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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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation THE OFFIELD FAMILY FOUNDATION		A Employer identification number 36-6066240
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1105	Room/suite	B Telephone number (see instructions) (312) 444-3645
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60690		C If exemption application is pending 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		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 94,040,760.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
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))		(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)	1,762,742.			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	11,840.	11,840.		
	4 Dividends and interest from securities	2,041,293.	2,041,293.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,488,308.			
	b Gross sales price for all assets on line 6a 53,148,466.				
	7 Capital gain net income (from Part IV, line 2)		8,488,308.		
	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) ATCH. 1	-320,922.	-320,922.			
12 Total. Add lines 1 through 11	11,983,261.	10,220,519.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	18,000.			18,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH. 2	86,577.			86,577.
	b Accounting fees (attach schedule) ATCH. 3	47,515.			47,515.
	c Other professional fees (attach schedule) [4]	639,243.	639,243.		
	17 Interest ATCH. 5	246.	246.		
	18 Taxes (attach schedule) (see instructions) [6]	249,117.	64,032.		
	19 Depreciation (attach schedule) and depletion	6,726.			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 7	266.	119.		147.
	24 Total operating and administrative expenses Add lines 13 through 23	1,047,690.	703,640.		152,239.
	25 Contributions, gifts, grants paid	6,595,000.			6,595,000.
26 Total expenses and disbursements Add lines 24 and 25	7,642,690.	703,640.	0	6,747,239.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	4,340,571.				
b Net investment income (if negative, enter -0-)		9,516,879.			
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	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		3,804,509.	5,680,618.	5,680,618.
	3	Accounts receivable ▶ 31,981.				
		Less allowance for doubtful accounts ▶		46,159.	31,981.	31,981.
	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)		214,723.		ATCH 8
	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				
	10 a	Investments - U S and state government obligations (attach schedule) .		2,226,591.	2,095,661.	2,100,747.
	b	Investments - corporate stock (attach schedule)		50,061,335.	52,677,692.	62,045,335.
	c	Investments - corporate bonds (attach schedule)		3,831,494.	3,673,516.	3,829,890.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans				
13		Investments - other (attach schedule)		18,405,457.	18,777,203.	20,134,062.
14		Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶		262,310. 47,082.	221,954. 215,228.	215,228.
15		Other assets (describe ▶ ATCH 9)		2,899.	2,899.	2,899.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		78,815,121.	83,154,798.	94,040,760.
17		Accounts payable and accrued expenses		894.		
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons .				
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		894.	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		78,814,227.	83,154,798.	
	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				
	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)		78,814,227.	83,154,798.	
	31	Total liabilities and net assets/fund balances (see instructions)		78,815,121.	83,154,798.	

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	78,814,227.
2	Enter amount from Part I, line 27a	2	4,340,571.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	83,154,798.
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	83,154,798.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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	8,488,308.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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))
2013	6,501,980.	88,564,828.	0.073415
2012	650,729.	82,244,497.	0.007912
2011	5,950,046.	81,930,494.	0.072623
2010	6,565,330.	86,108,558.	0.076245
2009	7,034,235.	78,180,453.	0.089974
2 Total of line 1, column (d)			2 0.320169
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 0.064034
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 93,345,412.
5 Multiply line 4 by line 3			5 5,977,280.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 95,169.
7 Add lines 5 and 6			7 6,072,449.
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 6,747,239.

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)		1	95,169.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	95,169.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	95,169.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	208,727.	
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	208,727.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	113,558.
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ☒ 113,558. Refunded ☐		11	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL, _____		
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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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		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 ☐ BDO USA, LLP Telephone no ☐ 616-774-7000			
Located at ☐ 200 OTTAWA AVE NW STE 300 GRAND RAPIDS, MI ZIP+4 ☐ 49503				
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				
16	At any time during calendar year 2014, 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
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) 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 2014? ☐	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ 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	
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 ☒ No		
b If "Yes," did it have excess business holdings in 2014 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 2014.) ☐	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 2014? ☐	4b	X

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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**

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? ☐ **6b** 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**

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
ATCH 10		18,000.	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				

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
ATCH 11		322,462.

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 N/A	
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 ▶	

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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	89,978,065.
b	Average of monthly cash balances	1b	4,788,851.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	94,766,916.
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	94,766,916.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,421,504.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	93,345,412.
6	Minimum investment return. Enter 5% of line 5	6	4,667,271.

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	4,667,271.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	95,169.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	95,169.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,572,102.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,572,102.
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	4,572,102.

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	6,747,239.
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	6,747,239.
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	95,169.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,652,070.

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.

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				4,572,102.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009 3,222,742.				
b From 2010 2,386,032.				
c From 2011 1,927,705.				
d From 2012				
e From 2013 2,249,905.				
f Total of lines 3a through e	9,786,384.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>6,747,239.</u>				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				4,572,102.
e Remaining amount distributed out of corpus	2,175,137.			
5 Excess distributions carryover applied to 2014 . (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	11,961,521.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
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 2009 not applied on line 5 or line 7 (see instructions)	3,222,742.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	8,738,779.			
10 Analysis of line 9				
a Excess from 2010 2,386,032.				
b Excess from 2011 1,927,705.				
c Excess from 2012				
d Excess from 2013 2,249,905.				
e Excess from 2014 2,175,137.				

Form **990-PF** (2014)

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 2014, 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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
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. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

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))

SEE SCHEDULE B INFORMATION

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED SCHEDULE				6,595,000.
Total			▶ 3a	6,595,000.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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				14	11,840.	
4 Dividends and interest from securities				14	2,041,293.	
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	8,488,308.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a OTHER INCOME				14	-320,922.	
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					10,220,519.	
13 Total. Add line 12, columns (b), (d), and (e)					13	10,220,519.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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.

Sign Here   

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 MATTHEW BECKER		Preparer's signature <i>Matthew Becker</i>	Date 11/2/2015	Check ☐ if self-employed	PTIN P00295296
	Firm's name ▶ BDO USA, LLP				Firm's EIN ▶ 13-5381590	
	Firm's address ▶ 200 OTTAWA AVE NW STE 300 GRAND RAPIDS, MI 49503				Phone no 616-774-7000	

Form **990-PF** (2014)

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2014

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

THE OFFIELD FAMILY FOUNDATION

Employer identification number

36-6066240

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

JSA
4E1251 2 000

8482FK 701U 11/9/2015 11:40:55 AM V 14-7.6F

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Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number
36-6066240**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARITABLE LEAD UNITR FBO JAMES OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 434,095.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	CHARITABLE LEAD UNITR FBO PAXSON OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 435,807.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	OFFIELD CHARITABLE LEAD UNITRUST NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 892,840.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number

36-6066240

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number

36-6066240

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER INCOME	-320,922.	-320,922.
TOTALS	<u>-320,922.</u>	<u>-320,922.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PERKINS COIE, LLP	80,518.			80,518.
K&L GATES, LLP	6,059.			6,059.
TOTALS	<u>86,577.</u>			<u>86,577.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BDO USA, LLP	47,515.			47,515.
TOTALS	<u>47,515.</u>			<u>47,515.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THORNBURG INVESTMENT FEES	32,738.	32,738.
SAGE INVESTMENT FEES	15,610.	15,610.
WHV INVESTMENT FEES	72,056.	72,056.
NORTHERN TRUST	270,126.	270,126.
TRUSTEE FEES	52,336.	52,336.
VULCAN	136,998.	136,998.
NT EMERGING MARKET FUND	39,876.	39,876.
CAMBIAR	19,503.	19,503.
TOTALS	<u>639,243.</u>	<u>639,243.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE	246.	246.
TOTALS	<u>246.</u>	<u>246.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAXES	185,085.	
FOREIGN TAXES WITHHELD	64,032.	64,032.
TOTALS	<u>249,117.</u>	<u>64,032.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CHARITY BUREAU	15.		15.
THE HARTFORD	132.		132.
NT EMERGING MARKET FUND	119.	119.	
TOTALS	266.	119.	147.

ATTACHMENT 8FORM 990PF, PART II - RECEIVABLES DUE FROM OFFICERS, ETC.

BORROWER: TRANSFER TO OFFIELD INVESTMENTS LLC

ORIGINAL AMOUNT: 214,723.

PURPOSE OF LOAN: INADVERTANT TRANSFER TO OFFIELD INVESTMENTS LLC

BEGINNING BALANCE DUE 214,723.

ENDING BALANCE DUE _____

ENDING FAIR MARKET VALUE _____

TOTAL BEGINNING RECEIVABLES DUE FROM OFFICERS, ETC. 214,723.

TOTAL ENDING BOOK - RECEIVABLES DUE FROM OFFICERS, ETC. _____

TOTAL ENDING FMV - RECEIVABLES DUE FROM OFFICERS, ETC. _____

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INTEREST	2,899.	2,899.
TOTALS	<u>2,899.</u>	<u>2,899.</u>

THE OFFIELD FAMILY FOUNDATION

36-6066240

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
PAXSON OFFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	PRESIDENT 1.00	0	0	0	0
JAMES S. OFFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	VICE PRESIDENT & TREASURER 1.00	0	0	0	0
GAIL HODGE 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	SECRETARY, VARIOUS 1.00	18,000.	0	0	0
MEIGHAN OFFFIELD P.O. BOX 1105 CHICAGO, IL 60690	DIRECTOR, VARIOUS 1.00	0	0	0	0
TONI WHITELEY P.O. BOX 1105 CHICAGO, IL 60690	ASSISTANT SECRETARY 1.00	0	0	0	0
CHASE OFFFIELD P.O. BOX 1105 CHICAGO, IL 60690	MANAGING DIRECTOR 1.00	0	0	0	0
GRAND TOTALS		18,000.	0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
NORTHERN TRUST COMPANY 50 SOUTH LASALLE STREET CHICAGO, IL 60675	MONEY MANAGEMENT	322,462.
TOTAL COMPENSATION		<u>322,462.</u>

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2014
PART II, LINE 10A - INVESTMENTS, U.S. GOVERNMENT OBLIGATIONS

	<u>Book Value</u>	<u>Fair Market Value</u>
GOVERNMENT BONDS	1,506,492	1,513,251
GOVERNMENT AGENCIES	134,241	133,254
MUNICIPAL/PROVINCIAL BONDS	98,202	95,566
GOVERNMENT MORTGAGE BACKED SECURITIES	356,726	358,676
TOTAL U.S. GOVERNMENT OBLIGATIONS	<u><u>2,095,661</u></u>	<u><u>2,100,747</u></u>



Northern Trust

Portfolio Value

As of 31 DEC 14

Consolidation Name

Offield Family Foundation

Page 1 of 1

Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Government Bonds		
UNITED STATES	100 055	
TREAS NTS 1 0%		
09-15-2017		
CUSIP 912828D98	410,000,000 United States	
UNITED STATES	99 984	
TREAS NTS DTD		
03/31/2014 375%		
DUE 03-31-2016		
CUSIP 912828C40	40,000,000 United States	
UNITED STATES	100 055	
TREAS NTS DTD		
09/15/2015 25%		
DUE 09-15-2015		
CUSIP 912828TP5	120,000,000 United States	
UNITED STATES	100 586	
TREAS NTS DTD		
09/30/2014 1 75%		
DUE 09-30-2019		
CUSIP 912828F39	405,000,000 United States	
UNITED STATES	100 445	
TREAS NTS DTD		
1.625% DUE		
03-31-2019 REG		
CUSIP 912828C65	300,000,000 United States	
UNITED STATES	101 852	
TREAS NTS DTD		
604 2 375% DUE		
08-15-2024 REG		
CUSIP 912828D56	230,000,000 United States	
Total Government Bonds		

Market Value	Cost
410,224 27	411,111 53
39,993 76	40,047 01
120,065 64	120,051 96
407,372 89	406,086 71
301,335 90	300,120 93
234,258 68	229,073 39
1,513,251 14	1,506,491 53

^ Complete cost information not available

*Generated by Northern Trust on 03 Nov 15



Northern Trust

Portfolio Value
As of 31 DEC 14

Consolidation Name
Offield Family Foundation

Page 1 of 1

Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Government Agencies		
FEDERAL	100 060	
NATIONAL		
MORTGAGE		
ASSOC 1 75% DUE		
CUSIP 3135G0ZY2	90,000 000 United States	
PEMEX PROJ FDG	108 000	
MASTER TR GTD		
NT 5 75% DUE		
03-01-2018 REG		
CUSIP 706451BS9	40,000 000 Mexico	
Total Government Agencies		

Market Value	Cost
90,054 00	89,736 30
43,200 00	44,505 00
133,254 00	134,241 30

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15



Northern Trust

Portfolio Value
As of 31 DEC 14

Consolidation Name
Offield Family Foundation

Page 1 of 1

Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Municipal/Provincial Bonds		
CALIFORNIA ST	101 278	
5 45% DUE		
04-01-2015 BEO		
TAXABLE		
CUSIP 13063A5C4	30,000 000	United States
CALIFORNIA ST	118 513	
6 2% DUE		
10-01-2019 BEO		
TAXABLE		
CUSIP 13063A7G3	55,000 000	United States
Total Municipal/Provincial Bonds		

