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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation THE ANDROCLES FOUNDATION, INC.		A Employer identification number 20-1514742						
C/O LAMB & BARNOSKY LLP		B Telephone number (see instructions) (631) 694-2300						
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite							
534 BROADHOLLOW ROAD	210							
City or town, state or province, country, and ZIP or foreign postal code MELVILLE, NY 11747								
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	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. ☐
☐ 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) \$ 46,889,791.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	4,311,011.			
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.				
	4 Dividends and interest from securities	883,615.	865,730.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,614,423.			
	b Gross sales price for all assets on line 6a	13,850,642.			
	7 Capital gain net income (from Part IV, line 2)		1,614,423.		
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 2	-22,803.				
12 Total. Add lines 1 through 11	6,786,246.	2,480,153.			
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) ATCH 3	75,674.	22,702.		52,972.
	b Accounting fees (attach schedule) ATCH 4	25,800.	12,900.		12,900.
	c Other professional fees (attach schedule) ATCH 5	302,547.	287,547.		15,000.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	53,317.	10,317.		
	19 Depreciation (attach schedule) and depletion.				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	23,297.	1,697.		21,568.
	24 Total operating and administrative expenses. Add lines 13 through 23.	480,635.	335,163.		102,440.
	25 Contributions, gifts, grants paid	2,130,004.			2,130,004.
26 Total expenses and disbursements. Add lines 24 and 25	2,610,639.	335,163.	0.	2,232,444.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	4,175,607.				
b Net investment income (if negative, enter -0-)		2,144,990.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		951,435.	1,762,184.	1,762,184.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable.				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use.				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule).				
	b	Investments - corporate stock (attach schedule) ATCH 8		32,110,084.	34,120,475.	44,353,203.
	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) ATCH 9		191,502.	807,046.	773,622.	
14	Land, buildings, and equipment - basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ ATCH 10)		11,818.	782.	782.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		33,264,839.	36,690,487.	46,889,791.	
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)			310,510.	
23	Total liabilities (add lines 17 through 22)		0.	310,510.		
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		33,264,839.	36,379,977.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund.				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions).		33,264,839.	36,379,977.	
	31	Total liabilities and net assets/fund balances (see instructions)		33,264,839.	36,690,487.	

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	33,264,839.
2	Enter amount from Part I, line 27a.	2	4,175,607.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	37,440,446.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	1,060,469.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,379,977.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,614,423.	
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	2,026,288.	41,009,034.	0.049411
2013	1,551,211.	32,373,185.	0.047917
2012	1,325,729.	25,331,126.	0.052336
2011	1,130,969.	21,545,411.	0.052492
2010	950,668.	17,852,045.	0.053253
2 Total of line 1, column (d)			2 0.255409
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 0.051082
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 45,266,659.
5 Multiply line 4 by line 3			5 2,312,311.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 21,450.
7 Add lines 5 and 6			7 2,333,761.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 2,232,444.

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 ☐ and enter 1% of Part I, line 27b		1	42,900.
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	42,900.
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	42,900.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	40,636.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	17,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	57,636.	
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	14,736.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ 14,736. Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

	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).	☐	☒
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).	☐	☒
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	☒	☐
14 The books are in care of <u>LAMB & BARNOSKY LLP</u> Telephone no <u>631-694-2300</u> Located at <u>LAMB & BARNOSKY LLP 534 BROADHOLLOW RD MELVILLE, NY</u> ZIP+4 <u>11747</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		
16 At any time during calendar year 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?	☐	☒
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>		

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	☒
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 <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	☒
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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	☒
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	☒

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** ☐ ☒ X

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? **ATCH 13** ☒ 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** ☐ ☒ N/A

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 14		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. ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 15		371,201.

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	43,327,416.
b	Average of monthly cash balances	1b	2,155,797.
c	Fair market value of all other assets (see instructions).	1c	472,786.
d	Total (add lines 1a, b, and c)	1d	45,955,999.
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	45,955,999.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	689,340.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,266,659.
6	Minimum investment return. Enter 5% of line 5	6	2,263,333.

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	2,263,333.
2a	Tax on investment income for 2015 from Part VI, line 5 2a		42,900.
b	Income tax for 2015 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b	2c	42,900.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,220,433.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,220,433.
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	2,220,433.

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	2,232,444.
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	2,232,444.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,232,444.

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

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

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,220,433.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010	68,299.			
b From 2011	64,937.			
c From 2012	80,432.			
d From 2013				
e From 2014	8,258.			
f Total of lines 3a through e	221,926.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>2,232,444.</u>				
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.				2,220,433.
e Remaining amount distributed out of corpus.	12,011.			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	233,937.			
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 2015 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)	68,299.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	165,638.			
10 Analysis of line 9				
a Excess from 2011	64,937.			
b Excess from 2012	80,432.			
c Excess from 2013				
d Excess from 2014	8,258.			
e Excess from 2015	12,011.			

Form **990-PF** (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			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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 ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 16				
Total			▶ 3a	2,130,004.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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 .					
4	Dividends and interest from securities			14	883,615.	
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	1,614,423.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a _____					
b	ATCH 17 _____		-22,803.			
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)		-22,803.		2,498,038.	
13	Total. Add line 12, columns (b), (d), and (e)					2,475,235.

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

[illegible]

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 LONG-TERM CAPITAL GAIN DIVIDENDS					67,187.	
9,110,060.		UBS #820 - SEE ATTACHMENT A PROPERTY TYPE: SECURITIES 6,932,720.				P	VAR	VAR
							2,177,340.	
3,690,632.		UBS #820 - SEE ATTACHMENT A PROPERTY TYPE: SECURITIES 4,277,343.				P	VAR	VAR
							-571,325.	
982,486.		UBS #308 LT - SEE ATTACHMENT B PROPERTY TYPE: SECURITIES 1,041,542.				P	VAR	VAR
							-59,056.	
229.		LTCG FRM PASS-THRU: ENTERPRISE PROD PRTN PROPERTY TYPE: SECURITIES				P	VAR	VAR
							229.	
48.		PROCEEDS FROM LITIGATION PROPERTY TYPE: SECURITIES				P	VAR	VAR
							48.	
TOTAL GAIN (LOSS)							<u>1,614,423.</u>	

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

OMB No 1545-0047

2015

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**THE ANDROCLES FOUNDATION, INC.
C/O LAMB & BARNOSKY LLP**Employer identification number**

20-1514742

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

Name of organization **THE ANDROCLES FOUNDATION, INC.**
C/O LAMB & BARNOSKY LLP

Employer identification number
20-1514742

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LLYR CHARITABLE ANNUITY TRUST C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 2,151,701.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	LLYR CHARITABLE ANNUITY TRUST C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 1,154,699.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	JANE H. PERKINS CHARITABLE LEAD ANN. TR. C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 325,279.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	JANE H. PERKINS CHARITABLE LEAD ANN. TR. C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 679,332.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number	20-1514742
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Part II

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

Name of organization THE ANDROCLES FOUNDATION, INC.

Employer identification number

C/O LAMB & BARNOSKY LLP

20-1514742

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

Use duplicate copies of Part III if additional space is needed.

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

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME: UBS 820	47,338.	47,338.
INTEREST INCOME: UBS 308	123,564.	123,564.
INTEREST INCOME: MS 0773	5,134.	5,134.
INTEREST INCOME: MS 0769	430.	430.
ACCRUED INTEREST INCOME RCVD: UBS 820	89.	89.
ACCRUED INTEREST INCOME PAID: UBS 308	-1,731.	-1,731.
INTEREST INCOME: PLAINS ALL AMERICAN	1.	1.
INTEREST INCOME: ENTERPRISE PRODUCT PRTN	12.	12.
INTEREST INCOME: TC PIPELINES LP	1.	1.
TAX-EXEMPT INTEREST INCOME: UBS 820	1,275.	
TAX-EXEMPT INTEREST INCOME: UBS 308	9,681.	
TAX-EXEMPT ACC. INTEREST INC: UBS 308	1,380.	
TAX-EXEMPT INTEREST INCOME: MS 0773	811.	
DIVIDEND INCOME: UBS 820	592,677.	592,677.
DIVIDEND INCOME: UBS 308	40,802.	40,802.
DIVIDEND INCOME: MS 0773	17,159.	17,159.
DIVIDEND INCOME: MS 0769	31,690.	31,690.
DIVIDEND INCOME: PLAINS ALL AMERICAN	10.	10.
DIVIDEND INCOME: LAZARD LTD.	8,225.	8,225.
DIVIDEND INCOME: SUNOCO LOGISTICS PRTN	329.	329.
TAX-EXEMPT INT-DIV INCOME: UBS 820	3,930.	
TAX-EXEMPT INT-DIV INCOME: MS 0769	787.	
TOTAL	<u>883,615.</u>	<u>865,730.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ORDINARY LOSS: PLAINS ALL AMERICAN	-4,132.
ORDINARY LOSS: ENTERPRISE PRODUCT PTRS	-20,477.
ORDINARY LOSS: SUNOCO LOGISTICS PTRNS	-12,106.
ORDINARY LOSS: TC PIPELINES LP	-5,551.
ORDINARY GAIN: PLAINS ALL AMERICAN	4,821.
ORDINARY GAIN: ENTERPRISE PROD PRTNS	15,968.
\$1231 GAIN: PLAINS ALL AMERICAN	13.
\$1231 GAIN: ENTERPRISE PROD PRTNS	-1,328.
\$1231 GAIN: SUNOCO LOGISTICS PRTNS	-11.
TOTALS	<u>-22,803.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	75,674.	22,702.		52,972.
TOTALS	<u>75,674.</u>	<u>22,702.</u>		<u>52,972.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	25,800.	12,900.		12,900.
TOTALS	<u>25,800.</u>	<u>12,900.</u>		<u>12,900.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT ADVISORY FEES	287,547.	287,547.	
CONSULTING EXPENSE	15,000.		15,000.
TOTALS	<u>302,547.</u>	<u>287,547.</u>	<u>15,000.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	43,000.	
FOREIGN TAX WITHHELD: UBS 820	10,192.	10,192.
FOREIGN TAXES PAID: PAA	125.	125.
TOTALS	<u>53,317.</u>	<u>10,317.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	245.	245.	
FOREIGN ADR FEES	1,313.	1,313.	
INVT INT EXP: PLAINS ALL AMER	16.	16.	
INVT INT EXP: SUNOCO LOGISTICS	91.	91.	
PORTFOLIO DED: LAZARD, LTD.	32.	32.	
NON-DEDUCTIBLE: PLAINS ALL AMER	19.		
NON-DEDUCTIBLE: ENTERPRISE PROD	5.		
NON-DEDUCTIBLE: SUNOCO LOGISTIC	7.		
NON-DEDUCTIBLE: TC PIPELINES	1.		
DELAWARE FILING FEES	227.		227.
TRAVEL EXPENSES	864.		864.
CONFERENCE AND MEETINGS EXP	20,477.		20,477.
TOTALS	<u>23,297.</u>	<u>1,697.</u>	<u>21,568.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITIES: UBS 820	26,922,886.		
SECURITIES: UBS 308	5,187,198.		
SECURITIES: MS 0773 - STMTD		5,416,351.	5,430,950.
SECURITIES: MS 0769 - STMT E		28,704,124.	38,922,253.
TOTALS	<u>32,110,084.</u>	<u>34,120,475.</u>	<u>44,353,203.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INV IN ENTERPRISE PRODUCT PRTN	191,502.	242,483.	230,220.
INV IN LAZARD LTD.		165,143.	168,788.
INV IN SUNOCO LOGISTICS PRTN		234,151.	205,600.
INV IN TC PIPELINES, LP		165,269.	169,014.
TOTALS	<u>191,502.</u>	<u>807,046.</u>	<u>773,622.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDEND RECEIVABLE- UBS 308	2,203.		
DIVIDEND RECEIVABLE- UBS 820	9,615.		
DIVIDEND RECEIVABLE: MS 0769		587.	587.
DIVIDEND RECEIVABLE: MS 0773		195.	195.
TOTALS	<u>11,818.</u>	<u>782.</u>	<u>782.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DUE TO BROKER- MS	NONE	310,510.
TOTALS		<u>310,510.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADJUSTMENT DUE TO APPRECIATION:	
ON DONATED STOCK	143,274.
ON DONATED STOCK	917,195.
TOTAL	<u>1,060,469.</u>

ATTACHMENT 13

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

SEE STATEMENTS F, G & H

GRANTEE'S NAME:
GRANTEE'S ADDRESS:
CITY, STATE & ZIP:
GRANT DATE:
GRANT AMOUNT:
GRANT PURPOSE:
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES	
JENNIFER PERKINS FITZGERALD 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	PRESIDENT 5.00	0.	0.	0.	0.
ROY PERKINS 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	SENIOR VICE PRESIDENT 5.00	0.	0.	0.	0.
TIMOTHY PERKINS 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	SECRETARY/TREASURER 5.00	0.	0.	0.	0.
GRAND TOTALS		0.	0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
UBS FINANCIAL SERVICES 677 WASHINGTON BOULEVARD- 4TH FLOOR STAMFORD, CT 06901-3707	ADVISORY	275,050.
LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD MELVILLE, NY 11747	LEGAL	96,151.
TOTAL COMPENSATION		<u>371,201.</u>

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT C	NONE 501 (C) 3	SEE STATEMENT C	2,130,000.
FROM PASS-THRU. PLAINS ALL AMERICAN PIPELINE LP PC	NONE PC	CHARITABLE	4.
TOTAL CONTRIBUTIONS PAID			2,130,004.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17					RELATED OR EXEMPT	
					FUNCTION	INCOME
DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT		
ORDINARY LOSS: PLAINS ALL AMERICAN	523000	-4,132.				
ORDINARY LOSS: ENTERPRISE PRODUCT PTRS	523000	-20,477.				
ORDINARY LOSS: SUNOCO LOGISTICS PTRNS	523000	-12,106.				
ORDINARY LOSS: TC PIPELINES LP	523000	-5,551.				
ORDINARY GAIN: PLAINS ALL AMERICAN	523000	4,821.				
ORDINARY GAIN: ENTERPRISE PROD PRTNS	523000	15,968.				
\$1231 GAIN(LOSS): PLAINS ALL AMERICAN	523000	13.				
\$1231 GAIN(LOSS): ENTERPRISE PROD PRTNS	523000	-1,328.				
\$1231 GAIN(LOSS): SUNOCO LOGISTICS PRTNS	523000	-11.				
TOTALS		-22,803.				

FEDERAL CAPITAL GAIN DIVIDENDSATTACHMENT 1

15% RATE CAPITAL GAIN DIVIDENDS

LTCG DISTRIBUTIONS: UBS 820	39,380.
LTCG DISTRIBUTIONS: UBS 308	2,296.
LTCG DISTRIBUTIONS: MS 0773	6,659.
LTCG DISTRIBUTIONS: MS 0769	18,852.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

67,187.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

67,187.

ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

SHORT TERM TRANSACTIONS

Report on Form 8949, Part I, with Box C checked.

Description of property

Date sold or disposed	Quantity	Shown (G)ross (N)et	Proceeds Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional Information
ANADARKO PETROLEUM CORP COMMON STOCK / CUSIP: 032511107 / Symbol: APC							
08/24/15	450.000	29,716.01	04/20/15	42,190.00	...	-12,473.99	Sale
CABOT OIL & GAS CORP / CUSIP: 127097103 / Symbol: COG							
08/06/15	3,200.000	80,478.52	04/16/15	105,600.00	...	-25,121.48	Sale
CENTURYLINK INC / CUSIP: 156700106 / Symbol: CTL							
3 transactions for 08/24/15							
	1,600.000	42,399.22	12/23/14	64,560.00	...	-22,160.78	Sale
	400.000	10,599.80	04/07/15	14,280.00	...	-3,680.20	Sale
	600.000	15,899.71	04/16/15	21,240.00	...	-5,340.29	Sale
08/24/15	2,600.000	68,898.73	Various	100,080.00	...	-31,181.27	Total of 3 transactions
CUMMINS INC / CUSIP: 231021106 / Symbol: CMI							
08/24/15	500.000	59,058.91	09/04/14	72,050.00	...	-12,991.09	Sale
11/18/15	1,800.000	176,398.75	10/09/15	203,760.00	...	-27,363.25	Sale
Security total:				275,810.00	...	-40,354.34	
ENTERPRISE PRODUCTS PARTNER LP MLP / CUSIP: 293792107 / Symbol: EPD							
2 transactions for 08/06/15							
	5,000.000	130,997.59	09/16/14	201,000.00	11,329.00	-58,673.41	Sale
	1,000.000	26,199.52	01/21/15	35,089.00	1,618.00	-7,271.48	Sale
08/06/15	6,000.000	157,197.11	Various	236,089.00	12,947.00	-65,944.89	Total of 2 transactions

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ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

SHORT TERM TRANSACTIONS

Report on Form 8949, Part I, with Box C checked.

Description of property		Quantity	Shown (G)ross (N)et	Proceeds Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)		Additional information
Date sold or disposed									
FLUOR CORP NEW / CUSIP: 343412102 / Symbol: FLR									
07/31/15	1,000.000		46,999.13	12/23/14	60,600.00	..	-13,600.87	Sale	
H&E EQUIPMENT SERVICES INC / CUSIP: 404030108 / Symbol: HEES									
04/06/15	5,000.000		131,997.57	01/21/15	101,362.50	0.00	30,635.07	Sale	C
KAYNE ANDERSON ENERGY TOTAL RETURN FUND INC / CUSIP: 48660P104 / Symbol: KYE									
4 transactions for 08/24/15									
	28,000		405.99	10/10/14	795.81	0.00	-389.82	Sale	
	32,000		463.99	01/16/15	789.38	0.00	-325.39	Sale	
	34,000		492.99	04/10/15	822.37	0.00	-329.38	Sale	
	43,000		623.49	07/10/15	875.22	..	-251.73	Sale	
08/24/15	137,000		1,986.46	Various	3,282.78	0.00	-1,296.32	Total of 4 transactions	
KINDER MORGAN INC / CUSIP: 49456B101 / Symbol: KMI									
2 transactions for 08/24/15									
	2,500,000		76,748.59	01/21/15	104,750.00	..	-28,001.41	Sale	
	4,500,000		138,147.46	05/13/15	190,800.00	..	-52,652.54	Sale	
08/24/15	7,000,000		214,896.05	Various	295,550.00	..	-80,653.95	Total of 2 transactions	
MARSH & MCLENNAN COS INC / CUSIP: 571748102 / Symbol: MMC									
2 transactions for 08/24/15									
	1,800,000		96,298.23	01/21/15	102,150.00	..	-5,851.77	Sale	
	1,800,000		96,298.23	04/16/15	102,960.00	..	-6,661.77	Sale	
08/24/15	3,600,000		192,596.46	Various	205,110.00	..	-12,513.54	Total of 2 transactions	
NATL FUEL GAS CO COMMON STOCK / CUSIP: 636180101 / Symbol: NFG									
08/24/15	250,000		13,230.16	05/13/15	16,050.00	..	-2,819.84	Sale	

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ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

SHORT TERM TRANSACTIONS

Report on Form 9949, Part I, with Box C checked.

