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Return of Private Foundation
 or Section 4947(a)(1) Trust Treated as Private Foundation
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 ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

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

Name of foundation CONSCIOUS KIDS INC		A Employer identification number 26-2895352	
Number and street (or P.O. box number if mail is not delivered to street address) 1525 W W.T. HARRIS BLVD. D1114-044		B Telephone number (see instructions) 855-739-2920	
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here . . . ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here . . . ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . ☐	
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change		☐ Initial return of a former public charity ☐ Amended return ☐ 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) ▶ \$ 5,485,696.		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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B.	18.	18.		STMT 1
3 Interest on savings and temporary cash investments.	147,975.	141,646.		STMT 2
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)	24,169.			
6a Net gain or (loss) from sale of assets not on line 10		24,169.		
b Gross sales price for all assets on line 6a 1,358,608.				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain.				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)	14,388.	14,388.		STMT 9
11 Other income (attach schedule)	186,550.	180,221.		
12 Total. Add lines 1 through 11				
13 Compensation of officers, directors, trustees, etc.		NONE	NONE	
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 10	659.	NONE	NONE	659.
b Accounting fees (attach schedule) STMT 11	2,400.	NONE	NONE	2,400.
c Other professional fees (attach schedule) STMT 12	59,357.	59,357.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 13	6,929.	5,525.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 14	636.	386.		250.
24 Total operating and administrative expenses. Add lines 13 through 23.	69,981.	65,268.	NONE	3,309.
25 Contributions, gifts, grants paid	172,600.			172,600.
26 Total expenses and disbursements Add lines 24 and 25	242,581.	65,268.	NONE	175,909.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-56,031.			
b Net investment income (if negative, enter -0-)		114,953.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		120,879.	111,477.	111,477.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)	STMT 15.	105,916.	127,501.	125,403.
	b	Investments - corporate stock (attach schedule)	STMT 16.	4,444,527.	4,411,093.	4,160,342.
	c	Investments - corporate bonds (attach schedule)	STMT 26.	790,101.	760,113.	712,418.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 27.	400,000.	400,000.	376,056.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		5,861,423.	5,810,184.	5,485,696.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		5,861,423.	5,810,184.	
	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)		5,861,423.	5,810,184.	
	31	Total liabilities and net assets/fund balances (see instructions)		5,861,423.	5,810,184.	

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	5,861,423.
2	Enter amount from Part I, line 27a	2	-56,031.
3	Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 28</u>	3	9,993.
4	Add lines 1, 2, and 3	4	5,815,385.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 29</u>	5	5,201.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,810,184.

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 PUBLICLY TRADED SECURITIES					
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 1,358,608.		1,334,439.	24,169.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			24,169.		
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	24,169.	
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		

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	70,000.	4,490,243.	0.015589
2013			
2012			
2011			
2010			
2 Total of line 1, column (d)			2 0.015589
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 0.015589
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 5,707,661.
5 Multiply line 4 by line 3			5 88,977.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,150.
7 Add lines 5 and 6			7 90,127.
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.			8 175,909.

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	1,150.
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	1,150.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,150.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	754.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	754.	
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	396.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☒ NONE 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?		
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) ☒ 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

Part VII-A: Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X
14 The books are in care of <u>WELLS FARGO BANK</u> Telephone no. <u>(855) 739-2920</u> Located at <u>1 WEST 4TH ST, D4000-062, WINSTON-SALEM, NC</u> ZIP+4 <u>27101</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No	1b	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No		
If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSHUA CARRICK	CHAIRMAN	-0-	-0-	-0-
530 HENRY STREET, BROOKLYN, NY 11231				
LISA HARRIS	SECRETARY	-0-	-0-	-0-
20 EAST 9TH STREET, NEW YORK, NY 10003				
KEISHA RICHARDSON	TREASURER	-0-	-0-	-0-
530 HENRY STREET, BROOKLYN, NY 11231				
BETTY RAPOPORT	ASSISTANT TREASU	-0-	-0-	-0-
20 EAST 9TH ST, NEW YORK, NY 10003				

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	5,655,757.
b	Average of monthly cash balances	1b	138,823.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,794,580.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,794,580.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	86,919.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,707,661.
6	Minimum investment return. Enter 5% of line 5	6	285,383.

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	285,383.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,150.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,150.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	284,233.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	284,233.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	284,233.

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	175,909.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	175,909.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,150.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	174,759.

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				284,233.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			153,762.	
b Total for prior years 20 <u>13</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>175,909.</u>				
a Applied to 2014, but not more than line 2a . . .			153,762.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount.				22,147.
e Remaining amount distributed out of corpus. . .	NONE			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 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				262,086.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2011 . . .	NONE			
b Excess from 2012 . . .	NONE			
c Excess from 2013 . . .	NONE			
d Excess from 2014 . . .	NONE			
e Excess from 2015 . . .	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2a 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).)

N/A

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

N/A

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

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

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

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

c Any submission deadlines.

