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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2015

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

Name of foundation

WILLIAM A. BURTON CHARITABLE TRUST 2212002418

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

Room/suite

REGIONS BANK TRUST DEPT, P O BOX 2886

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

MOBILE, AL 36652-2886

A Employer identification number

27-6471989

B Telephone number (see instructions)

251-690-1024

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) \$ 529,367.

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	1.	1.		STMT 1
4 Dividends and interest from securities	17,223.	14,938.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-662.			
b Gross sales price for all assets on line 6a	145,460.			
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)				
11 Other income (attach schedule)	471.			STMT 3
12 Total. Add lines 1 through 11	17,033.	14,939.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	8,854.	7,083.		1,771.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 4	800.	NONE	NONE	800.
c Other professional fees (attach schedule) STMT 5	1,226.	1,226.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 6	136.	166.		
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 7	45.	45.		
24 Total operating and administrative expenses. Add lines 13 through 23.	11,061.	8,520.	NONE	2,571.
25 Contributions, gifts, grants paid	25,938.			25,938.
26 Total expenses and disbursements. Add lines 24 and 25	36,999.	8,520.	NONE	28,509.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-19,966.			
b Net investment income (if negative, enter -0-)		6,419.		
c Adjusted net income (if negative, enter -0-)				

USA For Paperwork Reduction Act Notice, see instructions.

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	7,280.	9,543.	9,543.
	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)			
	b	Investments - corporate stock (attach schedule) . STMT 8	209,049.	210,880.	224,200.
	c	Investments - corporate bonds (attach schedule) . STMT 17	335,071.	310,894.	295,624.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less accumulated depreciation ▶ (attach schedule)			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)			
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)	551,400.	531,317.	529,367.
17		Accounts payable and accrued expenses			
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 ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
		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	551,400.	531,317.		
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)	551,400.	531,317.		
31	Total liabilities and net assets/fund balances (see instructions)	551,400.	531,317.		

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	551,400.
2	Enter amount from Part I, line 27a	2	-19,966.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	11.
4	Add lines 1, 2, and 3	4	531,445.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 18	5	128.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	531,317.

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Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse; or common stock, 200 shs. MLC Co.)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a 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 159,406.		159,896.	-490.
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			-490.
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	-490.
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	27,547.	573,987.	0.047992
2013	25,758.	567,169.	0.045415
2012	27,619.	552,724.	0.049969
2011	14,645.	541,293.	0.027056
2010	6,497.	450,490.	0.014422

2 Total of line 1, column (d)	2	0.184854
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	0.036971
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	555,458.
5 Multiply line 4 by line 3	5	20,536.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	64.
7 Add lines 5 and 6	7	20,600.
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	28,509.

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	64.
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	64.
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	64.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	148.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	122.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	270.	
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	206.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ▶ 64. Refunded ▶	11	142.	

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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).		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).		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
14 The books are in care of <u>REGIONS BANK TRUST DEPT</u> Telephone no. <u>(251) 690-1024</u> Located at <u>11 N. WATER STREET, 25TH FLOOR, MOBILE, AL</u> ZIP+4 <u>36602</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>		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.

	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)? Organizations relying on a current notice regarding disaster assistance check here ☐		X
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?		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? If "Yes," list the years <u></u>	☐ Yes ☒ No	
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.)		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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b** ☒**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 **STMT. 19**

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 **6b** ☒

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 **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
REGIONS BANK	TRUSTEE			
151 MAJOR REYNOLDS PLACE, KNOXVILLE, TN 37919	1	10,080.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
		-0-	-0-	-0-

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."

[illegible]

Total number of others receiving over \$50,000 for professional services ▶	NONE
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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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	563,917.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	563,917.
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	563,917.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	8,459.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	555,458.
6	Minimum investment return. Enter 5% of line 5	6	27,773.

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	27,773.
2a	Tax on investment income for 2015 from Part VI, line 5 2a 64.		
b	Income tax for 2015. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	64.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,709.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	27,709.
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	27,709.

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	28,509.
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	28,509.
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	64.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	28,445.

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				27,709.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			25,938.	
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>28,509.</u>				
a Applied to 2014, but not more than line 2a . . .			25,938.	
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				2,571.
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.				25,138.
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 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				
THE BOARD OF PENSIONS OF THE PRESBYTERIAN CHU 2000 MARKET STREET PHILADELPHIA PA 19103	NONE	PC	RELIGIOUS	8,646.
SPRING CITY CEMETERY ATTN: DONNA VAUGHN PO BOX 129 SPRING CITY TN 37381	NONE	NC	CHARITABLE	8,646.
OAKDALE UNITED METHODIST CHURCH ATTN: EDIE PA PO BOX 176 OAKDALE TN 37829	NONE	PC	RELIGIOUS	8,646.
Total			3a	25,938.
b Approved for future payment				
Total			3b	

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	 Signature of officer or trustee	07/20/2016 Date	TRUST OFFICER Title
	REGIONS BANK, TRUSTEE		

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INTEREST	1.	1.
	-----	-----
TOTAL	1.	1.
	=====	=====

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIVIDENDS AND INTEREST FROM SECURITIES	17,223.	14,938.
	-----	-----
TOTAL	17,223.	14,938.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	471.
TOTALS	----- 471. =====

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	800.			800.
TOTALS	800.	NONE	NONE	800.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT MGMT FEES-SUBJECT T	1,226.	1,226.
	-----	-----
TOTALS	1,226.	1,226.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	136.	136.
FOREIGN TAXES ON QUALIFIED FOR		2.
FOREIGN TAXES ON NONQUALIFIED		28.
	-----	-----
TOTALS	136.	166.
	=====	=====

WILLIAM A. BURTON CHARITABLE TRUST 2212002418

27-6471989

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NONALLOCABLE EXPENSES -	45.	45.
TOTALS	----- 45. =====	----- 45. =====

WILLIAM A. BURTON CHARITABLE TRUST 2212002418

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----
ABBOTT LABS	1,314.
AIR METHODS CORP	175.
AKAMAI TECH. INC	224.
AMERICAN CAMPUS COMMUNITIES	496.
AMPHENOL CORP CL A	1,293.
ANSYS INC	1,500.
APPLE INC	1,495.
APTARGROUP INC	388.
BLACKBAUD INC	
CLECO CORP NEW	553.
CVS/CAREMARK CORP	1,190.
CARDTRONICS INC	195.
CEPHEID INC	205.
COGNIZANT TECH. SOL CL A	1,183.
COMCAST CORP SPECIAL CL A	1,119.
COMPASS MINERALS INTERNATIONAL	373.
CORPORATE EXECUTIVE BRD CO	364.
COSTCO WHOLESALE CORP	1,307.
COVANCE INC	807.
CUBIST PHARMACEUTICALS INC	499.
DANAHER CORP DEL	2,837.
DAVITA HEALTHCARE PARTNERS INC	1,349.
DEVRY EDUCATION GROUP INC	289.
DONALDSON INC	280.
DRIL-QUIP INC	589.
ECOLAB INC	1,708.
EXPONET INC	380.
EXPRESS SCRIPTS HOLDING CO	2,950.
EXXON MOBIL CORP	808.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----
FMC TECHNOLOGIES INC	1,831.
F5 NETWORKS INC	409.
FIDELITY NATIONAL INFORMATION	861.
FIRST REPUBLIC BANK	410.
FOSSIL GROUP INC	892.
FRANKLIN RESOURCES	1,634.
GARTNER INC	296.
GENERAL MILLS INC	1,460.
GILEAD SCIENCES INC	1,587.
GLACIER BANCORP, INC.	413.
GOLDMAN SACHS GROUP INC	974.
GOOGLE INC CL A	1,553.
GREENHILL & CO INC	257.
GROUP 1 AUTOMOTIVE INC	321.
HARMAN INTL INDS INC	410.
HEARTLAND EXPRESS INC	216.
HIBBETT SPORTS INC	350.
HONEYWELL INTERNATIONAL INC	1,394.
IBERIABANK CORP	292.
INTERNATIONAL BUSINESS MACHINE	540.
INTUITIVE SURGICAL INC	1,481.
J P MORGAN CHASE & CO	2,673.
JACOBS ENGR GROUP DEL	304.
JOHNSON & JOHNSON	1,908.
JOHNSON CTLS INC	1,143.
KIRBY CORP	535.
LAUDER ESTEE COS INC CL A	1,830.
LINCOLN ELEC HOLDGS INC	350.
LOCKHEED MARTIN CORP	537.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----
LORILLARD INC	717.
MARKETAXESS HOLDINGS INC	524.
MCDONALDS CORP	988.
MEAD JOHNSON NUTRITION COMPANY	1,790.
MEDNAX INC	436.
METLIFE INC	1,494.
MICROCHIP TECHNOLOGY INC	346.
MID-AMER APT CMNTYS INC REIT	333.
MIDDLEBY CORP	458.
MOBILE MINI INC	255.
NASDAQ OMX GROUP INC	895.
NATIONAL HEALTH INVS INC REIT	312.
NATURAL GROCERS BY VITAMIN COT	240.
NEWELL RUBBERMAID INC	483.
NATIONAL INSTRS CORP	885.
NORDSON CORP	370.
OCCIENTAL PETE CORP	743.
ORACLE CORPORATION	574.
PPG INDS INC	210.
PFIZER INC	1,409.
PHILIP MORRIS INTERNATIONAL IN	2,275.
PIER 1 IMPORTS INC	318.
POWER INTEGRATIONS INC	288.
PRICESMART INC	569.
PROASSURANCE CORP	458.
PROTO LABS INC	419.
PRUDENTIAL FINANCIAL INC	652.
QEP RESOURCES INC	364.
QUALCOMM INC	1,947.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418

