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 OCT 1, 2016 , and ending SEP 30, 2017

Name of foundation NELSON TALBOTT FOUNDATION	A Employer identification number 31-6039441
Number and street (or P O box number if mail is not delivered to street address) 4661 GARFIELD STREET NW — Room/suite	B Telephone number (202)686-4130
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20007-1026	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	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) ▶$ 4,336,939. 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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	22.	22.		STATEMENT 1
	4 Dividends and interest from securities	107,443.	107,443.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	168,419.			
	b Gross sales price for all assets on line 6a 1,166,611.				
	7 Capital gain net income (from Part IV, line 2)		168,419.		
	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)				
	11 Other income	2.	2.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	275,886.	275,886.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	531.	531.		0.
	b Accounting fees STMT 5	2,060.	2,060.		0.
	c Other professional fees STMT 6	40,021.	40,021.		0.
	17 Interest				
	18 Taxes STMT 7	5,244.	5,044.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	16.	8.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	47,872.	47,664.		0.
	25 Contributions, gifts, grants paid	186,500.			186,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	234,372.	47,664.		186,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	41,514.			
	b **Net investment income** (if negative, enter -0-)		228,222.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2016)

14331114 787433 09400-001 2016.05000 NELSON TALBOTT FOUNDATION 09400-01

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,870.	5,897.	5,897.
	2 Savings and temporary cash investments	196,313.	182,092.	182,092.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	3,415,723.	3,471,431.	4,148,950.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,617,906.	3,659,420.	4,336,939.
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			
	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,617,906.	3,659,420.	
	30 **Total net assets or fund balances**	3,617,906.	3,659,420.	
	31 **Total liabilities and net assets/fund balances**	3,617,906.	3,659,420.	

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	3,617,906.
2	Enter amount from Part I, line 27a	2	41,514.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,659,420.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,659,420.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,166,611.		998,192.	168,419.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				168,419.

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	168,419.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	199,414.	3,937,207.	.050649
2014	227,193.	4,068,433.	.055843
2013	159,585.	4,359,514.	.036606
2012	194,501.	3,795,112.	.051250
2011	172,569.	3,542,884.	.048709

2 **Total** of line 1, column (d)	2	.243057
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	.048611
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,061,940.
5 Multiply line 4 by line 3	5	197,455.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,282.
7 Add lines 5 and 6	7	199,737.
8 Enter qualifying distributions from Part XII, line 4	8	186,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	4,564.
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	4,564.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	4,564.
6 Credits/Payments.			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 5,007.		
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	5,007.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	443.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 443.	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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? N/A	4b		
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) ▶ OH			
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

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 ▶ ADRIENNE POLACEK Telephone no. ▶ 440-543-7761

Located at ▶ P.O. BOX 23069, CHAGRIN FALLS, OH ZIP+4 ▶ 44023

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

			Yes	No
	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			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	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 ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
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			
b	If "Yes," did it have excess business holdings in 2016 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)* N/A	3b		
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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	3,907,023.
b Average of monthly cash balances		1b	216,774.
c Fair market value of all other assets		1c	
d **Total** (add lines 1a, b, and c)		1d	4,123,797.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	4,123,797.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	61,857.
5 **Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,061,940.
6 **Minimum investment return.** Enter 5% of line 5		6	203,097.

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	203,097.
2a Tax on investment income for 2016 from Part VI, line 5	2a 4,564.		
b Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	4,564.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	198,533.
4 Recoveries of amounts treated as qualifying distributions		4	0.
5 Add lines 3 and 4		5	198,533.
6 Deduction from distributable amount (see instructions)		6	0.
7 **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	198,533.

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	186,500.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	186,500.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	186,500.

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				198,533.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014 12,158.				
e From 2015 3,726.				
f **Total** of lines 3a through e	15,884.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 186,500.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				186,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	12,033.			12,033.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,851.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	3,851.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014 125.				
d Excess from 2015 3,726.				
e Excess from 2016				

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

1 a 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
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 ▶ [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				
AMERICAN CIVIL LIBERTIES UNION FDN. 125 BROAD ST. NEW YORK, NY 10004		PC	GENERAL NEEDS OR PURPOSE	2,000.
AMERICAN DITCHLEY FOUNDATION 275 MADISON AVE., 6TH FLOOR NEW YORK, NY 10016		PC	GENERAL NEEDS OR PURPOSE	10,000.
AMERICAN FRIENDS OF GATOTO 4320 TUCKERMAN ST. UNIVERSITY PARK, MD 20782		PC	GENERAL NEEDS OR PURPOSE	1,000.
AMERICAN LATVIAN ASSOCIATION 400 HURLEY AVE. RYE, MD 20850		PC	GENERAL NEEDS OR PURPOSE	500.
AMERICAN RED CROSS 431 18TH ST., NW WASHINGTON, DC 20006		PC	GENERAL NEEDS OR PURPOSE	1,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	186,500.
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)
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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			14	22.	
4 Dividends and interest from securities			14	107,443.	
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					2.
8 Gain or (loss) from sales of assets other than inventory			18	168,419.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		275,884.	2.