Market Value	Cost
30,383.40	30,680.10
65,182.15	67,521.80
95,565.55	98,201.90

^ Complete cost information not available

*Generated by Northern Trust on 03 Nov 15



Northern Trust

Portfolio Value

As of 31 DEC 14

Consolidation Name

Offield Family Foundation

Page 1 of 1

Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Government Mortgage Backed Securities		
FHLMC	101 906	
MULTICLASS SER		
2012-1 CL A-10		
2 06% DUE		
CUSIP 3134G3KS8	24,302 830 United States	
FHLMC	103 812	
MULTICLASS SER		
3778 CL D 3 5%		
DUE 03-15-2025		
CUSIP 3137A45Y9	88,554 420 United States	
FNMA POOL	106 752	
#850862 ADJ RT		
DUE 12-01-2035		
BEO		
CUSIP 31408GJF5	31,091 630 United States	
FNMA REMIC TR	105 724	
2012-28 CL-PT		
4 0% DUE		
03-25-2042 REG		
CUSIP 3136A33E9	39,727 260 United States	
FNMA SINGLE	104 242	
FAMILY		
MORTGAGE 3 5%		
30 YEARS		
CUSIP 01F032617	160,000 000 United States	
Total Government Mortgage Backed Securities		
Market Value	Cost	
24,766 01	24,500 29	
91,930 20	92,506 31	
33,190 93	32,500 46	
42,001 40	41,452 90	
166,787 52	165,766 02	
358,676 06	356,725 98^	

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2014
PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

	<u>Book Value</u>	<u>Fair Market Value</u>
COMMON STOCK	52,677,692	62,045,335
 TOTAL CORPORATE STOCK	 <u>52,677,692</u>	 <u>62,045,335</u>



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Security Description	Market Price	Local	Country of
Asset ID	Shares/Par	Risk Name	
Common Stock			
#REORG	23 210		
ASSOCIATED			
ESTATES RLTY			
CORP COM CASH			
CUSIP 045604105	4,450 000	United States	
#REORG RTI INTL	25,260		
STOCK MERGER			
ALCOA INC			
2008393			
CUSIP 74973W107	1,750 000	United States	
#REORG	52 740		
WISCONSIN NAME			
CHANGE WEC			
ENERGY GROUP			
CUSIP 976657106	2,492 000	United States	
#REORG/ACTAVIS	257 410		
PLC NAME			
CHANGE			
ALLERGAN PLC			
CUSIP G0083B108	1,451 000	United States	
#REORG/HOLCIM	14 190		
LTD NAME			
CHANGE			
LAFARGEHOLCIM			
CUSIP 434741203	7,560 000	Switzerland	
#REORG/ACCOR S	8 860		
A STOCK MERGER			
ADR ACCOR S			
A271HAL1			
CUSIP 00435F200	14,055 000	France	
#REORG/BROWN	32 150		
SHOE NAME			
CHANGE CALERES,			
INC 251NA71			
CUSIP 115736100	2,350 000	United States	
#REORG/CORPORA	72 530		
TE EXECUTIVE			
NAME CHANGE			
CEB INC 251HA11			
CUSIP 21988R102	651 000	United States	

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15

Market Value	Cost
103,284 50	82,705 78
44,205 00	46,906 63
131,428 08	105,369 29
373,501 91	208,958 51
107,276 40	121,128 59
124,527 30	136,629 70
75,552 50	75,006 79
47,217 03	47,516 03



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
#REORG/GDF SUEZ NAME CHANGE ENGIE 241QAH1 07-31-2015 CUSIP 36160B105	23 298 3,763 000 France	
#REORG/GOOGLE NAME CHANGE ALPHABET 261NAD1 CUSIP 38259P508	530 660 624 000 United States	
#REORG/GRAMERC Y REVERSE SPLIT GRAMERCY PPTY TR INC 271NA71 CUSIP 38489R100	6 900 13,425 000 United States	
#REORG/HCC INS HLDGS CASH MERGER 10-28-2015 CUSIP 404132102	53 520 1,360 000 United States	
#REORG/HEALTH CARE REIT NAME CHANGE WELLTOWER INC CUSIP 42217K106	75 670 1,903 000 United States	
#REORG/IGATE CORP COM STK CASH MERGER EFF 07-02-2015 CUSIP 45169U105	39 480 606 000 United States	
#REORG/KRAFT STOCK MERGER KRAFT HEINZ COMPANY CUSIP 50076Q106	62 660 2,771 000 United States	
#REORG/LUKOIL PJSC NAME CHANGE PJSC LUKOIL 2614A11 CUSIP 677862104	38 350 829 000 Russian	

Market Value	Cost
87,668 49	90,019 12
331,131 84	311,510 66
92,632 50	80,794 30
72,787 20	31,362 78
144,000 01	106,150 68
23,924 88	21,310 96
173,630 86	129,864 43
31,792 15	47,255 03

^ Complete cost information not available

*Generated by Northern Trust on 03 Nov 15



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	Risk Name
Common Stock		
#REORG/MMI	169 910	
VETERINARY		
SUPPLY INC COM		
CASH MERGER		
CUSIP 55402X105	320 000 United States	
#REORG/TALISMA	7 830	
N ENERGY INC		
COM CASH		
MERGER		
CUSIP 87425E103	2,200 000 Canada	
3M CO COM	164 320	
CUSIP 88579Y101	1,256 000 United States	
AAON INC COM	22 390	
PAR \$0 004 COM		
PAR \$0 004		
CUSIP 000360206	2,557 000 United States	
ABBOTT	45 020	
LABORATORIES,		
COMMON STOCK,		
NO PAR		
CUSIP 002824100	1,430 000 United States	
ABBVIE INC COM	65 440	
USD0 01		
CUSIP 00287Y109	2,927 000 United States	
ACADIA	61 210	
HEALTHCARE CO		
INC COM		
CUSIP 00404A109	1,550 000 United States	
ACTUANT CORP CL	27 240	
A NEW		
CUSIP 00508X203	1,427 000 United States	
ADR ABB LTD	21 150	
SPONSORED ADR		
CUSIP 000375204	1,922 000 Switzerland	
ADR ABERDEEN	13 410	
ASSET MGMT PLC		
ADR		
CUSIP 00300A104	42,082 000 United Kingdom	

^ Complete cost information not available

*Generated by Northern Trust on 03 Nov 15

Market Value	Cost
54,371 20	41,416 25
17,226 00	42,511 55
206,385 92	164,975 50
57,251 23	20,691 55
64,378 60	62,906 84
191,542 88	113,024 25
94,875 50	76,640 19
38,871 48	38,520 68
40,650 30	40,699 48
564,319 62	567,822 51



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
ADR AEGON N V NY	7 500	
REGISTRY SHS		
SHS		
CUSIP 007924103	13,540 000 Netherlands	
ADR AIRBUS	12 340	
GROUP ADR		
CUSIP 009279100	11,870 000 Netherlands	
ADR	70,380	
ASTRAZENECA		
PLC SPONSORED		
ADR		
CUSIP 046353108	814 000 United Kingdom	
ADR AXA SA	22 890	
SPONSORED ADR		
CUSIP 054536107	1,600 000 France	
ADR AXA SA	22 890	
SPONSORED ADR		
CUSIP 054536107	4,490 000 France	
ADR BAE SYS PLC	29 155	
SPONSORED ADR		
CUSIP 05523R107	2,245 000 United Kingdom	
ADR BANCO	9,390	
BILBAO VIZCAYA		
ARGENTARIA S A		
SPONSORED ADR		
CUSIP 05946K101	9,395 000 Spain	
ADR BARCLAYS	15 010	
PLC AMERICAN		
DEPOSITARY		
RECEIPT		
CUSIP 06738E204	7,975 000 United Kingdom	
ADR BASF	83 390	
AKTIENGESSELLSC		
HAFT - LEVEL I		
CUSIP 055262505	1,425 000 Germany	
ADR BAYER A G	136 840	
SPONSORED ADR		
CUSIP 072730302	895 000 Germany	

Market Value	Cost
101,550 00	120,646 82
146,475 80	197,010 57
57,289 32	41,829 42
36,624 00	34,891 97
102,776 10	119,740 13
65,452 97	48,669 37
88,219 05	118,971 70
119,704 75	129,470 14
118,830 75	94,238 73
122,471 80	116,843 65

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	Risk Name
Common Stock		
ADR BAYER A G	136 840	
SPONSORED ADR		
CUSIP 072730302	559 000 Germany	
ADR BG PLC ADR	13 360	
FINAL		
INSTALLMENT		
NEW		
CUSIP 055434203	6,200 000 United Kingdom	
ADR BHP BILLITON	47 320	
LTD SPONSORED		
ADR		
CUSIP 088606108	3,525 000 Australia	
ADR BHP BILLITON	47 320	
LTD SPONSORED		
ADR		
CUSIP 088606108	1,041 000 Australia	
ADR BNP PARIBAS	29 380	
SPONSORED ADR		
REPSTG		
CUSIP 05565A202	2,214 000 France	
ADR BOC HONG	67 010	
KONG HLDGS LTD		
SPONSORED ADR		
CUSIP 096813209	782 000 Hong Kong	
ADR BRITISH	107 820	
AMERN TOB PLC		
SPONSORED COM		
STK		
CUSIP 110448107	1,114 000 United Kingdom	
ADR BRITISH	107 820	
AMERN TOB PLC		
SPONSORED COM		
STK		
CUSIP 110448107	1,300 000 United Kingdom	
ADR CNOOC LTD	135 440	
SPONSORED ADR		
SPONSORED ADR		
CUSIP 126132109	449 000 China	

Market Value	Cost
76,493 56	50,887 60
82,832 00	128,199 04
166,803 00	260,783 80
49,260 12	74,430 86
65,047,32	88,550 60
52,401 82	47,842 25
120,111 48	114,377 68
140,166 00	93,360 24
60,812 56	89,098 17

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
ADR DENSO CORP	23 310	
ADR		
CUSIP 24872B100	5,235 000 Japan	
ADR DEUTSCHE	7 080	
BOERSE ADR		
CUSIP 251542106	15,330 000 Germany	
ADR DEUTSCHE	15 890	
TELEKOM AG		
SPONSORED ADR		
CUSIP 251566105	9,496 000 Germany	
ADR GEA GROUP	43 920	
AG ADR		
CUSIP 361592108	2,585 000 Germany	
ADR	42 740	
GLAXOSMITHKLIN		
E PLC SPONSORED		
ADR		
CUSIP 37733W105	2,304 000 United Kingdom	
ADR HEINEKEN N V	35 330	
SPONSORED ADR		
LEVEL 1		
CUSIP 423012301	3,445 000 Netherlands	
ADR HITACHI LTD	74 560	
AMERICAN		
DEPOSITARY		
RECEIPT FOR 10		
CUSIP 433578507	1,595 000 Japan	
ADR HSBC HLDGS	47 230	
PLC SPONSORED		
ADR NEW		
CUSIP 404280406	2,212 000 United Kingdom	
ADR HSBC HLDGS	47 230	
PLC SPONSORED		
ADR NEW		
CUSIP 404280406	2,211 000 United Kingdom	
ADR IMPERIAL TOB	87 500	
GROUP PLC		
SPONSORED ADR		
CUSIP 453142101	1,730 000 United Kingdom	

Market Value	Cost
122,027 85	121,118 53
108,536 40	118,730 85
150,891 44	135,174 08
113,533 20	120,913 38
98,472 96	108,965 06
121,711 85	121,315 68
118,923 20	119,393 73
104,472 76	99,287 01
104,425 53	118,627 48
151,375 00	133,372 57

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15



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Security Description	Market Price	Local	Country of
Asset ID	Shares/Par	Risk Name	
Common Stock			
ADR INDIVIOR PLC	11 300		
SPONSORED ADR			
CUSIP 45579E105	283 320	United Kingdom	
ADR INFINEON	10 650		
TECHNOLOGIES			
AG SPONSORED			
ADR ADR STK ISIN#			
CUSIP 45662N103	11,660,000	Germany	
ADR	40 050		
INTERCONTINENTA			
L HOTELS GROUP			
PLC NEW			
CUSIP 45857P509	4,076 000	United Kingdom	
ADR JULIUS BAER	9 060		
GROUP LTD-UN			
ADR			
CUSIP 48137C108	13,375 000	Switzerland	
ADR KIRIN	12 400		
HOLDINGS			
COMPANY LTD			
SPONSOREDADR			
CUSIP 497350306	4,140 000	Japan	
ADR KONINKLIJKE	15,100		
DSM			
NV-SPONSORED			
ADR			
CUSIP 780249108	7,295 000	Netherlands	
ADR LVMH MOET	34 435		
HENNESSY LOUIS			
VUITTON ADR			
CUSIP 502441306	8,660 000	France	
ADR MITSUBISHI	21 090		
ESTATE LTD ADR			
MITSUBISHIEST			
ADR +			
CUSIP 606783207	4,955 000	Japan	
ADR MTN GROUP	18 870		
LTD SPONSORED			
ADR			
CUSIP 62474M108	5,411 000	South Africa	

^ Complete cost information not available.