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

DESCRIPTION	BEGINNING BOOK VALUE
-----	-----

QUESTAR CORP	404.
RPM INTERNATIONAL INC RPM INC	659.
RBC BEARINGS INC.	346.
RYLAND GROUP INC	443.
SVB FINANCIAL GROUP	383.
ST JUDE MED INC	737.
SALESFORCE.COM INC	1,504.
SCHLUMBERGER LTD	2,738.
CHARLES SCHWAB CORP NEW	2,021.
SIGNATURE BANK	513.
SOLERA HOLDINGS INC	339.
SOUTHERN COPPER CORPORATION	
STARBUCKS CORP	2,192.
STATE STREET CORP	703.
STEPAN COMPANY	295.
STERICYCLE INC	1,984.
STERIS CORP	363.
SUPERIOR ENERGY SVCS INC	297.
TARGET CORP	973.
3M CO	504.
TORO CO	414.
TRACTOR SUPPLY CO	357.
TRAVELERS COMPANIES, INC.	1,843.
TUPPERWARE BRANDS COPPER	450.
TYLER TECHNOLOGIES INC	483.
UNITED PARCEL SERVICE INC CL B	1,084.
UNITED TECHNOLOGIES CORP	1,710.
URBAN OUTFITTERS INC	326.
VERIZON COMMUNICATIONS	2,078.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418
FORM 990PF, PART II - CORPORATE STOCK
=====

27-6471989

DESCRIPTION	BEGINNING BOOK VALUE
-----	-----
VISA INC CLASS A	1,999.
WABTEC	459.
WATERS CORP	510.
WELLS FARGO & CO	2,488.
WHOLE FOODS MKT INC	2,657.
ZEBRA TECHNOLOGIES CORP CL A	146.
ASTELLAS PHARMA INC UNSP	407.
AUSTRALIA & NEW ZEALAND BKG	745.
BHP BILLITON PLC	1,174.
BP PLC SPONSORED	802.
BNP PARIBAS SPONSORED	400.
BANCO BRADESCO	486.
BANCO SANTANDER S.A	568.
BANK OF CHINA LTD	1,088.
BAYER A G SPONSORED	865.
BAYERISHE MOTOREN WERKE BMW	561.
BRITISH AMERN TOB PLC	877.
CANADIAN PACIFIC RAILWAY LTD	1,358.
CREDIT SUISSE GROUP	496.
DEUTSCHE TELEKOM AG SPON	458.
DIAGEO PLC SPONSORED	759.
GRUPO FINANCIERO BANORTE SPON	610.
HUTCHISON WHAMPOA LTD UNSP	1,187.
INFOSYS LTD SPON	477.
ING GROEP N V SPONSORED ADR	450.
ITOCHU CORP UNSPON ADR	593.
KOC HOLDING AS UNSPON ADR	366.
KOREA ELECTRIC POWER CORP	319.
LVMH MOET HENNESSY LV	727.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----
LENOVO GROUP LTD ADR	481.
MAGNA INT'L INC CL A	793.
METHANEX CORP	702.
mitsubishi UF J FINL GRP	362.
NESTLE SA SPONS	1,006.
NETEASE, INC. ADR	204.
NISSAN MOTOR CO LTD SPONS	847.
LUKOIL SPONSORED ADR	720.
PRUDENTIAL PLC ADR	657.
ritchie Bros AUCTIONEERS INC	296.
ROCHE HOLDINGS LTD SPONS	902.
ROLLS-ROYCE HOLDINGS PLC	729.
ROYAL BANK OF CANADA	538.
SK TELECOM LTD SPONS ADR	692.
SAMPO OYJ A SHS UNSP	567.
SEVEN & I HOLDINGS CO LTD	660.
SOCIETE GENERALE FRANCE SPONS	511.
STATOIL ASA SPON	797.
SUBSEA 7 SA SPON	339.
SWEDBANK AB	442.
TAIWAN SEMICONDUCTOR MFG	352.
TECHTRONIC INDUSTRIES CO	595.
TELENOR ASA ADS	732.
TENCENT HOLDINGS LTD	372.
TOKIO MARINE HOLDINGS	376.
UNITED OVERSEAS BK LTD	373.
ACCENTURE PLC SEDOL	2,219.
DELPHI AUTOMOTIVE PLC	976.
GENPACT LIMITED	1,066.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----
ACE LTD	957.
CORE LABORATORIES N V	1,886.
ISHARES CORE S&P SMALL	17,386.
ARTISAN PARTNERS ASSET MGMT	396.
BRISTOL MYERS SQUIBB CO	1,121.
COGNEX CORP	289.
COLFAX CORP	364.
COSTAR GROUP INC	478.
CROWN HOLDINGS INC	578.
DISCOVERY COMMUNICATIONS - A	701.
DISCOVERY OCMUNICATIONS - C	1,116.
DORMAN PRODUCTS, INC.	268.
EOG RES INC	950.
FASTENAL CO	1,594.
GOOGLE INC CL C - W/I	1,549.
ILLINOIS TOOL WORKS INC	995.
MERCK & CO. INC. NEW	1,892.
NETSUITE INC	527.
ROSETTA RES INC	352.
SS& C TECHNOLOGIES HLDGS, INC.	394.
TEXAS CAPITAL BANCSHARES INC	296.
TEXAS INSTRUMENTS INC	798.
THERMO FISHER SCIENTIFIC, INC.	687.
TIME WARNER INC	1,303.
TRIPADVISOR INC. - W/I	505.
US BANCORP DEL	362.
WEST PHARMACEUTICAL SERVICES	285.
BANCO LATINO AMERICANO DE COM	399.
ARYZTA AG -UNSPON ADR	880.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418

27-6471989

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----
ASAHI CHEM INDUS	432.
BASF SE SPONSORED ADR	544.
CANADIAN NATIONAL RAILWAY	588.
CARLSBERG A/S - B - SPON ADR	433.
EMBRAER SA - ADR	386.
HITACHI LTD SPON ADR	488.
IMPERIAL TOBACCO GROUP PLC ADR	587.
INTESA SANPAOLO SPON ADR	378.
KASIKORNBANK PUBLIC CO LMTD UN	285.
L.G. DISPLAY COMPANY LTD ADR	526.
MICHELIN (CGDE) - UNSPON ADR	729.
NOMURA HLDGS INC ADR	297.
ORIX CORP	579.
PT BANK RAKYAT INDONESIA - UN	265.
PT BANK MANDIRI UNSPON ADR	269.
PT ASTRA INTL TBK - UNSP ADR	304.
PANDORA A/S - ADR	438.
PETROLEO BRASILEIRO SA ADR	761.
RICOH COMPANY, LTD ADR	531.
SANLAM LIMITED SPON ADR	474.
SAP SE ONE ADR REPRS	1,013.
SASOL LTD -SPON ADR	242.
SEGA SAMMY HOLDINGS INC.	398.
SEKISUI HOUSE SPONS - ADR	442.
SMITH & NEPHEW P L C	663.
SODEXHO - SPONSORED ADR	656.
SOFTBANK CORP- UNSPON ADR	334.
TATA MOTORS LTD SPON ADR	282.
TECHNIP-COFLEXIP ADR	538.

