ISHARES MSCI EAFE ETF	464287465	X				2/27/2006	2/24/2017	120,717	126,325				0	-5,608
17	ISHARES MSCI EAFE ETF	464287465	X				2/27/2006	3/6/2017	181,744	189,487				0	-7,743
18	JOHNSON & JOHNSON	478160104	X				12/27/2010	2/24/2017	275,671	140,011				0	135,660
19	JOHNSON & JOHNSON	478160104	X				6/14/1990	2/24/2017	91,890	6,009				0	85,881
20	NESTLE S A REGISTERED S	641069406	X				3/30/2010	2/24/2017	36,984	25,355				0	11,629
21	NESTLE S A REGISTERED S	641069406	X				3/30/2010	4/18/2017	228,955	152,130				0	76,825
22	SPDR S&P MIDCAP 400 ETF T	78467Y107	X				3/13/2014	8/28/2017	312,139	251,300				0	60,839
23	SIMON PROPERTY GROUP IN	828806109	X				4/26/2013	8/28/2017	159,230	165,486				0	-6,256
24	SIMON PROPERTY GROUP IN	828806109	X				7/11/2013	8/28/2017	159,230	153,988				0	5,242
25	TJX COMPANIES INC	872540109	X				5/7/2013	8/28/2017	17,992	12,502				0	5,490
26	3M CO	88579Y101	X				1/23/1976	2/24/2017	187,244	7,204				0	180,040
27	3M CO	88579Y101	X				1/23/1976	3/6/2017	189,040	7,204				0	181,836
28	US BANCORP	902973304	X				5/7/2013	4/18/2017	24,899	16,585				0	8,314

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		1,923	1,923	0
1	OTHER INCOME	1,923	1,923	

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,111	0	0	1,111
	Description				
1	TAX PREP FEES	1,111			1,111

Part I, Line 16c (990-PF) - Other Professional Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		173,773	130,330	0	43,443
	Description				
1	WELLS FARGO TRUSTEE FEES	173,773	130,330		43,443

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		10,612	4,603	0	0
1	FOREIGN TAX WITHHELD	4,603	4,603		
2	ESTIMATED EXCISE PAYMENTS	6,009			

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		28,086	28,076	0	10
1	STATE AG FEES	10	0		10
2	ROYALTY EXPENSES	3,002	3,002		
3	OTHER MISCELLANEOUS EXPENSES	25,074	25,074		

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			12,807,023	13,165,892	22,879,310
1				0	
2	FED HOME LN BK 4.750% 6/08/18		0	346,356	359,356
3	AMAZON COM INC		0	283,971	294,180
4	APPLE COMPUTER INC COM		0	124,097	1,041,400
5	BOEING COMPANY		0	213,971	479,320
6	BRISTOL MYERS SQUIBB CO		0	81,287	468,720
7	CATERPILLAR INC		0	301,482	490,521
8	CISCO SYSTEMS INC		0	46,979	141,724
9	ECOLAB INC		0	130,960	533,200
10	EMERSON ELECTRIC CO		0	79,188	295,200
11	GENERAL ELECTRIC CO		0	6,804	135,025
12	INTERNATIONAL BUSINESS MACHS CORI		0	102,498	286,060
13	JOHNSON & JOHNSON		0	26,041	430,202
14	PG&E CORP COM		0	19,981	35,190
15	PROCTER & GAMBLE CO		0	2,994	138,405
16	QUALCOMM INC		0	24,275	26,135
17	TRACTOR SUPPLY CO COM		0	162,784	654,610
18	UNION PACIFIC CORP		0	73,669	252,720
19	COCA COLA CO		0	500	34,162
20	GOLDMAN SACHS GROUP INC		0	88,524	134,244
21	HONEYWELL INTERNATIONAL INC		0	22,156	96,789
22	TARGET CORP		0	53,312	490,770
23	VERIZON COMMUNICATIONS		0	327,973	599,625
24	JPMORGAN CHASE & CO		0	130,162	340,838
25	CHEVRON CORP		0	26,812	753,340
26	MERCK & CO INC NEW		0	102,889	431,055
27	ALLERGAN PLC		0	28,060	21,112
28	3M CO		0	21,613	612,960
29	BERSHIRE HATHAWAY INC		0	162,575	362,320
30	ALPHABET INC/CA		0	67,073	187,866
31	ALPHABET INC/CA		0	67,473	191,048
32	AT & T INC		0	63,179	327,775
33	FACEBOOK INC		0	207,990	515,910
34	OAKMARK INTERNATIONAL FD 109		0	35,430	40,470
35	PIMCO FOREIGN BD FD USD H-INST 103		0	267,250	267,250
36	MERGER FUND-INST #301		0	328,800	319,574
37	AMEX UTILITIES SPDR		0	24,040	54,970
38	ISHARES RUSSELL 2000 GROWTH		0	84,271	169,960
39	EATON VANCE GLOBAL MACRO - I		0	748,038	728,800
40	ISHARES MSCI EAFE		0	290,203	334,500
41	SPDR S&P MIDCAP 400 ETF TRUST		0	274,380	631,160
42	ISHARES S&P/CITI INT TRE BND		0	310,931	299,400
43	ISHARES TR RUSSELL 1000 INDEX		0	109,001	137,650
44	ISHARES BARCLAYS TIPS BOND FUND		0	1,153,632	1,146,200
45	VANGUARD REIT VIPER		0	540,810	1,260,600
46	AMERICAN TOWER REIT		0	326,529	592,200

