8/14/2018 8:26:46 AM - XXXX4E31 - RXH - 99 - BERNARD WEINBERG FOUNDATION

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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning 12/1/2016, and ending 11/30/2017

Name of foundation: BERNARD WEINBERG FOUNDATION

A Employer identification number: 95-6039709

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1501, NJ2-130-03-31 | Room/suite

B Telephone number (see instructions): 609-274-6834

City or town, state or province, country, and ZIP or foreign postal code: PENNINGTON NJ 08534-1501

Foreign country name | Foreign province/state/county | Foreign postal code

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 607,425

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	10,535	9,606		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	14,339			
	b	Gross sales price for all assets on line 6a 210,972				
	7	Capital gain net income (from Part IV, line 2)		14,339		
	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	24,874	23,945	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	7,796	4,677		3,118
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	973	35		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	243	208		35
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,012	4,920	0	3,153
	25	Contributions, gifts, grants paid	62,615			62,615
	26	**Total expenses and disbursements.** Add lines 24 and 25	71,627	4,920	0	65,768
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-46,753			
	b	**Net investment income** (if negative, enter -0-)		19,025		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	50	75	75
	2	Savings and temporary cash investments	50,457	42,765	42,765
	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)	257,010	217,789	290,553
	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)	269,288	264,746	274,032
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	576,805	525,375	607,425
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	576,805	525,375	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	576,805	525,375	
	31	**Total liabilities and net assets/fund balances** (see instructions)	576,805	525,375	

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	576,805
2	Enter amount from Part I, line 27a	2	-46,753
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	82
4	Add lines 1, 2, and 3	4	530,134
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	4,759
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	525,375

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	14,339
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	43,181	596,875	0 072345
2014	49,151	645,255	0.076173
2013	18,359	642,996	0.028552
2012	19,441	573,773	0.033883
2011	22,636	518,001	0.043699

2	**Total** of line 1, column (d)	2	0.254652
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050930
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	600,009
5	Multiply line 4 by line 3	5	30,558
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	190
7	Add lines 5 and 6	7	30,748
8	Enter qualifying distributions from Part XII, line 4	8	65,768

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

7

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	190
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	190
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	190
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 665		
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	665
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	475
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶	**Refunded** ▶	11	475

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ UST-MLT, A DIVISION OF BANK OF AMERICA, N Telephone no ▶ 609-274-6834
Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501

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 |

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS WEINBERG 3101 HADDINGTON DRIVE LOS ANGELES, CA 9000	SEC/CFO 1 00	0		
EFFIE WEINBERG 875 COMSTOCK 14E LOS ANGELES, CA 90024	PRESIDENT 1 00	0		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	571,374
b	Average of monthly cash balances	1b	37,772
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	609,146
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	609,146
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	9,137
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	600,009
6	**Minimum investment return.** Enter 5% of line 5	6	30,000

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	30,000
2a	Tax on investment income for 2016 from Part VI, line 5	2a	190		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	190
3	Distributable amount before adjustments Subtract line 2c from line 1			3	29,810
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	29,810
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	29,810

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	65,768
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	65,768
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	190
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	65,578

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					29,810
2	Undistributed income, if any, as of the end of 2016					
a	Enter amount for 2015 only				0	
b	Total for prior years 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2016					
a	From 2011					
b	From 2012					
c	From 2013					
d	From 2014					
e	From 2015	12,410				
f	**Total** of lines 3a through e		12,410			
4	Qualifying distributions for 2016 from Part XII, line 4 ► $ 65,768					
a	Applied to 2015, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2016 distributable amount					29,810
e	Remaining amount distributed out of corpus		35,958			
5	Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		48,368			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)					
8	Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		48,368			
10	Analysis of line 9					
a	Excess from 2012					
b	Excess from 2013					
c	Excess from 2014					
d	Excess from 2015	12,410				
e	Excess from 2016	35,958				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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 Statement				
Total			► **3a**	62,615
b *Approved for future payment*				
NONE				
Total			► **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	10,507	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	14,339	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		24,846	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 24,846

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Thomas Weinberg 5/23/18 TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
LAWRENCE F MCGUIRE		8/14/2018		P01233953
Firm's name ► PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ►	13-4008324
Firm's address ► 600 GRANT STREET, PITTSBURGH PA, 15219			Phone no	412-355-6000

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

Recipient(s) paid during the year

Name				
SEE ATTACHED				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING				62,615

