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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.**
▶ **Go to www.irs.gov/Form990PF for instructions and the latest information.**

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation: JOYCE SWAN FOUNDATION

A Employer identification number: 41-1925861

Number and street (or P O box number if mail is not delivered to street address): 90 SOUTH 7TH ST, SUITE 5100 — Room/suite:

B Telephone number (see instructions): 8887304933

City or town, state or province, country, and ZIP or foreign postal code: MINNEAPOLIS MN 55402

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) ▶ $ 1,323,474

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	28,026	27,805		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	48,855			
	b	Gross sales price for all assets on line 6a 209,842				
	7	Capital gain net income (from Part IV, line 2)		48,855		
	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)	2,081	2,081		
	12	**Total.** Add lines 1 through 11	78,962	78,741	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)	11,624	8,718		2,906
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,128	977		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	87	62		25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,839	9,757	0	2,931
	25	Contributions, gifts, grants paid	57,000			57,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	70,839	9,757	0	59,931
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	8,123			
	b	**Net investment income** (if negative, enter -0-)		68,984		
	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	167		
	2	Savings and temporary cash investments	71,730	17,278	17,278
	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)	766,081		
	c	Investments—corporate bonds (attach schedule)	188,009		
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		1,014,812	1,306,196
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	1		
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,025,988	1,032,090	1,323,474
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	1,025,988	1,032,090	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,025,988	1,032,090	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,025,988	1,032,090	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,025,988
2	Enter amount from Part I, line 27a	2	8,123
3	Other increases not included in line 2 (itemize) ▶ Cost Basis Adjustment	3	106
4	Add lines 1, 2, and 3	4	1,034,217
5	Decreases not included in line 2 (itemize) ▶ PY Return of Capital Adjustment	5	2,127
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,032,090

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	48,855
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 doesn't 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))
2016	58,460	1,176,256	0 049700
2015	62,539	1,241,432	0 050377
2014	60,001	1,245,213	0 048185
2013	45,517	1,234,692	0 036865
2012	59,364	1,133,339	0 052380

2	**Total** of line 1, column (d)	2	0 237507
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 047501
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,244,997
5	Multiply line 4 by line 3	5	59,139
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	690
7	Add lines 5 and 6	7	59,829
8	Enter qualifying distributions from Part XII, line 4	8	59,931

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	690
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	690
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	690
6	Credits/Payments			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a 684		
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	684
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	6
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the 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 ▶ MN			
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 2017 or the tax year beginning in 2017? See the 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 ▶ WELLS FARGO BANK N A Telephone no. ▶ 888-730-4933
Located at ▶ 6325 S RAINBOW BLVD STE 300 LAS VEGAS NV ZIP+4 ▶ 89118

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2017, 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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017)	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 2017?	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, and 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
See Attached Statement	00	0		
	00	0		
	00	0		
	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	1,227,576
b	Average of monthly cash balances	1b	36,380
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,263,956
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	1,263,956
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	18,959
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,244,997
6	**Minimum investment return.** Enter 5% of line 5	6	62,250

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	62,250
2a	Tax on investment income for 2017 from Part VI, line 5	2a	690		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	690
3	Distributable amount before adjustments Subtract line 2c from line 1			3	61,560
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	61,560
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	61,560

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	59,931
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	59,931
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	690
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	59,241

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				61,560
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			56,656	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 59,931				
a Applied to 2016, but not more than line 2a			56,656	
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 2017 distributable amount				3,275
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				58,285
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 2012 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email 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**	57,000
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	28,026	
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	48,855	
9 Net income or (loss) from special events .					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Other Taxable Income			01	2,081	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		78,962	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . 13 78,962

(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) (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) (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

Sonya Swan Williams 6/15/18 President

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
JOSEPH J CASTRIANO		4/30/2018		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶	13-4008324
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			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					
MERCER ISLAND ROTARY FOUNDATION					
Street					
8236 SE 24TH ST					
City	**State**	**Zip Code**	**Foreign Country**		
MERCER ISLAND	WA	98040			
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution				**Amount**	
GENERAL SUPPORT GRANT				2,500	

Name				
THIRD DAY CHURCHES PERMISISON MINISTRIES				
Street				
P O BOX 7531				
City	**State**	**Zip Code**	**Foreign Country**	
SAN DIEGO	CA	92167		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				9,800

Name				
FAMILY POLICY INSTITUTE OF WA				
Street				
16108 ASH WAY SUITE 113				
City	**State**	**Zip Code**	**Foreign Country**	
LYNWOOD	WA	98087		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				1,200

Name				
SALVATION ARMY				
Street				
111 QUEEN ANNE AVE N				
City	**State**	**Zip Code**	**Foreign Country**	
SEATTLE	WA	98109		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				8,000

Name				
WORLD IMPACT NETWORK				
Street				
12819 SE 38TH STREET STE PMB #53				
City	**State**	**Zip Code**	**Foreign Country**	
BELLEVUE	WA	98006		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				21,800

Name				
GREEN OAK RANCH MINISTRIES				
Street				
1237 GREEN OAK ROAD				
City	**State**	**Zip Code**	**Foreign Country**	
VISTA	CA	92081		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,200

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

Recipient(s) paid during the year

Name					
ANDREW WOMMACK MINISTRIES					
Street					
P O BOX 3333					
City		**State**	**Zip Code**	**Foreign Country**	
COLORADO SPRINGS		CO	80934		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					2,000
Name					
THE INSTITUTE FOR CREATION RESEARCH					
Street					
P O BOX 59029					
City		**State**	**Zip Code**	**Foreign Country**	
DALLAS		TX	75229		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					1,500
Name					
COVENANT SHORES BENEVOLENT FUND					
Street					
9150 FORTUNA DRIVE					
City		**State**	**Zip Code**	**Foreign Country**	
MERCER ISLAND		WA	98040		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					3,000
Name					
WESTGATE CHAPEL					
Street					
22901 EDMONDS WAY					
City		**State**	**Zip Code**	**Foreign Country**	
EDMONDS		WA	98202		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					2,000
Name					
JOYCE MEYER MINISTRIES					
Street					
P O BOX 655					
City		**State**	**Zip Code**	**Foreign Country**	
FENTON		MO	63026		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					2,000
Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