Description of property		Quantity	Proceeds	Date	Cost or	Adjustments &	Gain or loss(-) &	Additional information
Date sold or disposed			Shown (G)ross (N)et	acquired	other basis	Code(s), if any**	Loss not allowed(X)	
PAYPAL HOLDINGS INC / CUSIP: 70450Y103 / Symbol: PYPL								
2 transactions for 08/24/15								
	1,000.000	34,399.36	04/07/15	34,889.04	..	-489.68	Sale	
	1,000.000	34,399.37	04/24/15	35,891.07	..	-1,491.70	Sale	
08/24/15	2,000.000	68,798.73	Various	70,780.11	..	-1,981.38	Total of 2 transactions	
PINNACLE WEST CAP CORP COMMON STOCK / CUSIP: 723484101 / Symbol: PNW								
04/24/15	1,000.000	64,118.82	06/30/14	57,600.00	..	6,518.82	Sale	
PIONEER NATURAL RES CO / CUSIP: 723787107 / Symbol: PXD								
2 transactions for 08/24/15								
	800.000	93,598.28	01/21/15	122,560.00	..	-28,961.72	Sale	
	1,300.000	152,097.20	05/13/15	202,150.00	..	-50,052.80	Sale	
08/24/15	2,100.000	245,695.48	Various	324,710.00	..	-79,014.52	Total of 2 transactions	
PLAINS ALL AMER PIPELINE LP UNIT LTD PARTNERSHIP INT MLP / CUSIP: 726503105 / Symbol: PAA								
08/24/15	4,300.000	136,672.99	05/13/15	207,045.00	2,439.50	-67,932.51	Sale	
PRECISION CASTPARTS CORP COMMON STOCK / CUSIP: 740189105 / Symbol: PCP								
05/08/15	1,000.000	206,496.20	12/23/14	241,000.00	..	-34,503.80	Sale	
PRICE T ROWE GROUP INC / CUSIP: 74144T108 / Symbol: TROW								
2 transactions for 08/24/15								
	250.000	17,726.33	12/23/14	22,025.00	..	-4,298.67	Sale	
	750.000	53,178.98	07/31/15	58,041.75	..	-4,862.77	Sale	
08/24/15	1,000.000	70,905.31	Various	80,066.75	..	-9,161.44	Total of 2 transactions	
SCHLUMBERGER LTD NETHERLANDS ANTILLES FOREIGN STOCK / CUSIP: 806857108 / Symbol: SLB								
08/24/15	1,200.000	89,998.34	04/16/15	111,000.00	..	-21,001.66	Sale	

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ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

SHORT TERM TRANSACTIONS

Report on Form 8949, Part I, with Box C checked.

Description of property

Date sold or disposed	Quantity	Proceeds (G) / Gross (N) / net acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
UTILITIES SECTOR SPDR TRUST SHS / CUSIP: 81369Y886 / Symbol: XLU 08/24/15	600.000	26,639.51 09/04/14	26,315.25	...	324.26	Sale
TRINITY INDUSTRIES INC COMMON STOCK / CUSIP: 896522109 / Symbol: TRN						
3 transactions for 08/24/15						
4,000.000	97,718.20	01/21/15	104,200.00	...	-6,481.80	Sale
1,800.000	43,973.19	08/07/15	49,500.00	...	-5,526.81	Sale
2,000.000	48,859.10	08/07/15	54,000.00	...	-5,140.90	Sale
08/24/15	7,800.000	190,550.49 Various	207,700.00	...	-17,149.51	Total of 3 transactions
UNITED PARCEL SERVICE INC CL B / CUSIP: 911312106 / Symbol: UPS						
3 transactions for 01/21/15						
300.000	33,629.25	08/28/14	29,220.00	...	4,409.25	Sale
425.000	47,641.45	09/16/14	41,692.50	...	5,948.95	Sale
275.000	30,826.82	12/23/14	30,992.50	...	-165.68	Sale
01/21/15	1,000.000	112,097.52 Various	101,905.00	...	10,192.52	Total of 3 transactions
VMWARE INC CL A / CUSIP: 928563402 / Symbol: VMW 11/18/15	2,000.000	113,997.90 10/22/15	113,300.00	...	697.90	Sale
W P CAREY INC REIT SBI / CUSIP: 92936U109 / Symbol: WPC						
2 transactions for 08/24/15						
1,700.000	100,808.15	04/16/15	111,918.58	0.00	-11,110.43	Sale
1,300.000	77,088.58	04/24/15	86,169.80	0.00	-9,081.22	Sale
08/24/15	3,000.000	177,896.73 Various	198,088.38	0.00	-20,191.65	Total of 2 transactions
WAL MART STORES INC COMMON STOCK / CUSIP: 931142103 / Symbol: WMT 04/07/15	700.000	56,733.96 05/29/14	53,200.00	...	3,533.96	Sale

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ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

SHORT TERM TRANSACTIONS

Report on Form 9949, Part I, with Box C checked.

Description of property	Date sold or disposed	Quantity	Proceeds (G)ross (N)et	Shown	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
WILLIAMS COS INC (DEL) COMMON STOCK / CUSIP: 969457100 / Symbol: WMB								
2 transactions for 11/18/15								
		2,500.000	94,323.27	01/21/15	107,500.00	...	-13,176.73	Sale
		500.000	18,864.65	10/21/15	20,250.00	...	-1,385.35	Sale
11/18/15		3,000.000	113,187.92	Various	127,750.00	...	-14,562.08	Total of 2 transactions
ALLERGAN PLC FOREIGN STOCK / CUSIP: G0177J108 / Symbol: AGN								
2 transactions for 08/24/15								
		350.000	104,780.79	04/23/15	104,562.50	...	218.29	Sale
		350.000	104,780.79	04/24/15	103,932.50	...	848.29	Sale
08/24/15		700.000	209,561.58	Various	208,495.00	...	1,066.58	Total of 2 transactions
EATON CORP PLC FOREIGN STOCK / CUSIP: G29183103 / Symbol: ETN								
08/06/15		2,400.000	144,237.35	05/13/15	173,040.00	0.00	-28,802.65	Sale
ENDO INTL PLC FOREIGN STOCK / CUSIP: G30401106 / Symbol: ENDP								
08/24/15		800.000	59,998.90	04/24/15	74,734.80	...	-14,735.90	Sale
MEDTRONIC PLC FOREIGN STOCK / CUSIP: G5960L103 / Symbol: MDT								
4 transactions for 08/24/15								
		800.000	57,278.95	01/27/15	61,185.15	0.00	-3,906.20	Sale
		1,000.000	71,598.68	01/27/15	76,481.44	0.00	-4,882.76	Sale
		1,200.000	85,918.42	01/27/15	91,777.73	0.00	-5,859.31	Sale
		3,000.000	214,796.05	01/27/15	229,444.33	0.00	-14,648.28	Sale
08/24/15		6,000.000	429,592.10	Various	458,888.65	0.00	-29,296.55	Total of 4 transactions
Totals:			3,690,631.69		4,277,343.22	15,386.50	-571,325.03	

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ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked.

Report Unit 0011 05/25/15 14:11:00, Unit 0001 - 0000000000									
Description of property		Quantity	Shown (G)ross (N)et	Proceeds Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)		Additional information
Date sold or disposed									
ABBOTT LABS COMMON STOCK / CUSIP: 002824100 / Symbol: ABBT									
	2 transactions for 05/13/15								
	3,000.000		141,207.40	10/26/09	72,898.24	...	68,309.16	Sale	
	450.000		21,181.11	04/14/10	11,224.03	...	9,957.08	Sale	
05/13/15	3,450.000		162,388.51	Various	84,122.27	...	78,266.24	Total of 2 transactions	
	3 transactions for 10/01/15								
	550.000		22,384.64	04/14/10	13,718.25	...	8,666.39	Sale	
	1,000.000		40,699.35	10/24/12	31,495.68	...	9,203.67	Sale	
	1,450.000		59,014.06	02/01/13	49,300.00	...	9,714.06	Sale	
10/01/15	3,000.000		122,098.05	Various	94,513.93	...	27,584.12	Total of 3 transactions	
	2 transactions for 10/09/15								
	1,550.000		64,943.81	02/01/13	52,700.00	...	12,243.81	Sale	
	450.000		18,854.65	01/27/14	16,447.50	...	2,407.15	Sale	
10/09/15	2,000.000		83,798.46	Various	69,147.50	...	14,650.96	Total of 2 transactions	
	Security total:		368,285.02		247,783.70	...	120,501.32		
ANADARKO PETROLEUM CORP COMMON STOCK / CUSIP: 032511107 / Symbol: APC									
	3 transactions for 08/24/15								
	1,300.000		85,846.24	01/27/14	105,430.00	...	-19,583.76	Sale	
	1,200.000		79,242.68	02/06/14	95,400.00	...	-16,157.32	Sale	
	550.000		36,319.56	04/21/14	54,092.50	...	-17,772.94	Sale	
08/24/15	3,050.000		201,408.48	Various	254,922.50	...	-53,514.02	Total of 3 transactions	
APPLE INC / CUSIP: 037833100 / Symbol: AAPL									
	5 transactions for 08/24/15								
	1,900.000		199,496.33	12/23/09	54,692.86	...	144,803.47	Sale	
	7,000.000		734,986.48	01/15/10	206,750.00	...	528,236.48	Sale	

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ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked.

Description of property

Date sold or disposed	Quantity	Shown (G)ross (N)et acquired	Proceeds (G)ross (N)et acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
APPLE INC / CUSIP: 037833100 / Symbol: AAPL (cont'd)							
	2,800,000		292,994.59	115,986.67	..	178,007.92	Sale
	3,500,000		367,493.24	144,983.33	..	222,509.91	Sale
	1,800,000		188,996.52	101,777.14	..	87,219.38	Sale
08/24/15	17,000,000		1,784,967.16	624,190.00	..	1,160,777.16	Total of 5 transactions
CELANESE CORP NEW SER A / CUSIP: 150870103 / Symbol: CE							
10/01/15	2,000,000		119,997.79	84,500.00	..	35,497.79	Sale
10/09/15	2,000,000		130,197.60	88,000.00	..	42,197.60	Sale
	Security total:		250,195.39	172,500.00	..	77,695.39	
CENTURYLINK INC / CUSIP: 156700106 / Symbol: CTL							
2 transactions for 08/24/15							
	500,000		13,249.76	19,350.00	..	-6,100.24	Sale
	500,000		13,249.75	19,550.00	..	-6,300.25	Sale
08/24/15	1,000,000		26,499.51	38,900.00	..	-12,400.49	Total of 2 transactions
COLGATE PALMOLIVE CO COMMON STOCK / CUSIP: 194162103 / Symbol: CL							
2 transactions for 08/24/15							
	2,300,000		145,288.33	150,907.37	..	-5,619.04	Sale
	1,700,000		107,387.02	113,560.00	..	-6,172.98	Sale
08/24/15	4,000,000		252,675.35	264,467.37	..	-11,792.02	Total of 2 transactions
CUMMINS INC / CUSIP: 231021106 / Symbol: CMI							
3 transactions for 08/24/15							
	800,000		94,494.26	102,800.00	..	-8,305.74	Sale
	700,000		82,682.48	99,540.00	..	-16,857.52	Sale
	500,000		59,058.92	76,025.00	..	-16,966.08	Sale
08/24/15	2,000,000		236,235.66	278,365.00	..	-42,129.34	Total of 3 transactions

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LONG TERM TRANSACTIONS

Report on Form 9949, Part II, with Box F checked.

Description of property	Quantity	Proceeds (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional Information
DOMINION RESOURCES INC VA (NEW) / CUSIP: 25746U109 / Symbol: D							
4 transactions for 08/24/15							
	760,000	56,646.51	02/05/14	49,970.00	...	6,676.51	Sale
	840,000	62,609.30	02/21/14	60,244.80	...	2,364.50	Sale
	500,000	37,267.44	04/11/14	34,750.00	...	2,517.44	Sale
	300,000	22,360.46	04/21/14	21,300.00	...	1,060.46	Sale
08/24/15	2,400,000	178,883.71	Various	166,264.80	...	12,618.91	Total of 4 transactions
ESTERLINE TECHNOLOGIES CORP COMMON STOCK / CUSIP: 297425100 / Symbol: ESL							
4 transactions for 08/24/15							
	1,700,000	136,524.49	01/23/14	184,790.00	...	-48,265.51	Sale
	800,000	64,246.82	04/11/14	81,960.00	...	-17,713.18	Sale
	100,000	8,030.85	05/29/14	11,030.00	...	-2,999.15	Sale
	400,000	32,123.41	05/29/14	44,164.40	...	-12,040.99	Sale
08/24/15	3,000,000	240,925.57	Various	321,944.40	...	-81,018.83	Total of 4 transactions
EXPRESS SCRIPTS HLDG CO / CUSIP: 30219G108 / Symbol: ESRX							
4 transactions for 04/24/15							
	820,000	71,543.68	04/02/13	47,806.00	...	23,737.68	Sale
	1,780,000	155,213.15	04/02/13	103,774.00	...	51,439.15	Sale
	1,400,000	122,077.75	04/03/13	81,830.00	...	40,247.75	Sale
	500,000	43,599.20	04/08/13	28,375.00	...	15,224.20	Sale
04/24/15	4,500,000	392,433.78	Various	261,785.00	...	130,648.78	Total of 4 transactions
FLUOR CORP NEW / CUSIP: 343412102 / Symbol: FLR							
4 transactions for 07/31/15							
	1,800,000	84,598.44	09/13/12	102,330.00	...	-17,731.56	Sale
	1,200,000	56,398.97	10/24/12	66,420.00	...	-10,021.03	Sale
	1,000,000	46,999.13	12/21/12	58,500.00	...	-11,500.87	Sale

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THE ANDROCLES FOUNDATION, INC.

EIN: 20-1514742

FOR YEAR ENDED DECEMBER 31, 2015

ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked.

Description of property

Date sold or disposed	Quantity	Shown (G)ross (N)et acquired	Proceeds	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional Information
FLUOR CORP NEW / CUSIP: 343412102 / Symbol: FLR (cont'd)							
	1,000,000	46,999.14	01/28/13	65,800.00	...	-18,800.86	Sale
07/31/15	5,000,000	234,995.68	Various	293,050.00	...	-58,054.32	Total of 4 transactions
FRESH MARKET INC / CUSIP: 35804H106 / Symbol: TFM							
05/04/15	3,700,000	130,607.60	04/11/14	128,390.00	...	2,217.60	Sale
2 transactions for 05/13/15							
	2,300,000	78,658.55	04/11/14	79,810.00	...	-1,151.45	Sale
	2,700,000	92,338.30	04/21/14	93,690.00	...	-1,351.70	Sale
05/13/15	5,000,000	170,996.85	Various	173,500.00	...	-2,503.15	Total of 2 transactions
Security total:							
		301,604.45		301,890.00	...	-285.55	
GILEAD SCIENCES INC COMMON STOCK / CUSIP: 375558103 / Symbol: GILD							
04/06/15	1,350,000	132,162.57	12/18/09	28,996.31	...	103,166.26	Sale
2 transactions for 08/06/15							
	650,000	75,268.62	12/18/09	13,961.19	...	61,307.43	Sale
	1,050,000	121,587.76	04/14/11	21,729.49	...	99,858.27	Sale
08/06/15	1,700,000	196,856.38	Various	35,690.68	...	161,165.70	Total of 2 transactions
Security total:							
		329,018.95		64,686.99	...	264,331.96	
GOOGLE INC **NAME CHANGE 10/2015** CL C / CUSIP: 38259P706 / Symbol:							
05/04/15	0.746	415.03	10/14/10	200.80	...	214.23	Sale
3 transactions for 05/13/15							
	199,804	106,343.51	10/14/10	53,815.77	...	52,527.74	Sale
	100,275	53,370.17	02/24/11	30,103.50	...	23,266.67	Sale
	1,922	1,022.86	03/08/11	567.57	...	455.29	Sale
05/13/15	302,000	160,736.54	Various	84,486.84	...	76,249.70	Total of 3 transactions

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THE ANDROCLES FOUNDATION, INC.

EIN: 20-1514742

FOR YEAR ENDED DECEMBER 31, 2015

ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

LONG TERM TRANSACTIONS

Report on Form 9949, Part II, with Box F checked.

Description of property

Date sold or disposed	Quantity	Proceeds (G)ross (N)et acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional Information
GOOGLE INC **NAME CHANGE 10/2015** CL C / CUSIP: 38259P706 / Symbol: (cont'd)						
Security total:		161,151.57	84,687.64	...	76,463.93	
HSBC BANK USA VA US RT 04.0000% MAT 04/13/23 STEP RATE CD / CUSIP: 40431GPL7 / Symbol: 04/13/15	100,000.000	100,000.00 03/25/11	100,000.00	0.00	0.00	Bond call Note: 25 Original basis: \$100,000.00
HALLIBURTON CO (HOLDING COMPANY) / CUSIP: 406216101 / Symbol: HAL						
6 transactions for 08/24/15						
2,800.000		96,100.39 01/25/12	99,680.00	...	-3,579.61	Sale
700.000		24,025.10 04/11/12	22,645.00	...	1,380.10	Sale
2,600.000		89,236.07 01/25/13	102,960.00	...	-13,723.93	Sale
1,700.000		59,346.67 02/21/13	69,615.00	...	-11,268.33	Sale
900.000		30,889.41 04/02/13	35,973.00	...	-5,083.59	Sale
1,300.000		44,618.04 04/08/13	49,724.65	...	-5,106.61	Sale
10,000.000		343,215.68 Various	380,597.65	...	-37,381.97	Total of 6 transactions
HUNT J B TRANS SVCS INC COMMON STOCK / CUSIP: 445658107 / Symbol: JBHT						
10/01/15	2,000.000	143,437.36 06/02/11	89,100.00	...	54,337.36	Sale
INTL PAPER CO COMMON STOCK / CUSIP: 460146103 / Symbol: IP						
8 transactions for 08/24/15						
170.000		7,207.87 02/02/12	5,361.34	...	1,846.53	Sale
800.000		33,919.37 03/07/12	27,367.17	...	6,552.20	Sale
1,200.000		50,879.07 01/24/13	50,278.30	...	600.77	Sale
500.000		21,199.61 04/02/13	23,635.73	...	-2,436.12	Sale
1,800.000		76,318.59 04/03/13	83,793.23	...	-7,474.64	Sale
600.000		25,439.54 07/30/13	28,895.17	...	-3,455.63	Sale
1,400.000		59,358.90 09/11/13	67,629.24	...	-8,270.34	Sale

** D = adjustment amount is market discount. W = adjustment amount is a non-deductible wash sale loss. C = proceeds amount is from collectible assets.

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LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked.