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

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

Recipient 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				
STUDIO MUSEUM IN HARLEM INC 144 W 125TH STREET NEW YORK NY 10027	NONE	PC	EDUCATION & COMMUNITY ENGAGEMENT PROGRAM	15,000.
PREP FOR PREP 328 W 71ST ST NEW YORK NY 10023	NONE	PC	GENERAL OPERATING SUPPORT	50,000.
THE APOLLO THEATER FOUNDATION 253 W 125TH STREET NEW YORK NY 10027	NONE	PC	THEATER SCHOOL DAY LIVE \$ FAMILY NIGHT OUT	15,000.
CHILDREN'S AID SOCIETY 105 E 22ND ST NEW YORK NY 10010	NONE	PC	GENERAL SUPPORT	12,600.
GRAND STSREET SETTLEMENT INC 80 PITT STREET NEW YORK NY 10002	NONE	PC	THEATER CLASS FOR LGBTQ YOUTH	15,000.
NATURAL HERITAGE TRUST EMPIRE STATE PL BLD 1 14TH FL ALBANY NY 1223	NONE	PC	CAMP DIVERSITY PROGRAM	15,000.
BONNIE BRAE 3415 VALLEY ROAD LIBERTY CORNER NJ 07938	NONE	PC	GENERAL SUPPORT	50,000.
Total			3a	172,600.
b Approved for future payment				
Total			3b	

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	18.	
4 Dividends and interest from securities			14	147,975.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	24,169.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b <u>MUTUAL FUND INCOME</u>			14	14,388.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				186,550.	
13 Total. Add line 12, columns (b), (d), and (e)				186,550.	186,550.

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|--|-------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b. If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here 
 Date 7/6/16
 Title Attorney

