

Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Trust Treated as Private Foundation

► Do not enter social security numbers on this form as it may be made public.  
► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

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For calendar year 2016 or tax year beginning

12/1/2016

, and ending

11/30/2017

Name of foundation

HALL, FOREST PAULINE CHAR T U A

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

Room/suite

Wells Fargo Bank N A Trust Tax Dept - 100 N Main St MAC D4001-117

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) ► \$ 593,076J Accounting method  Cash  Accrual  
 Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number

75-6287809

B Telephone number (see instructions)

(888) 730-4933

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test  
check here and attach computation ► E If private foundation status was terminated under  
section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ► Part I Analysis of Revenue and Expenses (The total of  
amounts in columns (b), (c), and (d) may not necessarily  
equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <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	9,748	9,748		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	30,903			
	b Gross sales price for all assets on line 6a	181,778			
	7 Capital gain net income (from Part IV, line 2)		30,903		
	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	40,651	40,651	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,385	7,039		2,346
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	889			889
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	249	93		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	32	32		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	10,555	7,164	0	3,235
	25 Contributions, gifts, grants paid	25,000			25,000
	26 Total expenses and disbursements. Add lines 24 and 25	35,555	7,164	0	28,235
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	5,096			
	b Net investment income (if negative, enter -0-)		33,487		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2016)

HTA

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	24,694	22,246	22,246
	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)	447,282	454,804	570,830
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► )			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	471,976	477,050	593,076
	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 ► )	0	0	
	23	<b>Total liabilities</b> (add lines 17 through 22)			
		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	471,976	477,050	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	471,976	477,050	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	471,976	477,050	

**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	471,976
2	Enter amount from Part I, line 27a	2	5,096
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	477,072
5	Decreases not included in line 2 (itemize) ► Mutual Fund Timing Difference	5	22
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	477,050

**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.)
<b>1a</b> See Attached Statement					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }		<b>2</b>	30,903	
<b>3</b> 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	{ }		<b>3</b>	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	23,854	546,298	0.043665
2014	34,455	579,927	0.059413
2013	26,864	612,464	0.043862
2012	28,389	593,509	0.047832
2011	29,827	567,182	0.052588

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.247360
<b>3</b> 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	<b>3</b>	0.049472
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	574,008
<b>5</b> Multiply line 4 by line 3	<b>5</b>	28,397
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	335
<b>7</b> Add lines 5 and 6	<b>7</b>	28,732
<b>8</b> 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	<b>8</b>	28,235

**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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	670		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> 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-)	2	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-)	3	670		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-				
6	<b>Credits/Payments</b>	4	670		
a	2016 estimated tax payments and 2015 overpayment credited to 2016			6a	215
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	215		
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>				
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	9	455		
11	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b>				
		10	0		
		11	0		

**Part VII-A Statements Regarding Activities**

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>	1b	X
c	Did the foundation file <b>Form 1120-POL</b> 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? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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 <b>Form 990-T</b> for this year?	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>TX</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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) 11  Yes  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) 12  Yes  No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 13  Yes  No

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 14  Yes  No

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15  N/A 15  Yes  No

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

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

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

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

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

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

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

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

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► 1b  Yes  No

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? 1c  Yes  No

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

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

If "Yes," list the years ► 20\_\_\_\_, 20\_\_\_\_, 20\_\_\_\_, 20\_\_\_\_

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

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

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

b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016) 3b  Yes  No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a  Yes  No

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? 4b  Yes  No

**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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ► <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		
	If "Yes," attach the statement required by <i>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	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

**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	9,385		
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**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		►

**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 563,796
b	Average of monthly cash balances	1b 18,953
c	Fair market value of all other assets (see instructions)	1c
d	<b>Total</b> (add lines 1a, b, and c)	1d 582,749
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	3 582,749
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4 8,741
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 574,008
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 28,700

**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 28,700
2a	Tax on investment income for 2016 from Part VI, line 5	2a 670
b	Income tax for 2016 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 670
3	Distributable amount before adjustments Subtract line 2c from line 1	3 28,030
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 28,030
6	Deduction from distributable amount (see instructions)	6
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 28,030

**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 28,235
b	Program-related investments—total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 28,235
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 28,235

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				28,030
<b>2</b> Undistributed income, if any, as of the end of 2016			24,935	
<b>a</b> Enter amount for 2015 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011				
<b>b</b> From 2012				
<b>c</b> From 2013				
<b>d</b> From 2014				
<b>e</b> From 2015				
<b>f</b> <b>Total</b> of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ► \$ 28,235			24,935	
<b>a</b> Applied to 2015, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2016 distributable amount				3,300
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:	0			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b	0			
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017			0	
<b>7</b> 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)				24,730
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
<b>9</b> <b>Excess distributions carryover to 2017.</b> Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012				
<b>b</b> Excess from 2013				
<b>c</b> Excess from 2014				
<b>d</b> Excess from 2015				
<b>e</b> Excess from 2016				

