

Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2015

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2015 or tax year beginning 05/01, 2015, and ending 04/30, 2016

Name of foundation: RILEY, HENRIETTA, TRUSTEE U/W

Number and street (or P.O. box number if mail is not delivered to street address): P.O. BOX 75000

City or town, state or province, country, and ZIP or foreign postal code: DETROIT, MI 48275-7874

Room/suite: _____

A Employer identification number: 38-6043103

B Telephone number (see instructions): _____

C If exemption application is pending, check here:

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

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

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

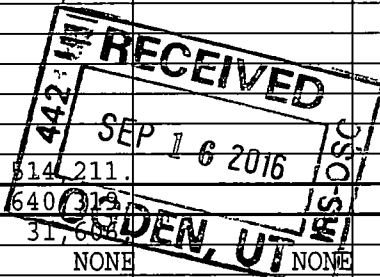
G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): \$ 3,095,860.

J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	71,928.	71,928.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	54,180.			
b	Gross sales price for all assets on line 6a <u>1,534,780.</u>				
7	Capital gain net income (from Part IV, line 2)		54,180.		
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)	514,211.	514,211.		STMT 2
12	Total. Add lines 1 through 11	640,319.	640,319.		
13	Compensation of officers, directors, trustees, etc.	35,117.	31,600.		3,512.
14	Other employee salaries and wages		NONE		NONE
15	Pension plans, employee benefits		NONE		NONE
16a	Legal fees (attach schedule) STMT 3	996.	NONE		996.
b	Accounting fees (attach schedule) STMT 4	900.	450.		450.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	12,918.	35.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE		NONE
22	Printing and publications		NONE		NONE
23	Other expenses (attach schedule) STMT 6	350.			350.
24	Total operating and administrative expenses. Add lines 13 through 23	50,281.	32,091.		5,308.
25	Contributions, gifts, grants paid	566,096.			566,096.
26	Total expenses and disbursements Add lines 24 and 25	616,377.	32,091.		571,404.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	23,942.			
b	Net investment income (if negative, enter -0-)		608,228.		
c	Adjusted net income (if negative, enter -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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		
	2	Savings and temporary cash investments	186,085.	64,536.
	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 ▶ NONE		
	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) . STMT 7	1,023,299.	1,120,181.
	c	Investments - corporate bonds (attach schedule) . STMT 12	1,856,040.	802,957.
	11	Investments - land, buildings, and equipment: basis ▶		
	Less accumulated depreciation ▶ (attach schedule)			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 13		1,101,388.	
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ SUMMARY ASSET FOR ALL OIL, GAS)		3.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,065,424.	3,089,065.	
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)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,065,424.	3,089,065.
	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)	3,065,424.	3,089,065.	
31	Total liabilities and net assets/fund balances (see instructions)	3,065,424.	3,089,065.	

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 3,065,424.
2	Enter amount from Part I, line 27a	2 23,942.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 3,089,366.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUNDS TIMING DIFFERENCE	5 301.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 3,089,065.

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 PUBLICLY TRADED SECURITIES			
b OTHER GAINS AND LOSSES			
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 1,534,775.		1,480,600.	54,175.
b 5.			5.
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			54,175.
b			5.
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	54,180.
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	

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))
2014	702,591.	6,795,320.	0.103393
2013			
2012			
2011			
2010			

2 Total of line 1, column (d)	2	0.103393
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	0.103393
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	3,054,093.
5 Multiply line 4 by line 3	5	315,772.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,082.
7 Add lines 5 and 6	7	321,854.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	571,404.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,082.
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	
3	Add lines 1 and 2	3	6,082.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6,082.
6	Credits/Payments.		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	NONE
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	165.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,247.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> NONE Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 Yes No 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 Yes No 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 COMERICA BANK & TRUST Telephone no. (313) 222-3568
Located at 411 WEST LAFAYETTE M/C 3420, DETROIT, MI ZIP+4 48226
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2015, 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 Yes No 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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
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 2015? 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? Yes X No
If "Yes," list the years
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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2015 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 2015.) 3b
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 2015? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No

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? 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? Yes No
 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? Yes No

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
COMERICA BANK & TRUST, N.A. 101 NORTH MAIN STREET, ANN ARBOR, MI 48101	TRUSTEE 1	35,117.	-0-	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,005,058.
b	Average of monthly cash balances	1b	69,887.
c	Fair market value of all other assets (see instructions).	1c	1,025,657.
d	Total (add lines 1a, b, and c)	1d	3,100,602.
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	NONE
3	Subtract line 2 from line 1d	3	3,100,602.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	46,509.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,054,093.
6	Minimum investment return. Enter 5% of line 5	6	152,705.