Signature of officer or trustee _____ Date _____ Title _____

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

Paid Preparer Use Only	Print/Type preparer's name CYNTHIA PETERS, AVP	Preparer's signature 	Date 04/18/2016	Check ☐ if self-employed	PTIN P00116953
	Firm's name ▶ WELLS FARGO BANK			Firm's EIN ▶ 94-3080771	
	Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28262			Phone no 800-691-8916	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
SECURED MARKET DEPOSIT ACCOUNT	18.	18.
	-----	-----
TOTAL	18.	18.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT & T INC	162.	162.
ABAXIS INC	63.	63.
ABBOTT LABS	261.	261.
ABERDEEN EMERG MARKETS-INST #5840	4,901.	4,901.
AIR PRODS & CHEMS INC COM	210.	210.
AIRGAS INC COM	108.	108.
AMERICAN EXPRESS 6.150% 8/28/17	389.	389.
AMERICAN TOWER CORP	112.	112.
AMERIPRISE FINL INC	107.	107.
AMGEN INC 2.500% 11/15/16	207.	207.
ANHEUSER-BUSCH INBEV 2.500% 7/15/22	75.	75.
ANHEUSER-BUSCH INBEV SPN ADR	474.	474.
APACHE CORP	75.	75.
APPLE INC	1,146.	1,146.
APTARGROUP INC COM	97.	97.
ARM HOLDINGS PLC - ADR	63.	63.
ARTISAN PARTNERS ASSET MANAGEM	957.	369.
ASHLAND INC NEW	31.	31.
ASTRAZENECA PLC ADR	400.	400.
BASF AKTIENGESSELLSCHAFT - LVL 1 ADR	792.	792.
BANCO BILBAO VIZCAYA ARGENT- ADR	510.	510.
BANK MONTREAL QUE COM	326.	326.
BANK N S HALIFAX	586.	586.
BANK OF NOVA SCOTIA 1.100% 12/13/16	58.	58.
BARD C R INC	32.	32.
BAXTER INTL INC	52.	52.
BECTON DICKINSON & CO	80.	80.
BEMIS INC	58.	58.
BHP BILLITON LIMITED - ADR	1,387.	1,387.
BLACKBAUD INC	18.	18.
BOEING CO	530.	530.
BRISTOL MYERS SQUIBB CO	372.	372.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BRITISH AMERICAN TOBACCO P.L.C - ADR	1,046.	1,046.
BROOKFIELD ASSET MANAGE-CL A	264.	264.
BROWN & BROWN INC	96.	96.
CDK GLOBAL INC	5.	5.
CDW CORP/DE	119.	119.
CME GROUP INC	27,367.	27,367.
CVS HEALTH CORPORATION	256.	256.
CVS CAREMARK CORP 2.750% 12/01/22	278.	278.
CANADIAN PAC RY LTD	43.	43.
CELANESE CORP	145.	145.
CHEVRON CORP	967.	967.
CIMAREX ENERGY CO	17.	17.
CISCO SYSTEMS INC	1,044.	1,044.
CITIGROUP INC.	12.	12.
CLARCOR INC	97.	97.
COCA COLA CO	231.	231.
COHEN & STEERS INC	53.	41.
COMCAST CORP CLASS A	176.	176.
COMPASS GROUP PLC - ADR	83.	83.
COMPUTER PROGRAMS & SYSTEMS INC	449.	449.
COSTCO WHOLESALE CORP	590.	590.
CROWN CASTLE INTL CORP	57.	57.
CUMMINS INC.	193.	193.
DENTSPLY INTL INC COM	4.	4.
DEUTSCHE BOERSE AG ADR	335.	335.
DIAGEO PLC - ADR	580.	580.
WALT DISNEY CO	308.	308.
DOLLAR GENERAL CORP	99.	99.
DOMINION RES INC VA	389.	389.
DUKE ENERGY HOLDING CORP. COM	437.	437.
E M C CORP MASS	58.	58.
ENI SPA - ADR	601.	601.
EOG RESOURCES, INC	33.	33.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ECOLAB INC	30.	30.
ENTERPRISE PRODUCTS 3.750% 2/15/25	9.	9.
EQUINIX INC	17.	17.
EXPONENT INC	153.	153.
EXXON MOBIL CORPORATION	681.	681.
FACTSET RESH SYS INC COM	138.	138.
FASTENAL CO	75.	75.
FED NATL MTG ASSN 5.250% 9/15/16	437.	437.
FED HOME LN MTG CORP 3.750% 3/27/19	357.	357.
FID ADV EMER MKTS INC- CL I #607	14,153.	14,153.
FIDELITY NATL INFORMATION SVCS INC	102.	102.
FNF GROUP	137.	137.
GENERAL ELEC CAP COR 4.650% 10/17/21	357.	357.
GILEAD SCIENCES INC	199.	199.
GILEAD SCIENCES INC 3.500% 2/01/25	112.	112.
GLAXOSMITHKLINE PLC - ADR	756.	756.
GOLDMAN SACHS GROUP 2.600% 4/23/20	75.	75.
GRACO INC	127.	127.
GRAINGER W W INC	14.	14.
HSBC - ADR	1,508.	1,508.
HASBRO INC	207.	207.
HENRY JACK & ASSOC INC COM	198.	198.
HESS CORP	60.	60.
HOME DEPOT INC	17.	17.
INTEL CORP	105.	105.
INTUIT COM	61.	61.
JPMORGAN CHASE & CO	61.	61.
JOHNSON & JOHNSON	975.	975.
JOHNSON CONTROLS INC	98.	98.
KAR AUCTION SERVICES INC	159.	159.
KIMBERLY CLARK CORP COM	80.	80.
KINDER MORGAN INC/DELAWARE	168.	168.
PHILIPS ELECTRONICS - NY SHR ADR	600.	600.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
KRAFT FOODS INC 5.375% 2/10/20	121.	121.
KROGER CO	96.	96.
LPL FINANCIAL HOLDINGS INC	29.	29.
LVMH MOET HENNESSY UNSP ADR - ADR	1,656.	1,656.
LANDSTAR SYS INC COM	123.	123.
LAS VEGAS SANDS CORP	1,015.	1,015.
LENNAR CORPORATION CLASS A COMMON	2.	2.
LEUCADIA NATL CORP COM	55.	55.
ELI LILLY & CO COM	378.	378.
LINCOLN ELECTRIC HOLDINGS COM	38.	38.
LOCKHEED MARTIN CORP	597.	597.
LOEWS CORP	45.	45.
M & T BANK CORPORATION COM	106.	106.
MSCI INC	38.	38.
MACQUARIE INFRASTRUCTURE CORPORATION	174.	174.
MARKETAXESS HLDGS INC	157.	157.
MARRIOTT INTERNATIONAL INC CLASS A	135.	135.
MARTIN MARIETTA MATLS INC COM	69.	69.
MASTERCARD INC	180.	180.
MCDONALDS CORP	61.	61.
MCGRAW-HILL FINANCIAL INC	103.	103.
MCKESSON CORP	70.	70.
MEAD JOHNSON NUTRITION CO	134.	134.