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
ADR MUNICH RE	19 840	
GROUP ADR		
CUSIP 626188106	5,314 000 Germany	
ADR NESTLE S A	72 950	
SPONSORED ADR		
REPSTG REG SH		
CUSIP 641069406	2,012 000 Switzerland	
ADR NESTLE S A	72 950	
SPONSORED ADR		
REPSTG REG SH		
CUSIP 641069406	3,525 000 Switzerland	
ADR NIPPON	25 610	
TELEG & TEL		
CORP SPONSORED		
ADR		
CUSIP 654624105	4,095 000 Japan	
ADR NIPPON	25 610	
TELEG & TEL		
CORP SPONSORED		
ADR		
CUSIP 654624105	5,097 000 Japan	
ADR NOVARTIS AG	92 660	
CUSIP 66987V109	1,952 000 Switzerland	
ADR NOVARTIS AG	92 660	
CUSIP 66987V109	1,600 000 Switzerland	
ADR NOVARTIS AG	92 660	
CUSIP 66987V109	1,360 000 Switzerland	
ADR NOVARTIS AG	92 660	
CUSIP 66987V109	1,592 000 Switzerland	
ADR ORKLA A S	6 700	
SPONSORED ADR		
CUSIP 686331109	15,412 000 Norway	
ADR PERUSAHAAN	45 230	
PERSEROAN		
PERSERO P T		
TELEKOMUNIKASI		
CUSIP 715684106	1,093 000 Indonesia	

Market Value	Cost
105,429 76	86,123 52
146,775 40	130,958 08
257,148 75	171,926 51
104,872 95	108,744 59
130,534 17	135,657 50
180,872 32	123,971 44
148,256 00	80,203 55
126,017 60	112,100 32
147,514 72	92,686 94
103,260 40	128,889 91
49,436.39	42,314 18

^ Complete cost information not available.

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Security Description	Market Price	Local	Country of
Asset ID	Shares/Par	Risk Name	
Common Stock			
ADR PORSCHE	7 990		
AUTOMOBIL HLDG			
SE ADR ADR			
CUSIP 73328P106	12,770 000	Germany	
ADR RECKITT	16 570		
BENCKISER PLC			
SPONSORED ADR			
CUSIP 756255204	7,083 000	United Kingdom	
ADR REPSOL S A	18 580		
SPONSORED ADR			
CUSIP 76026T205	4,655 000	Spain	
ADR REXAM PLC	34 840		
SPONSORED ADR			
NEW 2014 ADR NEW			
2014			
CUSIP 761655604	1,390 000	United Kingdom	
ADR RIO TINTO	46 060		
PLC SPONSORED			
ADR			
CUSIP 767204100	4,975 000	United Kingdom	
ADR ROCHE HLDG	33 990		
LTD SPONSORED			
ADR ISIN			
#US771195104			
CUSIP 771195104	4,895 000	Switzerland	
ADR ROCHE HLDG	33 990		
LTD SPONSORED			
ADR ISIN			
#US771195104			
CUSIP 771195104	3,034 000	Switzerland	
ADR ROYAL DUTCH	69 560		
SHELL PLC			
SPONSORED ADR			
REPSTG B SHS			
CUSIP 780259107	1,218 000	United Kingdom	
ADR ROYAL KPN	3 100		
NV SPONSORED			
ADR			
CUSIP 780641205	34,580 000	Netherlands	

Market Value	Cost
102,032 30	133,941 32
117,365 31	89,691 32
86,489 90	120,680 88
48,427 60	68,572 85
229,148 50	251,193 28
166,381 05	176,086 22
103,125 66	77,746 36
84,724 08	87,631 51
107,198 00	120,967 76

^ Complete cost information not available.

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Security Description	Market Price Local		
Asset ID	Shares/Par	Country of Risk Name	
Common Stock			
ADR SECOM LTD	14 330		
ADR			
CUSIP 813113206	8,485 000	Japan	
ADR SEVEN & I	18 030		
HLDGS CO LTD			
ADR			
CUSIP 81783H105	8,340 000	Japan	
ADR SIEMENS AG	112 000		
COM DM50 (NEW)			
CUSIP 826197501	1,117 000	Germany	
ADR SINGAPORE	29 460		
TELECOMMUNICAT			
IONS LTD			
SPONSORED ADR			
CUSIP 82929R304	3,610 000	Singapore	
ADR SKY PLC	55 720		
SPONSORED			
CUSIP 83084V106	2,874 000	United Kingdom	
ADR SMITHS	17 121		
GROUP PLC			
SPONSORED ADR			
CUSIP 83238P203	2,563 000	United Kingdom	
ADR SOCIETE	8 320		
GENERALE			
FRANCE			
SPONSORED ADR			
CUSIP 83364L109	11,920 000	France	
ADR SONY CORP	20 470		
AMERN SH NEW			
CUSIP 835699307	5,610 000	Japan	
ADR SPONSORED	25 260		
ADR			
CUSIP 78467K107	5,155 000	United Kingdom	
ADR SUMITOMO	7 280		
MITSUJI FINL			
GROUP INC			
SPONSORED ADR			
CUSIP 86562M209	21,905 000	Japan	

Market Value	Cost
121,590 05	120,359 73
150,370 20	157,448 36
125,104 00	127,291 81
106,350 60	99,095 45
160,139 28	172,944 46
43,881 12	48,124 62
99,174 40	122,455 77
114,836 70	105,988 84
130,215 30	137,163 49
159,468 40	187,056 15

^ Complete cost information not available

*Generated by Northern Trust on 03 Nov 15



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Security Description	Market Price Local	Country of Shares/Par Risk Name
Common Stock		
ADR SUNTORY BEVERAGE & FOOD LTD ADS CUSIP 86803T104	17 240 6,135 000 Japan	
ADR SYNGENTA AG SPONSORED ADR CUSIP 87160A100	64 240 1,745 000 Switzerland	
ADR TENARIS S A SPONSORED ADR CUSIP 88031M109	30 210 4,650 000 Italy	
ADR TORAY INDS INC ADR CUSIP 890880206	80 290 1,485 000 Japan	
ADR TOTAL SA CUSIP 89151E109	51 200 2,206 000 France	
ADR UNIBAIL-RODAMCO SE ADR REPSTG SHS NEW JCE CUSIP 904587102	25 555 6,955 000 France	
ADR UNILEVER N V NEW YORK SHS NEW CUSIP 904784709	39 040 3,292 000 United Kingdom	
ADR UNILEVER N V NEW YORK SHS NEW CUSIP 904784709	39 040 6,988 000 United Kingdom	
ADR UNILEVER N V NEW YORK SHS NEW CUSIP 904784709	39 040 2,900 000 United Kingdom	
ADR UNITED OVERSEAS BK LTD SPONSORED ADRISIN CUSIP 911271302	36 970 1,952 000 Singapore	
ADR VALE S A ADR CUSIP 91912E105	8 180 6,425 000 Brazil	

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15

Market Value

Cost

105,767 40

105,614.03

112,098 80

113,027 47

140,476 50

175,381 19

119,230 65

98,730 22

112,947 20

123,480 95

177,735 02

181,365 54

128,519 68

117,737 97

272,811 52

268,502 42

113,216 00

85,706 59

72,165 44

63,214 35

52,556 50

167,517 66



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Security Description	Market Price	Local	Country of
Asset ID	Shares/Par	Risk Name	
Common Stock			
ADR VODAFONE	34 170		
GROUP PLC NEW			
SPONSORED			
ADRNO PAR			
CUSIP 92857W308	4,825 000	United Kingdom	
ADR VODAFONE	34 170		
GROUP PLC NEW			
SPONSORED			
ADRNO PAR			
CUSIP 92857W308	1,909 000	United Kingdom	
ADR WILLIAM HILL	22 305		
PLC-UNSPON			
CUSIP 96925P104	5,225 000	United Kingdom	
ADR WPP PLC ADR	104 100		
DR EACH REPR 5			
SHS			
CUSIP 92937A102	1,150 000	United Kingdom	
ADR YARA INTL	44 060		
ASA SPONSORED			
ADR			
CUSIP 984851204	200 000	Norway	
ADR ZURICH INS	31.200		
GROUP LTD			
SPONSORED			
CUSIP 989825104	4,064 000	Switzerland	
ADVISORY BRD CO	48 980		
COM			
CUSIP 00762W107	514 000	United States	
AETNA INC	88 830		
CUSIP 00817Y108	5,458 000	United States	
AGRIUM INC COM	94 720		
CUSIP 008916108	600 000	Canada	
ALAMO GROUP INC	48 440		
COM			
CUSIP 011311107	800 000	United States	
ALCOA INC COM	15,790		
STK			
CUSIP 013817101	12,504 000	United States	

Market Value	Cost
164,870 25	167,125 02
65,230 53	91,904 34
116,543 62	121,193 88
119,715 00	119,290 31
8,812 00	7,404 50
126,796 80	86,448 72
25,175 72	4,132 92
484,834 14	432,765 25
56,832 00	39,467 09
38,752 00	38,902.40
197,438.16	200,618 09

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15



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Security Description	Market Price Local	
Asset ID	Shares/Par	Country of Risk Name
Common Stock		
ALEXANDER & BALDWIN INC NEW COM	39 260	
CUSIP 014491104	2,746 000	United States
ALEXION	185 030	
PHARMACEUTICAL S INC COM	501 000	United States
CUSIP 015351109	55 460	
ALLEGION PLC		
COMMON STOCK		
CUSIP G0176J109	1,000 000	United States
ALLETE INC COM	55 140	
NEW		
CUSIP 018522300	869 000	United States
ALTRIA GROUP INC	49 270	
COM		
CUSIP 02209S103	2,190 000	United States
AMERICA MOVIL	22 180	
SAB DE C V		
SPONSORED ADR		
REPSTG SER L		
CUSIP 02364W105	5,100 000	Mexico
AMERIS BANCORP	25 640	
COM		
CUSIP 03076K108	2,225 000	United States
AMERISAFE INC	42 360	
COM		
CUSIP 03071H100	1,250 000	United States
ANALOG DEVICES, INC , COMMON	55 520	
STOCK, \$ 16 2/3		
PAR		
CUSIP 032654105	2,601 000	United States
ANTHEM INC COM	125 670	
CUSIP 036752103	2,496 000	United States
APOLLO	15 770	
RESIDENTIAL MTG		
INC COM		
CUSIP 03763V102	2,800 000	United States

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Security Description	Market Price Local	Country of Shares/Par Risk Name
Common Stock		
APPLE INC COM	110 380	
STK		
CUSIP 037833100	3,814 000 United States	
APPLE INC COM	110 380	
STK		
CUSIP 037833100	9,057 000 United States	
APTARGROUP INC	66 840	
COMMON STOCK		
\$0 01 PAR		
CUSIP 038336103	1,361 000 United States	
ARTISAN	50 530	
PARTNERS ASSET		
MGMT INC CL A CL		
A		
CUSIP 04316A108	1,707 000 United States	
AUTOMATIC DATA	83 370	
PROCESSING INC		
COM		
CUSIP 053015103	951 000 United States	
BALCHEM CORP	66 640	
COM		
CUSIP 057665200	931 000 United States	
BANK NEW YORK	40 570	
MELLON CORP		
COM STK		
CUSIP 064058100	10,041 000 United States	
BANKUNITED INC	28 970	
CUSIP 06652K103	2,550 000 United States	
BANNER CORP	43 020	
COM NEW COM		
NEW		
CUSIP 06652V208	1,125 000 United States	
BAXTER INTL INC	73 290	
COMMON STOCK		
CUSIP 071813109	2,084 000 United States	
BCE INC COM NEW	45 860	
CUSIP 055348760	2,020 000 Canada	
BCE INC COM NEW	45 860	
CUSIP 055348760	2,088 000 Canada	

Market Value	Cost
420,989 32	269,047 24
999,711 66	504,499 70
90,969 24	40,825 45
86,254 71	71,219 82
79,284 87	52,842 39
62,041 84	14,542 13
407,363 37	308,412 33
73,873 50	78,006 84
48,397 50	44,510 48
152,736 36	132,739 62
92,637 20	85,235 57
95,755 68	89,896 65

^ Complete cost information not available.

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
BEACON ROOFING	27 800	
SUPPLY INC COM		
CUSIP 073685109	1,155 000 United States	
BERKSHIRE HILLS	26 660	
BANCORP INC COM		
CUSIP 084680107	2,700 000 United States	
BIO RAD LABS INC	120 560	
CL A		
CUSIP 090572207	845 000 United States	
BIOGEN INC	339 450	
COMMON STOCK		
CUSIP 09062X103	1,047 000 United States	
BIO-TECHNE CORP	92 400	
COM		
CUSIP 09073M104	908 000 United States	
BLACKBAUD INC	43 260	
COM		
CUSIP 09227Q100	2,637 000 United States	
BLACKROCK INC	357 560	
COM STK		
CUSIP 09247X101	512 000 United States	
BOEING CO COM	129 980	
CUSIP 097023105	3,757 000 United States	
BRISTOL MYERS	59 030	
SQUIBB CO		
COMMON STOCK		
CUSIP 110122108	5,835 000 United States	
BROOKDALE SR	36 670	
LIVING INC COM		
STK		
CUSIP 112463104	2,027 000 United States	
BROOKFIELD	50 130	
ASSET MGMT INC		
VOTING SHS CL A		
VOTING SHS CL A		
CUSIP 112585104	1,700 000 Canada	
CALIFORNIA WTR	24 610	
SVC GROUP COM		
CUSIP 130788102	1,825 000 United States	

Market Value	Cost
32,109 00	32,991 42
71,982 00	69,308 07
101,873 20	59,959 46
355,404 15	198,494 57
83,899.20	63,084 86
114,076 62	37,104 27
183,070 72	125,777 50
488,334 86	473,876 89
344,440 05	304,062 19
74,330 09	70,471.45
85,221 00	44,008 40
44,913 25	42,429 97

^ Complete cost information not available.

