



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

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

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

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation THE CHARLES ENGELHARD FOUNDATION		A Employer identification number 22-6063032						
C/O ENGELHARD HANOVIA		B Telephone number (see instructions) (212) 935-2430						
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite 902							
OLYMPIC TOWERS 645 FIFTH AVENUE								
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022								
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) \$ 84,213,943. J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)								

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)				
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	186,267.	1,035,950.		ATCH 1
	4 Dividends and interest from securities	280,777.	462,741.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-83,797.			
	b Gross sales price for all assets on line 6a 6,677,772.				
	7 Capital gain net income (from Part IV, line 2)		2,020,753.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH. 3	14,016.	15,530.		
	12 Total. Add lines 1 through 11	397,263.	3,534,974.		
	13 Compensation of officers, directors, trustees, etc.	187,507.	93,754.		93,754.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	38,670.	19,335.		19,335.
	16a Legal fees (attach schedule) ATCH. 4	25,000.	12,500.		12,500.
	b Accounting fees (attach schedule) ATCH. 5	112,575.	37,750.		74,825.
	c Other professional fees (attach schedule) [6]	80,510.	288,922.		40,255.
	17 Interest		110.		
	18 Taxes (attach schedule) (see instructions) [8]	79,447.	10,597.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 9	165,119.	127,211.		82,560.
	24 Total operating and administrative expenses. Add lines 13 through 23.	688,828.	590,179.		323,229.
	25 Contributions, gifts, grants paid	7,720,184.			8,995,349.
	26 Total expenses and disbursements. Add lines 24 and 25	8,409,012.	590,179.	0.	9,318,578.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-8,011,749.			
	b Net investment income (if negative, enter -0-)		2,944,795.		
	c Adjusted net income (if negative, enter -0-)				

9118-129

4

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		4,389,164.	3,499,644.	3,499,644.
	2	Savings and temporary cash investments				
	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) [10]	1,734,474.	1,615,268.	1,615,268.	
	b	Investments - corporate stock (attach schedule) ATCH 11	6,693,124.	2,908,494.	2,908,494.	
	c	Investments - corporate bonds (attach schedule) ATCH 12	18,027,463.	17,725,712.	17,725,712.	
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 13	62,509,120.	57,646,352.	57,646,352.	
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶ ATCH 14)	69,490.	818,473.	818,473.	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	93,422,835.	84,213,943.	84,213,943.	
17		Accounts payable and accrued expenses	111,878.	118,479.		
18		Grants payable				
Net Assets or Fund Balances	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 15)	5,218,139.	3,942,974.		
	23	Total liabilities (add lines 17 through 22)	5,330,017.	4,061,453.		
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	88,092,818.	80,152,490.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	88,092,818.	80,152,490.			
31	Total liabilities and net assets/fund balances (see instructions)	93,422,835.	84,213,943.			

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	88,092,818.
2	Enter amount from Part I, line 27a	2	-8,011,749.
3	Other increases not included in line 2 (itemize) ▶ ATCH 16	3	85,110.
4	Add lines 1, 2, and 3	4	80,166,179.
5	Decreases not included in line 2 (itemize) ▶ ATCH 17	5	13,689.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	80,152,490.

Form 990-PF (2015)

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) FMV 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	2,020,753.	
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	10,712,187.	93,994,226.	0.113966
2013	10,227,540.	93,211,962.	0.109723
2012	10,313,546.	89,540,086.	0.115184
2011	9,112,248.	92,222,327.	0.098807
2010	10,164,620.	87,550,241.	0.116100
2 Total of line 1, column (d)			2 0.553780
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 0.110756
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 86,104,138.
5 Multiply line 4 by line 3			5 9,536,550.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 29,448.
7 Add lines 5 and 6			7 9,565,998.
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 9,318,578.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	58,896.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	58,896.
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	58,896.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	121,168.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	121,168.	
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	62,272.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ 62,272. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
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) ☐ NJ, NY, _____		
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

Form 990-PF (2015)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	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).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **►** N/A

14 The books are in care of **►** MARY OGORZALY Telephone no **►** 212-935-2430
 Located at **►** 645 5TH AVENUE NEW YORK, NY ZIP+4 **►** 10022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here **►** ☐
 and enter the amount of tax-exempt interest received or accrued during the year **►** 15

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes	☒ No	
	If "Yes," list the years ►			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No	
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

Form 990-PF (2015)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 18		187,507.	38,670.	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. ☐

Form 990-PF (2015)

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 19		377,887.
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 ▶	

Form **990-PF** (2015)

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	87,341,622.
b	Average of monthly cash balances	1b	73,747.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	87,415,369.
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	87,415,369.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,311,231.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	86,104,138.
6	Minimum investment return. Enter 5% of line 5	6	4,305,207.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	4,305,207.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	58,896.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	58,896.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,246,311.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,246,311.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,246,311.

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	9,318,578.
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	9,318,578.
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	9,318,578.

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				4,246,311.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 13 ,20 12 ,20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010	5,996,434.			
b From 2011	4,648,353.			
c From 2012	6,014,336.			
d From 2013	5,721,757.			
e From 2014	6,169,045.			
f Total of lines 3a through e	28,549,925.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 9,318,578.				
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.				4,246,311.
e Remaining amount distributed out of corpus. . .	5,072,267.			
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:	33,622,192.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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) . . .	5,996,434.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	27,625,758.			
10 Analysis of line 9				
a Excess from 2011 . . .	4,648,353.			
b Excess from 2012 . . .	6,014,336.			
c Excess from 2013 . . .	5,721,757.			
d Excess from 2014 . . .	6,169,045.			
e Excess from 2015 . . .	5,072,267.			

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

NOT APPLICABLE

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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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))

NONE

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 20				
Total ▶ 3a				8,995,349.
b Approved for future payment ATCH 21				
Total ▶ 3b				9,978,201.

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 .			14	186,267.	
4 Dividends and interest from securities			14	280,777.	
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			18	14,016.	
8 Gain or (loss) from sales of assets other than inventory			18	-83,797.	
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)				397,263.	
13 Total. Add line 12, columns (b), (d), and (e)					397,263.

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)	
		TITAN PARTNERS LP (S-T)				P	VAR -1471465.	VAR
		TITAN PARTNERS LP (L-T)				P	VAR 2,200,502.	VAR
		OAKTREE HIGH YIELD FUND LP (S-T)				P	VAR 7,402.	VAR
		OAKTREE HIGH YIELD FUND LP (L-T)				P	VAR 95,070.	VAR
		OAKTREE SENIOR LOAN FUND LP (S-T)				P	VAR 13,593.	VAR
		OAKTREE SENIOR LOAN FUND LP (L-T)				P	VAR 13,165.	VAR
205,997.		SEE ATTACHED S-T (A 17114-00-9) 205,148.				P	VAR 849.	VAR
93,129.		SEE ATTACHED S-T (A 17114-00-9) 99,089.				P	VAR -5,960.	VAR
154,922.		SEE ATTACHED L-T (A 17114-00-9) 154,685.				P	VAR 237.	VAR
894,600.		SEE ATTACHED L-T (A 17114-00-9) 971,333.				P	VAR -76,733.	VAR
214,089.		SEE ATTACHED S-T (A 17114-30-6) 214,846.				P	VAR -757.	VAR
925,626.		SEE ATTACHED K-T (A 17114-30-6) 927,059.				P	VAR -1,433.	VAR

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)	
4,189,409.		ETON PARK OVERSEAS FUND 2,943,126.				P	VAR 1,246,283.	VAR
TOTAL GAIN (LOSS)							<u>2,020,753.</u>	

THE CHARLES ENGELHARD FOUNDATION

22-6063032

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	186,267.	1,035,950.
TOTAL	<u>186,267.</u>	<u>1,035,950.</u>

THE CHARLES ENGELHARD FOUNDATION

22-6063032

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND	280,777.	462,741.
TOTAL	<u>280,777.</u>	<u>462,741.</u>

THE CHARLES ENGELHARD FOUNDATION

22-6063032

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OAK TREE HIGH YIELD FUND		1,514.
JP MORGAN ORDINARY INCOME	14,016.	14,016.
TOTALS	<u>14,016.</u>	<u>15,530.</u>

THE CHARLES ENGELHARD FOUNDATION

22-6063032

ATTACHMENT 4

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	25,000.	12,500.		12,500.
TOTALS	<u>25,000.</u>	<u>12,500.</u>		<u>12,500.</u>

THE CHARLES ENGELHARD FOUNDATION

22-6063032

ATTACHMENT 5

FORM 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>
AUDIT FEES	75,500.	37,750.		37,750.
TAX FEES	37,075.			37,075.
TOTALS	<u>112,575.</u>	<u>37,750.</u>		<u>74,825.</u>

ATTACHMENT 6FORM 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>
ADVISORY FEES	25,000.	12,500.	12,500.
MANAGEMENT FEES	55,510.	276,422.	27,755.
TOTALS	<u>80,510.</u>	<u>288,922.</u>	<u>40,255.</u>

THE CHARLES ENGELHARD FOUNDATION

22-6063032

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE		110.
TOTALS		<u>110.</u>

THE CHARLES ENGELHARD FOUNDATION

22-6063032

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TAXES	79,447.	10,597.
TOTALS	<u>79,447.</u>	<u>10,597.</u>

THE CHARLES ENGELHARD FOUNDATION

22-6063032

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OTHER EXPENSES	165,119.	127,211.	82,560.
TOTALS	<u>165,119.</u>	<u>127,211.</u>	<u>82,560.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 10

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S GOV'T OBS. -SEE ATTACHED	1,734,474.	1,615,268.	1,615,268.
US OBLIGATIONS TOTAL	<u>1,734,474.</u>	<u>1,615,268.</u>	<u>1,615,268.</u>

CUSIP	DESCRIPTION	Maturity Date	SHARES/PAR	Fair Market Value
U S. and State Government Obligations				
912828FF2	USA TREAS NOTES 5 125% 05/15/2016 DTD 05/15/2006	5/15/2016	180,000	191,482 20
912828GS3	USA TREAS NOTES 4 500% 05/15/2017 DTD 05/15/2007	5/15/2017	175,000	189,985 25
912828LY4	USA TREAS NOTES 3 375% 11/15/2019 DTD 11/16/2009	11/15/2019	160,000	173,350 40
912828PF1	USA TREAS NOTES 1 875% 10/31/2017 DTD 11/01/2010	10/31/2017	100,000	102,320 00
912828QR4	USA TREAS NOTES 1 500% 06/30/2016 DTD 06/30/2011	6/30/2016	30,000	30,445 20
912828WD8	U S A NOTES 1 250% 10/31/2018 DTD 10/31/2013	10/31/2018	205,000	203,655 20
912828KQ2	USA TREAS NOTES 3 125% 05/15/2019 DTD 05/15/2009	6/30/2016	250,000	266 485 00
912828LU2	USA TREAS NOTES 3 125% 10/31/2016 DTD 11/02/2009	10/31/2016	145,000	151,558 35
912828NA4	USA TREAS NOTES 3 125% 04/30/2017 DTD 04/30/2010	4/30/2017	150,000	157,980 00
912828PN4	USA TREAS NOTES 2 750% 12/31/2017 DTD 12/31/2010	12/31/2017	255,000	267,211 95
Total - Beginning Fair Market Value				<u>1,734,474</u>