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	152,705.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	6,082.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,082.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	146,623.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	146,623.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	146,623.

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	571,404.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	571,404.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	6,082.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	565,322.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				146,623.
2 Undistributed income, if any, as of the end of 2015.				
a Enter amount for 2014 only.			NONE	
b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010				NONE
b From 2011				NONE
c From 2012				NONE
d From 2013				NONE
e From 2014				375,423.
f Total of lines 3a through e	375,423.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>571,404.</u>				
a Applied to 2014, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount				146,623.
e Remaining amount distributed out of corpus.	424,781.			
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	800,204.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.				NONE
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)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	800,204.			
10 Analysis of line 9.				
a Excess from 2011	NONE			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	375,423.			
e Excess from 2015	424,781.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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)

Table with columns: Tax year (a) 2015, (b) 2014, (c) 2013, (d) 2012, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions from Part XII, d Amounts included in line 2c not used directly for active conduct of exempt activities, e Qualifying distributions made directly for active conduct of exempt activities, 3 Complete 3a, b, or c for the alternative test relied upon (Assets, Endowment, Support).

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 [X] 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
<p>a Paid during the year</p> <p>WATCH TOWER BIBLE & TRACT SOC 25 COLUMBIA HTS BROOKLYN NY 11201</p>	NONE	EXEMPT	GENERAL SUPPORT	566,096.
Total ▶ 3a				566,096.
<p>b Approved for future payment</p>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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

Table with 2 columns: 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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

- 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... b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here section with signature of Jacquelyn Sparks-Walker, date 08/24/2016, title VICE PRESIDENT, and a box for IRS discussion.

Paid Preparer Use Only section with fields for name (JEFFREY E. KUHLIN), date (08/24/2016), firm's name (KPMG LLP), firm's address (2020 N CENTRAL AVE, STE 700 PHOENIX, AZ), firm's EIN (13-5565207), and phone number (855-807-3423).

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	164.	164.
NONDIVIDEND DISTRIBUTIONS	65.	65.
DOMESTIC DIVIDENDS	29,507.	29,507.
CORPORATE INTEREST	13,993.	13,993.
FOREIGN INTEREST	2,700.	2,700.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	1,675.	1,675.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	816.	816.
NONQUALIFIED FOREIGN DIVIDENDS	4,616.	4,616.
NONQUALIFIED DOMESTIC DIVIDENDS	18,392.	18,392.
TOTAL	71,928.	71,928.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	514,211.	514,211.
TOTALS	514,211.	514,211.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	996.			996.
TOTALS	996.	NONE	NONE	996.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	900.	450.		450.
TOTALS	900.	450.	NONE	450.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	35.	35.
FEDERAL TAX PAYMENT - PRIOR YE	12,883.	
TOTALS	12,918.	35.

RILEY, HENRIETTA, TRUSTEE U/W

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FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
ACCOUNTING FEES	350.	350.
TOTALS	----- 350. =====	----- 350. =====

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMAZON COM INC	4,879.	9,894.
CBS CORP NEW CL B		
CONSTELLATION BRANDS INC CL A	2,910.	4,214.
HARLEY DAVIDSON INC		
HOME DEPOT INC	5,304.	9,105.
NIKE INC CL B	1,091.	4,715.
STARBUCKS CORP	5,358.	7,872.
TARGET CORP	2,970.	3,180.
TWENTY-FIRST CENTY FOX INC		
VIACOM INC CL B		
TIME WARNER	4,495.	4,659.
BROWN FORMAN CORP CL B	4,818.	5,009.
CLOROX CO	3,889.	4,508.
COLGATE PALMOLIVE CO	5,273.	5,674.
DR PEPPER SNAPPLE GROUP	3,155.	3,636.
ECOLAB INC		
HERSHEY CO COMMON STOCK		
HORMEL FOODS CORP	2,863.	3,855.
INTERNATIONAL FLAVORS		
KRAFT FOODS GROUP INC		
MOLSON COORS BREWING CO	1,287.	2,295.
MONDELEZ INTL	4,536.	5,198.
MONSTER BEVERAGE CORP	1,432.	1,731.
NEWELL RUBBERMAID INC		
PEPSICO INC	9,930.	12,355.
PROCTER & GAMBLE	7,671.	7,371.
TYSON FOODS INC CL A		
WHOLE FOODS MKT INC		
CALIFORNIA RES CORP		