WILLIAM A. BURTON CHARITABLE TRUST 2212002418

27-6471989

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

BEGINNING
BOOK VALUE

DESCRIPTION

TENAGA NASIONAL SPON ADR	473.
VALEANT PHARMACEUTICALS INTL	744.
WUXI PHARMTECH INC - ADR	297.
EATON CORP PLC	836.
HOLLYSYS AUTOMATION TECH LTD	429.
VIRTUS EMERGING MARKETS OPP-I	10,136.

TOTALS

209,049.
=====

WILLIAM A. BURTON CHARITABLE TRUST 2212002418

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----
TCW CORE FIXED INC FD	33,143.
TEMPLETON GLOBAL BD FD ADV	36,282.
FIDELITY INVST GRADE BD	106,784.
JOHN HANCOCK FUNDS III	17,446.
JPMORGAN CORE BOND FUND CL S	106,839.
PIMCO FOREIGN BOND #103	34,577.
TOTALS	335,071.

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

DESCRIPTION -----	AMOUNT -----
BASIS ADJUSTMENT CK HUTCHISON	83.
RETURN OF CAPITAL 2014	38.
RETURN OF CAPITAL 2015	7.

TOTAL	128.
	=====

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT
=====

NAME:

SPRING CITY CEMETERY ASSOCIATION

ADDRESS:

P.O. BOX 129

SPRING CITY, TN 37381

GRANT DATE: 12/30/2015

GRANT AMOUNT 8,359.

GRANT PURPOSE:

CEMETERY GROUND MAINTENANCE, AND TREE TRIMMING AND REMOVAL
ANY DIVERSION BY GRANTEE:

NONE

DATES OF REPORTS BY GRANTEE:

05/16/2016

DATE OF VERIFICATION: 07/19/2016

RESULTS OF VERIFICATION:

FOUND NO ISSUES

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	564,187.		
FEBRUARY	575,832.		
MARCH	574,848.		
APRIL	574,098.		
MAY	574,883.		
JUNE	568,866.		
JULY	571,883.		
AUGUST	555,076.		
SEPTEMBER	547,768.		
OCTOBER	564,773.		
NOVEMBER	565,420.		
DECEMBER	529,366.		
	-----	-----	-----
TOTAL	6,767,000.		
	=====	=====	=====
AVERAGE FMV	563,917.		
	=====	=====	=====



REGIONS BANK

Run on 5/31/2016 3:42:17 PM

Asset Details

As of 12/31/2015

Account: 2212002418
 AS TRUSTEE FOR THE WILLIAM
 A BURTON TUW DTD 02-23-2010

Combined Portfolios
 Settlement Date Basis

Administrator: ZACH FARRAR @ 865-329-5647

Investment Officer: JEFFREY KASTNER @ 865-521-5233

Investment Authority: Sole

Investment Objective: INCOME WITH MOD GROWTH (35E/65F)

Lot Select Method: LTHC

Sort By: Security Type

Ticker	CUSIP/ Description Cash	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	CASH									0.00	
	Total For Cash	0.000000									
	Short Term Investments										
	999990484 REGIONS TRUST CASH SWEEP	<u>9,542.850000</u>	1.000	9,542.85	9,542.85	9,543		1.80	6	0.06	01/01/1901
	Total For Short Term Investments	9,542.850000		9,542.85	9,542.85	9,543			6		
	Common Stock										
<u>ABT</u>	002824100 ABBOTT LABS	<u>28.000000</u>	44.910	1,057.42	1,057.42	1,257	200	0.24	29	2.32	12/31/2015
<u>AIRM</u>	009128307 AIR METHODS CORP NEW	<u>4.000000</u>	41.930	174.88	174.88	168	7-	0.03		0.00	12/31/2015
<u>AKAM</u>	00971T101 AKAMAI TECHNOLOGIES INC	<u>25.000000</u>	52.630	1,664.34	1,664.34	1,316	349-	0.25		0.00	12/31/2015
<u>ALXN</u>	015351109 ALEXION PHARMACEUTICALS INC	<u>8.000000</u>	190.750	1,234.48	1,234.48	1,526	292	0.29		0.00	12/31/2015
<u>ALGN</u>	016255101 ALIGN TECHNOLOGY INC	<u>7.000000</u>	65.850	412.78	412.78	461	48	0.09		0.00	12/31/2015
<u>GOOG</u>	02079K107 ALPHABET INC CA- CL C	<u>2.000000</u>	758.880	1,122.01	1,122.01	1,518	396	0.29		0.00	12/31/2015
<u>GOOGL</u>	02079K305	<u>2.000000</u>	778.010	1,156.57	1,156.57	1,556	399	0.29		0.00	12/31/2015

	ALPHABET INC CA- CL A										
<u>AMZN</u>	023135106 AMAZON.COM INC	<u>5.000000</u>	675.890	1,509.10	1,509.10	3,379	1,870	0.64		0.00	12/31/2015
<u>ACC</u>	024835100 AMERICAN CAMPUS COMMUNITIES	<u>14.000000</u>	41.340	495.90	495.90	579	83	0.11	22	3.87	12/31/2015
<u>AXP</u>	025816109 AMERICAN EXPRESS CO	<u>12.000000</u>	69.550	951.72	951.72	835	117-	0.16	14	1.67	12/31/2015
<u>APH</u>	032095101 AMPHENOL CORP CL A	<u>38.000000</u>	52.230	1,668.59	1,668.59	1,985	316	0.37	21	1.07	12/31/2015
<u>ANSS</u>	03662Q105 ANSYS INC	<u>20.000000</u>	92.500	1,776.93	1,776.93	1,850	73	0.35		0.00	12/31/2015
<u>AAPL</u>	037833100 APPLE INC	<u>19.000000</u>	105.260	1,566.84	1,566.84	2,000	433	0.38	40	1.98	12/31/2015
<u>ATR</u>	038336103 APTARGROUP INC	<u>6.000000</u>	72.650	388.14	388.14	436	48	0.08	7	1.65	12/31/2015
<u>ADM</u>	039483102 ARCHER DANIELS MIDLAND CO	<u>13.000000</u>	36.680	624.57	624.57	477	148-	0.09	15	3.05	12/31/2015
<u>APAM</u>	04316A108 ARTISAN PARTNERS ASSET MGMT	<u>7.000000</u>	36.060	392.95	392.95	252	141-	0.05	17	6.66	12/31/2015
<u>AZPN</u>	045327103 ASPEN TECHNOLOGY INC	<u>8.000000</u>	37.760	304.00	304.00	302	2-	0.06		0.00	12/31/2015
<u>BLKB</u>	09227Q100 BLACKBAUD INC	<u>5.000000</u>	65.860	222.95	222.95	329	106	0.06	2	0.73	12/31/2015
<u>BMJ</u>	110122108 BRISTOL MYERS SQUIBB CO	<u>34.000000</u>	68.790	2,074.09	2,074.09	2,339	265	0.44	52	2.21	12/31/2015
<u>BURL</u>	122017106 BURLINGTON STORES INC	<u>5.000000</u>	42.900	257.91	257.91	215	43-	0.04		0.00	12/31/2015
	125134106 CEB INC	<u>5.000000</u>	61.390	364.25	364.25	307	57-	0.06	8	2.44	12/31/2015
<u>CVS</u>	126650100 CVS HEALTH CORPORATION	<u>15.000000</u>	97.770	1,094.67	1,094.67	1,467	372	0.28	26	1.74	12/31/2015
<u>CAA</u>	128195104 CALATLANTIC GROUP INC	<u>11.000000</u>	37.920	435.10	435.10	417	18-	0.08	2	0.42	12/31/2015
<u>CATM</u>	14161H108 CARDTRONICS INC	<u>5.000000</u>	33.650	195.30	195.30	168	27-	0.03		0.00	12/31/2015
<u>CTLT</u>	148806102	<u>10.000000</u>	25.030	291.60	291.60	250	41-	0.05		0.00	12/31/2015