CUSIP	DESCRIPTION	Maturity Date	SHARES/PAR	Fair Market Value
U.S. and State Government Obligations				
912828PC8	USA TREAS NOTES 2 625% 11/15/2020 DTD 11/15/2010	11/15/2020	255,000	265,022
912828KQ2	USA TREAS NOTES 3 125% 05/15/2019 DTD 05/15/2009	5/15/2019	250,000	263,828
912828PN4	USA TREAS NOTES 2 750% 12/31/2017 DTD 12/31/2010	12/31/2017	255,000	263,208
912828WD8	U S A NOTES 1 250% 10/31/2018 DTD 10/31/2013	10/31/2018	205,000	204,777
912828LY4	USA TREAS NOTES 3 375% 11/15/2019 DTD 11/16/2009	11/15/2019	160,000	170,901
912828GS3	USA TREAS NOTES 4 500% 05/15/2017 DTD 05/15/2007	5/15/2017	125,000	131,016
912828PF1	USA TREAS NOTES 1 875% 10/31/2017 DTD 11/01/2010	10/31/2017	100,000	101,461
912828NT3	USA TREAS NOTES 2 625% 08/15/2020 DTD 08/15/2010	8/15/2020	90,000	93,515
912828ND8	USA TREAS NOTES 3 500% 05/15/2020 DTD 05/17/2010	5/15/2020	85,000	91,401
912828QR4	USA TREAS NOTES 1 500% 06/30/2016 DTD 06/30/2011	6/30/2016	30,000	30,140
Total - Ending Fair Market Value				<u>1,615,268</u>

ATTACHMENT 11FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ETON PARK OVERSEAS FUND, LTD	6,693,124.	2,908,494.	2,908,494.
TOTALS	<u>6,693,124.</u>	<u>2,908,494.</u>	<u>2,908,494.</u>

ATTACHMENT 12FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COPORATE BONDS - SEE ATTACHED	18,027,463.	17,725,712.	17,725,712.
TOTALS	<u>18,027,463.</u>	<u>17,725,712.</u>	<u>17,725,712.</u>

CUSIP	DESCRIPTION	SHARES/PAR	Fair Market Value
922042742	VANGUARD INTL EQUITY INDEX F TT WRLD ST ETF	194,485 00	11,692,438 20
459200A66	INTERNATIONAL BUSINESS MACHINES CORP 8 3/8% NOV 1 2019 DTD 11/1/89	15,000 00	19,226 70
31283KSU3	FREDDIE MAC GOLD PARTIC CTF 6% FEB 1 2018 DTD 7/1/2003 POOL NO G11431	11,752 30	12,202 42
40429CCS9	HSBC FINANCE CORP 5 000% 06/30/2015 DTD 6/27/2005	20,000 00	20,411 20
38141GEE0	GOLDMAN SACHS GROUP INC SR NOTES 5 35% JAN 15 2016 DTD 1/17/2006	35,000 00	36,580 95
31359M2C0	FNMA 4 375% 10/15/2015 DTD 09/12/2005	50,000 00	51,605 00
3128M1Q85	FEDERAL HOME LOAN MORTGAGE CORP GOLD PARTIC CTF 4 50% JUN 1 2021 DTD 9/1/2006 POOL NO G12379	19,322 29	20,540 37
36962GY40	GENERAL ELEC CAP CORP SR NOTES 5 3/8% OCT 20 2016 DTD 10/20/2006	50,000 00	53,791 50
670346A60	NUCOR CORPORATION NOTES 5 3/4% DEC 01 2017 DTD 12/03/2007	15,000 00	16,600 65
025816AV5	AMERICAN EXPRESS SR NOTES 7% MAR 19 2018 DTD 03/19/2008	20,000 00	23,102 20
26442CAD6	DUKE ENERGY CAROLINAS 5 1% APR 15 2018 DTD 04/14/2008	10,000 00	11,100 70
02364WAN5	AMERICA MOVIL SAB DE CV 5 5/8% NOV 15 2017 DTD 10/30/2007	10,000 00	11,037 20
00206RAM4	AT&T INC 5 6% MAY 15 2018 DTD 05/13/2008	15,000 00	16,701 45
637432LR4	NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008	10,000 00	13,055 60
31371KWF4	FANNIE MAE 5 5% DEC 01 2017 DTD 11/01/2002 POOL NO 254546	12,687 62	13,545 18
03076CAB2	AMERPRISE FINANCIAL INC 5 65% 11/15/2015 DTD 11/23/2005	5,000 00	5,203 35
8935268Y2	TRANS - CANADA PIPELINES 7 1/8% JAN 15 2019 DTD 01/09/2009	10,000 00	11,620 90
312908DY9	FREDDIE MAC SER 1186 CL I 7% DEC 15 2021 DTD 12/01/1991	36,150 05	41,283 00
66989GAA8	NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009	15,000 00	16,840 80
95156RAT5	METLIFE INC NOTES 7 717% FEB 15 2019 DTD 02/15/2009	10,000 00	12,185 90
983024AM2	WYETH 5 45% APR 01 2017 DTD 03/27/2007	13,000 00	14,266 85
406216AX9	HALLIBURTON COMPANY NOTES 6 15% SEP 15 2019 DTD 3/13/2009	20,000 00	23,222 60
055451AH1	BHP BILLITON FIN USA LTD 6 1/2% APR 01 2019 DTD 03/25/2009	4,000 00	4,705 16
06051GDZ9	BANK OF AMERICA CORP SR NOTES 7 5/8% JUN 01 2019 DTD 06/02/2009	15,000 00	18,288 45
89417EAF6	TRAVELLERS COS INC SR NOTES 5 9% JUN 02 2019 DTD 06/02/2009	15,000 00	17,394 90
31416BTW8	FANNIE MAE 5 5% JAN 01 2024 DTD 12/01/2008 POOL NO 995265	26,559 03	28,937 66
20030NAZ4	COMCAST CORP NEW NT 5 70% JUN 01 2019 DTD 06/18/2009	15,000 00	17,135 10
74251VAD4	PRINCIPAL FINL GROUP INC GTD SR NT 8 7/8% MAY 15 2019 DTD 05/21/2009	5,000 00	6,322 45
06051GEA3	BANK OF AMERICA CORP SR NOTES 6 1/2% AUG 01 2016 DTD 07/28/2009	10,000 00	10,797 10
38375KDZ5	GNMA II SER 2007-44 CL PH 6% JUL 20 2037 DTD 07/01/2007	79,000 00	90,255 13
3128MMA68	FREDDIE MAC GOLD PARTIC CTF 5 5% AUG 01 2019 DTD 08/01/2004 POOL NO G18006	23,304 92	25,036 24
3133THJ55	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTF GTD SER 2125 CL 2125-JZ 6 00% DUE 02/15/2029	64,124 20	71,265 71
31392VSU2	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTF GTD SER 2498 CL PE 5 50% DUE 09/15/2017	10,392 11	10,825 15
31392XB74	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTF GTD SER 2513 CL 2513-JE 5 00% DUE 10/15/2017	12,133 92	12,632 50
31395CTG6	FHLMC REMIC 2828 CL JE 4 50% 07/15/2019 06/22/2004	30,071 09	31,674 48
09247KAC5	BLACKROCK INC 6 1/4% SEP 15 2017 DTD 09/17/2007	10,000 00	11,221 70
31404ADW1	FANNIE MAE 5 5% NOV 01 2018 DTD 12/01/2003 POOL NO 762517	17,189 39	18,164 71
31390LV29	FANNIE MAE 6 5% AUG 01 2017 DTD 07/01/2002 POOL NO 649633	13,983 88	14,631 19
36202DWA5	GNMA II 5 5% FEB 20 2018 DTD 02/01/2003 POOL NO 3341	22,581 11	24,011 84
87236YAA6	TD AMERITRADE HOLDING CO 5 6% DEC 01 2019 DTD 11/25/2009	15,000 00	17,139 60
31392EFL9	FANNIE MAE SER 2002-55 CL GC 5 5% SEP 25 2017 DTD 08/01/2002	2,622 77	2,720 34
822582AQ5	SHELL INTERNATIONAL FIN 3 1% JUN 28 2015 DTD 06/28/2010	9,000 00	9,101 07
31393BR56	FNMA SER 2003 35 CL ME 5% MAY 25 2018 DTD 04/01/2003	25,991 01	27,317 07
31394BG81	FNMA SER 2004 101 CL HD 01/25/2020 DTD 12/01/2004	48,728 85	51,262 75
89152UAE2	TOTAL CAPITAL SA 2 3% MAR 15 2016 DTD 09/15/2010	10,000 00	10,177 50
312963Q20	FREDDIE MAC GOLD PARTIC CTF 5 5% DEC 01 2018 DTD 12/01/2003 POOL NO B11373	20,413 35	21,892 10
949746QU8	WELLS FARGO & COMPANY 3 676% JUN 15 2016 DTD 09/15/2010 STEP CPN	2,000 00	2,078 18
05531FAG8	BB&T CORPORATION MTN 3 2% MAR 15 2016 DTD 03/07/2011	25,000 00	25,652 25
05565QBQ0	BP CAPITAL MARKETS PLC 3 2% MAR 11 2016 DTD 03/11/2011	15,000 00	15,388 05
03523TBE7	ANHEUSER BUSCH INBEV WOR 7 3/4% JAN 15 2019 DTD 01/15/2011	15,000 00	18,150 60
31404DW61	FNMA 5 00% FEB 01 2019 DTD 03/01/2004 POOL 765769	27,038 00	28,471 55
084670BB3	BERKSHIRE HATHAWAY INC 2 2% AUG 15 2016 DTD 08/15/2011	7,000 00	7,132 72
3128M1PC7	FHLMC GOLD PARTIC CTF 5% JUN 01 2021 DTD 08/01/2006 POOL NO G12319	23,854 77	25,372 17
88165FAC6	TEVA PHARMACEUT FIN BV 2 4% 11/10/2016 DTD 11/10/2011	10,000 00	10,183 00
36290VXV1	GNMA 5% JUL 15 2019 DTD 07/01/2004 POOL NO 619092	17,103 17	18,221 03
3128MBYG6	FHLMC GOLD PARTIC CTF 6% MAR 01 2023 DTD 06/01/2008 POOL NO G13211	66,641 58	72,038 22
61747YDT9	MORGAN STANLEY 4 3/4% MAR 22 2017 DTD 03/22/2012	25,000 00	26,676 50
3128M1MC0	FHLMC GOLD PARTIC CTF 5 5% JUL 01 2021 DTD 07/01/2006 POOL NO G12255	24,095 21	26,113 18
31358U7D2	FNMA 1993-70 CL Z 6 900% 05/25/2023 DTD 05/28/1993	36,114 59	40,953 58
78011DAC8	ROYAL BANK OF CANADA 1 2% SEP 19 2017 DTD 09/19/2012	4,000 00	3,981 60
064159BE5	BANK OF NOVA SCOTIA 1 375% 12/18/2017 DTD 12/18/2012	6,000 00	5,955 84
31402CK35	FNMA POOL 724914 5 500% 06/01/2018 DTD 06/01/2003	33,514 48	35,400 00
3137EADP1	FHLMC O 875% 03/07/2018 DTD 01/17/2013	125,000 00	123,582 50
31414CP44	FNMA POOL 962243 5 000% 03/01/2023 DTD 02/01/2008	37,295 36	40,053 72
31371KJL8	FNMA POOL 254229 6 500% 02/01/2022 DTD 01/01/2002	41,255 84	47,079 10
3128MBXC6	FHLMC GOLD POOL G13175 5 500% 05/01/2023 DTD 05/01/2008	50,272 36	54,747 61
857477AK9	STATE STREET CORP SR NOTES 1 350% 05/15/2018 DTD 05/15/2013	15,000 00	14,804 10
3128MBRZ2	FHLMC GOLD POOL G13004 5 000% 03/01/2023 DTD 02/01/2008	47,567 42	51,105 48
05574LPT9	BNP PARIBAS MTN 2 700% 08/20/2018 DTD 08/20/2013	7,000 00	7,146 30
31282CMP9	FHLMC GOLD POOL M30366 5 000% 11/01/2022 DTD 12/01/2007	47,743 32	50,737 30
3128M1S34	FHLMC GOLD POOL G12438 5 500% 12/01/2021 DTD 11/01/2006	61,739 41	67,057 64
91159HHE3	US BANCORP MTN 1 950% 11/15/2018 DTD 11/07/2013	15,000 00	15,054 45
00206RCA8	AT&T INC 2 375% 11/27/2018 DTD 11/27/2013	3,000 00	3,025 14
94974BFR6	WELLS FARGO & COMPANY MTN 3 000% 01/22/2021 DTD 01/24/2014	30,000 00	30,298 50
31414HYC5	FNMA POOL 967007 6 000% 12/01/2022 DTD 12/01/2007	58,208 02	64,311 71
892367BB0	TOYOTA MOTOR CREDIT CORP MTN 2 100% 01/17/2019 DTD 01/17/2014	15,000 00	15,081 30
31371MSH1	FNMA POOL 256220 6 000% 04/01/2036 DTD 03/01/2006	56,175 52	60,849 32
31414RMN2	FNMA POOL 973865 4 500% 04/01/2023 DTD 04/01/2008	62,738 77	66,962 34
02665WAH4	AMERICAN HONDA FINANCE MTN 2 250% 08/15/2019 DTD 09/09/2014	10,000 00	10,034 90
023135AL0	AMAZON COM INC 2 600% 12/05/2019 DTD 12/05/2014	6,000 00	6,062 76
25244SAC5	DIAGO FINANCE BV 5 3% OCT 28 2015 DTD 10/28/2005	20,000 00	20,780 60
25152CMN3	DEUTSCHE BANK AG LONDON 6% SEP 01 2017 DTD 08/29/2007	5,000 00	5,548 95
149123BQ3	CATERPILLAR INC NOTES 7 9% DEC 15 2018 DTD 12/05/2008	10,000 00	12,213 10
828807CA3	SIMON PROPERTY GROUP LP SR NOTES 10 35% APR 01 2019 DTD 03/25/2009	10,000 00	12,994 60
767201AH9	RIO TINTO FIN USA LTD 9% MAY 01 2019 DTD 04/17/2009	8,000 00	10,142 72
929903CJ9	WACHOVIA CORP FLOATING RATE NOTE OCT 15 2016 DTD 10/23/2006	1,000 00	995 70
539830AT6	LOCKHEED MARTIN CORP SR NOTES 4 1/4% NOV 15 2019 DTD 11/18/2009	15,000 00	16,326 90
74432QB46	PRUDENTIAL FINANCIAL INC 5 3/8% JUN 21 2020 DTD 06/21/2010	20,000 00	22,651 40
693476BL6	PNC FUNDING CORP 4 3/8% AUG 11 2020 DTD 08/11/2010	20,000 00	21,733 80
002799AJ3	ABBEEY NATL TREASURY SERV 4% APR 27 2016 DTD 04/27/2011	10,000 00	10,370 90
629491AB7	NYSE EURONEXT 2% OCT 05 2017 DTD 10/05/2012	15,000 00	15,133 05
06406HCR8	BANK OF NEW YORK MELLON MTN 2 200% 03/04/2019 DTD 02/04/2014	10,000 00	10,007 70
31404XEC4	FEDL NATL MTG ASSN POOL #781431 4 298% 09/01/2034	40,123 18	42,372 89