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
CANADIAN NAT	30 880	
RES LTD COM		
CANADIAN		
NATURAL		
CUSIP 136385101	1,800 000 Canada	
CANADIAN NATL	68 910	
RY CO COM		
CUSIP 136375102	3,400 000 Canada	
CANADIAN PAC RY	192 690	
LTD COM NPV		
CUSIP 13645T100	2,175 000 Canada	
CANADIAN PAC RY	192 690	
LTD COM NPV		
CUSIP 13645T100	1,772 000 Canada	
CAPITAL ONE	82 550	
FINANCIAL		
COMMON STOCK		
CUSIP 14040H105	2,967 000 United States	
CARLISLE	90 240	
COMPANIES INC		
COMMON STOCK		
\$1 00 PAR		
CUSIP 142339100	129 000 United States	
CASEYS GEN	90.320	
STORES INC COM		
CUSIP 147528103	1,169 000 United States	
CASS	53 250	
INFORMATION SYS		
INC COM		
CUSIP 14808P109	874 000 United States	
CELADON GROUP	22 690	
INC COM		
CUSIP 150838100	1,750 000 United States	
CELGENE CORP	111 860	
COM		
CUSIP 151020104	1,146 000 United States	
CHARLES RIV	63 640	
LABORATORIES		
INTL INC COM		
CUSIP 159864107	1,100 000 United States	

^ Complete cost information not available.

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Market Value	Cost
55,584 00	67,913 11
234,294 00	105,666 53
419,100 75	132,646 61
341,446 68	205,521 96
244,925 85	235,160 11
11,640 96	4,345 51
105,584 08	55,385 21
46,540 50	43,053 27
39,707 50	35,246 93
128,191 56	129,329 77
70,004 00	61,107 37



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Security Description	Market Price Local
Asset ID	Shares/Par Risk Name
Common Stock	
CHATHAM	28 970
LODGING TR COM	
CUSIP 16208T102	1,497 000 United States
CHECK POINT	78 570
SOFTWARE	
TECHNOLOGIES	
ORD ILS 01	
CUSIP M22465104	6,087 000 Israel
CHEVRON CORP	112 180
COM	
CUSIP 166764100	1,409 000 United States
CHIPOTLE	684 510
MEXICAN GRILL	
INC COM STK	
CUSIP 169656105	410 000 United States
CHOICE HOTELS	56 020
INTL INC COM	
CUSIP 169905106	1,669 000 United States
CHUBB CORP,	103 470
COMMON STOCK,	
\$1 PAR	
CUSIP 171232101	5,131 000 United States
CISCO SYSTEMS	27 815
INC COMMON	
STOCK	
CUSIP 17275R102	6,196 000 United States
CISCO SYSTEMS	27 815
INC COMMON	
STOCK	
CUSIP 17275R102	15,545 000 United States
CITY NATIONAL	80 810
CORP , COMMON	
STOCK , \$5 PAR	
CUSIP 178566105	1,025 000 United States
CLARCOR INC COM	66 640
CUSIP 178895107	1,353 000 United States
CLUBCORP HLDGS	17 930
INC COM	
CUSIP 18948M108	3,900 000 United States

^a Complete cost information not available.

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	Risk Name
Common Stock		
COCA COLA CO	42 220	
COM		
CUSIP 191216100	3,251 000 United States	
COLGATE-PALMOL	69 190	
IVE CO , COMMON		
STOCK, \$1 PAR		
CUSIP 194162103	3,230 000 United States	
COLUMBIA	44 540	
SPORTSWEAR CO		
COM		
CUSIP 198516106	1,768 000 United States	
CONSTELLATION	98 170	
BRANDS INC CL A		
CL A		
CUSIP 21036P108	1,949 000 United States	
CORE	120 340	
LABORATORIES NV		
NLG0 03		
CUSIP N22717107	1,000 000 United States	
DAIMLER AG	82 400	
CUSIP D1668R123	2,195 000 Germany	
DELEK US HLDGS	27 280	
INC COM STK		
CUSIP 246647101	1,319 000 United States	
DELTA AIR LINES	49 190	
INC DEL COM NEW		
COM NEW		
CUSIP 247361702	8 982 000 United States	
DEUTSCHE POST	32 450	
AG SPONSORED		
ADR		
CUSIP 25157Y202	3,720 000 Germany	
DEUTSCHE POST	32 450	
AG SPONSORED		
ADR		
CUSIP 25157Y202	1,343 000 Germany	
DIAGEO PLC	114 090	
SPONSORED ADR		
NEW		
CUSIP 25243Q205	1,400 000 United Kingdom	

^ Complete cost information not available

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Common Stock		
ENERSYS COM	61 720	
CUSIP 29275Y102	719 000 United States	
ENSCO PLC SHS	29 950	
CLASS A COM		
CUSIP G3157S106	2,125,000 United States	
ESTEE LAUDER	76 200	
COMPANIES INC CL		
A USD0 01		
CUSIP 518439104	2,660 000 United States	
ETHAN ALLEN		
INTERIORS INC	30 970	
COM		
CUSIP 297602104	1,473 000 United States	
EVERCORE	52 370	
PARTNERS INC CL		
A CL A		
CUSIP 29977A105	1,375 000 United States	
EVEREST RE	170 300	
GROUP COM		
CUSIP G3223R108	3,778 000 United States	
EXPONENT INC	82 500	
COM STK		
CUSIP 30214U102	1,342 000 United States	
FACEBOOK INC CL	78 020	
A CL A		
CUSIP 30303M102	6,549 000 United States	
FAIR ISAAC	72 300	
CORPORATION		
COM		
CUSIP 303250104	1,607 000 United States	
FERRO CORP COM	12 960	
CUSIP 315405100	3,150 000 United States	
FINNING INTL INC	21 800	
COM NEW COM		
NEW		
CUSIP 318071404	350 000 Canada	
FIRST NBC BK	35,200	
HLDG CO COM		
CUSIP 32115D106	1,325 000 United States	

Market Value	Cost
44,376 68	46,083 30
63,643 75	123,809 88
202,692 00	160,133 62
45,618 81	34,359 64
72,008 75	68,324 49
643,393 40	562,486 88
110,715 00	29,042 36
510,952 98	378,368 30
116,186 10	24,891 92
40,824 00	44,778 20
7,630 00	9,631 47
46,640 00	41,671 92

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Security Description	Market Price Local	Country of Shares/Par Risk Name	Market Value	Cost
Common Stock				
FLEETCOR TECHNOLOGIES INC COM CUSIP 339041105	148 710	1,761 000 United States	261,878 31	194,192 98
FOREST CITY ENTERPRISES INC CL A CUSIP 345550107	21 300	2,679 000 United States	57,062 70	22,557 82
FORWARD AIR CORP COM CUSIP 349853101	50 370	1,883 000 United States	94,846 71	40,553 30
FOSSIL GROUP INC COM CUSIP 34988V106	110 740	3,684 000 United States	407,966 16	373,932 61
FRANKLIN RES INC COMMON STOCK, CUSIP 354613101	55 370	10,603 000 United States	587,088 11	540,909 92
G & K SVCS INC CL A CL A CUSIP 361268105	70 850	1,400 000 United States	99,190 00	83,389 38
GALLAGHER ARTHUR J & CO COM CUSIP 363576109	47 080	1,889 000 United States	88,934 12	67,587 31
GARMIN LTD COMMON STOCK CUSIP H2906T109	52 830	2,946 000 United States	155,637 18	167,115 14
GENERAL ELECTRIC CO CUSIP 369604103	25 270	6,382 000 United States	161,273 14	138,257 48
GENUINE PARTS CO COM CUSIP 372460105	106 570	934 000 United States	99,536 38	59,836 93
GEO GROUP INC(THET) COM USD0 01 NEW CUSIP 36162J106	40 360	1,725 000 United States	69,621 00	62,042 34
GILEAD SCIENCES INC CUSIP 375558103	94 260	7,397 000 United States	697,241 22	259,298 42

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	Risk Name
Common Stock		
GP STRATEGIES	33 930	
CORP COM STK		
CUSIP 36225V104	1,600 000 United States	
GRACO INC COM	80 180	
CUSIP 384109104	987 000 United States	
GRAPHIC	13 620	
PACKAGING HLDG		
CO COM STK		
CUSIP 388689101	9,050 000 United States	
HANOVER INS	71 320	
GROUP INC COM		
CUSIP 410867105	675 000 United States	
HCA HLDGS INC	73 390	
COM		
CUSIP 40412C101	6,792 000 United States	
HEALTHSOUTH	38 460	
CORP COM NEW		
STK		
CUSIP 421924309	1,200 000 United States	
HEICO CORP NEW	47 360	
CL A CL A		
CUSIP 422806208	1,671 000 United States	
HELEN TROY LTD	65 060	
COM STK		
CUSIP G4388N106	1,700 000 United States	
HERSHEY	103 930	
COMPANY COM		
STK USD1		
CUSIP 427866108	1,160 000 United States	
HFF INC CL A CL A	35 920	
CUSIP 40418F108	2,600 000 United States	
HIBBETT SPORTS	48 430	
INC COM STK		
CUSIP 428567101	1,537 000 United States	
HUB GROUP INC CL	38 080	
A		
CUSIP 443320106	840 000 United States	

Market Value	Cost
54,288 00	40,444 16
79,137 66	31,607 18
123,261 00	109,476 46
48,141 00	40,638 91
498,464 88	432,207 51
46,152 00	44,936 21
79,138 56	42,454 04
110,602 00	97,280 97
120,558 80	108,501 68
93,392 00	83,664 92
74,436 91	58,933 75
31,987 20	33,356 98

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Common Stock		
HURON	68 390	
CONSULTING		
GROUP INC COM		
STK		
CUSIP 447462102	1,976 000 United States	
IBERIABANK CORP	64 850	
COM		
CUSIP 450828108	1,087 000 United States	
ILLUMINA INC COM	184 580	
CUSIP 452327109	941 000 United States	
INGERSOLL-RAND	63 390	
PLC COM STK		
CUSIP G47791101	3,000 000 United States	
INTER PARFUMS	27 450	
INC COM		
CUSIP 458334109	1,490 000 United States	
INTUITIVE	528 940	
SURGICAL INC		
COM NEW STK		
CUSIP 46120E602	310 000 United States	
J & J SNACK	108 770	
FOODS CORP COM		
STK NPV		
CUSIP 466032109	777 000 United States	
JACK HENRY &	62 140	
ASSOC INC COM		
CUSIP 426281101	1,923 000 United States	
JOHNSON &	104 570	
JOHNSON COM		
USD1		
CUSIP 478160104	2,004 000 United States	
JPMORGAN CHASE	62 580	
& CO COM		
CUSIP 46625H100	2,159 000 United States	
KAPSTONE PAPER	29 310	
& PACKAGING		
CORP		
KAPSTONEPAPER		
CUSIP 48562P103	1,975 000 United States	

Market Value	Cost
135,138 64	127,429 83
70,491 95	60,776 79
173,689 78	146,341 63
190,170 00	86,438 88
40,900 50	50,401 35
163,971 40	158,789 69
84,514 29	39,351 00
119,495 22	31,734 18
209,558 28	138,592 86
135,110 22	131,194 00
57,887 25	60,183 16

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Security Description	Market Price	Local	Country of
Asset ID	Shares/Par	Risk Name	
Common Stock			
KIMBERLY-CLARK CORP COMMON STOCK \$5 PAR CUSIP 494368103	115 540	1,625 000 United States	
KINDER MORGAN INC DEL COM CUSIP 49456B101	42 310	1,024 000 United States	
KNIGHT TRANSN INC COM CUSIP 499064103	33 660	3,092 000 United States	
KNOLL INC COM NEW COM CUSIP 498904200	21 170	4,375 000 United States	
KOHL'S CORP COMMON STOCK CUSIP 500255104	61 040	3,417 000 United States	
KONINKLIJKE PHILIPS N V CUSIP 500472303	29 000	3,511 000 Netherlands	
L BRANDS INC COM CUSIP 501797104	86 550	3,063 000 United States	
LADDER CAP CORP CL A CL A CUSIP 505743104	19 610	3,850 000 United States	
LAM RESH CORP COM CUSIP 512807108	79 340	3,633 000 United States	
LANCASTER COLONY CORP COMMON STOCK \$1 PAR CUSIP 513847103	93 640	617 000 United States	
LIFEPPOINT HEALTH INC COM ISIN US53219L1098	71 910	650 000 United States	
CUSIP 53219L109 LOCKHEED MARTIN CORP COM CUSIP 539830109	192 570	1,016 000 United States	

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Security Description	Market Price	Local	Country of
Asset ID	Shares/Par	Risk Name	
Common Stock			
LULULEMON	55 790		
ATHLETICA INC			
COM			
CUSIP 550021109	1,047 000	United States	
LYONDELLBASELL	79 390		
INDUSTRIES N V			
COM USD0 01			
CLASS 'A'			
CUSIP N53745100	1,327 000	United States	
LYONDELLBASELL	79 390		
INDUSTRIES N V			
COM USD0 01			
CLASS 'A'			
CUSIP N53745100	2,990 000	United States	
MANHATTAN	40 720		
ASSOCS INC COM			
CUSIP 562750109	7,031 000	United States	
MANULIFE FINL	19 090		
CORP COM			
CUSIP 56501R106	4,947 000	Canada	
MANULIFE FINL	19 090		
CORP COM			
CUSIP 56501R106	1,800 000	Canada	
MARINEMAX INC	20 050		
COM			
CUSIP 567908108	2,525 000	United States	
MARRIOTT	74 540		
VACATIONS			
WORLDWIDE CORP			
COM			
CUSIP 57164Y107	1,300 000	United States	
MARSH &	57 240		
MCLENNAN CO'S			
INC , COMMON			
STOCK, \$1 PAR			
CUSIP 571748102	1,113 000	United States	
MASTERCARD INC	86 160		
CL A			
CUSIP 57636Q104	7,390 000	United States	