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

NA

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling  
**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or  4942(

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for <table border="1" data-bbox="568 286 974 291"> <thead> <tr> <th data-bbox="568 286 682 291">Tax year</th><th data-bbox="682 286 796 291">Prior 3 years</th></tr> </thead> <tbody> <tr> <td data-bbox="568 291 682 293">(a) 2016</td><td data-bbox="682 291 796 293">(b) 2015</td></tr> <tr> <td></td><td data-bbox="796 291 974 293">(c) 2014</td></tr> </tbody> </table>	Tax year	Prior 3 years	(a) 2016	(b) 2015		(c) 2014
Tax year	Prior 3 years						
(a) 2016	(b) 2015						
	(c) 2014						

4942(l)(3) or  4942(l)(5)

**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	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)				
<i>a Paid during the year</i>				
See Attached Statement				
<b>Total</b>			► 3a	25,000
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

(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**

BLOODCARE

**Street**

2205 HIGHWAY 121

<b>City</b> BEDFORD	<b>State</b> TX	<b>Zip Code</b> 76021	<b>Foreign Country</b>
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**Relationship**

NONE

**Foundation Status**

IPC

<b>Purpose of grant/contribution</b> PURCH OF QUANTUM CELL EXPANSION SYS	<b>Amount</b> 25,000
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**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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**Relationship****Foundation Status**

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

**Relationship****Foundation Status**

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

**Relationship****Foundation Status**

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

**Relationship****Foundation Status**

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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**Relationship****Foundation Status**

<b>Purpose of grant/contribution</b>	<b>Amount</b>
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**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

