

Return of Private Foundation

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

OMB No 1545-0052

1710
2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

► 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.

For calendar year 2016 or tax year beginning

11/1/2016

, and ending

10/31/2017

Name of foundation

ANN EARLE TALCOTT FUND

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

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 foundationI Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ► \$ 2,109,678

J Accounting method

 Cash Accrual Other (specify) _____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)
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1 Contributions, gifts, grants, etc , received (attach schedule)			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments			
4 Dividends and interest from securities	39,895	39,895	
5a Gross rents			
b Net rental income or (loss) _____			
6a Net gain or (loss) from sale of assets not on line 10	70,827		
b Gross sales price for all assets on line 6a 544,290			
7 Capital gain net income (from Part IV, line 2)		70,827	
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)			
12 Total. Add lines 1 through 11	110,722	110,722	0
13 Compensation of officers, directors, trustees, etc	30,596	22,947	7,649
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)	1,108		1,108
c Other professional fees (attach schedule)			
17 Interest			
18 Taxes (attach schedule) (see instructions)	1,666	300	
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)	2,059		2,059
24 Total operating and administrative expenses.			
Add lines 13 through 23	35,429	23,247	0
25 Contributions, gifts, grants paid	70,000		70,000
26 Total expenses and disbursements. Add lines 24 and 25 .	105,429	23,247	0
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	5,293		
b Net investment income (if negative, enter -0-)		87,475	
c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2016)

QNE

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
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		83,111	63,527	63,527
	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)		1,720,695	1,745,400	2,046,151
	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)		1,803,806	1,808,927	2,109,678
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		1,803,806	1,808,927	
	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)		1,803,806	1,808,927	
	31 Total liabilities and net assets/fund balances (see instructions)		1,803,806	1,808,927	

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	1,803,806
2 Enter amount from Part I, line 27a	2	5,293
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,809,099
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	172
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,808,927

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 brck warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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					
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	70,827	
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	95,594	1,974,341	0 048418
2014	132,974	2,157,636	0 061629
2013	105,176	2,211,919	0 047550
2012	95,319	2,130,436	0 044742
2011	109,604	2,066,752	0 053032

2 Total of line 1, column (d)	2	0 255371
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 051074
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,034,120
5 Multiply line 4 by line 3	5	103,891
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	875
7 Add lines 5 and 6	7	104,766
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	80,816

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)

1 1,750

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

2 0

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

3 1,750

4 1,750

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2016 estimated tax payments and 2015 overpayment credited to 2016 6a 990

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 7 990

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** ► 9 760

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

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? 2 X

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* 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? 5 X

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 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) ►
NJ

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)

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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 100 N Main St MAC D4001-117 Winston Salem NC	Telephone no ► 888-730-4933 ZIP+4 ► 27101	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► <input type="checkbox"/> 15	<input checked="" type="checkbox"/> N/A
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	<input checked="" type="checkbox"/> X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
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	<input checked="" type="checkbox"/> N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	<input checked="" type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> X

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		► <input type="checkbox"/>	
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	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>		6b <input checked="" type="checkbox"/> X	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
Wells Fargo Bank, N.A. 100 N Main St MAC D4001-117 Winston Salem, NC 27	TRUSTEE SEE ATTACHED	30,596		

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	2,003,073
b	Average of monthly cash balances	1b	62,023
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,065,096
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	2,065,096
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	30,976
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,034,120
6	Minimum investment return. Enter 5% of line 5	6	101,706

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	101,706
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,750
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,750
3	Distributable amount before adjustments Subtract line 2c from line 1	3	99,956
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	99,956
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	99,956

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	80,816
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	80,816
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	80,816
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				99,956
2 Undistributed income, if any, as of the end of 2016			0	
a Enter amount for 2015 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014	866			
e From 2015				
f Total of lines 3a through e	866			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 80,816				80,816
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				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	866			866
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				18,274
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See Attached Statement				
Total			► 3a	70,000
b Approved for future payment				
NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	39,895	
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	70,827	
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	110,722	0
13	Total Add line 12, columns (b), (d), and (e)			13		110,722
(See worksheet in line 13 instructions to verify calculations.)						

