

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

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**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning **NOV 1, 2016**, and ending **OCT 31, 2017**

Name of foundation

THE ANDREW ALLEN CHARITABLE FOUNDATION

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

C/O THOMAS LONG, P.C., P.O. BOX 87

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

CHEYENNE, WY 82003

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)

\$ 23,738,692.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

23-7862257

B Telephone number

215-751-2185C 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 ☐**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)

1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	57.	57.		STATEMENT 1
4	Dividends and interest from securities	474,040.	474,040.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,627,858.			
b	Gross sales price for all assets on line 6a	1,747,797.			
7	Capital gain net income (from Part IV, line 2)		1,627,858.		
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	1,665.	1,665.		STATEMENT 3
12	Total. Add lines 1 through 11	2,103,620.	2,103,620.		
13	Compensation of officers, directors, trustees, etc	178,596.	178,596.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	11,053.	11,053.		0.
b	Accounting fees STMT 5	8,460.	8,460.		0.
c	Other professional fees STMT 6	198,617.	198,617.		0.
17	Interest				
18	Taxes STMT 7	33,263.	7,763.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 8	45,119.	0.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	475,108.	404,489.		0.
25	Contributions, gifts, grants paid	1,082,179.			1,082,179.
26	Total expenses and disbursements. Add lines 24 and 25	1,557,287.	404,489.		1,082,179.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	546,333.			
b	Net investment income (if negative, enter -0-)		1,699,131.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	930,854.	1,005,405.	1,005,405.
	2 Savings and temporary cash investments			
	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			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	19,136,662.	19,608,444.	22,733,287.
	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)	20,067,516.	20,613,849.	23,738,692.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds	20,067,516.	20,613,849.	
	30 Total net assets or fund balances	20,067,516.	20,613,849.	
	31 Total liabilities and net assets/fund balances	20,067,516.	20,613,849.	

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	20,067,516.
2 Enter amount from Part I, line 27a	2	546,333.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	20,613,849.
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	20,613,849.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

(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			
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	1,747,797.	119,939.	1,627,858.

(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			1,627,858.

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	1,627,858.
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	1,146,171.	21,842,478.	.052474
2014	1,152,818.	23,447,198.	.049167
2013	1,073,415.	23,913,891.	.044887
2012	1,016,066.	22,025,186.	.046132
2011	1,064,411.	20,439,706.	.052076

2 Total of line 1, column (d)	2	.244736
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	.048947
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	22,867,032.
5 Multiply line 4 by line 3	5	1,119,273.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,991.
7 Add lines 5 and 6	7	1,136,264.
8 Enter qualifying distributions from Part XII, line 4	8	1,082,179.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

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

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2017 estimated tax

268. | Refunded

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

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?

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

WY

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► THOMAS N. LONG Telephone no. ► 307-635-0710 Located at ► P.O. BOX 87, CHEYENNE, WY ZIP+4 ► 82003		
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		
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 ►		X

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

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

	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?	<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 type="checkbox"/> Yes <input checked="" 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	N/A	
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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. ►		
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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
THOMAS N. LONG	CO-TRUSTEE			
P.O. BOX 87				
CHEYENNE, WY 82001	1.00	59,532.	0.	0.
WILLIAM VER BRUGGE	CO-TRUSTEE			
3800 CAPITAL AVENUE				
CHEYENNE, WY 82001	1.00	59,532.	0.	0.
CAROL KIRSHNER	CO-TRUSTEE			
4616 CHALMERS DRIVE				
NASHVILLE, TN 37215	1.00	59,532.	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	
	0.
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	
		0.
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	22,064,599.
b	Average of monthly cash balances	1b	1,150,662.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	23,215,261.
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	23,215,261.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	348,229.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,867,032.
6	Minimum investment return. Enter 5% of line 5	6	1,143,352.

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	1,143,352.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	33,983.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	33,983.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,109,369.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,109,369.
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	1,109,369.

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	1,082,179.
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	1,082,179.
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	1,082,179.

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				1,109,369.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,082,179.	
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				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,082,179.				
a Applied to 2015, but not more than line 2a			1,082,179.	
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				0.
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).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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				1,109,369.
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	0.			
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 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)

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 ☒ 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				
SEE ATTACHED LIST, WY 82001			SEE ATTACHED LIST	1,082,179.
Total			▶ 3a	1,082,179.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

THE ANDREW ALLEN CHARITABLE FOUNDATION

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 KKR & CO K-1	P		
b KKR & CO K-1	P		
c WELLS FARGO - 1585	P		
d WELLS FARGO - 1594	P		
e WELLS FARGO - 1594	P		
f WELLS FARGO - 1612	P		
g WELLS FARGO - 1612	P		
h WELLS FARGO - 1621	P		
i WELLS FARGO - 1621	P		
j JP MORGAN - 9009	P		
k JP MORGAN - 1009	P		
l JP MORGAN - 1009	P		
m JP MORGAN - 8002	P		
n JP MORGAN - 8002	P		
o JP MORGAN - 4004	P		

(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		6.	-6.
b 120.			120.
c 192,562.			192,562.
d		48,103.	-48,103.
e 367,145.			367,145.
f 244,030.			244,030.
g 231,440.			231,440.
h 268,732.			268,732.
i 438,863.			438,863.
j		764.	-764.
k 2,854.			2,854.
l		26,838.	-26,838.
m 420.			420.
n		2,135.	-2,135.
o		10,570.	-10,570.