13 Total. Add line 12, columns (b), (d), and (e) 13 275,886.

(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).
	NONE

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
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Andrew T. Talbott III — 12/6/2017 — TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GARY SIGMAN	GARY SIGMAN	11/14/17		P00023541
Firm's name ▶ ZINNER & CO. LLP			Firm's EIN ▶ 34-1663731	
Firm's address ▶ 3201 ENTERPRISE PARKWAY, SUITE 410 CLEVELAND, OH 44122-7329			Phone no. (216)831-0733	

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 SUMMARY	P	VARIOUS	VARIOUS
b	SEE ATTACHED SUMMARY	P	VARIOUS	VARIOUS
c	SEE ATTACHED SUMMARY	P	VARIOUS	VARIOUS
d	SEE ATTACHED SUMMARY	P	VARIOUS	VARIOUS
e	SEE ATTACHED SUMMARY	P	VARIOUS	VARIOUS
f	SEE ATTACHED SUMMARY	P	VARIOUS	VARIOUS
g	SEE ATTACHED SUMMARY	P	VARIOUS	VARIOUS
h	SEE ATTACHED SUMMARY	P	VARIOUS	VARIOUS
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	68,098.		59,527.	8,571.
b	331,021.		240,242.	90,779.
c	2,058.		2,075.	<17.>
d	140,265.		149,956.	<9,691.>
e	11,901.		18,014.	<6,113.>
f	215,470.		187,564.	27,906.
g	89,253.		105,085.	<15,832.>
h	308,545.		235,729.	72,816.
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				8,571.
b				90,779.
c				<17.>
d				<9,691.>
e				<6,113.>
f				27,906.
g				<15,832.>
h				72,816.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	168,419.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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04-01-16

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMNESTY INTERNATIONAL USA INC. 600 PENNSYLVANIA AVE. SE WASHINGTON, DC 20003		PC	GENERAL NEEDS OR PURPOSE	500.
ANACOSTIA WATERSHED SOCIETY 4302 BALTIMORE AVE. BLADENSBURG, MD 20710		PC	GENERAL NEEDS OR PURPOSE	12,500.
ANTHONY TRUST ASSOCIATION 555 LONG WHARF DR NEW HAVEN, CT 06511		PC	GENERAL NEEDS OR PURPOSE	500.
ATWATER KENT MUSEUM 15 SOUTH 7TH ST. PHILADELPHIA, PA 19106		PC	GENERAL NEEDS OR PURPOSE	500.
BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVE. NW WASHINGTON, DC 20036		PC	GENERAL NEEDS OR PURPOSE	26,250.
CHILDREN'S HOSPITAL OF PHILADELPHIA FOUNDATION P.O. BOX 781352 PHILADELPHIA, PA 19178		PC	GENERAL NEEDS OR PURPOSE	500.
CLIVEDEN OF THE NATIONAL TRUST 6401 GERMANTOWN AVE. PHILADELPHIA, PA 19144		PC	GENERAL NEEDS OR PURPOSE	250.
CONSERVATION CENTER FOR ART & HISTORICAL ARTIFACTS 264 SOUTH 23RD ST. PHILADELPHIA, PA 19103		PC	GENERAL NEEDS OR PURPOSE	6,000.
CORPS AFRICA P.O. BOX 5414 WASHINGTON, DC 20016		PC	GENERAL NEEDS OR PURPOSE	3,000.
CAYUGA LAKE WATERSHED NETWORK 170 MAIN ST. AURORA, NY 13026		PC	GENERAL NEEDS OR PURPOSE	1,000.
Total from continuation sheets				171,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DECORATIVE ARTS SOCIETY 333 E. 69TH ST. NEW YORK, NY 10021		PC	GENERAL NEEDS OR PURPOSE	100.
DREAM PROJECT INC. P.O. BOX 7419 ARLINGTON, VA 22207		PC	GENERAL NEEDS OR PURPOSE	500.
EAGLE VOICE CENTER BOX 44 GLENELG, MD 21737		PC	GENERAL NEEDS OR PURPOSE	1,000.
ENVIRONMENTAL LAW INSTITUTE 1730 M ST., NW WASHINGTON, DC 20036		PC	GENERAL NEEDS OR PURPOSE	3,750.
FAMILY & YOUTH INITIATIVE 515 M STREET SE, SUITE 217 WASHINGTON, DC 20003		PC	GENERAL NEEDS OR PURPOSE	5,000.
FENTON VILLAGE 1105 SPRING ST. SILVER SPRING, MD 20910		PC	GENERAL NEEDS OR PURPOSE	1,000.
FILM COLLABORATIVE INC. 3405 CAZADOR ST. LOS ANGELES, CA 90065		PC	GENERAL NEEDS OR PURPOSE	20,000.
FORTIFY RIGHTS P.O. BOX 110 BELFAST, ME 04915		PC	GENERAL NEEDS OR PURPOSE	3,000.
FOUNDATION FOR ENHANCING COMMUNITIES P.O. BOX 678 HARRISBURG, PA 17108		PC	GENERAL NEEDS OR PURPOSE	500.
FRACTURED ATLAS 248 W. 35TH ST., 10TH FLOOR NEW YORK, NY 10001		PC	GENERAL NEEDS OR PURPOSE	2,500.
Total from continuation sheets				