36962GUS1	GENERAL ELEC CAP CORP FLOATING RATE NOTE JAN 8 2016 DTD 01/09/2006	9,000 00	8,998 20
86787GAF9	SUNTRUST BANK FLOATING RATE NOTE APR 01 2015 DTD 03/24/2005	80,000 00	79,888 00
85748DA7	STATE STREET CAP TR IV FLOATING RATE NOTE JUN 15 2037 DTD 04/30/2007	100,000 00	83,440 00
31397KE31	FHLMC SER 3360 CL FC FLOATING RATE NOTE MAY 15 2037 DTD 08/15/2007	32,727 31	33,200 22
31394EKS6	FNMA SER 2005-66 CL PF FLOATING RATE NOTE JUL 25 2035 DTD 06/25/2005	37,948 18	38,016 87
31394ULS9	FNMA SER 2005-103 CL FP FLOATING RATE NOTE SER OCT 25 2035 DTD 10/25/2005	23,676 80	23,681 07
31392KVV2	FHLMC SER 2448 CL FT FLOATING RATE NOTE MAR 15 2032 DTD 05/15/2002	17,867 67	18,294 53
31392KYW0	FHLMC SER 2448 CL FV FLOATING RATE NOTE MAR 15 2032 DTD 05/15/2002	22,121 88	22,650 37
31392BXH4	FNMA SER 2002-4 CL FD FLOATING RATE NOTE FEB 25 2032 DTD 01/25/2002	15,555 91	15,699 80
313920ZH6	FNMA SER 2001-46 CL F FLOATING RATE NOTE SEP 18 2031 DTD 08/18/2001	38,178 46	38,354 08
31410GHCO	FNMA 3 248% SEP 01 2035 DTD 07/01/2007 POOL NO 888627	26,693 24	28,206 48
31393UDS9	FNMA SER 2003-119 CL FH FLOATING RATE NOTE DEC 25 2033 DTD 11/25/2003	24,175 28	24,396 48
31406NM61	FNMA POOL NO 815476 VAR RT 04/01/2035 DTD 03/01/2005	44,398 51	46,666 83
31396LIP3	FNMA SER 2006-104 CL FC FLOATING RATE NOV 25 2036 DTD 10/25/2006	32,651 66	32,620 31
31396RPG6	FHLMC SER 3153 CL FX FLOATING RATE NOTE MAY 15 2036 DTD 05/15/2006	28,028 34	28,181 93
31392CQ31	FNMA SER 2002 34 CL FE FLOATING RATE NOTE MAY 18 2032 DTD 04/18/2002	13,764 64	13,832 23
31394DA8	FNMA SER 2005-25 CL PF FLOATING RATE NOTE APR 25 2035 DTD 03/25/2005	43,057 21	43,196 28
31392AVD7	FNMA SER 200- 63 CL FB FLOATING RATE DEC 18 2031 DTD 11/18/2001	24,578 83	24,885 33
3136A0ZP5	FNMA 2011 87 CL VAR RT 09/25/2041 DTD 08/25/2011	25,711 09	25,931 69
316773CG3	FIFTH THIRD BANCORP VAR RAT 12/20/2016 DTD 12/20/2006	35,000 00	34,772 50
68323TAB9	ONTARIO (PROVINCE OF) MTN VAR RT 11/23/2017 DTD 11/23/2012	50,000 00	49,975 00
370334BQ6	GENERAL MILLS INC VAR RT 01/29/2016 DTD 01/31/2013	20,000 00	19,998 00
92857WBB5	VODAFONE GROUP PLC VAR RT 02/19/2016 DTD 02/19/2013	40,000 00	40,016 00
713448CF3	PEPSICO INC SR NOTES VAR RT 02/26/2016 DTD 02/28/2013	10,000 00	10,022 00
06051GEW5	BANK OF AMERICA CORP MTN VAR RT 03/22/2018 DTD 03/22/2013	25,000 00	25,180 00
65535HAE9	NOMURA HOLDINGS INC VAR RT 09/13/2016 DTD 03/13/2013	15,000 00	15,193 50
06366RMT9	BANK OF MONTREAL MTN VAR RT 04/09/2018 DTD 04/09/2013	70,000 00	70,357 00
617446TV5	MORGAN STANLEY VAR RT 04/25/2018 DTD 04/25/2013	125,000 00	127,112 50
38141GVK7	GOLDMAN SACHS GROUP INC VAR RT 04/30/2018 DTD 04/30/2013	25,000 00	25,337 50
037833AG5	APPLE INC VAR RT 05/03/2018 DTD 05/03/2013	69,000 00	68,889 60
05565QCF3	BP CAPITAL MARKETS PLC VAR RT 05/10/2018 DTD 05/10/2013	68,000 00	67,483 20
85771PAM4	STATOIL ASA VAR RT 05/15/2018 DTD 05/15/2013	40,000 00	39,832 00
71647NAD1	PETROBRAS GLOBAL FINANCE VAR RT 05/20/2016 DTD 05/20/2013	50,000 00	47,030 00
71647NAE9	PETROBRAS GLOBAL FINANCE VAR RT 01/15/2019 DTD 05/20/2013	10,000 00	8,829 00
025816BH1	AMERICAN EXPRESS CO VAR RT 05/22/2018 DTD 05/22/2013	85,000 00	84,796 00
67021CAH0	NSTAR ELECTRIC CO VAR RT 05/17/2016 DTD 05/17/2013	10,000 00	9,993 00
58933YAH8	MERCK & CO INC VAR RT 05/18/2018 DTD 05/20/2013	20,000 00	19,976 00
63743HEG3	NATIONAL RURAL UTIL COOP MTN VAR RT 05/27/2016 DTD 05/29/2013	60,000 00	60,078 00
89114QAH1	TORONTO DOMINION BANK MTN VAR RT 04/30/2018 DTD 04/30/2013	25,000 00	25,060 00
31339LJH4	FHLMC 2396 CL FN VAR RT 12/15/2031 DTD 12/15/2001	64,755 75	65,652 62
89352HAJ8	TRANS CANADA PIPELINES VAR RT 06/30/2016 DTD 07/03/2013	29,000 00	29,116 00
68389XAR6	ORACLE CORP VAR RT 01/15/2019 DTD 07/16/2013	5,000 00	5,013 50
961214CB7	WESTPAC BANKING CORP VAR RT 07/30/2018 DTD 07/30/2013	120,000 00	121,104 00
06406HCM9	BANK OF NEW YORK MELLON MTN VAR RT 08/01/2018 DTD 08/01/2013	30,000 00	30,129 00
89153VAH2	TOTAL CAPITAL INTL SA VAR RT 08/10/2018 DTD 08/12/2013	64,000 00	64,268 80
74432QBX2	PRUDENTIAL FINANCIAL INC MTN VAR RT 08/15/2018 DTD 08/15/2013	31,000 00	31,124 00
89236TAS4	TOYOTA MOTOR CREDIT CORP MTN VAR RT 09/18/2015 DTD 09/20/2013	5,000 00	5,006 50
31359KVV5	FNMA 1996-46 CL FE VAR RT 07/25/2023 DTD 10/25/1996	74,975 29	76,389 32
31397N7F6	FNMA 2009-56 CL AF VAR RT 07/25/2049 DTD 06/25/2009	23,370 16	23,861 87
06051GEY1	BANK OF AMERICA CORP VAR RT 01/15/2019 DTD 10/22/2013	5,000 00	5,043 00
91159HHF0	US BANCORP MTN VAR RT 11/15/2018 DTD 11/07/2013	50,000 00	49,940 00
38141EB73	GOLDMAN SACHS GROUP INC MTN VAR RT 11/15/2018 DTD 11/15/2013	40,000 00	40,332 00
31396VX29	FNMA 2007-38 CL FB VAR RT 05/25/2037 DTD 04/25/2007	53,981 79	54,043 33
00206RCB6	AT&T INC VAR RT 11/27/2018 DTD 11/27/2013	60,000 00	60,882 00
69371RL79	PACCAR FINANCIAL CORP MTN VAR RT 12/06/2018 DTD 12/06/2013	18,000 00	18,081 00
05574LTV0	BNP PARIBAS MTN VAR RT 12/12/2016 DTD 12/12/2013	55,000 00	55,181 50
774341AD3	ROCKWELL COLLINS INC VAR RT 12/15/2016 DTD 12/16/2013	16,000 00	16,020 80
25179MAR4	DEVON ENERGY CORPORATION VAR RT 12/15/2016 DTD 12/19/2013	11,000 00	10,951 60
501044CV1	KROGER CO/THE VAR RT 10/17/2016 DTD 12/23/2013	25,000 00	24,980 00
89236TBC8	TOYOTA MOTOR CREDIT CORP MTN VAR RT 01/17/2019 DTD 01/17/2014	30,000 00	30,003 00
05531FAR4	BB&T CORPORATION MTN VAR RT 02/01/2019 DTD 02/04/2014	10,000 00	10,021 40
25152RVQ3	DEUTSCHE BANK AG LONDON VAR RT 02/13/2017 DTD 02/13/2014	60,000 00	60,072 00
22549TUY2	CREDIT SUISSE NEW YORK CERT OF DEPOSIT VAR RT 08/24/2015 DTD 02/24/2014	10,000 00	10,005 20
02006NAE9	ALLY AUTO RECEIVABLES TRUST LE 2014-SN1 CL A2B VAR RT 10/20/2016 DTD 03/05/2014	62,867 18	62,848 95
31392EUS7	FNMA 2002-60 CL F VAR RT 11/25/2031 DTD 08/25/2002	31,182 90	31,876 41
26442RAA9	DUKE ENERGY PROGRESS INC VAR RT 03/06/2017 DTD 03/06/2014	17,000 00	16,943 05
581557BA2	MCKESSON CORP VAR RT 09/10/2015 DTD 03/10/2014	14,000 00	14,004 20
002799AP9	ABBIE NATL TREASURY SERV VAR RT 03/13/2017 DTD 03/13/2014	60,000 00	60,114 00
06051GFE4	BANK OF AMERICA CORP VAR RT 04/01/2019 DTD 04/01/2014	35,000 00	35,073 50
26441CAM7	DUKE ENERGY CORP VAR RT 04/03/2017 DTD 04/04/2014	10,000 00	10,019 00
91159HHJ2	US BANCORP MTN VAR RT 04/25/2019 DTD 04/24/2014	10,000 00	9,949 00
25468PDC7	WALT DISNEY COMPANY/THE MTN VAR RT 05/30/2019 DTD 06/02/2014	40,000 00	39,868 00
0258MODN6	AMERICAN EXPRESS CREDIT MTN VAR RT 06/05/2017 DTD 06/05/2014	15,000 00	14,916 00
80283XAC1	SANTANDER DRIVE AUTO RECEIVABL 2014-3 CL A2B VAR RT 08/15/2017 DTD 06/18/2014	23,341 51	23,329 14
06051GFK0	BANK OF AMERICA CORP MTN VAR RT 08/25/2017 DTD 08/26/2014	95,000 00	94,848 00
548661DB0	LOWE'S COS INC VAR RT 09/10/2019 DTD 09/10/2014	5,000 00	4,997 50
38148FAA7	GOLDMAN SACHS GROUP INC VAR RT 10/23/2019 DTD 10/23/2014	113,000 00	113,135 60
89114QAW8	TORONTO-DOMINION BANK MTN VAR RT 11/05/2019 DTD 11/05/2014	70,000 00	70,042 00
931427AG3	WALGREENS BOOTS ALLIANCE VAR RT 05/18/2016 DTD 11/18/2014	15,000 00	15,000 00
05531FAT0	BB&T CORPORATION MTN VAR RT 01/15/2020 DTD 12/08/2014	49,000 00	48,946 10
02665WAR2	AMERICAN HONDA FINANCE MTN VAR RT 12/11/2017 DTD 12/11/2014	15,000 00	14,997 00
36962G2V5	GENERAL ELEC CAP CORP MEDIUM TERM FLOATING RATE NOTE MAY 11 2016 DTD 05/11/2007	240,000 00	240,048 00
929903CJ9	WACHOVIA CORP FLOATING RATE NOTE OCT 15 2016 DTD 10/23/2006	195,000 00	194,161 50
172967ET4	CITIGROUP INC FLOATING RATE NOTE MAY 15 2018 DTD 05/13/2008	195,000 00	201,727 50
71654QBK7	PETROLEOS MEXICANOS VAR RT 07/18/2018 DTD 08/29/2013	40,000 00	40,320 00
92343VBM5	VERIZON COMMUNICATIONS VAR RT 09/14/2018 DTD 09/18/2013	20,000 00	20,870 00
92343VBL7	VERIZON COMMUNICATIONS VAR RT 09/15/2016 DTD 09/18/2013	80,000 00	81,752 00
38141EB81	GOLDMAN SACHS GROUP INC MTN VAR RT 11/29/2023 DTD 11/29/2013	45,000 00	45,993 15
609207AC9	MONDELEZ INTERNATIONAL VAR RT 02/01/2019 DTD 01/16/2014	30,000 00	29,665 26
031162BT6	AMGEN INC VAR RT 05/22/2019 DTD 05/22/2014	40,000 00	40,072 00
68389XAY1	ORACLE CORP VAR RT 10/08/2019 DTD 07/08/2014	55,000 00	55,033 00
278642AJ2	EBAY INC VAR RT 08/01/2019 DTD 07/28/2014	40,000 00	39,092 00
Immaterial Difference			20 00
Total - Beginning Fair Market Value			18,027,463