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			-6.
b			120.
c			192,562.
d			-48,103.
e			367,145.
f			244,030.
g			231,440.
h			268,732.
i			438,863.
j			-764.
k			2,854.
l			-26,838.
m			420.
n			-2,135.
o			-10,570.

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	
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	

THE ANDREW ALLEN CHARITABLE FOUNDATION

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 JP MORGAN - 4004	P		
b CAPITAL GAINS DIVIDENDS			
c			
d			
e			
f			
g			
h			
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		31,523.	-31,523.
b 1,631.			1,631.
c			
d			
e			
f			
g			
h			
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-31,523.
b			1,631.
c			
d			
e			
f			
g			
h			
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	1,627,858.
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

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
FROM ENTERPRISE PRODUCTS PARTNERS K-1	6.	6.	
FROM KKR & CO. L.P. K-1	51.	51.	
TOTAL TO PART I, LINE 3	57.	57.	

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
FROM KKR & CO. L.P. K-1	76.	0.	76.	76.	
JP MORGAN	144,666.	1,631.	143,035.	143,035.	
VANGUARD	11,707.	0.	11,707.	11,707.	
WELLS FARGO	319,222.	0.	319,222.	319,222.	
TO PART I, LINE 4	475,671.	1,631.	474,040.	474,040.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN	33.	33.	
OTHER INCOME	1,632.	1,632.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,665.	1,665.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,053.	11,053.		0.
TO FM 990-PF, PG 1, LN 16A	11,053.	11,053.		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
ACCOUNTING FEES	8,460.	8,460.		0.
TO FORM 990-PF, PG 1, LN 16B	8,460.	8,460.		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
INVESTMENT FEES	198,617.	198,617.		0.
TO FORM 990-PF, PG 1, LN 16C	198,617.	198,617.		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 PAID	7,763.	7,763.		0.
FEDERAL INCOME TAX PAID	25,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	33,263.	7,763.		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
JP MORGAN	6,569.	0.		0.
WELLS FARGO	37,526.	0.		0.
KKR & CO K-1	11.	0.		0.
ENTERPRISE PRODUCTS PARTNERS K-1	1,013.	0.		0.
TO FORM 990-PF, PG 1, LN 23	45,119.	0.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO	COST	15,189,409.	17,885,575.
VANGUARD	COST	289,917.	644,234.
JP MORGAN	COST	4,129,118.	4,203,478.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,608,444.	22,733,287.

The Andrew Allen Charitable Foundation
EIN: 23-7862257
Form 990-PF, Part II, Line 13 Attachment

Vanguard		Book Value	Market Value
500 Index Fund Adm	At Cost	289,917	644,234
JP 9009		Book Value	Market Value
RS GLOBAL ENERGY AND POWER PRIVATE INV	At Cost	256,090	N/A
JP 1009		Book Value	Market Value
JOHCM ASIA EX-JAPAN EQ-IS	At Cost	60,140	72,157
MATTHEWS PACIFIC TIGER-INST	At Cost	68,804	92,360
T ROWE PRICE NEW ASIA	At Cost	91,147	114,977
DELAWARE EMERGING MARKETS	At Cost	146,692	205,185
ISHARES INC MSCI RUSSIA CAPPED ETF	At Cost	57,492	59,934
ISHARES MSCI RUSSIA CAPPED INDEX	At Cost	50,917	54,996
ISHARES MSCI INDIA ETF	At Cost	34,587	43,774
JPM EMG MKT	At Cost	172,861	227,675
LAZARD EMERG MKT	At Cost	241,630	268,072
NEUBERGER BERMAN EQUITY	At Cost	25,497	31,698
OPPENHEIMER DEVELOPING MKT-Y	At Cost	115,686	156,751
WCM FOCUSED GLOBAL GROW-INST	At Cost	64,724	77,816
AMERICAN BEACON GLG TR-UTL	At Cost	103,186	N/A
FRANKLIN TEMPLTON EMERGING MKTS	At Cost	46,257	53,365
ASHMORE EMERG MKTS CR DB-INS	At Cost	86,082	87,832
PIMCO EMERGIN LOCAL BOND	At Cost	33,437	34,308
JP 8002		Book Value	Market Value
CSC HOLDINGS LLC	At Cost	11,600	10,713
LENNAR CORP	At Cost	10,025	10,325
DISH DBS CORP	At Cost	11,550	10,805
GANNETT CO INC	At Cost	4,188	4,060
HCA INC	At Cost	6,240	6,180
TESORO LOGISTICS LP/CORP	At Cost	6,315	6,360
ALLY FINANCIAL INC	At Cost	2,025	2,065
CABLEVISION SYSTEMS CORP	At Cost	10,650	11,075
AIRCASTLE LTD	At Cost	8,925	8,860
CF INDUSTRIES INC	At Cost	12,183	11,000
RADIAN GROUP INC	At Cost	4,270	4,195
GANNETT CO INC	At Cost	5,219	5,125
ICAHN ENTERPRISES/FIN	At Cost	9,105	9,281
SPRINT NEXTEL CORP	At Cost	2,183	2,160
NIELSEN FINANCE LLC/CO	At Cost	6,075	6,083
TENET HEALTHCARE CORP	At Cost	8,590	8,400
ENERGY TRANSFER EQUITY	At Cost	22,550	22,500
PRECISION DRILLING CORP	At Cost	6,481	3,620
INTL LEASE FINANCE CORP	At Cost	25,218	25,615
TECK RESOURCES LIMITED	At Cost	3,090	3,135
TENET HEALTHCARE CORP	At Cost	11,055	11,110