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

	Amount
Long Term CG Distributions	315
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	209,842	160,987	48,855
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	AKORN INC	009728106	X				11/23/2016	8/10/2017	67	44				0	23
2	AKORN INC	009728106	X				11/23/2016	9/13/2017	664	441				0	223
3	AKORN INC	009728106	X				11/23/2016	9/25/2017	3,899	2,601				0	1,298
4	ALLISON TRANSMISSION HO	01973R101	X				8/7/2013	5/5/2017	191	105				0	86
5	ALLISON TRANSMISSION HO	01973R101	X				9/28/2012	5/5/2017	1,378	688				0	690
6	AMPHENOL CORP CL A	032095101	X				3/10/2016	5/5/2017	504	388				0	116
7	AMPHENOL CORP CL A	032095101	X				3/10/2016	5/30/2017	673	498				0	175
8	AMTRUST FINANCIAL SERVI	032359309	X				4/27/2017	5/5/2017	1,274	1,336				0	-62
9	AMTRUST FINANCIAL SERVI	032359309	X				4/27/2017	5/30/2017	336	424				88	0
10	APPLE INC	037833100	X				12/28/2015	5/5/2017	1,485	1,069				0	416
11	BERKSHIRE HATHAWAY INC	084670702	X				3/10/2016	5/30/2017	989	832				0	157
12	BLACKROCK INC	09247X101	X				12/28/2015	5/30/2017	2,443	2,053				0	390
13	BROOKFIELD GL LISTED RE-	112740303	X				5/9/2017	5/30/2017	208	208				0	0
14	CNO FINANCIAL GROUP INC	12621E103	X				1/17/2014	5/5/2017	1,541	1,333				0	208
15	CSG SYS INTL INC COM	126349109	X				1/15/2014	5/5/2017	827	630				0	197
16	CSG SYS INTL INC COM	126349109	X				1/16/2014	5/5/2017	197	154				0	43
17	CSG SYS INTL INC COM	126349109	X				1/10/2014	5/5/2017	236	179				0	57
18	ZEBRA TECHNOLOGIES COR	989207105	X				7/7/2016	6/9/2017	427	187				0	240
19	ACCENTURE PLC	G1151C101	X				12/28/2015	5/5/2017	1,089	936				0	153
20	IHS MARKIT LTD	G47567105	X				10/20/2016	5/5/2017	657	563				0	94
21	IHS MARKIT LTD	G47567105	X				10/20/2016	5/30/2017	554	451				0	103
22	RECKITT BENCKISER PLC G	G74079107	X				7/24/2003	5/9/2017	1,030	198				0	832
23	RECKITT BENCKISER PLC G	G74079107	X				7/24/2003	6/2/2017	617	108				0	509
24	JAPAN AIRLINES CO LTD NP	J25979121	X				12/29/2015	5/8/2017	506	604				0	-98
25	JAPAN AIRLINES CO LTD NP	J25979121	X				12/29/2015	6/1/2017	174	213				0	-39
26	JAPAN AIRLINES CO LTD NP	J25979121	X				12/22/2014	6/29/2017	2,753	2,775				0	-22
27	JAPAN AIRLINES CO LTD NP	J25979121	X				12/29/2015	6/29/2017	3,884	4,509				0	-625
28	JAPAN AIRLINES CO LTD NP	J25979121	X				3/11/2016	6/29/2017	3,211	3,702				0	-491
29	WRIGHT MEDICAL GROUP N	N96617118	X				12/8/2015	5/5/2017	1,592	1,337				0	255
30	WRIGHT MEDICAL GROUP N	N96617118	X				12/4/2015	12/19/2017	613	619				0	-6
31	WEX INC	96208T104	X				10/29/2008	5/5/2017	793	105				0	688
32	ZEBRA TECHNOLOGIES COR	989207105	X				10/23/2001	5/5/2017	1,050	205				0	845
33	ZEBRA TECHNOLOGIES COR	989207105	X				1/21/2009	5/5/2017	764	142				0	622
34	ZEBRA TECHNOLOGIES COR	989207105	X				4/24/2014	5/5/2017	477	347				0	130
35	ZEBRA TECHNOLOGIES COR	989207105	X				1/22/2009	5/5/2017	477	86				0	391
36	ZEBRA TECHNOLOGIES COR	989207105	X				1/22/2009	6/9/2017	1,281	206				0	1,075
37	CSG SYS INTL INC COM	126349109	X				1/10/2014	12/19/2017	89	60				0	29
38	CSG SYS INTL INC COM	126349109	X				1/14/2014	12/19/2017	534	356				0	178
39	DIAMOND OFFSHORE DRILL	25271C102	X				12/21/2016	5/5/2017	995	1,333				0	-338
40	DIAMOND OFFSHORE DRILL	25271C102	X				12/21/2016	12/19/2017	619	695				0	-76
41	EDGEWELL PERSONAL CAR	28035Q102	X				1/25/2016	5/5/2017	894	863				0	31
42	EDGEWELL PERSONAL CAR	28035Q102	X				1/25/2016	12/11/2017	2,149	2,588				0	-439
43	FACEBOOK INC	30303M102	X				10/20/2016	5/5/2017	751	651				0	100
44	FIRSTCASH INC	33767D105	X				12/14/2015	5/5/2017	1,176	844				0	332
45	FIRSTCASH INC	33767D105	X				12/14/2015	12/19/2017	879	499				0	380
46	GENTEX CORP	371901109	X				3/10/2016	5/5/2017	100	77				0	23
47	GENTEX CORP	371901109	X				7/25/2012	5/5/2017	1,635	616				0	1,019
48	GENTEX CORP	371901109	X				7/25/2012	12/19/2017	593	218				0	375
49	GENTHERM INC	37253A103	X				3/10/2016	5/5/2017	186	188				0	-2
50	GENTHERM INC	37253A103	X				6/10/2013	5/5/2017	970	471				0	499
51	GRACO INC	384109104	X				6/16/2010	5/5/2017	1,644	476				0	1,168
52	GRACO INC	384109104	X				9/29/2010	5/5/2017	110	32				0	78
53	ISHARES CORE S & P 500 ET	464287200	X				12/28/2015	5/30/2017	1,459	1,237				0	222
54	ISHARES 1-3 YEAR TREASUR	464287457	X				12/8/2016	4/27/2017	845	846				1	0
55	ISHARES 1-3 YEAR TREASUR	464287457	X				4/21/2017	4/27/2017	3,720	3,726				6	0
56	ISHARES 1-3 YEAR TREASUR	464287457	X				4/1/2017	5/5/2017	3,631	3,638				7	0
57	ISHARES 1-3 YEAR TREASUR	464287457	X				4/1/2017	6/20/2017	84	85				0	-1
58	ISHARES 1-3 YEAR TREASUR	464287457	X				3/4/2017	7/14/2017	1,268	1,269				0	-1
59	ISHARES 1-3 YEAR TREASUR	464287457	X				11/18/2016	7/14/2017	845	845				0	0
60	ISHARES 1-3 YEAR TREASUR	464287457	X				11/23/2016	7/14/2017	930	929				0	1
61	ISHARES CORE MSCI EAFE E	46432F842	X				12/28/2015	5/5/2017	1,157	1,041				0	116
62	ISHARES CORE MSCI EAFE E	46432F842	X				12/28/2015	5/30/2017	3,444	3,068				0	376
63	JOHNSON & JOHNSON	478160104	X				3/10/2016	5/5/2017	1,847	1,605				0	242
64	KIRBY CORP	497266106	X				9/8/2016	5/5/2017	1,567	1,260				0	307
65	MASTEC INC COM	576323109	X				11/17/2014	5/5/2017	2,169	1,153				0	1,016
66	MASTEC INC COM	576323109	X				12/7/2012	5/5/2017	236	118				0	118
67	MASTEC INC COM	576323109	X				12/7/2012	6/9/2017	908	473				0	435
68	MASTEC INC COM	576323109	X				12/7/2012	12/19/2017	659	331				0	328
69	MASTERCARD INC	57636Q104	X				12/28/2015	5/5/2017	821	690				0	131
70	MASTERCARD INC	57636Q104	X				12/28/2015	5/30/2017	971	788				0	183
71	MAXLINEAR INC	57776J100	X				7/10/2014	5/5/2017	1,416	532				0	884
72	MAXLINEAR INC	57776J100	X				7/10/2014	12/19/2017	643	261				0	382