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

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

	Amount
Long Term CG Distributions	904
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	210,972	196,633	14,339
Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	ELI LILLY & CO	532457108	X				11/23/2016	4/19/2017	4,396	3,611				0	785
2	LOOMIS SAYLES BOND FD	543495840	X				3/29/2016	11/22/2017	10	9				0	1
3	LOOMIS SAYLES BOND FD	543495840	X				12/18/2015	11/22/2017	341	307				0	34
4	LORD ABBETT SHORT	543916464	X				12/18/2015	3/10/2017	0	0				0	0
5	LORD ABBETT SHORT	543916464	X				3/31/2016	3/10/2017	2	2				0	0
6	LORD ABBETT SHORT	543916464	X				12/18/2015	3/10/2017	4,359	4,389				0	-30
7	OCCIDENTAL PETE CORP CA	674599105	X				3/9/2016	1/5/2017	8,122	7,759				0	363
8	PIONEER MULTI ASSET	72388E605	X				10/31/2017	11/22/2017	10	10				0	0
9	PIONEER MULTI ASSET	72388E605	X				10/31/2017	11/22/2017	7	7				0	0
10	PIONEER MULTI ASSET	72388E605	X				8/4/2017	11/22/2017	5	5				0	0
11	PIONEER MULTI ASSET	72388E605	X				8/4/2017	11/22/2017	20	20				0	0
12	PIONEER MULTI ASSET	72388E605	X				9/29/2017	11/22/2017	20	20				0	0
13	PIONEER MULTI ASSET	72388E605	X				9/29/2017	11/22/2017	10	10				0	0
14	PIONEER MULTI ASSET	72388E605	X				8/4/2017	11/22/2017	439	440				0	-1
15	PIONEER MULTI ASSET	72388E605	X				8/31/2017	11/22/2017	10	10				0	0
16	PIONEER MULTI ASSET	72388E605	X				10/31/2017	11/22/2017	20	20				0	0
17	PRUDENTIAL SHORT TERM	74441R508	X				12/18/2015	3/10/2017	2	2				0	0
18	PRUDENTIAL SHORT TERM	74441R508	X				12/18/2015	3/10/2017	4,309	4,317				0	-8
19	BOSTON PARTNERS LONG /	74925K581	X				2/3/2016	3/10/2017	879	780				0	99
20	BOSTON PARTNERS LONG /	74925K581	X				2/3/2016	3/10/2017	10	9				0	1
21	BOSTON PARTNERS LONG /	74925K581	X				2/3/2016	3/10/2017	4	4				0	0
22	BOSTON PARTNERS LONG /	74925K581	X				5/11/2017	9/1/2017	3	3				0	0
23	BOSTON PARTNERS LONG /	74925K581	X				2/3/2016	9/1/2017	945	822				0	123
24	RAYTHEON CO DELAWARE N	755111507	X				12/18/2015	9/1/2017	2,548	1,752				0	796
25	SBA COMMUNICATIONS COR	78410G104	X				12/18/2015	3/24/2017	6,853	5,856				0	997
26	SBA COMMUNICATIONS COR	78410G104	X				8/17/2016	3/24/2017	2,127	2,042				0	85
27	UIT	78463V107	X				3/10/2016	12/5/2016	6	6				0	0
28	SPDR GOLD TRUST	78463V107	X				3/10/2016	5/11/2017	7,109	7,399				0	-290
29	SPDR GOLD TRUST	78463V107	X				3/10/2016	9/1/2017	1,131	1,092				0	39
30	SPLUNK INC	848637104	X				6/15/2016	11/22/2017	3,271	2,272				0	999
31	SYNOPSYS INC	871607107	X				12/18/2015	1/18/2017	182	136				0	46
32	SYNOPSYS INC	871607107	X				12/18/2015	4/18/2017	1,363	858				0	505
33	ELI LILLY & CO	532457108	X				12/18/2015	4/19/2017	9,200	9,649				0	-449
34	TEMPLETON GLOBAL TOTAL	880208855	X				12/18/2015	3/10/2017	1,060	943				0	117
35	TEMPLETON GLOBAL TOTAL	880208855	X				3/17/2016	3/10/2017	1	1				0	0