MERCK & CO INC NEW	605.	605.
MERRILL LYNCH & CO 6.875% 4/25/18	539.	539.
MICHELIN (CGDE) ADR	383.	383.
MICROSOFT CORP	831.	831.
MICROCHIP TECHNOLOGY INC COM	158.	70.
MONDELEZ INTERNATIONAL INC	60.	60.
MONDELEZ INTERNATIONAL 4.000% 2/01/24	71.	71.
MONSANTO CO NEW	245.	245.
MOODYS CORP	181.	181.
MORGAN STANLEY	128.	128.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MOTOROLA SOLUTIONS, INC.	109.	109.
NATIONAL GRID PLC ADR	513.	513.
NATIONAL OILWELL INC COM	115.	115.
NESTLE S.A. REGISTERED SHARES - ADR	1,247.	1,247.
NEXTERA ENERGY INC	226.	226.
NIKE INC CL B	200.	200.
NOVARTIS AG - ADR	736.	736.
NOVO NORDISK A/S - ADR	213.	213.
ORACLE CORPORATION	68.	68.
OPPENHEIMER DEVELOPING MKT-I #799	2,412.	2,412.
OWENS & MINOR INC COM	63.	63.
PIMCO FOREIGN BD FD USD H-INST #103	5,169.	5,169.
PPL CORPORATION	273.	273.
PFIZER INC	1,112.	1,112.
PHILIP MORRIS INTERNATIONAL IN	1,114.	1,114.
POOL CORPORATION	102.	102.
PRICESMART INC	37.	37.
PRIMERICA INC	180.	180.
PROCTER & GAMBLE CO	182.	182.
PROGRESSIVE CORP OHIO	95.	95.
PRUDENTIAL PLC - ADR	507.	507.
PUBLIC SVC ENTERPRISE GROUP INC	399.	399.
RLI CORP COM	540.	540.
RECKITT BENCKIS/S ADR	444.	444.
RESTAURANT BRANDS INTERN	56.	56.
RIO TINTO PLC - ADR	373.	373.
ROBERT HALF INTL INC	29.	29.
ROCHE HOLDINGS LTD - ADR	949.	949.
ROCKWELL COLLINS	24.	24.
ROLLINS INC	25.	25.
ROPER TECHNOLOGIES INC	30.	30.
ROSS STORES INC	48.	48.
T ROWE PRICE INST FLOAT RATE #170	11,468.	11,468.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ROYAL DUTCH SHELL PLC ADR	1,858.	1,858.
SANOFI-ADR	468.	468.
SCHLUMBERGER LTD	555.	555.
SCHWAB CHARLES CORP NEW	36.	36.
SHERWIN WILLIAMS CO	58.	58.
SHIRE PLC ADR	38.	38.
SIEMENS AG - SPONSORED ADR	589.	589.
SINGAPORE TELECOMMUNICATIONS LTD ADR	559.	559.
STARBUCKS CORP COM	198.	198.
SUMITOMO TRUST AND BANKING ADR	211.	211.
SUNCOR ENERGY INC NEW F	399.	399.
TJX COMPANIES INC	214.	214.
TARGET CORP	112.	112.
TELENOR ASA - ADR	441.	441.
TELSTRA CORP-ADR	545.	545.
THERMO FISHER SCIENTIFIC INC	20.	20.
THOR INDS INC	21.	21.
TIFFANY & CO NEW	128.	128.
TIME WARNER INC	112.	112.
TIME WARNER INC 4.750% 3/29/21	343.	343.
TORO CO	170.	170.
TORONTO DOMINION BK ONT COM NEW	333.	333.
TOTAL S.A. - ADR	1,631.	1,631.
TOYOTA MOTOR CORPORATION - ADR	542.	542.
TWENTY FIRST CENTURY FOX INC	5.	5.
UNILEVER N.V. - ADR	641.	641.
UNION PACIFIC CORP	269.	269.
US TREASURY NOTE 2.375% 8/15/24	122.	122.
US TREASURY NOTE 1.500% 11/30/19	78.	78.
US TREASURY NOTE 1.000% 12/15/17	88.	88.
U S TREAS INFL IND 2.375% 1/15/17	139.	139.
US TREASURY NOTE 4.750% 8/15/17	161.	161.
US TREASURY NOTE 2.625% 2/29/16	151.	151.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
US TREASURY NOTE 3.625% 8/15/19	38.	38.
US TREASURY NOTE 3.625% 2/15/20	224.	224.
US TREASURY NOTE 2.375% 2/28/15	39.	39.
US TREASURY NOTE 2.125% 5/31/15	52.	52.
US TREASURY NOTE 2.375% 5/31/18	239.	239.
US TREASURY NOTE 2.000% 2/15/22	124.	124.
UNITEDHEALTH GROUP INC	90.	90.
VANGUARD REIT VIPER	16,148.	11,219.
VERIZON COMMUNICATIONS	394.	394.
VERIZON COMMUNICATIO 4.500% 9/15/20	172.	172.
VISA INC-CLASS A SHRS	154.	154.
WF ULTR SHORT-TRMINCOME-I#3104	239.	239.
WILLIAMS COS INC	140.	140.
WYNDHAM WORLDWIDE CORP	52.	52.
WYNN RESORTS LTD	33.	33.
ZOETIS INC	49.	49.
ZURICH INSURANCE GROUP-ADR	972.	972.
AON PLC	121.	121.
EATON CORP PLC	538.	
SIGNET JEWELERS LIMITED	18.	18.
WHITE MTNS INS GROUP	5.	5.
WILLIS GROUP HOLDINGS PLC	121.	121.
GAI AGILITY INCOME FUND	5,070.	5,070.
CORE LABORATORIES N V COM	226.	226.
LYONDELLBASELL INDU-CL A	544.	544.
	-----	-----
TOTAL	147,975.	141,646.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MUTUAL FUND INCOME	14,388.	14,388.
	-----	-----
TOTALS	14,388.	14,388.
	=====	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
MCCANLISS & ERALY - LEGAL FEES	659.			659.
	-----	-----	-----	-----
TOTALS	659.	NONE	NONE	659.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	2,400.			2,400.
TOTALS	2,400.	NONE	NONE	2,400.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WELLS FARGO - MGMT FEES	53,503.	53,503.
FRANKLIN - SUB ADVISER FEE	418.	418.
KAYNE ANDERSON - SUB ADVISER F	1,420.	1,420.
JENNISON - SUB ADVISER FEE	2,495.	2,495.
PRINC GLOBAL - SUB ADVISER FEE	1,521.	1,521.
	-----	-----
TOTALS	59,357.	59,357.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	4,234.	4,234.
FEDERAL TAX PAYMENT - PRIOR YE	650.	
FEDERAL ESTIMATES - PRINCIPAL	754.	
FOREIGN TAXES ON QUALIFIED FOR	1,279.	1,279.
FOREIGN TAXES ON NONQUALIFIED	12.	12.
	-----	-----
TOTALS	6,929.	5,525.
	=====	=====