Description of property	Date sold or disposed	Quantity	Shown (G)ross (N)et acquired	Proceeds Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional Information
INTL PAPER CO COMMON STOCK / CUSIP: 460146103 / Symbol: IP (cont'd)								
	08/24/15	530,000	22,471.59	11/13/13	23,089.80	...	-618.21	Sale
		7,000,000	296,794.54	Various	310,049.98	...	-13,255.44	Total of 8 transactions
ISHARES NORTH AMERICAN NATURAL RESOURCES ETF / CUSIP: 464287374 / Symbol: IGE								
2 transactions for 01/26/15								
	01/26/15	2,500,000	94,372.92	01/05/11	91,987.50	...	2,385.42	Sale
		500,000	18,874.58	09/13/12	19,900.00	..	-1,025.42	Sale
		3,000,000	113,247.50	Various	123,650.00	...	-10,402.50	Total of 2 transactions
JOURNAL MEDIA GROUP INC COM / CUSIP: 48114A109 / Symbol: JMG								
3 transactions for 04/20/15								
	04/20/15	1,337,250	12,971.09	01/14/05	4,338.56	0.00	8,632.53	Sale
		287,750	2,791.12	01/18/05	933.27	0.00	1,857.85	Sale
		3,375,000	32,736.90	02/01/05	10,987.29	0.00	21,749.61	Sale
		5,000,000	48,499.11	Various	16,259.12	0.00	32,239.99	Total of 3 transactions
KAYNE ANDERSON ENERGY TOTAL RETURN FUND INC / CUSIP: 48660P104 / Symbol: KYE								
9 transactions for 08/24/15								
	08/24/15	1,500,000	21,749.60	07/18/12	37,558.28	0.00	-15,808.68	Sale
		25,000	362.50	10/12/12	670.53	0.00	-308.03	Sale
		27,000	391.49	01/11/13	681.07	0.00	-289.58	Sale
		24,000	347.99	04/12/13	681.45	0.00	-333.46	Sale
		26,000	377.00	07/12/13	716.86	0.00	-339.86	Sale
		27,000	391.49	10/11/13	736.51	0.00	-345.02	Sale
		28,000	405.99	01/10/14	733.81	0.00	-327.82	Sale
		29,000	420.49	04/11/14	765.56	0.00	-345.07	Sale
		25,000	362.50	07/11/14	766.38	0.00	-403.88	Sale
		1,711,000	24,809.05	Various	43,310.45	0.00	-18,501.40	Total of 9 transactions

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LONG TERM TRANSACTIONS

Report on Form 9949, Part II, with Box F checked.

Description of property							
Date sold or disposed	Quantity	Shown (G)gross (N)net	Proceeds Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
MEDTRONIC INC **MERGER EFF 01/2015** / CUSIP: 585055106 / Symbol:							
	4 transactions for 01/27/15						
	3,000.000	230,850.00	01/04/11	106,305.00	...	124,545.00	Merger
	1,000.000	76,950.00	03/20/12	39,550.00	...	37,400.00	Merger
	1,200.000	92,340.00	04/02/13	56,700.00	...	35,640.00	Merger
	800.000	61,560.00	04/08/13	37,039.92	...	24,520.08	Merger
01/27/15	6,000.000	461,700.00	Various	239,594.92	...	222,105.08	Total of 4 transactions
MORGAN STANLEY CAP TR VI 6.600% DUE 10/15/66 CALLABLE / CUSIP: 61750K208 / Symbol:							
05/12/15	4,000.000	100,000.00	10/05/06	100,000.00	...	0.00	Merger
NRG ENERGY INC NEW / CUSIP: 629377508 / Symbol: NRG							
	2 transactions for 08/24/15						
	4,300.000	85,353.43	01/23/14	116,960.00	...	-31,606.57	Sale
	3,100.000	61,533.87	02/05/14	84,785.00	...	-23,251.13	Sale
08/24/15	7,400.000	146,887.30	Various	201,745.00	...	-54,857.70	Total of 2 transactions
NATL FUEL GAS CO COMMON STOCK / CUSIP: 636180101 / Symbol: NFG							
	3 transactions for 08/24/15						
	500.000	26,460.31	04/10/12	22,500.00	...	3,960.31	Sale
	1,500.000	79,380.94	04/11/12	67,350.00	...	12,030.94	Sale
	500.000	26,460.31	10/29/13	36,075.00	...	-9,614.69	Sale
08/24/15	2,500.000	132,301.56	Various	125,925.00	...	6,376.56	Total of 3 transactions
NIKE INC CL B / CUSIP: 654106103 / Symbol: NKE							
10/30/15	1,000.000	130,197.60	01/04/11	41,894.98	...	88,302.62	Sale
PAYPAL HOLDINGS INC / CUSIP: 70450Y103 / Symbol: PYPL							
	2 transactions for 08/24/15						
	730.000	25,111.54	04/21/14	24,294.19	...	817.35	Sale

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LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked.

Description of property	Date sold or disposed	Quantity	Proceeds (G) / net acquired	Shown (G) / net acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
PAYPAL HOLDINGS INC / CUSIP: 70450Y103 / Symbol: PYPL (cont'd)								
		270.000	9,287.83	07/07/14	8,313.24	...	974.59	Sale
	08/24/15	1,000.000	34,399.37	Various	32,607.43	...	1,791.94	Total of 2 transactions
PINNACLE WEST CAP CORP COMMON STOCK / CUSIP: 723484101 / Symbol: PNW								
		2 transactions for 04/06/15						
		1,925.000	123,967.72	01/27/14	100,456.47	...	23,511.25	Sale
		75.000	4,829.91	01/28/14	3,896.25	...	933.66	Sale
	04/06/15	2,000.000	128,797.63	Various	104,352.72	...	24,444.91	Total of 2 transactions
		2 transactions for 04/24/15						
		510.000	32,700.60	01/28/14	26,494.50	...	6,206.10	Sale
		490.000	31,418.22	04/11/14	26,950.00	...	4,468.22	Sale
	04/24/15	1,000.000	64,118.82	Various	53,444.50	...	10,674.32	Total of 2 transactions
		Security total:			157,797.22	...	35,119.23	
PRICE T ROWE GROUP INC / CUSIP: 74144T108 / Symbol: TROW								
		2 transactions for 08/24/15						
		880.000	62,396.67	01/30/14	70,136.00	...	-7,739.33	Sale
		620.000	43,961.30	04/21/14	50,034.00	...	-6,072.70	Sale
	08/24/15	1,500.000	106,357.97	Various	120,170.00	...	-13,812.03	Total of 2 transactions
QLIK TECHNOLOGIES INC COM / CUSIP: 74733T105 / Symbol: QLIK								
	05/13/15	3,700.000	133,567.54	04/21/14	93,980.00	...	39,587.54	Sale
QUALCOMM INC COMMON STOCK / CUSIP: 747525103 / Symbol: QCOM								
		3 transactions for 04/07/15						
		300.000	20,369.63	04/11/12	19,920.00	...	449.63	Sale
		1,700.000	115,427.87	07/20/12	98,345.00	...	17,082.87	Sale

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LONG TERM TRANSACTIONS

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QUALCOMM INC COMMON STOCK / CUSIP: 747525103 / Symbol: QCOM (cont'd)								
		1,000.000	67,898.75	12/21/12	62,150.00	...	5,748.75	Sale
04/07/15		3,000.000	203,696.25	Various	180,415.00	...	23,281.25	Total of 3 transactions
2 transactions for 05/08/15								
		600.000	41,489.24	12/21/12	37,290.00	...	4,199.24	Sale
		400.000	27,659.49	02/01/13	26,520.00	...	1,139.49	Sale
05/08/15		1,000.000	69,148.73	Various	63,810.00	...	5,338.73	Total of 2 transactions
Security total:								
			272,844.98		244,225.00	...	28,619.98	
UTILITIES SECTOR SPDR TRUST SHS / CUSIP: 81369Y886 / Symbol: XLU								
08/24/15		2,400.000	106,558.04	07/14/14	102,905.25	...	3,652.79	Sale
THERMO FISHER SCIENTIFIC INC / CUSIP: 883556102 / Symbol: TMO								
2 transactions for 08/06/15								
		230.000	31,509.42	09/17/07	12,707.50	...	18,801.92	Sale
		500.000	68,498.74	09/17/07	27,625.00	...	40,873.74	Sale
08/06/15		730.000	100,008.16	Various	40,332.50	...	59,675.66	Total of 2 transactions
TRAVELERS COS INC/THE / CUSIP: 89417E109 / Symbol: TRV								
3 transactions for 01/21/15								
		1,000.000	105,597.67	01/24/13	78,250.00	...	27,347.67	Sale
		1,000.000	105,597.66	02/06/13	78,250.00	...	27,347.66	Sale
		1,000.000	105,597.67	07/31/13	83,900.00	...	21,697.67	Sale
01/21/15		3,000.000	316,793.00	Various	240,400.00	...	76,393.00	Total of 3 transactions
UNITED PARCEL SERVICE INC CL B / CUSIP: 911312106 / Symbol: UPS								
01/21/15		1,000.000	112,097.53	07/30/13	86,500.00	...	25,597.53	Sale

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VMWARE INC CL A / CUSIP: 928563402 / Symbol: VMW									
			3 transactions for 11/18/15						
		1,300.000		74,098.64	04/03/13	99,645.00	...	-25,546.36	Sale
		700.000		39,899.26	04/08/13	53,305.00	...	-13,405.74	Sale
		1,000.000		56,998.96	10/22/13	86,789.90	...	-29,790.94	Sale
	11/18/15	3,000.000		170,996.86	Various	239,739.90	...	-68,743.04	Total of 3 transactions
WAL MART STORES INC COMMON STOCK / CUSIP: 931142103 / Symbol: WMT									
			2 transactions for 04/07/15						
		1,400.000		113,467.91	10/29/13	107,800.00	...	5,667.91	Sale
		1,600.000		129,677.61	11/13/13	126,080.00	...	3,597.61	Sale
	04/07/15	3,000.000		243,145.52	Various	233,880.00	...	9,265.52	Total of 2 transactions
ENDO INTL PLC FOREIGN STOCK / CUSIP: G30401106 / Symbol: ENDP									
	08/24/15	1,200.000		89,998.34	07/02/14	82,920.00	...	7,078.34	Sale
ACE LIMITED FOREIGN STOCK CHF / CUSIP: H0023R105 / Symbol: ACE									
			3 transactions for 10/22/15						
		90.000		10,350.26	09/23/10	5,157.00	...	5,193.26	Sale
		900.000		103,502.60	12/01/10	53,280.00	...	50,222.60	Sale
		1,010.000		116,152.91	01/05/11	63,024.00	...	53,128.91	Sale
	10/22/15	2,000.000		230,005.77	Various	121,461.00	...	108,544.77	Total of 3 transactions
	Totals:			9,110,059.51		6,932,720.03	0.00	2,177,339.48	

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THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE TAX YEAR ENDING DECEMBER 31, 2015

ATTACHMENT B: STATEMENT OF REALIZED GAINS/LOSSES: UBS #308

LONG-TERM

Security	# of Shares	Date Acquired	Date Sold	Proceeds	Cost Basis	LT Cap Gain
GOLDMAN SACHS GRP INC. 4.00% DUE 03/31/29	25,000	7/28/2014	2/2/2015	25,000.00	25,000.00	-
BANK OF AMERICA INTERNOTES 4.40% DUE 06/15/15	75,000	6/7/2010	6/15/2015	75,000.00	75,000.00	-
GE CAPITAL CORP. INTERNOTES 5.0% DUE 06/15/15	100,000	6/18/2009	6/15/2015	100,000.00	100,000.00	-
SIMON PROPERTY GRP LP 5.10% DUE 06/15/15	35,000	10/27/2009	6/15/2015	35,000.00	35,977.20	(977.20)
JP MORGAN CHASE & CO. 4.25% MED TERM NTS	125,000	7/23/2010	7/28/2015	125,000.00	125,000.00	-
LLOYDS BANKING GROUP PLC 7.75% DUE 7/15/50	2,000	4/25/2011	7/15/2015	50,000.00	53,725.25	(3,725.25)
FORD MOTOR CREDIT CO LLC 3.75% MED TERM NTS	100,000	8/19/2013	8/20/2015	100,000.00	100,000.00	-
GOLDMAN SACHS BK US RT 5.10% DUE 08/20/15	90,000	10/27/2009	8/20/2015	90,000.00	97,002.00	(7,002.00)
PUERTO RICO CMWTLH 5.375% DUE 07/01/15	165,000	2/10/2011	8/24/2015	156,786.00	161,360.40	(4,574.40)
ISHARES NORTH AMERICA NATURAL RES. ETF	2,500	Various	9/8/2015	75,700.34	113,423.88	(37,723.54)
JEFFERIES GROUP INC. 3.875% DUE 11/09/15	100,000	4/21/2011	11/9/2015	100,000.00	101,942.25	(1,942.25)
DISCOVER BANK 5.0% DUE 12/03/15	50,000	6/26/2009	12/3/2015	50,000.00	53,111.44	(3,111.44)
TOTAL				982,486.34	1,041,542.42	(59,056.08)

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2015

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
 FORM 990-PF, PART XV, LINE 3A

RECIPIENT: NAME AND ADDRESS	RELATIONSHIP TO ANY FOUNDATION MANAGER/ SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT
ACLU Foundation 125 Broad Street 18 th Floor New York, NY 10004	None	PC	Civil Liberties Advocacy	\$10,000
ALS Evergreen Chapter 19226 66 th Avenue S L#-105 Kent, WA 98032	None	PC	Support Services for ALS Patients and Families	\$5,000
American Friends Service Committee 1501 Cherry Street Philadelphia, PA 19102	None	PC	Community Development, Advocacy for Justice and Peace Education Worldwide	\$10,000
Audubon New Mexico P.O. Box 9314 Santa Fe, NM 87504	None	PC	Grant to Randall Davey Audubon Center	\$20,000
Bed Stuyvesant Restoration Corp. 1368 Fulton Street Brooklyn, NY 11216	None	PC	Community Neighborhood Development	\$10,000
Bethany Christian Services 901 Eastern Avenue NE Grand Rapids, MI 49503	None	PC	Social Services for Children and Families	\$20,000
Bradley Zankel Foundation, Inc. c/o Lamb & Barnosky, LLP 534 Broadhollow Road Suite 210 Melville, NY 11747	None	501(c)(3)-Private Non-Operating Foundation- Exercised Expenditure Responsibility	Medical/Cancer Grant	\$85,000

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C
FORM 990-PF, PART XV, LINE 3A

Burn Institute 8825 Aero Drive, Suite 200 San Diego, CA 92123-2269	None	PC	Fire and Burn Prevention Education and Burn Support Services	\$15,000
Cabrini Immigrant Services 139 Henry Street New York, NY 10002	None	PC	Support Services to Immigrants	\$10,000
California Trout Stream Conservation 360 Pine Street 4 th Floor San Francisco, CA 94104	None	PC	Natural Resources Wildlife Conservation and Protection	\$20,000
Camp No Limits 265 Centre Road Wales, ME 04280	None	PC	Educate, Assist and Provide Fun Atmosphere to Children with Limb Loss	\$15,000
Catholic Charities of the Diocese of Santa Rosa P.O. Box 4900 Santa Rosa, CA 95402	None	PC	Religious Charitable Grant	\$30,000
Ceres Community Project Ceres Project P.O. Box 1562 Sebastopol, CA 95473	None	PC	Community Outreach by Teaching Healthy Consumption for People, Communities and the Planet through Organic Foods	\$30,000
Challenged Athletes Foundation 9591 Waples St San Diego, CA 92191	None	PC	Support Physically Disabled During Physical Fitness and Competitive Athletics	\$90,000

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China Little Flower 404 East 25th Street Kearney, NE 68847	None	PC	Care for Chinese Orphans, Disabled Children and Other Welfare Projects in China	\$25,000
Christ the Savior Orthodox Church (under Orthodox Church of America) 340 East 71 st Street New York, NY 10021	None	PC	Religious Grant	\$35,000
City Harvest, Inc. 6 East 32 nd Street 5 th Floor New York, NY 10016	None	PC	Prevention of Hunger	\$40,000
Community Support Network 1410 Guerneville Road Suite 14 Santa Rosa, CA 95403	None	PC	Community Support for Individuals with Mental Health Challenges	\$17,500
Council on Aging of Sonoma County 30 Kawana Springs Rd. Santa Rosa, CA 95404	None	PC	Meals on Wheels Program	\$30,000
Doctors Without Borders P.O. Box 5030 Hagerstown, MD 21741	None	PC	Medical Grant	\$175,000
Endangered Species Coalition P.O. Box 65195 Washington, D.C. 20035	None	PC	Protection of Endangered Species	\$20,000
Food Animal Concerns Trust 3525 W Peterson Avenue Chicago, IL 60659	None	PC	Public Health Concerns	\$20,000

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C
FORM 990-PF, PART XV, LINE 3A

Food for Thought Sonoma Co. P.O. Box 1608 Forestville, CA 95436	None	PC	Nutrition and Services to Persons Affected by AIDS/HIV	\$20,000
Habitat for Humanity of New York City 111 John Street 23 rd Floor New York, NY 10038	None	PC	Housing for the Needy	\$20,000
Habitat for Humanity of Sonoma County 3273 Airway Drive Suite E Santa Rosa, CA 95403	None	PC	Housing for the Needy in Sonoma County, CA	\$20,000
Half the Sky Foundation 715 Hearst Avenue Suite 200 Berkeley, CA 94710	None	PC	Children's and Youth Services; Education	\$20,000
International Center for Journalists 1616 11 th Street NW Washington DC 20006	None	PC	Promotes Quality in Journalism Worldwide	\$65,000
Jackie Robinson YMCA 151 YMCA Way San Diego, CA 92102	None	PC	Scholarship Fund	\$15,000
Juvenile Diabetes Research Foundation-San Diego Chapter 5665 Oberlin Drive Suite 106 San Diego, CA 92121	None	PC	Medical Research to Fund Cure for Diabetes	\$5,000
KQED Northern CA Public Radio 2601 Mariposa Street, Suite 110 San Francisco, CA 94110-1426	None	PC	Provide alternative to commercial media in Northern California	\$30,000

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STATEMENT C
FORM 990-PF, PART XV, LINE 3A

Labradors and Friends 2307 Fenton Parkway #107-160 San Diego, CA 92108	None	PC	Agnes Fund	\$15,000
Labradors and Friends 2307 Fenton Parkway #107-160 San Diego, CA 92108	None	PC	Paws Fund	\$15,000
La Jolla YMCA 8355 Cliffridge Avenue La Jolla, CA 92037	None	PC	Capital Campaign	\$40,000
La Jolla YMCA 8355 Cliffridge Avenue La Jolla, CA 92037	None	PC	Annual Giving	\$25,000
La Jolla YMCA 8355 Cliffridge Avenue La Jolla, CA 92037		PC	Kids to Camp	\$10,000
Laguna de Santa Rosa Foundation 900 Sanford Road Santa Rosa, CA 95401	None	PC	Resource Conversation and Protection	\$20,000
Lake County Fire Victims Relief Fund c/o Redwood Credit Union P.O. Box 6104 Santa Rosa, CA 95406	None	PC	Lake County Fire Victims Relief	\$72,500
L.I. Against Domestic Violence 320 Carleton Avenue Central Islip, NY 11722	None	PC	Empower Victims and Survivors of Domestic Violence	\$10,000
Lucas House P.O. Box 1445 Eagle, ID 83616	None	PC	Respite, Palliative and End of Life Care	\$30,000
Mercy Corps. P.O. Box 2669, Dept W Portland, OR 97208-2669	None	PC	Nepal Earthquake Disaster Relief	\$10,000