36	UNDER ARMOUR INC CLASS	904311107	X				6/6/2016	2/2/2017	4,674	8,305				0	-3,631
37	VANECK VECTORS GOLD	92189F106	X				8/17/2016	12/7/2016	5,065	7,047				0	-1,982
38	VANECK VECTORS GOLD	92189F106	X				6/30/2016	12/7/2016	5,687	7,262				0	-1,575
39	VOYA FINL INC SHS	929089100	X				2/22/2017	11/22/2017	1,564	1,580				0	-16
40	VULCAN MATERIALS CO	929160109	X				12/29/2015	3/24/2017	4,921	4,165				0	756
41	VULCAN MATERIALS CO	929160109	X				2/2/2016	3/24/2017	671	515				0	156
42	WAL-MART STORES INC	931142103	X				3/8/2017	10/27/2017	2,203	1,748				0	455
43	ZOETIS INC	98978V103	X				4/19/2017	9/1/2017	1,379	1,188				0	191
44	INGERSOLL-RAND PLC	G47791101	X				12/18/2015	1/5/2017	6,392	4,484				0	1,908
45	AT&T INC	00206R102	X				3/24/2017	8/29/2017	1,934	2,126				0	-192
46	ADOBE SYSTEMS INC RSTD	00724F101	X				12/18/2015	1/18/2017	544	462				0	82
47	ADOBE SYSTEMS INC RSTD	00724F101	X				12/18/2015	4/18/2017	1,426	1,017				0	409
48	ADOBE SYSTEMS INC RSTD	00724F101	X				12/18/2015	9/1/2017	1,709	1,017				0	692
49	ADOBE SYSTEMS INC RSTD	00724F101	X				12/18/2015	11/22/2017	1,652	832				0	820
50	AMERICAN INTERNATIONAL	026874784	X				11/23/2016	2/22/2017	8,285	8,347				0	-62
51	AMERICAN TOWER REIT INC	03027X100	X				12/18/2015	9/1/2017	2,335	1,523				0	812
52	ANHEUSER-BUSCH INBEV AD	03524A108	X				11/11/2016	3/8/2017	8,165	8,306				0	-141
53	APPLE INC	037833100	X				12/18/2015	10/27/2017	1,912	1,286				0	626
54	APPLE INC	037833100	X				12/18/2015	11/22/2017	2,432	1,501				0	931
55	APPLIED MATERIAL INC	038222105	X				10/18/2016	4/18/2017	1,736	1,295				0	441
56	BLACKROCK GLOBAL LONG	091936732	X				12/22/2015	11/22/2017	439	434				0	5
57	BLACKROCK GLOBAL LONG	091936732	X				5/11/2017	11/22/2017	1	1				0	0
58	BLACKROCK GLOBAL LONG	091936732	X				12/22/2015	11/22/2017	7	7				0	0
59	BLACKROCK INC	09247X101	X				12/18/2015	9/1/2017	1,270	975				0	295
60	BLACKROCK ADVANTAGE	09252A509	X				3/10/2017	9/1/2017	0	0				0	0
61	BLACKROCK ADVANTAGE	09252A509	X				2/22/2017	9/1/2017	1,960	1,819				0	141
62	BLACKROCK ADVANTAGE	09252A509	X				2/22/2017	11/22/2017	654	573				0	81
63	BLACKROCK ADVANTAGE	09252A509	X				2/22/2017	11/22/2017	1	1				0	0
64	BLACKROCK ADVANTAGE	09252A509	X				3/10/2017	11/22/2017	18	16				0	2
65	BLACKROCK ADVANTAGE	09252A509	X				2/22/2017	11/30/2017	27	24				0	3
66	BLACKROCK ADVANTAGE	09252A509	X				3/10/2017	11/30/2017	9,273	7,810				0	1,463
67	BLACKROCK ADVANTAGE	09252A509	X				2/22/2017	11/30/2017	6,000	5,208				0	792
68	SYNOPSYS INC	871607107	X				12/18/2015	11/22/2017	2,235	1,129				0	1,106
69	TCW TOTAL RETURN	87234N880	X				12/18/2015	3/10/2017	3,532	3,690				0	-158
70	TCW TOTAL RETURN	87234N880	X				3/31/2016	3/10/2017	6	6				0	0
71	TCW TOTAL RETURN	87234N880	X				12/18/2015	11/22/2017	4	4				0	0
72	TCW TOTAL RETURN	87234N880	X				12/18/2015	11/22/2017	350	359				0	-9