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04-01-16

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRANKLIN & MARSHALL COLLEGE P.O. BOX 3003 LANCASTER, PA 17604		PC	GENERAL NEEDS OR PURPOSE	500.
FRAXA RESEARCH FOUNDATION 10 PRINCE PLACE NEWBURYPORT, MA 01950		PC	GENERAL NEEDS OR PURPOSE	4,000.
FRIENDS OF THE 500TH P.O. BOX 422 DAVIS, WV 26260		PC	GENERAL NEEDS OR PURPOSE	500.
GREATER PHILADELPHIA CULTURAL ALLIANCE 1315 WALNUT ST. PHILADELPHIA, PA 19107		PC	GENERAL NEEDS OR PURPOSE	250.
HARVARD GRAD SCHOOL OF EDUCATION 124 MT. AUBURN ST. CAMBRIDGE, MA 02138		PC	GENERAL NEEDS OR PURPOSE	100.
HATHAWAY BROWN 19600 NORTH PARK BLVD. SHAKER HTS., OH 44122		PC	GENERAL NEEDS OR PURPOSE	1,500.
HORIZONS OF GREATER WASHINGTON 3000 CATHEDRAL AVE NW WASHINGTON, DC 20008		PC	GENERAL NEEDS OR PURPOSE	10,000.
HOSTS FOR HOSPITALS 611 WOODLEAVE RD. BRYN MAWR, PA 19010		PC	GENERAL NEEDS OR PURPOSE	2,500.
HYMAN PERLO FUND 3225 8TH ST., NE WASHINGTON, DC 20017		PC	GENERAL NEEDS OR PURPOSE	1,000.
LANCASTERHISTORY.ORG 230 NORTH PRESIDENT AVE. LANCASTER, PA 17603		PC	GENERAL NEEDS OR PURPOSE	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LIBRARY COMPANY OF PHILADELPHIA 1314 LOCUST ST. PHILADELPHIA, PA 19107		PC	GENERAL NEEDS OR PURPOSE	500.
LOWER MERION CONSERVANCY 1301 ROSE GLEN RD. GLADWYNE, PA 19035		PC	GENERAL NEEDS OR PURPOSE	250.
MAINE CENTRAL INSTITUTE 295 MAIN ST. PITTSFIELD, ME 04967		PC	GENERAL NEEDS OR PURPOSE	5,000.
MARET SCHOOL INC. 3000 CATHEDRAL AVE NW WASHINGTON, DC 20008		PC	GENERAL NEEDS OR PURPOSE	20,000.
MUHLENBERG COLLEGE 2400 WEST CHEW ST. ALLENTOWN, PA 18104		PC	GENERAL NEEDS OR PURPOSE	500.
PLANNED PARENTHOOD FEDERATION OF AMERICA INC. 434 WEST 33RD ST. NEW YORK, NY 10001		PC	GENERAL NEEDS OR PURPOSE	5,650.
RACHEL CARSON COUNCIL 8600 IRVINGTON AVE. BETHESDA, MD 20817		PC	GENERAL NEEDS OR PURPOSE	500.
SKIDMORE COLLEGE 815 NORTH BROADWAY SARATOGA SPRINGS, NY 12866		PC	GENERAL NEEDS OR PURPOSE	600.
SOUTHERN COLORADO COAL MINERS MEMORIAL AND SCHOLARSHIP 1804 NORTH LINDEN AVE TRINIDAD, CO 81082		PC	GENERAL NEEDS OR PURPOSE	1,000.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE. MONTGOMERY , AL 36104		PC	GENERAL NEEDS OR PURPOSE	200.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STARDUST-STARTUP FACTORY P.O. BOX 35 MOREHEAD CITY, NC 28557		PC	GENERAL NEEDS OR PURPOSE	6,000.
SUN VALLEY WRITERS CONFERENCE P.O. BOX 551 MONTEREY, CA 93942		PC	GENERAL NEEDS OR PURPOSE	10,000.
TOWSON UNIVERSITY PUBLIC MEDIA 1 OLYMPIC PLACE, SUITE 100 TOWSON, MD 21204		PC	GENERAL NEEDS OR PURPOSE	500.
TRINITY COLLEGE 300 SUMMIT ST. HARTFORD, CT 06106		PC	GENERAL NEEDS OR PURPOSE	500.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3615 MARKET ST., FLOOR 2 PHILADELPHIA, PA 19104		PC	GENERAL NEEDS OR PURPOSE	750.
UNIVERSITY OF DELAWARE 83 E. MAIN ST., 3RD FLOOR NEWARK, DE 19716		PC	GENERAL NEEDS OR PURPOSE	1,000.
WAGNER FREE INSTITUTE OF SCIENCE 1700 WEST MONTGOMERY AVE. PHILADELPHIA, PA 19121		PC	GENERAL NEEDS OR PURPOSE	150.
WAMU 4401 CONNECTICUT AVE., NW WASHINGTON, DC 20008		PC	GENERAL NEEDS OR PURPOSE	500.
WELLESLEY COLLEGE 106 CENTRAL ST. WELLESLEY, MA 02181		PC	GENERAL NEEDS OR PURPOSE	5,000.
WESLEYAN UNIVERSITY 318 HIGH ST. MIDDLETOWN, CT 06459		PC	GENERAL NEEDS OR PURPOSE	100.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WEST PHILADELPHIA ALLIANCE FOR CHILDREN 5070 PARKSIDE AVE. PHILADELPHIA, PA 19131		PC	GENERAL NEEDS OR PURPOSE	250.
WETA 3939 CAMPBELL AVE. ARLINGTON, VA 22206		PC	GENERAL NEEDS OR PURPOSE	500.
WILLIAMS COLLEGE ALUMNI FD 75 PARK ST. WILLIAMSTOWN, MA 01267		PC	GENERAL NEEDS OR PURPOSE	300.
WOODLANDS TRUST FOR HISTORICAL PRESERVATION 4000 WOODLAND AVE. PHILADELPHIA, PA 19104		PC	GENERAL NEEDS OR PURPOSE	1,300.
WOODLYNDE SCHOOL 445 UPPER GULPH RD. STRAFFORD, PA 19087		PC	GENERAL NEEDS OR PURPOSE	750.
WYCK HISTORIC HOUSE & GARDEN 6026 GERMANTOWN AVE. PHILADELPHIA, PA 19144		PC	GENERAL NEEDS OR PURPOSE	500.
Total from continuation sheets				