CONSCIOUS KIDS INC

26-2895352

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
NY REG & FILING FEE	250.		250.
ADR FEES	386.	386.	
TOTALS	636.	386.	250.
	=====	=====	=====

CONSCIOUS KIDS INC

26-2895352

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
31359MW41 FED NATL MTG ASSN		
3137EACA5 FED HOME LN MTG CORP	21,803.	21,413.
912828GD6 U S TREAS INFL IND	13,624.	13,294.
912828HA1 US TREASURY NOTE	5,509.	5,300.
912828KS8 US TREASURY NOTE	10,246.	10,035.
912828LJ7 US TREASURY NOTE		
912828MP2 US TREASURY NOTE	13,150.	12,943.
912828MR8 US TREASURY NOTE		
912828NF3 US TREASURY NOTE		
912828QQ6 US TREASURY NOTE	12,452.	12,338.
912828SF8 US TREASURY NOTE	13,037.	13,023.
912828D56 US TREASURY NOTE	12,525.	12,125.
912828G61 US TREASURY NOTE	13,137.	12,948.
912828G79 US TREASURY NOTE	12,018.	11,984.
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TOTALS	127,501.	125,403.
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CONSCIOUS KIDS INC

26-2895352

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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002567105 ABAXIS INC	7,343.	7,962.
002824100 ABBOTT LABS	12,257.	12,665.
003021714 ABERDEEN EMERG MARKE	358,000.	272,632.
00724F101 ADOBE SYS INC	13,067.	16,909.
009158106 AIR PRODS & CHEMS IN	8,230.	7,416.
009363102 AIRGAS INC COM	4,910.	5,948.
015351109 ALEXION PHARMACEUTIC	14,772.	14,879.
01609W102 ALIBABA GROUP HOLDIN	15,136.	13,247.
023135106 AMAZON COM INC COM	17,914.	38,526.
03027X100 AMERICAN TOWER CORP	8,259.	8,047.
03524A108 ANHEUSER-BUSCH INBEV	14,270.	15,000.
03662Q105 ANSYS INC		
037833100 APPLE INC	70,563.	65,893.
038336103 APTARGROUP INC COM	4,702.	5,739.
042068106 ARM HOLDINGS PLC - A	6,895.	7,057.
04316A108 ARTISAN PARTNERS ASS	15,496.	11,683.
044209104 ASHLAND INC NEW		
045327103 ASPEN TECHNOLOGY INC	8,710.	9,818.
046353108 ASTRAZENECA PLC ADR	10,676.	9,710.
053332102 AUTOZONE INC	5,813.	7,419.
055262505 BASF AKTIENGESSELLSCH	19,706.	14,671.
05946K101 BANCO BILBAO VIZCAYA	17,271.	10,775.
063671101 BANK MONTREAL QUE CO		
064149107 BANK N S HALIFAX	17,869.	11,000.
067383109 BARD C R INC	5,851.	6,441.
075887109 BECTON DICKINSON & C	4,363.	4,777.
088606108 BHP BILLITON LIMITED	15,462.	7,702.
09061G101 BIOMARIN PHARMACEUTI	8,906.	9,743.
09062X103 BIOGEN INC	10,600.	10,110.

CONSCIOUS KIDS INC

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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09227Q100 BLACKBAUD INC	32,319.	34,123.
097023105 BOEING CO	15,272.	17,748.
110122108 BRISTOL MYERS SQUIBB	28,291.	26,618.
110448107 BRITISH AMERICAN TOB	19,462.	18,319.
112585104 BROOKFIELD ASSET MAN	4,520.	4,526.
115236101 BROWN & BROWN INC	4,532.	4,737.
12504L109 CBRE GROUP INC	10,658.	15,050.
12514G108 CDW CORP/DE	328,275.	362,581.
12572Q105 CME GROUP INC		
131347304 CALPINE CORP/NEW		
13645T100 CANADIAN PAC RY LTD		
143130102 CARMAX INC	8,999.	8,365.
150870103 CELANESE CORP	9,555.	10,100.
151020104 CELGENE CORP COM	15,830.	16,886.
163086101 CHEFS' WAREHOUSE HOL	2,756.	2,886.
166764100 CHEVRON CORP	29,593.	21,680.
169656105 CHIPOTLE MEXICAN GRI		
171798101 CIMAREX ENERGY CO		
17275R102 CISCO SYSTEMS INC	41,119.	43,041.
179895107 CLARCOR INC	6,840.	5,514.
19247A100 COHEN & STEERS INC		
194014106 COLFAX CORPORATION	8,101.	4,156.
20030N101 COMCAST CORP CLASS A	9,968.	10,157.
205306103 COMPUTER PROGRAMS &	9,666.	8,308.
20605P101 CONCHO RESOURCES INC	6,325.	4,922.
217204106 COPART INC COM	11,995.	14,064.
22160K105 COSTCO WHOLESALE COR	11,163.	13,082.
22822V101 CROWN CASTLE INTL CO	4,529.	4,841.
249030107 DENTSPLY INTL INC CO		

CONSCIOUS KIDS INC

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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251542106 DEUTSCHE BOERSE AG A	7,396.	8,986.
25243Q205 DIAGEO PLC - ADR	20,280.	18,542.
254687106 WALT DISNEY CO	30,322.	31,734.
25470F302 DISCOVERY COMMUNICAT	3,157.	2,320.
256677105 DOLLAR GENERAL CORP	2,424.	2,587.
25746U109 DOMINION RES INC VA	10,536.	10,146.
26441C204 DUKE ENERGY HOLDING	10,128.	9,638.
265504100 DUNKIN' BRANDS GROUP		
26874R108 ENI SPA - ADR	13,920.	8,433.
26875P101 EOG RESOURCES, INC	2,290.	1,682.
278768106 ECHOSTAR CORPORATION	2,778.	2,974.
278865100 ECOLAB INC	7,599.	10,639.
30214U102 EXPONENT INC	32,858.	29,231.
30231G102 EXXON MOBIL CORPORAT	25,205.	35,061.
30303M102 FACEBOOK INC	7,389.	9,592.
303075105 FACTSET RESH SYS INC	1,879.	1,755.
311900104 FASTENAL CO	5,655.	5,575.
31620M106 FIDELITY NATL INFORM	7,414.	7,558.
31620R303 FNF GROUP		
31816Q101 FIREEYE INC	7,576.	7,289.
339041105 FLEETCOR TECHNOLOGIE	3,769.	3,816.
345550107 FOREST CITY ENTERPRI	12,433.	11,637.
375558103 GILEAD SCIENCES INC	15,346.	12,912.
37733W105 GLAXOSMITHKLINE PLC		
38259P508 GOOGLE INC		
38259P706 GOOGLE INC-CL C	9,451.	9,441.
384109104 GRACO INC		
384802104 GRAINGER W W INC	33,715.	26,642.
404280406 HSBC - ADR		

