Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation: RICHARD AND FRANCINE LOEB FAMILY FOUNDATION

A Employer identification number: 20-0334683

Number and street (or P.O box number if mail is not delivered to street address): 1000 SECOND AVENUE, 34TH FLOOR

Room/suite:

B Telephone number (see instructions): (206) 677-0300

City or town, state or province, country, and ZIP or foreign postal code: SEATTLE, WA 98104-1022

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,589,504.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	14.	14.		ATCH 1
	4	Dividends and interest from securities	146,921.	146,921.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-48,075.			
	b	Gross sales price for all assets on line 6a 1,082,894.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications			30,000.	
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	98,860.	146,935.	30,000.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) [3]	33,112.	29,112.		4,000.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [4]	1,737.	564.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	58.			50.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,907.	29,676.		4,050.
	25	Contributions, gifts, grants paid	290,000.			290,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	324,907.	29,676.	0.	294,050.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-226,047.			
	b	**Net investment income** (if negative, enter -0-)		117,259.		
	c	**Adjusted net income** (if negative, enter -0-)			30,000.	

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JSA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2015)

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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	181,037.	37,153.	37,153.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 6	4,600.	3,360.	3,360.
	10a	Investments - U.S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	2,726,741.	2,610,703.	2,610,703.
	c	Investments - corporate bonds (attach schedule) ATCH 8		202,250.	202,250.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	3,153,340.	2,736,038.	2,736,038.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 10)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,065,718.	5,589,504.	5,589,504.
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 ▶ ATCH 11)	3,358.	1,173.	
	23	Total liabilities (add lines 17 through 22)	3,358.	1,173.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,062,360.	5,588,331.	
	30	Total net assets or fund balances (see instructions)	6,062,360.	5,588,331.	
	31	Total liabilities and net assets/fund balances (see instructions)	6,065,718.	5,589,504.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,062,360.
2	Enter amount from Part I, line 27a	2	-226,047.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,836,313.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	247,982.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,588,331.

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	-48,075.
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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2014	233,025.	6,077,748.	0.038341
2013	181,606.	5,781,295.	0.031413
2012	164,049.	5,385,809.	0.030459
2011	105,350.	5,354,478.	0.019675
2010	169,000.	2,714,505.	0.062258

2	Total of line 1, column (d)	2	0.182146
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	0.036429
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	5,936,602.
5	Multiply line 4 by line 3	5	216,264.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,173.
7	Add lines 5 and 6	7	217,437.
8	Enter qualifying distributions from Part XII, line 4	8	294,050.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	1,173.
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	1,173.
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	1,173.
6	Credits/Payments:				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	3,360.		
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	3,360.
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	2,187.
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax ▶ 1,200. Refunded ▶			11	987.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION MANAGEMENT GRP LLC Telephone no ▶ 206-667-0300

Located at ▶ 1000 SECOND AVENUE, 34TH FLOOR SEATTLE, WA ZIP+4 ▶ 98104

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

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ 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 ☒ No			
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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 13		0.	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
NONE		0.

Total number of others receiving over $50,000 for professional services . . . . ▶	

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	5,819,389.
b	Average of monthly cash balances	1b	207,618.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,027,007.
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	6,027,007.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	90,405.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,936,602.
6	Minimum investment return. Enter 5% of line 5	6	296,830.

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	296,830.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,173.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,173.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	295,657.
4	Recoveries of amounts treated as qualifying distributions			4	30,000.
5	Add lines 3 and 4			5	325,657.
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	325,657.