CUSIP	DESCRIPTION	SHARES/PAR	Fair Market Value
922042742	VANGUARD TOT WORLD STK ETF	194 485 00	11,206,226
172967ET4	CITIGROUP INC VAR RT 05/15/2018 DTD 05/13/2008	195 000 00	199249 05
94974BG53	WELLS FARGO & COMPANY MTN VAR RT 12/07/2020 DTD 12/07/2015	158 000 00	158459 78
961214CB7	WESTPAC BANKING CORP VAR RT 07/30/2018 DTD 07/30/2013	120 000 00	120181 2
38148FAA7	GOLDMAN SACHS GROUP INC VAR RT 10/23/2019 DTD 10/23/2014	113 000 00	112401 1
03065MAC1	AMERICREDIT AUTOMOBILE RECEIVA 2015-4 CL A2B VAR RT 04/08/2019 DTD 11/12/2015	110 000 00	109982 4
92343VBM5	VERIZON COMMUNICATIONS VAR RT 09/14/2018 DTD 09/18/2013	100 000 00	102767
61761JB40	MORGAN STANLEY VAR RT 06/16/2020 DTD 06/16/2015	100,000 00	99381
06051GF0K	BANK OF AMERICA CORP MTN VAR RT 08/25/2017 DTD 08/26/2014	95 000 00	94911 65
025816BH1	AMERICAN EXPRESS CO VAR RT 05/22/2018 DTD 05/22/2013	85 000 00	84546 1
36159LCR5	GE DEALER FLOORPLAN MASTER NOT 2015-1 CL A VAR RT 01/20/2020 DTD 02/04/2015	85 000 00	84439 85
85748DAA7	STATE STREET CAP TR IV VAR RT 06/15/2037 DTD 04/30/2007	100 000 00	81362
06366RMT9	BANK OF MONTREAL MTN VAR RT 04/09/2018 DTD 04/09/2013	70 000 00	69997 9
89114QAV8	TORONTO DOMINION BANK MTN VAR RT 11/05/2019 DTD 11/05/2014	70 000 00	69267 1
037833AG5	APPLE INC VAR RT 05/03/2018 DTD 05/03/2013	69,000 00	68957 91
05565OCF3	BP CAPITAL MARKETS PLC VAR RT 05/10/2018 DTD 05/10/2013	68,000 00	67395 48
89153VAH2	TOTAL CAPITAL INTL SA VAR RT 08/10/2018 DTD 08/12/2013	64 000 00	63910 4
31359KWV5	FNMA 1996-46 CL FE VAR RT 07/25/2023 DTD 10/25/1996	62 039 38	635053 72
80284QAC5	SANTANDER DRIVE AUTO RECEIVABL 2015-5 CL A2B VAR RT 11/15/2018 DTD 10/21/2015	62 000 00	61991 32
002799AW4	ABBEY NATL TREASURY SERV VAR RT 08/24/2018 DTD 08/24/2015	60 000 00	60519 6
00206RCB8	AT&T INC VAR RT 11/27/2018 DTD 11/27/2013	60 000 00	60018
3136A0ZP5	FNMA 2011-87 CL VAR RT 09/25/2041 DTD 08/25/2011	56 935 98	57257 1
05574LTV0	BNP PARIBAS MTN VAR RT 12/12/2016 DTD 12/12/2013	55,000 00	55158 95
68389XAY1	ORACLE CORP VAR RT 10/08/2019 DTD 07/08/2014	55,000 00	54882 85
25152RYE7	DEUTSCHE BANK AG VAR RT 02/13/2018 DTD 02/13/2015	55 000 00	54779 45
31396RLX3	FHLMC FRN 3153 CL UF VAR RT 05/15/2036 DTD 05/15/2006	52,442 23	52555 51
31339LJH4	FHLMC 2396 CL FN VAR RT 12/15/2031 DTD 12/15/2001	51 695 25	52115 02
68323TAB9	ONTARIO (PROVINCE OF) MTN VAR RT 11/23/2017 DTD 11/23/2012	50 000 00	50097 5
91159HF00	US BANCORP MTN VAR RT 11/15/2018 DTD 11/07/2013	50 000 00	50037
166764BB5	CHEVRON CORP VAR RT 11/16/2018 DTD 11/17/2015	50 000 00	49870 5
71647NAD1	PETROBRAS GLOBAL FINANCE VAR RT 05/20/2016 DTD 05/20/2013	50 000 00	48802 5
05531FAT0	BB&T CORPORATION MTN VAR RT 01/15/2020 DTD 12/08/2014	49,000 00	48704 53
31396VX29	FNMA 2007 38 CL FB VAR RT 05/25/2037 DTD 04/25/2007	47 681 87	47694 74
38141EB81	GOLDMAN SACHS GROUP INC MTN VAR RT 11/29/2023 DTD 11/29/2013	45 000 00	45484 2
38141EB73	GOLDMAN SACHS GROUP INC MTN VAR RT 11/15/2018 DTD 11/15/2013	40 000 00	40052
92657VBB5	VOADPHONE GROUP PLC VAR RT 02/19/2016 DTD 02/19/2013	40 000 00	40008
25468PDC7	WALT DISNEY COMPANY MTN VAR RT 05/30/2019 DTD 06/02/2014	40 000 00	39975 2
031162BT6	AMGEN INC VAR RT 05/22/2019 DTD 05/22/2014	40 000 00	39742
85771PAM4	STATOIL ASA VAR RT 05/15/2018 DTD 05/15/2013	40 000 00	39644
71654QBK7	PETROLEOS MEXICANOS VAR RT 07/18/2018 DTD 08/29/2013	40 000 00	39454
822582BH4	SHELL INTERNATIONAL FIN VAR RT 05/11/2020 DTD 05/11/2015	40,000 00	39440 4
278642AJ2	EBAY INC VAR RT 08/01/2019 DTD 07/28/2014	40 000 00	38987 6
929903CJ9	WACHOVIA CORP FLOATING RATE NOTE OCT 15 2016 DTD 10/23/2006	39 000 00	38969 58
553794AD0	MUFG AMERICAS HLDGS CORP VAR RT 02/09/2018 DTD 02/10/2015	38 000 00	37960 48
31406N6M1	FNMA POOL NO 815476 VAR RT 04/01/2035 DTD 03/01/2005	35 474 79	36631 63
31404KEC4	FEDL NATL MTG ASSN POOL #781431 4 298% 09/01/2034	34 043 81	35761 66
31394DAA8	FNMA SER 2005-25 CL PF FLOATING RATE NOTE APR 25 2035 DTD 03/25/2005	35 510 53	35497 39
06051GFE4	BANK OF AMERICA CORP VAR RT 04/01/2019 DTD 04/01/2014	35,000 00	34935 95
316773CG3	FIFTH THIRD BANCORP VAR RAT 12/20/2016 DTD 12/20/2006	35 000 00	34878 55
74432QB2X	PRUDENTIAL FINANCIAL INC MTN VAR RT 08/15/2018 DTD 08/15/2013	31,000 00	31127 41
31397PFA3	FHLMC JAN387 CL FC VAR RT 11/15/2037 DTD 11/15/2007	30 922 59	31076 28
31392QZHE	FNMA SER 2001-46 CL F FLOATING RATE NOTE SEP 18 2031 DTD 08/18/2001	31,076 67	31071 38
00507UAM1	ACTAVIS FUNDING SCS VAR RT 03/12/2018 DTD 03/12/2015	30 000 00	30333 9
06406HCM9	BANK OF NEW YORK MELLON MTN VAR RT 08/01/2018 DTD 08/01/2013	30 000 00	29985 8
89236TBC8	TOYOTA MOTOR CREDIT CORP MTN VAR RT 01/17/2019 DTD 01/17/2014	30 000 00	29731 2
609207AC9	MONDELEZ INTERNATIONAL VAR RT 02/01/2019 DTD 01/16/2014	30,000 00	29410 8
89352HAJ8	TRANS-CANADA PIPELINES VAR RT 06/30/2018 DTD 07/03/2013	29 000 00	28894 34
31394EKS6	FNMA SER 2005-66 CL PF FLOATING RATE NOTE JUL 25 2035 DTD 06/25/2005	27,735 02	27676 78
31395U5N7	FHLMC 2981 CL FA VAR RT 05/15/2035 DTD 05/15/2005	27,766 29	27545 83
3137AUCS6	FHLMC 4105 CL FG VAR RT 09/15/2042 DTD 09/15/2012	27,423 43	27434 13
31397NUJ8	FNMA 2009 12 CL FA VAR RT 04/25/2037 DTD 02/25/2009	26 396 07	26567 64
31397KE31	FHLMC SER 3380 CL FC FLOATING RATE NOTE MAY 15 2037 DTD 08/15/2007	26 027 49	26333 84
31396LP3	FNMA SER 2006-104 CL FC FLOATING RATE NOTE NOV 25 2036 DTD 10/25/2006	25 816 22	25723 02
31392EUS7	FNMA 2002-60 CL F VAR RT 11/25/2031 DTD 08/25/2002	24,935 40	25379
38141GVK7	GOLDMAN SACHS GROUP INC VAR RT 04/30/2018 DTD 04/30/2013	25 000 00	25214 25
06051GEV5	BANK OF AMERICA CORP MTN VAR RT 03/22/2018 DTD 03/22/2013	25 000 00	25196 5
501044CV1	KROGER CO/THE VAR RT 10/17/2016 DTD 12/23/2013	25 000 00	24992 25
064159GN0	BANK OF NOVA SCOTIA VAR RT 06/11/2018 DTD 06/11/2015	25,000 00	24968
89114QAH1	TORONTO-DOMINION BANK MTN VAR RT 04/30/2018 DTD 04/30/2013	25 000 00	24960 25
31392KYY0	FHLMC SER 2448 CL FV FLOATING RATE NOTE MAR 15 2032 DTD 05/15/2002	23,154 71	23543 94
31410GH0C	FNMA 3 248% SEP 01 2035 DTD 07/01/2007 POOL NO 888627	22 178 05	23245 27
31397N7F6	FNMA 2009-56 CL AF VAR RT 07/25/2049 DTD 06/25/2009	22,518 83	22890 15
31396RPG8	FHLMC SER 3153 CL FX FLOATING RATE NOTE MAY 15 2036 DTD 05/15/2006	21 074 39	21083 45
31392AVD7	FNMA SER 200- 63 CL FB FLOATING RATE DEC 18 2031 DTD 11/18/2001	20 296 54	20429 28
58933YAH8	MERCK & CO INC VAR RT 05/18/2018 DTD 05/20/2013	20 000 00	20067 4
370334BQ6	GENERAL MILLS INC VAR RT 01/29/2018 DTD 01/31/2013	20 000 00	20007 8
02685WAY7	AMERICAN HONDA FINANCE MTN VAR RT 09/20/2017 DTD 09/24/2015	20 000 00	19991 8
02580MODU0	AMERICAN EXPRESS CREDIT VAR RT 05/28/2020 DTD 05/28/2015	20 000 00	19748
31394ULS9	FNMA SER 2005-103 CL FP FLOATING RATE NOTE SER OCT 25 2035 DTD 10/25/2005	19,505 81	19423 69
31393UDS9	FNMA SER 2003-119 CL FH FLOATING RATE NOTE DEC 25 2033 DTD 11/25/2003	19 291 38	19387 25
69371RL79	PACCAR FINANCIAL CORP MTN VAR RT 12/08/2018 DTD 12/08/2013	18,000 00	18058 32
28442RAA9	DUKE ENERGY PROGRESS INC VAR RT 03/06/2017 DTD 03/06/2014	17,000 00	16940 87
774341AD3	ROCKWELL COLLINS INC VAR RT 12/15/2018 DTD 12/16/2013	16,000 00	16008
65539HAE9	NOMURA HOLDINGS INC VAR RT 09/13/2016 DTD 03/13/2013	15 000 00	15053 85
931427AG3	WALGREENS BOOTS ALLIANCE VAR RT 05/18/2018 DTD 11/18/2014	15 000 00	14988 45
02685WAR2	AMERICAN HONDA FINANCE MTN VAR RT 12/11/2017 DTD 12/11/2014	15,000 00	14924 4
89236TBC8	TOYOTA MOTOR CREDIT CORP MTN VAR RT 01/12/2018 DTD 01/12/2015	15 000 00	14915 85
31392KYY2	FHLMC SER 2448 CL FT FLOATING RATE NOTE MAR 15 2032 DTD 05/15/2002	13,506 90	13733 95
31392BXH4	FNMA SER 2002-4 CL FD FLOATING RATE NOTE FEB 25 2032 DTD 01/25/2002	12 288 78	12321 41
31392CQ31	FNMA SER 2002-34 CL FE FLOATING RATE NOTE MAY 18 2032 DTD 04/18/2002	11 815 98	11613 54
25179MAR4	DEVON ENERGY CORPORATION VAR RT 12/15/2018 DTD 12/19/2013	11 000 00	10907 38
28441CAM7	DUKE ENERGY CORP VAR RT 04/03/2017 DTD 04/04/2014	10 000 00	9985 1
91159FHJ2	US BANCORP MTN VAR RT 04/25/2019 DTD 04/24/2014	10 000 00	9952 7