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

	Amount
Long Term CG Distributions	904
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis Expenses Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	210,972	196,633	14,339
Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
73	TCW TOTAL RETURN	87234N880	X				3/31/2016	11/22/2017	0	0				0	0
74	TJX COS INC NEW	872540109	X				12/18/2015	8/29/2017	1,925	1,882				0	43
75	TEMPLETON GLOBAL TOTAL	880208855	X				12/18/2015	3/10/2017	11	10				0	1
76	CELGENE CORP COM	151020104	X				12/18/2015	9/1/2017	1,816	1,446				0	370
77	CELGENE CORP COM	151020104	X				4/19/2017	11/9/2017	1,231	1,479				0	-248
78	CELGENE CORP COM	151020104	X				12/18/2015	11/9/2017	7,180	7,788				0	-608
79	D R HORTON INC	23331A109	X				2/2/2017	11/22/2017	2,558	1,556				0	1,002
80	DEUTSCHE GLOBAL	25156A809	X				3/27/2017	11/22/2017	45	43				0	2
81	D R HORTON INC	23331A109	X				2/2/2017	8/29/2017	4,114	3,502				0	612
82	DEUTSCHE GLOBAL	25156A809	X				8/17/2016	11/22/2017	359	346				0	13
83	DEUTSCHE GLOBAL	25156A809	X				6/26/2017	11/22/2017	90	88				0	2
84	DEUTSCHE GLOBAL	25156A809	X				8/17/2016	11/22/2017	11	11				0	0
85	DEUTSCHE GLOBAL	25156A809	X				9/25/2017	11/22/2017	90	90				0	0
86	DEUTSCHE GLOBAL	25156A809	X				9/25/2017	11/22/2017	7	7				0	0
87	DEUTSCHE GLOBAL	25156A809	X				9/25/2017	11/22/2017	15	15				0	0
88	DEUTSCHE GLOBAL	25156A809	X				12/20/2016	11/22/2017	75	67				0	8
89	DEUTSCHE GLOBAL	25156A809	X				12/20/2016	11/22/2017	4	4				0	0
90	EOG RESOURCES INC	26875P101	X				1/5/2017	8/29/2017	741	937				0	-196
91	EOG RESOURCES INC	26875P101	X				1/5/2017	11/22/2017	1,635	1,665				0	-30
92	FPA CRESCENT FUND	30254T759	X				2/3/2016	9/1/2017	25	21				0	4
93	FPA CRESCENT FUND	30254T759	X				2/3/2016	9/1/2017	650	552				0	98
94	FACEBOOK INC	30303M102	X				1/11/2016	8/4/2017	2,877	1,652				0	1,225
95	FIRST EAGLE	32008F200	X				3/10/2017	9/1/2017	1	1				0	0
96	FIRST EAGLE	32008F200	X				2/22/2017	9/1/2017	1,326	1,244				0	82
97	FIRST EAGLE	32008F200	X				2/22/2017	9/1/2017	7	7				0	0
98	GENL DYNAMICS CORP CO	369550108	X				2/5/2016	1/18/2017	1,407	1,076				0	331
99	GOLDMAN SACHS GROUP IN	38141G104	X				9/19/2016	1/18/2017	3,041	2,169				0	872
100	GUGGENHEIM MACRO	40168W582	X				3/31/2016	11/22/2017	9	9				0	0
101	GUGGENHEIM MACRO	40168W582	X				2/3/2016	11/22/2017	17	15				0	2
102	GUGGENHEIM MACRO	40168W582	X				2/3/2016	11/22/2017	267	247				0	20
103	HOME DEPOT INC	437076102	X				12/18/2015	11/22/2017	2,583	1,964				0	619
104	ILLUMINA INC COM	452327109	X				6/28/2016	12/16/2016	6,638	6,826				0	-188
105	ADVISORY RESEARCH MLP &	461418535	X				8/30/2016	3/10/2017	271	262				0	9
106	ADVISORY RESEARCH MLP &	461418535	X				11/29/2016	3/10/2017	280	271				0	9
107	ADVISORY RESEARCH MLP &	461418535	X				2/27/2017	3/10/2017	4	4				0	0
108	ADVISORY RESEARCH MLP &	461418535	X				2/27/2017	3/10/2017	0	0				0	0
109	ADVISORY RESEARCH MLP &	461418535	X				2/27/2017	3/10/2017	97	98				0	-1
110	ADVISORY RESEARCH MLP &	461418535	X				8/30/2016	8/4/2017	9	9				0	0
111	ADVISORY RESEARCH MLP &	461418535	X				5/30/2017	8/4/2017	276	273				0	3
112	ADVISORY RESEARCH MLP &	461418535	X				8/29/2016	8/4/2017	14,208	14,776				0	-568
113	ADVISORY RESEARCH MLP &	461418535	X				5/30/2017	8/4/2017	9	10				0	-1
114	ADVISORY RESEARCH MLP &	461418535	X				12/29/2016	8/4/2017	9	9				0	0
115	ADVISORY RESEARCH MLP &	461418535	X				5/30/2017	8/4/2017	2	2				0	0
116	ADVISORY RESEARCH MLP &	461418535	X				12/29/2016	8/4/2017	4	5				0	-1
117	ADVISORY RESEARCH MLP &	461418535	X				2/27/2017	8/4/2017	165	177				0	-12
118	JPMORGAN CHASE & CO	46625H100	X				10/27/2014	9/1/2017	1,477	934				0	543
119	LAUDER ESTEE COS INC A	518439104	X				12/18/2015	9/1/2017	1,508	1,230				0	278
120	LAUDER ESTEE COS INC A	518439104	X				12/18/2015	11/22/2017	1,757	1,230				0	527

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		7,796	4,677	0	3,118
	Description				
1	UST-MLT FEES AS AGENT	7,796	4,677		3,118

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		973	35	0	0
	Description				
1	FOREIGN TAXES PAID	35	35		
2	PY EXCISE TAXES PAID	273			
3	ESTIMATED EXCISE TAXES PAID	665			

