

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

Department of the Treasury
Internal Revenue Service

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

For calendar year 2016 or tax year beginning 7/1/2016 , **and ending** 6/30/2017

Name of foundation Wakerly Family Foundation			A Employer identification number 77-0441943	
Number and street (or P.O. box number if mail is not delivered to street address) 24581 Summerhill Ct		Room/suite	B Telephone number (see instructions) (650) 968-9057	
City or town, state or province, country, and ZIP or foreign postal code Los Altos CA 94024			C If exemption application is pending, check here <input type="checkbox"/>	
Foreign country name Foreign province/state/county Foreign postal code			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 5,962,578		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	32,807	32,807		
	4 Dividends and interest from securities	47,513	47,513		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,986			
	b Gross sales price for all assets on line 6a 1,986				
	7 Capital gain net income (from Part IV, line 2)		1,986		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	82,306	82,306	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)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	12,318	12,318		
	24 Total operating and administrative expenses. Add lines 13 through 23	12,318	12,318	0	0
	25 Contributions, gifts, grants paid	331,750			331,750
26 Total expenses and disbursements. Add lines 24 and 25	344,068	12,318	0	331,750	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-261,762				
b Net investment income (if negative, enter -0-)		69,988			
c Adjusted net income (if negative, enter -0-)			0		

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			
	2	Savings and temporary cash investments	3,778,204	3,656,429	3,656,429
	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)	300,106	297,844	297,844
	b	Investments—corporate stock (attach schedule)	1,654,802	1,732,373	1,732,373
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans	200,000	200,000	200,000	
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ MEIH13 (Reed Energy))	179,957	75,932	75,932	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	6,113,069	5,962,578	5,962,578	
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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	6,113,069	5,962,578		
30	Total net assets or fund balances (see instructions)	6,113,069	5,962,578		
31	Total liabilities and net assets/fund balances (see instructions)	6,113,069	5,962,578		

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	6,113,069
2	Enter amount from Part I, line 27a	2	-261,762
3	Other increases not included in line 2 (itemize) ▶ change in unrealized capital gains	3	111,271
4	Add lines 1, 2, and 3	4	5,962,578
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,962,578

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				
b				
c				
d				
e	Capital Gains Distributions			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				1,986
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(f) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				1,986
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,986
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	1,070

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	274,000	6,067,609	0.045158
2014	359,418	6,623,644	0.054263
2013	314,873	6,778,551	0.046451
2012	484,650	6,874,608	0.070499
2011	268,000	6,743,969	0.039739
2	Total of line 1, column (d)		2 0.256110
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 0.051222
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4 5,907,481
5	Multiply line 4 by line 3		5 302,593
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 700
7	Add lines 5 and 6		7 303,293
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.		8 331,750

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	700	
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	700	
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	700	
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	500	
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	500	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	200	
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 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>www.wakerly.org/WFF</u>	13	X	
14	The books are in care of ▶ <u>John F. Wakerly</u> Telephone no. ▶ <u>(650) 968-9057</u> Located at ▶ <u>c/o 24581 Summerhill Ct. Los Altos CA</u> ZIP+4 ▶ <u>94041</u>			
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 ▶ <u>15</u>			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5):		
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	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. ▶ 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.</i>)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 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? 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

5b	N/A	
6b		X
7b		

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
See Attached Statement		.00	0	
		.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

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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,019,649
b	Average of monthly cash balances	1b	3,636,776
c	Fair market value of all other assets (see instructions)	1c	341,018
d	Total (add lines 1a, b, and c)	1d	5,997,443
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	5,997,443
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	89,962
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,907,481
6	Minimum investment return. Enter 5% of line 5	6	295,374

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	295,374
2a	Tax on investment income for 2016 from Part VI, line 5	2a	700
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	700
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	294,674
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	294,674
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	294,674

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	331,750
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	331,750
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	700
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	331,050

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				294,674
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			203,482	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 331,750				
a Applied to 2015, but not more than line 2a			203,482	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				128,268
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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 2015. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				166,406
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

N/A

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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).)

John F. Wakerly

- 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.