CATALENT INC											
<u>CGNX</u>	192422103 COGNEX CORP	<u>9.000000</u>	33.770	366.01	366.01	304	62-	0.06	3	0.83	12/31/2015
<u>CTSH</u>	192446102 COGNIZANT TECHNOLOGY SOLUTIONS CL A	<u>31.000000</u>	60.020	1,556.55	1,556.55	1,861	304	0.35		0.00	12/31/2015
<u>CFX</u>	194014106 COLFAX CORP	<u>32.000000</u>	23.350	1,318.01	1,318.01	747	571-	0.14		0.00	12/31/2015
<u>CMCSA</u>	20030N101 COMCAST CORP CL A	<u>24.000000</u>	56.430	1,118.88	1,118.88	1,354	235	0.26	24	1.77	12/31/2015
<u>CMP</u>	20451N101 COMPASS MINERALS INTERNATION	<u>5.000000</u>	75.270	373.00	373.00	376	3	0.07	13	3.51	12/31/2015
<u>COST</u>	22160K105 COSTCO WHOLESALE CORP	<u>13.000000</u>	161.500	1,626.02	1,626.02	2,100	473	0.40	21	0.99	12/31/2015
<u>CSGP</u>	22160N109 COSTAR GROUP INC	<u>3.000000</u>	206.690	478.08	478.08	620	142	0.12		0.00	12/31/2015
<u>DHR</u>	235851102 DANAHER CORP DEL	<u>51.000000</u>	92.880	4,037.31	4,037.31	4,737	700	0.89	28	0.58	12/31/2015
<u>DVA</u>	23918K108 DAVITA HEALTHCARE PARTNERS INC	<u>20.000000</u>	69.710	1,202.08	1,202.08	1,394	192	0.26		0.00	12/31/2015
<u>DORM</u>	258278100 DORMAN PRODUCTS, INC.	<u>5.000000</u>	47.470	267.72	267.72	237	30-	0.04		0.00	12/31/2015
<u>DRQ</u>	262037104 DRIL-QUIP INC	<u>5.000000</u>	59.230	589.20	589.20	296	293-	0.06		0.00	12/31/2015
<u>EOG</u>	26875P101 EOG RES INC	<u>10.000000</u>	70.790	950.27	950.27	708	242-	0.13	7	0.95	12/31/2015
<u>ECL</u>	278865100 ECOLAB INC	<u>18.000000</u>	114.380	1,909.14	1,909.14	2,059	150	0.39	25	1.22	12/31/2015
<u>EXPO</u>	30214U102 EXPONET INC	<u>10.000000</u>	49.950	379.90	379.90	500	120	0.09	6	1.20	12/31/2015
<u>ESRX</u>	30219G108 EXPRESS SCRIPTS HOLDING CO	<u>29.000000</u>	87.410	1,884.65	1,884.65	2,535	650	0.48		0.00	12/31/2015
<u>FTI</u>	30249U101 FMC TECHNOLOGIES INC	<u>44.000000</u>	29.010	1,977.47	1,977.47	1,276	701-	0.24		0.00	12/31/2015
<u>FB</u>	30303M102 FACEBOOK INC - A	<u>26.000000</u>	104.660	2,205.16	2,205.16	2,721	516	0.51		0.00	12/31/2015

<u>FAST</u>	311900104 FASTENAL CO	<u>40.000000</u>	40.820	1,797.25	1,797.25	1,633	164-	0.31	45	2.74	12/31/2015
<u>FIS</u>	31620M106 FIDELITY NATIONAL INFORMATION	<u>21.000000</u>	60.600	1,121.53	1,121.53	1,273	151	0.24	22	1.72	12/31/2015
<u>FRC</u>	33616C100 FIRST REPUBLIC BANK SAN FRAN	<u>8.000000</u>	66.060	410.24	410.24	528	118	0.10	5	0.91	12/31/2015
<u>FIVE</u>	33829M101 FIVE BELOW, INC.	<u>12.000000</u>	32.100	436.54	436.54	385	51-	0.07		0.00	12/31/2015
<u>FLT</u>	339041105 FLEETCOR TECHNOLOGIES INC	<u>10.000000</u>	142.930	1,584.75	1,584.75	1,429	155-	0.27		0.00	12/31/2015
<u>BEN</u>	354613101 FRANKLIN RESOURCES	<u>24.000000</u>	36.820	1,309.12	1,309.12	884	425-	0.17	17	1.96	12/31/2015
<u>IT</u>	366651107 GARTNER INC	<u>5.000000</u>	90.700	296.10	296.10	454	157	0.09		0.00	12/31/2015
<u>GIS</u>	370334104 GENERAL MILLS INC	<u>29.000000</u>	57.660	1,487.77	1,487.77	1,672	184	0.32	51	3.05	12/31/2015
<u>GBCI</u>	37637Q105 GLACIER BANCORP, INC.	<u>15.000000</u>	26.530	413.40	413.40	398	15-	0.08	11	2.86	12/31/2015
<u>GS</u>	38141G104 GOLDMAN SACHS GROUP INC	<u>10.000000</u>	180.230	1,767.09	1,767.09	1,802	35	0.34	26	1.44	12/31/2015
<u>GHL</u>	395259104 GREENHILL & CO INC	<u>5.000000</u>	28.610	256.70	256.70	143	114-	0.03	9	6.29	12/31/2015
<u>HAR</u>	413086109 HARMAN INTL INDS INC	<u>3.000000</u>	94.210	245.76	245.76	283	37	0.05	4	1.49	12/31/2015
<u>HTLD</u>	422347104 HEARTLAND EXPRESS INC	<u>15.000000</u>	17.020	216.15	216.15	255	39	0.05	1	0.47	12/31/2015
<u>HIBB</u>	428567101 HIBBETT SPORTS INC	<u>6.000000</u>	30.240	350.46	350.46	181	169-	0.03		0.00	12/31/2015
<u>HON</u>	438516106 HONEYWELL INTERNATIONAL INC	<u>12.000000</u>	103.570	1,045.08	1,045.08	1,243	198	0.23	29	2.30	12/31/2015
<u>ICUI</u>	44930G107 ICU MEDICAL INC	<u>2.000000</u>	112.780	173.87	173.87	226	52	0.04		0.00	12/31/2015
<u>IBKC</u>	450828108 IBERIABANK CORP	<u>6.000000</u>	55.070	352.81	352.81	330	22-	0.06	8	2.47	12/31/2015
<u>IDXX</u>	45168D104	<u>2.000000</u>	72.920	154.24	154.24	146	8-	0.03		0.00	12/31/2015