Description	CUSIP #	Check "X" to include in Part IV	Check "X" if Purchaser	Business	Acquisition Method	Date Acquired	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements		Depreciation	Adjustments	Net Gain or Loss
										Totals	Gross Sales			
Long Term CG Distributions	11,305	0								Capital Gains/Losses Other sales	181,778	0		
Short Term CG Distributions														
1 INV BALANCERISK COMM S	00888BY508	X				8/25/2016	1/19/2017	5,822	5,763				0	59
2 AMER CENT SMALL CAP GRV	025083320	X				8/25/2016	11/14/2017	915	8,614				0	471
3 AQR MANAGED FUTURES S	0250831859	X				8/25/2016	11/14/2017	1,032					0	0
4 AMER CENT SMALL CAP GRV	025083320	X				7/24/2015	11/21/2017	744	645				0	98
5 ARTISAN INTERNATIONAL F	04314H402	X				3/19/2009	4/20/2017	19,973	8,372				0	11,601
6 ARTISAN INTERNATIONAL F	04314H402	X				1/18/2017	4/20/2017	738	633				0	45
7 ARTISAN MID CAP FUND-INS	04314H600	X				1/22/2015	10/23/2017	764	780				0	-16
8 ARTISAN MID CAP FUND-INS	04314H600	X				2/11/2013	10/23/2017	359	310				0	39
9 ARTISAN MID CAP FUND-INS	04314H600	X				2/11/2013	11/14/2017	1,023	917				0	106
10 ARTISAN MID CAP FUND-INS	04314H600	X				2/11/2013	11/14/2017	289	292				0	-3
11 BLACKROCK GLASS CREDIT	09258H505	X				10/23/2017	11/21/2017	838	840				0	2
12 CREDIT SUISSE COMM RET	22544R305	X				1/23/2014	1/18/2017	1,188	1,670				0	-482
13 CREDIT SUISSE COMM RET	22544R305	X				1/22/2015	1/18/2017	3,232	3,680				0	-448
14 CREDIT SUISSE COMM RET	22544R305	X				1/13/2015	1/18/2017	965	880				0	75
15 CREDIT SUISSE COMM RET	22544R305	X				1/22/2016	1/18/2017	556	470				0	86
16 DODGE & COX INTL STOCK	256206103	X				1/22/2016	10/23/2017	1,828	1,278				0	550
17 DODGE & COX INTL STOCK	256210103	X				1/22/2016	11/21/2017	511	360				0	151
18 DODGE & COX INCOME FD C	256210105	X				10/23/2017	1/12/2017	3,195	3,220				0	-25
19 DODGE & COX INCOME FD C	256210105	X				5/11/2016	4/20/2017	318	318				0	0
20 DODGE & COX INCOME FD C	256210105	X				10/23/2017	1/12/2017	954	954				0	0
21 EATON VANCE GLOB MACR	277923264	X				10/23/2017	11/17/2017	718	718				0	0
22 EATON VANCE GLOBAL MAC	277923728	X				10/23/2017	10/23/2017	5,249	5,255				0	0
23 EATON VANCE GLOBAL MAC	277923728	X				4/22/2016	10/23/2017	392	387				0	5
24 EATON VANCE GLOBAL MAC	277923728	X				8/25/2016	10/23/2017	10,897	10,897				0	0
25 MFS VALUE FUND-CLASS I#	552983694	X				7/25/2015	2/6/2017	2,670	2,592				0	88
26 MFS VALUE FUND-CLASS I#	552983694	X				8/25/2016	1/18/2017	723	710				0	13
27 MFS VALUE FUND-CLASS I#	552983694	X				6/18/2014	1/18/2017	1,125	1,072				0	53
28 MFS VALUE FUND-CLASS I#	552983694	X				6/18/2014	10/23/2017	1,008	942				0	166
29 MFS VALUE FUND-CLASS I#	552983694	X				6/18/2014	11/14/2017	1,008	872				0	136
30 MFS VALUE FUND-CLASS I#	552983694	X				6/18/2014	11/21/2017	1,096	942				0	154
31 MERGER FUND-INST #301	589590207	X				5/3/2010	10/23/2017	4,626	4,522				0	104
32 MERGER FUND-INST #301	589590207	X				8/25/2016	10/23/2017	5,362	5,152				0	210
33 MERGER FUND-INST #301	589590207	X				5/24/2017	10/23/2017	1,846	1,823				0	23
34 MET WEST TOTAL RETURN E	591905509	X				10/23/2015	11/14/2017	927	937				0	0
35 MET WEST TOTAL RETURN E	591905509	X				12/31/2014	11/21/2017	927	938				0	-3
36 MET WEST TOTAL RETURN E	591905509	X				1/22/2015	1/12/2017	192	198				0	0
37 ASG GLOBAL ALTERNATIVES	638721885	X				7/12/2013	1/12/2017	520	540				0	-20
38 NEUBERGER BERMAN LONG	641288608	X				6/18/2014	1/18/2017	459	452				0	6
39 NEUBERGER BERMAN LONG	641288608	X				10/23/2017	11/14/2017	924	923				0	0
40 NEUBERGER BERMAN LONG	641288608	X				10/23/2017	11/14/2017	386	383				0	3
41 OPPENHEIMER DEVELOPING	68397604	X				8/12/2011	4/20/2017	1,824	1,616				0	208
42 EATON VANCE GLOBAL MAC	277923728	X				7/18/2017	10/23/2017	384	381				0	0
43 EATON VANCE GLOBAL MAC	277923728	X				4/24/2017	10/23/2017	540	540				0	0
44 FID ADV EMER MKTS INC- CL	315820702	X				10/23/2017	1/12/2017	857	866				0	-9
45 J.P. MORGAN MID CAP VALUE	339128100	X				4/24/2014	11/14/2017	1,000	902				0	98
46 HARBOR CAPITAL APRTN	411511504	X				8/28/2015	1/18/2017	2,884	3,064				0	-180
47 HARBOR CAPITAL APRTN	411511504	X				8/28/2015	4/20/2017	2,075	2,063				0	0
48 HARBOR CAPITAL APRTN	411511504	X				8/28/2015	10/23/2017	493	493				0	0
49 HARBOR CAPITAL APRTN	411511504	X				8/25/2016	10/23/2017	329	328				0	1
50 HARBOR CAPITAL APRTN	411511504	X				10/24/2014	11/14/2017	76	62				0	14
51 HARBOR CAPITAL APRTN	411511504	X				10/24/2014	11/14/2017	3,040	2,408				0	632
52 HARBOR CAPITAL APRTN	411511504	X				10/24/2014	11/21/2017	314	244				0	70
53 HARBOR CAPITAL APRTN	411511504	X				10/23/2017	11/21/2017	1,545	1,722				0	373
54 JOHN HANCOCK ABSR	47925H503	X				10/23/2017	11/21/2017	742	730				0	12
55 JPMORGAN HIGH YIELD FUN	4812C0803	X				12/19/2014	1/18/2017	425	452				0	57
56 JPMORGAN HIGH YIELD FUN	4812C0803	X				7/12/2013	10/23/2017	4,671	3,771				0	524
57 JPMORGAN HIGH YIELD FUN	4812C0803	X				8/25/2016	1/18/2017	4,395	4,243				0	152
58 JPMORGAN HIGH YIELD FUN	4812C0803	X				4/22/2016	1/18/2017	800	794				0	36
59 JPMORGAN HIGH YIELD #31	4812C0803	X				10/23/2017	11/21/2017	302	302				0	-126
60 OPPENHEIMER DEVELOPING	68397604	X				8/12/2011	10/23/2017	4,234	3,208				0	1,026
61 OPPENHEIMER DEVELOPING	68397604	X				7/23/2010	10/23/2017	199	142				0	57
62 OPPENHEIMER DEVELOPING	68397604	X				7/23/2010	11/21/2017	1,688	1,684				0	-37
63 BOSTON PINGUISH RESIN	74925K581	X				7/12/2013	10/23/2017	4,671	3,771				0	900
64 BOSTON PINGUISH RESIN	74925K581	X				5/24/2017	10/23/2017	4,395	4,243				0	161
65 T ROWE PR OVERSEAS STO	77958H435	X				4/24/2017	10/23/2017	1,400	1,239				0	83
66 T ROWE PR OVERSEAS STO	77958H435	X				7/23/2010	11/21/2017	692	699				0	31
67 T ROWE PRICE INST FLOAT	77958H402	X				1/18/2017	1/18/2017	1,398	1,429				0	524
68 T ROWE PRICE INST FLOAT	77958H402	X				4/24/2014	1/18/2017	3,144	3,191				0	47
69 T ROWE PRICE INST FLOAT	77958H402	X				8/25/2016	1/18/2017	1,909	1,890				0	19
70 T ROWE PRICE INST FLOAT	77958H402	X				4/22/2016	1/18/2017	487	478				0	9
71 T ROWE PR REAL ESTATE	779519307	X				1/18/2017	11/14/2017	1,178	1,146				0	32
72 T ROWE PR REAL ESTATE	779519307	X				1/18/2017	11/21/2017	530	516				0	14