THE ANDROCLES FOUNDATION, INC.
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FOR THE YEAR ENDED DECEMBER 31, 2015

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
FORM 990-PF, PART XV, LINE 3A

Middleway House P.O. Box 95 Bloomington, ID 47402	None	PC	Social Services	\$25,000
Mohawk & Hudson River Humane Society 3 Oakland Avenue Menands, NY 12204	None	PC	Animal Protection and Welfare	\$15,000
Monarch School Project 1625 Newton Avenue San Diego, CA 92113	None	PC	Educate Students Impacted by Homelessness	\$10,000
New Mexico Community Foundation 502 West Cordova Road, Suite 1 Santa Fe, NM 87505	None	PC	Builds community resources and relationships with special emphasis on rural communities	\$20,000
New York Public Library 476 Fifth Avenue New York, NY 10018	None	PC	Educational Charity	\$50,000
Orthodox Peace Fellowship P.O. Box 76609 Washington DC 20013	None	PC	Religious Grant	\$25,000
Paws'itive Teams 7031 Carrol Road San Diego, CA 92121	None	PC	Animal Training and Behavior	\$30,000
Peninsula Aquatics San Diego 8070 La Jolla Shores Drive, #532 San Diego, CA 92037	None	PC	Health Care Grant	\$25,000
Polaris Project P.O. Box 65323 Washington DC 20035	None	PC	Combat Human Trafficking and Modern-Day Slavery	\$10,000

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STATEMENT C
 FORM 990-PF, PART XV, LINE 3A

Project Medishare for Haiti 8260 NE 2 nd Avenue Miami, FL 33138	None	PC	Zaryen Amputee Soccer Team	\$15,000
Project Open Hand 730 Polk Street San Francisco, CA 94109	None	PC	Services for Sick and Elderly	\$10,000
Rancho Coastal Humane Society 389 Requeza Street Encinitas, CA 92024	None	PC	New Spray and Neuter Clinic	\$75,000
Redwood Empire Food Bank 3990 Brickway Boulevard Santa Rosa, CA 95403	None	PC	Ending Community Hunger	\$50,000
Redwood Gospel Mission P.O. Boc 493 Santa Rosa, CA 95402	None	PC	Ending Community Hunger	\$30,000
San Diego Food Bank 9850 Distribution Avenue San Diego, CA 92121	None	PC	Provide Food to People in Need and Connect People to Health and Human Service Providers	\$15,000
San Diego Humane Society 5500 Gaines Street San Diego, CA 92110	None	PC	Animal Protection and Welfare	\$15,000
Save a Pet Animal Rescue, Inc. 608 Route 112 Port Jefferson Station, NY 11776	None	PC	Animal Rescue Shelter and Adoption Center	\$25,000
Santa Fe Animal Shelter 100 Caja de Rio Road Santa Fe, NM 87507	None	PC	Animal Protection and Welfare	\$20,000

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STATEMENT C
 FORM 990-PF, PART XV, LINE 3A

Scripps Howard Foundation 312 Walnut Street, 28 th Floor Cincinnati, OH 42502	None	501(c)(3)-Private Non-Operating Foundation- Exercised Expenditure Responsibility	Promote Free Press, Foster Journalism & Media Education	\$45,000
Sebastopol Center for the Arts 282 S High Street Sebastopol, CA 95472	None	PC	Enhancement, Education and Support of The Arts	\$10,000
Sebastopol Area Senior Center 167 N High Street Sebastopol, CA 95472	None	PC	Encourages independence for senior citizens through social programs	\$20,000
Starcross Community 34500 Annapolis Road Annapolis, CA 95412	None	PC	Religious Grant	\$10,000
St. Gregory of Sinai Monastery 8252 Harrington Flat Road Kelseyville, CA 95451	None	PC	Well Fund	\$35,000
St. Tikhon's Orthodox Theological Seminary P.O. Box 130 South Canaan, PA 18459	None	PC	Religious Grant	\$30,000
T.E.R.I., Inc. & Affiliates 251 Airport Road Oceanside, CA 95412	None	PC	Education for Visually or Hearing Impaired and Learning Disabled	\$10,000
The Bishop's School 7607 La Jolla Boulevard La Jolla, CA 92037	None	PC	Educational Grant	\$10,000

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 FORM 990-PF, PART XV, LINE 3A

The Field (f/b/o Rain Worthington) 75 Maiden Lane, Suite 906 New York, NY 10038	None	PC	Cultivating and Fostering the Performing Arts	\$15,000
The Heimerdinger Foundation 4004 Hillsboro Pike, Suite 223-B Nashville, TN 37215	None	PC	Meals 2 Heal Program	\$20,000
The Reboli Atelier LLC P.O. Box 435 Stony Brook, NY 11790	None	A single member disregarded entity that is the wholly-owned subsidiary of The Reboli Center for Art and History, a 501(c)(3)-Public Charity	Promotion of the Arts and History	\$10,000
The Reboli Center for Art and History P.O. Box 435 Stony Brook, NY 11790	None	PC	Promotion of the Arts and History	\$70,000
The Spanish Mustang Foundation 7 Avenida Vista Grande B7-106 Santa Fe, NM 87508-9207	None	501(c)(3)-Private Non-Operating Foundation Exercised Expenditure Responsibility	Preservation and History of Spanish Mustangs	\$40,000
Urban Arts Partnership Development Department 21 Howard Street, #5 New York, NY 10013	None	PC	Educational Grant	\$45,000
Village Food Project P.O. Box 40023 Bay Village, OH 44140	None	PC	Meals and Care for Cancer Patients	\$20,000

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CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT C
 FORM 990-PF, PART XV, LINE 3A

Voices of a People's History of the United States 45 Main Street Suite 547 Brooklyn, NY 11201-0027	None	PC	Developing an Informed and Participatory Citizenry	\$25,000
West County Health Centers Inc. P.O. Box 1449 Guerneville, CA 95446	None	PC	Health Care Grant	\$10,000
Wikimedia Foundation 149 New Montgomery Street, Floor 6 San Francisco, CA 94105	None	PC	Media Communications Grant	\$20,000
WildEarth Guardians 516 Alto Street Santa Fe, NM 87501	None	PC	Environmental Protection	\$20,000
Yao Ming Foundation c/o Giving Back Fund 6033 W. Century Blvd Suite 350 Los Angeles, CA 90045	None	PC	Yao Foundation Hope School	\$25,000
TOTAL				\$2,130,000

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
ISHARES 7-10 YR. TREASURY BD ETF (IEF)	9/16/14	1,000,000	\$104.307	\$105.590	\$104,306.80	\$105,590.00
Next Dividend Payable 01/2016; Asset Class: FI & Pref						
ISHARES CORE U.S. AGGREGATE (AGG)	10/6/11	500,000	110.510	108.010	55,255.15	54,005.00
	10/25/11	500,000	110.510	108.010	55,255.15	54,005.00
	Total	1,000,000			110,510.30	108,010.00
Next Dividend Payable 01/2016; Asset Class: FI & Pref						

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
<i>Next Dividend Payable 06/2016; Asset Class: Equities</i>						
ISHARES MSCI EAFE ETF (EFA)	8/14/09	541,000	51.469	58.720	27,844.96	31,767.52
	8/24/09	659,000	52.937	58.720	34,885.46	38,696.48
	8/24/10	800,000	50.178	58.720	40,142.63	46,976.00
	5/25/11	500,000	60.505	58.720	30,252.46	29,360.00
	8/26/11	1,500,000	51.935	58.720	77,903.24	88,080.00
Total		4,000,000			211,028.75	234,880.00
<i>Next Dividend Payable 03/2016; Asset Class: Alt</i>						
ISHARES N AMER NAT RES ETF (IGE)	6/7/11	500,000	43.651	28.140	21,825.51	14,070.00
	4/12/12	1,000,000	38.389	28.140	38,389.24	28,140.00
Total		1,500,000			60,214.75	42,210.00
<i>Next Dividend Payable 03/2016; Asset Class: Alt</i>						
ISHARES S&P 100 ETF (OEF)	1/21/15	900,000	90.461	91.170	81,415.25	82,053.00
	5/7/15	200,000	93.876	91.170	18,775.25	18,234.00
	8/6/15	200,000	93.896	91.170	18,779.25	18,234.00
Total		1,300,000			118,969.75	118,521.00
<i>Next Dividend Payable 03/2016; Asset Class: Equities</i>						
ISHARES S&P MIDCAP 400 INDEX (IHH)	10/31/13	740,000	130.356	139.320	96,463.34	103,096.80
	11/11/13	260,000	130.840	139.320	34,018.48	36,223.20
Total		1,000,000			130,481.82	139,320.00
<i>Next Dividend Payable 03/2016; Asset Class: Equities</i>						
ISHARES US REAL ESTATE ETF (IIR)	5/2/11	1,700,000	62.666	75.080	106,531.69	127,636.00
	5/4/11	800,000	62.010	75.080	49,607.87	60,064.00
	5/13/11	1,000,000	61.532	75.080	61,532.26	75,080.00
	4/12/12	500,000	61.712	75.080	30,856.14	37,540.00
Total		4,000,000			248,527.96	300,320.00
<i>Next Dividend Payable 03/2016; Asset Class: Alt</i>						
PIMCO INCOME OPPTY FUND (PKO)	10/24/12	1,600,000	29.858	21.170	47,772.82	33,872.00
	12/3/12	10,000	29.538	21.170	295.38	211.70
	1/2/13	10,000	29.630	21.170	296.30	211.70
	2/1/13	10,000	29.970	21.170	299.70	211.70
	3/1/13	9,000	31.434	21.170	282.91	190.53
	4/1/13	10,000	31.054	21.170	310.54	211.70
	5/1/13	9,000	32.666	21.170	293.99	190.53
	6/3/13	10,000	29.611	21.170	296.11	211.70
	7/1/13	11,000	28.774	21.170	316.51	232.87
	8/1/13	11,000	27.091	21.170	298.00	232.87

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	9/3/13	11,000	27.235	21.170	299.58	232.87
	10/1/13	11,000	27.519	21.170	302.71	232.87
	11/1/13	11,000	28.882	21.170	317.70	232.87
	12/2/13	11,000	28.269	21.170	310.96	232.87
	1/2/14	11,000	28.164	21.170	309.80	232.87
	1/17/14	35,000	28.962	21.170	1,013.67	740.95
	2/3/14	11,000	29.023	21.170	319.25	232.87
	3/3/14	11,000	28.534	21.170	313.87	232.87
	4/1/14	12,000	28.149	21.170	337.79	254.04
	5/1/14	11,000	29.065	21.170	319.71	232.87
	6/2/14	11,000	28.932	21.170	318.25	232.87
	7/1/14	11,000	29.220	21.170	321.42	232.87
	8/1/14	12,000	27.899	21.170	334.79	254.04
	9/2/14	12,000	29.165	21.170	349.98	254.04
	10/1/14	12,000	27.581	21.170	330.97	254.04
	11/3/14	13,000	27.391	21.170	356.08	275.21
	12/1/14	13,000	27.425	21.170	356.53	275.21
	1/2/15	14,000	25.056	21.170	350.79	296.38
	1/16/15	63,000	24.805	21.170	1,562.70	1,333.71
	1/16/15	59,000	24.805	21.170	1,463.48	1,249.03
	2/2/15	14,000	24.675	21.170	345.45	296.38
	3/2/15	15,000	25.487	21.170	382.30	317.55
	4/1/15	15,000	25.670	21.170	385.05	317.55
	5/1/15	15,000	26.455	21.170	396.83	317.55
	6/1/15	15,000	26.187	21.170	392.81	317.55
	7/1/15	16,000	24.409	21.170	390.54	338.72
	8/3/15	17,000	23.536	21.170	400.11	359.89
	9/1/15	17,000	22.936	21.170	389.91	359.89
	10/1/15	18,000	22.836	21.170	411.05	381.06
	11/2/15	17,000	23.477	21.170	399.11	359.89
	12/1/15	18,000	22.733	21.170	409.20	381.06
Total		2,222,000			64,354.65	47,039.74

Next Dividend Payable 01/30/16: Asset Class: FI & Pref

POWERSH DWA TECH LEAD PTF ETF (PDP)

10/24/12	1,000,000	27.824	41.370	27,823.67	41,370.00
3/26/13	300,000	31.104	41.370	9,331.10	12,411.00
6/5/13	300,000	32.235	41.370	9,670.49	12,411.00

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	10/29/13	400,000	35.470	41.370	14,188.13	16,548.00
	7/29/14	1,000,000	39.698	41.370	39,698.25	41,370.00
	Total	3,000,000			100,711.64	124,110.00
<i>Next Dividend Payable 03/2016; Asset Class: Equities</i>						
POWERSHARES QQQ TR (QQQ)	1/21/15	1,000,000	102.795	111.860	102,795.25	111,860.00
	7/6/15	500,000	108.611	111.860	54,305.25	55,930.00
	Total	1,500,000			157,100.50	167,790.00
<i>Next Dividend Payable 03/2016; Asset Class: Equities</i>						
SPDR S&P MIDCAP 400 ETF TRUST (MDY)	8/7/15	200,000	274.980	254.040	54,996.05	50,808.00
	8/7/15	225,000	271.950	254.040	61,188.75	57,159.00
	9/8/15	275,000	259.574	254.040	71,382.75	69,861.00
	Total	700,000			187,567.55	177,828.00
<i>Next Dividend Payable 01/29/16; Asset Class: Equities</i>						
UTILITIES SEL SECT SPDR FUND (XLU)	7/14/14	2,400,000	42.877	43.280	102,905.25	103,872.00
	1/21/15	600,000	49.769	43.280	29,861.61	25,968.00
	Total	3,000,000			132,766.86	129,840.00
<i>Next Dividend Payable 03/2016; Asset Class: Equities</i>						
VANGUARD DIVIDEND APPRECIATION (VIG)	7/30/13	492,000	72.859	77.760	35,846.67	38,257.92
	7/31/13	508,000	70.776	77.760	35,954.03	39,502.08
	10/17/13	600,000	72.233	77.760	43,339.59	46,656.00
	Total	1,600,000			115,140.29	124,416.00
<i>Next Dividend Payable 03/2016; Basis Adjustment Due to Wash Sale: \$908.58; Asset Class: Equities</i>						
VANGUARD GBL EX-US REAL EST (VNQI)	5/2/11	1,000,000	53.400	51.100	53,400.05	51,100.00
	5/13/11	1,000,000	51.488	51.100	51,487.65	51,100.00
	5/25/11	500,000	51.691	51.100	25,845.52	25,550.00
	Total	2,500,000			130,733.22	127,750.00
<i>Next Dividend Payable 03/2016; Asset Class: Alt</i>						
VANGUARD INFO TECH ETF (VGT)	9/11/14	1,000,000	103.342	108.290	103,342.08	108,290.00
	<i>Next Dividend Payable 03/2016; Basis Adjustment Due to Wash Sale: \$1,236.83; Asset Class: Equities</i>					

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

EXCHANGE-TRADED & CLOSED-END FUNDS	Percentage of Holdings	Total Cost	Market Value
	34.57%	\$1,975,756.92	\$2,055,914.74

MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
NEW YORK CITY MUNI WTR FIN AUT H WTR & SWR SYS 2ND GENL RV-GG Coupon Rate 3.250%; Matures 06/15/2019; CUSIP 64972F2U9 Int. Semi-Annually Jun/Dec 15; Yield to Maturity 1.118%; Federal Tax Exempt; Moody AA1 S&P AA-; Issued 03/31/71; Asset Class: FI & Pref	3/24/11	50,000,000	\$102.253 \$101.014	\$107.206	\$51,126.25 \$50,507.08	\$53,603.00
NEW YORK NY GENL OBLIG SER-C-1 Coupon Rate 4.297%; Matures 10/01/2021; CUSIP 64966H4J6 Int. Semi-Annually Apr/Oct 01; Yield to Maturity 2.624%; Callable Extraordinary; Subject to Federal Tax; Moody A42 S&P AA; Issued 10/20/10; Asset Class: FI & Pref	1/25/13	45,000,000	112.925 108.880	108.874	50,816.10 48,995.78	48,993.30

MUNICIPAL BONDS	Percentage of Holdings	Face Value	Orig Total Cost Adj Total Cost	Market Value
		95,000,000	\$101,942.35 \$99,502.86	\$102,596.30

TOTAL MUNICIPAL BONDS
(includes accrued interest)

1.73%

\$103,151.93

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
HSBC FINANCE CORP Coupon Rate 5.500%; Matures 01/19/2016; CUSIP 40429CFN7 Int. Semi-Annually Jan/Jul 19; Yield to Maturity 2.163%; Moody BAA1 S&P A; Issued 01/19/06; Asset Class: FI & Pref	6/26/09	100,000,000	\$97.311 \$97.311	\$100.164	\$97,311.25 \$97,311.25	\$100,164.00
BANK OF AMERICA CORP Coupon Rate 6.000%; Matures 08/15/2017; CUSIP 06050WBR5 Int. Semi-Annually Feb/Aug 15; Yield to Maturity 2.115%; Moody BAA1 S&P BBB+; Issued 08/27/09; Asset Class: FI & Pref	8/20/09	50,000,000	100.000 100.000	106.160	50,000.00 50,000.00	53,080.00
BANK OF AMERICA Coupon Rate 5.100%; Matures 11/15/2017; CUSIP 06050WBX2 Int. Semi-Annually May/Nov 15; Yield to Maturity 2.078%; Moody BAA1 S&P BBB+; Issued 11/05/09; Asset Class: FI & Pref	10/27/09	100,000,000	100.000 100.000	105.519	100,000.00 100,000.00	105,519.00