IDEXX LABS CORP

<u>ITW</u>	452308109 ILLINOIS TOOL WORKS INC	<u>9.000000</u>	92.680	746.13	746.13	834	88	0.16	20	2.37	12/31/2015
<u>IBM</u>	459200101 INTERNATIONAL BUSINESS MACHINES	<u>3.000000</u>	137.620	539.76	539.76	413	127-	0.08	16	3.78	12/31/2015
<u>ISRG</u>	46120E602 INTUITIVE SURGICAL INC	<u>5.000000</u>	546.160	1,988.37	1,988.37	2,731	742	0.52		0.00	12/31/2015
<u>JPM</u>	46625H100 J P MORGAN CHASE & CO	<u>51.000000</u>	66.030	2,768.13	2,768.13	3,368	599	0.64	90	2.67	12/31/2015
<u>JNJ</u>	478160104 JOHNSON & JOHNSON	<u>20.000000</u>	102.720	1,908.52	1,908.52	2,054	146	0.39	60	2.92	12/31/2015
<u>JCI</u>	478366107 JOHNSON CTLS INC	<u>19.000000</u>	39.490	867.07	867.07	750	117-	0.14	22	2.94	12/31/2015
<u>KS</u>	48562P103 KAPSTONE PAPER AND PACKAGING KOOC	<u>13.000000</u>	22.590	420.09	420.09	294	126-	0.06	5	1.77	12/31/2015
<u>KEX</u>	497266106 KIRBY CORP	<u>6.000000</u>	52.620	535.26	535.26	316	220-	0.06		0.00	12/31/2015
<u>EL</u>	518439104 LAUDER ESTEE COS INC CL A	<u>30.000000</u>	88.060	2,166.91	2,166.91	2,642	475	0.50	36	1.36	12/31/2015
<u>LECO</u>	533900106 LINCOLN ELEC HLDGS INC	<u>5.000000</u>	51.890	349.75	349.75	259	90-	0.05	6	2.47	12/31/2015
<u>MKTX</u>	57060D108 MARKETAXESS HOLDINGS INC	<u>8.000000</u>	111.590	523.84	523.84	893	369	0.17	6	0.72	12/31/2015
<u>MFRM</u>	57722W106 MATTRESS FIRM HOLDING CORP	<u>3.000000</u>	44.630	194.76	194.76	134	61-	0.03		0.00	12/31/2015
<u>MJN</u>	582839106 MEAD JOHNSON NUTRITION COMPANY	<u>25.000000</u>	78.950	2,098.82	2,098.82	1,974	125-	0.37	41	2.09	12/31/2015
<u>MD</u>	58502B106 MEDNAX, INC MEDNAX	<u>8.000000</u>	71.660	435.52	435.52	573	138	0.11		0.00	12/31/2015
<u>MRK</u>	58933Y105 MERCK & CO. INC. NEW	<u>34.000000</u>	52.820	1,950.25	1,950.25	1,796	154-	0.34	63	3.48	12/31/2015
<u>MET</u>	59156R108 METLIFE INC	<u>31.000000</u>	48.210	1,502.12	1,502.12	1,495	8-	0.28	47	3.11	12/31/2015

<u>MCHP</u>	595017104 MICROCHIP TECHNOLOGY INC	<u>8.000000</u>	46.540	334.14	334.14	372	38	0.07	11	3.08	12/31/2015
<u>MAA</u>	59522J103 MID-AMER APT CMNTYS INC REIT	<u>5.000000</u>	90.810	332.25	332.25	454	122	0.09	16	3.61	12/31/2015
<u>MIDD</u>	596278101 MIDDLEBY CORP	<u>6.000000</u>	107.870	458.36	458.36	647	189	0.12		0.00	12/31/2015
<u>MINI</u>	60740F105 MOBILE MINI INC	<u>7.000000</u>	31.130	254.87	254.87	218	37-	0.04	5	2.40	12/31/2015
<u>MON</u>	61166W101 MONSANTO CO	<u>9.000000</u>	98.520	933.93	933.93	887	47-	0.17	19	2.19	12/31/2015
<u>NDAQ</u>	631103108 NASDAQ, INC	<u>18.000000</u>	58.170	700.05	700.05	1,047	347	0.20	18	1.72	12/31/2015
<u>NHI</u>	63633D104 NATIONAL HEALTH INVS INC REIT	<u>5.000000</u>	60.870	309.39	309.39	304	5-	0.06	17	5.59	12/31/2015
<u>NATI</u>	636518102 NATIONAL INSTRS CORP	<u>34.000000</u>	28.690	1,033.88	1,033.88	975	58-	0.18	26	2.65	12/31/2015
<u>NGVC</u>	63888U108 NATURAL GROCERS BY VITAMIN COTT INC	<u>6.000000</u>	20.370	239.88	239.88	122	118-	0.02		0.00	12/31/2015
<u>N</u>	64118Q107 NETSUITE INC	<u>12.000000</u>	84.620	1,102.18	1,102.18	1,015	87-	0.19		0.00	12/31/2015
<u>NWL</u>	651229106 NEWELL BRANDS INC	<u>9.000000</u>	44.080	273.99	273.99	397	123	0.07	7	1.72	12/31/2015
<u>NDSN</u>	655663102 NORDSON CORP	<u>5.000000</u>	64.150	370.45	370.45	321	50-	0.06	5	1.50	12/31/2015
<u>NOC</u>	666807102 NORTHROP GRUMMAN CORP	<u>9.000000</u>	188.810	1,396.45	1,396.45	1,699	303	0.32	29	1.69	12/31/2015
<u>OXY</u>	674599105 OCCIDENTAL PETE CORP	<u>17.000000</u>	67.610	1,386.23	1,386.23	1,149	237-	0.22	51	4.44	12/31/2015
<u>PNC</u>	693475105 PNC BANK CORP	<u>9.000000</u>	95.310	796.76	796.76	858	61	0.16	18	2.14	12/31/2015
<u>PPG</u>	693506107 PPG INDS INC	<u>16.000000</u>	98.820	1,742.07	1,742.07	1,581	161-	0.30	23	1.46	12/31/2015
<u>PRAA</u>	69354N106 PRA GROUP INC	<u>4.000000</u>	34.690	246.15	246.15	139	107-	0.03		0.00	12/31/2015
<u>PAG</u>	70959W103 PENSKE AUTOMOTIVE GROUP, INC	<u>6.000000</u>	42.340	320.75	320.75	254	67-	0.05	6	2.36	12/31/2015
<u>PFE</u>	717081103	<u>49.000000</u>	32.280	1,512.54	1,512.54	1,582	69	0.30	59	3.72	12/31/2015

PFIZER INC											
<u>PM</u>	718172109 PHILIP MORRIS INTERNATIONAL INC	<u>33.000000</u>	87.910	2,793.18	2,793.18	2,901	108	0.55	135	4.64	12/31/2015
<u>PIR</u>	720279108 PIER 1 IMPORTS INC	<u>16.000000</u>	5.090	318.03	318.03	81	237-	0.02	4	5.50	12/31/2015
<u>POWI</u>	739276103 POWER INTEGRATIONS INC	<u>5.000000</u>	48.630	287.80	287.80	243	45-	0.05	2	0.99	12/31/2015
<u>PSMT</u>	741511109 PRICESMART INC	<u>5.000000</u>	82.990	568.90	568.90	415	154-	0.08	4	0.84	12/31/2015
<u>PRA</u>	74267C106 PROASSURANCE CORP	<u>10.000000</u>	48.530	457.50	457.50	485	28	0.09	12	2.56	12/31/2015
<u>PRLB</u>	743713109 PROTO LABS INC	<u>5.000000</u>	63.690	419.45	419.45	318	101-	0.06		0.00	12/31/2015
<u>PRU</u>	744320102 PRUDENTIAL FINANCIAL INC	<u>8.000000</u>	81.410	652.08	652.08	651	1-	0.12	22	3.44	12/31/2015
<u>KWR</u>	747316107 QUAKER CHEMICAL CORP	<u>3.000000</u>	77.260	237.39	237.39	232	6-	0.04	4	1.66	12/31/2015
<u>QEP</u>	74733V100 QEP RESOURCES INC	<u>18.000000</u>	13.400	499.29	499.29	241	258-	0.05	1	0.60	12/31/2015
<u>STR</u>	748356102 QUESTAR CORP	<u>12.000000</u>	19.480	310.20	310.20	234	76-	0.04	10	4.31	12/31/2015
<u>RPM</u>	749685103 RPM INTERNATIONAL INC RPM INC OHIO	<u>17.000000</u>	44.060	659.26	659.26	749	90	0.14	19	2.50	12/31/2015
<u>ROLL</u>	75524B104 RBC BEARINGS INC.	<u>5.000000</u>	64.590	346.35	346.35	323	23-	0.06		0.00	12/31/2015
<u>SSNC</u>	78467J100 SS&C TECHNOLOGIES HOLDINGS, INC.	<u>5.000000</u>	68.270	218.76	218.76	341	123	0.06	3	0.73	12/31/2015
<u>SIVB</u>	78486Q101 SVB FINANCIAL GROUP	<u>2.000000</u>	118.900	191.68	191.68	238	46	0.04		0.00	12/31/2015
<u>CRM</u>	79466L302 SALESFORCE.COM INC	<u>26.000000</u>	78.400	1,411.93	1,411.93	2,038	626	0.38		0.00	12/31/2015
<u>SLB</u>	806857108 SCHLUMBERGER LTD	<u>16.000000</u>	69.750	1,229.57	1,229.57	1,116	114-	0.21	32	2.87	12/31/2015

