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Form **990-PF**

**Return of Private Foundation**

OMB No. 1545-0052

**2014**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
Do not enter social security numbers on this form as it may be made public

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

**Open to Public Inspection**

For calendar year 2014 or tax year beginning 07/01, 2014, and ending 06/30, 2015

ENVELOPE POSTMARK DATE NOV 08 2015

Name of foundation: IR TUW III HERSCHEL JENKINS

Number and street (or P.O. box number if mail is not delivered to street address): P.O. BOX 1802

Room/suite: \_\_\_\_\_

City or town, state or province, country, and ZIP or foreign postal code: PROVIDENCE, RI 02901-1802

A Employer identification number: 58-6346914

B Telephone number (see instructions): 877-446-1410

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 17,753,180.

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	413,796.	406,778.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	439,165.			
b	Gross sales price for all assets on line 6a	6,602,538.			
7	Capital gain net income (from Part IV, line 2)		439,165.		
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)	7,990.	188.		STMT 2
12	Total. Add lines 1 through 11	860,951.	846,131.		
13	Compensation of officers, directors, trustees, etc.	125,950.	75,570.		50,380.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employer benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,603.	NONE	NONE	2,603.
c	Other professional fees (attach schedule)	21,972.	21,972.		
17	Interest				
18	Taxes (attach schedule) (see instructions)	27,378.	9,378.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)	24,172.	29,118.		
24	Total operating and administrative expenses. Add lines 13 through 23	202,075.	136,038.	NONE	52,983.
25	Contributions, gifts, grants paid	850,432.			850,432.
26	Total expenses and disbursements. Add lines 24 and 25	1,052,507.	136,038.	NONE	903,415.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-191,556.			
b	Net investment income (if negative, enter -0-)		710,093.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)				
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value			
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .	144,609.	450,339.	450,339.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			NONE	
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10a	Investments - U S and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .	STMT 7	15,893,656.	15,552,847.	17,302,841.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶ )					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	16,038,265.	16,003,186.	17,753,180.		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ FUNDS ERRONEOUSLY DEPOSITED )				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .	16,038,265.	16,003,186.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	16,038,265.	16,003,186.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	16,038,265.	16,003,186.			

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 16,038,265.
2	Enter amount from Part I, line 27a . . . . .	2 -191,556.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3 213,265.
4	Add lines 1, 2, and 3 . . . . .	4 16,059,974.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5 56,788.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 16,003,186.

**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.)

<b>1a</b> PUBLICLY TRADED SECURITIES			
<b>b</b> OTHER GAINS AND LOSSES			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 6,611,845.		5,916,757.	695,088.
<b>b</b> -9,307.		246,616.	-255,923.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			695,088.
<b>b</b>			-255,923.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	439,165.
<b>3</b> 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		<b>3</b>	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2013	1,083,643.	17,797,553.	0.060887
2012	708,041.	16,760,150.	0.042246
2011	674,451.	16,258,408.	0.041483
2010	675,523.	16,573,667.	0.040759
2009	691,264.	14,980,776.	0.046143

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.231518
<b>3</b> 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	<b>3</b>	0.046304
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	<b>4</b>	17,734,034.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	821,157.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	7,101.
<b>7</b> Add lines 5 and 6	<b>7</b>	828,258.
<b>8</b> 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.	<b>8</b>	903,415.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
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	7,101.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	7,101.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 . . . . .	6a	22,790.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	22,790.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	15,689.
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> 7,104. <b>Refunded</b> <input type="checkbox"/> . . . . .	11	8,585.

**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)? . . . . . <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		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 <b>Form 990-T</b> for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>GA</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . . . .	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)? <i>If "Yes," complete Part XIV.</i> . . . . .		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . . 11 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 SEE STATEMENT 12 Telephone no
Located at ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 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 X
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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b 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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here . . . . .

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .  Yes  No  
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .  Yes  No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		125,950.		

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities . . . . .	1a	17,426,597.
b	Average of monthly cash balances . . . . .	1b	577,498.
c	Fair market value of all other assets (see instructions). . . . .	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	18,004,095.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets . . . . .	2	NONE
3	Subtract line 2 from line 1d . . . . .	3	18,004,095.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	270,061.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	17,734,034.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	886,702.

**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	886,702.
2a	Tax on investment income for 2014 from Part VI, line 5 . . . . .	2a	7,101.
b	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	2b	
c	Add lines 2a and 2b . . . . .	2c	7,101.
3	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	879,601.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5	Add lines 3 and 4 . . . . .	5	879,601.
6	Deduction from distributable amount (see instructions). . . . .	6	NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	879,601.

**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	903,415.
b	Program-related investments - total from Part IX-B . . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required) . . . . .	3a	NONE
b	Cash distribution test (attach the required schedule) . . . . .	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	903,415.
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	7,101.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	896,314.

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

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

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7 . . . . .				879,601.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only . . . . .			153,782.	
b Total for prior years 20 <u>12</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009 . . . . .	NONE			
b From 2010 . . . . .	NONE			
c From 2011 . . . . .	NONE			
d From 2012 . . . . .	NONE			
e From 2013 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>903,415.</u>				
a Applied to 2013, but not more than line 2a . . . . .			153,782.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2014 distributable amount . . . . .				749,633.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2014 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 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 . . . . .				129,968.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2010 . . . . .	NONE			
b Excess from 2011 . . . . .	NONE			
c Excess from 2012 . . . . .	NONE			
d Excess from 2013 . . . . .	NONE			
e Excess from 2014 . . . . .	NONE			

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)

Table with columns: Tax year (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include: 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).)