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	294,050.
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	294,050.
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	1,173.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	292,877.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				325,657.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only				
b Total for prior years: 20 13 ,20 12 ,20 11				
3 Excess distributions carryover, if any, to 2015:				
a From 2010 ...... 37,743.				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	37,743.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 294,050.				
a Applied to 2014, 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 2015 distributable amount				294,050.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (*If an amount appears in column (d), the same amount must be shown in column (a).*)	31,607.			31,607.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,136.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				
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 2010 not applied on line 5 or line 7 (see instructions)	6,136.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

RICHARD AND FRANCINE LOEB

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 14				
Total ▶ 3a				290,000.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) 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	14.	
4 Dividends and interest from securities			14	146,921.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-48,075.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				98,860.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 98,860.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date: 4-21-2016 — Title: Secretary

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MADALINA DOBRA	MADALINA DOBRA	04/07/2016		P01327561

Firm's name ▶ FOUNDATION MANAGEMENT GROUP, LLC — Firm's EIN ▶ 91-2003136

Firm's address ▶ 1000 2ND AVE 34TH FLOOR SEATTLE, WA 98104-1022 — Phone no 206-667-0300

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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					87,232.	
		JP MORGAN SHORT-TERM SALES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
41,027.		41,112.					-85.	
		JP MORGAN LONG-TERM SALES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
954,635.		1,089,857.					-135,222.	
TOTAL GAIN(LOSS)							-48,075.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO		1.	1.
J.P. MORGAN		13.	13.
	TOTAL	14.	14.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
J.P. MORGAN		146,921.	146,921.
	TOTAL	146,921.	146,921.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MGMT FEES PAID TO FOUNDATION MANAGEMENT GROUP, LLC	5,000.	1,000.		4,000.
BROKER FEES TO J.P. MORGAN	28,112.	28,112.		
TOTALS	33,112.	29,112.		4,000.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	1,173.			
FOREIGN TAX WITHHELD	564.	564.		
TOTALS	1,737.	564.		

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LICENSES	35.			35.
BANK CHARGES	15.			15.
EXCISE TAX PENALTIES	8.			
TOTALS	58.			50.

ATTACHMENT 6

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID FEDERAL EXCISE TAXES	3,360.	3,360.
TOTALS	3,360.	3,360.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
J.P. MORGAN EQUITIES HOLDINGS	2,610,703.	2,610,703.
TOTALS	2,610,703.	2,610,703.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
J.P. MORGAN CORPORATE BONDS HOLDINGS	202,250.	202,250.
TOTALS	202,250.	202,250.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
J.P. MORGAN MUTUAL FUNDS	2,246,801.	2,246,801.
ALKEON GROWTH OFFSHORE FUND	489,237.	489,237.
TOTALS	2,736,038.	2,736,038.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ORGANIZATIONAL COSTS	1,250.	1,250.
ACCUMULATED AMORTIZATION	-1,250.	-1,250.
TOTALS		

ATTACHMENT 11

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
FEDERAL EXCISE TAX	1,173.
TOTALS	1,173.

ATTACHMENT 12

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED LOSS ON INVESTMENTS		247,982.
	TOTAL	247,982.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RICHARD LOEB 1000 SECOND AVENUE, SUITE 3400 SEATTLE, WA 98104	PRESIDENT/TREASURER 2.00	0.	0.	0.
FRANCINE LOEB 1000 SECOND AVENUE, SUITE 3400 SEATTLE, WA 98104	VICE PRESIDENT 2.00	0.	0.	0.
DAN ASHER 1000 SECOND AVENUE, SUITE 3400 SEATTLE, WA 98104	SECRETARY 2.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. MARY'S FOOD BANK 2831 N. 31ST AVENUE PHOENIX, AZ 85009	NONE PC	TO SUPPORT THE SCHOOL PANTRY PILOT PROGRAM	100,000.
CHILDREN'S HOSPITAL FOUNDATION PO BOX 50020/S-200 SEATTLE, WA 98145	NONE PC	TO PROVIDE SUPPORT TO THE DEPARTMENT OF CHILDHOOD COMMUNICATIONS	165,000.
NW SCHOOL FOR DEAF AND THE HEARING IMPAIRED PO BOX 33666 SEATTLE, WA 98133	NONE PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	25,000.
		TOTAL CONTRIBUTIONS PAID	290,000.