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

Statement 7 Statement 7

- b** The form in which applications should be submitted and information and materials they should include:

Statement 7

- c** Any submission deadlines:

Statement 7

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Statement 7

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i> See Statement 8</p>			Statement 8	331,750
Total				▶ 3a 331,750
<p>b <i>Approved for future payment</i></p>				
Total				▶ 3b 0

General Explanation (990-PF)

	Explanation
1	<p>This return has been amended on Page 9 to change lines 2b(b), 6b(b), and 6d(b) from 174,860 to 0. There are no other changes. (Line 2b(b) in the original return filed on 8/27/2017 was copied from the wrong field in the previous year's return.)</p>

Wakerly Family Foundation
Form 990-PF Statement #1
July 1, 2016 -- June 30, 2017

All securities are valued at June 30, 2015 market value	Amount
Part I, line 1 -- Contributions -- see schedule B if nonzero	0
Part I, line 16c -- Professional fees -- see Statement #2 (expenses)	0
Part I, line 18 -- Taxes -- see Statement #2 (expenses)	888
Part I, line 23 -- Other expenses -- see Statement #2 (expenses)	12,243
Part II, line 2bc -- Savings (TOTAL)	3,656,429
Fidelity x520 FDRXX	292,080
Fidelity x160 FDRXX	53,471
Fidelity x520 brokered CDs	2,160,000
Vanguard xxx905	397,117
PrivateBank CD	247,750
Synchrony CD	257,676
CalFirst CD	248,335
Part II, line 10bc -- Investments, government obligations (TOTAL)	297,844
Fidelity x520 government bonds (see brokerage statement #3)	297,844
Part II, line 10bc -- Investments, corporate stock (TOTAL)	1,732,373
Fidelity x520 stocks (see brokerage statement #3)	1,732,373
Part II, line 10bc -- Investments, corporate bonds (TOTAL)	0
Fidelity x520 corporate bonds (see brokerage statement #3)	0
Part II, line 12 -- Investments, mortgage loans (TOTAL)	200,000
Bear Necessities, due June 22, 2018	200,000
Part II, line 13 -- Investments, other (TOTAL)	75,932
Metropolitan Equity Investment Holdings 13, Limited Partnership	75,932
Part II, line 16bc -- Total assets	5,962,578
Part III, line 3 -- Other increases	
Increase (decrease) in unrealized cap. gains in investments since 6/30/2016	111,271

Wakerly Family Foundation
 Form 990-PF Statement #2 (Expenses)
 July 1, 2016 -- June 30, 2017

Date	Ref	Description	Amount
n/a	Fid520	Misc. brokerage fees	0.00
		Total professional fees (line 16c)	0.00
7/18/2016	Visa	Secretary of State -- Form SI-100	20.00
n/a		Registry of Charitable Trusts -- Form RRF-1	0.00
10/12/2016	F1449	Franchise Tax Board -- Form 199	10.00
10/14/2016	EFTPS	2015 990PF	358.00
10/14/2016	EFTPS	2015 Est. Tax	500.00
12/18/2016	Fdep	IRS refund check	-500.00
12/18/2016	EFTPS	2015 Est. Tax	500.00
n/a	Fid520	Foreign taxes	0.00
		Total taxes (line 18)	888.00
12/31/2016	K-1	MEIH13 portfolio expenses	12,318.00
3/20/2017	Fdep	UBS settlement	-75.20
		Total other expenses (line 23)	12,242.80



FIDELITY PRIVATE
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WFF 2016 990-PF STMT #3

INVESTMENT REPORT
June 1, 2017 - June 30, 2017

* GOVT. OBLIGATIONS
** CASH

ALL OTHERS: CORP STOCK

(STMT #4, 5, 6 ; BLANK)

Account # [REDACTED]
CORPORATION

Core Account and Credit Balance Cash Flow (continued)
Core Account: FIDELITY GOVERNMENT CASH RESERVES

This Period

Year-to-Date

Realized Gains and Losses from Sales
(May not reflect all gains and losses due to incomplete cost basis)

This Period

Year-to-Date

Cash Management Activity		Net Short-term Gain/Loss		Short-term Gain		Net Gain/Loss	
	This Period	Year-to-Date					
Deposits	43,485.00	86,970.00					
Total Cash Management Activity	\$43,485.00	\$86,970.00					
Ending Balance	\$292,080.86	\$292,080.86					
D Includes dividend reinvestments.							