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

		243	208	0	35
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	58	58		
2	STATE AG FEES	35			35
3	EMA ANNUAL FEE	150	150		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			257,010	217,789	0	290,553
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1						
2	CONSTELLATION BRANDS INC	0		5,954		6,528
3	D R HORTON INC	0		3,532		6,018
4	DEVON ENERGY CORPORATION NEW	0		8,149		7,205
5	DOWDUPONT INC COM	0		5,790		6,620
6	EOG RES INC	0		5,932		5,832
7	EDWARDS LIFESCIENCES CORP	0		8,446		10,782
8	FACEBOOK INC	0		8,322		12,580
9	FEDEX CORPORATION	0		5,690		6,944
10	GENERAL DYNAMICS CORPORATION CO	0		6,590		10,151
11	GOLDMAN SACHS GROUP INC	0		6,173		9,163
12	HALLIBURTON COMPANY COM	0		4,330		5,348
13	HOME DEPOT INC USD 0 05	0		6,669		9,171
14	J P MORGAN CHASE & CO	0		7,836		13,065
15	KEYCORP NEW COM	0		8,367		9,091
16	ESTEE LAUDER COMPANIES INC CL A	0		8,066		11,609
17	RAYTHEON CO	0		6,007		9,175
18	SPLUNK INC	0		6,058		8,329
19	SYNOPSYS INC COM	0		4,428		8,857
20	TJX COS INC NEW	0		5,855		6,346
21	UNION PACIFIC CORP	0		4,612		7,716
22	VOYA FINL INC SHS	0		8,588		9,149
23	WAL MART STORES INC	0		6,991		9,723
24	ZOETIS INC	0		7,563		10,121
25	ALLERGAN PLC	0		8,054		6,258
26	AT& T INC	0		6,587		5,748
27	ADOBE SYS INC COM	0		4,439		8,711
28	ALPHABET INC SHS CL A	0		7,922		11,398
29	AMAZON COM INC	0		4,216		9,414
30	AMERICAN TOWER REIT INC	0		5,712		8,636
31	APPLE COMPUTER INC COM	0		5,122		8,592
32	APPLIED MATERIALS INC	0		4,364		8,179
33	BIOMARIN PHARMACEUTICAL INC	0		8,478		7,894
34	BLACK HILLS CORP	0		6,124		5,675
35	BLACKROCK INC CL A	0		6,823		10,525

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			269,288	264,746	274,032
1				0	
2	DEUTSCHE GLOBAL		0	14,669	15,371
3	UAM FPA CRESCENT PORT		0	7,229	8,755
4	FIRST EAGLE SOGEN FDS INC OVERSEA		0	13,972	15,194
5	GUGGENHEIM MACRO		0	8,093	8,754
6	ISHARES TR		0	14,652	14,437
7	LOOMIS SAYLES INVT TR BD FD INSTL CL		0	15,809	17,476
8	LORD ABBETT SHORT		0	17,581	17,381
9	PIONEER MULTI ASSET		0	15,202	15,157
10	PRUDENTIAL SHORT TERM		0	17,551	17,487
11	ROBECO BP LONG SHORT		0	11,621	13,148
12	SPDR GOLD TRUST		0	8,248	8,235
13	BLACKROCK GLOBAL		0	13,042	15,301
14	BLACKROCK MULTI ASSET		0	15,956	17,317
15	COHEN & STEERS EQUITY INCOME FD		0	15,563	15,258
16	TCW TOTAL RETURN		0	17,972	17,401
17	TEMPLETON GLOBAL TOTAL		0	15,607	17,250
18	AQR MANAGED FUTURES		0	17,080	15,421
19	ANGEL OAK MULTI STRATEGY		0	11,929	11,560
20	BLACKROCK GLOBAL LONG		0	12,970	13,129

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

Line 3 - Other increases not included in Part III, Line 2

1	PURCHASE OF ACCRUED INTEREST C/O FROM PY	1	14
2	COST BASIS ADJUSTMENT	2	68
3	Total	3	82

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

1	GAIN ON CY SALES NOT SETTLED AT YEAR END	1	2,259
2	GRANT PAID IN PY BUT CHECK CLEARED IN CURRENT YEAR	2	2,500
3	Total	3	4,759