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			12,807,023	13,165,892	22,879,310
47	OPPENHEIMER DEVELOPING MKT-I 799		0	85,850	101,866
48	MORGAN STANLEY INS FR EMG-I		0	239,250	273,979
49	VANGUARD BD INDEX FD INC		0	1,998,730	2,004,500
50	SPDR DOW JONES REIT ETF		0	486,683	930,500
51	VANGUARD INTERMEDIATE TERM B		0	2,392,488	2,354,275
52	SKYBRIDGE MULTI-ADVISER HF LLC (RF)		0	70,628	68,303
53	SKYBRIDGE MULTI-ADVISER HF LLC (RF)		0	1,319	1,370
54	860 VIA DE LA PAZF14PAC.PALISADESCA		0	1	1

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	149
2	Recovery of Grants Paid	2	13,500
3	Total	3	13,649

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

1	Cost Basis Adjustment	1	1,454
2	Total	2	1,454

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

	Amount
Long Term CG Distributions	14,253
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						4,485,456	0	0	2,625,017	1,860,439	0	0	0	1,860,439
1	ADVANSIX INC	00773T101		3/24/2004	2/24/2017	767		0	118	649	0	0	0	649
2	BOEING CO	097023105		7/11/2013	2/24/2017	177,249		0	106,986	70,263	0	0	0	70,263
3	BRISTOL MYERS SQUIBB CO	110122108		10/30/1987	2/24/2017	169,057		0	31,466	137,591	0	0	0	137,591
4	CME GROUP INC	12572Q105		5/7/2013	2/24/2017	183,556		0	90,748	92,808	0	0	0	92,808
5	EMERSON ELECTRIC CO	291011104		7/26/2002	2/24/2017	60,379		0	24,178	36,201	0	0	0	36,201
6	CME GROUP INC	12572Q105		7/11/2013	2/24/2017	61,185		0	38,365	22,820	0	0	0	22,820
7	CHEVRON CORP	166764100		8/30/1975	2/24/2017	439,358		0	15,321	424,037	0	0	0	424,037
8	CISCO SYSTEMS INC	17275R102		3/13/2014	2/24/2017	34,259		0	21,920	12,339	0	0	0	12,339
9	COCA COLA CO	191216100		12/18/1980	2/24/2017	41,699		0	666	41,033	0	0	0	41,033
10	EMERSON ELECTRIC CO	291011104		3/17/1994	2/24/2017	181,136		0	47,512	133,624	0	0	0	133,624
11	FED FARM CR BK 4 875%	31331XLG5		5/22/2009	1/17/2017	700,000		0	740,312	-40,312	0	0	0	-40,312
12	ISHARES MSCI HONG KONG	464286871		12/2/2010	2/24/2017	43,039		0	39,080	3,959	0	0	0	3,959
13	ISHARES MSCI EMERGING M	464287234		7/19/2006	2/24/2017	57,659		0	46,439	11,220	0	0	0	11,220
14	ISHARES MSCI EMERGING M	464287234		3/24/2004	2/24/2017	57,659		0	28,053	29,606	0	0	0	29,606
15	ISHARES MSCI EMERGING M	464287234		3/24/2004	4/18/2017	292,719		0	140,267	152,452	0	0	0	152,452
16	ISHARES MSCI EAFE ETF	464287465		2/27/2006	2/24/2017	120,717		0	126,325	-5,608	0	0	0	-5,608