Holdings

Core Account

Description	Beginning Market Value Jun 1, 2017	Quantity Jun 30, 2017	Price Per Unit Jun 30, 2017	Ending Market Value Jun 30, 2017	Total Cost Basis	Unrealized Gain/Loss Jun 30, 2017	EAI (\$) / EY (%)
FIDELITY GOVERNMENT CASH RESERVES (FDRXX)	\$475,459.28	292,080.860	\$1.0000	\$292,080.86	not applicable	not applicable	\$627.85 / 0.210%
Total Core Account (7% of account holdings)	\$475,459.28			\$292,080.86	**		\$627.85

Exchange Traded Products

Includes exchange-traded funds (ETFs), exchange-traded notes (ETNs), and other exchange-traded vehicles.

Description	Beginning Market Value Jun 1, 2017	Quantity Jun 30, 2017	Price Per Unit Jun 30, 2017	Ending Market Value Jun 30, 2017	Total Cost Basis	Unrealized Gain/Loss Jun 30, 2017	
Equity ETFs							
SPDR INDEX SHS FDS S&P GLOBAL NAT RES ETF (GNR)	\$105,250.00	2,500,000	\$41.5300	\$103,825.00	\$134,756.60	-\$30,931.60	
SPDR SER TR DJ WILSHIRE RET ETF (RWR)	54,906.00	600,000	92.9800	55,798.00	21,339.80	34,448.20	
SPDR SER TR S&P OIL & GAS EQUIP (XES)	80,300.00	5,000,000	15.4700	77,350.00	164,716.70	-87,366.70	
VANECK VECTORS ETF TR GOLD MINERS ETF (GDY)	47,649.00	2,100,000	22.0800	46,368.00	78,525.80	-32,157.80	
VANECK VECTORS ETF TR AGRIBUSINESS ETF (MOO)	109,620.00	2,000,000	55.0100	110,020.00	92,731.16	17,288.84	



Holdings

Account # 520
CORPORATION

Exchange Traded Products (continued)

Description	Beginning Market Value Jun 1, 2017	Quantity Jun 30, 2017	Price Per Unit Jun 30, 2017	Ending Market Value Jun 30, 2017	Total Cost Basis	Unrealized Gain/Loss Jun 30, 2017
Equity ETPs (continued)						
VANGUARD FTSE DEVELOPED MARKET	103,850.00	2,500,000	41.3200	103,300.00	71,900.90	31,399.10
VANGUARD INTL EQUITY INDEX FUND	89,828.00	2,200,000	40.8300	89,826.00	85,051.85	4,774.15
EMERGING MARKETS ETF (VWO)	96,312.00	800,000	122.9100	98,328.00	40,129.95	58,198.05
VANGUARD INDEX FDS VANGUARD SMALL CAP VALUE VIPERS FORMERLY VANGUARD INDEX TR (VBR)	219,420.00	2,300,000	96.5600	222,088.00	104,001.14	118,086.86
VANGUARD INDEX FDS VANGUARD ETF FORMERLY VANGUARD INDEX TR (VTI)	86,695.00	700,000	124.4500	87,115.00	33,497.75	53,617.25
TOTAL STK MKT ETF (VTI)	160,265.00	3,500,000	45.7500	160,125.00	163,088.40	-2,963.40
WISDOMTREE TR EMERGING MKTS (DGS)	\$1,153,895.00			1,154,133.00	989,740.05	164,392.95
Total Equity ETPs (26% of account holdings)						
Fixed Income ETPs						
ISHARES TIPS BOND ETF (TIP)	\$149,084.00	1,300,000	\$113.4300	\$147,459.00	\$125,110.34	\$22,348.66
SPDR CITI INTL GOVT INFLATION PROTECTED BOND ETF (WIP)	55,660.00	1,000,000	55.5600	55,560.00	53,760.66	1,799.34
WISDOMTREE TR EMERGING MARKETS	95,300.00	2,500,000	37.9300	94,925.00	121,442.87	-26,617.87
LOCAL DEBT FD (ELD)				297,844.00	300,313.87	-2,469.87
Total Fixed Income ETPs (7% of account holdings)						



Holdings

Account # ██████████ 520
CORPORATION

Exchange Traded Products (continued)

