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Return of Private Foundation

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

2015

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

For calendar year 2015 or tax year beginning

, and ending

Name of foundation

THE GOODFRIEND FOUNDATION

A Employer identification number

20-3791086

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

P.O. BOX 22726

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

KNOXVILLE, TN 37933

B Telephone number

865-692-6294

G Check all that apply:

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 ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col (c), line 16) Other (specify) _____

► \$ 6,663,519. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		214.	214.		STATEMENT 1
4 Dividends and interest from securities		140,793.	140,793.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<36,964.>			
b Gross sales price for all assets on line 6a		2,021,643.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<10,976.>	<10,976.>		STATEMENT 3
12 Total Add lines 1 through 11		93,067.	130,031.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	2,055.	0.		0.
c Other professional fees	STMT 5	59,916.	0.		0.
17 Interest					
18 Taxes	STMT 6	7,676.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses Add lines 13 through 23		69,647.	0.		0.
25 Contributions, gifts, grants paid		351,200.			351,200.
26 Total expenses and disbursements Add lines 24 and 25		420,847.	0.		351,200.
27 Subtract line 26 from line 12:		<327,780.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			130,031.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	88,516.	77,584.	77,584.
	2	Savings and temporary cash investments	883,908.	161,769.	161,769.
	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			
	7	Other notes and loans receivable ►			
		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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 7	5,045,985.	5,406,079.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		6,018,409.	5,645,432.
	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			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Liabilities		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds	6,018,409.	5,645,432.	
	30	Total net assets or fund balances	6,018,409.	5,645,432.	
	31	Total liabilities and net assets/fund balances	6,018,409.	5,645,432.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,018,409.
2	Enter amount from Part I, line 27a	2	<327,780. >
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	5,690,629.
5	Decreases not included in line 2 (itemize) ► CORRECTION TO BEGINNING NET ASSETS	5	45,197.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,645,432.

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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 MERRILL LYNCH SEE ATTACHED			P	VARIOUS	VARIOUS
b MERRILL LYNCH SEE ATTACHED			P	VARIOUS	VARIOUS
c REALIZED LOSS FROM PRIOR YEAR ML 03711				VARIOUS	VARIOUS
d REALIZED LOSS FROM CURRENT YEAR ML 03711					
e WITH TERM UNDETERMINED				VARIOUS	VARIOUS
(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 599,693.		625,793.		<26,100. >	
b 1,421,950.		1,430,875.		<8,925. >	
c		1,020.		<1,020. >	
d					
e		919.		<919. >	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a				<26,100. >	
b				<8,925. >	
c				<1,020. >	
d					
e				<919. >	
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	<36,964. >	
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). If (loss), enter -0- in Part I, line 8			3	N/A	

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	638,698.	7,140,213.	.089451
2013	458,690.	6,964,629.	.065860
2012	415,873.	6,603,912.	.062974
2011	466,800.	11,264,796.	.041439
2010	448,516.	9,806,754.	.045735

2 Total of line 1, column (d)

2 **.305459**

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 **.061092**

4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5

4 **6,956,645.**

5 Multiply line 4 by line 3

5 **424,995.**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **1,300.**

7 Add lines 5 and 6

7 **426,295.**

8 Enter qualifying distributions from Part XII, line 4

8 **351,200.**If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	2,601.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,020.	
b	Exempt foreign organizations - tax withheld at source	6b	0.	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d	Backup withholding erroneously withheld	6d	0.	
7	Total credits and payments. Add lines 6a through 6d	7	2,020.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	8.	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	589.	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax ►	Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a	<input checked="" type="checkbox"/>	
1b	<input checked="" type="checkbox"/>	
1c	<input checked="" type="checkbox"/>	
2	<input checked="" type="checkbox"/>	
3	<input checked="" type="checkbox"/>	
4a	<input checked="" type="checkbox"/>	
4b	<input checked="" type="checkbox"/>	
5	<input checked="" type="checkbox"/>	
6	<input checked="" type="checkbox"/>	
7	<input checked="" type="checkbox"/>	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
	TN	
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	
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	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
Website address ► N/A		<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► ROBERT M. GOODFRIEND Located at ► P.O. BOX 22726, KNOXVILLE, TN	Telephone no. ► 865-692-6294 ZIP+4 ► 37933	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	<input type="checkbox"/> N/A
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 ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> X