<u>SCHW</u>	808513105 CHARLES SCHWAB CORP	<u>68.000000</u>	32.930	1,676.03	1,676.03	2,239	563	0.42	16	0.73	12/31/2015
<u>SBNY</u>	82669G104 SIGNATURE BANK	<u>2.000000</u>	153.370	205.32	205.32	307	101	0.06		0.00	12/31/2015
<u>SLH</u>	83421A104 SOLERA HOLDINGS INC	<u>6.000000</u>	54.830	338.64	338.64	329	10-	0.06	5	1.64	12/31/2015
<u>SBUX</u>	855244109 STARBUCKS CORP	<u>46.000000</u>	60.030	2,026.29	2,026.29	2,761	735	0.52	37	1.33	12/31/2015
<u>STT</u>	857477103 STATE STREET CORP	<u>10.000000</u>	66.360	703.30	703.30	664	40-	0.13	14	2.05	12/31/2015
<u>SRCL</u>	858912108 STERICYCLE INC	<u>17.000000</u>	120.600	2,055.40	2,055.40	2,050	5-	0.39		0.00	12/31/2015
<u>SUI</u>	866674104 SUN COMMUNITIES INC	<u>5.000000</u>	68.530	328.21	328.21	343	14	0.06	13	3.79	12/31/2015
<u>SMCI</u>	86800U104 SUPER MICRO COMPUTER, INC.	<u>9.000000</u>	24.510	301.78	301.78	221	81-	0.04		0.00	12/31/2015
<u>SPN</u>	868157108 SUPERIOR ENERGY SVCS INC	<u>11.000000</u>	13.470	296.78	296.78	148	149-	0.03	4	2.38	12/31/2015
<u>TGT</u>	87612E106 TARGET CORP	<u>15.000000</u>	72.610	1,019.68	1,019.68	1,089	69	0.21	34	3.08	12/31/2015
<u>TMH</u>	87817A107 TEAM HEALTH HOLDINGS, INC.	<u>4.000000</u>	43.890	246.49	246.49	176	71-	0.03		0.00	12/31/2015
<u>TCBI</u>	88224Q107 TEXAS CAPITAL BANCSHARES INC	<u>5.000000</u>	49.420	295.95	295.95	247	49-	0.05		0.00	12/31/2015
<u>TXN</u>	882508104 TEXAS INSTRUMENTS INC	<u>24.000000</u>	54.810	1,139.61	1,139.61	1,315	176	0.25	36	2.77	12/31/2015
<u>TMO</u>	883556102 THERMO FISHER SCIENTIFIC, INC.	<u>7.000000</u>	141.850	687.40	687.40	993	306	0.19	4	0.42	12/31/2015
<u>MMM</u>	88579Y101 3M CO	<u>4.000000</u>	150.640	503.84	503.84	603	99	0.11	16	2.72	12/31/2015
<u>TWX</u>	887317303 TIME WARNER INC	<u>14.000000</u>	64.670	979.02	979.02	905	74-	0.17	20	2.16	12/31/2015
<u>TTC</u>	891092108 TORO CO	<u>7.000000</u>	73.070	414.47	414.47	511	97	0.10	8	1.64	12/31/2015
<u>TRV</u>	89417E109 TRAVELERS COMPANIES, INC.	<u>20.000000</u>	112.860	1,803.31	1,803.31	2,257	454	0.43	49	2.16	12/31/2015
<u>THS</u>	89469A104	<u>2.000000</u>	78.460	183.42	183.42	157	27-	0.03		0.00	12/31/2015

	TREEHOUSE FOODS INC										
<u>TRIP</u>	896945201 TRIPADVISOR INC. - W/I	<u>26.000000</u>	85.250	1,877.05	1,877.05	2,217	339	0.42		0.00	12/31/2015
<u>TUP</u>	899896104 TUPPERWARE BRANDS CORP	<u>5.000000</u>	55.650	450.25	450.25	278	172-	0.05	14	4.89	12/31/2015
<u>TYL</u>	902252105 TYLER TECHNOLOGIES INC	<u>5.000000</u>	174.320	482.85	482.85	872	389	0.16		0.00	12/31/2015
<u>USB</u>	902973304 US BANCORP DEL	<u>15.000000</u>	42.670	648.25	648.25	640	8-	0.12	15	2.39	12/31/2015
<u>ULTI</u>	90385D107 ULTIMATE SOFTWARE GROUP INC	<u>1.000000</u>	195.510	165.82	165.82	196	30	0.04		0.00	12/31/2015
<u>UMPO</u>	904214103 UMPQUA HOLDINGS CORP	<u>5.000000</u>	15.900	78.15	78.15	80	1	0.02	3	4.03	12/31/2015
<u>UA</u>	904311107 UNDER ARMOUR INC CLASS A	<u>12.000000</u>	80.610	1,145.04	1,145.04	967	178-	0.18		0.00	12/31/2015
<u>UNP</u>	907818108 UNION PAC CORP	<u>5.000000</u>	78.200	422.89	422.89	391	32-	0.07	11	2.81	12/31/2015
<u>UTX</u>	913017109 UNITED TECHNOLOGIES CORP	<u>17.000000</u>	96.070	1,791.46	1,791.46	1,633	158-	0.31	44	2.66	12/31/2015
<u>URBN</u>	917047102 URBAN OUTFITTERS INC	<u>9.000000</u>	22.750	326.16	326.16	205	121-	0.04		0.00	12/31/2015
<u>PAY</u>	92342Y109 VERIFONE SYSTEMS, INC.	<u>8.000000</u>	28.020	277.81	277.81	224	54-	0.04		0.00	12/31/2015
<u>VZ</u>	92343V104 VERIZON COMMUNICATIONS	<u>34.000000</u>	46.220	1,625.35	1,625.35	1,571	54-	0.30	77	4.89	12/31/2015
<u>V</u>	92826C839 VISA INC - CLASS A SHRS	<u>41.000000</u>	77.550	2,149.25	2,149.25	3,180	1,030	0.60	23	0.72	12/31/2015
<u>WAB</u>	929740108 WABTEC	<u>4.000000</u>	71.120	262.20	262.20	284	22	0.05	1	0.45	12/31/2015
<u>WBS</u>	947890109 WEBSTER FINANCIAL CORP	<u>5.000000</u>	37.190	181.75	181.75	186	4	0.04	5	2.47	12/31/2015
<u>WFC</u>	949746101 WELLS FARGO & CO	<u>61.000000</u>	54.360	2,784.28	2,784.28	3,316	532	0.63	92	2.76	12/31/2015