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

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

Recipient(s) paid during the year

Name

GREATER LIFE INC METRO

Street

272 CHANCELLOR AVENUE

City

NEWARK

State

NJ

Zip Code

07108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

JEWISH FAMILY SERVICE OF CENTRAL NEW JERSEY

Street

655 WESTFIELD AVENUE

City

ELIZABETH

State

NJ

Zip Code

07208

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

9,000

Name

PHILLIPS EDUCATION PARTNERS

Street

342 CENTRAL AVENUE

City

NEWARK

State

NJ

Zip Code

07103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

DEBORAH HOSPITAL FOUNDATION

Street

20 PINE MILL RD

City

BROWN MILLS

State

NJ

Zip Code

08015

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

THE MILK AND BREAD FUND HOMELESS SOLUTIONS

Street

540 W HANOVER AVE

City

MORRISTOWN

State

NJ

Zip Code

07960

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

INTERFAITH HOSPITALITY NETWORK OF OCEAN COUNTY

Street

407 LEXINGTON AVE

City

TOMS RIVER

State

NJ

Zip Code

08753

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

JOSEPH'S HOUSE AT CAMDEN

Street

555 ATLANTIC AVE

City CAMDEN	State NJ	Zip Code 08104	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 7,500

Name

BRIDGES OUTREACH, INC

Street

120 Morris Ave

City SUMMIT	State NJ	Zip Code 07901	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,000

Name

CHILDREN ON THE GREEN, INC

Street

50 SOUTH PARK PLACE

City MORRISTOWN	State NJ	Zip Code 07960	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 3,000

Name

HOUSING 4 VETERANS

Street

959 Route 46 East, Suite 402

City Parsippany	State NJ	Zip Code 07054	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,500

Name

REBUILDING TOGETHER NORTH

Street

PO Box 1389

City Ridgewood	State NJ	Zip Code 07451	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,000