N/A

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

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

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

c Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
UNITED WAY OF COASTAL EMPIRE PO BOX 2946 SAVANNAH GA 31402-2946	N/A	PC	UNRESTRICTED GENERAL SUPPORT	848,932.
JENKINS HIGH SCHOOL 1800 E, DE RENNE AVE. SAVANNAH GA 31406-2148	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,000.
V B JENKINS MEM BOYS CLUB PO BOX 14271 SAVANNAH GA 31416-1271	N/A	PC	UNRESTRICTED GENERAL SUPPORT	500.
<b>Total</b> . . . . . ▶ <b>3a</b>				850,432.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ▶ <b>3b</b>				





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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,565.	3,565.
FOREIGN DIVIDENDS	51,526.	51,526.
NONDIVIDEND DISTRIBUTIONS	8,455.	
DOMESTIC DIVIDENDS	98,144.	98,144.
OTHER INTEREST	39,069.	39,069.
FOREIGN INTEREST	3,148.	3,148.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	8,703.	8,703.
NON-TAXABLE FOREIGN INCOME	-1,437.	
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	636.	636.
NONQUALIFIED FOREIGN DIVIDENDS	21,410.	21,410.
NONQUALIFIED DOMESTIC DIVIDENDS	180,577.	180,577.
	-----	-----
TOTAL	413,796.	406,778.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX REFUND PARTNERSHIP INCOME	7,990.	188.
TOTALS	7,990.	188.

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	2,603.			2,603.
TOTALS	2,603.	NONE	NONE	2,603.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	21,972.	21,972.
TOTALS	21,972.	21,972.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	8,988.	8,988.
EXCISE TAX ESTIMATES	18,000.	
FOREIGN TAXES ON QUALIFIED FOR	198.	198.
FOREIGN TAXES ON NONQUALIFIED	192.	192.
TOTALS	27,378.	9,378.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INVESTMENT FEE	66.	66.
DIVIDEND INVESTMENT EXPENSE -	24,106.	24,106.
PARTNERSHIP EXPENSES		4,946.
TOTALS	24,172.	29,118.

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FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	15,893,656.	15,552,847.	17,302,841.
TOTALS		15,893,656.	15,552,847.	17,302,841.

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Balance Sheet  
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Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	450339 000	450,339 00	450,339.00
001228105	AG MTG INVT TR INC	119 000	2,180.68	2,056.32
00182C103	ANI PHARMACEUTICALS INC	69 000	3,673 09	4,281 45
002474104	AZZ INC	86 000	3,797 08	4,454 80
002824100	ABBOTT LABS	392 000	12,643 82	19,239 36
003654100	ABIOMED INC	120 000	3,001 78	7,887 60
00404A109	ACADIA HEALTHCARE CO INC	178 000	9,755 78	13,942 74
004225108	ACADIA PHARMACEUTICALS INC	65 000	504 20	2,722 20
004498101	ACI WORLDWIDE INC	326 000	6,070 55	8,009 82
00508X203	ACTUANT CORP	288 000	8,330 70	6,649 92
00508Y102	ACUITY BRANDS INC	84 000	10,362 60	15,118 32
00738A106	ADTRAN INC	98 000	1,645 20	1,592.50
007974108	ADVENT SOFTWARE INC	147 000	4,659 17	6,498 87
008252108	AFFILIATED MANAGERS GROUP	68 000	13,874 33	14,864.80
00847X104	AGIOS PHARMACEUTICALS INC	24 000	2,339 01	2,667.36
009128307	AIR METHODS CORP COM	100.000	5,610 96	4,134 00
009363102	AIRGAS INC	81 000	7,452 24	8,568.18
009728106	AKORN INC	116 000	4,998 29	5,064 56
015351109	ALEXION PHARMACEUTICALS INC	375 000	68,582 23	67,788 75
018581108	ALLIANCE DATA SYS CORP	47 000	11,705 58	13,721 18
01988P108	ALLSCRIPTS-MISYS HEALTHCARE	314.000	3,803 02	4,295 52
020002101	ALLSTATE CORP	299 000	17,431.08	19,396 13
02209S103	ALTRIA GROUP INC	357 000	12,235.17	17,460.87
023135106	AMAZON COM INC	97.000	7,811 92	42,106.73
025537101	AMERICAN ELEC PWR INC	111.000	3,424 73	5,879.67
02553E106	AMERICAN EAGLE OUTFITTERS NEW	171 000	2,521 69	2,944 62
025816109	AMERICAN EXPRESS CO	133 000	10,697 82	10,336 76
03027X100	AMERICAN TOWER CORP	1080 000	85,181.60	100,753 20
031162100	AMGEN INC	103.000	8,708 69	15,812 56
032359309	AMTRUST FINL SVCS INC	43 000	1,668 40	2,816 93
035623107	ANN INC	85 000	3,554 69	4,104 65
03662Q105	ANSYS INC	82.000	6,315 81	7,481 68
037411BD6	APACHE CORP	23000 000	22,411 06	21,603 44
03761U106	APOLLO INVT CORP	558 000	4,644 96	3,950 64

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Balance Sheet  
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Cusip	Asset	Units	Basis	Market Value
03762U105	APOLLO COML REAL ESTATE FIN INC	226 000	3,725 27	3,713 18
037833100	APPLE INC	272.000	22,758 82	34,115 60
03937C105	ARCBEST CORP	125 000	4,734 60	3,975 00
039483102	ARCHER DANIELS MIDLAND CO	94 000	4,977 64	4,532.68
042068106	ARM HLDGS PLC	1078.000	43,452 68	53,113 06
04270V106	ARRIS GROUP INC NEW	151 000	4,553 42	4,620 60
044209104	ASHLAND INC	161 000	17,329 08	19,625 90
046353AB4	ASTRAZENECA PLC	29000 000	33,140 57	31,856 21
046433108	ASTRONICS CORP COM	77.000	3,882 80	5,458 53
04685W103	ATHENAHEALTH INC	421 000	52,433 53	48,238 18
053015103	AUTOMATIC DATA PROCESSING INC	133 000	6,389 80	10,670.59
055622104	BP P L C	109 000	5,161 15	4,355 64
05969A105	BANCORP INC	261.000	2,364 35	2,422 08
073295107	BBCN BANCORP INC	545 000	8,051 96	8,060.55
073302101	BE AEROSPACE INC	134 000	8,098 16	7,356 60
084664BS9	BERKSHIRE HATHAWAY FIN CORP	22000 000	22,312.59	22,236 28
09061G101	BIOMARIN PHARMACEUTICAL INC	371 000	23,108 39	50,745 38
091727107	BITAUTO HLDGS LTD	51 000	4,006 05	2,603 55
09247X101	BLACKROCK INC	44.000	8,664 26	15,223 12
097023105	BOEING CO	91 000	5,632 98	12,623 52
109641100	BRINKER INTL INC	39 000	1,987 82	2,248 35
109696104	BRINKS CO	64.000	1,578 23	1,883 52
11133T103	BROADRIDGE FINL SOLUTIONS INC	108 000	4,522.79	5,401 08
117043109	BRUNSWICK CORP	506.000	19,832.69	25,735 16
119848109	BUFFALO WILD WINGS INC	68 000	9,569 97	10,654 92
122017106	BURLINGTON STORES INC	352 000	18,473 88	18,022 40
125581801	CIT GROUP INC	445.000	20,559 35	20,688 05
12572Q105	CME GROUP INC	159.000	10,271 07	14,796 54
125896100	CMS ENERGY CORP	140 000	3,205 98	4,457 60
12621E103	CNO FINL GROUP INC	349.000	5,991 18	6,404 15
126650100	CVS HEALTH CORP	460 000	26,733.34	48,244 80
132011107	CAMBREX CORP	112.000	3,855 75	4,921 28
136385AK7	CANADIAN NAT RES LTD	29000 000	32,435 20	31,204 58
14161H108	CARDTRONICS INC	96 000	2,540 68	3,556.80