TRIUMPH GROUP INC	At Cost	10,125	9,900
ALCOA INC	At Cost	6,518	6,441
UNIT CORP	At Cost	4,988	5,019
AMKOR TECHNOLOGIES INC	At Cost	3,023	3,060
DISH DBS CORP	At Cost	10,863	10,500
B&G FOODS INC	At Cost	6,159	6,120
AES CORPORATION	At Cost	13,615	13,650
NABORS INDUSTRIES INC	At Cost	4,738	4,829
ANIXTER INC	At Cost	6,135	6,390
LIFEPOINT HOSPITALS INC	At Cost	8,390	8,150
MGM RESORT INTL	At Cost	20,795	22,350
LAMAR MEDIA CORP	At Cost	11,043	10,263
ALLY FINANCIAL INC	At Cost	2,005	2,080
TOLL BROS FINANCE CORP	At Cost	10,375	11,088
ARCELORMITTAL	At Cost	26,331	28,750
OSHKOSH CORP	At Cost	2,005	2,080
CENTURYLINK INC	At Cost	17,308	17,255
HCA INC	At Cost	10,125	9,855
MERITAGE HOMES CORP	At Cost	6,530	6,840
CENTENE CORP	At Cost	12,465	12,570
CHOICE HOTELS INTL INC	At Cost	6,495	6,645
NCR CORP	At Cost	7,840	8,180
TRANSDIGM INC	At Cost	6,165	6,254
VIDEOTRON LTEE	At Cost	6,289	6,480
ASHLAND INC	At Cost	4,838	5,276
CIT GROUP INC	At Cost	14,333	15,050
CENOVUS ENERGY INC	At Cost	2,704	2,969
CONTINENTAL RESOURCES	At Cost	11,248	11,124
COVANTA HOLDING CORP	At Cost	18,561	18,585
QEP RESOURCES INC	At Cost	19,894	19,850
AECOM	At Cost	6,045	6,263
AMERICAN AXLE & MFG INC	At Cost	9,623	9,315
CLEAR CHANNEL WORLDWIDE	At Cost	2,125	2,070
SPRINT NEXTEL CORP	At Cost	19,120	21,000
AMC NETWORKS INC	At Cost	5,028	5,131
CINEMARK USA INC	At Cost	9,400	10,250
PVH CORP	At Cost	8,115	8,140
ROYAL BK SCOTLND GRP PLC	At Cost	31,060	32,241
CROWN AMER/CAP CORP IV	At Cost	9,900	10,411
CLEARWATER PAPER CORP	At Cost	5,858	5,985
DCP MIDSTREAM OPERATING	At Cost	9,745	9,925
FREEPORT-MCMORAN C&G	At Cost	16,250	17,753
MASTEC INC	At Cost	5,930	6,150
NRG ENERGY INC	At Cost	6,195	6,210
POLYONE CORP	At Cost	9,078	9,675
CRESTWOOD MIDSTREAM PART	At Cost	6,229	6,240
STEEL DYNAMICS INC	At Cost	8,110	8,260
T-MOBILE USA INC	At Cost	2,140	2,110
HCA INC	At Cost	9,180	9,416
TARGA RESOURCES PARTNERS	At Cost	12,253	12,345
VERISIGN INC	At Cost	5,880	6,188