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

	Amount
Long Term CG Distributions	315
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	209,842	160,987	48,855
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	MCKESSON CORP	58155Q103	X				5/7/2012	5/5/2017	1,972	1,258				0	714
74	MCKESSON CORP	58155Q103	X				6/5/2012	5/5/2017	2,113	1,314				0	-799
75	MCKESSON CORP	58155Q103	X				12/28/2015	5/5/2017	5,634	8,005				0	-2,371
76	MEDNAX INC	58502B106	X				7/30/2008	5/5/2017	223	94				0	129
77	MEDNAX INC	58502B106	X				1/25/2016	5/5/2017	557	688				0	-131
78	MEDNAX INC	58502B106	X				1/22/2009	5/5/2017	501	145				0	356
79	MSIF FRONTIER MARKETS-I	61760X836	X				8/2/2013	5/5/2017	583	525				0	58
80	MSIF FRONTIER MARKETS-I	61760X836	X				8/2/2013	5/30/2017	691	613				0	78
81	NATIONAL GENERAL HOLDIN	636220303	X				7/14/2017	12/19/2017	640	666				0	-26
82	NESTLE S A REGISTERED S	641069406	X				12/30/2008	5/5/2017	14,504	7,078				0	7,426
83	NEUSTAR INC	64126X201	X				9/5/2008	1/5/2017	132	88				0	44
84	NEUSTAR INC	64126X201	X				9/8/2008	1/5/2017	99	66				0	33
85	NEUSTAR INC	64126X201	X				9/8/2008	1/5/2017	627	417				0	210
86	NEUSTAR INC	64126X201	X				11/5/2008	1/5/2017	1,650	799				0	851
87	NEUSTAR INC	64126X201	X				8/19/2014	1/5/2017	2,145	1,616				0	529
88	NEUSTAR INC	64126X201	X				3/10/2016	1/5/2017	165	128				0	37
89	NIKE INC CL B	654106103	X				3/10/2016	5/5/2017	807	882				0	-75
90	NIKE INC CL B	654106103	X				3/10/2016	5/30/2017	528	588				0	-60
91	NIKE INC CL B	654106103	X				3/10/2016	12/19/2017	4,827	4,412				0	415
92	OIL STATES INTERNATIONAL	678026105	X				6/26/2012	5/5/2017	918	1,125				0	-207
93	OIL STATES INTERNATIONAL	678026105	X				11/17/2014	5/5/2017	86	167				0	-81
94	OIL STATES INTERNATIONAL	678026105	X				10/9/2015	5/5/2017	29	31				0	-2
95	ON ASSIGNMENT INC COM	682159108	X				3/10/2016	5/5/2017	257	167				0	90
96	ON ASSIGNMENT INC COM	682159108	X				10/7/2014	5/5/2017	1,490	770				0	720
97	ON ASSIGNMENT INC COM	682159108	X				10/7/2014	12/19/2017	770	319				0	451
98	ORBITAL ATK INC	68557N103	X				10/4/2011	5/5/2017	528	147				0	381
99	ORBITAL ATK INC	68557N103	X				6/8/2012	5/5/2017	1,150	310				0	840
100	PRINCIPAL PREFERRED SEC	74253Q416	X				10/3/2014	5/30/2017	248	249				1	0
101	PRINCIPAL GL MULT STRAT-	74255L696	X				12/30/2015	5/30/2017	101	95				0	6
102	PRINCIPAL GL MULT STRAT-	74255L696	X				12/30/2015	12/19/2017	1,974	1,802				0	172
103	BOSTON P LNG/SHRT RES-IN	74925K581	X				3/11/2016	5/5/2017	191	176				0	15
104	BOSTON P LNG/SHRT RES-IN	74925K581	X				3/11/2016	5/30/2017	223	205				0	18
105	ROCKWELL AUTOMATION IN	773903109	X				12/3/2014	5/5/2017	1,717	1,298				0	419
106	SPDR DJ WILSHIRE INTERNA	78463X863	X				10/31/2013	5/5/2017	4,806	5,404				0	-598
107	SPDR DJ WILSHIRE INTERNA	78463X863	X				9/22/2014	5/5/2017	3,845	4,241				0	-396
108	SPDR DJ WILSHIRE INTERNA	78463X863	X				3/13/2014	5/5/2017	2,076	2,212				0	-136
109	SPDR DJ WILSHIRE INTERNA	78463X863	X				3/13/2014	5/30/2017	273	287				0	-14
110	SAFRAN SA-UNSPON ADR	786584102	X				10/20/2016	5/5/2017	964	794				0	170
111	SAFRAN SA-UNSPON ADR	786584102	X				10/20/2016	5/30/2017	727	583				0	144
112	SAP SE ADR	803054204	X				12/28/2015	5/5/2017	1,036	803				0	233
113	SCHLUMBERGER LTD	806857108	X				2/9/2015	5/5/2017	856	1,036				0	-180
114	SELECT COMFORT CORPOR	81616X103	X				3/25/2013	4/21/2017	1,088	643				0	445
115	SELECT COMFORT CORPOR	81616X103	X				3/26/2013	4/21/2017	2,079	1,237				0	842
116	SELECT COMFORT CORPOR	81616X103	X				3/27/2013	4/21/2017	160	100				0	60
117	SELECT COMFORT CORPOR	81616X103	X				3/10/2016	4/21/2017	160	91				0	69
118	SPECTRUM BRANDS HOLDIN	84763R101	X				10/3/2012	4/7/2017	3,735	1,091				0	2,644