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Cusip	Asset	Units	Basis	Market Value
144577103	CARRIZO OIL & CO INC	116 000	6,412 48	5,711 84
14912L4E8	CATERPILLAR FINL SVCS CORP	18000 000	22,210 01	21,191 58
150870103	CELANESE CORP DEL	84 000	5,235 82	6,037 92
151020104	CELGENE CORP	662 000	42,550 71	76,616 57
15117B103	CELLDEX THERAPEUTICS INC	78 000	1,283 22	1,967 16
156782104	CERNER CORP	1403 000	65,020 15	96,891 18
159864107	CHARLES RIV LABORATORIES INTL	129.000	7,833 76	9,073 86
16208T102	CHATHAM LODGING TR	97 000	2,230.33	2,567 59
16359R103	CHEMED CORP	44 000	4,561 91	5,768 40
166764100	CHEVRON CORP	143 000	14,570 47	13,795 21
16938C106	CHINA BIOLOGIC PRODS INC	70 000	3,778 77	8,061 20
169656105	CHIPOTLE MEXICAN GRILL INC	93.000	53,201 10	56,264 07
171232101	CHUBB CORP	105 000	7,836 15	9,989 70
171340102	CHURCH & DWIGHT INC	155 000	10,953 56	12,575 15
171779309	CIENA CORP	208 000	3,719 02	4,925 44
172755100	CIRRUS LOGIC CORP	129.000	3,889 93	4,389 87
17275R102	CISCO SYS INC	491.000	10,758 37	13,482 86
17275RAE2	CISCO SYS INC	19000 000	21,610.73	20,978 66
172967FF3	CITIGROUP INC	6000 000	6,438.78	6,708 12
178787107	CIVEO CORP	254.000	2,317 10	779 78
184496107	CLEAN HBRS INC	113.000	5,825 78	6,072 62
19624R106	COLONY CAPITAL INC	282 000	6,387 67	6,387 30
198516106	COLUMBIA SPORTSWEAR CO	69 000	2,771 08	4,171 74
20030N101	COMCAST CORP	446 000	23,495 63	26,822 44
20030N200	COMCAST CORP	389 000	13,528 56	23,316 66
20030NAU5	COMCAST CORP	19000 000	21,831 67	21,149 66
201723103	COMMERCIAL METALS CO	498 000	8,354 48	8,007 84
205306103	COMPUTER PROGRAMS & SYS INC	44.000	2,580 26	2,350 48
205363104	COMPUTER SCIENCES CORP	407.000	23,400 92	26,715 48
20605P101	CONCHO RES INC	87.000	9,478.62	9,905 82
20825CAR5	CONOCOPHILLIPS	19000.000	22,359.42	21,478 17
212485106	CONVERGYS CORP	810 000	14,748 19	20,646.90
216648402	COOPER COS INC	34 000	6,202 86	6,050.98
217204106	COPART INC	257.000	8,226 06	9,118 36

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Cusip	Asset	Units	Basis	Market Value
22160K105	COSTCO WHSL CORP NEW	345 000	35,255 08	46,595 70
23331A109	D R HORTON INC	536 000	12,605 98	14,664 96
235825205	DANA HLDG CORP	928 000	19,098 16	19,098 24
235851102	DANAHER CORP DEL	215.000	12,157 91	18,401 85
237194105	DARDEN RESTAURANTS INC	198 000	10,196 35	14,073 84
243537107	DECKERS OUTDOOR CORP	63 000	6,116 51	4,534 11
24422ERR2	DEERE JOHN CAP CORP	27000 000	27,452 86	27,242 73
252131107	DEXCOM INC COM	80 000	979 88	6,398 40
25243Q205	DIAGEO PLC	80.000	9,179 75	9,283 20
25278X109	DIAMONDBACK ENERGY INC	54.000	4,288 72	4,070 52
253393102	DICKS SPORTING GOODS INC	106 000	4,667 17	5,487 62
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	20000 000	21,446 89	21,657 20
25468PCW4	DISNEY WALT CO NEW	23000 000	22,697 03	22,249 74
25659T107	DOLBY LABORATORIES INC	102 000	4,053 70	4,047 36
25746U109	DOMINION RES INC VA NEW	61 000	3,057 93	4,079.07
260003108	DOVER CORP	301.000	17,693 19	21,124.18
263534109	DU PONT E I DE NEMOURS & CO	178 000	7,573 08	11,383 10
267475101	DYCOM INDS INC	68 000	2,211 10	4,001.80
26852W103	E-HOUSE CHINA HLDGS LTD	236 000	2,267 94	1,585.92
268648102	EMC CORP	368.000	9,323 74	9,711 52
26875P101	EOG RES INC	153 000	14,757 26	13,395.15
27579R104	EAST WEST BANCORP INC	271 000	9,240 46	12,146 22
277432100	EASTMAN CHEM CO	171 000	13,765 94	13,991.22
283677854	EL PASO ELEC CO	190.000	6,790 18	6,585 40
29099J109	EMERGING MARKETS STOCK	25049 654	1,094,701 88	1,204,334 76
29251M106	ENANTA PHARMACEUTICALS INC	82 000	3,399 83	3,689 18
29265N108	ENERGEN CORP	89 000	5,848.47	6,078 70
29379VAP8	ENTERPRISE PRODS OPER LLC	20000.000	22,483 74	22,260.60
29404K106	ENVESTNET INC	130 000	5,847 39	5,255 90
29413U103	ENVISION HEALTHCARE HLDGS INC	239 000	8,084 68	9,435 72
29444U700	EQUINIX INC	239 000	42,407.73	60,706 00
297178105	ESSEX PPTY TR INC	20 000	4,669 58	4,250 00
298736109	EURONET WORLDWIDE INC	149 000	6,700 92	9,193 30
30231G102	EXXON MOBIL CORP	434 000	32,358 77	36,108 80