COMMERCIAL METALS CO	At Cost	5,719	6,225
EMC CORP	At Cost	24,948	25,127
ADT CORP	At Cost	4,363	5,082
CIT GROUP INC	At Cost	4,278	4,327
CENOVUS ENERGY INC	At Cost	2,723	3,054
L BRANDS INC	At Cost	5,606	5,325
SCOTTS MIRACLE-GAO CO	At Cost	6,385	6,420
GLP CAPITAL LP / FIN II	At Cost	9,289	9,788
ARAMARK SERVICES INC	At Cost	8,334	8,460
CCO HLDGS LLC/CAP CORP	At Cost	26,738	25,969
ENERGY TRANSFER EQUITY SR NOTES	At Cost	4,255	4,340
PINN FOODS FIN LLC/CORP	At Cost	6,357	6,390
T-MOBILE USA INC	At Cost	4,265	4,270
UNITED CONTINENTAL HLDGS	At Cost	8,010	8,120
NETFUX INC	At Cost	3,083	3,214
AES CORPORATION	At Cost	10,450	10,450
WESTERN DIGITAL CORP	At Cost	14,145	14,082
SERVICE CORP INTL	At Cost	12,600	12,660
TELEFLEX INC	At Cost	8,095	8,460
WILLIAMS COMPANIES INC	At Cost	10,335	10,450
NEWFIELD EXPLORATION CO	At Cost	21,368	23,788
GRAPHIC PACKAGING INTL	At Cost	5,038	5,175
IRON MOUNTAIN INC	At Cost	6,088	6,150
NRG YIELD OPERATING LLC	At Cost	12,310	12,510
HILTON DOMESTIC OPERATIN	At Cost	6,135	6,128
ALCOA INC	At Cost	11,565	11,806
RADIAN GROUP INC	At Cost	8,170	8,200
AECOM	At Cost	6,135	6,621
STANDARD PACIFIC CORP	At Cost	14,314	14,479
CENTENE CORP	At Cost	6,221	6,195
TESORO LOGISTICS LP/CORP	At Cost	12,590	12,900
SOUTHWESTERN ENERGY CO	At Cost	6,098	6,135
MICRON TECHNOLOGY INC	At Cost	2,070	2,125
T-MOBILE USA INC	At Cost	2,155	2,160
MASCO CORP	At Cost	9,450	9,621
WELLCARE HEALTH PLANS	At Cost	12,660	12,660
SUMMIT MID HLDS LIC I FI	At Cost	6,120	6,120
LEVEL 3 FINANCING INC	At Cost	11,303	11,495
RANGE RESOURCES CORP	At Cost	5,820	5,790
AMERIGAS PART/FIN CORP	At Cost	6,120	6,135
CNO FINANCIAL GROUP INC	At Cost	11,330	11,688
SPECTRUM BRANDS INC	At Cost	9,540	9,560
DIAMOND OFFSHORE DRILL	At Cost	5,300	5,350
CDW LLC/CDW FINANCE	At Cost	12,350	12,555
ORVO INC	At Cost	5,598	5,695
EQUINIX INC	At Cost	11,798	11,921
GLP CAPITAL LP I FIN II	At Cost	3,289	3,248
GOODYEAR TIRE & RUBBER	At Cost	6,135	6,150
TEMPUR SEALY INTL INC	At Cost	12,065	12,360
AMERIGAS FINANCE LLC/COR	At Cost	3,098	3,120
ALCOA INC	At Cost	7,640	7,809

GOODYEAR TIRE & RUBBER	At Cost	7,996	8,140
GMAC	At Cost	18,708	21,160
CF INDUSTRIES INC	At Cost	7,115	7,980
TELECOM ITALIA CAPITAL	At Cost	6,698	6,722
TECK COMINCO LIMITED	At Cost	18,870	20,385
EMBARQ CORP	At Cost	9,394	9,079
ALCOA INC NT	At Cost	5,217	5,388
TECK RESOURCES LIMITED	At Cost	4,050	4,435
CENOVUS ENERGY INC	At Cost	3,608	3,648
FREEPORT-MCMORAN C & G	At Cost	4,530	5,640
HCA INC	At Cost	6,213	6,105