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

	Amount
Long Term CG Distributions	904
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						210,068	0	0	196,633	13,435	0	0	0	13,435
1	ELI LILLY & CO	532457108		11/23/2016	4/19/2017	4,396		0	3,611	785	0	0	0	785
2	LOOMIS SAYLES BOND FD	543495840		3/29/2016	11/22/2017	10		0	9	1	0	0	0	1
3	LOOMIS SAYLES BOND FD	543495840		12/18/2015	11/22/2017	341		0	307	34	0	0	0	34
4	LORD ABBETT SHORT	543916464		12/18/2015	3/10/2017	0		0	0	0	0	0	0	0
5	LORD ABBETT SHORT	543916464		3/31/2016	3/10/2017	2		0	2	0	0	0	0	0
6	LORD ABBETT SHORT	543916464		12/18/2015	3/10/2017	4,359		0	4,389	-30	0	0	0	-30
7	OCCIDENTAL PETE CORP CA	674599105		3/9/2016	1/5/2017	8,122		0	7 759	363	0	0	0	363
8	PIONEER MULTI ASSET	72388E605		10/31/2017	11/22/2017	10		0	10	0	0	0	0	0
9	PIONEER MULTI ASSET	72388E605		10/31/2017	11/22/2017	7		0	7	0	0	0	0	0
10	PIONEER MULTI ASSET	72388E605		8/4/2017	11/22/2017	5		0	5	0	0	0	0	0
11	PIONEER MULTI ASSET	72388E605		8/4/2017	11/22/2017	20		0	20	0	0	0	0	0
12	PIONEER MULTI ASSET	72388E605		9/29/2017	11/22/2017	20		0	20	0	0	0	0	0
13	PIONEER MULTI ASSET	72388E605		9/29/2017	11/22/2017	10		0	10	0	0	0	0	0
14	PIONEER MULTI ASSET	72388E605		8/4/2017	11/22/2017	439		0	440	-1	0	0	0	-1
15	PIONEER MULTI ASSET	72388E605		8/31/2017	11/22/2017	10		0	10	0	0	0	0	0
16	PIONEER MULTI ASSET	72388E605		10/31/2017	11/22/2017	20		0	20	0	0	0	0	0
17	PRUDENTIAL SHORT TERM	74441R508		12/18/2015	3/10/2017	2		0	2	0	0	0	0	0
18	PRUDENTIAL SHORT TERM	74441R508		12/18/2015	3/10/2017	4,309		0	4 317	-8	0	0	0	-8
19	BOSTON PARTNERS LONG /	74925K581		2/3/2016	3/10/2017	879		0	780	99	0	0	0	99
20	BOSTON PARTNERS LONG /	74925K581		2/3/2016	3/10/2017	10		0	9	1	0	0	0	1
21	BOSTON PARTNERS LONG /	74925K581		2/3/2016	3/10/2017	4		0	4	0	0	0	0	0
22	BOSTON PARTNERS LONG /	74925K581		5/11/2017	9/1/2017	3		0	3	0	0	0	0	0
23	BOSTON PARTNERS LONG /	74925K581		2/3/2016	9/1/2017	945		0	822	123	0	0	0	123
24	RAYTHEON CO DELAWARE N	755111507		12/18/2015	9/1/2017	2,548		0	1,752	796	0	0	0	796
25	SBA COMMUNICATIONS COR	78410G104		12/18/2015	3/24/2017	6 853		0	5,856	997	0	0	0	997
26	SBA COMMUNICATIONS COR	78410G104		8/17/2016	3/24/2017	2,127		0	2,042	85	0	0	0	85
27	UIT	78463V107		3/10/2016	12/5/2016	6		0	6	0	0	0	0	0
28	SPDR GOLD TRUST	78463V107		3/10/2016	5/11/2017	7,109		0	7,399	-290	0	0	0	-290
29	SPDR GOLD TRUST	78463V107		3/10/2016	9/1/2017	1,131		0	1,092	39	0	0	0	39
30	SPLUNK INC	848637104		6/15/2016	11/22/2017	3 271		0	2,272	999	0	0	0	999
31	SYNOPSYS INC	871607107		12/18/2015	1/18/2017	182		0	136	46	0	0	0	46
32	SYNOPSYS INC	871607107		12/18/2015	4/18/2017	1,363		0	858	505	0	0	0	505
33	ELI LILLY & CO	532457108		12/18/2015	4/19/2017	9,200		0	9,649	-449	0	0	0	-449
34	TEMPLETON GLOBAL TOTAL	880208855		12/18/2015	3/10/2017	1,060		0	943	117	0	0	0	117