## IR TUW III HERSCHEL JENKINS

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## Balance Sheet

06/30/2015

Bank of America



Cusip	Asset	Units	Basis	Market Value
30303M102	FACEBOOK INC	938 000	70,741 87	80,447 57
311900104	FASTENAL CO	257.000	11,932 80	10,840 26
3128M6T65	FEDERAL HOME LN MTG CORP	27998 966	29,906 39	30,261.56
3128MAEP0	FEDERAL HOME LN MTG CORP	26288 550	28,555 93	28,400.83
3128MJMS6	FEDERAL HOME LN MTG CORP	22965 734	24,372 37	24,848.92
3128MJTQ3	FEDERAL HOME LN MTG CORP	65186.690	68,476 58	68,940 79
31292LER2	FED HOME LN MTG CORP	44201 610	46,715 59	46,775 03
31292SCA6	FEDERAL HOME LN MTG CORP	3595 097	3,893 38	3,883 03
3132JPJF0	FEDERAL HOME LN MTG CORP	10156 682	10,550 25	10,741 60
3132M6EW6	FEDERAL HOME LN MTG CORP	6466 679	6,967 84	6,983 82
3132M9TT1	FEDERAL HOME LN MTG CORP	12321.644	13,116 78	13,033 96
3135G0VA8	FEDERAL NATL MTG ASSN	33000.000	32,993 25	33,045 87
3137EADP1	FEDERAL HOME LN MTG CORP	45000 000	44,571 28	44,843 40
3138ASSD5	FEDERAL NATL MTG ASSN	34397 847	36,895 17	37,291 39
3138EJJP4	FEDERAL NATL MTG ASSN	8827 626	9,798 67	9,762.47
3138LRWX6	FEDERAL NATL MTG ASSN	16172.014	16,318 57	16,715 88
3138LYML8	FEDERAL NATL MTG ASSN	9583.620	9,898 10	9,599 43
3138MBMB9	FEDERAL NATL MTG ASSN	17775.635	17,197 93	17,804 96
3138NYQR9	FEDERAL NATL MTG ASSN	41973 981	43,984 14	43,399 00
3138WAHH3	FEDERAL NATL MTG ASSN	25635 095	27,465 60	27,714 36
3138WCQG1	FEDERAL NATL MTG ASSN	55899.066	59,916 81	59,240 15
3138WTUT1	FEDERAL NATL MTG ASSN	3750 929	3,698 17	3,755 36
3138XV4Q0	FEDERAL NATL MTG ASSN	1916 158	2,047 29	2,030.30
3138Y3M57	FEDERAL NATL MTG ASSN	3579 868	3,883.04	3,872 20
3138YHRS1	FEDERAL NATL MTG ASSN	996 691	1,009 78	994 05
3138YPVA7	FEDERAL NATL MTG ASSN	1994.330	2,079 72	2,057 57
31410FYY5	FEDERAL NATL MTG ASSN	6141.705	6,773 15	6,777 74
31410LNY4	FEDERAL NATL MTG ASSN	51215.770	55,985 24	56,494.07
31418AX60	FEDERAL NATL MTG ASSN	1797 447	1,839 58	1,856 37
31418BG34	FEDERAL NATL MTG ASSN	960 311	1,022 74	1,018 37
31419GYQ1	FEDERAL NATL MTG ASSN	15253 057	15,856 01	15,757 78
31620M106	FIDELITY NATL INFORMATION SVCS	275 000	13,125 09	16,995 00
31620R303	FNF GROUP	422 000	11,503 21	15,609 78
316773100	FIFTH THIRD BANCORP	697 000	13,320 58	14,511 54

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Cusip	Asset	Units	Basis	Market Value
31678A103	FIFTH ST FIN CORP	390 000	3,634.25	2,554 50
317485100	FINANCIAL ENGINES INC	103 000	3,016 50	4,375 44
31787A507	FINISAR CORP	183.000	3,262 23	3,270 21
317923100	FINISH LINE INC	131.000	3,878 90	3,644 42
320517105	FIRST HORIZON NATL CORP	324 000	4,082 37	5,077 08
33582V108	FIRST NIAGARA FINL GROUP INC	1135 000	9,802 93	10,714 40
337738108	FISERV INC	159.000	11,317 16	13,169 97
34959E109	FORTINET INC	358 000	9,263 75	14,796 14
34964C106	FORTUNE BRANDS HOME & SEC INC	137 000	5,750 81	6,277 34
354613101	FRANKLIN RES INC	396.000	20,017 26	19,415.88
35471R106	FRANKLIN STR PPTYS CORP	454.000	5,194 45	5,134.74
36191G107	GNC HLDGS INC	91.000	3,615 12	4,047 68
36237H101	G-III APPAREL GROUP LTD	116 000	4,909 08	8,160 60
366651107	GARTNER GROUP INC NEW	150 000	11,258 15	12,867.00
369604103	GENERAL ELEC CO	364 000	9,405 45	9,671 48
36962G3P7	GENERAL ELEC CAP CORP	28000.000	32,796.15	33,488 84
370334104	GENERAL MLS INC	549.000	23,621.93	30,590.28
37247D106	GENWORTH FINL INC	564 000	6,854 65	4,269 48
375558103	GILEAD SCIENCES INC	134 000	13,263 56	15,688 72
377316104	GLATFELTER	188 000	4,365 33	4,134 12
378967103	GLOBAL CASH ACCESS HLDGS INC	237 000	1,687 61	1,834 38
37940X102	GLOBAL PMTS INC	78 000	5,564 13	8,069 10
379577208	GLOBUS MED INC CL A	328 000	6,504 19	8,419 76
38141EA58	GOLDMAN SACHS GROUP INC	20000.000	21,138 87	22,270 40
38141G104	GOLDMAN SACHS GROUP INC	149.000	20,429 14	31,109 71
38259P706	GOOGLE INC	177 000	76,324.80	92,130 27
391164100	GREAT PLAINS ENERGY INC	491 000	11,814 43	11,862 56
39304D102	GREEN DOT CORP	214 000	4,778.14	4,091 68
395259104	GREENHILL & CO INC	228 000	10,703 12	9,423 24
401617105	GUESS INC	46 000	1,038 02	881 82
404132102	HCC INS HLDGS INC	324 000	15,834 41	24,896 16
40418F108	HFF INC	178 000	5,379 16	7,427.94
405024100	HAEMONETICS CORP	111 000	4,394.00	4,590 96
410345102	HANESBRANDS INC	195 000	3,999 95	6,497 40