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

Long Term CG Distributions		Short Term CG Distributions		Amount		Capital Gains/Losses		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss	
				0		Other sales		0		473,463		0	
1	JPMORGAN HIGH-YIELD FUN	481200803	X	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
2	MFS VALUE FUND-CLASS #	5529833694	X					7/24/2015	1/18/2017	1,170	1,185		
3	MFS VALUE FUND-CLASS #	5529833694	X					6/25/2016	9/19/2017	24,053	23,639		
4	MFS VALUE FUND-CLASS #	5529833694	X					6/20/2014	9/19/2017	1,927	1,731		
5	MFS VALUE FUND-CLASS #	5529833694	X					6/20/2014	10/23/2017	7,685	8,716		
6	MFS VALUE FUND-CLASS #	5529833694	X					10/28/2014	10/23/2017	1,980	1,869		
7	MERGE FUND-INST #301	588509207	X					2/14/2012	10/23/2017	2,791	818		
8	MERGE FUND-INST #301	588509207	X					2/11/2013	10/23/2017	12,498	12,293		
9	MERGE FUND-INST #301	588509207	X					5/24/2017	10/23/2017	8,548	6,467		
10	MET WEST TOTAL RETURN E	592905509	X					1/22/2015	8/15/2017	8,158	8,426		
11	ASG GLOBAL ALTERNATIVES	638721895	X					6/20/2013	1/18/2017	1,163	1,309		
12	ASG GLOBAL ALTERNATIVES	638721895	X					6/20/2013	10/23/2017	1,093	1,158		
13	ASG GLOBAL ALTERNATIVES	638721895	X					7/12/2013	10/23/2017	481	506		
14	NEUBERGER BERMAN LONG	64128R608	X					5/24/2017	10/23/2017	2,755	2,669		
15	OPPENHEIMER DEVELOPING	683974604	X					5/25/2011	1/18/2017	1,281	1,384		
16	OPPENHEIMER DEVELOPING	683974604	X					5/14/2011	4/20/2017	3,251	3,172		
17	MERGE FUND-INST #301	588509207	X					1/20/2013	10/23/2017	729	711		
18	MERGE FUND-INST #301	588509207	X					6/25/2016	10/23/2017	1,360	1,740		
19	MERGE FUND-INST #301	588509207	X					6/28/2011	10/23/2017	1,489	1,459		
20	OPPENHEIMER DEVELOPING	683974604	X					5/25/2011	4/20/2017	2,544	2,487		
21	OPPENHEIMER DEVELOPING	683974604	X					5/25/2011	9/19/2017	3,578	2,889		
22	OPPENHEIMER DEVELOPING	683974604	X					7/24/2015	9/19/2017	12,751	10,303		
23	T ROWE PR OVERSEAS STO	77958H435	X					4/20/2017	9/19/2017	4,400	3,851		
24	T ROWE PR OVERSEAS STO	77958H435	X					4/20/2017	10/23/2017	2,678	2,311		
25	T ROWE PRICE INST FLOAT	77958B402	X					1/23/2014	1/18/2017	2,675	2,734		
26	T ROWE PRICE INST FLOAT	77958B402	X					4/24/2014	1/18/2017	11,444	11,614		
27	T ROWE PRICE INST FLOAT	77958B402	X					11/17/2014	1/18/2017	2,091	2,134		
28	T ROWE PRICE INST FLOAT	77958B402	X					6/25/2016	1/18/2017	939	930		
29	STERLING CAPITAL STRATC	85917K546	X					6/20/2014	1/18/2017	1,983	1,876		
30	STERLING CAPITAL STRATC	85917K546	X					6/20/2014	5/24/2017	15,785	14,390		
31	STERLING CAPITAL STRATC	85917K546	X					7/24/2015	5/24/2017	3,918	3,418		
32	STERLING CAPITAL STRATC	85917K546	X					8/25/2016	10/23/2017	1,735	1,695		
33	VANGUARD RENT VIPER	922908553	X					1/22/2010	2/17/2017	27,201	16,550		
34	INV BALANCE RISK COMM ST	00888Y508	X					8/25/2016	1/18/2017	21,139	20,927		
35	AMER CENT SMALL CAP GR	025093320	X					7/24/2015	1/18/2017	2,519	2,583		
36	AMER CENT SMALL CAP GR	025093320	X					7/24/2015	5/24/2017	21,822	20,716		
37	AMER CENT SMALL CAP GR	025093320	X					7/24/2015	10/23/2017	1,389	1,229		
38	ARTISAN INTERNATIONAL F	04314H402	X					4/20/2011	3/17/2017	3,573	3,538		
39	ARTISAN INTERNATIONAL F	04314H402	X					8/26/2011	4/20/2017	45,878	33,571		
40	ARTISAN INTERNATIONAL F	04314H402	X					1/20/2017	4/20/2017	3,815	3,624		
41	ARTISAN MID CAP FUND-INS	04314H600	X					7/22/2016	9/19/2017	8,129	5,707		
42	ARTISAN MID CAP FUND-INS	04314H600	X					4/19/2012	9/19/2017	1,863	1,618		
43	CREDIT SUISSE COMM RET	22544R305	X					1/23/2014	1/18/2017	5,352	5,521		
44	CREDIT SUISSE COMM RET	22544R305	X					2/22/2015	1/18/2017	12,189	13,876		
45	CREDIT SUISSE COMM RET	22544R305	X					1/10/2015	1/18/2017	1,285	1,208		
46	CREDIT SUISSE COMM RET	22544R305	X					1/22/2016	1/18/2017	2,726	2,301		
47	DODGE & COX INTL STOCK	256208103	X					7/22/2016	9/19/2017	8,129	5,707		
48	DODGE & COX INCOME FDC	256210105	X					4/24/2014	10/23/2017	21,444	21,288		
49	DODGE & COX INCOME FDC	256210105	X					5/11/2016	5/24/2017	4,502	4,453		
50	EATON VANCE GLOBAL MAC	277923728	X					1/10/2015	1/18/2017	15,661	15,718		
51	EATON VANCE GLOBAL MAC	277923728	X					8/25/2016	10/23/2017	40,493	40,271		
52	EATON VANCE GLOBAL MAC	277923728	X					1/19/2015	10/23/2017	3,532	3,540		
53	EATON VANCE GLOBAL MAC	277923728	X					4/20/2017	10/23/2017	2,315	2,305		
54	JP MORGAN MID CAP VALUE	339128100	X					7/19/2017	9/19/2017	9,429	7,806		
55	HARBOR CAPITAL APRTN	41151504	X					4/24/2014	10/23/2017	3,015	2,469		
56	HARBOR CAPITAL APRTN	41151504	X					10/6/2014	1/18/2017	8,521	8,288		
57	HARBOR CAPITAL APRTN	41151504	X					10/6/2014	7/19/2017	17,620	14,691		
58	HARBOR CAPITAL APRTN	41151504	X					10/6/2014	9/19/2017	2,452	2,452		
59	HARBOR CAPITAL APRTN	41151504	X					10/6/2014	10/23/2017	9,429	7,806		
60	HARBOR CAPITAL APRTN	41151504	X					10/24/2014	10/23/2017	3,015	2,469		
61	JP MORGAN HIGH YIELD FUN	4812CC0803	X					1/17/2014	1/18/2017	37,589	36,430		
62	JP MORGAN HIGH YIELD FUN	4812CC0803	X					1/17/2014	1/18/2017	3,063	3,384		
63	JP MORGAN HIGH YIELD FUN	4812CC0803	X					1/17/2014	1/18/2017	981	1,014		