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Face Value	Adj Unit Cost	Unit Price	Orig Total Cost	Adj Total Cost	Market Value
ROYAL BANK OF SCOTLAND							
Coupon Rate 4.500%; Matures 03/15/2018; CUSIP 78011RBD4	3/28/11	100,000.000	100.000	103.359	100,000.00	100,000.00	103,359.00
Interest Paid Monthly Apr 15; Yield to Maturity 2.915%; Moody A3	S&P BBB+; Issued 03/31/11; Asset Class: FI & Pref		100.000		100,000.00		
GENERAL ELECTRIC CAPITAL CORP							
Coupon Rate 6.750%; Matures 04/15/2018; CUSIP 38966R3B0	4/21/09	100,000.000	100.000	109.961	100,000.00	100,000.00	109,961.00
Int. Semi-Annually Apr/Oct 15; Yield to Maturity 2.259%; Moody A1	S&P AA+; Issued 04/30/09; Asset Class: FI & Pref		100.000		100,000.00		
PROSPECT CAPITAL CORPORATION							
Coupon Rate 5.850%; Matures 09/15/2019; CUSIP 74348YAS0	9/24/12	25,000.000	100.000	99.475	25,000.00	25,000.00	24,868.75
Int. Semi-Annually Mar/Sep 15; Callable \$100.00 on 03/15/16; Yield to Maturity 6.007%; S&P BBB-	S&P BBB-; Issued 09/27/12; Asset Class: FI & Pref		100.000		25,000.00		
MORGAN STANLEY							
Coupon Rate 3.000%; Matures 11/01/2019; CUSIP 61760LAV7	10/29/12	50,000.000	100.000	99.341	50,000.00	50,000.00	49,670.50
Int. Semi-Annually May/Nov 01; Yield to Maturity 3.183%; Moody A3	S&P BBB+; Issued 11/01/12; Asset Class: FI & Pref		100.000		50,000.00		
PROSPECT CAPITAL CORPORATION							
Coupon Rate 4.250%; Matures 07/15/2020; CUSIP 74348YQ8	12/29/14	100,000.000	100.000	95.076	100,000.00	100,000.00	95,076.00
Int. Semi-Annually Jan/Jul 15; Callable \$100.00 on 07/15/16; Yield to Maturity 5.490%; S&P BBB-	S&P BBB-; Issued 01/02/15; Asset Class: FI & Pref		100.000		100,000.00		
GOLDMAN SACHS GROUP							
Coupon Rate 2.500%; Matures 09/15/2020; CUSIP 38143CHH7	9/8/14	100,000.000	100.000	98.147	100,000.00	100,000.00	98,147.00
Interest Paid Monthly Oct 15; Yield to Maturity 2.924%; Moody A3	S&P BBB+; Issued 09/11/14; Asset Class: FI & Pref		100.000		100,000.00		
PROSPECT CAPITAL CORPORATION							
Coupon Rate 4.750%; Matures 09/15/2020; CUSIP 74348YQ80	3/23/15	100,000.000	100.000	92.602	100,000.00	100,000.00	92,602.00
Int. Semi-Annually Mar/Sep 15; Callable \$100.00 on 03/15/16; Yield to Maturity 6.602%; S&P BBB-	S&P BBB-; Issued 03/26/15; Asset Class: FI & Pref		100.000		100,000.00		
TALISMAN ENERGY							
Coupon Rate 3.750%; Matures 02/01/2021; CUSIP 87425EAM5	1/28/13	50,000.000	107.340	90.669	53,669.75	52,420.36	45,334.50
Int. Semi-Annually Feb/Aug 01; Callable \$100.00 on 11/01/20; Yield to Maturity 5.901%; Moody BAA3	S&P BBB-; Issued 11/12/10; Asset Class: FI & Pref		104.841		52,420.36		
ANHEUSER-BUSCH INBEV SA							
Coupon Rate 4.375%; Matures 02/15/2021; CUSIP 03523TBB3	1/25/13	5,000.000	115.550	108.270	5,777.50	5,510.42	5,413.50
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 2.638%; Moody A2 (-)	S&P A-; Issued 01/27/11; Asset Class: FI & Pref		110.208		5,510.42		
GENWORTH FINANCIAL INC							
Coupon Rate 7.200%; Matures 02/15/2021; CUSIP 3724TDAN6	7/25/12	30,000.000	100.218	83.323	30,065.25	30,043.65	24,996.90
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 11.605%; Moody BA1	S&P BB-; Issued 11/22/10; Asset Class: FI & Pref		100.146		30,043.65		
MORGAN STANLEY							
Coupon Rate 3.250%; Matures 12/20/2021; CUSIP 61760LB11	12/17/12	75,000.000	100.000	97.578	75,000.00	75,000.00	73,183.50
Int. Semi-Annually Jun/Dec 20; Yield to Maturity 3.706%; Moody A3	S&P BBB+; Issued 12/20/12; Asset Class: FI & Pref		100.000		75,000.00		
TORONTO-DOMINION BANK							
Coupon Rate 2.000%; Matures 12/30/2021; CUSIP 89114QSC3	12/23/14	60,000.000	100.000	98.012	60,000.00	60,000.00	58,807.20
Interest Paid Quarterly Mar 30; Callable \$100.00 on 03/30/16; Stopped; Moody AAT	S&P AA-; Issued 12/30/14; Asset Class: FI & Pref		100.000		60,000.00		

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
BARCLAYS BANK PLC	7/23/12	100,000.000	100,000	97.025	100,000.00	97,025.00
Coupon Rate 3.100%; Matures 07/26/2022; CUSIP 067411RCY5 Int. Semi-Annually Jan/Jul 26; Yield to Maturity 3.613%; Moody A2 S&P A-; Issued 07/26/12; Asset Class: FI & Pref			100,000		100,000.00	
NATIONAL RURAL UTIL COOP	9/8/14	40,000.000	100,000	98.825	40,000.00	39,530.00
Coupon Rate 2.750%; Matures 09/15/2022; CUSIP 63743FUK0 Interest Paid Monthly Oct 15; Yield to Maturity 2.944%; Moody A2 S&P A; Issued 09/11/14; Asset Class: FI & Pref			100,000		40,000.00	
CANADIAN PACIFIC LTD	8/7/12	50,000.000	111,155	106.094	55,577.25	53,047.00
Coupon Rate 4.450%; Matures 03/15/2023; CUSIP 13645RAK0 Int. Semi-Annually Mar/Sep 15; Callable \$100.00 on 12/15/22; Yield to Call 3.456%; Moody BAA1 S&P BBB+; Issued 09/23/10; Asset Class: FI & Pref			107,977		53,988.64	
GOLDMAN SACHS GROUP INC	10/31/12	125,000.000	100,000	99.371	125,000.00	124,213.75
Coupon Rate 3.500%; Matures 11/15/2023; CUSIP 38141EH77 Interest Paid Monthly Dec 15; Yield to Maturity 3.592%; Moody A3 S&P BBB+; Issued 11/05/12; Asset Class: FI & Pref			100,000		125,000.00	
HSBC USA, INC.	7/20/12	50,000.000	100,000	94.963	50,000.00	47,481.50
Coupon Rate 3.200%; Matures 07/25/2024; CUSIP 4042K1Y98 Interest Paid Monthly Aug 25; Yield to Maturity 3.897%; S&P A; Issued 07/25/12; Asset Class: FI & Pref			100,000		50,000.00	
GENERAL ELECTRIC CAPITAL CORP	8/20/12	75,000.000	100,000	97.357	75,000.00	73,017.75
Coupon Rate 3.000%; Matures 08/15/2024; CUSIP 36966TGF3 Int. Semi-Annually Feb/Aug 15; Yield to Maturity 3.355%; Moody A1 S&P AA+; Issued 08/23/12; Asset Class: FI & Pref			100,000		75,000.00	
DOW CHEMICAL COMPANY	9/15/14	75,000.000	100,000	94.333	75,000.00	70,749.75
Coupon Rate 3.550%; Matures 09/15/2024; CUSIP 26054LY11 Int. Semi-Annually Mar/Sep 15; Callable \$100.00 on 03/15/16; Yield to Maturity 4.339%; Moody BAA2 S&P BBB (*); Issued 09/18/14; Asset Class: FI & Pref			100,000		75,000.00	
GOLDMAN SACHS GROUP INC	9/14/12	50,000.000	100,000	102.179	50,000.00	51,089.50
Coupon Rate 4.050%; Matures 09/15/2024; CUSIP 38141EH36 Interest Paid Monthly Oct 15; Yield to Maturity 3.754%; Moody A3 S&P BBB+; Issued 09/19/12; Asset Class: FI & Pref			100,000		50,000.00	
MORGAN STANLEY	10/29/12	75,000.000	100,000	101.041	75,000.00	75,780.75
Coupon Rate 4.000%; Matures 11/01/2024; CUSIP 61760LAW5 Int. Semi-Annually May/Nov 01; Yield to Maturity 3.859%; Moody A3 S&P BBB+; Issued 11/01/12; Asset Class: FI & Pref			100,000		75,000.00	
GENERAL ELECTRIC CAPITAL CORP	8/13/12	50,000.000	100,000	97.906	50,000.00	48,953.00
Coupon Rate 3.000%; Matures 08/15/2025; CUSIP 36966TCC0 Int. Semi-Annually Feb/Aug 15; Yield to Maturity 3.255%; Moody A1 S&P AA+; Issued 08/16/12; Asset Class: FI & Pref			100,000		50,000.00	
RBC STEP-UP CALLABLE NOTES	10/27/15	75,000.000	100,000	99.395	75,000.00	74,546.25
Coupon Rate 2.400%; Matures 10/30/2025; CUSIP 78012KFM4 Int. Semi-Annually Apr/Oct 30; Callable \$100.00 on 10/30/20; First Coupon 04/30/16; Floater, Stepped, Moody AA3u S&P AA-; Issued 10/30/15; Asset Class: FI & Pref			100,000		75,000.00	
NATIONAL RURAL UTILITIES	8/13/12	50,000.000	100,000	97.381	50,000.00	48,690.50
Coupon Rate 3.000%; Matures 08/15/2026; CUSIP 63743FQK5 Interest Paid Monthly Sep 15; Yield to Maturity 3.294%; Moody A2 S&P A; Issued 08/16/12; Asset Class: FI & Pref			100,000		50,000.00	

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
CATERPILLAR FINANCIAL SERVICES CORPORATION						
Coupon Rate 3.100%; Matures 09/15/2026, CUSIP 14912HRL6	9/15/14	50,000.000	100.000	97.471	50,000.00	
Int. Semi-Annually Mar/Sep 15; Yield to Maturity 3.383%; Moody A2	S&P A-; Issued 09/18/14; Asset Class: FI & Pref		100.000		50,000.00	48,735.50
DUKE ENERGY						
Coupon Rate 3.100%; Matures 12/15/2026, CUSIP 26442KAC0	12/11/12	75,000.000	100.000	96.359	75,000.00	
Int. Semi-Annually Jun/Dec 15; Yield to Maturity 3.503%; Moody A3 (-)	S&P BBB+; Issued 12/20/12; Asset Class: FI & Pref		100.000		75,000.00	72,269.25
JPMORGAN CHASE & CO.						
Coupon Rate 3.500%; Matures 05/14/2027, CUSIP 48125UJMO	5/9/12	100,000.000	100.000	97.571	100,000.00	
Int. Semi-Annually May/Nov 14; Callable \$100.00 on 05/14/17; Stepped; Moody A3	S&P A-; Issued 05/14/12; Asset Class: Struct Inv		100.000		100,000.00	97,571.00
GEORGIA PACIFIC GROUP BOND						
Coupon Rate 7.250%; Matures 06/01/2028, CUSIP 373298BP2	4/21/14	20,000.000	130.575	125.953	26,115.05	
Int. Semi-Annually Jun/Dec 01; Yield to Maturity 4.499%; Moody BAA1	S&P A+; Issued 06/02/08; Asset Class: FI & Pref		127.801		25,560.13	25,190.60
JPMORGAN CHASE & CO						
Coupon Rate 4.000%; Matures 01/30/2029, CUSIP 48126NTS6	1/27/14	50,000.000	100.000	101.682	50,000.00	
Int. Semi-Annually Jan/Jul 30; Callable \$100.00 on 01/30/21; Stepped; Moody A3	S&P A-; Issued 01/30/14; Asset Class: FI & Pref		100.000		50,000.00	50,841.00
MORGAN STANLEY						
Coupon Rate 4.150%; Matures 05/08/2029; CUSIP 61760LFX8	5/5/14	100,000.000	100.000	101.034	100,000.00	
Int. Semi-Annually May/Nov 08; Yield to Maturity 4.019%; Moody A3	S&P BBB+; Issued 05/08/14; Asset Class: FI & Pref		100.000		100,000.00	101,034.00
GENERAL ELECTRIC CAPITAL CORPORATION						
Coupon Rate 4.000%; Matures 08/15/2029; CUSIP 36966TJMS	8/19/13	40,000.000	100.000	99.600	40,000.00	
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 4.038%; Moody A1	S&P AA+; Issued 08/22/13; Asset Class: FI & Pref		100.000		40,000.00	39,840.00
CITIGROUP INC						
Coupon Rate 3.500%; Matures 09/19/2029; CUSIP 1730T0X20	9/16/14	60,000.000	100.000	95.150	60,000.00	
Interest Paid Quarterly Dec 19; Callable \$100.00 on 03/19/16; Stepped; Moody BAA1	S&P BBB+; Issued 09/19/14; Asset Class: FI & Pref		100.000		60,000.00	57,090.00
BANK OF AMERICA CORPORATION						
Coupon Rate 3.000%; Matures 04/30/2030; CUSIP 06048WQ04	4/28/15	100,000.000	100.000	94.883	100,000.00	
Int. Semi-Annually Apr/Oct 30; Callable \$100.00 on 04/30/16; Stepped; Moody BAA1	S&P BBB+; Issued 04/30/15; Asset Class: FI & Pref		100.000		100,000.00	94,883.00
JPMORGAN CHASE & CO.						
Coupon Rate 3.125%; Matures 10/30/2030; CUSIP 48125UJ21	10/27/15	100,000.000	100.000	95.930	100,000.00	
Int. Semi-Annually Apr/Oct 30; Callable \$100.00 on 10/30/22; First Coupon 04/30/16; Stepped; Moody A3	S&P A-; Issued 10/30/15; Asset Class: FI & Pref		100.000		100,000.00	95,930.00
SOUTHERN NATURAL GAS						
Coupon Rate 7.350%; Matures 02/15/2031; CUSIP 843452AY9	10/23/15	25,000.000	110.978	91.792	27,744.50	
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 8.312%; Moody BAA3	S&P BBB-; Issued 02/13/01; Asset Class: FI & Pref		110.895		27,723.77	22,948.00
AMERADA HESS CORP						
Coupon Rate 7.300%; Matures 08/15/2031; CUSIP 023551AJ3	10/23/15	50,000.000	119.281	99.283	59,640.25	
Int. Semi-Annually Feb/Aug 15; Yield to Maturity 7.377%; Moody BAA2 (-)	S&P BBB; Issued 08/15/01; Asset Class: FI & Pref		119.133		59,566.29	49,641.50

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
GOLDMAN SACHS GROUP INC						
Coupon Rate 4.400%; Matures 11/15/2032; CUSIP 38141EH85	10/31/12	125,000,000	100,000	97.988	125,000.00	
Interest Paid Monthly Dec 15, Yield to Maturity 4.572%; Moody A3			100,000		125,000.00	122,485.00
CORPORATE BONDS						
		2,755,000,000			\$2,760,900.80	
					\$2,771,124.51	\$2,722,766.45

FIXED-RATE CAPITAL SECURITIES

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
ENERGY MISSISSIPPI INC 6% (EMZ)						
Coupon Rate 6.000%; Matures 05/01/2051	4/20/11	2,400,000	\$25.134	\$25.970	\$60,322.05	
Interest Paid Quarterly Nov 01; Callable \$25.00 on 05/01/16; Moody A3			\$25.130		\$60,311.40	\$62,328.00
GENERAL ELEC CAP CORP 4.875-A (GEH)						
Coupon Rate 4.875%; Matures 01/29/2053	1/24/13	4,000,000	25.381	25.680	101,525.25	
Interest Paid Quarterly Jul 29; Callable \$25.00 on 01/29/18; Moody A1			25.371		101,485.41	102,720.00
FIXED-RATE CAPITAL SECURITIES						
		—			\$161,847.30	
					\$161,796.81	\$165,048.00

CORPORATE FIXED INCOME

Percentage of Holdings	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
	—			\$2,942,748.10	
				\$2,938,921.32	\$2,887,814.45

TOTAL CORPORATE FIXED INCOME
(includes accrued interest)

48.95%

\$2,911,615.44

Watchlist and CreditWatch Indicators: (*) = developing/uncertain (+) = On Watchlist/CreditWatch Upgrade (-) = On Watchlist/CreditWatch Downgrade

GOVERNMENT SECURITIES
FEDERAL AGENCIES

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
FED NATL MTG ASSN STEP - 03/28/17 02.50						
Coupon Rate 2.250%; Matures 03/28/2028; CUSIP 3136G1HT9	7/6/15	100,000,000	\$99.800	\$98.280	\$99,800.00	
Int. Semi-Annually Mar/Sep 28, Callable \$100.00 on 03/28/16; Stepped, S&P AA+; Issued 03/28/13; Asset Class: FI & Pref			\$99.800		\$99,800.00	\$98,280.00

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

	Percentage of Holdings	Face Value	Orig Total Cost Adj Total Cost	Market Value
GOVERNMENT SECURITIES		100,000.000	\$99,800.00 \$99,800.00	\$98,280.00
TOTAL GOVERNMENT SECURITIES (includes accrued interest)	1.66%			\$98,861.24

CERTIFICATES OF DEPOSIT

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
HSBC BANK USA NA MC LEAN VA RDMPN LINKED TO A BSKT OF EQ	4/4/14	9,000.000	\$97.628 \$97.628	\$98.640	\$8,786.55 \$8,786.55	\$8,877.60
Matures 02/26/2016; CUSIP 40431A2T8 Floater; Issued 02/26/10; Maturity Value = \$9,000.00; Asset Class: Struct Inv						
HSBC BK USA NA MC LEAN VA CD BSKT COMMON STOCKS	4/4/14	9,000.000	98.708 98.708	97.930	8,883.75 8,883.75	8,813.70
Matures 02/26/2016; CUSIP 40431A2Y7 Floater; Issued 02/26/10; Maturity Value = \$9,000.00; Asset Class: Struct Inv						

	Percentage of Holdings	Face Value	Orig Total Cost Adj Total Cost	Market Value
CERTIFICATES OF DEPOSIT	0.30%	18,000.000	\$17,670.30 \$17,670.30	\$17,691.30

MUTUAL FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
FIDELITY ADV NEW INSIGHTS T (FNITX)	11/16/07	3,761.473	\$21.690	\$25.510	\$81,587.78	\$95,955.17
	12/31/07	248.479	21.710	25.510	5,394.48	6,338.69
	2/19/08	83.987	19.280	25.510	1,619.26	2,142.50
	2/8/10	26.393	16.100	25.510	424.93	673.28