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Cusip	Asset	Units	Basis	Market Value
413086109	HARMAN INTL INDS INC	75 000	9,418 46	8,920 50
413160102	HARMONIC INC	387 000	2,499 98	2,643.21
415864107	HARSCO CORP	98 000	1,630 83	1,617.00
418056107	HASBRO INC	166 000	9,188 89	12,415 14
41902R103	HATTERAS FINL CORP	186 000	3,375 63	3,031 80
42222G108	HEALTH NET INC	87 000	4,068 36	5,578.44
42235N108	HEARTLAND PMT SYS INC	171.000	8,358 43	9,242.55
428291108	HEXCEL CORP NEW	98 000	3,846 49	4,874 52
437076102	HOME DEPOT INC	203 000	12,653 33	22,559 39
437076AU6	HOME DEPOT INC	20000.000	22,967 01	22,782 20
43739Q100	HOMEAWAY INC	315 000	10,928 79	9,802 80
438516106	HONEYWELL INTL INC	401 000	24,992 15	40,889.97
445658107	HUNT J B TRANS SVCS INC	145 000	10,569 79	11,903.05
452308109	ILLINOIS TOOL WKS INC	170 000	14,201 13	15,604 30
452327109	ILLUMINA INC	401.000	61,569 00	87,562 36
45667G103	INFINERA CORP	291 000	5,036 13	6,105 18
457461200	INLAND REAL ESTATE CORP	397 000	4,001.63	3,739 74
45784P101	INSULET CORP	68.000	1,409.16	2,106 98
458118106	INTEGRATED DEVICE TECHNOLOGY	582.000	9,163.67	12,629 40
458140100	INTEL CORP	494.000	10,001 28	15,025 01
45841N107	INTERACTIVE BROKERS GROUP INC	165 000	4,187.68	6,857 40
459200101	INTERNATIONAL BUSINESS MACHS	53 000	9,950.65	8,620 98
46069S109	INTERSIL CORP	190.000	2,846.14	2,376 90
46145F105	INVESTMENT TECHNOLOGY GRP NEW	48 000	803 82	1,190 40
46146L101	INVESTORS BANCORP INC NEW	1189.000	12,255 96	14,624 70
464287507	ISHARES CORE S&P MID CAP ETF	3467.000	347,742.60	519,980 66
464287655	ISHARES RUSSELL 2000 ETF	4034 000	361,904.60	503,685 24
46625H100	J P MORGAN CHASE & CO	1152 000	45,658 11	78,059 52
46625HJT8	JPMORGAN CHASE & CO	42000.000	43,377.88	42,684 60
47102X105	JANUS CAP GROUP INC	493.000	7,241.75	8,440 16
478160104	JOHNSON & JOHNSON	511.000	33,926.85	49,802.06
478366107	JOHNSON CTLS INC	330.000	9,620 42	16,344 90
48138L107	JUMEI INTL HLDG LTD	140 000	3,340 30	3,197.60
482539103	KLX INC	193 000	8,172 66	8,517 09

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48562P103	KAPSTONE PAPER & PACKAGING	169 000	5,133 66	3,907 28
489170100	KENNAMETAL INC	135 000	4,931 43	4,606 20
492515101	KERYX BIOPHARMACEUTICALS INC	273 000	3,554 43	2,724 54
49338L103	KEYSIGHT TECHNOLOGIES INC	382.000	12,868 55	11,914 58
494368103	KIMBERLY CLARK CORP	112 000	9,047 41	11,868 64
494550BT2	KINDER MORGAN ENERGY PARTNERS	22000 000	21,883.60	21,692 00
49456B101	KINDER MORGAN INC DEL	172.000	7,046.84	6,603 08
50060P106	KOPPERS HLDGS INC	141 000	4,535 60	3,485 52
500643200	KORN FERRY INTL	149 000	3,989 58	5,180.73
501889208	LKQ CORP	507 000	13,775 05	15,334 22
502160104	LSB INDS INC	90 000	4,023 91	3,675 60
50540R409	LABORATORY CORP AMER HLDGS	75.000	9,298 71	9,091 50
534187109	LINCOLN NATL CORP IND	459 000	25,222.00	27,181 98
53578A108	LINKEDIN CORP	279 000	42,390 00	57,649 77
536797103	LITHIA MTRS INC	59 000	4,554 63	6,676 44
539830109	LOCKHEED MARTIN CORP	60 000	11,393.90	11,154 00
55261F104	M & T BK CORP	147 000	18,512 81	18,364.71
55345K103	MRC GLOBAL INC	351 000	7,030 02	5,419.44
553777103	MTS SYS CORP	94 000	6,508 55	6,481.30
55616P104	MACYS INC	148.000	6,226.65	9,985 56
55973B110	MAGNUM HUNTER RES CORP DEL	100 000	0 00	11 79
562750109	MANHATTAN ASSOCS INC	129 000	4,346.67	7,694 85
57060D108	MARKETAXESS HLDGS INC	36.000	2,161 80	3,339 72
571748102	MARSH & MCLENNAN COS INC	190 000	6,512.25	10,773 00
574795100	MASIMO CORP	87 000	1,835 50	3,370 38
576485205	MATADOR RES CO	123 000	3,172.16	3,075 00
576853105	MATRIX SVC CO	158 000	4,014.78	2,888 24
57686G105	MATSON INC	109.000	2,826.51	4,582 36
577933104	MAXIMUS INC	98 000	4,018 97	6,441.54
579780206	MCCORMICK & CO INC	130 000	8,630 71	10,523 50
580135101	MCDONALDS CORP	86 000	7,333.22	8,176 02
582839106	MEAD JOHNSON NUTRITION CO	624 000	49,530.31	56,297 28
58471A105	MEDIDATA SOLUTIONS INC	98 000	4,452 73	5,323.36
587200106	MENTOR GRAPHICS CORP	169 000	3,641 93	4,466.67