CONSCIOUS KIDS INC

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
413875105 HARRIS CORP DEL		
426281101 HENRY JACK & ASSOC I	10,317.	14,441.
42809H107 HESS CORP	3,459.	2,230.
428567101 HIBBETT SPORTS INC		
452327109 ILLUMINA INC	11,458.	11,709.
45337C102 INCYTE CORPORATION,		
45579E105 INVIVIOR PLC-SPON AD		
461202103 INTUIT COM	4,850.	5,018.
478160104 JOHNSON & JOHNSON	35,440.	34,925.
48238T109 KAR AUCTION SERVICES	4,837.	5,184.
494368103 KIMBERLY CLARK CORP		
49456B101 KINDER MORGAN INC/DE		
500472303 PHILIPS ELECTRONICS	20,213.	17,102.
502441306 LVMH MOET HENNESSY U	13,838.	12,220.
50540R409 LABORATORY CRP OF AM		
515098101 LANDSTAR SYS INC COM	9,600.	8,387.
517834107 LAS VEGAS SANDS CORP	25,640.	18,369.
527288104 LEUCADIA NATL CORP C	4,918.	3,756.
530307107 LIBERTY BROADBAND CO	2,050.	1,963.
530307305 LIBERTY BROADBAND CO	3,924.	3,993.
53071M104 LIBERTY INTERACTIVE	7,015.	6,557.
53071M880 LIBERTY VENTURES - S	4,696.	5,729.
531229102 LIBERTY MEDIA CORP	2,302.	2,473.
531229300 LIBERTY MEDIA CORP	5,581.	5,864.
531465102 LIBERTY TRIPADVISOR	2,285.	2,640.
532457108 ELI LILLY & CO COM	9,829.	12,892.
533900106 LINCOLN ELECTRIC HOL		
53578A108 LINKEDIN CORP	16,198.	15,981.
539830109 LOCKHEED MARTIN CORP	17,073.	21,064.

CONSCIOUS KIDS INC

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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540424108 LOEWS CORP	7,342.	6,797.
55261F104 M & T BANK CORPORATI	4,918.	4,726.
55354G100 MSCI INC	2,204.	3,318.
570535104 MARKEL HOLDINGS	10,880.	14,134.
57060D108 MARKETAXESS HLDGS IN	10,710.	19,193.
571903202 MARRIOTT INTERNATIONAL	12,470.	11,129.
573284106 MARTIN MARIETTA MATL	5,036.	5,600.
57636Q104 MASTERCARD INC	23,034.	26,190.
580135101 MCDONALDS CORP	7,756.	8,152.
580645109 MCGRAW-HILL FINANCIA	4,563.	4,830.
58155Q103 MCKESSON CORP	16,626.	15,778.
582839106 MEAD JOHNSON NUTRITI	6,506.	5,290.
58933Y105 MERCK & CO INC NEW	20,300.	17,748.
59410T106 MICHELIN (CGDE) ADR	8,158.	7,969.
594918104 MICROSOFT CORP	51,180.	59,752.
595017104 MICROCHIP TECHNOLOGY	4,779.	5,026.
608190104 MOHAWK INDS INC COM	4,586.	5,682.
609207105 MONDELEZ INTERNATIONAL		
61166W101 MONSANTO CO NEW	21,155.	18,916.
615369105 MOODYS CORP	14,001.	13,947.
617446448 MORGAN STANLEY	8,364.	7,412.
620076307 MOTOROLA SOLUTIONS,	4,522.	4,723.
62944T105 NVR INC COM	6,678.	9,858.
636274300 NATIONAL GRID PLC AD		
641069406 NESTLE S.A. REGISTER	43,393.	42,717.
64110L106 NETFLIX.COM INC	11,030.	20,245.
654106103 NIKE INC CL B	17,324.	22,750.
66987V109 NOVARTIS AG - ADR	27,811.	25,382.
670100205 NOVO NORDISK A/S - A	6,697.	8,886.