119	SPECTRUM BRANDS HOLDIN	84763R101	X				10/4/2012	4/7/2017	1,937	568				0	1,369
120	STEEL DYNAMICS INC COM	858119100	X				9/28/2010	1/20/2017	2,612	1,038				0	1,574
121	STEEL DYNAMICS INC COM	858119100	X				10/4/2011	1/20/2017	3,757	1,019				0	2,738
122	TCF FINANCIAL	872275102	X				8/27/2009	5/5/2017	117	93				0	24
123	TCF FINANCIAL	872275102	X				4/24/2014	5/5/2017	720	702				0	18
124	TCF FINANCIAL	872275102	X				3/10/2016	5/5/2017	167	122				0	45
125	TCF FINANCIAL	872275102	X				8/5/2011	5/5/2017	486	346				0	140
126	TCF FINANCIAL	872275102	X				8/5/2011	12/19/2017	599	346				0	253
127	TAIWAN SEMICONDUCTOR M	874039100	X				10/7/2004	5/5/2017	933	189				0	744
128	TAIWAN SEMICONDUCTOR M	874039100	X				10/7/2004	5/5/2017	510	99				0	411
129	TAIWAN SEMICONDUCTOR M	874039100	X				10/7/2004	5/30/2017	357	67				0	290
130	TEMPLETON GLOBAL BOND	880208400	X				5/29/2013	5/5/2017	1,049	1,109				0	-60
131	THERMO FISHER SCIENTIFIC	883556102	X				3/10/2016	5/5/2017	1,021	828				0	193
132	3M CO	88579Y101	X				10/6/2005	5/5/2017	1,195	424				0	771
133	TUPPERWARE BRANDS COR	899896104	X				12/20/2012	5/5/2017	725	647				0	78
134	TUPPERWARE BRANDS COR	899896104	X				12/21/2012	5/5/2017	217	192				0	25
135	UNILEVER PLC - ADR	904767704	X				3/10/2016	5/5/2017	1,599	1,369				0	230
136	UNILEVER PLC - ADR	904767704	X				3/10/2016	5/30/2017	938	751				0	187
137	VCA INC	918194101	X				9/28/2010	3/20/2017	1,554	349				0	1,205
138	VCA INC	918194101	X				9/29/2010	3/20/2017	1,097	248				0	849
139	VCA INC	918194101	X				6/21/2011	3/20/2017	4,114	875				0	3,239
140	V F CORP	918204108	X				9/16/2014	5/5/2017	980	1,195				0	-215
141	V F CORP	918204108	X				9/16/2014	5/30/2017	107	133				0	-26
142	V F CORP	918204108	X				6/2/2014	5/30/2017	430	507				0	-77
143	VANGUARD REIT VIPER	922908553	X				12/28/2015	5/5/2017	12,050	11,109				0	941
144	VISTA OUTDOOR INC	928377100	X				3/22/2017	5/5/2017	836	900				0	-64

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

	Amount		Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	315		Capital Gains/Losses	209,842	160,987	48,855
Short Term CG Distributions	0		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
145	VISTA OUTDOOR INC	928377100	X				3/22/2017	12/11/2017	325	481				0	-156
146	VISTA OUTDOOR INC	928377100	X				3/20/2017	12/11/2017	750	1,100				0	-350
147	VISTA OUTDOOR INC	928377100	X				3/20/2017	12/12/2017	142	207				0	-65
148	VISTA OUTDOOR INC	928377100	X				3/21/2017	12/12/2017	906	1,326				0	-420
149	WNS HOLDINGS LTD ADR	92932M101	X				1/5/2017	5/5/2017	1,752	1,498				0	254
150	WNS HOLDINGS LTD ADR	92932M101	X				1/5/2017	12/19/2017	573	381				0	192
151	WNS HOLDINGS LTD ADR	92932M101	X				12/23/2016	12/19/2017	205	135				0	70
152	WEX INC	96208T104	X				10/29/2008	5/5/2017	396	53				0	343
153	AKORN INC	009728106	X				10/19/2016	5/5/2017	430	360				0	70
154	AKORN INC	009728106	X				10/20/2016	5/5/2017	2,480	2,058				0	422
155	AKORN INC	009728106	X				10/20/2016	7/14/2017	874	713				0	161
156	AKORN INC	009728106	X				10/20/2016	8/10/2017	767	631				0	136
157	AFLAC INC	001055102	X				12/28/2015	5/5/2017	1,556	1,266				0	290
158	AFLAC INC	001055102	X				12/28/2015	5/30/2017	751	603				0	148
159	AFLAC INC	001055102	X				10/20/2016	12/19/2017	2,026	1,618				0	408
160	AIA GROUP LTD-SP ADR	001317205	X				5/5/2017	5/30/2017	310	311				0	-1
161	AARON'S INC	002535300	X				4/7/2017	5/5/2017	1,486	1,248				0	238
162	AARON'S INC	002535300	X				4/7/2017	12/19/2017	727	548				0	179
163	ABERDEEN EMERG MARKET	003021714	X				5/29/2013	5/5/2017	855	923				0	-68
164	ABERDEEN EMERG MARKET	003021714	X				5/29/2013	5/30/2017	1,419	1,502				0	-83