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58933Y105	MERCK & CO INC	868 000	44,749 46	49,415 24
59156R108	METLIFE INC	425 000	13,299 19	23,795 75
594918104	MICROSOFT CORP	586.000	15,863 02	25,871.90
594918BD5	MICROSOFT CORP	34000.000	33,817.76	30,655 76
596278101	MIDDLEBY CORP	103.000	9,219 05	11,559 69
60877T100	MOMENTA PHARMACEUTICALS INC	98 000	1,048 06	2,235 38
61174X109	MONSTER BEVERAGE CORP	299 000	40,846 04	40,071 98
61747YDT9	MORGAN STANLEY	20000 000	20,276 66	21,099 00
61761JVL0	MORGAN STANLEY	22000 000	22,048 90	21,910 90
626717102	MURPHY OIL CORP	274 000	15,694 69	11,390.18
631103108	NASDAQ INC	309 000	11,762 18	15,082.29
639050103	NATUS MEDICAL INC COM	124.000	3,560.65	5,277 44
641069406	NESTLE S A	234 000	12,750.25	16,901.12
65339F101	NEXTERA ENERGY INC	70 000	4,788 64	6,862.10
655664100	NORDSTROM INC	301.000	20,756 93	22,424.50
666807102	NORTHROP GRUMMAN CORP	141.000	21,851 96	22,366 83
66989HAG3	NOVARTIS CAP CORP	22000 000	21,875 90	22,324.72
67103H107	O REILLY AUTOMOTIVE INC	55 000	8,346.32	12,428.90
674599105	OCCIDENTAL PETE CORP DEL	306 000	19,898 54	23,797 62
675232102	OCEANEERING INTL INC	153 000	10,317 04	7,128 27
683745103	OPHTHOTECH CORP	68 000	2,610 94	3,540 08
68389XBC8	ORACLE CORP	23000 000	22,073 56	22,135 66
690768403	OWENS ILL INC	680 000	18,166 49	15,599 20
69318G106	PBF ENERGY INC	119 000	2,762 79	3,381 98
69331C108	PG&E CORP	522 000	24,963 70	25,630 20
693390700	PIMCO TOTAL RETURN FUND	63591.695	686,661 38	672,800 13
693390841	PIMCO HIGH YIELD FD	51594 250	478,546.62	468,991 73
693475105	PNC FINL SVCS GROUP INC	134 000	7,252 08	12,817.10
693506107	PPG INDS INC	140.000	15,732 60	16,060 80
69354N106	PRA GROUP INC	78.000	4,286 26	4,860 18
695156109	PACKAGING CORP AMER	200.000	13,669 44	12,498 00
701094104	PARKER HANNIFIN CORP	50.000	3,969 37	5,816 50
703481101	PATTERSON-UTI ENERGY INC	118.000	2,167 94	2,220 17
713448108	PEPSICO INC	147.000	14,062 84	13,720.98

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717081103	PFIZER INC	1350 000	25,340 49	45,265 50
71714F104	PHARMERICA CORP	39 000	1,003 47	1,298 70
718172109	PHILIP MORRIS INTL INC	621.000	52,326 82	49,785 57
720186105	PIEDMONT NAT GAS INC	319 000	10,996 81	11,263 89
723456109	PINNACLE ENTMT INC	78 000	2,038 58	2,907 84
723484101	PINNACLE WEST CAP CORP	326 000	18,179 74	18,546 14
731068102	POLARIS INDS INC	76 000	11,357.96	11,256.36
739276103	POWER INTEGRATIONS INC	79 000	4,063 25	3,569.22
73935S105	POWERSHARES DB COMMODITY	33575 000	818,480 07	604,350 00
74144T108	PRICE T ROWE GROUP INC	82.000	5,221 76	6,373 86
741503403	PRICELINE GROUP INC	68 000	45,437.91	78,293 16
74164F103	PRIMORIS SVCS CORP	95 000	2,702 08	1,881.00
742718109	PROCTER & GAMBLE CO	177 000	11,853 34	13,848 48
742962103	PRIVATEBANCORP INC	75 000	2,243 16	2,986 50
743713109	PROTO LABS INC	58 000	4,170 56	3,913 84
744320102	PRUDENTIAL FINL INC	112.000	2,566 58	9,802 24
74460D109	PUBLIC STORAGE INC	77 000	13,277 25	14,196.49
74733V100	QEP RES INC	403.000	12,686 61	7,459.53
747525103	QUALCOMM INC	457 000	18,312 74	28,621 91
754907103	RAYONIER INC	55 000	1,420.46	1,405 25
75508B104	RAYONIER ADVANCED MATLS INC	246 000	6,262.67	3,999 96
755111507	RAYTHEON CO	166.000	9,235.62	15,882.88
760759100	REPUBLIC SVCS INC	156 000	6,140 16	6,110 52
761283100	RESTORATION HARDWARE HLDGS INC	66 000	5,520 61	6,443 58
761713106	REYNOLDS AMERN INC	239 035	18,054 47	17,846 35
771195104	ROCHE HLDG LTD	341 000	12,243 95	11,950 00
773903109	ROCKWELL AUTOMATION INC	83 000	9,414 04	10,345.12
780259206	ROYAL DUTCH SHELL PLC	135 000	8,946 24	7,696 35
78355W106	RYDEX ETF TR	7500 000	605,287 50	598,500 00
78377T107	RYMAN HOSPITALITY PPTYS INC	38 000	1,823 04	2,018 18
78709Y105	SAIA INC	116 000	5,800 26	4,557.64
79466L302	SALESFORCE COM INC	1666 000	56,632 13	116,003 58
79546E104	SALLY BEAUTY HLDGS INC	322 000	9,776.66	10,168 76
806857108	SCHLUMBERGER LTD	622 000	47,843 01	53,610 18