CONSCIOUS KIDS INC

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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67103H107 O'REILLY AUTOMOTIVE	17,451.	23,568.
683974604 OPPENHEIMER DEVELOPI	268,261.	209,975.
690732102 OWENS & MINOR INC CO		
69351T106 PPL CORPORATION		
717081103 PFIZER INC	26,599.	28,923.
718172109 PHILIP MORRIS INTERN	25,627.	26,285.
73278L105 POOL CORPORATION	5,288.	7,916.
740189105 PRECISION CASTPARTS		
741503403 THE PRICELINE GROUP	12,048.	14,024.
74164M108 PRIMERICA INC	13,034.	12,894.
743315103 PROGRESSIVE CORP OHI	1,933.	2,258.
74435K204 PRUDENTIAL PLC - ADR	17,423.	16,905.
744573106 PUBLIC SVC ENTERPRIS	9,588.	9,905.
749607107 RLI CORP COM	7,814.	11,177.
75524B104 RBC BEARINGS INC	6,016.	6,976.
756255204 RECKITT BENCKIS/S AD	15,266.	16,960.
756577102 RED HAT INC	9,036.	12,256.
76090H103 RESTAURANT BRANDS-EX		
76131D103 RESTAURANT BRANDS IN	6,270.	6,426.
767204100 RIO TINTO PLC - ADR	9,781.	5,591.
770323103 ROBERT HALF INTL INC	2,027.	1,697.
771195104 ROCHE HOLDINGS LTD -	35,644.	34,504.
774341101 ROCKWELL COLLINS		
775711104 ROLLINS INC		
778296103 ROSS STORES INC	6,595.	7,480.
780259206 ROYAL DUTCH SHELL PL	39,244.	24,635.
78388J106 SBA COMMUNICATIONS C	12,020.	10,927.
79466L302 SALESFORCE COM INC	15,793.	19,208.
80105N105 SANOFI-ADR	15,824.	12,411.

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
806857108 SCHLUMBERGER LTD	19,113.	14,648.
808513105 SCHWAB CHARLES CORP		
82481R106 SHIRE PLC ADR	16,332.	15,170.
825690100 SHUTTERSTOCK INC	17,666.	11,287.
826197501 SIEMENS AG - SPONSOR	25,767.	20,774.
82929R304 SINGAPORE TELECOMMUN	10,032.	8,292.
82966C103 SIRONA DENTAL SYSTEM		
848637104 SPLUNK INC	7,973.	7,292.
855244109 STARBUCKS CORP COM	12,868.	18,729.
86562M209 SUMITOMO TRUST AND B		
872540109 TJX COMPANIES INC	26,487.	27,229.
87944W105 TELENOR ASA - ADR	11,418.	8,213.
87969N204 TELSTRA CORP-ADR	12,700.	9,855.
88160R101 TESLA MOTORS INC	8,879.	9,360.
885160101 THOR INDS INC		
886547108 TIFFANY & CO NEW	8,384.	6,485.
891092108 TORO CO	9,477.	11,691.
89151E109 TOTAL S.A. - ADR	37,754.	28,229.
892331307 TOYOTA MOTOR CORPORA	17,455.	18,333.
893641100 TRANSDIGM GROUP INC	7,334.	7,996.
896945201 TRIPADVISOR INC		
90130A101 TWENTY FIRST CENTURY		
90184L102 TWITTER INC		
90267B682 ETRACS ALERIAN MLP U	342,501.	193,988.
904311107 UNDER ARMOUR INC	10,866.	12,172.
904784709 UNILEVER N.V. - ADR	22,193.	22,830.
907818108 UNION PACIFIC CORP	17,640.	14,076.
91911K102 VALEANT PHARMACEUTIC		
922908553 VANGUARD REIT VIPER	405,099.	412,124.

CONSCIOUS KIDS INC

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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92343E102 VERISIGN INC COM		
92343V104 VERIZON COMMUNICATIO	6,018.	8,911.
92345Y106 VERISK ANALYTICS INC	5,838.	6,765.
92532F100 VERTEX PHARMACEUTICA		
92826C839 VISA INC-CLASS A SHR	23,955.	28,151.
928563402 VMWARE INC		
969457100 WILLIAMS COS INC		
98138H101 WORKDAY INC	10,491.	9,482.
98310W108 WYNDHAM WORLDWIDE CO		
983134107 WYNN RESORTS LTD	9,365.	10,111.
98978V103 ZOETIS INC		
989825104 ZURICH INSURANCE GRO		
G0083B108 ACTAVIS PLC		
G0408V102 AON PLC	11,714.	11,618.
G0450A105 ARCH CAPITAL GROUP L	1,998.	2,441.
G29183103 EATON CORP PLC	7,790.	5,985.
G5480U104 LIBERTY GLOBAL PLC-A	4,375.	3,897.
G5480U120 LIBERTY GLOBAL PLC-S	4,688.	4,159.
G60754101 MICHAEL KORS HOLDING		
G9618E107 WHITE MTNS INS GROUP	3,200.	3,634.
G96666105 WILLIS GROUP HOLDING	3,413.	3,886.
G97822103 PERRIGO CO PLC		
N22717107 CORE LABORATORIES N	9,114.	10,222.
N53745100 LYONDELLBASELL INDU-	17,928.	15,555.
N7902X106 SENSATA TECHNOLOGIES	3,551.	3,270.
00206R102 AT & T INC	11,168.	11,837.
02079K107 ALPHABET INC CL C	33,542.	46,292.
02079K305 ALPHABET INC CL A	19,435.	26,452.
03076C106 AMERIPRISE FINL INC	10,014.	8,514.