FEDERAL FOOTNOTES

FORM 990-PF, PART I, LINE 9 (C) AND PART XI, LINE 4

GRANT RECOVERIES - FAILED PASS-THROUGH PER REG. 53.4942(A)-3(C)(2)(I)	$30,000

BALANCE SHEET DETAIL

EQUITIES

Equities & Options

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
ALTRIA GROUP INC SYMBOL MO	CASH	07/14/05	500	58 21	29,105	15 51	7,753	21,352 LT	1,130	3 88
DOUBLELINE INCOME SOLUTIONS FD COM SYMBOL DSL	CASH	C	11,000	16.22	178,420	20 11	221,238	-42,818	19,800	11.10
		05/17/15 C	3,500		56,770	20 04	70 155	-13,385 ST		
		06/18/15 C	7,500		121 650	20 14	151,084	-29,434 ST		
EXXON MOBIL CORP SYMBOL XOM	CASH	01/04/05	250	77.95	19,488	50 53	12,633	6,856 LT	730	3.75
GENERAL ELECTRIC COMPANY COM SYMBOL GE	CASH	07/14/05	500	31.15	15,575	35 89	17,943	-2,368 LT	460	2 95
JOHNSON & JOHNSON SYMBOL JNJ	CASH	01/04/05	250	102.72	25,680	63 22	15,805	9,875 LT	750	2 92
PHILIP MORRIS INTERNATIONAL INC SYMBOL PM	CASH	07/14/05	500	87 91	43,955	35 33	17,666	26,289 LT	2,040	4 64
PIMCO DYNAMIC CR INCOME FD COM SHS SYMBOL PCI	CASH	01/29/13 C	8,000	18 03	144,240	25 07	200,525	-56,285 LT	15,752	10 92
PEPSICO INC SYMBOL PEP	CASH	07/14/05	500	99.92	49,960	55 89	27,943	22,018 LT	1,405	2.81
PROCTER & GAMBLE CO SYMBOL PG	CASH	01/04/05	250	79.41	19,853	55 56	13,890	5,963 LT	663	3.34
Total Equities & Options					$526,276		$535,396	$-9,118	$42,730	

MUTUAL FUNDS

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
	CASH	C	9,546 133	9.94	94,889	18 42	175,830	-80,941	3,933	4 14
		C	9,183 891		91,288	18 71	171,801	80,512 LT		
MANAGED PORTFOLIO SER TORTOISE MLP & PIPELINE FD MBOL		C	362 242		3,601	11 12	4,030	-429 ST		
PIMCO HIGH YIELD FUND CL A SYMBOL PHDAX	CASH		18,266 422	8 26	150,881	9 27	169,274	-18,393	8,731	5 79
			17 796 142		146,996	9 29	165,399	-18 403 T		
			470 28		3 885	8 24	3,875	9 ST		
PIMCO INCOME FUND CLASS A SYMBOL PONAX	CASH	C	16,168 002	11 73	189,651	12 65	204,525	-14,874 LT	9,959	5 25
TOTAL MUTUAL FUNDS					$435,421		$549,629	$-114,208	$22,623	

BALANCE SHEET DETAIL

FIXED INCOME

Corporate Bonds

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)	ACCRUED INTEREST
BANK OF AMERICA CORP SR NOTES DATED DATE 09/05/14 BOOK ENTRY ONLY PAR CALL 09/05/2024 DUE 09/29/2049 6 250% MS 05 CUSIP 060505E 43 RATING MOODY BA2 S&P BB+	CASH	11/10/15	100,000	100 25	100,250	102 37	102,370	-2,120 ST	6,250	6 23	2,014
CITIGROUP INC DATED DATE 11/13 15 FIRST COUPON 05/15/2016 BOOK ENTRY ONLY PAR CALL 11/15/2020 DUE 12/29/2049 6 125% MN 15 CUSIP 172967KD2 RATING MOODY BA2 S&P N/A	CASH	11/10/15	100,000	102 00	102,000	101 30	101,300	700 ST	6,125	6 00	817
Total Corporate Bonds			200,000		$202,250		$203,670	$-1,420	$12,375		$2,831
TOTAL FIXED INCOME			200,000		$202,250		$203,670	$-1,420	$12,375		$2,831