05531FAR4	BB&T CORPORATION MTN VAR RT 02/01/2019 DTD 02/04/2014	10 000 00	9928 6
89352HAP4	TRANS-CANADA PIPELINES VAR RT 01/12/2018 DTD 01/12/2015	9 000 00	9012 87
36962GU51	GENERAL ELEC CAP CORP FLOATING RATE NOTE JAN 8 2016 DTD 01/09/2006	9 000 00	9001 44
68389XAR6	ORACLE CORP VAR RT 01/15/2019 DTD 07/16/2013	5 000 00	5017 85
06051GEY1	BANK OF AMERICA CORP VAR RT 01/15/2019 DTD 10/22/2013	5 000 00	5017 7
548661DB0	LOWE'S COS INC VAR RT 09/10/2019 DTD 09/10/2014	5 000 00	4968 6
3137EADP1	FHLMC 0 875% 03/07/2018 DTD 01/17/2013	125 000 00	124125
38375KD25	GNMA II SER 2007-44 CL PH 6% JUL 20 2037 DTD 07/01/2007	72 055 95	81003 86
31396SUT8	FNMA 2010-145 CL PA 4 000% 10/25/2024 DTD 11/01/2010	77 258 13	80256 52
38373Q3T6	GNMA 2003-46 CL ND 5 000% 06/20/2033 DTD 06/30/2003	66 349 10	71473 9
31395WHN0	FHLMC SER 3005 CL ED 5% JUL 15 2025 DTD 07/01/2005	60 883 05	64645 01
3133TJHS5	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTF GTD SER 2125 CL 2125-JZ 6 00% DUE 02/15/2029	53,010 37	58313 53
36962GY40	GENERAL ELEC CAP CORP SR NOTES 5 3/8% OCT 20 2016 DTD 10/20/2006	50 000 00	51791
3128MBY66	FHLMC GOLD PARTIC CTF 6% MAR 01 2023 DTD 06/01/2008 POOL NO G13211	48 204 90	51537 3
31414RMN2	FNMA POOL 973865 4 500% 04/01/2023 DTD 04/01/2008	48,110 17	50980 9
3135G0ZE6	FNMA 1 750% 06/20/2019 DTD 05/12/2014	50 000 00	50405
31414HYC5	FNMA POOL 967007 6 000% 12/01/2022 DTD 12/01/2007	46 245 46	50383 97
3128M1S34	FHLMC GOLD POOL G12438 5 500% 12/01/2021 DTD 11/01/2006	43 662 44	46390 03
44890LAD6	HYUNDAI AUTO RECEIVABLES TRUST 2013-B CL A4 1 010% 02/15/2019 DTD 06/27/2013	45 000 00	44898 75
03065JAD6	AMERICREDIT AUTOMOBILE RECEIVA 2014-4 CL A3 1 270% 07/08/2019 DTD 11/20/2014	45 000 00	44829 45
31371MSH1	FNMA POOL 256220 6 000% 04/01/2036 DTD 03/01/2006	39 873 44	42818 49
80283GAE4	SANTANDER DRIVE AUTO RECEIVABLES TRUST 13-3 1 800% 04/15/2019 DTD 05/08/2013	40 000 00	40083 6
13975HAC0	CAPITAL AUTO RECEIVABLES ASSET 2014-2 CL A3 1 260% 05/21/2018 DTD 04/23/2014	40,000 00	39966 4
31398GYK9	FNMA 2010-7 CL PE 5 000% 02/25/2040 DTD 01/01/2010	36,581 36	38431 65
3128MBXC6	FHLMC GOLD POOL G13175 5 500% 05/01/2023 DTD 05/01/2008	36 018 83	38389 85
31371KLJ8	FNMA POOL 254229 6 500% 02/01/2022 DTD 01/01/2002	32,837 93	37606 33
3128MBR22	FHLMC GOLD POOL G13004 5 000% 03/01/2023 DTD 02/01/2008	33 782 02	35579 9
80283YAE5	SANTANDER DRIVE AUTO RECEIVABL 2014 4 CL B 1 820% 05/15/2019 DTD 09/17/2014	35 000 00	35042 35
43814FAC6	HONDA AUTO RECEIVABLES OWNER TRUST 2013-4 CL A3 0 690% 09/18/2017 DTD 10/30/2013	33 933 27	33890 85
31414CP44	FNMA POOL 962243 5 000% 03/01/2023 DTD 02/01/2008	30 702 14	32690 41
31358J7D2	FNMA 1993-70 CL Z 6 900% 05/25/2023 DTD 05/28/1993	29 169 94	32552 78
94974BFR6	WELLS FARGO & COMPANY MTN 3 000% 01/22/2021 DTD 01/24/2014	30 000 00	30465 6
31290BDY9	FREDDIE MAC SER 1186 CL 1 7% DEC 15 2021 DTD 12/01/1991	27,145 86	30454 13
80283YAF2	SANTANDER DRIVE AUTO RECEIVABL 2014 4 CL C 2 600% 11/16/2020 DTD 09/17/2014	30 000 00	30166 8
31282CMP9	FHLMC GOLD POOL M30366 5 000% 11/01/2022 DTD 12/01/2007	27 914 31	28841 62
31394BG81	FNMA SER 2004 101 CL HD 01/25/2020 DTD 12/01/2004	27 716 70	28627 19
61747YD19	MORGAN STANLEY 4 3/4% MAR 22 2017 DTD 03/22/2012	25 000 00	25922
05531FAG8	BB&T CORPORATION MTN 3 2% MAR 15 2016 DTD 03/07/2011	25 000 00	25061 75
172967HU8	CITIGROUP INC 2 500% 07/29/2019 DTD 07/29/2014	25 000 00	24999 75
406216AX9	HALLIBURTON COMPANY NOTES 8 15% SEP 15 2019 DTD 3/13/2009	20 000 00	22523 8
00440EAM9	ACE INA HOLDINGS 5 9% JUN 15 2019 DTD 06/08/2009	20 000 00	22373
025816AY5	AMERICAN EXPRESS SR NOTES 7% MAR 19 2018 DTD 03/19/2008	20 000 00	22150 2
74432QBM6	PRUDENTIAL FINANCIAL INC 5 3/8% JUN 21 2020 DTD 06/21/2010	20 000 00	22143
693476BL6	PNC FUNDING CORP 4 3/8% AUG 11 2020 DTD 08/11/2010	20 000 00	21569 8
31416BTV8	FANNIE MAE 5 5% JAN 01 2024 DTD 12/01/2008 POOL NO 995265	19 545 84	20813 39
31395CTG6	FHLMC REMIC 2828 CL JE 4 50% 07/15/2019 06/22/2004	19 463 01	20193 26
252458AB3	DIAGEO INVESTMENT CORP 2 875% MAY 11 2022 DTD 05/11/2012	20 000 00	19832 8
3128M1MC0	FHLMC GOLD PARTIC CTF 5 5% JUL 01 2021 DTD 07/01/2006 POOL NO G12255	18 178 47	19270 45
459200AG6	INTERNATIONAL BUSINESS MACHINES CORP 8 3/8% NOV 1 2019 DTD 11/1/89	15 000 00	18570
31404DW61	FNMA 5 00% FEB 01 2019 DTD 03/01/2004 POOL 765769	17 277 71	17893 49
3128M1PC7	FHLMC GOLD PARTIC CTF 5 5% JUN 01 2021 DTD 08/01/2006 POOL NO G12319	16,907 32	17807 13
06051GD29	BANK OF AMERICA CORP SR NOTES 7 5/8% JUN 01 2019 DTD 06/02/2009	15 000 00	17354 55
03523TBET	ANHEUSER BUSCH INBEV WOR 7 3/4% JAN 15 2019 DTD 01/15/2011	15 000 00	17325 9
31402CK35	FNMA POOL 724914 5 500% 06/01/2018 DTD 06/01/2003	16 614 47	17321 42
89417EAF6	TRAVELLERS COS INC SR NOTES 5 9% JUN 02 2019 DTD 06/02/2009	15 000 00	16867 2
20030NAZ4	COMCAST CORP NEW NT 5 70% JUN 01 2019 DTD 06/18/2009	15 000 00	16836
87236YAA6	TD AMERITRADE HOLDING CO 5 6% DEC 01 2019 DTD 11/25/2009	15 000 00	16743 3
66989GAA8	NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009	15 000 00	16449 6
00206RAM4	AT&T INC 5 6% MAY 15 2018 DTD 05/13/2008	15 000 00	16278 9
3128MMAG8	FREDDIE MAC GOLD PARTIC CTF 5 5% AUG 01 2019 DTD 08/01/2004 POOL NO G18006	15 298 76	16105 61
05565QB2P	BP CAPITAL MARKETS PLC 4 1/2% OCT 01 2020 DTD 10/01/2010	15 000 00	16050 9
539830AT6	LOCKHEED MARTIN CORP SR NOTES 4 1/4% NOV 15 2019 DTD 11/18/2009	15 000 00	16014 9
670346AG0	NUCOR CORPORATION NOTES 5 3/4% DEC 01 2017 DTD 12/03/2007	15 000 00	15835 35
88166JAA1	TEVA PHARM FIN IV BV 3 65% 11/10/2021 DTD 11/10/2011	15 000 00	15102
91159HHE3	US BANCORP MTN 1 950% 11/15/2018 DTD 11/07/2013	15 000 00	15097 65
629491AB7	NYSE EURONEXT 2% OCT 05 2017 DTD 10/05/2012	15 000 00	15049 05
89236TBB0	TOYOTA MOTOR CREDIT CORP MTN 2 100% 01/17/2019 DTD 01/17/2014	15 000 00	15044 1
857477AK9	STATE STREET CORP SR NOTES 1 350% 05/15/2018 DTD 05/15/2013	15 000 00	14840 25
31393BR56	FNMA SER 2003-35 CL ME 5% MAY 25 2018 DTD 04/01/2003	14,167 73	14613 73
312963Q20	FREDDIE MAC GOLD PARTIC CTF 5 5% DEC 01 2018 DTD 12/01/2003 POOL NO B11373	13 466 94	14142 31
36202DWA5	GNMA II 5 5% FEB 20 2018 DTD 02/01/2003 POOL NO 3341	13 305 33	14057 21
3128M1Q85	FEDERAL HOME LOAN MORTGAGE CORP GOLD PARTIC CTF 4 50% JUN 1 2021 DTD 9/1/2006 POOL NO G12379	13 427 72	13970 2
983024AM2	WYETH 5 45% APR 01 2017 DTD 03/27/2007	13 000 00	13669 83
38148LAA4	GOLDMAN SACHS GROUP INC 2 600% 04/23/2020 DTD 01/23/2015	13 000 00	12931 36
828807CA3	SIMON PROPERTY GROUP LP SR NOTES 10 35% APR 01 2019 DTD 03/25/2009	10 000 00	12254
637432LR4	NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008	10 000 00	12216 5
31404ADW1	FANNIE MAE 5 5% NOV 01 2018 DTD 12/01/2003 POOL NO 782517	11 390 01	11894 01
59156RAT5	METLIFE INC NOTES 7 717% FEB 15 2019 DTD 02/15/2009	10 000 00	11670 2
149123BQ3	CATERPILLAR INC NOTES 7 9% DEC 15 2018 DTD 12/05/2008	10 000 00	11636 3
8935268Y2	TRANS - CANADA PIPELINES 7 1/8% JAN 15 2019 DTD 01/09/2009	10 000 00	11187 3
08051GEH8	BANK OF AMERICA CORP MTN SR NOTES 5% MAY 13 2021 DTD 05/13/2011	10 000 00	10917 3
09247XAC5	BLACKROCK INC 8 1/4% SEP 15 2017 DTD 09/17/2007	10 000 00	10794 4
26442CAD6	DUKE ENERGY CAROLINAS 5 1% APR 15 2018 DTD 04/14/2008	10 000 00	10723 3
02364WAN5	AMERICA MOVIL SAB DE CV 5 5/8% NOV 15 2017 DTD 10/30/2007	10 000 00	10640 7
389550AR9	GENERAL DYNAMICS CORP 3 7/8% JUL 15 2021 DTD 07/12/2011	10 000 00	10570 4
343412AB8	FLUOR CORP (NEW) 3 3/8% SEP 15 2021 DTD 09/13/2011	10 000 00	10153
002799AJ3	ABBAY NATL TREASURY SERV 4% APR 27 2016 DTD 04/27/2011	10 000 00	10088 4
25468PCT1	WALT DISNEY COMPANY/THE MTN 2 55% FEB 15 2022 DTD 02/14/2012	10 000 00	10084 8
02865WAF4	AMERICAN HONDA FINANCE MTN 2 250% 08/15/2019 DTD 09/09/2014	10 000 00	10055 5
06409ICR8	BANK OF NEW YORK MELLON MTN 2 200% 03/04/2019 DTD 02/04/2014	10 000 00	10011 8
89153VAP4	TOTAL CAPITAL INTL SA 2 750% 06/19/2021 DTD 06/23/2014	10 000 00	9964 7
787201AH9	RIO TINTO FIN USA LTD 9% MAY 01 2019 DTD 04/17/2009	8 000 00	9412 08
38290VXV1	GNMA 5% JUL 15 2019 DTD 07/01/2004 POOL NO 619092	8 034 28	9415 89
458140AQ3	INTEL CORP 2 450% 07/29/2020 DTD 07/29/2015	8 000 00	8100 56
31390LV29	FANNIE MAE 8 5% AUG 01 2017 DTD 07/01/2002 POOL NO 649833	8 943 97	7124 16
05574LPT9	BNP PARIBAS MTN 2 700% 08/20/2018 DTD 08/20/2013	7 000 00	7110 81