35	TEMPLETON GLOBAL TOTAL	880208855		3/17/2016	3/10/2017	1		0	1	0	0	0	0	0
36	UNDER ARMOUR INC CLASS	904311107		6/6/2016	2/2/2017	4 674		0	8,305	-3 631	0	0	0	-3,631
37	VANECK VECTORS GOLD	92189F106		8/17/2016	12/7/2016	5,065		0	7,047	-1,982	0	0	0	-1,982
38	VANECK VECTORS GOLD	92189F106		6/30/2016	12/7/2016	5,687		0	7,262	-1,575	0	0	0	-1,575
39	VOYA FINL INC SHS	929089100		2/22/2017	11/22/2017	1,564		0	1,580	-16	0	0	0	-16
40	VULCAN MATERIALS CO	929160109		12/29/2015	3/24/2017	4,921		0	4,165	756	0	0	0	756
41	VULCAN MATERIALS CO	929160109		2/2/2016	3/24/2017	671		0	515	156	0	0	0	156
42	WAL-MART STORES INC	931142103		3/8/2017	10/27/2017	2,203		0	1,748	455	0	0	0	455
43	ZOETIS INC	98978V103		4/19/2017	9/1/2017	1,379		0	1,188	191	0	0	0	191
44	INGERSOLL-RAND PLC	G47791101		12/18/2015	1/5/2017	6,392		0	4 484	1,908	0	0	0	1,908
45	AT&T INC	00206R102		3/24/2017	8/29/2017	1,934		0	2,126	-192	0	0	0	-192
46	ADOBE SYSTEMS INC RSTD	00724F101		12/18/2015	1/18/2017	544		0	462	82	0	0	0	82
47	ADOBE SYSTEMS INC RSTD	00724F101		12/18/2015	4/18/2017	1,426		0	1,017	409	0	0	0	409
48	ADOBE SYSTEMS INC RSTD	00724F101		12/18/2015	9/1/2017	1 709		0	1,017	692	0	0	0	692
49	ADOBE SYSTEMS INC RSTD	00724F101		12/18/2015	11/22/2017	1,652		0	832	820	0	0	0	820
50	AMERICAN INTERNATIONAL	026874784		11/23/2016	2/22/2017	8,285		0	8,347	-62	0	0	0	-62
51	AMERICAN TOWER REIT INC	03027X100		12/18/2015	9/1/2017	2,335		0	1,523	812	0	0	0	812
52	ANHEUSER-BUSCH INBEV AD	03524A108		11/11/2016	3/8/2017	8,165		0	8,306	-141	0	0	0	-141
53	APPLE INC	037833100		12/18/2015	10/27/2017	1,912		0	1,286	626	0	0	0	626
54	APPLE INC	037833100		12/18/2015	11/22/2017	2,432		0	1,501	931	0	0	0	931
55	APPLIED MATERIAL INC	038222105		10/18/2016	4/18/2017	1,736		0	1,295	441	0	0	0	441
56	BLACKROCK GLOBAL LONG	091936732		12/22/2015	11/22/2017	439		0	434	5	0	0	0	5
57	BLACKROCK GLOBAL LONG	091936732		5/11/2017	11/22/2017	1		0	1	0	0	0	0	0
58	BLACKROCK GLOBAL LONG	091936732		12/22/2015	11/22/2017	7		0	7	0	0	0	0	0
59	BLACKROCK INC	09247X101		12/18/2015	9/1/2017	1,270		0	975	295	0	0	0	295
60	BLACKROCK ADVANTAGE	09252A509		3/10/2017	9/1/2017	0		0	0	0	0	0	0	0
61	BLACKROCK ADVANTAGE	09252A509		2/22/2017	9/1/2017	1,960		0	1,819	141	0	0	0	141
62	BLACKROCK ADVANTAGE	09252A509		2/22/2017	11/22/2017	654		0	573	81	0	0	0	81
63	BLACKROCK ADVANTAGE	09252A509		2/22/2017	11/22/2017	1		0	1	0	0	0	0	0
64	BLACKROCK ADVANTAGE	09252A509		3/10/2017	11/22/2017	18		0	16	2	0	0	0	2
65	BLACKROCK ADVANTAGE	09252A509		2/22/2017	11/30/2017	27		0	24	3	0	0	0	3
66	BLACKROCK ADVANTAGE	09252A509		3/10/2017	11/30/2017	9 273		0	7,810	1,463	0	0	0	1,463
67	BLACKROCK ADVANTAGE	09252A509		2/22/2017	11/30/2017	6,000		0	5,208	792	0	0	0	792
68	SYNOPSYS INC	871607107		12/18/2015	11/22/2017	2,235		0	1,129	1,106	0	0	0	1,106
69	TCW TOTAL RETURN	87234N880		12/18/2015	3/10/2017	3,532		0	3,690	-158	0	0	0	-158