Market Value	Cost
58,412 13	53,173 77
105,350 53	106,617 68
237,376 10	182,653 90
286,302 32	131,685 89
94,438 23	87,598 21
34,362 00	34,462 90
50,626 25	41,383 99
96,902 00	80,388 52
63,708 12	57,474 31
636,722 40	512,271 08

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Security Description	Market Price	Local	Country of
Asset ID	Shares/Par	Risk Name	
Common Stock			
MASTERCARD INC	86 160		
CL A			
CUSIP 57636Q104	11,567 000	United States	
MAXIM	31 870		
INTEGRATED			
PRODS INC			
COMMON STOCK	2,482 000	United States	
CUSIP 57772K101	54 840		
MAXIMUS INC COM			
CUSIP 577933104	900 000	United States	
MC DONALDS	93 700		
CORP COMMON			
STOCK, NO PAR	1,495 000	United States	
CUSIP 580135101	88 980		
MCGRAW HILL			
FINANCIAL INC	1,771 000	United States	
CUSIP 580645109	207 580		
MCKESSON CORP	2,325 000	United States	
CUSIP 58155Q103	12 290		
MERCER INTL INC			
COM SH BEN INT	2,586 000	United States	
CUSIP 588056101	56 790		
MERCK & CO INC			
NEW/COM	2,515 000	United States	
CUSIP 58933Y105	16 460		
MERIDIAN			
BIOSCIENCE INC			
COM	1,453,000	United States	
CUSIP 589584101	28 380		
MICROSEMI CORP			
COM	1,250,000	United States	
CUSIP 595137100	46 450		
MICROSOFT CORP			
COM	3,684 000	United States	
CUSIP 594918104	28 830		
MONOTYPE			
IMAGING HLDGS			
INC COM STK	2,002 000	United States	
CUSIP 61022P100			

Market Value	Cost
996,612 72	598,119 69
79,101 34	82,769 51
49,356 00	40,224 09
140,081 50	133,811 88
157,583 58	162,714 38
482,623 50	404,488 70
31,781 94	26,972 73
142,826 85	113,337 22
23,916 38	35,151 55
35,475 00	33,124 18
171,121 80	100,206 86
57,717 66	57,608 88

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
MONRO MUFFLER	57 800	
BRAKE INC COM		
CUSIP 610236101	1,608 000 United States	
MOOG INC CL A	74 030	
CUSIP 615394202	1,258 000 United States	
MORGAN STANLEY	38 800	
COM STK USD 01		
CUSIP 617446448	11,385 000 United States	
MORNINGSTAR INC	64 710	
COM STK		
CUSIP 617700109	1,785 000 United States	
MSC INDL DIRECT	81 250	
INC CL A COMMON		
STOCK		
CUSIP 553530106	3,555 000 United States	
MUELLER INDS INC	34 140	
COM		
CUSIP 624756102	1,925 000 United States	
NABORS	12 980	
INDUSTRIES COM		
USD 010		
CUSIP G6359F103	14,585 000 United States	
NASDAQ INC	47 960	
CUSIP 631103108	9,447 000 United States	
NATIONAL INSTRS	31 090	
CORP COM		
CUSIP 636518102	1,671 000 United States	
NETSCOUT SYS	36 540	
INC COM		
CUSIP 64115T104	1,161 000 United States	
NEXTERA ENERGY	106 290	
INC COM		
CUSIP 65339F101	1,437 000 United States	
NIKE INC CL B CL B	96 150	
CUSIP 654106103	6,698 000 United States	
NOBLE CORP PLC	16 570	
COMMON STOCK		
CUSIP G65431101	6,225 000 United States	

Market Value	Cost
92,942 40	51,122 55
93,129 74	51,002 51
441,738 00	361,374 09
115,507 35	52,909 50
288,843 75	292,465 96
65,719 50	54,808 41
189,313 30	243,009 81
453,078 12	331,243 01
51,951 39	27,789 22
42,422 94	51,891 20
152,738 73	119,731 11
644,012 70	409,798 47
103,148 25	214,104 97

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Common Stock		
NORTEL	0 004	
NETWORKS CORP		
NEW COM		
CUSIP 656568508	143 000 Canada	
NORTH ATLANTIC	1.630	
DRILLING COM		
USD5		
CUSIP G6613P202	5,638 000 United States	
NXP	76.400	
SEMICONDUCTORS		
N V COM STK		
CUSIP N6596X109	3,677 000 Netherlands	
ONEOK INC COM	49 790	
STK		
CUSIP 682680103	1,023 000 United States	
ORACLE	44 970	
CORPORATION		
COM		
CUSIP 68389X105	28,535 000 United States	
OTSUKA HLDGS	14 950	
CO LTD ADR		
CUSIP 689164101	6,670 000 Japan	
PARAGON	2,770	
OFFSHORE		
COMMON STOCK		
CUSIP G6S01W108	2,075 000 United States	
PARKER-HANNIFIN	128 950	
CORP. COMMON		
STOCK, NO PAR		
CUSIP 701094104	5,417 000 United States	
PARK-OHIO HLDGS	63 030	
CORP COM		
CUSIP 700666100	850 000 United States	
PARTNERRE	114 130	
HOLDING LTD COM		
STK		
CUSIP G6852T105	500 000 United States	

Market Value	Cost
0 50	7 87
9,189 94	55,468 77
280,922 80	222,141 85
50,935 17	40,364.51
1,283,218 95	1,032,160 63
99,716 50	96,748 35
5,747 75	30,070 17
698,522 15	602,808.13
53,575 50	49,989 18
57,065 00	37,079 05

^ Complete cost information not available.

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	Market Value	Cost
	46,854.00	59,438.84
	131,907.69	116,105.48
	45,766.89	38,765.16
	39,543.75	39,854.62
	113,661.12	108,428.05
	49,369.50	45,257.23
	119,812.95	125,547.47
	112,050.00	97,430.91
	61,089.30	54,476.78
	212,855.50	223,812.17
	47,391.50	45,378.66
	94,970.43	91,802.17

*Generated by Northern Trust on 03 Nov 15



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Portfolio Value
As of 31 DEC 14

Consolidation Name

Offield Family Foundation

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Security Description	Market Price Local	Country of Shares/Par Risk Name
Common Stock		
POOL CORP COM	63 440	
STK		
CUSIP 73278L105	788 000 United States	
PORTLAND	37 830	
GENERAL		
ELECTRIC CO COM		
NEW COMNEW		
CUSIP 736508847	1,550 000 United States	
POTASH CORP	35 320	
SASK INC COM		
CUSIP 73755L107	4,925 000 Canada	
POWER	51 740	
INTEGRATIONS INC		
COM		
CUSIP 739276103	793 000 United States	
PPG INDUSTRIES	231 150	
INC. COMMON		
STOCK, \$1 66 2/3		
PAR		
CUSIP 693506107	2,860 000 United States	
PRICE T ROWE	85 860	
GROUP INC COM		
CUSIP 74144T108	4,731 000 United States	
PRIVATEBANCORP	33 400	
INC COM		
CUSIP 742962103	2,200 000 United States	
PROCTER &	91 090	
GAMBLE COM NPV		
CUSIP 742718109	1,585 000 United States	
PROSPERITY	55 360	
BANCSHARES INC		
COM		
CUSIP 743606105	1,240 000 United States	
PROVIDENCE SVC	36 440	
CORP COM STK		
CUSIP 743815102	1,200 000 United States	
QUALCOMM INC	74 330	
COM		
CUSIP 747525103	1,783 000 United States	

^ Complete cost information not available

*Generated by Northern Trust on 03 Nov 15

Market Value	Cost
49,980 72	47,298 71
58,636 50	58,979 36
173,951 00	212,362 90
41,029 82	14,987 78
661,089 00	501,464 76
406,203 66	387,944 22
73,480 00	68,502 78
144,377 65	103,252 27
68,646 40	55,968 15
43,728 00	48,398 40
132,530 39	113,744 16



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	Risk Name
Common Stock		
RAIT FINL TR COM NEW	7 670	
CUSIP 749227609	5,575 000 United States	
RAVEN INDS INC COM STOCK	25 000	
CUSIP 754212108	1,987 000 United States	
RLJ CORP COM	49 400	
CUSIP 749607107	1,776 000 United States	
ROYAL CARIBBEAN	82 430	
CRUISES COM STK CUSIP V7780T103	3,998 000 United States	
SABRE CORP COM	20 270	
CUSIP 78573M104	23,812 000 United States	
SALESFORCE COM INC COM STK	59 310	
CUSIP 79466L302	2,813 000 United States	
SALLY BEAUTY HLDGS INC COM STK	30 740	
CUSIP 79546E104	3,895 000 United States	
SANOFI	45 610	
SPONSORED ADR CUSIP 80105N105	2,132 000 France	
SCANSOURCE INC COM	40 160	
CUSIP 806037107	1,328 000 United States	
SCHLUMBERGER LTD COM COM	85 410	
CUSIP 806857108	3,250 000 United States	
SCHLUMBERGER LTD COM COM	85 410	
CUSIP 806857108	0 000 United States	
SERVICENOW INC	67 850	
COM USD0 001 CUSIP 81762P102	2,894 000 United States	
SHOE CARNIVAL INC COM	25 690	
CUSIP 824889109	2,429 000 United States	

Market Value	Cost
42,760 25	42,041 63
49,675 00	30,414 31
87,734 40	48,604 28
329,555 14	209,758 32
482,669 24	459,612 35
166,839 03	166,078 10
119,732 30	64,737 66
97,240 52	91,085 18
53,332 48	27,833 62
277,582 50	230,545 80
0 00	0 00
196,357 90	146,487 75
62,401 01	46,006 34

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15



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Consolidation Name

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
SILGAN HLDGS INC	53 600	
COM		
CUSIP 827048109	900 000 United States	
SJW CORP COM	32 120	
CUSIP 784305104	1,616 000 United States	
SKECHERS U S A	55 250	
INC CL A CL A ISIN		
#US8305661055		
CUSIP 830566105	1,775 000 United States	
SOLARWINDS INC	49 830	
COM		
CUSIP 83416B109	1,350 000 United States	
SOUTH ST CORP	67 080	
COM		
CUSIP 840441109	750 000 United States	
SPECTRA ENERGY	36 300	
CORP COM STK		
CUSIP 847560109	3,919 000 United States	
SPLUNK INC	58 950	
COMSTK COM		
USD0 001		
CUSIP 848637104	2,924 000 United States	
SS&C	58 490	
TECHNOLOGIES		
HLDS INC COM		
CUSIP 784671100	825 000 United States	
STAG INDL INC	24 500	
COM		
CUSIP 852541102	2,725 000 United States	
STARBUCKS CORP	82 050	
COM		
CUSIP 855244109	4,683 000 United States	
STARWOOD	81 070	
HOTELS &		
RESORTS		
WORLDWIDE INC		
CUSIP 85590A401	4,185 000 United States	
STATE BK FINL	19 980	
CORP COM		
CUSIP 856190103	3,841 000 United States	

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15

Market Value	Cost
48,240 00	46,597 41
51,905 92	43,653 33
98,068 75	95,036 32
67,270 50	64,955 62
50,310 00	42,757 87
142,259 70	131,937 28
172,369 80	175,209 10
48,254 25	34,458 52
66,762 50	59,828 74
384,240 15	183,032 11
339,277 95	290,701 83
76,743 18	63,383 99



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Common Stock		
STATE STR CORP	78 500	
COM		
CUSIP 857477103	6,788 000 United States	
STATOIL ASA	17 610	
CUSIP 85771P102	2,284 000 Norway	
STEPAN CO COM	40 080	
CUSIP 858586100	686 000 United States	
SUNCOR ENERGY	31 780	
INC NEW COM STK		
CUSIP 867224107	5,550 000 Canada	
SYNCHRONOSS	41 860	
TECHNOLOGIES		
INC COM STK		
CUSIP 87157B103	750 000 United States	
SYNNEX CORP	78 160	
COM STK		
CUSIP 87162W100	1,130 000 United States	
TABLEAU	84 760	
SOFTWARE INC CL		
A CL A		
CUSIP 87336U105	1,517 000 United States	
TAIWAN	22 380	
SEMICONDUCTOR		
MFG CO LTD		
SPONSORED ADR		
CUSIP 874039100	6,020 000 Taiwan	
TAIWAN	22 380	
SEMICONDUCTOR		
MFG CO LTD		
SPONSORED ADR		
CUSIP 874039100	2,211 000 Taiwan	
TARGET CORP	75 910	
COM STK		
CUSIP 87612E106	2,907 000 United States	
TCP CAP CORP	16 780	
COM		
CUSIP 872380103	2,575 000 United States	
TECK RESOURCES	13 640	
LIMITED		
CUSIP 876742204	1,175 000 Canada	

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15

Market Value	Cost
532,858 00	432,580 91
40,221 24	59,164 54
27,494 88	41,107 53
176,379 00	210,800 82
31,395 00	29,936 10
88,320 80	72,527 92
128,580 92	87,979 59
134,727 60	118,967 24
49,482 18	34,343 03
220,670 37	207,021 69
43,208 50	44,343 82
16,027 00	41,563 74