084670BB3	BERKSHIRE HATHAWAY INC 2 2% AUG 15 2016 DTD 08/15/2011	7 000 00	7060 06
25152RYD9	DEUTSCHE BANK AG 1 875% 02/13/2018 DTD 02/13/2015	7,000 00	6957 37
31371KWF4	FANNIE MAE 5 5% DEC 01 2017 DTD 11/01/2002 POOL NO 254546	6,638 24	6898 26
31392XBT4	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2513 CL 2513-JE 5 00% DUE 10/15/2017	6 058 22	6207 49
023135AL0	AMAZON COM INC 2 600% 12/05/2019 DTD 12/05/2014	6 000 00	6087 96
74251VAD4	PRINCIPAL FINL GROUP INC GTD SR NT 8 7/8% MAY 15 2019 DTD 05/21/2009	5 000 00	5994 1
064159BE5	BANK OF NOVA SCOTIA 1 375% 12/18/2017 DTD 12/18/2012	6 000 00	5967 06
92976WBH8	WACHOVIA CORP MEDIUM TERM NOTE 5 3/4% FEB 01 2018 DTD 01/31/2008	5 000 00	5393 95
25152CMN3	DEUTSCHE BANK AG LONDON 6% SEP 01 2017 DTD 08/29/2007	5,000 00	5297 7
31283KSU3	FREDDIE MAC GOLD PARTIC CTF 6% FEB 1 2018 DTD 7/1/2003 POOL NO G11431	4 925 45	5032 63
553794AB4	MUFG AMERICAS HLDGS CORP 2 250% 02/10/2020 DTD 02/10/2015	5,000 00	4928 3
31392V5U2	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2498 CL PE 5 50% DUE 09/15/2017	4 705 16	4821 94
055451AH1	BHP BILLITON FIN USA LTD 6 1/2% APR 01 2019 DTD 03/25/2009	4 000 00	4425 32
78011DAC8	ROYAL BANK OF CANADA 1 2% SEP 19 2017 DTD 09/19/2012	4 000 00	3985 16
00206RCA8	AT&T INC 2 375% 11/27/2018 DTD 11/27/2013	3 000 00	3022 29
06406HC20	BANK OF NY MELLON CORP MTN 2 150% 02/24/2020 DTD 02/24/2015	3 000 00	2965 83
31392EFL9	FANNIE MAE SER 2002-55 CL GC 5 5% SEP 25 2017 DTD 08/01/2002	1 087 74	1106 9
929903CJ9	WACHOVIA CORP FLOATING RATE NOTE OCT 15 2016 DTD 10/23/2006	1,000 00	999 22
	Unrealized		23689
			<u>17,725,712</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TITAN PARTNERS, LP	47,688,501.	43,425,737.	43,425,737.
OAKTREE HIGH YIELD FUND, LP	5,598,954.	5,385,547.	5,385,547.
OAKTREE SENIOR LOAN FUND, LP	9,221,665.	8,835,068.	8,835,068.
TOTALS	<u>62,509,120.</u>	<u>57,646,352.</u>	<u>57,646,352.</u>