JP 4004

		Book Value	Market Value
ABB LTD-SPON ADR	At Cost	32,741	42,853
ADVANCED SEMICONDUCTOR E-ADR	At Cost	20,139	19,897
ALLIANZ SE-SPON ADR	At Cost	37,314	50,311
ASTRAZENECA PLC	At Cost	33,539	39,330
BAE SYSTEMS PLC	At Cost	40,196	44,138
BCE INC	At Cost	19,807	20,080
BNP PARIBAS	At Cost	29,155	35,011
BOC HONG KONG HOLDINGS LTD	At Cost	11,215	16,661
BRITISH AMERICAN TOBACCO PLC	At Cost	35,696	42,504
DAIMLER AG	At Cost	20,681	21,788
DEUTSCHE TELEKOM AG	At Cost	17,683	20,624
DIAGEO PLC- SPONSORED ADR	At Cost	23,050	30,142
ENGIE	At Cost	24,731	24,876
GLAXOSMITHKLINE PLC-SPON ADR	At Cost	33,243	25,501
HONDA MOTOR CO LTD SPONS ADR	At Cost	15,463	14,457
HSBC HOLDINGS PLC-SPONS ADR	At Cost	43,256	41,942
IMPERIAL BRANDS PLC-SPON ADA	At Cost	18,599	20,670
ING GROEP N. V.-SPONSORED ADA	At Cost	27,887	35,744
JAPAN TOBACCO INC-UNSPON ADR	At Cost	24,902	22,879
MANULIFE FINANCIAL CORP	At Cost	20,216	24,522
MICHELIN (CGDE)-UNSPON ADR	At Cost	30,063	41,702
MMC NORILSK NICKEL PJSC SPONSORED	At Cost	18,188	20,210
MUENCHER RUECK-UNSPON ADR	At Cost	19,180	21,916
NESTLE SA-SPONS ADR	At Cost	31,805	37,061
NIPPON TEL & TEL CORP	At Cost	11,392	20,782
NN GROUP NV - UNSPON ADA	At Cost	23,199	25,083
NOVARTIS A G	At Cost	39,266	40,464
ORKLA A S A	At Cost	11,579	13,419
PROSIEBEN SAT.1- UNSP ADR	At Cost	29,917	24,022
ROCHE HOLDINGS LTD	At Cost	41,667	36,144
ROYAL DUTCH SHELL	At Cost	31,644	33,007
SANOFI	At Cost	18,799	17,730
SIEMENS	At Cost	30,623	36,010
SINGAPORE TELECOMMUNICATIONS	At Cost	10,973	9,923
SMITHS GROUP	At Cost	34,292	40,686
SMURFIT KAPPA GROUP PLC	At Cost	36,645	41,422
SONIC HEALTHCARE-UNSP ADR	At Cost	22,572	30,058
SSE PLC	At Cost	23,919	18,139

TELEFONICA BRASIL- ADR	At Cost	21,170	22,715
TOTAL SA	At Cost	34,246	35,661
UBS GROUP AG-REG	At Cost	39,135	35,381
UNILEVER NV	At Cost	26,363	40,282
UNITED OVERSEAS BANK	At Cost	27,779	32,648
US DOLLAR	At Cost	52,324	52,324
VERMILION ENERGY INC	At Cost	27,632	27,304
VODAFONE GROUP	At Cost	17,094	14,896
ZURICH INSURANCE	At Cost	23,974	27,778

WF 1585

		Book Value	Market Value
AT&TINC	At Cost	38,575	33,650
BP PLC SPONS ADR	At Cost	49,310	40,670
ENTERPRISE PRODUCTS	At Cost	4,877	53,900
FLOUR CORP	At Cost	52,137	43,090
FORD MOTOR COMPANY	At Cost	44,613	49,080
INTERNATIONAL BUSINESS MACHINE CORP	At Cost	26,261	30,812
ISHARES U.S. CONSUMER SERVICES IYC	At Cost	29,578	82,555
ISHARES GLOBAL FINANCIALS	At Cost	79,118	67,730
ISHARES U.S. TECHNOLOGY IYW	At Cost	43,517	161,590
ISHARES MSCI JAPAN	At Cost	44,556	45,747
ISHARES SELECT	At Cost	27,085	47,375
KKR & CO LP	At Cost	5,594	-
POWERSHARES DYNAMIC BUILDING AND CONSTRUCTION	At Cost	49,191	86,242
PROCTER & GAMBLE CO PG	At Cost	30,446	43,170
REALTY INCOME CORP REIT O	At Cost	21,301	53,670
THORNBURG MORTGAGE IN	At Cost	87,788	-
UNDER ARMOUR INC	At Cost	54,500	34,590
VANGUARD INDUSTRIALS ET	At Cost	54,039	121,635
VANGUARD INFORMATION ET TECHNOLOGY	At Cost	49,890	163,230
VANGUARD MATERIALS ET	At Cost	51,550	93,282
VERIZON COMMUNICATIONS	At Cost	45,869	47,870
CALL ENTERPRISE PROD	At Cost	(947)	(1,150)
CALL INTL BUSINESS MACH	At Cost	(2,721)	(490)
CALL ISHARES DOW JONES	At Cost	(2,222)	(11,900)
CALL PROCTER & GAMBLE	At Cost	(453)	(30)
CALL REALTY INCOME GROUP	At Cost	(873)	(300)
CALL VANGUARD HEALTH CAR	At Cost	(3,047)	(14,700)
CALL VERIZON COMMUNICATN	At Cost	(929)	(530)
AMERICAN HIGH INCOME TRUST CLASS A	At Cost	63,095	51,810
BANK OF AMERICA CORP PFD	At Cost	51,277	49,014
GOLDMAN SACHS GROUP PFD	At Cost	50,225	47,817
MORGAN STANLEY PFD SER A	At Cost	51,072	48,447

WF 1594

		Book Value	Market Value
AIR PRODUCTS & CHEMICALS	At Cost	93,253	102,513
ALPHABET INC	At Cost	194,365	353,300
ANALOG DEVICES INC	At Cost	260,254	289,695
APPLE INC	At Cost	199,097	292,270
BECTON DICKINSON & CO	At Cost	196,904	225,781
DOLLAR TREE STORES INC	At Cost	256,922	293,095