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

	Amount
Long Term CG Distributions	904
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						210,068	0	0	196,633	13,435	0	0	0	13,435
70	TCW TOTAL RETURN	87234N880		3/31/2016	3/10/2017	6		0	6	0	0	0	0	0
71	TCW TOTAL RETURN	87234N880		12/18/2015	11/22/2017	4		0	4	0	0	0	0	0
72	TCW TOTAL RETURN	87234N880		12/18/2015	11/22/2017	350		0	359	-9	0	0	0	-9
73	TCW TOTAL RETURN	87234N880		3/31/2016	11/22/2017	0		0	0	0	0	0	0	0
74	TJX COS INC NEW	872540109		12/18/2015	8/29/2017	1 925		0	1 882	43	0	0	0	43
75	TEMPLETON GLOBAL TOTAL	880208855		12/18/2015	3/10/2017	11		0	10	1	0	0	0	1
76	CELGENE CORP COM	151020104		12/18/2015	9/1/2017	1 816		0	1,446	370	0	0	0	370
77	CELGENE CORP COM	151020104		4/19/2017	11/9/2017	1,231		0	1 479	-248	0	0	0	-248
78	CELGENE CORP COM	151020104		12/18/2015	11/9/2017	7 180		0	7,788	-608	0	0	0	-608
79	D R HORTON INC	23331A109		2/2/2017	11/22/2017	2 558		0	1 556	1,002	0	0	0	1,002
80	DEUTSCHE GLOBAL	25156A809		3/27/2017	11/22/2017	45		0	43	2	0	0	0	2
81	D R HORTON INC	23331A109		2/2/2017	8/29/2017	4,114		0	3 502	612	0	0	0	612
82	DEUTSCHE GLOBAL	25156A809		8/17/2016	11/22/2017	359		0	346	13	0	0	0	13
83	DEUTSCHE GLOBAL	25156A809		6/26/2017	11/22/2017	90		0	88	2	0	0	0	2
84	DEUTSCHE GLOBAL	25156A809		8/17/2016	11/22/2017	11		0	11	0	0	0	0	0
85	DEUTSCHE GLOBAL	25156A809		9/25/2017	11/22/2017	90		0	90	0	0	0	0	0
86	DEUTSCHE GLOBAL	25156A809		9/25/2017	11/22/2017	7		0	7	0	0	0	0	0
87	DEUTSCHE GLOBAL	25156A809		9/25/2017	11/22/2017	15		0	15	0	0	0	0	0
88	DEUTSCHE GLOBAL	25156A809		12/20/2016	11/22/2017	75		0	67	8	0	0	0	8
89	DEUTSCHE GLOBAL	25156A809		12/20/2016	11/22/2017	4		0	4	0	0	0	0	0
90	EOG RESOURCES INC	26875P101		1/5/2017	8/29/2017	741		0	937	-196	0	0	0	-196
91	EOG RESOURCES INC	26875P101		1/5/2017	11/22/2017	1,635		0	1,665	-30	0	0	0	-30
92	FPA CRESCENT FUND	30254T759		2/3/2016	9/1/2017	25		0	21	4	0	0	0	4
93	FPA CRESCENT FUND	30254T759		2/3/2016	9/1/2017	650		0	552	98	0	0	0	98
94	FACEBOOK INC	30303M102		1/11/2016	8/4/2017	2,877		0	1,652	1,225	0	0	0	1,225
95	FIRST EAGLE	32008F200		3/10/2017	9/1/2017	1		0	1	0	0	0	0	0
96	FIRST EAGLE	32008F200		2/22/2017	9/1/2017	1,326		0	1,244	82	0	0	0	82
97	FIRST EAGLE	32008F200		2/22/2017	9/1/2017	7		0	7	0	0	0	0	0
98	GENL DYNAMICS CORP CO	369550108		2/5/2016	1/18/2017	1,407		0	1,076	331	0	0	0	331
99	GOLDMAN SACHS GROUP IN	38141G104		9/19/2016	1/18/2017	3,041		0	2,169	872	0	0	0	872
100	GUGGENHEIM MACRO	40168W582		3/31/2016	11/22/2017	9		0	9	0	0	0	0	0
101	GUGGENHEIM MACRO	40168W582		2/3/2016	11/22/2017	17		0	15	2	0	0	0	2
102	GUGGENHEIM MACRO	40168W582		2/3/2016	11/22/2017	267		0	247	20	0	0	0	20
103	HOME DEPOT INC	437076102		12/18/2015	11/22/2017	2 583		0	1,964	619	0	0	0	619
104	ILLUMINA INC COM	452327109		6/28/2016	12/16/2016	6,638		0	6,826	-188	0	0	0	-188
105	ADVISORY RESEARCH MLP &	461418535		8/30/2016	3/10/2017	271		0	262	9	0	0	0	9
106	ADVISORY RESEARCH MLP &	461418535		11/29/2016	3/10/2017	280		0	271	9	0	0	0	9
107	ADVISORY RESEARCH MLP &	461418535		2/27/2017	3/10/2017	4		0	4	0	0	0	0	0
108	ADVISORY RESEARCH MLP &	461418535		2/27/2017	3/10/2017	0		0	0	0	0	0	0	0
109	ADVISORY RESEARCH MLP &	461418535		2/27/2017	3/10/2017	97		0	98	-1	0	0	0	-1
110	ADVISORY RESEARCH MLP &	461418535		8/30/2016	8/4/2017	9		0	9	0	0	0	0	0
111	ADVISORY RESEARCH MLP &	461418535		5/30/2017	8/4/2017	276		0	273	3	0	0	0	3
112	ADVISORY RESEARCH MLP &	461418535		8/29/2016	8/4/2017	14,208		0	14,776	-568	0	0	0	-568
113	ADVISORY RESEARCH MLP &	461418535		5/30/2017	8/4/2017	9		0	10	-1	0	0	0	-1
114	ADVISORY RESEARCH MLP &	461418535		12/29/2016	8/4/2017	9		0	9	0	0	0	0	0
115	ADVISORY RESEARCH MLP &	461418535		5/30/2017	8/4/2017	2		0	2	0	0	0	0	0
116	ADVISORY RESEARCH MLP &	461418535		12/29/2016	8/4/2017	4		0	5	-1	0	0	0	-1
117	ADVISORY RESEARCH MLP &	461418535		2/27/2017	8/4/2017	165		0	177	-12	0	0	0	-12
118	JPMORGAN CHASE & CO	46625H100		10/27/2014	9/1/2017	1,477		0	934	543	0	0	0	543
119	LAUDER ESTEE COS INC A	518439104		12/18/2015	9/1/2017	1,508		0	1,230	278	0	0	0	278
120	LAUDER ESTEE COS INC A	518439104		12/18/2015	11/22/2017	1,757		0	1,230	527	0	0	0	527

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	THOMAS WEINBERG		3101 HADDINGTON DRIVE	LOS ANGELES	CA	90006		SEC/CFO	1 00	0		
2	EFFIE WEINBERG		875 COMSTOCK 14E	LOS ANGELES	CA	90024		PRESIDENT	1 00	0		

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	4/17/2017	2	166
3	Second quarter estimated tax payment	5/12/2017	3	166
4	Third quarter estimated tax payment	8/14/2017	4	167
5	Fourth quarter estimated tax payment	11/14/2017	5	166
6	Other payments		6	0
7	Total		7	665