ATTACHMENT 14FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCRUED INT. & DIV. RECEIVABLE	26,074.	31,093.	31,093.
TAXES RECEIVABLE	43,416.	60,256.	60,256.
REDEMPTION REC. FROM PTSHIPS		727,124.	727,124.
TOTALS	<u>69,490.</u>	<u>818,473.</u>	<u>818,473.</u>

ATTACHMENT 15FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
CONTRIBUTION COMMITMENT PAYABL	5,218,139.	3,942,974.
TOTALS	<u>5,218,139.</u>	<u>3,942,974.</u>

ATTACHMENT 16FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS ON SALE OF INVEST.	56,649.
ACCRUAL TO CASH ADJ - TAXES	16,840.
ACCRUAL TO CASH ADJ- DIV & INT. INCOME	5,019.
CHANGE IN ACCRUED EXPENSES	6,602.
TOTAL	<u>85,110.</u>

ATTACHMENT 17FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN/LOSS ON SALE OF INVEST.

13,689.

TOTAL

13,689.

THE CHARLES ENGELHARD FOUNDATION

22-6063032

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

ATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
EDWARD G. BEIMFOHR 645 FIFTH AVENUE NEW YORK, NY 10022 * TIME DEVOTED TO POSITION REFLECTS ANNUAL HOURS.	TREASURER 40.00	\$0	\$0
SALLY E. PINGREE 645 FIFTH AVENUE NEW YORK, NY 10022 * TIME DEVOTED TO POSITION REFLECTS ANNUAL HOURS.	TRUSTEE 100.00	\$0	\$0
ANNE E DE LA RENTA 645 FIFTH AVENUE NEW YORK, NY 10022 * TIME DEVOTED TO POSITION REFLECTS ANNUAL HOURS.	TRUSTEE 100 00	\$0	\$0
SUSAN O'CONNOR 645 FIFTH AVENUE NEW YORK, NY 10022 * TIME DEVOTED TO POSITION REFLECTS ANNUAL HOURS.	TRUSTEE 100 00	\$0	\$0
SOPHIE ENGELHARD CRAIGHEAD 645 FIFTH AVENUE NEW YORK, NY 10022 * TIME DEVOTED TO POSITION REFLECTS ANNUAL HOURS	TRUSTEE 100.00	\$0	\$0

THE CHARLES ENGELHARD FOUNDATION

22-6063032

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

ATTACHMENT 18 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
CHARLENE B. ENGELHARD 645 FIFTH AVENUE NEW YORK, NY 10022 * TIME DEVOTED TO POSITION REFLECTS ANNUAL HOURS.	TRUSTEE 100.00	\$0	\$0
MARY OGORZALY 645 FIFTH AVENUE NEW YORK, NY 10022 TIME DEVOTED TO POSITIONS REFLECTS WEEKLY HOURS	SECRETARY 40.00	90,897.	26,272
ANTHONY GOSTKOWSKI 645 FIFTH AVENUE NEW YORK, NY 10022 TIME DEVOTED TO POSITION REFLECTS WEEKLY HOURS	ASSISTANT TREASURER 11 00	96,610.	12,398.
	GRAND TOTALS	<u>187,507.</u>	<u>38,670.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JP MORGAN 270 PARK AVENUE NEW YORK, NY 10017	INVESTMENT ADVISOR	55,510.
TITAN PARTNERS, LP 400 CONNELL DRIVE, SUITE 500 BERKELEY HEIGHTS, NJ 07078	MANAGEMENT FEES	209,802.
KPMG LLP 345 PARK AVENUE NEW YORK CITY, NY 10154-0102	ACCOUNTING FEES	112,575.
	TOTAL COMPENSATION	<u>377,887.</u>

THE CHARLES ENGELHARD FOUNDATION

22-6063032

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

ATTACHMENT 20

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED		NONE 501 (C) (3)	CHARITABLE	8,995,349
TOTAL CONTRIBUTIONS PAID				8,995,349