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

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

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

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?			N/A	5b
Organizations relying on a current notice regarding disaster assistance check here			<input checked="" type="checkbox"/>	
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?	N/A		<input type="checkbox"/> Yes	<input type="checkbox"/> No
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	<input checked="" type="checkbox"/>
<i>If "Yes" to 6b, file Form 8870</i>				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			N/A	7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0
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

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

	Amount
1 N/A	
2	
3	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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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	6,173,755.
b	Average of monthly cash balances	1b	861,582.
c	Fair market value of all other assets	1c	27,247.
d	Total (add lines 1a, b, and c)	1d	7,062,584.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,062,584.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	105,939.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,956,645.
6	Minimum investment return. Enter 5% of line 5	6	347,832.

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	347,832.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,601.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,601.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	345,231.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	345,231.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	345,231.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	351,200.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	351,200.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	351,200.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

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

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				345,231.
2 Undistributed income, if any, as of the end of 2015			0.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013	27,493.			
e From 2014	295,491.			
f Total of lines 3a through e	322,984.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 351,200.			0.	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount			345,231.	
e Remaining amount distributed out of corpus	5,969.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	328,953.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
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)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016	328,953.			
Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013	27,493.			
d Excess from 2014	295,491.			
e Excess from 2015	5,969.			

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

N/A

1 a 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)

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).)

ROBERT M. GOODFRIEND

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

NONE

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

Check here ► 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
a Paid during the year				
ASAETC 123 CENTER PARK DR. KNOXVILLE, TN 37922		501 (C)(3)	TO PROVIDE SUPPORT, SERVICES, ADVOCACY, EDUCATION, AND PUBLIC AWARENESS FOR ALL INDIVIDUALS WITH	5,000.
AWAKEN CITY CHURCH 8373 KINGSTON PIKE, SUITE 1000 KNOXVILLE, TN 37919				1,000.
BARBARA SINATRA CHILDREN'S CHARITY 6231 BANDINI BOULEVARD COMMERCE, CA 90040		501(C)(3)	GENERAL SUPPORT FOR MISSION	2,000.
BETTY FORD CENTER 72301 COUNTRY CLUB DRIVE SUITE 201 RANCHO MIRAGE, CA 92270				10,000.
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE IRVING, TX 75015		501(C)(3)	DEVELOP OUR NATION'S FUTURE WITH THE BOY SCOUTS OF AMERICA CONTRIBUTING TO THE BOY SCOUTS OF AMERICA	600.
Total	SEE CONTINUATION SHEET(S)		► 3a	351,200.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Line	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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				14 214.	
4 Dividends and interest from securities				14 140,793.	
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				14 <10,976.>	
8 Gain or (loss) from sales of assets other than inventory				18 <36,964.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		93,067.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	93,067.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

THE GOODFRIEND FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CITY SERTOMA CLUB		501(C)(3)		300.
DOGS FOR OUR BRAVE		501(C)(3)	OUR MISSION IS TO PROVIDE SERVICE/COMPANION DOGS AT NO COST TO SERVICE MEMBERS WHO HAVE	
RANCHO MIRAGE, CA 92270				7,000.
EAST TENNESSEE CHILDREN'S HOSPITAL 2018 CLINCH AVENUE KNOXVILLE, TN 379015010		501 (C)	BUILDING AND IMPROVEMENTS TO FACILITIES	150,000.
JEWISH FAMILY SERVICES 6800 DEANE HILL DRIVE KNOXVILLE, TN 37919			A PROGRAM OF THE KNOXVILLE JEWISH ALLIANCE, IS A VITAL SERVICE DEDICATED TO PROMOTING,	10,000.
JEWISH FEDERATION OF PALM SPRINGS 69930 HWY 111, SUITE 204 RANCHO MIRAGE, CA 92270		501 (C)	GENERAL SUPPORT FOR MISSION - RELIGIOUS	8,200.
KIPS BAY BOYS AND GIRLS 1930 RANDALL AVE BRONX, NY 10473		501(C)(3)	KIPS BAY BOYS AND GIRLS CLUB, INC. (THE CLUB) WAS ESTABLISHED FOR THE PURPOSE OF PROVIDING	1,000.
KNOXVILLE JEWISH ALLIANCE, INC. 6800 DEANE HILL DRIVE KNOXVILLE, TN 37919		501 (C)(3)	GENERAL SUPPORT FOR MISSION - RELIGIOUS	1,100.
L5 FOUNDATION 5201 KINGSTON PIKE SUITE 6-319 KNOXVILLE, TN 37919			THE L5 FOUNDATION SERVES AS A FUNDING AGENT TO LIKE-MINDED CAUSES AND ORGANIZATIONS WHO ALSO	500.
TAMARISK EMPLOYEE SCHOLARSHIP FUND				7,500.
THE DOMINICAN SISTERS FAMILY HEALTH SERVICE 299 NORTH HIGHLAND AVENUE OSSINING, NY 10562		501 (C)	GENERAL SUPPORT FOR MISSION - HEALTHCARE	1,000.
Total from continuation sheets				332,600.