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Cusip	Asset	Units	Basis	Market Value
808513105	SCHWAB CHARLES CORP NEW	1336 000	23,588 54	43,620 40
811904101	SEACOR HLDGS INC	161 000	12,454 41	11,421 34
816851109	SEMPRA ENERGY	56 000	3,674 16	5,540 64
81762P102	SERVICENOW INC	1025 000	61,126 40	76,167.75
822582AW2	SHELL INTL FIN B V	22000 000	22,066 76	22,214 50
824348106	SHERWIN WILLIAMS CO	46 000	6,909 20	12,650 92
827048109	SILGAN HOLDINGS INC	87 000	4,138.22	4,590 12
828806109	SIMON PPTY GROUP INC NEW	45 000	6,812 00	7,785 90
830566105	SKECHERS U S A INC	114.000	6,030.30	12,516 06
83088M102	SKYWORKS SOLUTIONS INC	63.000	3,686 03	6,558 30
831865209	SMITH A O	181 000	11,365 76	13,028.38
845467109	SOUTHWESTERN ENERGY CO	342 000	12,126.89	7,773 66
848637104	SPLUNK INC	718 000	36,257 45	49,987 16
852891100	STANCORP FINL GROUP INC	92 000	5,907 60	6,956 12
855244109	STARBUCKS CORP	1718 000	49,548 07	92,110 57
85571B105	STARWOOD PPTY TR INC	93.000	2,090 49	2,006 01
85571W109	STARWOOD WAYPOINT RESIDENTIAL	38 000	983 20	902 88
857477103	STATE STR CORP	135 000	7,996.36	10,395 00
858155203	STEELCASE INC	567 000	9,448 09	10,721 97
858912108	STERICYCLE INC	106.000	12,282 19	14,194 46
859152100	STERIS CORP	81.000	4,498 89	5,219.64
86800U104	SUPER MICRO COMPUTER INC	94.000	3,911 87	2,780 52
871237103	SYKES ENTERPRISES INC	196 000	2,802 69	4,753.00
87151Q106	SYMETRA FINL CORP	291 000	6,862 74	7,033 47
87157D109	SYNAPTICS INC	46.000	3,049 31	3,989 81
871607107	SYNOPSYS INC	127.000	6,095 01	6,432.55
87162H103	SYNTEL INC	116 000	5,074 39	5,507 68
872275102	TCF FINL CORP	391 000	6,208 26	6,494.51
875372104	TANDEM DIABETES CARE INC	97 000	1,329 87	1,051 48
87612E106	TARGET CORP	206.000	10,647.12	16,815 78
880208400	TEMPLETON GLOBAL BD FUND	13786.165	179,000.00	168,329 07
880779103	TEREX CORP NEW	209 000	6,246 49	4,859 25
881609101	TESORO CORP	32 000	1,909.76	2,701 12
88162F105	TETRA TECHNOLOGIES INC DEL	606 000	5,727.31	3,866 28

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Cusip	Asset	Units	Basis	Market Value
882508104	TEXAS INSTRS INC	462 000	17,379 01	23,797 62
883556102	THERMO FISHER SCIENTIFIC CORP	112 000	4,483 23	14,533 12
88579Y101	3M CO	69 000	6,105 69	10,646 70
886423102	TIDEWATER INC	167 000	4,137.77	3,795 91
886547108	TIFFANY & CO NEW	570 000	46,644 18	52,326 00
887317303	TIME WARNER INC	420.000	32,160 01	36,712 20
89233P6S0	TOYOTA MTR CR CORP	22000 000	22,003 12	22,056 10
892356106	TRACTOR SUPPLY CO	167.000	10,202 42	15,019 98
893641100	TRANSDIGM GROUP INC	98 000	18,123 95	22,017 66
89417E109	TRAVELERS COS INC	282 000	17,221 84	27,258 12
896239100	TRIMBLE NAVIGATION LTD	316 000	9,543 20	7,413 36
899896104	TUPPERWARE BRANDS CORP	67 000	4,729 54	4,324 18
8EQO29993	MAN FRM ALTERNATIVE MULTI-	722 800	1,162,660.61	1,200,441 03
8EQQ69994	GROSVENOR REGISTERED MULTI-	600 016	600,000.00	603,691 22
901109108	TUTOR PERINI CORP	158 000	4,397.09	3,409 64
902681105	UGI CORP NEW	176.000	5,995.74	6,063 20
902973304	US BANCORP DEL	431 000	16,228.61	18,705.40
90346E103	U S SILICA HLDGS INC	83 000	5,373.93	2,436 88
90385D107	ULTIMATE SOFTWARE GROUP INC	68 000	9,794 03	11,175 12
904311107	UNDER ARMOUR INC	564 000	38,208.40	47,060 16
911163103	UNITED NAT FOODS INC	93 000	6,159.24	5,922 24
911312106	UNITED PARCEL SVC INC	237 000	18,908 41	22,967 67
911312AH9	UNITED PARCEL SVC INC	19000 000	21,873 58	20,952 82
911363109	UNITED RENTALS INC	110.000	12,151.76	9,638 20
912810FS2	UNITED STATES TREAS NT	61983.480	71,984 48	71,155.18
912810QW1	UNITED STATES TREAS BD	20000 000	22,299 76	19,595 40
912810RE0	UNITED STATES TREAS BDS	72000 000	76,042 71	79,160 40
912828D56	UNITED STATES TREAS NTS	54000 000	56,315 94	54,291 06
912828F62	UNITED STATES TREAS NT	87000.000	86,918 54	87,047 85
912828KQ2	UNITED STATES TREAS NT	32000 000	34,778 23	34,147 52
912828RJ1	UNITED STATES TREAS NT	133000 000	133,846 93	134,008 14
912828SF8	UNITED STATES TREAS NTS	22000 000	22,400 56	21,996 48
912828SS0	UNITED STATES TREAS NTS	25000 000	25,071.87	25,127 00
912828TK6	UNITED STATES TREAS NT	48000 000	47,866 71	48,003 84