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	12/31/10	2,154	19.763	25.510	42.57	54.94
	2/14/11	24,010	20.690	25.510	496.76	612.49
	12/14/12	12,457	22.189	25.510	276.41	317.77
	12/13/13	822,028	24.890	25.510	20,460.28	20,969.93
	2/14/14	18,533	26.340	25.510	488.15	472.77
	12/12/14	379,361	25.580	25.510	9,704.06	9,677.49
	2/13/15	31,413	26.370	25.510	828.35	801.34
Purchases		5,410,288			121,323.03	138,016.37
Total		210,818			5,302.08	5,377.96
Short Term Reinvestments						
Total Purchases vs Market Value					121,323.03	143,394.41
Net Value Increase/(Decrease)						22,071.38
Enrolled In MS Dividend Reinvestment: Capital Gains Reinvest: Asset Class: Equities						
MFS CORPORATE BOND C (MFBCX)						
	1/27/12	7,320,644	13.661	13.380	100,005.25	97,950.21
	11/29/13	16,754	13.720	13.380	229.87	224.16
	11/29/13	2,316	13.718	13.380	31.77	30.98
Purchases		7,339,714			100,266.89	98,205.35
		19,502			262.69	260.93
Total		7,359,216			100,529.58	98,466.31
Short Term Reinvestments						
Total Purchases vs Market Value					100,266.89	98,466.31
Net Value Increase/(Decrease)						(1,800.58)
Enrolled In MS Dividend Reinvestment: Capital Gains Reinvest: Asset Class: FI & Pref						
THIRD AVE FOCUSED CREDIT INV (TFCVX)						
	10/17/13	4,599,816	10.886	5.620	50,075.00	25,850.97
	12/9/14	26,520	9.970	5.620	264.40	149.04
Purchases		4,626,336			50,339.40	26,000.01
		141,014			939.15	792.50
Total		4,767,350			51,278.55	26,792.51
Short Term Reinvestments						
Total Purchases vs Market Value					50,339.40	26,792.51
Cumulative Cash Distributions						2,794.29
Net Value Increase/(Decrease)						(20,752.60)
Enrolled In MS Dividend Reinvestment: Capital Gains Reinvest: Asset Class: FI & Pref						

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2015

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0773

	Percentage of Holdings	Total Cost	Market Value
MUTUAL FUNDS	4.52%	\$278,433.24	\$268,653.23
TOTAL ASSETS		\$5,416,350.91	\$5,430,950.02

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

STOCKS
COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
3M COMPANY (MMM)	9/20/10	1,000,000	\$87.000	\$150.640	\$87,000.00	\$150,640.00
	9/21/10	2,000,000	87.000	150.640	174,000.00	301,280.00
	Total	3,000,000			261,000.00	451,920.00
<i>Next Dividend Payable 03/2016; Asset Class: Equities</i>						
ACE LTD (ACE)	1/5/11	290,000	62.400	116.850	18,096.00	33,886.50
	12/21/12	150,000	80.350	116.850	12,052.50	17,527.50
	12/2/13	835,000	102.000	116.850	85,170.00	97,569.75
	1/10/14	315,000	99.190	116.850	31,244.85	36,807.75
	1/23/14	2,200,000	94.400	116.850	207,680.00	257,070.00
	1/30/14	750,000	95.200	116.850	71,400.00	87,637.50
	2/5/14	150,000	93.400	116.850	14,010.00	17,527.50
	4/21/14	160,000	100.800	116.850	16,128.00	18,696.00
	7/30/14	150,000	101.950	116.850	15,292.50	17,527.50
	Total	5,000,000			471,073.85	584,250.00
<i>Next Dividend Payable 01/21/16; Asset Class: Equities</i>						
ACTIVISION BLIZZARD INC (ATVI)	2/5/14	6,100,000	16.900	38.710	103,090.00	236,131.00
	1/13/15	1,300,000	34.780	38.710	45,214.00	50,323.00
	Total	7,400,000			148,304.00	286,454.00
<i>Next Dividend Payable 05/2016; Asset Class: Equities</i>						
ADOBE SYSTEMS (ADBE)	1/23/14	3,300,000	60.600	93.940	199,980.00	310,002.00
	1/23/14	200,000	60.330	93.940	12,066.00	18,788.00
	Total	3,500,000			212,046.00	328,790.00
<i>Asset Class: Equities</i>						
AETNA INC (NEW)(CT) (AET)	12/2/13	1,500,000	68.677	108.120	103,015.50	162,180.00
	4/24/15	1,200,000	108.550	108.120	130,260.00	129,744.00
	Total	2,700,000			233,275.50	291,924.00
<i>Next Dividend Payable 01/2016; Asset Class: Equities</i>						
ALLERGAN PLC SHS (AGN)	10/1/13	300,000	144.000	312.500	43,200.00	93,750.00
	4/7/15	100,000	297.600	312.500	29,760.00	31,250.00

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
Total		400,000			72,960.00	125,000.00
<i>Asset Class: Equities</i>						
ALPHABET INC CL A (GOOGL)						
	8/18/11	100,000	251.988	778.010	25,198.80	77,801.00
	1/24/12	100,000	290.948	778.010	29,094.80	77,801.00
	4/11/12	100,000	317.739	778.010	31,773.93	77,801.00
	2/1/13	200,000	386.595	778.010	77,319.05	155,602.00
	4/3/13	200,000	404.473	778.010	80,894.56	155,602.00
	2/5/14	23,000	572.882	778.010	13,176.29	17,894.23
	7/30/14	50,000	595.000	778.010	29,750.00	38,900.50
	8/26/14	27,000	588.300	778.010	15,884.10	21,006.27
	9/4/14	100,000	593.500	778.010	59,350.00	77,801.00
Total		900,000			362,441.53	700,209.00
<i>Asset Class: Equities</i>						
ALPHABET INC CL C (GOOG)						
	3/8/11	98,352	295.331	758.880	29,046.69	74,637.36
	8/18/11	99,698	250.524	758.880	24,976.75	75,658.81
	1/24/12	100,275	289.257	758.880	29,005.20	76,096.69
	4/11/12	100,275	315.892	758.880	31,676.07	76,096.69
	2/1/13	200,549	384.350	758.880	77,080.95	152,192.62
	4/3/13	200,549	402.123	758.880	80,645.44	152,192.62
	2/5/14	23,063	569.558	758.880	13,135.71	17,502.04
	4/21/14	87,239	527.850	758.880	46,049.10	66,203.93
	11/13/15	100,000	723.250	758.880	72,325.00	75,888.00
Total		1,010,000			403,940.91	766,468.80
<i>Asset Class: Equities</i>						
AMAZON COM INC (AMZN)						
	10/30/15	325,000	628.000	675.890	204,100.00	219,664.25
<i>Asset Class: Equities</i>						
AMERICAN TOWER REIT COM (AMT)						
	7/7/11	2,000,000	53.800	96.950	107,600.00	193,900.00
	8/18/11	1,000,000	48.229	96.950	48,229.20	96,950.00
	1/24/13	1,300,000	79.700	96.950	103,609.45	126,035.00
	2/1/13	700,000	77.000	96.950	53,900.00	67,865.00
Total		5,000,000			313,338.65	484,750.00
<i>Next Dividend Payable 01/13/16, Asset Class: Alt</i>						

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
ASHLAND INC NEW (ASH)						
	9/16/14	750,000	108.000	102.700	81,000.00	77,025.00
	9/16/14	250,000	107.900	102.700	26,975.00	25,675.00
	11/3/14	500,000	108.000	102.700	54,000.00	51,350.00
	10/23/15	200,000	107.150	102.700	21,430.00	20,540.00
Total		1,700,000			183,405.00	174,590.00
Next Dividend Payable 03/2016, Asset Class: Equities						
ASSURED GUARANTY LTD (AGO)						
	1/23/14	1,000,000	21.700	26.430	21,700.00	26,430.00
	1/23/14	5,000,000	21.800	26.430	109,000.00	132,150.00
	1/28/14	2,200,000	20.850	26.430	45,870.00	58,146.00
	2/6/14	800,000	21.950	26.430	17,560.00	21,144.00
Total		9,000,000			194,130.00	237,870.00
Next Dividend Payable 03/2016, Asset Class: Equities						
AT&T INC (T)						
	10/23/15	1,200,000	34.050	34.410	40,860.00	41,292.00
	10/29/15	1,800,000	33.550	34.410	60,390.00	61,938.00
Total		3,000,000			101,250.00	103,230.00
Next Dividend Payable 02/2016, Asset Class: Equities						
AVAGO TECH (AVGO)						
	12/20/12	2,300,000	32.000	145.150	73,600.00	333,845.00
	1/25/13	1,500,000	34.150	145.150	51,225.00	217,725.00
	2/4/13	2,200,000	35.300	145.150	77,660.00	319,330.00
	2/26/13	825,000	32.880	145.150	27,125.00	119,748.75
	4/3/13	500,000	34.650	145.150	17,325.00	72,575.00
	2/5/14	675,000	53.700	145.150	36,247.43	97,976.25
Total		8,000,000			283,183.43	1,161,200.00
Next Dividend Payable 03/2016, Asset Class: Equities						
BAKER HUGHES INC (BHI)						
	1/24/12	1,100,000	46.650	46.150	51,315.00	50,765.00
	4/11/12	900,000	40.700	46.150	36,630.00	41,535.00
	8/24/12	1,000,000	47.550	46.150	47,550.00	46,150.00
	8/28/12	1,000,000	46.750	46.150	46,750.00	46,150.00
	8/31/12	1,000,000	45.250	46.150	45,250.00	46,150.00
	4/3/13	1,000,000	44.996	46.150	44,996.00	46,150.00
Total		6,000,000			272,491.00	276,900.00
Next Dividend Payable 03/2016, Asset Class: Equities						
BERKSHIRE HATHAWAY CL-B NEW (BRK'B)						
	12/17/07	5,000,000	91.100	132.040	455,500.00	660,200.00
Asset Class: Equities						

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
BRISTOL MYERS SQUIBB CO (BMY)	10/23/15	2,950,000	64.500	68.790	190,275.00	202,930.50
	10/30/15	1,250,000	66.800	68.790	83,500.00	85,987.50
	Total	4,200,000			273,775.00	288,918.00
	Next Dividend Payable 02/01/16, Asset Class: Equities					
BRITISH AMER TOB SPON ADR (BTI)	10/19/10	500,000	77.277	110.450	38,638.25	55,225.00
	12/1/10	400,000	73.200	110.450	29,280.00	44,180.00
	1/5/11	1,100,000	77.150	110.450	84,865.00	121,495.00
	4/13/12	1,000,000	99.850	110.450	99,850.00	110,450.00
	8/24/12	1,000,000	104.000	110.450	104,000.00	110,450.00
	1/25/13	250,000	103.000	110.450	25,750.00	27,612.50
	2/1/13	750,000	104.600	110.450	78,450.00	82,837.50
	2/21/14	1,925,000	104.600	110.450	201,355.00	212,616.25
Total		6,925,000		662,188.25	764,866.25	
Asset Class: Equities						
CALPINE CORP NEW (CPN)	10/21/15	6,400,000	15.900	14.470	101,760.00	92,608.00
	10/22/15	1,900,000	15.800	14.470	30,020.00	27,493.00
	Total	8,300,000			131,780.00	120,101.00
Asset Class: Equities						
CARDINAL HEALTH INC (CAH)	4/3/13	1,700,000	42.500	89.270	72,250.00	151,759.00
	4/4/13	1,700,000	42.580	89.270	72,386.00	151,759.00
	4/5/13	1,600,000	42.420	89.270	67,872.00	142,832.00
	4/8/13	1,500,000	42.650	89.270	63,975.00	133,905.00
Total		6,500,000		276,483.00	580,255.00	
Next Dividend Payable 01/15/16, Asset Class: Equities						
CDN PACIFIC RY LTD NEW (CP)	10/21/15	1,200,000	149.500	127.600	179,400.00	153,120.00
	10/23/15	250,000	152.450	127.600	38,112.50	31,900.00
	10/30/15	450,000	141.000	127.600	63,450.00	57,420.00
	Total	1,900,000			280,962.50	242,440.00
Next Dividend Payable 01/25/16, Asset Class: Equities						
CME GROUP INC (CME)	7/31/13	1,400,000	75.000	90.600	105,000.00	126,840.00
	8/1/13	1,100,000	72.199	90.600	79,418.50	99,660.00
	9/4/14	1,400,000	76.750	90.600	107,450.00	126,840.00
	9/16/14	1,700,000	80.200	90.600	136,340.00	154,020.00
	Total		5,600,000		428,208.50	507,360.00
Next Dividend Payable 03/20/16, Asset Class: Equities						

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
COCA COLA CO (KO)	10/23/15	3,000,000	42.950	42.960	128,850.00	128,880.00
<i>Next Dividend Payable 03/2016; Asset Class: Equities</i>						
COMCAST CORP (NEW) CLASS A (CMCSA)	8/6/15	1,750,000	58.500	58.430	102,375.00	98,752.50
<i>Next Dividend Payable 01/2016; Asset Class: Equities</i>						
CROWN CASTLE INTL CORP NEW COM (CCI)	10/29/13	900,000	75.900	88.450	68,309.92	77,805.00
	1/23/14	900,000	73.000	86.450	65,700.00	77,805.00
	4/11/14	1,400,000	72.700	86.450	101,780.00	121,030.00
Total		3,200,000			235,789.92	276,640.00
<i>Next Dividend Payable 03/2016; Asset Class: Alt</i>						
CVS HEALTH CORP COM (CVS)	1/5/10	600,000	32.750	97.770	19,650.00	58,662.00
	1/6/10	1,000,000	32.640	97.770	32,640.00	97,770.00
	4/12/12	2,500,000	43.500	97.770	108,750.00	244,425.00
	7/20/12	1,500,000	45.090	97.770	67,634.85	146,655.00
	8/7/12	2,000,000	44.000	97.770	88,000.00	195,540.00
	12/6/13	760,000	66.600	97.770	50,616.00	74,305.20
	4/24/14	540,000	73.200	97.770	39,528.00	52,795.80
Total		8,900,000			406,818.85	870,153.00
<i>Next Dividend Payable 02/2016; Asset Class: Equities</i>						
DANAHER CORPORATION (DHR)	10/24/12	2,300,000	52.600	92.880	120,980.00	213,624.00
	10/31/12	1,700,000	51.700	92.880	87,890.00	157,896.00
	2/1/13	1,000,000	60.150	92.880	60,150.00	92,880.00
Total		5,000,000			269,020.00	464,400.00
<i>Next Dividend Payable 01/29/16; Asset Class: Equities</i>						
DELTA AIR LINES INC NEW (DAL)	1/24/14	3,300,000	31.149	50.690	102,793.20	167,277.00
	1/28/14	3,250,000	31.000	50.690	100,750.00	164,742.50
	2/21/14	2,450,000	31.800	50.690	77,910.00	124,190.50
Total		9,000,000			281,453.20	456,210.00
<i>Next Dividend Payable 02/2016; Asset Class: Equities</i>						
DOW CHEMICAL CO (DOW)	11/12/13	678,000	39.250	51.480	26,611.50	34,903.44
	11/12/13	1,922,000	39.358	51.480	75,645.50	98,944.56
	11/13/13	1,400,000	39.250	51.480	54,950.00	72,072.00
	1/23/14	2,000,000	44.750	51.480	89,500.00	102,960.00
Total		6,000,000			246,707.00	308,880.00
<i>Next Dividend Payable 01/29/16; Asset Class: Equities</i>						

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
DTE ENERGY COMPANY (DTE)	10/9/15	1,250,000	81.126	80.190	101,408.11	100,237.50
	10/30/15	250,000	81.750	80.190	20,437.50	20,047.50
	11/13/15	1,000,000	80.250	80.190	80,250.00	80,190.00
	11/16/15	500,000	80.500	80.190	40,250.00	40,095.00
	11/17/15	500,000	79.450	80.190	39,725.00	40,095.00
	Total	3,500,000			282,070.61	280,665.00
Next Dividend Payable 01/15/16, Asset Class: Equities						
EBAY INC (EBAY)	4/21/14	730,000	21.520	27.480	15,709.81	20,060.40
	7/7/14	270,000	19.910	27.480	5,375.76	7,419.60
	4/7/15	1,000,000	22.561	27.480	22,560.96	27,480.00
	4/24/15	1,000,000	23.209	27.480	23,208.93	27,480.00
	8/20/15	2,000,000	26.550	27.480	53,099.80	54,960.00
	10/21/15	1,000,000	24.450	27.480	24,450.00	27,480.00
	10/23/15	4,900,000	27.850	27.480	136,465.00	134,652.00
	Total	10,900,000			280,870.26	299,532.00
Asset Class: Equities						
ECOLAB INC (ECL)	1/23/14	500,000	102.000	114.380	51,000.00	57,190.00
	1/27/14	300,000	99.240	114.380	29,772.00	34,314.00
	1/28/14	265,000	99.850	114.380	26,460.25	30,310.70
	2/21/14	185,000	102.200	114.380	18,907.00	21,160.30
	4/11/14	750,000	104.100	114.380	78,075.00	85,785.00
Total	2,000,000			204,214.25	228,760.00	
Next Dividend Payable 01/15/16, Asset Class: Equities						
FACEBOOK INC CL-A (FB)	5/12/15	1,500,000	77.600	104.660	116,400.00	156,990.00
	7/8/15	1,200,000	85.700	104.660	102,840.00	125,592.00
	7/29/15	500,000	96.700	104.660	48,350.00	52,330.00
	10/9/15	800,000	93.280	104.660	74,624.00	83,728.00
	10/21/15	1,000,000	97.300	104.660	97,300.00	104,660.00
	Total	5,000,000			439,514.00	523,300.00
Asset Class: Equities						

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
FEDEX CORP (FDX)	10/21/15	1,200,000	156.500	148.990	187,800.00	178,788.00
	10/23/15	300,000	159.250	148.990	47,775.00	44,697.00
Total		1,500,000			235,575.00	223,485.00
<i>Next Dividend Payable 01/04/16; Asset Class: Equities</i>						
FERRARI N V COM (RACE)	10/21/15	1,000,000	56.000	48.000	56,000.00	48,000.00
	10/21/15	1,000,000	55.500	48.000	55,500.00	48,000.00
Total		2,000,000			111,500.00	96,000.00
<i>Asset Class: Equities</i>						
FORTINET INC (FTNT)	12/11/13	4,100,000	17.900	31.170	73,390.00	127,797.00
	4/24/14	350,000	22.800	31.170	7,980.00	10,909.50
	5/9/14	500,000	20.400	31.170	10,200.00	15,585.00
	10/21/15	450,000	42.140	31.170	18,962.96	14,026.50
	10/22/15	1,600,000	43.500	31.170	69,600.00	49,872.00
Total		7,000,000			180,132.96	218,190.00
<i>Asset Class: Equities</i>						
GENERAL ELECTRIC CO (GE)	10/9/15	5,400,000	28.000	31.150	151,200.00	168,210.00
	10/21/15	1,600,000	29.000	31.150	46,400.00	49,840.00
Total		7,000,000			197,600.00	218,050.00
<i>Next Dividend Payable 01/25/16; Asset Class: Equities</i>						
GENL DYNAMICS CORP (GD)	10/21/15	1,000,000	143.400	137.360	143,400.00	137,360.00
	10/30/15	400,000	147.700	137.360	59,080.00	54,944.00
	11/16/15	600,000	142.100	137.360	85,260.00	82,416.00
Total		2,000,000			287,740.00	274,720.00
<i>Next Dividend Payable 02/20/16; Asset Class: Equities</i>						
GILEAD SCIENCE (GILD)	4/14/11	950,000	20.695	101.190	19,660.02	96,130.50
	4/20/11	2,000,000	20.275	101.190	40,550.00	202,380.00
	11/21/13	1,000,000	71.350	101.190	71,350.00	101,190.00
	12/2/13	350,000	74.250	101.190	25,987.50	35,416.50
	10/22/15	1,700,000	108.000	101.190	183,600.00	172,023.00
Total		6,000,000			341,147.52	607,140.00
<i>Next Dividend Payable 03/2016; Asset Class: Equities</i>						
HARTFORD FIN SERS GRP INC (HIG)	1/15/14	2,800,000	35.850	43.460	100,380.00	121,688.00
<i>Next Dividend Payable 01/04/16; Asset Class: Equities</i>						