Part I, Line 11 (990-PF) - Other Income

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		2,081	2,081	0
	Description			
1	Other Taxable Income	2,029	2,029	
2	Class Action Proceeds	52	52	

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)
		11,624	8,718	0	2,906
	Description				
1	BANK ADMINISTRATION FEES	11,624	8,718		2,906

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		2,128	977	0	0
1	Foreign Tax Withheld	977	977		
2	PY Excise Tax Due	467			
3	Estimated Excise Payments	684			

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		87	62	0	25
1	ADR Fees	62	62		
2	State AG Fees	25	0		25

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

	Amount
Long Term CG Distributions	315
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
						209,527	0	103	161,090	48,540	0	0	0	48,540
1	AKORN INC	009728106		11/23/2016	8/10/2017	67		0	44	23	0	0	0	23
2	AKORN INC	009728106		11/23/2016	9/13/2017	664		0	441	223	0	0	0	223
3	AKORN INC	009728106		11/23/2016	9/25/2017	3,899		0	2,601	1,298	0	0	0	1,298
4	ALLISON TRANSMISSION HO	01973R101		8/7/2013	5/5/2017	191		0	105	86	0	0	0	86
5	ALLISON TRANSMISSION HO	01973R101		9/28/2012	5/5/2017	1,378		0	688	690	0	0	0	690
6	AMPHENOL CORP CL A	032095101		3/10/2016	5/5/2017	504		0	388	116	0	0	0	116
7	AMPHENOL CORP CL A	032095101		3/10/2016	5/30/2017	673		0	498	175	0	0	0	175
8	AMTRUST FINANCIAL SERVI	032359309		4/27/2017	5/5/2017	1,274		0	1,336	-62	0	0	0	-62
9	AMTRUST FINANCIAL SERVI	032359309		4/27/2017	5/30/2017	336		88	424	0	0	0	0	-0
10	APPLE INC	037833100		12/28/2015	5/5/2017	1,485		0	1,069	416	0	0	0	416
11	BERKSHIRE HATHAWAY INC	084670702		3/10/2016	5/30/2017	989		0	832	157	0	0	0	157
12	BLACKROCK INC	09247X101		12/28/2015	5/30/2017	2,443		0	2,053	390	0	0	0	390
13	BROOKFIELD GL LISTED RE-	112740303		5/9/2017	5/30/2017	208		0	208	0	0	0	0	0
14	CNO FINANCIAL GROUP INC	12621E103		1/17/2014	5/5/2017	1,541		0	1,333	208	0	0	0	208
15	CSG SYS INTL INC COM	126349109		1/15/2014	5/5/2017	827		0	630	197	0	0	0	197
16	CSG SYS INTL INC COM	126349109		1/16/2014	5/5/2017	197		0	154	43	0	0	0	43
17	CSG SYS INTL INC COM	126349109		1/10/2014	5/5/2017	236		0	179	57	0	0	0	57
18	ZEBRA TECHNOLOGIES COR	989207105		7/7/2016	6/9/2017	427		0	187	240	0	0	0	240
19	ACCENTURE PLC	G1151C101		12/28/2015	5/5/2017	1,089		0	936	153	0	0	0	153
20	IHS MARKIT LTD	G47567105		10/20/2016	5/5/2017	657		0	563	94	0	0	0	94
21	IHS MARKIT LTD	G47567105		10/20/2016	5/30/2017	554		0	451	103	0	0	0	103
22	RECKITT BENCKISER PLC GI	G74079107		7/24/2003	5/9/2017	1,030		0	198	832	0	0	0	832
23	RECKITT BENCKISER PLC GI	G74079107		7/24/2003	6/2/2017	617		0	108	509	0	0	0	509
24	JAPAN AIRLINES CO LTD NP	J25979121		12/29/2015	5/8/2017	506		0	604	-98	0	0	0	-98
25	JAPAN AIRLINES CO LTD NP	J25979121		12/29/2015	6/1/2017	174		0	213	-39	0	0	0	-39
26	JAPAN AIRLINES CO LTD NP	J25979121		12/22/2014	6/29/2017	2,753		0	2,775	-22	0	0	0	-22
27	JAPAN AIRLINES CO LTD NP	J25979121		12/29/2015	6/29/2017	3,884		0	4,509	-625	0	0	0	-625
28	JAPAN AIRLINES CO LTD NP	J25979121		3/11/2016	6/29/2017	3,211		0	3,702	-491	0	0	0	-491
29	WRIGHT MEDICAL GROUP N	N96617118		12/8/2015	5/5/2017	1,592		0	1,337	255	0	0	0	255