<u>Organization</u>	<u>Total</u>
Education	
A Carousel for Missoula	15,000
ACTIVE MINDS INC	50,000
ALFWC	900
Association of American Colleges and Universities	483,333
Autism Speaks Inc	15,000
AVSI - USA	39,000
Baryshnikov Arts Center Inc	25,000
Bishop George Ahr High School	1,750
Blue Mountain Center	4,000
Boston College	3,000
Building a Global Community NFP	170,000
City Kids Wilderness Project	1,000
Community Center For The Arts	50,000
Community Foundation of Jackson Hole	80,000
Concord Museum	10,000
Council for the Arts Inc Lincoln MT	10,000
D C Wheel Productions, Inc	5,000
Dancers' Workshop	28,500
Families First Parenting Programs Inc	100,000
Families First/Missoula	100,000
Georgetown University	450,000
Grameen Foundation	500
Haiti Micah Project	10,000
Hana Retreat	230,000
Harvard University	20,000
Higher Ground Sun Valley, Inc	1,000
Honolulu Academy of Arts	2,500
Inst for Study of Nat'l and Cult Res	5,000
International Wildlife Film Festival	25,000
Island Institute	50,000
Jackson Hole Community School	122,660
Jubilee Jobs, Inc	10,000
Los Angeles County Museum of Art	100,000
Loyola Marymount University	33,333
Ma Ka Hana Ka Iku Building Program	20,000
Missoula Art Museum	30,000
Missoula Cultural Council Inc	23,300
Missoula Writing Collaborative	50,000
National Gallery of Art	155,000
National Symphony Orchestra	25,000
New York Public Library	125,000
North Haven Arts & Enrichment	5,000
Ohana Makamae, Inc	100,000
Oregon College of Art and Craft	125,000
Orion Society	25,000
Pacific Writers' Connection	40,000
Red Sox Foundation	37,500
Resources First Foundation	5,000
S Engelhard Center	130,000
Saint Joseph's University	3,000
Santa Barbara International Film Festival	2,600
Special Olympics New Jersey	2,000
Squash Haven Inc	20,000
St Andrew's School of Delaware, Inc	50,000
St James Catholic School	5,000
Sundance Institute for Film	100,000
Teton ArtLab	25,000
The Carter Center, Inc	100,000
The Colorado College	100,000
The Daisy Association	2,500
The Institute for Ethnomedicine, Inc	100,000
The Morgan Library & Museum	25,000
The Potomac School	237,140
The Prince of Wales Foundation	50,000
The Thomas Berry Foundation	25,000
United States Department of State	100,000
Washington Ballet	5,000
Washington Choral Foundation, Inc	10,000
Women's Voices for the Earth	15,000
WORD, Inc	30,000
World Affairs Council of Montana	10,000
Medical	
Alzheimer's Association	2,000
Beth Israel Deaconess Medical Center	50,000
Calvary Hospital	5,000
CARE	100,000
Doctors Without Borders USA, Inc	50,000
Ed Randall's Bat for the Cure	500
FoodCorps Inc	100,000
Mauui Adult Day Care Center	30,000
McLean Hospital	60,000
Michael J Fox Foundation	5,000
Missoula Medical Aid, Inc	15,000
Mountain Home Montana, Inc	27,500
Multiple Myeloma Research Foundation	1,000

<u>Organization</u>	<u>Total</u>
National Down Syndrome Society	9,000
OHSU Foundation	800,000
Pet Partners	50,000
Saint Peter's Foundation	4,600
Seed Global Health, Inc	175,000
St. Johns Hospital Teton County	20,000
St. Patrick Hospital and Health Fdn	40,000
Surf Aid International USA	15,000
The Leukemia & Lymphoma Society	50,000
The Young and Brave Foundation	25,000
Trustees of Columbia University	232,000
Trustees of the Leland Stanford Jr. Univ	25,000
Wellness Foundation	2,000
WHC Foundation	10,000
Other Contributions	
Blaine County Hunger Coalition Inc	1,000
City Harvest	10,000
Citymeals-on-Wheels	10,000
CLIMB	25,000
Coalition for the Homeless, Inc	25,000
Craighead House Committee Corporation	1,000
East Brunswick Charitable Foundation	750
Foundation for Sustainable Development	10,000
Hawaii Community Foundation	100,000
Heifer Project International, Inc	10,000
Innocence Project	45,000
Mercy Corps	50,000
Missoula Food Bank	100,000
Montana Community Development Corp	30,000
National Coalition Building Institute	10,000
New York City Police Foundation	5,000
Our Children's Trust	25,000
Poverello Center Inc	10,000
Red Willow Learning Center Inc	75,000
Refugees International	250,000
Rosalie Hall, Inc	5,000
Rosie's Place, Inc	5,000
Save the Children	300,000
Special Strides	2,500
The Marshall Legacy Institute	1,000
U S Fund for UNICEF	275,500
U S Ski Team Foundation	20,000
United Way of Lee County, Inc	14,000
We The World	25,000
Wounded Warrior Project Inc	5,000
Religious	
Bon Shen Lung	190,000
Cathedral of Saint Patrick	20,000
Diocese of Metuchen - Catholic Charities	1,000
Catholic Relief Services, Inc	50,000
Christ the King Church	10,000
Compassionate Service Society	20,000
Diocese of Metuchen	13,100
Diocese of Metuchen - Champions for Catholic Charities	1,000
Food for the Poor	1,000
Greenfaith	2,500
Holy Family Parish	5050
Karuna-Shechen USA	15,000
Monastery of Christ in the Desert	1,000
Pontifical Mission Societies	500
RENEW International	2,000
Saint Luke Institute, Inc	15,000
Salvation Army	500
Sister Servants of the IHM	1,000
Sisters of Charity of St. Elizabeth	1,000
Sisters of Life	1,000
Sisters of Mercy	2,000
Society of Jesus of New England	30,000
St. Bartholomew Church	1,000
St. Francis of Assisi Church	16,500
St. Mary of Ostrabrama Church	3,000
St. Mary's Church	15,000
Starboard Media Foundation	1,000
Upaya Zen Center, Inc	10,000
Wildlife and Environmental	
African People & Wildlife Fund	5,000
Alliance for the Wild Rockies	75,000
American Prairie Foundation	5,000
Animal Adoption Center Inc	50,000
Animal Humane Association of Star Valley	10,000
Animal Shelter of Wood River Valley	1,000
ASPCA	5,500
Atlantic Salmon Federation	25,000
Brooklyn Greenway Initiative Inc	25,000

<u>Organization</u>	<u>Total</u>
Clark Fork Coalition	50,000
Collective Heritage Institute	50,000
Community Food & Agriculture Coalition	5,000
Friends of the OSA	10,000
Gaining Ground, Inc	5,000
Ganna Walska Lotusland	20,000
Garden City Harvest Inc	100,000
Hawaiian Islands Land Trust	10,000
Jackson Hole Conservation Alliance	30,000
Jackson Hole Wildlife Film Festival	30,000
Magnolia Society International	20,000
MSPCA Angell	150,000
National Audubon Society	25,000
National Wildlife Federation	50,000
Natural Resources Defense Council	5,000
PAWS of Jackson Hole	20,000
Peregrine Fund, Inc	25,000
Raptors of the Rockies	10,000
Rock Creek Trust/Five Valleys Land Trust	33,333
The Animal Medical Center	50,000
The Land Institute	15,000
The Merwin Conservancy	100,000
Tri-Isle Res Cons & Development	20,000
Waves for Water Inc	10,000
Wild Salmon Center	7,500
Total contributions paid	8,995,349

THE CHARLES ENGELHARD FOUNDATION

22-6063032

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 21

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT		NONE 501(C)(3)	CHARITABLE	9,978,201
TOTAL CONTRIBUTIONS APPROVED				<u>9,978,201</u>

NAME OF ORGANIZATION	2016	2017	2018	2019	Total Outstanding
Assoc of Amer Colleges and Univ (Jan)	50,000	50,000			100,000
Assoc of Amer Colleges and Univ (July, Jan)	433,334	216,667			650,001
Beth Israel Deaconess Medical (June)	50,000	50,000	50,000		150,000
Center for the Arts (Feb)	50,000				50,000
CLIMB Wyo (Sept)	25,000				25,000
Colorado College - Fitness Ctr (Apr)	30,000				30,000
Colorado College - Pres Circle (Apr)	10,000				10,000
Colorado College - Scholarship (Apr)	60,000				60,000
Community Fdn Of JH - Center for Peace (April)	25,000				25,000
Community Food & Agriculture Coalition (July)	5,000				5,000
Families First - Missoula (Jan, Sept & BCC?)	150,000				150,000
Friends of Osa (Sept)	10,000				10,000
Georgetown University - Endowment (July)	500,000				500,000
Hawaiian Islands Land Trust (Dec)	10,000				10,000
Institute of Ethnomedicine (Feb)	100,000	100,000			200,000
Island Institute (May)	50,000				50,000
Knight Cancer Institute at OHSU (Dec)	500,000	500,000	500,000	3,000,000	4,500,000
LACMA (July)	50,000				50,000
Ma Ka Hana Ka 'Ike (Sept'15/June'16)	20,000				20,000
Missoula Food Bank (Dec)	100,000	100,000	100,000	100,000	400,000
Montana Community Development Corp (Dec)	30,000				30,000
MSPCA - Angell Medical Ctr (May)	50,000	50,000			100,000
National Coalition Building Inst (Oct)	10,000				10,000
National Gallery of Art (Aug)	100,000	100,000			200,000
NHA&A Watermans (Feb)	5,000	5,000	5,000		15,000
Our Children's Trust (April)	25,000				25,000
Red Sox Foundation (Feb)	37,500	37,500	37,500		112,500
Red Willow Learning Center Inc (Nov)	50,000				50,000
Refugees International (Mar/July)	200,000				200,000
Save the Children (Oct/Apr)	125,000				125,000
Seed Global Health (June, Sept, Jan)	75,000				75,000
Society of Jesus N E / Boston College (May)	30,000	30,000	30,000		90,000
St Andrew's School - Delaware (May)	50,000				50,000
St Patnck Hospital and Health Fdn (Oct)	40,000				40,000
Sundance Inst (Aug)	50,000				50,000
Sundance Inst (Aug)	50,000				50,000
Teton ArtLab (Oct)	25,000	25,000			50,000
The Hawaii Community Fdn (June)	100,000				100,000
The Merwin Conservancy (Oct)	100,000				100,000
The Potomac School (April)	237,140	237,140	237,140	474,280	1,185,700
UNICEF - Art in a Box (Feb,July)	225,000				225,000
US Dept of State - Diplomatic Rooms (Nov)	100,000				100,000
	<u>3,942,974</u>	<u>1,501,307</u>	<u>959,640</u>	<u>3,574,280</u>	<u>9,978,201</u>