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Security Description	Market Price	Local	Country of
Asset ID	Shares/Par	Risk Name	
Common Stock			
TERRENO RLTY CORP	20 630		
CUSIP 88146M101	3,225 000	United States	
TIFFANY & CO	106 860		
COMMON STOCK			
CUSIP 886547108	1,628 000	United States	
TIME WARNER INC	85 420		
USD0 01			
CUSIP 887317303	1,918 000	United States	
TUESDAY	21 700		
MORNING CORP			
COM NEW/ISIN			
US899035054			
CUSIP 899035505	3,340 000	United States	
TUPPERWARE	63 000		
BRANDS			
CORPORATION			
CUSIP 899896104	0 000	United States	
UBS GROUP AG	17 050		
COMMON STOCK			
CUSIP H42087107	4,050 000	Switzerland	
ULTA SALON	127 840		
COSMETICS & FRAGRANCE INC			
COMSTK			
CUSIP 90384S303	2,616 000	United States	
UMPQUA HLDGS	17 010		
CORP COM			
CUSIP 904214103	3,652 000	United States	
UNDER ARMOUR	67 900		
INC CL A			
CUSIP 904311107	2,913 000	United States	
UNIFIRST CORP	121 450		
MASS COM			
CUSIP 904708104	467 000	United States	
UNITED CONTL	66 890		
HLDGS INC COM			
STK			
CUSIP 910047109	6,454 000	United States	

Market Value	Cost
66,531 75	61,559 55
173,968 08	164,472 98
163,835 56	114,425 64
72,478 00	58,144 75
0 00	0 00
69,052 50	73,233 08
334,429 44	281,586 53
62,120 52	46,311 92
197,792 70	159,437 23
56,717 15	46,597 35
431,708 06	300,060 13

^ Complete cost information not available

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	Risk Name
Common Stock		
UNITED STS STL	26 740	
CORP NEW COM		
CUSIP 912909108	4,584 000 United States	
UNIVERSAL	48 120	
HEALTH RLTY		
INCOME TR SH		
BEN INT SH BEN		
CUSIP 91359E105	797 000 United States	
US BANCORP	44 950	
CUSIP 902973304	3,782 000 United States	
US ECOLOGY INC	40 120	
COM		
CUSIP 91732J102	628 000 United States	
VCA INC	48 770	
CUSIP 918194101	1,380 000 United States	
VENTAS INC REIT	71 700	
CUSIP 92276F100	1,758 000 United States	
VERIZON	46.780	
COMMUNICATIONS		
COM		
CUSIP 92343V104	9,205 000 United States	
VISA INC COM CL A	262 200	
STK		
CUSIP 92826C839	2,574 000 United States	
VORNADO RLTY TR	117 710	
COMMON STOCK		
CUSIP 929042109	12 000 United States	
WABASH NATL	12 360	
CORP COM		
CUSIP 929566107	1,875 000 United States	
WALT DISNEY CO	94 190	
CUSIP 254687106	4,850 000 United States	
WATERS CORP	112 720	
COM		
CUSIP 941848103	1,136 000 United States	
WEATHERFORD	11 450	
INTERNATIONAL		
LTD(IE)USD0 001		
CUSIP G48833100	8,850 000 United States	

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15

Market Value	Cost
122,576 16	173,483 35
38,351 64	24,415 22
170,000 90	132,302 84
25,195 36	23,177 23
67,302 60	45,687 66
126,048 60	124,811 29
430,609 90	438,302 82
674,902 80	510,904 07
1,412 52	398 75
23,175 00	25,404 37
456,821 50	321,294 07
128,049 92	124,115 63
101,332 50	183,697 79



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Common Stock		
WEBSTER	32 530	
FINANCIAL CORP		
WATERBURY CONN		
COMMON STOCK		
CUSIP 947890109	2,400 000 United States	
WEST	53,240	
PHARMACEUTICAL		
SVCS INC COM		
CUSIP 955306105	1,532 000 United States	
WESTAMERICA	49 020	
BANCORPORATION		
COM		
CUSIP 957090103	1,070 000 United States	
WESTERN DIGITAL	110 700	
CORP , COMMON		
STOCK, \$ 10 PAR		
CUSIP 958102105	2,182 000 United States	
WESTMORELAND	33 210	
COAL CO COM		
CUSIP 960878106	1,441 000 United States	
WEX INC COM	98 920	
CUSIP 96208T104	723 000 United States	
WILLIAMS	44 940	
COMPANY INC		
COMMON STOCK		
\$1 PAR		
CUSIP 969457100	2,357 000 United States	
WOLVERINE	29 470	
WORLD WIDE INC		
COM		
CUSIP 978097103	2,292 000 United States	
WORKDAY INC CL A	81 610	
COM USD0 001		
CUSIP 98138H101	2,304 000 United States	
Total Common Stock		

Market Value

Cost

78,072 00

72,294 25

81,563 68

68,472 63

52,451 40

46,752 30

241,547 40

213,414 99

47,855 61

56,366 60

71,519 16

43,108 54

105,923 58

75,625 05

67,545 24

31,200 77

188,029 44

183,711 31

62,045,335 37

52,848,718 04

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2014
PART II, LINE 10C - INVESTMENTS, CORPORATE BONDS

	Book Value	Fair Market Value
CORPORATE BONDS	2,391,192	2,549,002
COMMERCIAL MORTGAGE-BACKED	583,155	581,996
ASSET BACKED SECURITIES	699,169	698,891
TOTAL CORPORATE BONDS	3,673,516	3,829,890



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Offield Family Foundation

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Security Description	Market Price	Local	Country of
Asset ID	Shares/Par	Risk Name	
Corporate Bonds			
5.0% DUE	109 050		
03-01-2021 REG			
CUSIP 25459HBA2	45,000,000	United States	
ABBVIE INC 1.75%	100 217		
DUE 11-06-2017			
REG			
CUSIP 00287YAJ8	35,000 000	United States	
AFLAC INC 3.625%	102 422		
BDS DUE			
06-15-2023			
USD1000 REG			
CUSIP 001055AL6	25,000 000	United States	
AMERICAN HONDA	100 609		
FIN CORP MED			
TERM NTS BOOK			
ENTRY 2 125% DUE			
CUSIP 02665WAC5	35,000 000	Japan	
ANHEUSER-BUSCH	100 403		
INBEV FIN INC			
2.15% DUE			
02-01-2019 REG			
CUSIP 035242AE6	30,000 000	Belgium	
APPLE INC 2.4%	97 200		
DUE 05-03-2023			
REG			
CUSIP 037833AK6	35,000 000	United States	
AT&T INC 5.5%	110 389		
DUE			
02-01-2018/02-01-2			
008 BEO			
CUSIP 00206RAJ1	30,000 000	United States	
BANK AMER CORP	105 315		
4.1% DUE			
07-24-2023 REG			
CUSIP 06053FAA7	55,000 000	United States	
BANK NOVA	98 909		
SCOTIA B C 1.45%			
DUE 04-25-2018			
REG			
CUSIP 064159BZ8	35,000 000	Canada	

Market Value	Cost
49,072.45	49,447.70
35,076.05	35,262.50
25,605.42	25,453.25
35,212.97	34,887.50
30,120.93	30,216.60
34,019.89	35,102.20
33,116.76	34,157.10
57,923.25	56,467.40
34,618.15	34,502.30

^ Complete cost information not available

*Generated by Northern Trust on 03 Nov 15



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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Corporate Bonds		
BB&T CORP SR	101 443	
MEDIUM TERM		
NTS BOOK ENTRY		
2 15 DUE		
CUSIP 05531FAK9	60,000 000 United States	
BERKSHIRE	99 920	
HATHAWAY FIN		
FLTG RT		
01-10-2017		
CUSIP 084664CA7	50,000 000 United States	
BHP BILLITON FIN	100 055	
USA LTD 1 0% DUE		
02-24-2015 REG		
CUSIP 055451AN8	70,000 000 Australia	
BOARDWALK	106 174	
PIPELINES LP		
BOARDWALK		
PIPELINES LP		
CUSIP 096630AA6	30,000 000 United States	
BUNGE LTD FIN	103 096	
CORP 4 1% DUE		
03-15-2016 REG		
CUSIP 120568AU4	35,000 000 United States	
CATERPILLAR FINL	100 033	
SVCS CORP		
MEDIUM TERM		
NTS-BOOK ENTRY		
CUSIP 14912L5U1	35,000 000 United States	
CITIGROUP INC	103 940	
3 875% DUE		
10-25-2023 REG		
CUSIP 172967HD6	65,000 000 United States	
COMMONWEALTH	100 747	
EDISON CO 2 15%		
DUE 01-15-2019		
CUSIP 202795JC5	30,000 000 United States	
CONOCOPHILLIPS	98 721	
CO 1 05% DUE		
12-15-2017		
CUSIP 20826FAB2	35,000 000 United States	

Market Value	Cost
60,865 86	61,858 20
49,959 80	50,000 00
70,038 22	70,270 10
31,852 17	34,108 20
36,083 63	35,164 15
35,011 58	35,000 00
67,561 13	64,948 65
30,224.10	30,186.30
34,552 45	34,373 50

^ Complete cost information not available

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Portfolio Value

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Corporate Bonds		
CREDIT SUISSE AG	111 829	
MEDIUM TERM		
SUB NTS BOOK		
ENTRY 5 4% DUE		
CUSIP 22546QAD9	35,000 000 Switzerland	
DEERE JOHN CAP	100 280	
CORP MEDIUM		
TERM		
NTS-BOOKENTRY		
CUSIP 24422ERV3	35,000 000 United States	
DOW CHEMICAL CO	97 706	
3 0% DUE		
11-15-2022/11-14-2		
012 REG		
CUSIP 260543CH4	35,000 000 United States	
ENERGY	106 956	
TRANSFER		
PARTNERS 5 2%		
2-1-2022		
CUSIP 29273RAQ2	30,000 000 United States	
ENSCO PLC	100 453	
FORMERLY ENSCO		
INTL PLC TO		
03/31/2010 4 7%		
CUSIP 29358QAA7	30,000 000 United States	
EXPRESS SCRIPTS	99 649	
HLDG CO 3 5% DUE		
06-15-2024/06-05-2		
014 REG		
CUSIP 30219GAK4	35,000 000 United States	
FIRST HORIZON	103 530	
NATL CORP 5 375%		
DUE 12-15-2015		
REG		
CUSIP 320517AA3	30,000 000 United States	
FREEMPORT-MCMO	94 284	
RAN INC 3 875%		
DUE		
03-15-2023/10-09-2		
CUSIP 35671DAZ8	35,000 000 United States	

Market Value	Cost
39,140 04	39,315 15
35,097 93	34,976 20
34,197.17	33,182 80
32,086 68	32,129 70
30,135 93	33,527 40
34,877.22	34,534 50
31,059 00	31,599 00
32,999 26	34,442 10

^ Complete cost information not available

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Corporate Bonds		
GAP INC 5.95% DUE	113 801	
04-12-2021/04-12-2 011 REG		
CUSIP 364760AK4	35,000 000 United States	
GENERAL ELEC	109 524	
CAP CORP MEDIUM TERM NTS BOOK ENTRY MTN		
CUSIP 36962G4R2	60,000 000 United States	
GENWORTH HLDGS INC 4.8% DUE	81 063	
02-15-2024 REG		
CUSIP 372491AB6	60,000 000 United States	
GEORGIA PWR CO	102 691	
3.0% DUE		
04-15-2016 REG		
CUSIP 373334JV4	35,000 000 United States	
GOLDMAN SACHS GROUP INC 5.95% DUE 01-18-2018	111 097	
CUSIP 38141GFG4	45,000 000 United States	
GOLDMAN SACHS GROUP INC SR NT 2.375% 01-22-2018	101 010	
BEO		
CUSIP 38141GRC0	35,000 000 United States	
HCP INC 4.2% DUE 03-01-2024	104 118	
CUSIP 40414LAK5	30,000 000 United States	
HEALTH CARE REIT INC 6.125% DUE	114 953	
04-15-2020/04-07-2		
CUSIP 42217KASS	25,000 000 United States	
HSBC FIN CORP 5.0% DUE	102 018	
06-30-2015 BEO		
CUSIP 40429CCS9	50,000 000 United States	

Market Value	Cost
39,830 21	39,785 55
65,714 16	65,392 20
48,637 62	61,139 55
35,941 95	37,125 20
49,993 56	50,910 75
35,353 46	35,147 35
31,235 40	30,751 80
28,738 27	29,059 75
51,008 75	52,193 00

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15



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Security Description	Market Price	Local	Country of
Asset ID	Shares/Par	Risk Name	
Corporate Bonds			
JEFFERIES GROUP INC NEW 5 125% DUE 04-13-2018 REG	105 461		
CUSIP 472319AK8 JPMORGAN CHASE & CO 4 4% DUE 07-22-2020 REG	30,000 000 108 398	United States	
CUSIP 46625HHS2 JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO TO CUSIP 46625HGY0 KIMCO RLTY CORP 3 125% DUE 06-01-2023/05-23-2 013 REG	65,000 000 111 884	United States	
CUSIP 49446RAK5 NASDAQ INC 5 25% DUE 01-16-2018 REG	40,000 000 97 975	United States	
CUSIP 631103AE8 NOMURA HLDGS INC NT 2 0% DUE 09-13-2016	40,000 000 100 807	United States	
CUSIP 65535HAD1 NORDSTROM INC 4 75% DUE 05-01-2020/04-23-2 010 REG	40,000 000 110 611	Japan	
CUSIP 65566AAND PEPSICO INC SR NT 0 75% 3-5-2015 CUSIP 713448BX5 PHILLIPS 66 2 95% DUE 05-01-2017 REG	30,000 000 100 052	United States	
CUSIP 718546AJ3	35,000 000 103 278	United States	
	30,000 000	United States	