Description	Beginning Market Value Jun 1, 2017	Quantity Jun 30, 2017	Price Per Unit Jun 30, 2017	Ending Market Value Jun 30, 2017	Total Cost Basis	Unrealized Gain/Loss Jun 30, 2017	EAI (\$)/ EY (%)
Other ETPs							
ISHARES GOLD TRUST ISHARES ISIN #US4642851053 SEDOL #B05F33S (IAU)	\$134,200.00	11,000.000	\$11.9400	\$131,340.00	\$130,246.85	\$1,093.15	
SPDR GOLD TR GOLD SHS(GLD)	241,240.00	2,000.000	118.0200	236,040.00	210,763.80	25,276.20	
VANGUARD INTL EQUITY INDEX FDS GLOBAL EX-US REAL ESTATE INDEX FD ETF SHS (VNOJ)	28,217.50	500.000	56.2500	28,125.00	29,347.95	-1,222.95	
VANGUARD INDEX FDS VANGUARD REIT ETF FORMERLY VANGUARD INDEX TR TO 05/24/01 REIT VIPER SHS (VNOJ)	41,095.00	500.000	83.2300	41,615.00	16,622.91	24,992.09	
Total Other ETPs (10% of account holdings)	\$444,752.50			437,120.00	386,981.51	50,138.49	
Total Exchange Traded Products (42% of account holdings)	\$1,898,691.50			\$1,899,097.00	\$1,677,035.43	\$212,061.57	

Stocks

Description	Beginning Market Value Jun 1, 2017	Quantity Jun 30, 2017	Price Per Unit Jun 30, 2017	Ending Market Value Jun 30, 2017	Total Cost Basis	Unrealized Gain/Loss Jun 30, 2017	EAI (\$)/ EY (%)
Common Stock							
TEMPLETON GLOBAL INCOME FD INC DELAWARE (GAIM)	\$137,760.00	21,000.000	\$6.7200	\$141,120.00	\$185,878.66	-\$44,758.66	
Total Common Stock (3% of account holdings)	\$137,760.00			\$141,120.00	\$185,878.66	-\$44,758.66	
Total Stocks (3% of account holdings)	\$137,760.00			\$141,120.00	\$185,878.66	-\$44,758.66	



FIDELITY PRIVATE
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INVESTMENT REPORT
June 1, 2017 - June 30, 2017

Holdings

Account # 520
CORPORATION

Other

Description	Beginning Market Value Jun 1, 2017	Quantity Jun 30, 2017	Price Per Unit Jun 30, 2017	Ending Market Value Jun 30, 2017	Accrued Interest (AI) Jun 30, 2017	Total Cost Basis	Unrealized Gain/Loss Jun 30, 2017	EAI (\$)/EY (%)
ALLY BK MIDVALE UTAH CD	\$240,021.60	240,000.000	\$0.9992	\$239,803.20	\$190.68	\$240,000.00B	-\$196.80	\$3,480.00
CTF DEP FDIC INSURED								
1.45000% 06/11/2018 FIXED COUPON								
SEMIANNUALLY CUSIP: 02006LRJ4								
BANK OF CHINA NEW YORK CITY BR CD	240,045.60	240,000.000	0.9996	239,911.20	-	240,000.00	-88.80	-
1.05000% 11/20/2017 FIXED COUPON								
CTF DEP FDIC INSURED AT MATURITY								
CUSIP: 06426WFC0								
CAPITAL ONE NATL ASSN VA CD	240,612.00	240,000.000	1.0012	240,292.80	488.22	240,000.00B	292.80	3,960.00
1.65000% 05/17/2019 FIXED COUPON								
CTF DEP FDIC INSURED								
SEMIANNUALLY CUSIP: 14042RFC9								
COMENITY CAP BK UTAH CD	238,586.40	240,000.000	0.9933	238,384.80	7.89	240,000.00B	-1,615.20	2,879.97
1.20000% 10/31/2018 FIXED COUPON								
CTF DEP FDIC INSURED MONTHLY								
CUSIP: 20033ASV9								
LAKE CITY BK WARSAW IND CD	240,554.40	240,000.000	1.0010	240,232.80	94.68	240,000.00B	232.80	3,840.04
1.60000% 03/22/2019 FIXED COUPON								
CTF DEP FDIC INSURED MONTHLY								
CUSIP: 508176CH5								
METABANK STORM LAKE IOWA CD	unavailable	240,000.000	1.0002	240,055.20	139.73	240,000.00	55.20	2,128.77
1.25000% 02/28/2018 FIXED COUPON								
CTF DEP FDIC INSURED AT MATURITY								
CUSIP: 59101LBL9								
MORGAN STANLEY BK N A UTAH CD	unavailable	240,000.000	0.9998	239,956.80	72.33	240,000.00	-43.20	1,106.63
1.10000% 11/21/2017 FIXED COUPON								
CTF DEP FDIC INSURED AT MATURITY								
CUSIP: 61747MML1								
PLAINSCAPITAL BK LUBBOCK TX CD	unavailable	240,000.000	1.0005	240,127.20	85.48	240,000.00	127.20	2,333.59
1.30000% 03/21/2018 FIXED COUPON								
CTF DEP FDIC INSURED AT MATURITY								
CUSIP: 72669QC72								
WELLS FARGO BANK NATL ASSN CD	240,477.60	240,000.000	1.0007	240,160.80	305.75	240,000.00B	160.80	3,720.02
1.55000% 02/01/2019 FIXED COUPON								
CTF DEP FDIC INSURED MONTHLY								
CUSIP: 949763EK8								
Total Other (49% of account holdings)	\$1,440,297.60			\$2,158,924.80		\$2,160,000.00	-\$1,075.20	\$23,449.02