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
HCA HOLDINGS INC (HCA)						
	8/13/13	2,600,000	38.700	67.630	100,620.00	175,838.00
	10/29/13	900,000	47.350	67.630	42,615.00	60,867.00
	11/13/13	3,200,000	45.300	67.630	144,959.94	216,416.00
Total		6,700,000			288,194.94	453,121.00
Asset Class: Equities						
HELMERICH & PAYNE (HP)						
	10/22/15	2,225,000	56.400	53.550	125,490.00	119,148.75
	10/23/15	1,275,000	56.450	53.550	71,973.75	68,276.25
	10/30/15	1,000,000	54.450	53.550	54,450.00	53,550.00
	11/13/15	500,000	52.900	53.550	26,450.00	26,775.00
Total		5,000,000			278,363.75	267,750.00
Next Dividend Payable 03/2016, Asset Class: Equities						
HOME DEPOT INC (HD)						
	1/4/11	1,000,000	34.745	132.250	34,745.00	132,250.00
Next Dividend Payable 03/2016, Asset Class: Equities						
JAZZ PHARMACEUTICALS PLC (JAZZ)						
	7/30/13	1,350,000	75.000	140.560	101,250.00	189,756.00
	8/13/13	650,000	81.200	140.560	52,780.00	91,364.00
	6/3/14	1,000,000	144.600	140.560	144,600.00	140,560.00
Total		3,000,000			298,630.00	421,680.00
Asset Class: Equities						
JB HUNT TRANS SERV (JBHT)						
	7/20/12	1,500,000	54.450	73.360	81,675.00	110,040.00
	9/13/12	500,000	52.600	73.360	26,300.00	36,680.00
Total		2,000,000			107,975.00	146,720.00
Next Dividend Payable 02/2016, Asset Class: Equities						
JOHNSON & JOHNSON (JNJ)						
	4/14/10	1,000,000	65.208	102.720	65,207.50	102,720.00
	1/4/11	2,000,000	63.349	102.720	126,698.00	205,440.00
	3/9/11	1,000,000	60.600	102.720	60,600.00	102,720.00
	4/18/11	1,000,000	60.600	102.720	60,600.00	102,720.00
Total		5,000,000			313,105.50	513,600.00
Next Dividend Payable 03/2016, Asset Class: Equities						
LINCOLN NTL CORP IND (LNC)						
	1/5/10	2,000,000	26.430	50.260	52,860.00	100,520.00
	10/7/10	1,000,000	24.400	50.260	24,399.90	50,260.00
	4/20/11	2,000,000	29.200	50.260	58,400.00	100,520.00

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
Total		5,000.000			135,659.90	251,300.00
<i>Next Dividend Payable 02/20/16, Asset Class: Equities</i>						
MARSH & MCLENNAN COS INC (MMC)	10/9/15	2,300.000	53.470	55.450	122,980.49	127,535.00
	11/13/15	1,700.000	54.400	55.450	92,480.00	94,265.00
Total		4,000.000			215,460.49	221,800.00
<i>Next Dividend Payable 02/20/16, Asset Class: Equities</i>						
MCGRAW HILL FINANCIAL INC COM (MHFI)	9/5/14	800.000	84.250	98.580	67,400.00	78,864.00
	1/20/15	350.000	90.350	98.580	31,622.50	34,503.00
Total		1,150.000			99,022.50	113,367.00
<i>Next Dividend Payable 03/20/16, Asset Class: Equities</i>						
MCKESSON CORP (MCK)	1/5/11	2,000.000	71.950	197.230	143,900.00	394,460.00
<i>Next Dividend Payable 01/04/16, Asset Class: Equities</i>						
MICROSOFT CORP (MSFT)	1/17/06	1,000.000	27.100	55.480	27,100.00	55,480.00
	2/4/10	2,000.000	28.050	55.480	56,100.00	110,960.00
	10/4/10	1,000.000	23.800	55.480	23,800.00	55,480.00
	4/14/11	1,000.000	25.197	55.480	25,196.50	55,480.00
	4/20/11	1,000.000	25.799	55.480	25,799.30	55,480.00
	10/22/15	2,000.000	48.050	55.480	96,100.00	110,960.00
Total		8,000.000			254,095.80	443,840.00
<i>Next Dividend Payable 03/20/16, Asset Class: Equities</i>						
MONDELEZ INTL INC COM (MDLZ)	2/18/11	2,000.000	19.977	44.840	39,954.30	89,680.00
	3/4/11	1,000.000	20.490	44.840	20,489.92	44,840.00
	3/7/12	1,000.000	24.628	44.840	24,627.53	44,840.00
	7/20/12	2,000.000	25.996	44.840	51,992.65	89,680.00
	9/13/12	1,000.000	25.996	44.840	25,996.33	44,840.00
	12/20/12	2,000.000	25.940	44.840	51,879.92	89,680.00
Total		9,000.000			214,940.65	403,560.00
<i>Next Dividend Payable 01/14/16, Asset Class: Equities</i>						
NETFLIX INC (NFLX)	10/9/15	600.000	113.800	114.380	68,280.00	68,628.00
	10/21/15	600.000	98.250	114.380	58,950.00	68,628.00
	10/22/15	800.000	97.300	114.380	77,840.00	91,504.00
Total		2,000.000			205,070.00	228,760.00
<i>Asset Class: Equities</i>						

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
NEXTERA ENERGY INC COM (NEE)						
	1/23/14	1,200,000	88.500	103.890	106,200.00	124,668.00
	1/27/14	1,150,000	87.450	103.890	100,567.50	119,473.50
	11/13/15	300,000	101.000	103.890	30,300.00	31,167.00
Total		2,650,000			237,067.50	275,308.50
NIKE INC B (NKE)						
	1/4/11	6,000,000	20.947	62.500	125,684.93	375,000.00
	8/13/13	3,000,000	32.900	62.500	98,700.00	187,500.00
	12/13/13	940,000	38.250	62.500	35,955.00	58,750.00
	1/10/14	860,000	38.520	62.500	33,127.20	53,750.00
	1/23/14	1,000,000	36.275	62.500	36,275.00	62,500.00
Total		11,800,000			329,742.13	737,500.00
NOVARTIS AG ADR (NVS)						
	1/4/11	1,800,000	58.407	86.040	105,132.40	154,872.00
	3/25/11	1,000,000	55.550	86.040	55,550.00	86,040.00
Total		2,800,000			160,682.40	240,912.00
NUCOR CORPORATION (NUE)						
	10/9/15	3,800,000	41.400	40.300	157,320.00	153,140.00
	10/22/15	600,000	42.600	40.300	25,560.00	24,180.00
	11/13/15	800,000	40.450	40.300	32,360.00	32,240.00
	11/17/15	600,000	40.750	40.300	24,450.00	24,180.00
Total		5,800,000			239,690.00	233,740.00
O'REILLY AUTOMOTIVE INC NEW (ORLY)						
	3/7/12	200,000	89.700	253.420	17,940.00	50,684.00
	1/25/13	800,000	91.690	253.420	73,352.00	202,736.00
Total		1,000,000			91,292.00	253,420.00
PEPSICO INC NC (PEP)						
	5/13/15	1,600,000	96.700	99.920	154,720.00	159,872.00
Pfizer INC (PFE)						
	4/24/14	1,200,000	30.700	32.280	36,840.00	38,736.00
	4/25/14	150,000	30.750	32.280	4,612.50	4,842.00
	12/23/14	1,750,000	31.350	32.280	54,862.50	56,490.00
Total		3,100,000			96,315.00	100,068.00
PIONEER NATURAL RESOURCES CO (PXD)						
	10/21/15	2,000,000	135.200	125.380	270,400.00	250,760.00

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
PORTLAND GENERAL ELEC CO (POR)						
	10/9/15	2,800,000	37.386	36.370	104,679.96	101,836.00
	10/21/15	500,000	38.500	36.370	19,250.00	18,185.00
	10/23/15	700,000	38.250	36.370	26,775.00	25,459.00
Total		4,000,000			150,704.96	145,480.00
<i>Next Dividend Payable 01/15/16, Asset Class: Equities</i>						
QLIK TECHNOLOGIES (QLIK)						
	4/21/14	2,300,000	25.400	31.660	58,420.00	72,818.00
	9/4/14	2,700,000	28.400	31.660	76,680.00	85,482.00
	10/22/15	2,000,000	34.600	31.660	69,200.00	63,320.00
Total		7,000,000			204,300.00	221,620.00
<i>Asset Class: Equities</i>						
REINSURANCE GROUP OF AMERICA (RGA)						
	4/3/13	1,750,000	58.350	85.550	102,112.50	149,712.50
	4/17/13	450,000	57.300	85.550	25,785.00	38,497.50
	7/30/13	1,800,000	67.800	85.550	122,040.00	153,990.00
Total		4,000,000			249,937.50	342,200.00
<i>Next Dividend Payable 03/20/16, Asset Class: Equities</i>						
ROYAL DUTCH SHELL PLC (RDSA)						
	10/9/15	3,700,000	55.100	45.790	203,869.63	169,423.00
	10/21/15	1,300,000	55.250	45.790	71,825.00	59,527.00
Total		5,000,000			275,694.63	228,950.00
<i>Asset Class: Equities</i>						
SBA COMMUNICATIONS CORP (SBAC)						
	2/1/13	600,000	70.500	105.070	42,300.00	63,042.00
	7/2/14	500,000	101.400	105.070	50,700.00	52,535.00
	12/23/14	900,000	113.600	105.070	102,240.00	94,563.00
Total		2,000,000			195,240.00	210,140.00
<i>Asset Class: Equities</i>						
SCHLUMBERGER LTD (SLB)						
	4/16/15	1,000,000	92.500	69.750	92,500.00	69,750.00
	10/9/15	600,000	76.150	69.750	45,690.00	41,850.00
	10/21/15	1,900,000	75.840	69.750	144,095.81	132,525.00
Total		3,500,000			282,285.81	244,125.00
<i>Next Dividend Payable 01/09/16, Asset Class: Equities</i>						
SCRIPPS E.W. COMPANY CL A NEW (SSP)						
	1/14/05	5,349,000	9.845	19.000	52,660.19	101,631.00
	1/18/05	1,151,000	9.842	19.000	11,328.18	21,869.00
	2/1/05	13,500,000	9.875	19.000	133,317.13	256,500.00
Total		20,000,000			197,305.50	380,000.00
<i>Asset Class: Equities</i>						

THE ANDROCLES FOUNDATION, INC.
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STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
SCRIPPS NETWORKS INTERAC CL A (SNH)						
	2/1/05	39,938.000	52.580	55.210	2,099,940.04	2,204,976.98
	2/27/07	62.000	52.580	55.210	3,259.96	3,423.02
Total		40,000.000			2,103,200.00	2,208,400.00
<i>Next Dividend Payable 03/2016, Asset Class: Equities</i>						
SEMPRA ENERGY (SRE)						
	8/6/15	510.000	99.750	94.010	50,872.50	47,945.10
	8/20/15	790.000	104.600	94.010	82,634.00	74,267.90
	10/21/15	700.000	101.450	94.010	71,015.00	65,807.00
Total		2,000.000			204,521.50	188,020.00
<i>Next Dividend Payable 01/15/16, Asset Class: Equities</i>						
SIMON PPTY GROUP INC (SPG)						
	2/6/13	625.000	151.930	194.440	94,956.38	121,525.00
	2/21/13	175.000	148.781	194.440	26,036.62	34,027.00
	7/31/13	700.000	150.144	194.440	105,100.73	136,108.00
Total		1,500.000			226,093.73	291,660.00
<i>Next Dividend Payable 02/2016, Asset Class: Alt</i>						
STARBUCKS CORP WASHINGTON (SBUX)						
	5/12/15	1,400.000	49.900	60.030	69,860.00	84,042.00
	5/13/15	3,200.000	49.850	60.030	159,520.00	192,096.00
	6/11/15	600.000	52.550	60.030	31,530.00	36,018.00
	10/22/15	1,800.000	61.480	60.030	110,664.00	108,054.00
Total		7,000.000			371,574.00	420,210.00
<i>Next Dividend Payable 02/2016, Asset Class: Equities</i>						
T-MOBILE US INC COM (TMUS)						
	7/31/13	1,300.000	23.900	39.120	31,070.00	50,956.00
	4/15/14	4,000.000	28.900	39.120	115,600.00	156,480.00
	7/2/14	1,000.000	33.300	39.120	33,300.00	39,120.00
Total		6,300.000			179,970.00	246,456.00
<i>Asset Class: Equities</i>						
TEXAS INSTRUMENTS (TXM)						
	10/22/15	2,200.000	57.850	54.810	127,270.00	120,582.00
	11/13/15	1,350.000	56.600	54.810	76,410.00	73,993.50

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
Total		3,550,000			203,680.00	194,575.50
<i>Next Dividend Payable 02/20/16; Asset Class: Equities</i>						
THERMO FISHER SCIENTIFIC (TMO)						
	9/17/07	270,000	55.250	141.850	14,917.50	38,299.50
	1/5/10	1,000,000	47.500	141.850	47,500.00	141,850.00
	10/24/12	2,500,000	59.900	141.850	149,750.00	354,625.00
	2/21/13	500,000	72.000	141.850	36,000.00	70,925.00
Total		4,270,000			248,167.50	605,699.50
<i>Next Dividend Payable 01/15/16; Asset Class: Equities</i>						
UNITED CONTINENTAL HLDGS INC (UAL)						
	8/6/15	2,600,000	57.400	57.300	149,240.00	148,980.00
	10/9/15	1,400,000	55.750	57.300	78,050.00	80,220.00
	10/21/15	1,000,000	54.550	57.300	54,550.00	57,300.00
Total		5,000,000			281,840.00	286,500.00
<i>Asset Class: Equities</i>						
UNITED TECHNOLOGIES CORP (UTX)						
	7/20/12	1,500,000	74.600	96.070	111,900.00	144,105.00
	8/7/12	1,000,000	78.100	96.070	78,100.00	96,070.00
	10/24/12	1,500,000	77.900	96.070	116,850.00	144,105.00
Total		4,000,000			306,850.00	384,280.00
<i>Next Dividend Payable 03/20/16; Asset Class: Equities</i>						
VALIDUS HOLDINGS LTD COM (VR)						
	7/30/13	2,100,000	36.000	46.290	75,600.00	97,209.00
	8/2/13	1,900,000	35.100	46.290	66,690.00	87,951.00
	8/15/13	1,000,000	35.000	46.290	35,000.00	46,290.00
	11/13/13	1,700,000	40.100	46.290	68,170.00	78,693.00
Total		6,700,000			245,460.00	310,143.00
<i>Next Dividend Payable 03/20/16; Asset Class: Equities</i>						
VERTEX PHARMACEUTICALS (VRTX)						
	7/6/15	800,000	127.300	125.830	101,840.00	100,664.00
	7/31/15	700,000	134.969	125.830	94,478.00	88,081.00
	10/21/15	1,000,000	110.750	125.830	110,750.00	125,830.00
Total		2,500,000			307,068.00	314,575.00
<i>Asset Class: Equities</i>						
VODAFONE GROUP PLC (VOD)						
	9/4/14	3,000,000	34.200	32.260	102,600.00	96,780.00
	9/16/14	1,700,000	32.800	32.260	55,760.00	54,842.00
	10/22/15	600,000	33.150	32.260	19,890.00	19,356.00
Total		5,300,000			178,250.00	170,978.00
<i>Next Dividend Payable 02/03/16; Asset Class: Equities</i>						

THE ANDROCLES FOUNDATION, INC.
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STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
WALGREENS BOOTS ALLIANCE INC (WBA)						
	4/11/14	1,600,000	64,000	85.155	102,400.00	136,248.00
	4/21/14	1,400,000	66,250	85.155	92,750.00	119,217.00
	5/29/14	700,000	71,300	85.155	49,910.00	59,608.50
	10/30/15	850,000	83,910	85.155	71,323.50	72,381.75
Total		4,550,000			316,383.50	387,455.25

Next Dividend Payable 03/2016: Asset Class: Equities

WALT DISNEY CO HLDG CO (DIS)						
	1/9/14	670,000	74,800	105.080	50,116.00	70,403.60
	1/15/14	270,000	74,750	105.080	20,182.50	28,371.60
	4/25/14	110,000	78,500	105.080	8,635.00	11,558.80
	5/29/14	300,000	83,600	105.080	25,080.00	31,524.00
	6/30/14	900,000	85,590	105.080	77,030.91	94,572.00
	9/11/14	50,000	89,700	105.080	4,485.00	5,254.00
	11/3/14	300,000	91,270	105.080	27,381.00	31,524.00
Total		2,600,000			212,910.41	273,208.00

Next Dividend Payable 01/11/16: Asset Class: Equities

Percentage of Holdings	Total Cost	Market Value
	\$24,163,490.70	\$33,116,100.55

STOCKS

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
ISHARES 20+ YR TREASU BOND ETF (TLT)						
	12/21/12	100,000	\$122.200	\$120.580	\$12,220.00	\$12,058.00
	12/2/13	390,000	103.400	120.580	40,326.00	47,026.20
Total		490,000			52,546.00	59,084.20
<i>GLMA Status: AL; Next Dividend Payable 01/2016, Asset Class: FI & Pref</i>						
ISHARES CORE U.S. AGGREGATE (AGG)						
	1/27/14	228,000	107.350	108.010	24,475.80	24,626.28
<i>GLMA Status: AL; Next Dividend Payable 01/2016: Asset Class: FI & Pref</i>						
ISHARES GLOBAL TECH ETF (IXN)						
	8/2/11	1,500,000	60.800	97.520	91,200.00	146,280.00
	1/12/12	500,000	60.100	97.520	30,050.00	48,760.00