THE GOODFRIEND FOUNDATION

20-3791086

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

523631
04-01-15

Part XV | Supplementary Information**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**NAME OF RECIPIENT - ASAETC

TO PROVIDE SUPPORT, SERVICES, ADVOCACY, EDUCATION, AND PUBLIC AWARENESS
FOR ALL INDIVIDUALS WITH AUTISM SPECTRUM DISORDERS (ASD) AND THEIR
FAMILIES, AS WELL AS EDUCATORS AND OTHER PROFESSIONALS.

NAME OF RECIPIENT - BOY SCOUTS OF AMERICA

DEVELOP OUR NATION'S FUTURE WITH THE BOY SCOUTS OF AMERICA
CONTRIBUTING TO THE BOY SCOUTS OF AMERICA CREATES OPPORTUNITIES FOR
YOUTH TO GAIN MEMORABLE EXPERIENCES AND BECOME INSTILLED WITH VALUES,
PRINCIPLES, AND SKILLS THAT WILL HELP THEM DEVELOP INTO THE FUTURE
LEADERS OF OUR NATION.

NAME OF RECIPIENT - DOGS FOR OUR BRAVE

OUR MISSION IS TO PROVIDE SERVICE/COMPANION DOGS AT NO COST TO SERVICE
MEMBERS WHO HAVE SUFFERED CATASTROPHIC INJURIES SUCH AS LOSS OF LIMBS
WHILE IN SERVICE TO OUR COUNTRY. IN ORDER TO DO SO WITHOUT ADDING A
FINANCIAL BURDEN, OUR GOAL IS TO PROVIDE PROFESSIONALLY TRAINED SERVICE
DOGS, DOG FOOD AND VETERINARY CARE WHEREVER POSSIBLE.

NAME OF RECIPIENT - JEWISH FAMILY SERVICES

A PROGRAM OF THE KNOXVILLE JEWISH ALLIANCE, IS A VITAL SERVICE
DEDICATED TO PROMOTING, STRENGTHENING, AND PRESERVING INDIVIDUAL,
FAMILY, AND COMMUNITY WELL-BEING IN A MANNER CONSISTENT WITH JEWISH
PHILOSOPHY AND VALUES

NAME OF RECIPIENT - KIPS BAY BOYS AND GIRLS

KIPS BAY BOYS AND GIRLS CLUB, INC. (THE CLUB) WAS ESTABLISHED FOR THE
PURPOSE OF PROVIDING

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

YOUTH SERVICES. THESE SERVICES INCLUDE SOCIAL AND CULTURAL ACTIVITIES,
EDUCATIONAL AND PERSONAL
SERVICES, FITNESS, HEALTH AND CAMP ACTIVITIES. IN ADDITION TO YOUTH
SERVICES, THE CLUB ALSO RUNS A
PROGRAM SERVICING SENIOR CITIZENS.

NAME OF RECIPIENT - L5 FOUNDATION

THE L5 FOUNDATION SERVES AS A FUNDING AGENT TO LIKE-MINDED CAUSES AND
ORGANIZATIONS WHO ALSO SEEK TO EMPOWER OTHERS TO OVERCOME ADVERSITY
THROUGH THE CULTIVATION OF A POSITIVE ATTITUDE. FURTHERMORE, THE L5
FOUNDATION WILL FURTHER SUPPORT THE ORGANIZATIONS BY RAISING AWARENESS
OF SAID CAUSES, ASSISTING IN THE PLANNING OF FUND RAISING EVENTS, AND
OFFERING GENERAL ORGANIZATIONAL SUPPORT WHEN APPROPRIATE.