17	ISHARES MSCI EAFE ETF	464287465		2/27/2006	3/6/2017	181,744		0	189,487	-7 743	0	0	0	-7,743
18	JOHNSON & JOHNSON	478160104		12/27/2010	2/24/2017	275,671		0	140,011	135,660	0	0	0	135,660
19	JOHNSON & JOHNSON	478160104		6/14/1990	2/24/2017	91,890		0	6,009	85,881	0	0	0	85,881
20	NESTLE S A REGISTERED S	641069406		3/30/2010	2/24/2017	36,984		0	25,355	11,629	0	0	0	11,629
21	NESTLE S A REGISTERED S	641069406		3/30/2010	4/18/2017	228,955		0	152,130	76,825	0	0	0	76,825
22	SPDR S&P MIDCAP 400 ETF	78467Y107		3/13/2014	8/28/2017	312,139		0	251,300	60,839	0	0	0	60,839
23	SIMON PROPERTY GROUP IN	828806109		4/26/2013	8/28/2017	159,230		0	165,486	-6,256	0	0	0	-6,256
24	SIMON PROPERTY GROUP IN	828806109		7/11/2013	8/28/2017	159,230		0	153,988	5,242	0	0	0	5,242
25	TJX COMPANIES INC	872540109		5/7/2013	8/28/2017	17,992		0	12,502	5,490	0	0	0	5,490
26	3M CO	88579Y101		1/23/1976	2/24/2017	187,244		0	7,204	180,040	0	0	0	180,040
27	3M CO	88579Y101		1/23/1976	3/6/2017	189,040		0	7,204	181,836	0	0	0	181,836
28	US BANCORP	902973304		5/7/2013	4/18/2017	24,899		0	16,585	8,314	0	0	0	8,314

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										195,094	0	0
1	DAVID A. HOFFENBERG		1964 MAJORCA DR	OXNARD	CA	93035		MEMBER - BOARD OF ADVISORS	10 00	11,165		
2	IRA E BILSON		497 HILLGREEN DRIVE	BEVERLY HILLS	CA	90212		MEMBER - BOARD OF ADVISORS	10 00	0		
3	BETTY HOFFENBERG		1365 MARINETTE ROAD	PACIFIC PALISADES	CA	90272		MEMBER - BOARD OF ADVISORS	10 00	0		
4	PETER HOFFENBERG		578 HAHAIONE STREET, 6D	HONOLULU	HI	96825		CHAIRPERSON	10 00	51,002		
5	CAROL SEVILLA		1719 CALIFORNIA AVE	SANTA MONICA	CA	90403		MEMBER - BOARD OF ADVISORS	10 00	20,260		
6	ALBERTA STAHL		300 N SWALL DR , UNIT 208	BERVERLY HILLS	CA	90211		MEMBER - BOARD OF ADVISORS	10 00	19,330		
7	DANIEL LUEVANO		24680 CALLE LARGO	CALABASAS	CA	91302		MEMBER - BOARD OF ADVISORS	10 00	19,330		
8	SALUNDRA SCHWARTZ		578 HAHAIONE STREET, 6D	HONOLULU	HI	96825		MEMBER - BOARD OF ADVISORS	10 00	0		
9	JUDY NOVAK		11652 KIOWA AVE APT 1	PACIFIC PALISADES	CA	90272		MEMBER - BOARD OF ADVISORS	10 00	74,007		

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

		Date		Amount
1	Credit from prior year return		1	3,368
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment	2/9/2017	3	1,321
4	Third quarter estimated tax payment	5/10/2017	4	2,344
5	Fourth quarter estimated tax payment	8/9/2017	5	2,344
6	Other payments		6	
7	Total		7	9,377