ALL CDs VALUED AT BASIS

Wakerly Family Foundation 2016 Form 990PF Statement #7

Wakerly Family Foundation

a private charitable foundation

Kate Wakerly (1948-2004), Founding President

Statement of Purpose

The Wakerly Family Foundation (WFF), a private foundation, provides financial assistance to qualified public charitable organizations, with a focus on the areas of social services, education, and economic development. We support organizations that receive the majority of their funding from private (non-governmental) sources. **WFF does not consider unsolicited proposals from new organizations** (ones who have not received grants from us before). Most grants are made in local areas where one or more WFF board members can monitor needs and outcomes.

WFF's board of directors is responsible for identifying charitable giving opportunities that are consistent with the foundation's purpose, and is especially interested in funding projects and programs which:

- benefit private education, and assist faculty at private schools, including retired faculty who are members of religious orders. Programs which enhance education in English, math, and science are also encouraged.
- support children in at-risk or economically disadvantaged households.
- help to provide additional low-income and very-low-income housing, especially owner-occupied housing.
- foster job skills training, especially for people who are unemployed or under-employed, with a goal of assisting workers toward full economic self-sufficiency. A particular focus is households that have experienced the loss of a parent and may be struggling financially.
- create new areas of employment through entrepreneurship. Projects that create new jobs for people who have difficulty finding traditional types of employment are encouraged.
- assist immigrants to the U.S. in the areas of education, employment, and housing.
- assist low-income populations with self-help projects including small, starter businesses which will employ members of those populations in their own communities.
- provide direct assistance or emergency aid to an economically disadvantaged population, with particular interest in programs that provide or facilitate access to quality, affordable health care for working, low-income individuals and families.
- promote individual responsibility and economic freedom.

WFF is especially interested in supporting relatively small, low-overhead organizations and programs that can obtain high leverage using WFF's grants.

Organizations and entities that are not eligible or are not normally considered for funding by WFF include:

- any organization which is not a 501(c)3 public charity
- government agencies, or entities receiving the majority of their support from government sources at the local, state, or federal level (including public schools)
- political parties and lobbying organizations

Grants available and funding cycle

Any WFF board member may invite a qualified organization to request a grant of up to \$10,000. Generally, grants will range from \$1,000 to \$10,000 and will be given for one year. Proposals will be reviewed by one or more board members, depending on the request size. Selected applicants may also request funding beyond \$10,000 for special projects, but these will require additional consideration and review by WFF's full board of directors. WFF's total annual grant-making budget is on the order of \$300,000.

New organizations will be asked to apply for grants at various times throughout the year, and existing ones may make a request at any time. WFF's fiscal year runs from July 1 to June 30.

If you are a new organization and have been asked to apply for funding, please submit a brief proposal (1 to 2 pages is fine) describing your organization and the program or project for which funding is requested. Your proposal should address the following points as applicable:

- What is the program for which you are seeking support?
- What community needs will be served by this program? What challenges will this program help participants overcome?
- Who are the target populations (demographic, geographic) that will be served?
- What other organizations or agencies are serving your target population, and how will your project differ from the services currently offered? How will your organization work together with other entities for the benefit of your clients?
- What are the expected outcomes of your project or program? How and how often will you evaluate the effectiveness of your program?
- What are the expected consequences if your project/program is not implemented?
- What is the total cost of your project or program, and for what portion of that total are you requesting WFF support?
- You may also be asked to include one or more of the following: certification of your organization's status under IRS Section 501(c)3 (if not available at guidestar.org); names and affiliations of your board members; projected budget for the year for which you are seeking funding; your program ratio (percentage of funds that go directly to your cause); an overview of your financial statements including major sources and uses of funds.