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04-01-16

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SAVINGS	22.	22.	
TOTAL TO PART I, LINE 3	22.	22.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT ACCOUNTS	107,443.	0.	107,443.	107,443.	
TO PART I, LINE 4	107,443.	0.	107,443.	107,443.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISC. INCOME	2.	2.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2.	2.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	531.	531.		0.
TO FM 990-PF, PG 1, LN 16A	531.	531.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	2,060.	2,060.		0.
TO FORM 990-PF, PG 1, LN 16B	2,060.	2,060.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMISSIONS, FEES	39,346.	39,346.		0.
PROFESSIONAL FEES	675.	675.		0.
TO FORM 990-PF, PG 1, LN 16C	40,021.	40,021.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	5,044.	5,044.		0.
STATE TAXES	200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,244.	5,044.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	16.	8.		0.
TO FORM 990-PF, PG 1, LN 23	16.	8.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RBC WEDGEWOOD	COST	929,690.	1,210,270.
RBC SHAFER CULLEN	COST	638,985.	725,968.
RBC SOUTHERN SUN	COST	707,020.	871,565.
RBC FEDERATED	COST	1,195,736.	1,341,147.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,471,431.	4,148,950.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANDREW FABENS III 127 PUBLIC SQUARE CLEVELAND, OH 44110	TRUSTEE 0.00	0.	0.	0.
E.P. TALBOTT 440 BRYN MAWR BALA CYNWYD, PA 19004	TRUSTEE 0.00	0.	0.	0.
MARY JOSEPHINE TALBOTT 4661 GARFIELD ST. NW WASHINGTON, DC 20007	TRUSTEE 0.00	0.	0.	0.
KIRK L. TALBOTT 11821 GORDON RD. SILVER SPRING, MD 20904	TRUSTEE 0.00	0.	0.	0.
MELISSA R. MARSHALL 742 JEFFERSON DRIVE PITTSBURGH, PA 15229	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.