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
Total		2,000,000			121,250.00	195,040.00
<i>GIMA Status: AL; Next Dividend Payable 06/2016; Asset Class: Equities</i>						
ISHARES IBOX INVEST GR COR BD (LQD)						
	9/16/10	100,000	110.850	114.010	11,085.00	11,401.00
	9/16/10	400,000	110.850	114.010	44,340.00	45,604.00
	9/23/10	500,000	112.500	114.010	56,250.00	57,005.00
	1/5/11	1,000,000	108.912	114.010	108,912.41	114,010.00
	4/3/12	500,000	116.399	114.010	58,199.65	57,005.00
	4/24/14	340,000	117.800	114.010	40,052.00	38,763.40
Total		2,840,000			318,839.06	323,788.40
<i>GIMA Status: AL; Next Dividend Payable 01/2016; Asset Class: FI & Pref</i>						
ISHARES RUSSELL 2000 ETF (IWM)						
	1/5/11	500,000	79.521	112.620	39,760.60	56,310.00
	1/6/11	1,000,000	79.892	112.620	79,892.07	112,620.00
	8/26/11	500,000	69.567	112.620	34,783.52	56,310.00
Total		2,000,000			154,436.19	225,240.00
<i>GIMA Status: AL; Next Dividend Payable 03/2016; Asset Class: Equities</i>						
ISHARES S&P MID-CAP 400 G ETF (IJK)						
	12/6/13	600,000	146.400	160.960	87,840.00	96,576.00
<i>GIMA Status: AL; Next Dividend Payable 03/2016; Asset Class: Equities</i>						
ISHARES US REAL ESTATE ETF (IYR)						
	1/5/11	2,000,000	56.371	75.080	112,741.06	150,160.00
	5/25/11	1,000,000	61.201	75.080	61,200.80	75,080.00
	11/18/11	1,000,000	54.957	75.080	54,957.43	75,080.00
Total		4,000,000			228,899.29	300,320.00
<i>Next Dividend Payable 03/2016; Asset Class: Alt</i>						
POWERSH DWA TECH LEAD PTF ETF (PDP)						
	12/21/10	4,000,000	23.680	41.370	94,720.00	165,480.00
<i>Next Dividend Payable 03/2016; Asset Class: Equities</i>						
POWERSHARES QQQ TR (QQQ)						
	1/6/11	1,000,000	56.344	111.860	56,344.45	111,860.00
	2/24/11	1,000,000	57.238	111.860	57,238.14	111,860.00
	3/15/11	500,000	56.227	111.860	28,113.34	55,930.00
	5/17/11	500,000	57.987	111.860	28,993.33	55,930.00
Total		3,000,000			170,689.26	335,580.00
<i>GIMA Status: AL; Next Dividend Payable 03/2016; Asset Class: Equities</i>						
SPDR TRUST SERIES 1 (SPY)						
	5/25/10	900,000	105.600	203.870	95,040.00	183,483.00
	6/29/10	1,100,000	104.200	203.870	114,620.00	224,257.00
	8/19/10	1,000,000	108.611	203.870	108,610.65	203,870.00
	9/20/10	1,000,000	113.550	203.870	113,550.00	203,870.00
	1/5/11	1,000,000	127.500	203.870	127,500.00	203,870.00
	8/18/11	500,000	114.100	203.870	57,050.00	101,935.00

	Percentage of Holdings	Total Cost	Market Value
EXCHANGE-TRADED & CLOSED-END FUNDS	8.86%	\$2,387,204.84	\$3,628,044.88

Security Description	Trade Date	Face Value	Adj Unit Cost	Unit Price	Und Total Cost	Market Value
NEW YORK ST DORM AUTH REVS NON ST SUPPORTED DEBT REV-A	4/3/13	30,000,000	\$110.473	\$104.789	\$33,141.90	
Coupon Rate 4.250%; Matures 05/01/2017; CUSIP 649903KP5 <i>Int Semi-Annually May/Jun 01; Yield to Maturity 637%, Federal Tax Exempt, Escrowed to Maturity, Moody A3; Issued 05/31/07; Asset Class: FI & Pref</i>			\$103.498		\$31,049.29	\$31,436.70

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

	Percentage of Holdings	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
MUNICIPAL BONDS						
		30,000,000			\$33,141.90 \$31,049.29	\$31,436.70
TOTAL MUNICIPAL BONDS						
(includes accrued interest)	0.08%					\$31,649.20
CORPORATE FIXED INCOME						
CORPORATE BONDS						
Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
DIAGEO CAPITAL PLC Coupon Rate 5.500%, Matures 09/30/2016, CUSIP 25243YA8 Int. Semi-Annually Mar/Sep 30, Yield to Maturity 1.065%; Moody A3	3/6/09	100,000,000	\$100.600 \$100.070	\$103.290	\$100,600.00 \$100,070.43	\$103,290.00
ARCEROMITTAL Coupon Rate 5.500%, Matures 02/25/2017, CUSIP 03938LAW4 Int. Semi-Annually Feb/Aug 25, Yield to Maturity 8.668%; Moody BAA2	6/21/12	100,000,000	97.941 97.941	96.590	97,941.00 97,941.00	96,590.00
GENERAL ELECTRIC CAPITAL CORP Coupon Rate 6.000%, Matures 07/15/2018, CUSIP 36966R3S3 Int. Semi-Annually Jan/Jul 15, Yield to Maturity 2.203%; Moody A1	7/10/09	100,000,000	100.000 100.000	109.325	100,000.00 100,000.00	109,325.00
WASHINGTON POST CO Coupon Rate 7.250%, Matures 02/01/2019, CUSIP 939640AD0 Int. Semi-Annually Feb/Aug 01, Yield to Maturity 4.723%; Moody BAA1	2/1/13	46,000,000	119.416 110.497	107.166	54,931.36 50,828.52	49,296.36
GENERAL ELECTRIC CAPITAL CORP Coupon Rate 5.100%, Matures 02/15/2019, CUSIP 36966RW28 Int. Semi-Annually Feb/Aug 15, Yield to Maturity 2.499%; Moody A1	2/1/13	75,000,000	113.017 106.996	107.763	84,762.75 80,246.79	80,822.25
ANHEUSER BUSCH COS INC Coupon Rate 5.000%, Matures 03/01/2019, CUSIP 035229CW1 Int. Semi-Annually Mar/Sep 01, Yield to Maturity 2.460%; Moody A2 (-)	8/30/10	25,000,000	108.950 103.667	107.689	27,237.50 25,916.80	26,922.25
PITNEY BOWES INC Coupon Rate 6.250%, Matures 03/15/2019, CUSIP 724479AH3 Int. Semi-Annually Mar/Sep 15, Yield to Maturity 3.151%; Moody BAA2	2/1/13	26,000,000	111.514 106.382	109.372	28,993.64 27,659.20	28,436.72
JOHN DEERE CAPITAL CORP Coupon Rate 2.250%, Matures 04/17/2019, CUSIP 24422ERR2 Int. Semi-Annually Apr/Oct 17, Yield to Maturity 2.113%; Moody A2	2/1/13	23,000,000	103.795 102.059	100.433	23,872.85 23,473.65	23,099.59

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Face Value	Orig Unit Cost Adj Unit Cost	Unit Price	Orig Total Cost Adj Total Cost	Market Value
BOARDWALK PIPELINES LP						
Coupon Rate 3.375%, Matures 02/01/2023; CUSIP 096630AC2	1/25/13	25,000,000	98.298	80.406	24,574.50	
Int. Semi-Annually Feb/Aug 01; Callable \$100.00 on 11/01/22; Yield to Maturity 6.920%; Moody BAA3			98.298		24,574.50	20,101.50
			S&P BB +; Issued 11/08/12; Asset Class: FI & Pref			
GENERAL ELEC CAP CORP						
Coupon Rate 5.100%; Matures 05/15/2023; CUSIP 36966RGU5	5/24/10	100,000,000	100.000	109.434	100,000.00	
Int. Semi-Annually May/Nov 15; Yield to Maturity 3.629%; Moody A1			100.000		100,000.00	109,434.00
			S&P AA +; Issued 05/27/10; Asset Class: FI & Pref			
GOLDMAN SACHS GROUP INC.						
Coupon Rate 5.000%; Matures 05/15/2025; CUSIP 38141EP78	5/7/12	100,000,000	100.000	108.207	100,000.00	
Interest Paid Monthly Jun 15; Yield to Maturity 3.944%; Moody A3			100.000		100,000.00	108,207.00
			S&P BBB +; Issued 05/10/12; Asset Class: FI & Pref			

	Percentage of Holdings	Face Value	Orig Total Cost Adj Total Cost	Market Value
CORPORATE FIXED INCOME		720,000,000	\$742,913.60	\$755,524.67

TOTAL CORPORATE FIXED INCOME
 (includes accrued interest) 1.87% \$766,652.85

MUTUAL FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
AMER CENT INT TRM TX FR BD INV (TWTIX)	9/2/10	8,787.346	\$11.380	\$11.440	\$100,000.00	\$100,527.24
	12/7/12	10.882	11.870	11.440	129.17	124.49
	12/6/13	28.565	11.150	11.440	318.50	326.78
Total		8,826.793			100,447.67	100,978.51

Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class: FI & Pref

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
BLACKROCK STRATEGIC INC OPP I (BSIX)	1/29/13	491 642	10.170	9.770	5,000.00	4,803.34
	12/2/13	4,451 039	10.110	9.770	45,000.00	43,486.65
	7/17/14	9,405	10.360	9.770	97.44	91.89
	12/22/14	86 679	10.120	9.770	877.19	846.85
Purchases		5,038,765			50,974.63	49,228.73
Short Term Reinvestments		47,491			464.46	463.99
Total		5,086,256			51,439.09	49,692.72
Total Purchases vs Market Value					50,974.63	49,692.72
Net Value Increase/(Decrease)						(1,281.91)
GIMA Status: AL - Enrolled In MS Dividend Reinvestment. Capital Gains Reinvest: Asset Class: FI & Pref						
FEDERATED KAUFMANN SMALL CAP A (FKAX)						
	1/12/05	932,535	19,780	23.750	18,445.54	22,147.70
	11/8/05	2,338,000	21,390	23.750	50,009.82	55,527.49
	11/15/05	69,316	21,300	23.750	1,476.44	1,646.25
	11/15/05	66,806	21,300	23.750	1,422.97	1,586.64
	8/11/06	1,526,000	21,620	23.750	32,992.12	36,242.49
	11/15/06	447,154	23,710	23.750	10,602.02	10,619.90
	11/15/06	80,263	23,710	23.750	1,903.04	1,906.24
	11/15/07	180,356	25,820	23.750	4,656.79	4,283.45
	11/15/07	73,330	25,820	23.750	1,893.37	1,741.58
	1/6/10	3,900,536	20,510	23.750	80,000.00	92,637.72
	12/6/11	735,306	21,730	23.750	15,978.19	17,463.51
	12/5/12	679,753	22,870	23.750	15,545.94	16,144.13
	12/5/12	51,671	22,870	23.750	1,181.72	1,227.18
	12/27/13	1,578,695	27,910	23.750	44,061.38	37,494.00
	12/27/13	387,787	27,910	23.750	10,823.14	9,209.94
	12/29/14	1,709,099	24,560	23.750	41,975.46	40,591.10
	12/29/14	1,086,289	24,560	23.750	26,679.27	25,799.36
	12/3/15	42,226	24,100	23.750	1,017.65	1,002.86
	12/3/15	1,292,780	24,100	23.750	31,156.00	30,703.52
Total		17 177,902			391,820.86	407,975.17

Enrolled In MS Dividend Reinvestment. Capital Gains Reinvest: Asset Class Equities						
FEDERATED MUNI AND STK ADV IS (FMUIX)						
	3/21/05	1,815,000	11,020	12.110	20,001.30	21,979.65
	12/27/06	30,032	12,070	12.110	362.49	363.69
	12/27/06	0,004	12,500	12.110	0.05	0.05
	12/27/07	55,608	11,480	12.110	638.38	673.41

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
	12/18/09	4,906.771	10.190	12.110	50,000.00	59,421.00
	1/24/13	2,107.926	11.860	12.110	25,000.00	25,526.98
Purchases		8,915.341			96,002.22	107,964.78
Short Term Reinvestments		41.437			500.15	501.80
Total		8,956.778			96,502.37	108,466.58
Total Purchases vs Market Value						
Net Value Increase/(Decrease)					96,002.22	108,466.58
						12,464.36
<i>Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest, Asset Class: Equities, FI & Pref</i>						
LOOMIS SAYLES STRATEGIC INC Y (NEZYX)						
	2/2/05	7,096.378	14.092	13.650	100,000.00	96,865.55
	9/14/07	2,204.235	14.971	13.650	33,000.00	30,087.80
	8/24/10	13,632.007	14.672	13.650	200,005.25	186,076.89
Purchases		22,932.620			333,005.25	313,030.24
Short Term Reinvestments		1,616.380			22,047.42	22,063.58
Total		24,549.000			355,052.67	335,093.85
Total Purchases vs Market Value						
Net Value Increase/(Decrease)					333,005.25	335,093.85
						2,088.60
<i>Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest, Asset Class: Equities, FI & Pref</i>						
LORD ABBETT SHT DURATION INC F (LDLFX)						
	10/12/11	22,222.223	4.500	4.310	100,000.00	95,777.78
Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest, Asset Class: FI & Pref						
OPPENHEIMER DEVELOPING MKTS Y (ODVYX)						
	12/11/07	114.459	49.368	29.990	5,650.56	3,432.63
	12/11/07	83.884	49.367	29.990	4,141.13	2,515.68
	12/9/08	2,256.705	14.866	29.990	33,547.50	67,678.58
	12/9/08	86.950	14.866	29.990	1,292.57	2,607.63
	12/6/13	12.139	37.146	29.990	450.90	364.05
	1/23/14	476.899	36.184	29.990	17,256.32	14,302.20
Total		3,031.036			62,338.98	90,900.77
<i>Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest, Asset Class: Equities</i>						
TEMPLETON GLOBAL BD FD ADV (TGBAX)						
	8/23/10	7,502.218	13.329	11.530	100,000.00	86,500.57
	12/19/11	48.185	12.263	11.530	590.88	555.57
	12/17/12	96.816	13.210	11.530	1,278.92	1,116.28
	12/17/12	0.969	13.211	11.530	12.80	11.17
	12/16/13	1.817	13.014	11.530	23.64	20.95
	12/15/14	17.491	12.290	11.530	214.97	201.67
Purchases		7,667.496			102,121.21	88,406.21

STATEMENT E: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 AT MS #0769

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value
Short Term Reinvestments						
		21,594			249.19	248.97
Total		7,689,090			102,370.40	88,655.21
Total Purchases vs Market Value						
Net Value Increase/(Decrease)					102,121.21	88,655.21 (13,466.00)
<i>GIMA Status: FI: Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class: FI & Pref</i>						
WESTCORE PLUS BOND RETAIL (WTIBX)						
	3/14/07	1,576,567	10.640	10.550	16,774.67	16,632.78
	8/23/10	9,132,420	10.950	10.550	100,000.00	96,347.03
Purchases		10,708,987			116,774.67	112,979.81
Short Term Reinvestments						
		59,320			625.83	625.83
Total		10,768,307			117,400.50	113,605.64
Total Purchases vs Market Value						
Net Value Increase/(Decrease)					116,774.67	113,605.64 (3,169.03)
<i>Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Asset Class: FI & Pref</i>						
MUTUAL FUNDS						
	Percentage of Holdings				\$1,377,372.54	\$1,391,146.23
	3.40%					
TOTAL ASSETS						
	Percentage of Holdings				\$28,704,123.58	\$38,922,253.03

THE ANDROCLES FOUNDATION

EIN: 20-1514742

FOR THE YEAR ENDED 12/31/2015

STATEMENT F- EXPENDITURE RESPONSIBILITY REPORT

EXPENDITURE RESPONSIBILITY REPORT

This final report is issued pursuant to and in accordance with Section 4945(h)(3) of the Internal Revenue Code of 1986, as amended, and Treasury Regulation Section 53.4945-5(d).

Grantor: The Androcles Foundation, Inc.

Grantee: The Bradley Zankel Foundation, Inc.
c/o Lamb & Barnosky, LLP
534 Broadhollow Road, Box 9034
Melville, NY 11747

Date of Grant: December 21, 2015

Amount of Grant: \$85,000

Purpose of Grant: To help fund research projects which seek to identify the causes of, and/or develop cures for, brain cancer, or in any other manner consistent with the mission of the Androcles Foundation.

Total Amount
Expended by
Grantee: \$85,000

All amounts were expended in accordance with the above purpose of the grant as shown on the following page, and were expended during the 2016 calendar year.

The Bradley Zankel Foundation is a not-for-profit organization, and operates as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

www.bradleyzankelfoundation.org.

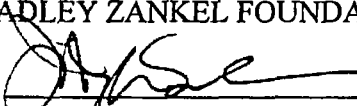
Grant Expenditures

Cedars-Sinai Medical Center, Los Angeles, CA <i>Brain Stem Glioma Vaccine Project</i>	\$ 15,000
Jonsson Cancer Center Foundation/UCLA, Los Angeles, CA <i>Identification of Novel Targets for Glioblastoma Treatment</i>	15,000
Cold Spring Harbor Laboratory, Cold Spring Harbor, NY <i>Glioma research project</i>	15,000
Feinstein Institute for Medical Research at Northwell Health <i>Glioblastoma research</i>	15,000
Preston Robert Tisch Brain Tumor Center at Duke University <i>Dual-Specific D2C7 Immuntoxin for Brain Tumor Therapy</i>	10,000
University of South Florida Foundation <i>Brain Cancer Research Project</i>	10,000
MD Anderson Cancer Center <i>Viral-medicated Immunotherapy for Brain Tumors</i>	<u>5,000</u>
Total Amount Expended	<u>\$ 85,000</u>

Sincerely,

BRADLEY ZANKEL FOUNDATION, INC.

By:


Jeffrey A. Zankel, Secretary/Treasurer

The Bradley Zankel Foundation is a not-for-profit organization, and operates as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

www.bradleyzankelfoundation.org

THE ANDROCLES FOUNDATION, INC.	
EIN: 20-151742	
FOR THE YEAR ENDED DECEMBER 31, 2015	
ATTACHMENT G : EXPENDITURE RESPONSIBILITY	
FORM 990-PF, PART VII-B, LINE 5c	
The following information is provided in accordance with IRC § 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.	
NAME AND ADDRESS OF GRANTEE:	THE SPANISH MUSTANG FOUNDATION 7 AVENIDA VISTA GRANDE B7-106 SANTA FEE, NM 87508-9207
AMOUNT OF GRANT:	\$40,000 00
DATE OF GRANT:	12/22/2015
PURPOSE OF GRANT:	TO EDUCATE THE PUBLIC ABOUT THE SPANISH MUSTANG AND THE NEED TO PROTECT AND PERPETUATE THE BREED
TO THE GRANTOR'S KNOWLEDGE, GRANTEE HAS DIVERTED A PORTION OF FUNDS FROM THE PURPOSE OF THE GRANT: (YES, NO)	NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER ACTIVITY.
DATES OF REPORT RECEIVED FROM GRANTEE:	VARIOUS
DATES AND RESULTS OF ANY VERIFICATION OF THE GRANTEE'S REPORTS:	BUDGET REPORTS RECEIVED FROM THE FOUNDATION CONFIRMS THE GRANT HAS BEEN EFFECTIVELY EARMARKED AND SET TO BE UTILIZED IN A TIMELY FASHION. THE FINAL REPORT IS ANTICIPATED TO BE RECEIVED IN DECEMBER OF 2016, WHEN THE FULL \$40,000 GRANT HAS BEEN DISTRIBUTED WITHIN TERMS SET FORTH BY THE AGREEMENT.