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Cusip	Asset	Units	Basis	Market Value
912828TM2	UNITED STATES TREAS NT	22000 000	21,809 22	21,962 16
912828TY6	UNITED STATES TREAS NT	85000 000	77,157.76	82,164 40
912828UZ1	UNITED STATES TREAS NT	49000 000	47,308 64	48,559 98
912828VS6	UNITED STATES TREAS NT	2000 000	1,980 63	2,043.12
912828WD8	UNITED STATES TREAS NT	34000 000	33,954 84	34,116 96
913017109	UNITED TECHNOLOGIES CORP	345 000	23,863 55	38,270 85
913903100	UNIVERSAL HLTH SVCS INC	175.000	19,602 31	24,867 50
918204108	V F CORP	78 000	3,075 76	5,439 72
921943858	VANGUARD FTSE DEVELOPED	13093 000	467,006 78	519,137 45
922908553	VANGUARD REIT	12405 000	849,884 06	926,529 45
92343V104	VERIZON COMMUNICATIONS INC	978 000	43,786.99	45,584 58
92343VBT0	VERIZON COMMUNICATIONS INC	17000 000	18,418.05	19,885 75
92343X100	VERINT SYS INC	98.000	5,367.59	5,953 01
92826C839	VISA INC	1352 000	46,978 04	90,786 80
92827P102	VIRTUSA CORP	108.000	3,831.83	5,551 20
92828Q109	VIRTUS INVT PARTNERS INC	27 000	4,630.03	3,570 75
92849E101	VITAMIN SHOPPE INC	60 000	2,791 19	2,236 20
92912L107	VOXELJET AG	50.000	795 65	342 00
92927K102	WABCO HLDGS INC	86 000	8,042 72	10,639 92
929352102	WUXI PHARMATECH CAYMAN INC	140 000	4,947.59	5,916 40
92939U106	WEC ENERGY GROUP INC	88.000	3,200 56	3,957 36
929903DT6	WACHOVIA CORP	20000 000	22,264 59	21,723 40
931142103	WAL-MART STORES INC	214 000	16,941 34	15,179 02
931142DF7	WAL-MART STORES INC	33000 000	32,943 45	32,873 94
94106L109	WASTE MGMT INC DEL	111 000	3,483 17	5,144 85
942622200	WATSCO INC	72 000	6,234 47	8,909 28
949746101	WELLS FARGO & CO	1246.000	43,907 09	70,075 04
94974BGA2	WELLS FARGO & CO NEW	23000 000	22,633 38	22,647 18
950755108	WERNER ENTERPRISES INC	733 000	18,351 68	19,241 25
968223206	WILEY JOHN & SONS INC	36.000	2,084.76	1,957 32
98310W108	WYNDHAM WORLDWIDE CORP	249.000	20,437 55	20,395 59
99Z466197	INTERNATIONAL FOCUSED EQUITY	118128.185	1,198,599.33	1,453,945 33
G0177J108	ALLERGAN PLC	180 000	55,634.78	54,622 80
G1151C101	ACCENTURE PLC	423 000	29,074 57	40,937 94

IR TUW III HERSCHEL JENKINS  
58-6346914  
Balance Sheet  
06/30/2015



Cusip	Asset	Units	Basis	Market Value
G27823106	DELPHI AUTOMOTIVE PLC	343 000	16,636 18	29,185 87
G29183103	EATON CORP PLC	118 000	7,913 80	7,963 82
G30397106	ENDURANCE SPECIALITY HLDGS LTD	216 000	12,158.61	14,191 20
G3922B107	GENPACT LTD	484 000	10,356 00	10,323 72
G4617B105	HORIZON PHARMA PLC	208 000	3,951 50	7,225 92
G4705A100	ICON PLC	131 000	7,448 62	8,816 30
G491BT108	INVESCO LTD	129 000	5,226 43	4,836 21
G5876H105	MARVELL TECHNOLOGY GROUP LTD	957 000	13,392 83	12,618 05
G5960L103	MEDTRONIC PLC	522 000	39,968 81	38,680 20
G7S00T104	PENTAIR PLC	76 000	4,941 14	5,225 00
G91442106	TYCO INTL PLC	343 000	14,439 90	13,198 64
G9618E107	WHITE MTNS INS GROUP LTD	11 000	7,005 17	7,204 34
G97822103	PERRIGO CO	77 000	11,757 90	14,231 91
H0023R105	ACE LTD	875 000	72,346 80	88,970.00
M20598104	CAESAR STONE SDOT YAM LTD	95 000	4,906 31	6,511 30
M81873107	RADWARE LTD	214 000	4,704 84	4,750 80
N20146101	CIMPRESS NV	46 000	3,868 76	3,871 36
N22035104	CONSTELLIUM NV CL A	116 000	2,949 58	1,372.28
N51488117	MOBILEYE NV	1311 000	48,679 59	69,705 87
N53745100	LYONDELLBASELL INDUSTRIES NV	56.000	4,809 60	5,797 12
V7780T103	ROYAL CARIBBEAN CRUISES LTD	85 000	6,591 89	6,688 65
		Totals	16,003,186 04	17,753,179 51

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
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DESCRIPTION -----	AMOUNT -----
ROUNDING	8.
ACCRUED INTEREST ADJUSTMENT	1,089.
PARTNERSHIP ADJUSTMENT	212,024.
TRANSACTION ADJUSTMENT	144.
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TOTAL	213,265.
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FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

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DESCRIPTION -----	AMOUNT -----
COST ADJUSTMENTS	16,581.
ADJUST FOR YEAR END SALES	12,970.
INFLATION INDEX BOND ADJUSTMENT	757.
COMMON TRUST FUND ADJUSTMENT	26,480.
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TOTAL	56,788.
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GAINS AND LOSSES FROM PASS-THRU ENTITIES  
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NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS -41,508.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-41,508.00  
=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS -5,775.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-212,024.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-217,799.00  
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IR TUW III HERSCHEL JENKINS

58-6346914

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
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NAME: BANK OF AMERICA, NA

ADDRESS: P.O. BOX 40200, FL9-100-10-19  
JACKSONVILLE, FL 32203

TELEPHONE NUMBER: (877)446-1410

STATEMENT 12

IR TUW III HERSCHEL JENKINS

58-6346914

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

OFFICER NAME:

BANK OF AMERICA, NA.

ADDRESS:

PO BOX 40200

JACKSONVILLE, FL 32203-0200

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 125,950.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION:

125,950.

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FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.