RILEY, HENRIETTA, TRUSTEE U/W

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHEVRON CORP	7,445.	6,131.
CONOCOPHILLIPS	2,498.	3,298.
OCCIDENTAL PETROLEUM CORP	5,762.	6,055.
PHILLIPS 66	3,687.	4,106.
AMERICAN EXPRESS CO	4,940.	5,526.
AMERICAN INTL GROUP		
BB&T CORP		
BERKSHIRE HATHAWAY CL B	8,086.	10,184.
BLACKROCK INC	2,134.	2,494.
LAM RESH CORP	4,660.	4,584.
MORGAN STANLEY		
NORTHERN TRUST CORP		
PNC FINANCIAL SERVICES GRP		
PRUDENTIAL FINANCIAL INC		
ROLLINS INC	2,355.	3,224.
SUNTRUST BANKS INC		
TRAVELERS COS INC	1,821.	1,868.
US BANCORP		
VISA INC CL A	2,531.	6,102.
WELLS FARGO & CO NEW	8,193.	8,497.
ABBVIE INC	7,975.	7,930.
AMGEN INC	5,159.	9,498.
BECTON DICKINSON & CO	5,766.	6,450.
BIOGEN IDEC INC		
BRISTOL MYERS SQUIBB CO	4,606.	6,496.
CVS/CAREMARK	8,384.	8,040.
CELGENE CORP	4,153.	5,171.
GILEAD SCIENCES INC	4,504.	5,293.
HCA HLDGS INC	2,803.	3,225.

RILEY, HENRIETTA, TRUSTEE U/W

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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JOHNSON & JOHNSON	4,196.	10,984.
LILLY ELI & CO	6,998.	7,553.
MCKESSON CORP		
MERCK & CO INC	8,869.	10,420.
REGENERON PHARMACEUTICALS INC		
THERMO FISHER SCIENTIFIC	4,833.	5,770.
UNIVERSAL HEALTH SVCS INC	3,222.	4,010.
BOEING CO	6,326.	6,740.
GENERAL DYNAMICS	4,086.	4,216.
HONEYWELL INTL INC	6,475.	7,999.
LOCKHEED MARTIN	4,825.	6,971.
NORTHROP GRUMMAN	4,945.	8,250.
ROPER INDS INC		
UNITED TECHNOLOGIES		
WABTEC CORP		
APPLE INC	8,003.	16,405.
CISCO SYS INC	5,161.	5,223.
FACEBOOK INC	4,430.	10,582.
FISERV INC		
GOOGLE INC CL C		
YAHOO	3,999.	3,294.
ALCOA INC		
AVERY DENNISON CORP	1,634.	2,396.
DOW CHEMICAL	4,369.	4,735.
MONSANTO CO		
SEALED AIR CORP		
LIONS GATE ENTERTAINMENT CORP		
MEDTRONIC PLC	9,234.	9,498.
AMG FDS SOUTHERNSUN SM CP		