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

		1,108	0	0	1,108
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,108			1,108

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

		1,666	300	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	300	300		
2	PY EXCISE TAX PAID	376			
3	ESTIMATED EXCISE TAX PAID	990			

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

	2,059	0	0	2,059
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 GRANT ADMINISTRATION FEE	2,059	0		2,059

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
1				0	
2	DODGE & COX INCOME FD COM 147		0	126,755	135,203
3	HARBOR CAPITAL APRCTN-INST 2012		0	118,130	214,656
4	ARTISAN MID CAP FUND-INSTL 1333		0	72,559	85,873
5	METWEST TOTAL RETURN BOND CL 151		0	298,139	294,786
6	FID ADV EMER MKTS INC- CL 1607		0	96,766	104,748
7	DODGE & COX INTL STOCK FD 1048		0	28,634	52,516
8	AMER CENT SMALL CAP GRWTH INST 33		0	16,839	21,273
9	MFS VALUE FUND-CLASS1 893		0	139,363	210,702
10	JP MORGAN MID CAP VALUE-I 758		0	55,164	84,527
11	STERLING CAPITAL STRATTON SMALL CA		0	17,135	21,344
12	T ROWE PR OVERSEAS STOCK-I #521		0	45,286	52,578
13	T ROWE PR REAL ESTATE-I #432		0	118,637	119,362
14	ASG GLOBAL ALTERNATIVES-Y 1993		0	42,840	42,284
15	VANGUARD REIT VIPER		0	6,175	10,028
16	AQR MANAGED FUTURES STR-I		0	71,138	63,962
17	VANGUARD INFLAT-PROT SEC'S-ADM 511		0	23,353	22,868
18	JPMORGAN HIGH YIELD FUND SS 3580		0	41,371	43,103
19	T ROWE PRICE INST FLOAT RATE 170		0	18,992	19,204
20	EATON VANCE GLOB MACRO ADV-I 208		0	63,318	63,081
21	BLACKROCK GLASS CREDIT-K #1940		0	71,306	72,663
22	OPPENHEIMER DEVELOPING MKT-1799		0	79,504	105,896
23	JOHN HANCOCK II-CURR STR-I 3643		0	42,213	42,917
24	SPDR DJ WLSHRE INTERNATIONAL REA		0	52,896	57,128
25	NEUBERGER BERMAN LONG SH-INS #183		0	98,887	105,449

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

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

<u>1</u> Mutual Fund Timing Difference	<u>1</u>	169
<u>2</u> Rounding	<u>2</u>	3
<u>3</u> Total	<u>3</u>	172

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

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

	Date	Amount
1	1	0
2	3/10/2017	2 248
3	4/12/2017	3 247
4	7/12/2017	4 248
5	10/11/2017	5 247
6		6
7		7 990