NAME OF RECIPIENT - THE MCCALLUM THEATRE

THE MCCALLUM THEATRE'S MISSION IS TO ENTERTAIN AND EDUCATE THE PUBLIC
BY OFFERING A VARIETY OF PERFORMING ARTS EXPERIENCES THAT REFLECT THE
DIVERSITY OF PEOPLE, INTERESTS, AND TASTES OF THE COMMUNITIES AND
CONSTITUENTS SERVED BY THE THEATRE.

FORM 990-PF. INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	214.	214.	
TOTAL TO PART I, LINE 3	214.	214.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	140,793.	0.	140,793.	140,793.	
TO PART I, LINE 4	140,793.	0.	140,793.	140,793.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME/LOSS	<10,976.>	<10,976.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<10,976.>	<10,976.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	2,055.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,055.	0.		0.

FORM 990-PF.

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	59,916.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	59,916.	0.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TN SEC OF STATE	20.	0.		0.
NET INVESTMENT INCOME TAX	7,656.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,676.	0.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH BROKERAGE	FMV	5,429,517.	6,447,604.
ISHARES PARTNERSHIP INTEREST	COST	<23,438.>	<23,438.>
TOTAL TO FORM 990-PF, PART II, LINE 13		5,406,079.	6,424,166.

FORM 990-PF.