RILEY, HENRIETTA, TRUSTEE U/W

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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HARBOR INTL FD	253,112.	262,516.
MFS INTL NEW DISCOVERY I		
OPPENHEIMER DEVELOPING MKTS FD		
PRINCIPAL MIDCAP BLEND	46,352.	68,718.
ADOBE SYS INC	1,914.	2,167.
ALPHABET INC	8,860.	11,088.
AMERICAN ELEC PWR	4,209.	4,318.
BANK OF AMERICA CORP	4,973.	5,970.
BOSTON PROPERTIES INC	3,953.	4,124.
CAMPBELL SOUP CO	2,406.	3,147.
CHURCH & DWIGHT INC	3,808.	3,986.
CITIGROUP INC	5,082.	5,507.
COLUMBIA PACIFIC EMF	134,559.	135,296.
COMCAST CORP	5,487.	5,408.
CONAGRA FOODS INC	2,075.	2,273.
WALT DISNEY CO	7,545.	7,848.
DOMINION RESOURCES INC	2,897.	3,002.
EOG RESOURCES INC	4,450.	4,296.
EXXON MOBIL CORP	15,401.	16,354.
FIRST REPUBLIC BANK/SF	4,147.	4,571.
GENERAL MILLS INC	2,750.	3,067.
INTEL CORP	4,040.	4,269.
JPMORGAN CHASE & CO	6,786.	7,521.
KINDER MORGAN INC	2,315.	1,279.
KRAFT HEINZ CO	1,421.	2,108.
KROGER CO	3,250.	3,008.
MCDONALDS CORP	4,767.	5,186.
MICROSOFT CORP	13,646.	13,016.
NETFLIX.COM INC	4,958.	4,051.

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NEXTERA ENERGY INC	2,160.	2,469.
NORFOLK SOUTHERN CORP	2,058.	2,343.
NORTHERN SMALL CAP VALUE	32,482.	29,975.
OBERWEIS FDS INTER OPPORTUNITI	169,970.	168,668.
ORACLE CORPORATION	8,136.	8,371.
PALO ALTO NETWORKS INC	4,227.	3,923.
PAYPAL HLDGS INC	4,122.	4,623.
RAYTHEON COMPANY	4,131.	4,170.
RED HAT INC	4,042.	4,255.
SVB FINL GROUP	2,817.	2,398.
SOUTHERN CO	4,228.	4,359.
SPECTRA ENERGY CORP	3,323.	3,565.
T-MOBILE US INC	3,708.	3,574.
3M CO	6,491.	7,365.
UNION PACIFIC CORP	3,493.	3,751.
VERIZON COMMUNICATIONS	6,352.	7,183.
VIRTUS SMALL CAP SUSTA GRW	37,783.	38,938.
WILLIAMS CO COS INC	4,567.	1,668.
TOTALS	1,120,181.	1,230,181.

RILEY, HENRIETTA, TRUSTEE U/W

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FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LOWES COS INC 5% 10/15/15	50,568.	50,543.
TARGET CORP 5.875% 7/15/16	48,700.	51,815.
BHP FINANCE 5.4% 3/29/17	37,777.	36,840.
AMERICAN CONTURY INFLATION ADJ	107,789.	106,855.
PERKINS JANUS FLEXIBLE BOND FD	120,941.	113,753.
NATIXIS LOOMIS SAYLES INV GR	20,329.	18,420.
MAINSTAY HIGH YIELD CORP		
OPPENHEIMER INTL BD FD Y		
VG S/T CORP FD-ADM		
FIXED INCOME OPP FUND	175,005.	175,275.
CREDIT SUISSE COMMODITY RETURN		
GOLDMAN SACHS TR STRAT INC FD		
ARBITRAGE FUND R		
COHEN & STEERS REALTY SHS		
ABSOLUTE STRATEGIES FD-I	56,656.	56,768.
MAINSTAY MARKETFIELD FD-I	50,870.	51,127.
SUMMARY ASSET FOR ALL OIL, GAS	134,322.	134,142.
TEMPLETON INTERNATIONAL BOND		
U S BANCORP MEDIUM TERM		
VANGUARD SHORT TERM		
TOTALS	802,957.	795,538.

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FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
AQR FDS MANAGED FUTURES STR-I	C	187,347.	170,822.
BLACKROCK EMERGING MARKETS	C	57,579.	52,762.
CREDIT SUISSE COMMODITY RETURN	C	76,568.	55,368.
GOLDMAN SACHS TR STRATEGIC	C	179,246.	161,089.
NEUBERGER BERMAN STRATEGIC	C	205,523.	198,893.
NEUBERGER BERMAN TERNATIVE	C	205,336.	182,132.
OPPENHEIMER REAL ESTATE FD	C	63,223.	60,191.
BOSTON PARTNERS ROBECO BP	C	126,566.	124,345.
TOTALS		1,101,388.	1,005,602.