After receiving your proposal and any supplemental materials required, one or more WFF board members will determine whether your project or program can receive funding in the current fiscal year. At that time, your proposal may be funded immediately, or additional information and/or a site visit may be requested. If your proposal is selected for funding or further consideration, a board member will generally respond within one month.

Solicited proposals can be submitted only by email and should be directed to:

John Wakerly, President, Wakerly Family Foundation
Email: <WFF's president's first name> at wakerly.com

Latest revision 2/18/2012

Wakerly Family Foundation 2016 Form 990PF Statement #8

Wakerly Family Foundation
Grants for Fiscal Year 2016-2017

7-18-16, Chicago Lights, Chicago, IL. For the Elam Davies Social Services Center for homeless outreach – food and clothing.	\$ 15,000.00
7-18-16, Marquette University, Milwaukee, WI. Outreach fund to attract underserved and minority high school students to seek degrees in the College of Engineering.	\$ 25,000.00
7-29-16, Day Worker Center of Mountain View, CA. Unrestricted grant towards general operating expenses.	\$ 30,000.00
10-12-16, Avenidas, Palo Alto, CA. Start-up funding for Generations Lab to help seniors use new technologies to improve their daily lives.	\$ 30,000.00
10-19-16, Sacred Heart Medical Center Foundation, Springfield, OR. Courageous Kids support groups program for kids who have lost a parent.	\$ 5,000.00
11-4-16, Providence St. Mel School, Chicago, IL. In support of ongoing Response to Intervention Program for at-risk students.	\$ 10,000.00
11-4-16, Cristo Rey Jesuit High School, Chicago, IL. Financial-aid awards for needy families to send their children to this work-study high school.	\$ 16,000.00
11-4-16, Sisters of Notre Dame, Ohio Province. Special grant to help replace dining-room chairs at the retired and infirm sisters' Health Center in Cincinnati.	\$ 15,000.00
11-4-16, Sustainable Living Foundation, Los Altos, CA. African relief.	\$ 10,000.00
11-4-16, Silicon Valley Community Foundation, for Mtn. View Voice Holiday Fund, Mtn. View, CA. Contribution to newspaper's annual fund for charities in Palo Alto, Mountain View and East Palo Alto.	\$ 25,000.00
11-4-16, Northern Illinois Food Bank, St. Charles, IL. Food acquisition and distribution programs.	\$ 15,000.00
12-15-16, Villa Siena Foundation, Mountain View, CA. General support for Villa Siena residential nursing care facility.	\$ 2,500.00
12-15-16, Veterans Foundation of Illinois. Chapter support for veterans' qualifying activities such as scholarships.	\$ 10,000.00
12-15-16, Humanitarian Service Project, Chicago, IL. Unrestricted gift for ongoing programs.	\$ 10,000.00
12-15-16, Neighborhood House of Milwaukee. Operational support for International Learning Center for adult refugees.	\$ 10,000.00

12-15-16, ABCD, Inc.: After Breast Cancer Diagnosis. Support programs for newly diagnosed patients.	\$ 15,000.00
1-21-17, Sisters of Notre Dame, Ipswich, MA. Support for electrical transformer infrastructure in Kuje, Nigeria.	\$ 7,000.00
2-14-17, Sacred Heart Medical Center Foundation, Springfield, OR. Courageous Kids support groups program for kids who have lost a parent.	\$ 20,000.00
2-14-17, North Kohala Community Resource Center, Hawi, HI. Kohala Youth Ranch project, equine therapy for disadvantaged youth and veterans.	\$ 10,000.00
5-5-17, Brother Rice High School, Chicago, IL. Matching grant towards \$80K rejuvenation project for the school's main entrance, to increase appeal to new students and their families.	\$ 25,000.00
6-9-17, Bear Necessities, Chicago, IL. Matching grant for their pediatric cancer programs, yielding over \$85K in additional funds raised.	\$ 26,250.00
FY16-17 TOTAL:	\$331,750.00

Total number of grants: 21

Total number of unique recipients: 20