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

Long Term CG Distributions		Amount		11,305									
Short Term CG Distributions		0											

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

		889	0	0	889
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	889			889

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

		249	93	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	93	93		
2	Estimated Excise Payments	156			

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

		32	32	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Alternate Investment Other Expense #1	32	32		

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

			447,282	454,804	570,830
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	0	
2	DODGE & COX INCOME FD COM 147		0	22,770	23,772
3	HARBOR CAPITAL ARCTIC-INST 2012		0	22,590	64,836
4	ARTISAN MID CAP FUND-INSTL 1333		0	22,427	23,467
5	MET WEST TOTAL RETURN BOND CL 151		0	52,181	51,454
6	FID ADV EMER MKTS INC- CL 1607		0	33,393	35,242
7	DODGE & COX INTL STOCK FD 1048		0	13,289	20,543
8	AMER CENT SMALL CAP GROWTH INST 334		0	6,950	8,991
9	WFS VALUE FUND-CLASS 1 893		0	44,465	66,593
10	JP MORGAN MID CAP VALUE-I 758		0	15,141	27,207
11	STERLING CAPITAL STRATTON SMALL C		0	7,434	9,112
12	T ROWE PR OVERSEAS STOCK-I #521		0	18,194	20,708
13	T ROWE PR REAL ESTATE-I #432		0	31,227	32,359
14	ASG GLOBAL ALTERNATIVES-Y 1993		0	11,737	11,864
15	VANGUARD REIT VIPER		0	2,309	8,777
16	AQR MANAGED FUTURES STR-I		0	19,513	17,859
17	VANGUARD INFLAT-PROT SEC-ADM 511		0	3,884	3,818
18	JPMORGAN HIGH YIELD FUND SS 3580		0	7,732	8,083
19	T ROWE PRICE INSTFLOAT RATE 170		0	3,680	3,714
20	EATON VANCE GLOB MACRO ADV-I 208		0	17,617	17,634
21	BLACKROCK GL LS CREDIT-K #1940		0	20,093	20,531
22	OPPENHEIMER DEVELOPING MKT-I 799		0	25,334	34,572
23	JOHN HANCOCK-II-CURR STR-I 3643		0	11,489	12,004
24	SPDR DJ WILSHIRE INTERNATIONAL REA		0	13,437	17,853
25	NEUBERGER BERMAN LONG SH-INS #183		0	27,917	29,836
26	OK PAYNE 1/160 M 1		0	1	1

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

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

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

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

Date	Amount
	1 59
4/12/2017	2 156
	3
	4
	5
	6
	7 215

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	24,935
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	24,935