<u>WST</u>	955306105 WEST PHARMACEUTICAL SERVICES INC	<u>7.000000</u>	60.220	284.53	284.53	422	137	0.08	3	0.80	12/31/2015
<u>ZBRA</u>	989207105 ZEBRA TECHNOLOGIES CORP CL A	<u>3.000000</u>	69.650	145.80	145.80	209	63	0.04		0.00	12/31/2015
<u>PNR</u>	G7S00T104 PENTAIR PLC	<u>5.000000</u>	49.530	316.23	316.23	248	69-	0.05	7	2.67	12/31/2015
Total For Common Stock		2,102.000000		131,056.45	131,056.45	142,066	11,010		2,129		
Foreign Stock											
<u>AAGIY</u>	001317205 AIA GROUP LTD. SP ADR	<u>13.000000</u>	24.051	353.86	353.86	313	41-	0.06	3	1.00	12/31/2015
<u>AGESY</u>	00844W208 AGEAS SPON ADR	<u>12.000000</u>	46.493	510.24	510.24	558	48	0.11	16	2.80	12/31/2015
<u>EADSY</u>	009279100 AIRBUS GROUP NV -UNSP ADR	<u>32.000000</u>	16.838	557.12	557.12	539	18-	0.10	8	1.50	12/31/2015
<u>BABA</u>	01609W102 ALIBABA GROUP HOLDING LTD SPONSORED ADR	<u>6.000000</u>	81.270	509.28	509.28	488	22-	0.09		0.00	12/31/2015
<u>ARKAY</u>	041232109 ARKEMA- SPONSORED ADR	<u>4.000000</u>	70.164	316.87	316.87	281	36-	0.05	7	2.44	12/31/2015
<u>AHKSY</u>	043400100 ASAHI CHEM INDUS	<u>22.000000</u>	13.681	337.32	337.32	301	36-	0.06	5	1.70	12/31/2015
<u>ALPMY</u>	04623U102 ASTELLAS PHARMA INC UNSP ADR	<u>30.000000</u>	14.394	339.12	339.12	432	93	0.08	5	1.24	12/31/2015
<u>BP</u>	055622104 BP PLC SPONSORED ADR ONE ADR REPRS 6 ORDINARY SHS	<u>25.000000</u>	31.260	1,085.88	1,085.88	782	304-	0.15	60	7.61	12/31/2015
<u>BNPQY</u>	05565A202 BNP PARIBAS SPONSORED ADR	<u>13.000000</u>	28.369	427.39	427.39	369	59-	0.07	8	2.04	01/01/1901
<u>BT</u>	05577E101 BT GROUP PLC SPONSORED ADR ONE ADR REPRESENTS 10 ORD SHS	<u>30.000000</u>	34.610	949.45	949.45	1,038	89	0.20	29	2.77	12/31/2015
<u>BIDU</u>	056752108 BAIDU, INC. ADR	<u>1.000000</u>	189.040	216.10	216.10	189	27-	0.04		0.00	12/31/2015

<u>SAN</u>	05964H105 BANCO SANTANDER S.A. ADR ONE ADR REPRS ONE ORD SHS	<u>70.000000</u>	4.870	607.56	607.56	341	267-	0.06	18	5.26	12/31/2015
<u>BACHY</u>	06426M104 BANK OF CHINA LTD -UNSPON ADR	<u>71.000000</u>	11.161	845.53	845.53	792	53-	0.15	46	5.82	12/31/2015
<u>BAYRY</u>	072730302 BAYER A G SPONSORED ADRS ONE ADR REPRS 1 ORD SH	<u>6.000000</u>	P 125.793	794.20	794.20	755	39-	0.14	11	1.42	12/31/2015
<u>BTI</u>	110448107 BRITISH AMERN TOB PLC SPONSORED ADR EACH ADR REPRS TWO ORDINARY SHS	<u>11.000000</u>	110.450	1,188.53	1,188.53	1,215	26	0.23	50	4.11	12/31/2015
<u>CKHUY</u>	12562Y100 CK HUTCHISON HOLDINGS LTD - UNSP ADR	<u>107.000000</u>	13.440	1,268.28	1,268.28	1,438	170	0.27	8	0.54	12/31/2015
<u>CRH</u>	12626K203 CRH PLC SPONSORED ADR ONE ADR REPRESENTS ONE ORD SHARE	<u>14.000000</u>	28.820	424.23	424.23	403	21-	0.08	10	2.36	12/31/2015
<u>CNI</u>	136375102 CANADIAN NATIONAL RAILWAY	<u>8.000000</u>	55.880	555.66	555.66	447	109-	0.08	8	1.69	12/31/2015
<u>CGEMY</u>	139098107 CAPGEMINI SA - UNSPONSOR ADR	<u>15.000000</u>	46.493	678.85	678.85	697	19	0.13	8	1.09	12/31/2015
<u>ERJ</u>	29082A107 EMBRAER SA - ADR	<u>11.000000</u>	29.540	385.56	385.56	325	61-	0.06	1	0.43	12/31/2015
<u>GRFS</u>	398438408 GRIFOLS SA -ADR	<u>11.000000</u>	32.400	360.28	360.28	356	4-	0.07	6	1.74	12/31/2015
<u>GBOUY</u>	40052P107 GRUPO FINANCIERO BANORTE -SPON ADR	<u>14.000000</u>	27.445	449.12	449.12	384	65-	0.07	4	1.02	12/31/2015
<u>HEINY</u>	423012301 HEINEKEN N V - SPN ADR	<u>15.000000</u>	42.784	636.15	636.15	642	6	0.12	8	1.23	12/31/2015
<u>HENOY</u>	42550U208 HENKEL KGAA - SPONS ADR PFD	<u>5.000000</u>	112.106	556.00	556.00	561	5	0.11	5	0.89	12/31/2015
<u>HTHIY</u>	433578507	<u>6.000000</u>	57.484	488.17	488.17	345	143-	0.07	5	1.43	12/31/2015

	HITACHI LTD SPONSORED ADR EACH ADR REPRS 10 COMMON SHS										
HMC	438128308 HONDA MOTOR CO LTD SPONS ADR AMERN SHS ONE ADR REPRS 2 ORDINARY SHS	<u>13.000000</u>	31.930	392.65	392.65	415	22	0.08	8	1.97	12/31/2015
INFY	456788108 INFOSYS LIMITED SPON ADR 1/4 SHARE	<u>36.000000</u>	16.750	477.12	477.12	603	126	0.11	21	3.44	12/31/2015
ING	456837103 ING GROEP N V SPONSORED ADR ONE ADR REPRS ONE ORDINARY SHS	<u>40.000000</u>	13.460	515.65	515.65	538	23	0.10	13	2.44	12/31/2015
ISNPY	46115H107 INTESA SANPAOLO SPON ADR	<u>19.000000</u>	20.127	377.72	377.72	382	5	0.07	6	1.58	12/31/2015
ITOCY	465717106 ITOCHU CORP UNSPON ADR	<u>19.000000</u>	23.974	449.85	449.85	456	6	0.09	11	2.49	12/31/2015
JAPAY	471105205 JAPAN TOBACCO INC UNSPONSORED ADR	<u>34.000000</u>	18.584	450.84	450.84	632	181	0.12	11	1.76	12/31/2015
KHOLY	49989A109 KOC HOLDING AS UNSPON ADR	<u>15.000000</u>	18.723	366.30	366.30	281	85-	0.05	4	1.51	12/31/2015
AHONY	500467105 KONINKLIJKE AHOLD N V -SP ADR	<u>51.000000</u>	21.156	1,045.27	1,045.27	1,079	34	0.20	22	2.02	12/31/2015
KEP	500631106 KOREA ELECTRIC POWER CORP SPONSORED ADR ONE ADR REPRS 1/2 ORD SHS	<u>24.000000</u>	21.170	318.95	318.95	508	189	0.10	5	0.98	12/31/2015
LPL	50186V102 L.G. DISPLAY COMPANY LTD ADR	<u>22.000000</u>	10.440	361.50	361.50	230	132-	0.04	3	1.52	12/31/2015
LVMUY	502441306 LVMH MOET HENNESSY LOUIS VUITTON - ADR	<u>21.000000</u>	31.481	751.40	751.40	661	90-	0.12	11	1.60	12/31/2015
LNEGY	535223200 LINDE AG - SPONSORED ADR	<u>24.000000</u>	14.546	448.08	448.08	349	99-	0.07	6	1.67	12/31/2015