Market Value

Cost

31,638 24

29,895 60

70,458 50

70,504 20

44,753 52

45,863 60

53,886 25

52,383 10

43,537 64

43,875 20

40,322 68

39,865 60

33,183 33

32,389 59

35,018 23

35,195 30

30,963 49

30,972 30

^ Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15



Offfield Family Foundation

Consolidation Name

Security Description	Market Price Local
Asset ID	Shares/Par Risk Name
Corporate Bonds	
PROLOGIS LP 3 35% DUE	101 343
02-01-2021	
CUSIP 74340XAY7	35,000 000 United States
PVTPL HYUNDAI CAP AMER 2 875% DUE 08-09-2018	102 020
CUSIP 44923QAG9	30,000 000 United States
ROYAL BK CDA	99 927
GLOBAL MEDIUM TERM SR BK NT1 2% DUE	
CUSIP 78010UNX1	35,000 000 Canada
RYDER SYS INC MEDIUM TERM	100 138
NTS BOOK ENTRYTRANCHE #	
CUSIP 78355HJW0	35,000 000 United States
SANTANDER HLDGS USA INC	103 830
3 45% DUE 08-27-2018/07-27-2	
CUSIP 80282KAC0	30,000 000 United States
SCHLUMBERGER INVT SA 3 65% DUE 12-01-2023/12-03-2	104 535
013 REG	
CUSIP 806854AH8	30,000 000 United States
SEMPRA ENERGY 4 05% SNR NTS DUE 12-01-2023	105 791
CUSIP 816851AU3	30,000 000 United States
SHELL INTL FIN B V 1 125% DUE	99 830
08-21-2017REG	
CUSIP 822582AB3	35,000 000 Netherlands

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Offield Family Foundation

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Corporate Bonds		
SYMANTEC CORP 4 2% DUE	103 548	
09-15-2020/09-16-2		
010 REG		
CUSIP 871503AH1	30,000 000 United States	
TOYOTA MTR CR	101 247	
CORP MEDIUM		
TERM NTS BOOK		
ENTRY TRANCHE #		
CUSIP 89233P4B9	30,000 000 Japan	
U S BANCORP	100 457	
MEDIUM TERM		
NTS 2 2%		
04-25-2019		
CUSIP 91159HHH6	35,000 000 United States	
UNITEDHEALTH	112 546	
GROUP INC 4 7%		
DUE		
02-15-2021/02-17-2		
CUSIP 91324BP6	30,000 000 United States	
VALERO ENERGY	124 713	
CORP NEW 9.375%		
DUE 03-15-2019		
REG		
CUSIP 91913YAN0	25,000 000 United States	
VERIZON	105 673	
COMMUNICATIONS		
INC 3 65% DUE		
09-14-2018 REG		
CUSIP 92343VBP8	60,000 000 United States	
VODAFONE GROUP	98 207	
PLC NEW 1 5% DUE		
02-19-2018 REG		
CUSIP 92857WBE9	35,000 000 United Kingdom	
WACHOVIA CORP	110 403	
NEW WACHOVIA		
CORP 5 75% DUE		
06-15-2017		
CUSIP 929903DT6	40,000 000 United States	

Market Value	Cost
31,064 43	30,277 50
30,374 04	31,368 00
35,160 02	34,968 50
33,763 89	30,045 00
31,178 27	29,707 75
63,403 62	64,105 20
34,372 41	34,631 10
44,161 08	41,286 40

^ Complete cost information not available

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Security Description	Market Price	Local	Country of
Asset ID	Shares/Par	Risk Name	
Corporate Bonds			
WASTE	98 950		
MANAGEMENT INC			
2 9% DUE			
08-15-2022REG			
CUSIP 94106LAY5	35,000 000	United States	
WELLS FARGO &	111 231		
CO NEW 5 625%			
DUE 12-11-2017			
BEO			
CUSIP 949746NX5	60,000 000	United States	
WELLS FARGO &	101 349		
CO TRANCHE # SR			
00129 3 45% DUE			
02-13-2023			
CUSIP 94974BFJ4	20,000 000	United States	
WHIRLPOOL CORP	109 740		
4 85% DUE			
06-15-2021			
CUSIP 96332HCD9	30,000 000	United States	
XILINX INC 3 0%	99 808		
DUE 03-15-2021			
REG			
CUSIP 983919AH4	35,000 000	United States	
Total Corporate Bonds			

Market Value

Cost

34,632 46

34,777 05

66,738 60

67,724 40

20,269 88

20,068 40

32,921 91

32,284 50

34,932 66

34,748 35

2,549,002 14

2,556,957 99

^ Complete cost information not available.

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Consolidation Name

Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Commercial Mortgage-Backed		
CITIGROUP COM1	100 381	
MTG TR		
2013-GCJ11 MTG		
PASS THRU CTF CL		
CUSIP 17320DAC2	50,000 000 United States	
CMO BANC AMER	100 397	
COML MTG INC		
VAR RT DUE		
07-10-2043/02-10-2		
CUSIP 05847UM21	31,340 860 United States	
CMO BEAR	100 005	
STEARNS COM1		
MTG SECS INC		
SER 2005-T18 CL		
CUSIP 07383F5K0	9,648 290 United States	
CMO COMM	109 092	
2013-CCRE10 MTG		
TR MTG PASS		
THRU CTF CL A-4		
CUSIP 12628BAD6	30,000,000 United States	
CMO COMM	104 153	
2014-UBS4 MTG TR		
COML MTG		
PASSTHRU CTF CL		
CUSIP 12591QAR3	65,000 000 United States	
CMO COMM	104 181	
2014-UBS6 MTG TR		
MTG PASS THRU		
CTF CL A-5 3 644%		
CUSIP 12592PBF9	30,000 000 United States	
CMO JPMBB COM1	103 608	
MTG SECS TR		
2013-C14		
COMLMTG		
CUSIP 4664DLAB8	30,000 000 United States	
CMO LB-UBS COM1	106 357	
MTG TR 2006-C7		
COML MTG		
PASSTHRU CTF CL		
CUSIP 50180CAD2	30,000 000 United States	

^a Complete cost information not available.

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Commercial Mortgage-Backed		
CMO WACHOVIA	105 973	
BK COML MTG TR		
COML MTG		
PASS-TH MTG		
CUSIP 92978PAE9	43,796 790	United States
CMO WFRBS COML	108,910	
MTG TR 2013-C15		
MTG PASS THRU		
CTF CL A-4 4 153%		
CUSIP 92938CAD9	45,000 000	United States
COMM 2012-LC4	103 382	
MTG TR CTF CL		
A-4 3 288%		
12-10-2044		
CUSIP 126192AD5	30,000 000	United States
COMM	103 770	
2014-CCRE14 MTG		
TR SER 2014-CR14		
CL A-2 3 147%		
CUSIP 12630DAV6	65,000 000	United States
GOLDMAN SACHS	99 412	
MTG SER		
2012-GCJ9 CL A3		
2 773 DUE		
CUSIP 36192PAJ5	35,000 000	United States
JPMBB COML MTG	103 599	
SECS TR 2014-C19		
MTG PASSTHRU		
CTF CL A-2		
CUSIP 46641WAT4	65,000 000	United States
Total Commercial Mortgage-Backed		

Market Value	Cost
46,412 81	46,185 08
49,009.50	46,170.70
31,014 66	30,363 28
67,450 76	67,688 87
34,794 34	35,874 25
67,339 02	67,742 19
581,996 25	583,155 07

^ Complete cost information not available.

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Offield Family Foundation

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Asset Backed Securities		
FORD CR	100 268	
FLOORPLAN		
MASTER OWNER		
TR A 2013-5 CL A-2		
CUSIP 34528QCW2	50,000 000	United States
GE CAP CR CARD	100 160	
MASTER NT TR		
2012-5		
ASSETBACKED NT		
CUSIP 36159JDE8	110,000 000	United States
HUNTINGTON	99 990	
AUTO TR 2012-2 CL		
A3 .51%		
DUE04-17-2017		
CUSIP 44614TAC6	27,587 860	United States
HYUNDAI AUTO	100 003	
RECEIVABLES SER		
2012-C CL A3 53%		
04-17-2017 REG		
CUSIP 44890KAC0	36,385 890	United States
HYUNDAI AUTO	99 731	
RECEIVABLES TR		
2014-B NT CLA-3		
9% DUE		
CUSIP 44890UAC8	50,000 000	United States
Total Asset Backed Securities		

Market Value	Cost
50,133 75	50,021 10
110,176 11	109,970 61
27,585 07	27,585 70
36,387 09	36,381 29
49,865 55	49,998 48
698,891 11	699,169 10 ^a

^a Complete cost information not available.

*Generated by Northern Trust on 03 Nov 15

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2014
PART II, LINE 13 - INVESTMENTS, OTHER

	<u>Book Value</u>	<u>Fair Market Value</u>
FUNDS - COMMON STOCK	5,210,811	5,457,445
FUNDS - CORPORATE BONDS	3,700,000	4,313,800
FUNDS - OTHER FIXED INCOME	2,098,058	2,074,805
PARTNERSHIPS	782,763	853,397
FUNDS - COMMODITY LINKED	1,953,951	1,061,944
HEDGE FUND OF FUNDS	4,900,000	6,265,047
ALTERNATIVE INVESTMENTS	131,620	107,625
TOTAL INVESTMENTS, OTHER	<u><u>18,777,203</u></u>	<u><u>20,134,063</u></u>



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Portfolio Value

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Consolidation Name

Offield Family Foundation

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Funds - Common Stock		
MFB NORTHERN	12 290	
MULTI MANAGER		
GLOBAL		
LISTEDINFRASTRU		
CUSIP 665162384	108,400,460	United States
MFO DFA	25 750	
EMERGING		
MARKETS VALUE		
CUSIP 233203587	160,202,060	Emerging Markets
Total Funds - Common Stock		
	5,457,444.69	5,210,811.43

Market Value	Cost
1,332,241.65	1,110,811.43
4,125,203.04	4,100,000.00
5,457,444.69	5,210,811.43

^ Complete cost information not available.

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Portfolio Value
As of 31 DEC 14

Consolidation Name
Offield Family Foundation

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Funds - Corporate Bond		
MFO PIMCO FDS	9.140	
PAC INVT MGMT		
SER HIGH YIELD FD		
INSTL CL		
CUSIP 693390841	471 969 330	United States
Total Funds - Corporate Bond		

Market Value	Cost
4,313,799 67	3,700,000 00
4,313,799 67	3,700,000 00

^ Complete cost information not available.

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Portfolio Value

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Offield Family Foundation

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Funds - Other Fixed Income		
MFO PIMCO FDS	11 600	
PAC INVT MGMT		
SER ALL ASSET FD		
INSTL CL		
CUSIP 722005626	178,862 500	United States
Total Funds - Other Fixed Income		

Market Value	Cost
2,074,805 00	2,098,057 76
2,074,805 00	2,098,057 76

^ Complete cost information not available

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Offield Family Foundation

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par Risk Name	
Partnerships		
FLAG VENTURE	853,397,000	
PARTNERS VIII		
(OFFSHORE)		
CUSIP 991KV2991	782,762,500	United States
Total Partnerships		
	853,397,000	782,762,500

^ Complete cost information not available

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Portfolio Value
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Consolidation Name
Offield Family Foundation

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Funds - Commodity Linked		
MFO PIMCO FDS	4 480	
PAC INVT MGMT		
SER COMMODITY		
REALRETURN		
CUSIP 722005667	237,041 160	United States
Total Funds - Commodity Linked		
	1,061,944 39	1,953,951 32
	1,061,944 39	1,953,951 32

^ Complete cost information not available.

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Offield Family Foundation

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Security Description	Market Price Local	Country of
Asset ID	Shares/Par	Risk Name
Hedge Fund of Funds		
CF PINE GROVE	271 420	
OFFSHORE LTD CL		
C FD		
CUSIP 4632511JK	23 082 480	United States
Total Hedge Fund of Funds		
	6,265,046.72	4,900,000.00
	6,265,046.72	4,900,000.00

^ Complete cost information not available.