EBAY INC	At Cost	195,831	204,987
EDWARDS LIFESCIENCE CORP	At Cost	199,058	222,759
FACEBOOK INC	At Cost	180,830	345,355
FIDELITY NATIONAL INFORMATION SVCS	At Cost	179,838	207,968
FLEETCOR TECHNOLOGIES	At Cost	134,328	139,488
HONEYWELL INTERNATIONAL	At Cost	173,312	247,090
INTERCONTINENTAL EXCHANGE INC	At Cost	189,692	235,580
KRAFT HEINZ CO	At Cost	205,193	203,301
LAUDER ESTEE COS INC	At Cost	190,533	260,629
MASTERCARD INC CL A	At Cost	124,323	203,369
MICROSOFT CORP	At Cost	264,304	356,343
MODELEZ INTL INC	At Cost	188,207	239,258
MONSTER BEVERAGE CORP	At Cost	167,499	209,649
ORACLE CORPORATION	At Cost	253,204	280,306
PEPSICO INCORPORATED	At Cost	176,909	216,712
PRICELINE GROUP INC COM	At Cost	167,599	231,347
S&P GLOBAL INC	At Cost	159,256	201,533
SCHWAB CHARLES CORP	At Cost	207,091	230,298
SHERWIN WILLIAMS CO	At Cost	143,583	158,455
STARBUCKS CORP	At Cost	200,472	230,163
THERMO FISHER SCIENTIFIC	At Cost	158,601	251,204
TJX COS INC NEW	At Cost	144,467	131,224
UL TA BEAUTY INC	At Cost	56,313	43,788
UNITED HEALTH GROUP INC	At Cost	275,479	386,805
VISA INC CLASS A	At Cost	123,179	342,038

WF 1612

		Book Value	Market Value
AMERCO	At Cost	87,743	91,092
APACHE CORP COMMON	At Cost	104,894	85,760
ARAMARK	At Cost	27,709	32,855
ARCHER-DANIELS-MIDLAND CO	At Cost	62,860	61,714
AXAL TA COATING SYSTEMS	At Cost	59,981	63,641
BOK FINL CORP NEW	At Cost	75,453	79,293
BORG WARNER INC	At Cost	53,860	69,221
BRINKER INTL INC	At Cost	133,990	108,595
CITIZENS FINANCIAL GRP	At Cost	80,382	99,700
COGNIZANT TECHNOLOGY	At Cost	68,623	78,999
CSRA INC	At Cost	69,558	75,624
DISCOVERY COMMUNICATIONS INC A	At Cost	86,885	62,644
ENTERGY CORP	At Cost	40,024	45,287
ENVISION HEALTHCARE CORP	At Cost	128,647	104,413
EQT CORP	At Cost	66,254	73,234
FIFTH THIRD BANCORP	At Cost	82,716	98,173
F5 NETWORKS INC	At Cost	96,339	91,680
GENTEX CORPORATION	At Cost	102,142	105,707
HEALTHSOUTH CORP	At Cost	76,021	75,762
HELMERICH & PAYNE INC	At Cost	87,026	79,456
INTERPUBLIC GRP CO INC	At Cost	87,625	70,705
INVESCO LTD	At Cost	87,377	98,458
J M SMUCKER CO	At Cost	76,528	76,568
JONES LANG LASALLE INC	At Cost	71,638	82,226

KAR AUCTION SERVICES INC	At Cost	74,708	84,626
MICHAELS COS INC	At Cost	92,881	92,303
NEWFIELD EXPLORATION	At Cost	89,625	89,229
NISOURCE INC	At Cost	60,743	64,264
NORTHERN TRUST CORP	At Cost	76,127	81,456
PUBLIC SVC ENTERPRISE	At Cost	64,537	72,078
ROBERT HALF INTL INC	At Cost	53,267	59,121
RYMAN HOSPITALITY PPTYS	At Cost	82,407	84,779
SABRE CORP	At Cost	99,985	84,832
SNAP-ON INC	At Cost	69,700	75,103
SPIRIT AEROSYSTEMS HLD	At Cost	43,649	65,041
STORE CAPITAL CORP	At Cost	53,167	63,750
UNIVERSAL HEAL TH SVCS	At Cost	99,475	85,446
VISTRA ENERGY CORP	At Cost	57,225	64,210
WEYERHAEUSER CO	At Cost	74,745	81,228
WHITE MOUNTAIN INS GRP	At Cost	115,519	118,257