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT M. GOODFRIEND 400 EAST FOX DEN DRIVE KNOXVILLE, TN 37934	DIRECTOR 0.00	0.	0.	0.
WENDY S. GOODFRIEND 400 EAST FOX DEN DRIVE KNOXVILLE, TN 37934	DIRECTOR 0.00	0.	0.	0.
JEFFREY A. GOODFRIEND 400 EAST FOX DEN DRIVE KNOXVILLE, TN 37934	DIRECTOR 0.00	0.	0.	0.
STACEY A. GOODFRIEND 400 EAST FOX DEN DRIVE KNOXVILLE, TN 37934	DIRECTOR 0.00	0.	0.	0.
HAROLD I. APOLISKY 2311 HIGHLAND AVENUE SOUTH BIRMINGHAM, AL 35205	DIRECTOR 0.00	0.	0.	0.
LEIGH A. KAYLOR 2311 HIGHLAND AVENUE SOUTH BIRMINGHAM, AL 35205	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
30,000.00	AMER EXPRESS COMPANY	04/18/11	02/18/15	2,385.44	1,367.10	1,028.34 LT
360,000.00	AMER EXPRESS COMPANY	04/21/11	02/18/15	28,745.32	16,971.08	11,774.24 LT
190,000.00	AMER EXPRESS COMPANY	04/25/11	02/18/15	15,171.14	8,959.51	6,211.63 LT
110,000.00	AMER EXPRESS COMPANY	12/19/11	02/18/15	8,783.29	5,101.79	3,681.50 LT
330,000.00	AMER EXPRESS COMPANY	08/22/14	02/18/15	28,349.90	29,386.04	(3,038.14) ST
2,100,000.00	BOSTON SCIENTIFIC CORP	06/11/14	02/06/15	31,008.75	26,979.54	4,029.21 ST
230,000.00	BOSTON SCIENTIFIC CORP	06/11/14	02/06/15	3,396.19	2,999.03	387.16 ST
2,080,000.00	BOSTON SCIENTIFIC CORP	07/31/14	02/06/15	26,668.93	4,044.51	22,624.42 ST
1,430,000.00	BOSTON SCIENTIFIC CORP	08/22/14	02/06/15	21,115.49	17,886.87	3,228.62 ST
1,550,000.00	BOSTON SCIENTIFIC CORP	09/25/14	02/06/15	22,887.42	18,526.38	4,361.04 ST
980,000.00	NEWELL RUBBERMAID INC	10/10/14	02/06/15	37,269.45	23,007.67	4,261.78 ST
645,000.00	NEWELL RUBBERMAID INC	12/10/14	02/06/15	24,529.39	23,302.62	1,226.77 ST
620,000.00	SOLAR CITY CORP	12/17/14	02/18/15	35,312.87	20,921.63	4,391.24 ST
330,000.00	SOLAR CITY CORP	01/05/15	02/18/15	18,795.57	16,554.45	2,241.12 ST
250,000.00	TERMO FISHER SCIENTIFIC	05/08/14	02/06/15	31,312.08	29,096.35	2,215.73 ST
110,000.00	TERMO FISHER SCIENTIFIC	05/20/14	02/06/15	13,777.31	12,699.78	1,077.53 ST
160,000.00	TERMO FISHER SCIENTIFIC	07/01/14	02/06/15	20,039.73	19,054.14	985.59 ST
70,000.00	TERMO FISHER SCIENTIFIC	08/22/14	02/06/15	8,767.38	8,508.76	258.62 ST
120,000.00	TERMO FISHER SCIENTIFIC	08/25/14	02/06/15	15,029.81	14,559.17	470.64 ST
230,000.00	ALEXION PHARMS INC	02/06/15	03/13/15	40,726.95	40,544.54	182.41 ST
150,000.00	ALEXION PHARMS INC	03/05/15	03/13/15	26,561.07	27,790.79	(1,229.72) ST
560,000.00	MYLAN INC	03/24/14	03/02/15	32,313.34	27,957.66	4,355.68 ST
300,000.00	MYLAN INC	05/08/14	03/02/15	17,310.72	14,362.62	2,946.10 ST
350,000.00	MYLAN INC	08/22/14	03/02/15	20,195.84	16,915.75	3,280.09 ST
630,000.00	RED HAT INC	02/06/15	03/25/15	42,864.60	40,967.51	1,897.09 ST
410,000.00	RED HAT INC	03/05/15	03/25/15	27,896.01	27,784.51	111.50 ST
55,000.00	BROADCOM CORP CALIF CL A	12/19/11	03/27/15	2,337.64	1,496.39	841.25 LT
390,000.00	BROADCOM CORP CALIF CL A	04/19/12	03/27/15	16,576.02	13,575.43	3,000.59 LT
1,470,000.00	BROADCOM CORP CALIF CL A	02/28/13	03/27/15	62,478.85	49,064.63	13,414.23 LT
620,000.00	CITRIX SYSTEMS INC COM	05/01/14	03/27/15	39,476.41	36,935.20	2,541.21 ST
330,000.00	CITRIX SYSTEMS INC COM	05/20/14	03/27/15	21,011.64	20,070.40	941.24 ST
110,000.00	CITRIX SYSTEMS INC COM	08/22/14	03/27/15	7,003.88	7,747.19	(743.31) ST
880,000.00	COMMUNITY HEALTH SYS NEW	02/06/15	03/27/15	44,567.90	40,634.91	3,932.99 ST
480,000.00	COMMUNITY HEALTH SYS NEW	03/05/15	03/27/15	24,875.11	24,568.94	306.17 ST
1,210,000.00	MYLAN NV	03/03/15	04/21/15	89,226.06	69,819.90	19,406.16 ST
730,000.00	ANALOG DEVICES INC COM	03/27/15	06/08/15	48,256.34	42,310.65	5,945.69 ST
582,000.00	JUNIPER NETWORKS INC	04/24/15	06/08/15	15,840.82	15,194.33	646.49 ST
480,000.00	MICHAEL KORS HDGS LTD	08/13/14	06/08/15	23,295.26	37,741.77	(14,446.51) ST
610,000.00	MICHAEL KORS HDGS LTD	09/05/14	06/08/15	29,604.41	46,703.55	(17,099.14) ST

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Account No
706-0371:1

00-07-61508 5000 (06-2014)

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
540.0000	MEDTRONIC PLC SHS	04/01/15	06/08/15	40,768.63	41,274.90	(486.27) ST
365.0000	MEDTRONIC PLC SHS	04/17/15	06/08/15	27,570.10	28,097.23	(527.13) ST
225.0000	KEURIG GREEN MOUNTN INC	12/17/14	08/13/15	11,227.87	30,581.84	(19,353.97) ST
140.0000	KEURIG GREEN MOUNTN INC	01/05/15	08/13/15	6,986.24	18,179.94	(11,193.70) ST
880.0000	ROSS STORES INC COM	06/08/15	08/13/15	47,344.01	43,133.55	4,210.46 ST
585.0000	ROSS STORES INC COM	07/02/15	08/13/15	31,473.01	28,799.08	2,673.93 ST
680.0000	T.J. COS INC NEW	11/30/12	08/13/15	48,155.62	30,177.52	17,978.10 LT
540.0000	T.J. COS INC NEW	05/20/14	08/13/15	38,241.24	29,358.61	8,882.63 LT
990.0000	SOLARCITY CORP	08/21/15	12/17/15	56,870.09	41,996.49	14,873.60 ST
450.0000	SOLARCITY CORP	08/24/15	12/17/15	25,850.05	20,075.99	5,774.06 ST
650.0000	WESTROCK CO SHS	04/01/15	12/21/15	28,898.54	41,031.77	(12,133.23) ST
885.0000	WHOLE FOODS MKT INC COM	04/24/15	12/21/15	43,682.18	(14,984.37) ST	
				28,657.81		