30	WRIGHT MEDICAL GROUP N	N96617118		12/4/2015	12/19/2017	613		0	619	-6	0	0	0	-6
31	WEX INC	96208T104		10/29/2008	5/5/2017	793		0	105	688	0	0	0	688
32	ZEBRA TECHNOLOGIES COR	989207105		10/23/2001	5/5/2017	1,050		0	205	845	0	0	0	845
33	ZEBRA TECHNOLOGIES COR	989207105		1/21/2009	5/5/2017	764		0	142	622	0	0	0	622
34	ZEBRA TECHNOLOGIES COR	989207105		4/24/2014	5/5/2017	477		0	347	130	0	0	0	130
35	ZEBRA TECHNOLOGIES COR	989207105		1/22/2009	5/5/2017	477		0	86	391	0	0	0	391
36	ZEBRA TECHNOLOGIES COR	989207105		1/22/2009	6/9/2017	1,281		0	206	1,075	0	0	0	1,075
37	CSG SYS INTL INC COM	126349109		1/10/2014	12/19/2017	89		0	60	29	0	0	0	29
38	CSG SYS INTL INC COM	126349109		1/14/2014	12/19/2017	534		0	356	178	0	0	0	178
39	DIAMOND OFFSHORE DRILLI	25271C102		12/21/2016	5/5/2017	995		0	1,333	-338	0	0	0	-338
40	DIAMOND OFFSHORE DRILLI	25271C102		12/21/2016	12/19/2017	619		0	695	-76	0	0	0	-76
41	EDGEWELL PERSONAL CARI	28035Q102		1/25/2016	5/5/2017	894		0	863	31	0	0	0	31
42	EDGEWELL PERSONAL CARI	28035Q102		1/25/2016	12/11/2017	2,149		0	2,588	-439	0	0	0	-439
43	FACEBOOK INC	30303M102		10/20/2016	5/5/2017	751		0	651	100	0	0	0	100
44	FIRSTCASH INC	33767D105		12/14/2015	5/5/2017	1,176		0	844	332	0	0	0	332
45	FIRSTCASH INC	33767D105		12/14/2015	12/19/2017	879		0	499	380	0	0	0	380
46	GENTEX CORP	371901109		3/10/2016	5/5/2017	100		0	77	23	0	0	0	23
47	GENTEX CORP	371901109		7/25/2012	5/5/2017	1,635		0	616	1,019	0	0	0	1,019
48	GENTEX CORP	371901109		7/25/2012	12/19/2017	593		0	218	375	0	0	0	375
49	GENTHERM INC	37253A103		3/10/2016	5/5/2017	186		0	188	-2	0	0	0	-2
50	GENTHERM INC	37253A103		6/10/2013	5/5/2017	970		0	471	499	0	0	0	499
51	GRACO INC	384109104		6/16/2010	5/5/2017	1,644		0	476	1,168	0	0	0	1,168
52	GRACO INC	384109104		9/29/2010	5/5/2017	110		0	32	78	0	0	0	78
53	ISHARES CORE S & P 500 ET	464287200		12/28/2015	5/30/2017	1,459		0	1,237	222	0	0	0	222
54	ISHARES 1-3 YEAR TREASUR	464287457		12/8/2016	4/27/2017	845		1	846	0	0	0	0	0
55	ISHARES 1-3 YEAR TREASUR	464287457		4/21/2017	4/27/2017	3,720		6	3,726	0	0	0	0	0
56	ISHARES 1-3 YEAR TREASUR	464287457		4/1/2017	5/5/2017	3,631		7	3,638	0	0	0	0	0
57	ISHARES 1-3 YEAR TREASUR	464287457		4/1/2017	6/20/2017	84		0	85	-1	0	0	0	-1
58	ISHARES 1-3 YEAR TREASUR	464287457		3/4/2017	7/14/2017	1,268		0	1,269	-1	0	0	0	-1
59	ISHARES 1-3 YEAR TREASUR	464287457		11/18/2016	7/14/2017	845		0	845	0	0	0	0	0
60	ISHARES 1-3 YEAR TREASUR	464287457		11/23/2016	7/14/2017	930		0	929	1	0	0	0	1
61	ISHARES CORE MSCI EAFE E	46432F842		12/28/2015	5/5/2017	1,157		0	1,041	116	0	0	0	116
62	ISHARES CORE MSCI EAFE E	46432F842		12/28/2015	5/30/2017	3,444		0	3,068	376	0	0	0	376
63	JOHNSON & JOHNSON	478160104		3/10/2016	5/5/2017	1,847		0	1,605	242	0	0	0	242
64	KIRBY CORP	497266106		9/8/2016	5/5/2017	1,567		0	1,260	307	0	0	0	307
65	MASTEC INC COM	576323109		11/17/2014	5/5/2017	2,169		0	1,153	1,016	0	0	0	1,016
66	MASTEC INC COM	576323109		12/7/2012	5/5/2017	236		0	118	118	0	0	0	118
67	MASTEC INC COM	576323109		12/7/2012	6/9/2017	908		0	473	435	0	0	0	435
68	MASTEC INC COM	576323109		12/7/2012	12/19/2017	659		0	331	328	0	0	0	328
69	MASTERCARD INC	57636Q104		12/28/2015	5/5/2017	821		0	690	131	0	0	0	131