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OFFIELD FAM FDN-YIELD ORIENTED

ALTERNATIVE INVESTMENTS (NOT HELD IN THE NAME OF MLPF&S[☆])

Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
COAST ACCESS II LTD	11/01/07	92,287	1.4262	131,619.87	1.1662	107,625.10	(23,994.77)		
(.1710 FRACTIONAL SHARE)	11/01/07		1.4035	0.24	1.1662	.20	(0.04)		
CLASS I EST MKT PRICE AS OF 10/31/14									
Subtotal		92,287.1710		131,620.11		107,625.30	(23,994.81)		
TOTAL				131,620.11		107,625.30	(23,994.81)		
TOTAL PRINCIPAL INVESTMENTS				150,693.32		126,698.51	(23,994.81)	13	.01

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED DECEMBER 31, 2014
PART XV - GRANTS AND CONTRIBUTIONS PAID

PART XV, LINE 3a - GRANTS PAID DURING THE YEAR.	EIN	FOUNDATION STATUS	TOTAL
UNIVERSITY OF SOUTHERN CALIFORNIA 3551 TROUSDALE PARKWAY STE 160, LOS ANGELES, CA 90089	95-1642394	PC	50,000
CAMP DAGGETT 3001 CHURCH RD, PETOSKEY, MI 49770	38-1617980	PC	10,000
UNIVERSITY OF WASHINGTON FOUNDATION 4333 BROOKLYN AVE NE, POB 359504, SEATTLE, WA 98195-9504	94-3079432	PC	50,000
GREEN SCHOOL BALI, INC ONE INTERNATIONAL PIACE STE 14 FL, BOSTON, MA 02110-2602	26-1100318	PC	25,000
LITTLE TRAVERSE SAILORS P.O. BOX 583, HARBOR SPRINGS, MI 49740	38-1982686	PC	25,000
JEFFREY P. BODZICK SCHOLARSHIP FOUNDATION P.O. BOX 169, HARBOR SPRINGS, MI 49740	37-1468147	PC	10,000
THE WILLOWS COMMUNITY SCHOOL 8509 HIGUERA ST, CULVER CITY, CA 90232	95-4466863	PC	150,000
THE FIRST SCHOOL 1733 OCEAN PARK BLVD, SANTA MONICA, CA 90405	95-7092089	PC	2,500
NORTH CENTRAL MICHIGAN COLLEGE FOUNDATION 1515 HOWARD ST, PETOSKEY, MI 49770	38-2910328	PC	10,000
OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 1121 SW SALMON ST STE 100, PORTLAND, OR 97205	23-7083114	PC	1,000,000
CENTER ON HALSTED 3656 N HALSTED AVE, CHICAGO, IL 60613	51-0178807	PC	50,000
LITTLE TRAVERSE CONSERVANCY 3264 POWELL RD, HARBOR SPRINGS, MI 49740	23-7267810	PC	100,000
GIRLS RULE FOUNDATION 9629 S 51ST ST, PHOENIX, AZ 85044	45-2923956	PC	2,500
CONSERVATION RESOURCE ALLIANCE 10850 E TRAVERSE HWY STE 1180, TRAVERSE CITY, MI 49684	38-2181915	PC	60,000
CREATIVE CAPITAL FOUNDATION 15 MAIDEN LANE 18TH FLOOR, NEW YORK, NY 10038	31-1605982	PC	10,000
HARBOR SPRINGS AREA HISTORICAL FOUNDATION P.O. BOX 812, HARBOR SPRINGS, MI 49740	38-2934124	PC	25,000

ART OF ELYSIUM 3278 WILSHIRE BLVD PENTHOUSE, LOS ANGELES, CA 90010-1423	95-4673306	PC	10,000
BOYS & GIRLS CLUB OF BROWARD CITY, FL 877 NW 61ST ST, FORT LAUDERDALE, FL 33309	59-1108790	PC	20,000
TIP OF THE MITT WATERSHED COUNCIL 426 BAY ST, PETOSKEY, MI 49770	38-2361745	PC	75,000
CROOKED TREE ARTS, INC 461 E MITCHELL ST, PETOSKEY, MI 49770	23-7187264	PC	20,000
CROOKED TREE ARTS, INC. 461 E MITCHELL ST, PETOSKEY, MI 49770	23-7187264	PC	25,000
ANN & ROBERT H LURIE CHILDREN'S HOSPITAL OF CHICAGO 225 EAST CHICAGO AVE, CHICAGO, IL 60611	36-2170833	PC	17,500
SURFRIDER FOUNDATION P.O. BOX 6010, SAN CLEMENTE, CA 92674	95-3941826	PC	50,000
GLOBAL TRAINING NETWORK 7558 W THUNDERBIRD, PEORIA, AZ 85381	68-0586399	PC	7,500
ARMAND HAMMER MUSEUM OF ART AND CULTURAL CENTER, INC 10899 WILSHIRE BLVD, LOS ANGELES, CA 90024	95-4217197	PC	10,000
PEREGRINE FUND, INC 5668 W FLYING HAWK LN, BOISE, ID 83709	23-1969973	PC	150,000
LAXART 2640 SOUTH LA CIENEGA, LOS ANGELES, CA 90034	20-2911916	PC	10,000
CITY OF HOPE 1500 EAST DUARTE RD, DUARTE, CA 91010	95-3435919	PC	200,000
SANTA CATALINA ISLAND CONSERVANCY P.O. BOX 2739, AVALON, CA 90704	23-7228407	PC	150,000
HEART OF THE LAKES CTR FOR LAND CONSERVATION POLICY 102 N WALNUT ST, BAY CITY, MI 48706	03-0548515	PC	25,000
MUSEUM OF CONTEMPORARY ART 250 S. GRAND AVE, LOS ANGELES, CA 90012	95-3433820	PC	10,000
THE WILD DOLPHIN PROJECT P O. BOX 8436, JUPITER, FL 33468	65-0264660	PC	10,000
PFLEGER INSTITUTE FOR ENVIRONMENTAL RESEARCH (PIER) 315 N CLEMENTINE ST, OCEANSIDE, CA 92054	33-0735400	POF	125,000
CHICAGO HOUSE 1925 N. CLYBORN ST STE 401, CHICAGO, IL 60614	36-3376432	PC	25,000
FIRST TEE OF BOYNE HIGHLANDS (TIP OF THE MITT JUNIOR	74-3149490	PC	10,000

GOLF ASSOCIATION)

600 HIGHLANDS DR, P O. BOX 613, HARBOR SPRINGS, MI 49740

McLAREN NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVENUE, PETOSKEY, MI 49770	38-2445611	SO II	1,100,000
INTERNATIONAL GAME FISH ASSOCIATION INC 300 GULF STREAM WAY, DANIA BEACH, FL 33004	23-7231048	PC	250,000
THE AMANDA FOUNDATION 351 NORTH FOOTHILL RD, BEVERLY HILLS, CA 90210	51-0183667	PC	5,000
McLAREN NORTHERN MICHIGAN FOUNDATION (CANCER PROGRAM) 360 CONNABLE AVE, PETOSKEY, MI 49770	38-2445611	SO II	250,000
ALLIED EMS SYSTEMS, INC. 3407 M 119, HARBOR SPRINGS, MI 49740	38-3475115	PC	10,000
J.F. SHEA THERAPEUTIC RIDING CENTER, INC. 26284 OSO RD, SAN JUAN CAPISTRANO, CA 92675	95-3351363	PC	50,000
CORNERSTONE TEEN CENTER (CONGREGATIONAL CHURCH OF AVALON) 236 METROPOLE ST, AVALON, CA 90704	33-0018033	PC	60,000
PETOSKEY YOUTH SOCCER ASSOCIATION P.O BOX 751, PETOSKEY, MI 49770	38-3064916	PC	12,500
THE LANGE FOUNDATION 2106 S SEPULVEDA BLVD, LOS ANGELES, CA 90025	95-4407687	PC	5,000
THE HIGH ARCTIC INSTITUTE 603 10TH AVE, ORION, IL 61273	20-5954156	PC	50,000
HOME IMPROVEMENT MINISTRIES 213 BURLINGTON ROAD SUITE #101-B, BEDFORD, MA 01730	51-0469996	PC	5,000
WOMEN'S RESOURCE CENTER OF NORTHERN MICHIGAN 423 PORTER ST, PETOSKEY, MI 49770	38-2302164	PC	100,000
CATALINA SEA BASS FUND, INC P.O. BOX 2080 AVALON, CA 90704	33-0769316	POF	100,000
LITTLE TRAVERSE BAY HUMANE SOCIETY 1300 W CONWAY RD, HARBOR SPRINGS, MI 49740	38-1384441	PC	10,000
VERDE VALLEY FAIR ASSOCIATION P.O. BOX 1974, COTTONWOOD, AZ 86326	95-3551427	PC	20,000
OPERATION SCHOOL BELL/ASSISTANCE LEAGUE OF SOUTHERN CALIFORNIA 1370 NORTH SAINT ANDREWS PLACE, LOS ANGELES, CA 90028	95-1641960	PC	2,500
TOP OF MICHIGAN TRAILS COUNCIL 445 EAST MITCHELL ST, PETOSKEY, MI 49770	38-3263521	PC	10,000

LITTLE LEAGUE BASEBALL, INC (NORTH EMMET LITTLE LEAGUE) 6615 ROBINSON RD, PELLSTON, MI 49769	38-2509002	NC	15,000
WOUNDED WARRIOR PROJECT 4899 BELFORT RD STE 300, JACKSONVILLE, FL 32256	20-2370934	PC	45,000
H.A R.B.O.R. INC. P.O. BOX 112, HARBOR SPRINGS, MI 49740	38-3602221	PC	60,000
KIDS AGAINST HUNGER 5401 BOONE AVE N, NEW HOPE, MN 55428	41-1939778	PC	15,000
CONNECTIONS EQUINE THERAPY PROGRAM 11585 E PURPLE SAGE DR, CORNVILLE, AZ 86325	86-0987445	PC	5,000
HARBOR HALL FOUNDATION P O. BOX 376, HARBOR SPRINGS, MI 49740	38-3105589	PC	25,000
NORTHLIGHT THEATRE 9501 SKOKIE BLVD, SKOKIE, IL 60077	23-7390464	PC	50,000
THE POLICE ATHLETIC LEAGUE 34 1/2 EAST 12TH ST, NEW YORK, NY 10003	13-5596811	PC	15,000
LOS ANGELES NOMADIC DIVISION 8033 SUNSET BLVD #455, LOS ANGELES, CA 90046	27-0250572	PC	15,000
THE BILLFISH FOUNDATION 5100 N FEDERAL HWY STE 200, FT LAUDERDALE, FL 33308	59-2694327	PC	100,000
HARBOR SPRINGS LIBRARY ASSOCIATION 206 S SPRING ST, HARBOR SPRINGS, MI 49740	38-1722820	PC	10,000
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILLSHIRE BLVD, LOS ANGELES, CA 90036	95-2264067	PC	25,000
INTERVARSITY CHRISTIAN FELLOWSHIP (CAMPUS BY THE SEA) 635 SCIENCE DRIVE, P.O. BOX 7895, MADISON, WI 53707-7895	36-2171714	PC	5,000
PLANNED PARENTHOOD OF WEST AND NORTHERN MICHIGAN 425 CHERRY ST SE, GRAND RAPIDS, MI 49503	38-1782520	PC	900,000
BASSETT HOUND RESCUE OF SOUTHERN CALIFORNIA P.O. BOX 88, WHITTIER, CA 90608	77-0503016	PC	5,000
PETOSKEY/HARBOR SPRINGS AREA COMMUNITY FOUNDATION 616 PETOSKEY ST SUITE 203, PETOSKEY, MI 49770	38-3032185	PC	25,000
PELLSTON PUBLIC SCHOOL (BASKETBALL PROGRAM) 172 PARK ST, PELLSTON, MI 49769		GOV	10,000
HARBOR SPRINGS POLICE DEPARTMENT 170 ZOLL ST, HARBOR SPRINGS, MI 49740	38-6004559	GOV	50,000
OUTWARD BOUND 255 WEST 36TH STREET 8TH FLOOR, NEW YORK, NY 10018	04-2375956	PC	20,000

PAITITI INSTITUTE C/O FLORIDA SCHOOL OF HOLISTIC LIVING 1106 SECOND STREET SUITE 811, ENCINITAS, CA 92024	46-3397122	PC	10,000
CATALINA ISLAND PERFORMING ARTS FOUNDATION P.O. BOX 2070, AVALON, CA 90704	33-0583694	PC	20,000
NAROPA UNIVERSITY 2130 ARAPAHOE AVE, BOULDER, CO 80302	84-1029228	PC	20,000
PASADENA ARTS COUNCIL 65 S GRAND AVENUE, PASADENA, CA 91105	95-2540759	PC	15,000
HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET NW, WASHINGTON, DC 20037	53-0225390	PC	25,000
EMMET SPORTSMEN'S FOUNDATION P.O. BOX 34, HARBOR SPRINGS, MI 49740	46-3531922	PC	25,000
HARBOR SPRINGS LIBRARY 206 S. SPRING STREET, HARBOR SPRINGS, MI 49740	38-1722820	PC	25,000
HARBOR SPRINGS MANNA PROJECT 8791 McBRIDE PARK DR, HARBOR SPRINGS, MI 49740	38-2764533	PC	25,000
LAGUNA COLLEGE OF ART AND DESIGN 2222 LAGUNA CANYON RD, LAGUNA BEACH, CA 92651	95-2415066	PC	50,000
PETOSKEY/HARBOR SPRINGS AREA COMMUNITY FOUNDATION 616 PETOSKEY ST SUITE 203, PETOSKEY, MI 49770	38-3032185	PC	25,000
WISCONSIN MARITIME MUSEUM INC 75 MARITIME DR, MANITOWOC, WI 54220	39-1128473	PC	25,000
PVM FOUNDATION (HILLSIDE SENIOR HOUSING CENTER) 26200 LAHSER RD SUITE 300, SOUTHFIELD, MI 48033	20-2559884	PC	100,000
INTERNATIONAL GAME FISH ASSOCIATION INC 300 GULF STREAM WAY, DANIA BEACH, FL 33004	23-7231048	PC	100,000
CAMP DAGGETT 3001 CHURCH RD, PETOSKEY, MI 49770	38-1617980	PC	10,000
THE ANIMAL PAD 1526 MYRTLE AVE, SAN DIEGO, CA 92103	45-4902841	PC	25,000
FIRST DESCENTS (DEBBIE FORD) 767 SANTA FE DRIVE, DENVER, CO 80204	81-0539964	PC	10,000
THE WILLOWS COMMUNITY SCHOOL 8509 HIGUERA ST, CULVER CITY, CA 90232	95-4466863	PC	20,000
INTERNATIONAL GAME FISH ASSOCIATION INC 300 GULF STREAM WAY, DANIA BEACH, FL 33004	23-7231048	PC	100,000

6,595,000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
53148466.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 44660158.					8,488,308.	
TOTAL GAIN (LOSS)							<u>8,488,308.</u>	