BALANCE SHEET DETAIL

EQUITIES

Equities & Options

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS		ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
	CASH		1,671	139.28	232,737	88 48	147,848	84,889		2,077	0 89
		01/07/11	835		116,299	87 29	72,884	43,415	LT		
		01/13/11	836		116,438	89 67	74,964	41,474	LT		
ISHARES RUSSELL 2000 GROWTH	CASH		5,933	97 86	580,603	65 81	390,429	190,174		14,364	2.47
SYMBOL IWO		01/07/11	3,105		303,855	65 35	202,904	100,951	LT		
ISHARES RUSSELL 1000 VALUE ETF		01/13/11	2,828		276,748	66 31	187,525	89,223	LT		
SYMBOL IWD											
ISHARES RUSSELL 1000 GROWTH	CASH		6,596	99 48	656 170	58 85	388,175	267,995		8,990	1.37
ETF		01/07/11	3,584		356,536	57.68	206 733	149 803	LT		
SYMBOL IWF		01/13/11	2,773		275 858	58 58	162,442	113,416	LT		
		09/20/13 C	239		23,776	79 50	19,000	4,776	LT		
ISHARES S&P 100 ETF	CASH	03/27/14 C	2,193	91 17	199,936	81 97	179,768	20,168	LT	4,219	2 11
SYMBOL OEF											
ISHARES RUSSELL MID CAP GROWTH	CASH		2,204	91.92	202,592	57.39	126,480	76,112		1,990	0.98
ETF		01/07/11	1,125		103,410	56 83	63,931	39,479	LT		
SYMBOL IWP		01/13/11	1,079		99,182	57.97	62,550	36,632	LT		
ISHARES MSCI ACWI EX US INDEX	CASH		5,362	39 61	212,389	44 14	236,687	-24,298		5,335	2 51
FUND		01/07/11	2,269		89,875	43.44	98,554	-8,679	LT		
SYMBOL ACWX		01/13/11	3,093		122,514	44.66	138,133	-15,620	LT		
Total Equities & Options					**$2,084,427**		**$1,469,387**	**$615,040**		**$36,975**	
TOTAL EQUITIES					**$2,084,427**		**$1,469,387**	**$615,040**		**$36,975**	

BALANCE SHEET DETAIL

MUTUAL FUNDS

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST	COST	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED YIELD (%)
AMG SOUTHERNSUN U S EQI	CASH	C	25,432 853	11.20	284,848	13 75	349,619	-64,771	1,907	0.67
INSTL CL										
SYMBOL SSEIX										
ARTISAN PARTNERS FDS INC INTL										
VALUE FD ADV SH	CASH	C	25,093.353	31 70	795,459	35 62	893,878	-98,419		
SYMBOL APDKX		C	23,626 959		748,974	35 81	846,074	-97 100 LT		
		C	1,456 394		46,485	32 60	47,804	-1,320 ST		
								-27,773		
BLACKROCK GLOBAL ALLOCATION	CASH		17,400.66	17.93	311,994	19 53	339,767	-27,755 LT	4,263	1.37
FD INC INSTL CL		C	15,832 445		283 876	19 68	311,631	-18 ST		
SYMBOL MALOX		C	1,568 215		28,118	17.94	28,136			
								-5,851		
METROPOLITAN WEST FDS	CASH	C	22,712.481	10.62	241,207	10 88	247,058	-5,744 LT	4,406	1.83
TOTAL RETURN BD FD CL I		C	22,078.73285		234,477	10 88	240,221	107 ST		
DIVIDEND REINVESTED		C	633 74815		6,730	10 79	6,837			
SYMBOL MWTIX										
								-3,889		
PAYDEN INVT GROUP	CASH	C	13,961.668	12 74	177,872	13 02	181,761		9,340	5.25
EMERGING MARKET BD FD CL R										
DIVIDEND REINVESTED										
SYMBOL PYEMX										
TOTAL MUTUAL FUNDS					$1,811,380		$2,012,083	$-200,703	$19,916	