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CONSCIOUS KIDS INC

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
04247X102 ARMSTRONG WORLD INDU	1,796.	1,463.
052769106 AUTODESK INC	5,211.	6,580.
05278C107 AUTOHOME INC-ADR	14,769.	12,327.
081437105 BEMIS INC	8,700.	9,251.
12508E101 CDK GLOBAL INC	1,653.	1,614.
126650100 CVS HEALTH CORPORATI	23,462.	22,487.
16117M305 CHARTER COMMUNICATIO	918.	916.
172967424 CITIGROUP INC.	5,804.	5,072.
191216100 COCA COLA CO	14,210.	15,036.
20449X302 COMPASS GROUP PLC -	9,592.	9,656.
231021106 CUMMINS INC.	8,024.	4,841.
23918K108 DAVITA HEALTHCARE PA	5,232.	4,601.
256746108 DOLLAR TREE INC	5,356.	6,023.
262037104 DRIL-QUIP INC COM	12,059.	9,536.
29444U700 EQUINIX INC	3,562.	3,629.
40418F108 HFF INC	6,235.	4,878.
418056107 HASBRO INC	9,214.	10,104.
437076102 HOME DEPOT INC	5,437.	5,422.
44267D107 HOWARD HUGHES CORP/T	1,624.	1,471.
458140100 INTEL CORP	12,173.	15,020.
46625H100 JPMORGAN CHASE & CO	8,532.	9,112.
47215P106 JD.COM INC-ADR	9,366.	9,196.
478366107 JOHNSON CONTROLS INC	5,920.	4,936.
501044101 KROGER CO	11,053.	12,884.
50212V100 LPL FINANCIAL HOLDIN	3,260.	3,284.
526057104 LENNAR CORPORATION C	2,202.	2,103.
55608B105 MACQUARIE INFRASTRUC	5,681.	4,864.
61174X109 MONSTER BEVERAGE COR	7,547.	7,746.
65339F101 NEXTERA ENERGY INC	10,170.	10,181.

CONSCIOUS KIDS INC

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
68389X105 ORACLE CORPORATION	11,783.	10,411.
697435105 PALO ALTO NETWORKS I	3,971.	3,699.
70450Y103 PAYPAL HOLDINGS INC	1,066.	1,086.
72766Q105 PLATFORM SPECIALTY P	4,109.	2,194.
741511109 PRICESMART INC	9,188.	8,880.
742718109 PROCTER & GAMBLE CO	11,080.	10,879.
75886F107 REGENERON PHARMACEUT	11,418.	12,486.
776696106 ROPER TECHNOLOGIES I	8,274.	9,490.
819047101 SHAKE SHACK INC	3,285.	2,336.
824348106 SHERWIN WILLIAMS CO	8,533.	7,788.
867224107 SUNCOR ENERGY INC NE	25,761.	24,149.
87612E106 TARGET CORP	15,604.	14,522.
879360105 TELEDYNE TECHNOLOGIE	15,017.	13,039.
883556102 THERMO FISHER SCIENT	10,607.	11,348.
887317303 TIME WARNER INC	10,107.	7,566.
891160509 TORONTO DOMINION BK	17,670.	16,021.
91324P102 UNITEDHEALTH GROUP I	9,380.	9,411.
G0177J108 ALLERGAN PLC	8,874.	10,625.
G5480U138 LIBERTY LILAC GROUP-	186.	165.
G5480U153 LIBERTY LILAC GROUP-	232.	215.
G81276100 SIGNET JEWELERS LIMI	4,856.	4,577.
N00985106 AERCAP HOLDINGS NV	4,380.	3,928.
N6596X109 NXP SEMICONDUCTORS N	4,958.	4,128.
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TOTALS	4,411,093.	4,160,342.
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CONSCIOUS KIDS INC

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FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
025816AX7 AMERICAN EXPRESS	14,413.	13,918.
031162BL3 AMGEN INC	13,289.	13,135.
03523TBP2 ANHEUSER-BUSCH INBEV	6,765.	6,735.
064159DA1 BANK OF NOVA SCOTIA	7,027.	6,996.
126650BZ2 CVS CAREMARK CORP	13,770.	13,640.
315920702 FID ADV EMER MKTS IN	300,000.	268,061.
36962G5J9 GENERAL ELEC CAP COR	13,461.	13,286.
375558AZ6 GILEAD SCIENCES INC	7,170.	7,058.
50075NBA1 KRAFT FOODS INC		
59018YN64 MERRILL LYNCH & CO	13,760.	13,239.
693390882 PIMCO FOREIGN BD FD	58,352.	52,003.
77958B402 T ROWE PRICE INST FL	166,241.	159,690.
887317AK1 TIME WARNER INC	13,172.	12,899.
92343VBQ6 VERIZON COMMUNICATIO	5,433.	5,372.
29379VBE2 ENTERPRISE PRODUCTS	6,855.	6,403.
30231GAD4 EXXON MOBIL CORPORAT	5,019.	5,004.
38148LAA4 GOLDMAN SACHS GROUP	7,053.	6,947.
609207AB1 MONDELEZ INTERNATIONAL	5,333.	5,154.
949917744 WF ULTR SHORT-TRM INC	103,000.	102,878.
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TOTALS	760,113.	712,418.
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CONSCIOUS KIDS INC

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FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ----
530307115 LIBERTY BROADBAND-RI	C	400,000.	376,056.
GTY995004 GAI AGILITY INCOME F	C	400,000.	376,056.
TOTALS		=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

WASH SALES ADJUSTMENT	251.
ROUNDING	6.
ACCD INT POSTED PRIOR YR EFF CURR YR	1,509.
MUTUAL FUND POSTED CURR YR EFF PRIOR YR	7,993.
CAP GAIN POSTED CURR YR EFF PRIOR YR	234.

TOTAL	9,993.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTED AFTER TYE EFFECTIVE CURR YR	2,066.
ROC ADJUSTMENT	2,984.
ACCD INT POSTED CURR YR EFFECTIVE NEXT YR	151.

TOTAL	5,201.
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