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

	Amount
Long Term CG Distributions	315
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
						209,527	0	103	161,090	48,540	0	0	0	48,540
70	MASTERCARD INC	57636Q104		12/28/2015	5/30/2017	971		0	788	183	0	0	0	183
71	MAXLINEAR INC	57776J100		7/10/2014	5/5/2017	1,416		0	532	884	0	0	0	884
72	MAXLINEAR INC	57776J100		7/10/2014	12/19/2017	643		0	261	382	0	0	0	382
73	MCKESSON CORP	58155Q103		5/7/2012	5/5/2017	1,972		0	1,258	714	0	0	0	714
74	MCKESSON CORP	58155Q103		6/5/2012	5/5/2017	2,113		0	1,314	799	0	0	0	799
75	MCKESSON CORP	58155Q103		12/28/2015	5/5/2017	5,634		0	8,005	-2,371	0	0	0	-2,371
76	MEDNAX INC	58502B106		7/30/2008	5/5/2017	223		0	94	129	0	0	0	129
77	MEDNAX INC	58502B106		1/25/2016	5/5/2017	557		0	688	-131	0	0	0	-131
78	MEDNAX INC	58502B106		1/22/2009	5/5/2017	501		0	145	356	0	0	0	356
79	MSIF FRONTIER MARKETS-I	61760X836		8/2/2013	5/5/2017	583		0	525	58	0	0	0	58
80	MSIF FRONTIER MARKETS-I	61760X836		8/2/2013	5/30/2017	691		0	613	78	0	0	0	78
81	NATIONAL GENERAL HOLDIN	636220303		7/14/2017	12/19/2017	640		0	666	-26	0	0	0	-26
82	NESTLE S A REGISTERED S	641069406		12/30/2008	5/5/2017	14,504		0	7,078	7,426	0	0	0	7,426
83	NEUSTAR INC	64126X201		9/5/2008	1/5/2017	132		0	88	44	0	0	0	44
84	NEUSTAR INC	64126X201		9/8/2008	1/5/2017	99		0	66	33	0	0	0	33
85	NEUSTAR INC	64126X201		9/8/2008	1/5/2017	627		0	417	210	0	0	0	210
86	NEUSTAR INC	64126X201		11/5/2008	1/5/2017	1,650		0	799	851	0	0	0	851
87	NEUSTAR INC	64126X201		6/19/2014	1/5/2017	2,145		0	1,616	529	0	0	0	529
88	NEUSTAR INC	64126X201		3/10/2016	1/5/2017	165		0	128	37	0	0	0	37
89	NIKE INC CL B	654106103		3/10/2016	5/5/2017	807		0	882	-75	0	0	0	-75
90	NIKE INC CL B	654106103		3/10/2016	5/30/2017	528		0	588	-60	0	0	0	-60
91	NIKE INC CL B	654106103		3/10/2016	12/19/2017	4,827		0	4,412	415	0	0	0	415
92	OIL STATES INTERNATIONAL	678026105		6/26/2012	5/5/2017	918		0	1,125	-207	0	0	0	-207
93	OIL STATES INTERNATIONAL	678026105		11/17/2014	5/5/2017	86		0	167	-81	0	0	0	-81
94	OIL STATES INTERNATIONAL	678026105		10/9/2015	5/5/2017	29		0	31	-2	0	0	0	-2
95	ON ASSIGNMENT INC COM	682159108		3/10/2016	5/5/2017	257		0	167	90	0	0	0	90
96	ON ASSIGNMENT INC COM	682159108		10/7/2014	5/5/2017	1,490		0	770	720	0	0	0	720
97	ON ASSIGNMENT INC COM	682159108		10/7/2014	12/19/2017	770		0	319	451	0	0	0	451
98	ORBITAL ATK INC	68557N103		10/4/2011	5/5/2017	528		0	147	381	0	0	0	381
99	ORBITAL ATK INC	68557N103		6/8/2012	5/5/2017	1,150		0	310	840	0	0	0	840
100	PRINCIPAL PREFERRED SEC	74253Q416		10/3/2014	5/30/2017	248		1	249	0	0	0	0	0
101	PRINCIPAL GL MULT STRAT-	74255L696		12/30/2015	5/30/2017	101		0	95	6	0	0	0	6
102	PRINCIPAL GL MULT STRAT-	74255L696		12/30/2015	12/19/2017	1,974		0	1,802	172	0	0	0	172
103	BOSTON P LNG/SHRT RES-IN	74925K581		3/11/2016	5/5/2017	191		0	176	15	0	0	0	15
104	BOSTON P LNG/SHRT RES-IN	74925K581		3/11/2016	5/30/2017	223		0	205	18	0	0	0	18
105	ROCKWELL AUTOMATION IN	773903109		12/3/2014	5/5/2017	1,717		0	1,298	419	0	0	0	419
106	SPDR DJ WILSHIRE INTERNA	78463X863		10/31/2013	5/5/2017	4,806		0	5,404	-598	0	0	0	-598
107	SPDR DJ WILSHIRE INTERNA	78463X863		9/22/2014	5/5/2017	3,845		0	4,241	-396	0	0	0	-396
108	SPDR DJ WILSHIRE INTERNA	78463X863		3/13/2014	5/5/2017	2,076		0	2,212	-136	0	0	0	-136
109	SPDR DJ WILSHIRE INTERNA	78463X863		3/13/2014	5/30/2017	273		0	287	-14	0	0	0	-14
110	SAFRAN SA-UNSPON ADR	786584102		10/20/2016	5/5/2017	964		0	794	170	0	0	0	170
111	SAFRAN SA-UNSPON ADR	786584102		10/20/2016	5/30/2017	727		0	583	144	0	0	0	144
112	SAP SE ADR	803054204		12/28/2015	5/5/2017	1,036		0	803	233	0	0	0	233
113	SCHLUMBERGER LTD	806857108		2/9/2015	5/5/2017	856		0	1,036	-180	0	0	0	-180
114	SELECT COMFORT CORPOR	81616X103		3/25/2013	4/21/2017	1,088		0	643	445	0	0	0	445
115	SELECT COMFORT CORPOR	81616X103		3/26/2013	4/21/2017	2,079		0	1,237	842	0	0	0	842
116	SELECT COMFORT CORPOR	81616X103		3/27/2013	4/21/2017	160		0	100	60	0	0	0	60
117	SELECT COMFORT CORPOR	81616X103		3/10/2016	4/21/2017	160		0	91	69	0	0	0	69
118	SPECTRUM BRANDS HOLDIN	84763R101		10/3/2012	4/7/2017	3,735		0	1,091	2,644	0	0	0	2,644
119	SPECTRUM BRANDS HOLDIN	84763R101		10/4/2012	4/7/2017	1,937		0	568	1,369	0	0	0	1,369
120	STEEL DYNAMICS INC COM	858119100		9/28/2010	1/20/2017	2,612		0	1,038	1,574	0	0	0	1,574
121	STEEL DYNAMICS INC COM	858119100		10/4/2011	1/20/2017	3,757		0	1,019	2,738	0	0	0	2,738
122	TCF FINANCIAL	872275102		8/27/2009	5/5/2017	117		0	93	24	0	0	0	24
123	TCF FINANCIAL	872275102		4/24/2014	5/5/2017	720		0	702	18	0	0	0	18
124	TCF FINANCIAL	872275102		3/10/2016	5/5/2017	167		0	122	45	0	0	0	45
125	TCF FINANCIAL	872275102		8/5/2011	5/5/2017	486		0	346	140	0	0	0	140
126	TCF FINANCIAL	872275102		8/5/2011	12/19/2017	599		0	346	253	0	0	0	253
127	TAIWAN SEMICONDUCTOR M	874039100		10/7/2004	5/5/2017	933		0	189	744	0	0	0	744
128	TAIWAN SEMICONDUCTOR M	874039100		10/7/2004	5/5/2017	510		0	99	411	0	0	0	411
129	TAIWAN SEMICONDUCTOR M	874039100		10/7/2004	5/30/2017	357		0	67	290	0	0	0	290
130	TEMPLETON GLOBAL BOND	880208400		5/29/2013	5/5/2017	1,049		0	1,109	-60	0	0	0	-60
131	THERMO FISHER SCIENTIFIC	883556102		3/10/2016	5/5/2017	1,021		0	828	193	0	0	0	193
132	3M CO	88579Y101		10/6/2005	5/5/2017	1,195		0	424	771	0	0	0	771
133	TUPPERWARE BRANDS COR	899896104		12/20/2012	5/5/2017	725		0	647	78	0	0	0	78
134	TUPPERWARE BRANDS COR	899896104		12/21/2012	5/5/2017	217		0	192	25	0	0	0	25
135	UNILEVER PLC - ADR	904767704		3/10/2016	5/5/2017	1,599		0	1,369	230	0	0	0	230
136	UNILEVER PLC - ADR	904767704		3/10/2016	5/30/2017	938		0	751	187	0	0	0	187
137	VCA INC	918194101		9/28/2010	3/20/2017	1,554		0	349	1,205	0	0	0	1,205
138	VCA INC	918194101		9/29/2010	3/20/2017	1,097		0	248	849	0	0	0	849