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X



REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
304.0000	CALIFORNIA RESOURCES	01/13/14	12/31/14	1,637.58	2,428.33	(790.75) ST
6.0000	HALYARD HEALTH INC SHS	03/12/10	12/31/14	272.07	152.27 LT	
7.0000	HALYARD HEALTH INC SHS	03/28/10	12/31/14	317.41	171.81 LT	
19.0000	HALYARD HEALTH INC SHS	04/07/10	12/31/14	861.56	470.83 LT	
7.0000	HALYARD HEALTH INC SHS	04/16/10	12/31/14	317.42	173.99 LT	
7.0000	HALYARD HEALTH INC SHS	04/21/10	12/31/14	317.42	170.98 LT	
6.0000	HALYARD HEALTH INC SHS	08/05/11	12/31/14	272.07	144.44 LT	
33.0000	HALYARD HEALTH INC SHS	01/13/14	12/31/14	1,496.42	352.74 ST	
1,830.0000	XILINX INC	08/29/14	02/20/15	78,257.08	77,130.66	(873.58) ST
28.0000	TALEN ENERGY CORP SHS	09/16/10	06/08/15	530.96	432.94	
PLEASE SEE REVERSE SIDE						
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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
28 0000	TALEN ENERGY CORP SHS	10/01/10	06/08/15	530.96	441.65	89.31 LT
22,0000	TALEN ENERGY CORP SHS	03/15/11	08/08/15	417.18	312.31	104.87 LT
10,0000	TALEN ENERGY CORP SHS	08/05/11	06/08/15	189.63	154.78	34.85 LT
22,0000	TALEN ENERGY CORP SHS	03/30/12	06/08/15	417.18	355.83	81.35 LT
187 0000	TALEN ENERGY CORP SHS	01/13/14	06/08/15	3,546.09	3,242.42	303.67 LT
300 0000	BAXALTA INC SHS	02/22/13	07/06/15	9,428.43	9,251.90	178.53 LT
260,0000	BAXALTA INC SHS	06/24/13	07/06/15	8,171.31	8,320.50	(149.19) LT
460,0000	BAXALTA INC SHS	01/13/14	07/06/15	14,456.94	14,848.74	(391.80) LT
290,0000	CUMMINS INC COM	10/10/14	06/26/15	38,800.42	37,094.45	1,705.97 ST
2,130,0000	POTASH CORP SASKATCHEWAN	01/15/14	08/31/15	55,279.51	74,789.39	(19,489.88) LT
660,0000	AFLAC INC COM	10/10/14	12/18/15	38,591.80	37,394.28	1,197.52 LT
790,0000	CATERPILLAR INC DEL	01/15/14	12/18/15	51,483.59	(21,610.53) LT	(21,610.53) LT
400,0000	EXXON MOBIL CORP COM	10/10/14	12/18/15	31,125.75	36,753.00	(5,627.25) LT
245,0000	INTL BUSINESS MACHINES	03/31/15	12/18/15	33,117.09	39,498.09	(6,381.00) ST
140,0000	INTL BUSINESS MACHINES	08/31/15	12/18/15	18,924.06	20,549.30	(1,625.24) ST
1,470,0000	INTL PAPER CO	01/13/14	12/18/15	54,327.55	69,769.02	(15,441.47) LT
1,140,0000	PACKAGING CORP AMERICA	08/29/14	12/18/15	68,548.31	77,379.32	(8,831.01) LT
780,0000	PRINCIPAL FINANCIAL GRP	03/31/15	12/18/15	34,320.23	40,005.65	(5,685.42) ST
790,0000	QUALCOMM INC	04/29/14	12/18/15	37,405.17	62,127.50	(24,722.33) LT
430,0000	QUALCOMM INC	06/26/15	12/18/15	20,359.79	27,970.47	(7,610.68) ST

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00-17-6150B-5000 (06-2014)

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