WF 1621

		Book Value	Market Value
ABBVIE INC	At Cost	21,952	27,617
ACCENTURE PLC IRELAND	At Cost	95,848	111,610
AES CORP	At Cost	24,406	20,388
AGNC INVESTMENT CORP	At Cost	7,891	8,535
ALLERGAN PLC	At Cost	51,438	38,282
ALLSTATE CORP	At Cost	48,196	49,464
AMDOCS LTD	At Cost	12,373	12,564
AMERIPRISE FINANCIAL	At Cost	20,075	29,899
AMGED INC	At Cost	49,511	50,814
ANDEAVOR	At Cost	20,239	24,648
ANTHEM INC	At Cost	32,015	37,030
AON PLC	At Cost	50,241	55,938
APPLE INC	At Cost	13,271	15,383
APPLIED MATERIALS INC	At Cost	46,453	58,744
ARCHER-DANIELS-MIDLND CO	At Cost	50,154	48,022
ASSURED GUARANTY LTD	At Cost	17,662	22,186
AT&T INC	At Cost	23,739	23,017
AXIS CAPITAL HLDGS LTD	At Cost	16,842	16,535
BAKER HUGHES INC	At Cost	34,592	16,721
BANK OF AMERICA CORP	At Cost	72,120	116,134
BAXTER INTERNATIONAL INC	At Cost	10,701	11,282
BEST BUY CO INC	At Cost	20,478	25,359
BOEING CO	At Cost	41,403	58,561
BRANDYWINE REALTY TRUST REIT	At Cost	18,021	20,201
BRANDYWINE REAL TY TRUST	At Cost	18,021	20,201
BUNGE LTD	At Cost	22,660	19,121
BURLINGTON STORES INC	At Cost	16,684	16,431
CABOT CORPORATION	At Cost	4,667	5,974
CADENCE DESIGN SYSTEMS	At Cost	23,895	24,601
CAPITAL ONE FINANCIAL	At Cost	2,469	2,765
CATERPILLAR INC	At Cost	34,109	36,802
CBS CORP CL B	At Cost	6,749	6,398
CENTENE CORP	At Cost	17,769	18,172

CENTERPOINT ENERGY INC	At Cost	20,382	25,025
CHEVRON CORPORATION	At Cost	18,151	20,049
CHIMERA INVT CORP NEW	At Cost	20,523	22,601
CHUBB LTD	At Cost	89,839	96,072
CIGNA CORPORATION	At Cost	46,639	56,602
CIT GROUP INC	At Cost	23,329	22,051
CITIGROUP INC NEW	At Cost	157,714	214,473
COMCAST CORP NEW CL A	At Cost	121,330	108,847
COMERICA INC	At Cost	11,434	12,414
CONAGRA BRANDS INC	At Cost	22,611	19,198
CONOCOPHILLIPS	At Cost	4,883	5,268
COTY INC CL A	At Cost	29,309	23,824
CUMMINS INC	At Cost	20,725	24,763
CVS HEALTH CORPORATION	At Cost	52,188	46,532
DANAHER CORP	At Cost	45,089	49,272
DAVITA INC	At Cost	5,274	4,920
DELPHI AUTOMOTIVE PLC	At Cost	48,702	55,653
DEL TA AIR LINES INC NEW	At Cost	33,544	35,621
DEVON ENERGY CORP	At Cost	24,029	23,764
DISCOVER FINANCIAL	At Cost	25,470	23,685
DISNEY WALT COMPANY	At Cost	30,128	28,267
DUKE ENERGY CORP COM NEW	At Cost	41,225	43,095
DXC TECHNOLOGY CO	At Cost	49,051	56,651
EATON CORP PLC	At Cost	47,336	50,653
EBAY INC	At Cost	10,656	12,873
EDISON INTL	At Cost	2,364	2,478
ENERGIZER HLDGS INC	At Cost	17,109	17,927
EOG RESOURCES INC	At Cost	69,700	74,403
EQUIFAX INC	At Cost	28,053	28,109
EQUITY COMMONWEALTH	At Cost	19,547	20,855
EVEREST RE GROUP LTD	At Cost	20,040	23,033
EXELON CORPORATION	At Cost	18,210	20,306
EXPRESS SCRIPTS HLDG CO	At Cost	26,015	22,739
EXXON MOBIL CORP	At Cost	13,261	13,419
FIDELITY NATIONAL	At Cost	55,017	60,851
FISERV INC	At Cost	35,793	37,664
GENERAL MILLS INC	At Cost	50,917	50,622
GENERAL MOTORS CO	At Cost	28,379	35,459
GEO GRP INC/THE	At Cost	11,264	9,083
GILEAD SCIENCES INC	At Cost	56,061	49,474
GOLDMAN SACHS GROUP INC	At Cost	100,768	124,150
HALLIBURTON COMPANY	At Cost	30,798	24,704
HOLL YFRONTIER CORP	At Cost	20,181	20,655
HONEYWELL INTERNATIONAL	At Cost	54,499	59,538
HOSPITALITY PROPERTIES	At Cost	7,429	8,002
HP INC	At Cost	43,215	81,224
HUMANA INC	At Cost	47,314	58,475
HUNTSMAN CORP	At Cost	16,090	27,185
ILLINOIS TOOL WORKS INC	At Cost	27,024	30,521
JACOBS ENGINEERING GROUP	At Cost	5,206	5,588
JOHNSON& JOHNSON	At Cost	107,662	115,571