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

	Amount
Long Term CG Distributions	315
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
						209,527	0	103	161,090	48,540	0	0	0	48,540
139	VCA INC	918194101		6/21/2011	3/20/2017	4,114		0	875	3,239	0	0	0	3,239
140	V F CORP	918204108		9/16/2014	5/5/2017	980		0	1,195	-215	0	0	0	-215
141	V F CORP	918204108		9/16/2014	5/30/2017	107		0	133	-26	0	0	0	-26
142	V F CORP	918204108		6/2/2014	5/30/2017	430		0	507	-77	0	0	0	-77
143	VANGUARD REIT VIPER	922908553		12/28/2015	5/5/2017	12,050		0	11,109	941	0	0	0	941
144	VISTA OUTDOOR INC	928377100		3/22/2017	5/5/2017	836		0	900	-64	0	0	0	-64
145	VISTA OUTDOOR INC	928377100		3/22/2017	12/11/2017	325		0	481	-156	0	0	0	-156
146	VISTA OUTDOOR INC	928377100		3/20/2017	12/11/2017	750		0	1,100	-350	0	0	0	-350
147	VISTA OUTDOOR INC	928377100		3/20/2017	12/12/2017	142		0	207	-65	0	0	0	-65
148	VISTA OUTDOOR INC	928377100		3/21/2017	12/12/2017	906		0	1,326	-420	0	0	0	-420
149	WNS HOLDINGS LTD ADR	92932M101		1/5/2017	5/5/2017	1,752		0	1,498	254	0	0	0	254
150	WNS HOLDINGS LTD ADR	92932M101		1/5/2017	12/19/2017	573		0	381	192	0	0	0	192
151	WNS HOLDINGS LTD ADR	92932M101		12/23/2016	12/19/2017	205		0	135	70	0	0	0	70
152	WEX INC	96208T104		10/29/2008	5/5/2017	396		0	53	343	0	0	0	343
153	AKORN INC	009728106		10/19/2016	5/5/2017	430		0	360	70	0	0	0	70
154	AKORN INC	009728106		10/20/2016	5/5/2017	2,480		0	2,058	422	0	0	0	422
155	AKORN INC	009728106		10/20/2016	7/14/2017	874		0	713	161	0	0	0	161
156	AKORN INC	009728106		10/20/2016	8/10/2017	767		0	631	136	0	0	0	136
157	AFLAC INC	001055102		12/28/2015	5/5/2017	1,556		0	1,266	290	0	0	0	290
158	AFLAC INC	001055102		12/28/2015	5/30/2017	751		0	603	148	0	0	0	148
159	AFLAC INC	001055102		10/20/2016	12/19/2017	2,026		0	1,618	408	0	0	0	408
160	AIA GROUP LTD-SP ADR	001317205		5/5/2017	5/30/2017	310		0	311	-1	0	0	0	-1
161	AARON'S INC	002535300		4/7/2017	5/5/2017	1,486		0	1,248	238	0	0	0	238
162	AARON'S INC	002535300		4/7/2017	12/19/2017	727		0	548	179	0	0	0	179
163	ABERDEEN EMERG MARKET	003021714		5/29/2013	5/5/2017	855		0	923	-68	0	0	0	-68
164	ABERDEEN EMERG MARKET	003021714		5/29/2013	5/30/2017	1,419		0	1,502	-83	0	0	0	-83

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	SONYA SWAN WILLIAMS		9115 FORTUNA DR NO 6305	MERCER ISLAND	WA	98040		PRESIDENT	1 00	0		
2	ROBERT D WILLIAMS		9115 FORTUNA DR NO 6305	MERCER ISLAND	WA	98040		TREASURE R	1 00	0		
3	DAN ALAN WILLIAMS		19313 60TH AVE WST	LYNNWOOD	WA	98037		DIRECTOR	1 00	0		
4	AIMEE JOIE COOMBS		5814 EAST MERCER WAY	MERCER ISLAND	WA	98040		HISTORIAN	1 00	0		
5	WENDY KAE PERKINS		644 HUTCHINSON ST	VISTA	CA	92083		DIRECTOR	1 00	0		
6	PAULA KATHLEEN PARDINI		369 CARMEL AVE	SAN FRANCISCO	CA	94044		DIRECTOR	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	5/10/2017	2	171
3	Second quarter estimated tax payment	6/12/2017	3	171
4	Third quarter estimated tax payment	9/12/2017	4	171
5	Fourth quarter estimated tax payment	12/12/2017	5	171
6	Other payments		6	0
7	Total		7	684

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

1	Distributable amounts for 2016 that remained undistributed at the beginning of the 2017 tax year	1	56,656
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	56,656