JOHNSON CTLS INTL PLC	At Cost	68,961	67,342
JPMORGAN CHASE & CO	At Cost	82,635	148,601
LAM RESEARCH CORP	At Cost	2,957	3,754
LINCOLN NATL CORP IND	At Cost	12,851	22,582
MANPOWERGROUP INC	At Cost	19,731	24,409
MARATHON OIL CORP	At Cost	2,940	3,583
MARATHON PETROLEUM CORP	At Cost	27,452	30,826
MCKESSON CORPORATION	At Cost	53,676	47,431
MDU RESOURCES GROUP INC	At Cost	17,896	18,735
MEDTRONIC PLC	At Cost	96,816	92,195
METLIFE INC	At Cost	47,176	54,866
MICHAEL KORS HOLDINGS	At Cost	3,195	3,173
MORGAN STANLEY & CO	At Cost	29,603	36,050
MSCI INC	At Cost	13,991	22,181
NASDAQ INC	At Cost	36,671	35,381
NESTLE S A REG ADR	At Cost	65,444	64,689
NETAPP INC	At Cost	11,696	12,704
NEWMONT MINING CORP NEW	At Cost	4,695	4,412
NEXTERA ENERGY INC	At Cost	21,749	27,758
NORTHROP GRUMMAN CORP	At Cost	42,438	49,945
NRG ENERGY INC	At Cost	19,729	20,825
NU SKIN ENTERPRISES INC	At Cost	14,771	22,709
OCCIDENTAL PETE CORP	At Cost	26,466	27,636
P P G INDUSTRIES INC	At Cost	90,523	98,455
PACKAGING CORP OF AMER	At Cost	15,189	19,998
PARKER-HANNIFIN CORP	At Cost	18,200	25,200
PEPSICO INCORPORATED	At Cost	56,176	53,572
PFIZER INCORPORATED	At Cost	98,192	108,335
PHILIP MORRIS	At Cost	134,590	120,127
PIEDMONT OFFICE RLTY TR INC COM	At Cost	20,427	19,359
PILGRIMS PRIDE CORP	At Cost	16,075	23,581
PNC FINANCIAL SERVICES	At Cost	116,398	149,101
PORTLAND GENERAL	At Cost	21,654	23,870
PROCTER & GAMBLE	At Cost	14,747	14,678
PRUDENTIAL FINANCIAL INC	At Cost	13,092	20,104
PVH CORP	At Cost	9,715	11,667
REALOGY HOLDINGS CORP	At Cost	22,876	21,532
REGAL BELOIT CORPORATION	At Cost	2,933	2,759
RANGE RESOURCES CORP	At Cost	15,603	16,780
RENAISSANCE RE HOLDING	At Cost	25,221	25,735
ROCKWELL AUTOMATION INC	At Cost	17,288	23,496
S&P GLOBAL INC	At Cost	7,628	7,511
SCHLUMBERGER LTD	At Cost	90,221	82,496
SIRIUS XM HOLDINGS INC	At Cost	17,787	24,404
SKYWORKS SOLUTIONS INC	At Cost	6,916	8,084
STATE STR CORP	At Cost	19,597	22,172
STEEL DYNAMICS INC	At Cost	13,584	22,400
SYNOVUS FINANCIAL CORP	At Cost	41,615	22,910
SYSCO CORPORATION	At Cost	43,217	26,026
TECHNIPFMC PLC	At Cost	22,013	43,132
TERADYNE INCORPORATED	At Cost	5,623	11,151

TEXAS INSTRUMENTS INC	At Cost	46,010	56,274
THERMO FISHER SCIENTIFIC	At Cost	37,967	42,643
TIFFANY & CO NEW	At Cost	8,307	8,613
TOLL BROTHERS	At Cost	21,778	25,690
TORCHMARK CORP	At Cost	44,703	47,294
TRAVELERS COS INC/THE	At Cost	56,426	61,325
TWO HARBORS INVT CORP	At Cost	20,625	22,432
TYSON FOODS INC CL A	At Cost	29,616	29,601
UGI CORP NEW	At Cost	20,532	23,212
UNION PACIFIC CORP	At Cost	70,634	82,095
UNITED CONTINENTAL HOLDINGS INC	At Cost	13,421	15,263
UNITED RENTALS INC	At Cost	13,788	22,354
UNITED TECHNOLOGIES CORP	At Cost	64,087	63,952
VALERO ENERGY CORP NEW	At Cost	50,867	62,718
VMWARE INC CLASS A	At Cost	10,857	14,722
WAL-MART STORES INC	At Cost	46,665	57,013
WALGREENS BOOTS	At Cost	5,415	4,639
WELLCARE HEALTH PLANS INC	At Cost	15,151	26,102
WELLS FARGO COMPANY	At Cost	65,411	75,564
WESTERN DIGITAL CORP	At Cost	12,173	12,319
WYNDHAM WORLDWIDE CORP	At Cost	10,951	12,181
XCEL ENERGY INC	At Cost	52,380	55,611
YUM BRANDS INC	At Cost	17,653	17,124
3MCO	At Cost	19,027	22,098

Total

19,608,444

22,733,288