<u>LGF</u>	535919203 LIONS GATE ENTERTAINMENT COR	<u>5.000000</u>	32.390	187.40	187.40	162	25-	0.03	2	1.11	12/31/2015
<u>MGA</u>	559222401 MAGNA INTERNATIONAL INC	<u>13.000000</u>	40.560	647.01	647.01	527	120-	0.10	11	2.17	12/31/2015
<u>MGDDY</u>	59410T106 MICHELIN (CGDE) - UNSPON ADR	<u>25.000000</u>	19.097	547.54	547.54	477	70-	0.09	10	2.13	12/31/2015
<u>MTU</u>	606822104 MITSUBISHI UF J FINL GRP	<u>142.000000</u>	6.220	936.87	936.87	883	54-	0.17	18	2.06	12/31/2015
<u>MURGY</u>	626188106 MUENCHENER RUECK - UNSPON ADR	<u>38.000000</u>	20.048	736.54	736.54	762	25	0.14	22	2.82	12/31/2015
<u>NSRGY</u>	641069406 NESTLE SA - SPONS ADR	<u>14 000000</u>	74.476	1,005.62	1,005.62	1,043	37	0.20	27	2.56	12/31/2015
<u>NTES</u>	64110W102 NETEASE, INC. ADR	<u>3 000000</u>	181.240	204.00	204.00	544	340	0.10	5	0.98	12/31/2015
<u>NTT</u>	654624105 NIPPON TELEG & TEL CORP SPONSORED ADR EACH ADR REPRS 1 COM SH JP MORGAN	<u>20.000000</u>	39.740	750.82	750.82	795	44	0.15	14	1.72	12/31/2015
<u>NSANY</u>	654744408 NISSAN MOTOR CO LTD SPONSORED ADR ONE ADR REPRESENTS 2 ORDINARY SH	<u>25.000000</u>	21.273	448.50	448.50	532	83	0.10	12	2.32	12/31/2015
<u>NMR</u>	65535H208 NOMURA HLDGS INC ADR ONE ADR REPRESENTS 1 ORD SHARE	<u>192.000000</u>	5.550	1,323.72	1,323.72	1,066	258-	0.20	31	2.94	12/31/2015
<u>PNDZY</u>	698341104 PANDORA A/S - ADR	<u>37.000000</u>	31.733	769.78	769.78	1,174	404	0.22	8	0.66	12/31/2015
<u>RENX</u>	75955B102 RELX NV - SPON ADR	<u>33.000000</u>	16.830	533.11	533.11	555	22	0.10	31	5.51	12/31/2015
<u>RBA</u>	767744105 RITCHIE BROS AUCTIONEERS INC	<u>15.000000</u>	24.110	295.65	295.65	362	66	0.07	10	2.65	12/31/2015
<u>RHHBY</u>	771195104 ROCHE HOLDINGS	<u>29.000000</u>	34.516	995.23	995.23	1,001	6	0.19	24	2.39	12/31/2015

LTD SPONSORED
ADR ONE ADR
REPRS 1/100TH OF
A
GENUSSCHEIN SHS

<u>RY</u>	780087102 ROYAL BANK OF CANADA	<u>8.000000</u>	53.580	538.48	538.48	429	110-	0.08	19	4.42	12/31/2015
<u>RYAAY</u>	783513203 RYANAIR HOLDINGS PLC SP ADR	<u>10.000000</u>	86.460	735.07	735.07	865	130	0.16	22	2.49	12/31/2015
<u>SKM</u>	78440P108 SK TELECOM LTD SPONSORED ADR ONE ADR REPRS 1/90TH OF AN ORD SHS	<u>11.000000</u>	20.150	271.70	271.70	222	50-	0.04	8	3.46	12/31/2015
<u>SAFRY</u>	786584102 SAFRAN SA -UNSPN ADR	<u>27.000000</u>	17.210	517.81	517.81	465	53-	0.09	6	1.33	12/31/2015
<u>SLLDY</u>	80104Q208 SANLAM LIMITED SPONSORED ADR	<u>32.000000</u>	7.814	379.14	379.14	250	129-	0.05	9	3.78	12/31/2015
<u>SKHSY</u>	816078307 SEKISUI HOUSE SPONS-ADR	<u>23.000000</u>	17.012	321.81	321.81	391	69	0.07	8	2.03	12/31/2015
<u>SNN</u>	83175M205 SMITH & NEPHEW P L C	<u>22.000000</u>	35.600	663.39	663.39	783	120	0.15	18	2.24	12/31/2015
<u>SDXAY</u>	833792104 SODEXHO - SPONSORED ADR	<u>15.000000</u>	19.584	328.08	328.08	294	34-	0.06	5	1.75	12/31/2015
<u>SFTBY</u>	83404D109 SOFTBANK GROUP CORPORATION - UNSPONS ADR	<u>14.000000</u>	25.516	479.91	479.91	357	123-	0.07	2	0.44	12/31/2015
<u>TTDKY</u>	872351408 TDK CORP ONE ADR REPRESENTS 1 ORDINARY SH	<u>4.000000</u>	65.007	296.64	296.64	260	37-	0.05	3	1.12	12/31/2015
<u>TSM</u>	874039100 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	<u>14.000000</u>	22.750	259.70	259.70	319	59	0.06	8	2.54	12/31/2015
<u>TTM</u>	876568502 TATA MOTORS LTD SPONSORED ADR 1 ADR REPRES 1 ORD SHR	<u>7.000000</u>	29.470	281.64	281.64	206	75-	0.04	1	0.48	12/31/2015
<u>TTNDY</u>	87873R101 TECHTRONIC INDUSTRIES	<u>41.000000</u>	20.387	508.40	508.40	836	327	0.16	8	0.98	12/31/2015

COMPANY											
<u>TNABY</u>	880277108 TENAGA NASIONAL SPONSORED ADR	<u>47.000000</u>	12.410	650.58	650.58	583	67-	0.11	12	2.05	12/31/2015
<u>TCEHY</u>	88032Q109 TENCENT HOLDINGS LTD UNSPONSOR ADR	<u>28.000000</u>	19.677	311.48	311.48	551	239	0.10	1	0.21	12/31/2015
<u>TKOMY</u>	889094108 TOKIO MARINE HOLDINGS - ADR	<u>12.000000</u>	39.170	521.28	521.28	470	51-	0.09	9	1.87	12/31/2015
<u>TOT</u>	89151E109 TOTAL S A SPONSORED ADR ONE ADR RPRS 0.5 ORD SH	<u>9.000000</u>	44.950	446.86	446.86	405	42-	0.08	20	5.06	12/31/2015
<u>UOVEY</u>	911271302 UNITED OVERSEAS BK LTD SPONSORED ADR	<u>6.000000</u>	27.646	204.19	204.19	166	38-	0.03	7	4.51	12/31/2015
<u>ALKS</u>	G01767105 ALKERMES PLC	<u>3.000000</u>	79.380	193.92	193.92	238	44	0.04		0.00	12/31/2015
<u>ACN</u>	G1151C101 ACCENTURE PLC SEDOL #B4BNMY3 ISIN #IE00B4NMY34	<u>27.000000</u>	104.500	2,055.45	2,055.45	2,822	766	0.53	59	2.11	12/31/2015
<u>DLPH</u>	G27823106 DELPHI AUTOMOTIVE PLC	<u>12.000000</u>	85.730	746.36	746.36	1,029	282	0.19	12	1.17	12/31/2015
<u>ETN</u>	G29183103 EATON CORP PLC ISIN: IE00B8KQN827 SEDOL: B8KQN82	<u>8.000000</u>	52.040	541.91	541.91	416	126-	0.08	18	4.23	12/31/2015
<u>G</u>	G3922B107 GENPACT LIMITED	<u>69.000000</u>	24.980	1,168.08	1,168.08	1,724	556	0.33		0.00	12/31/2015
<u>MDT</u>	G5960L103 MEDTRONIC PLC	<u>19.000000</u>	76.920	1,411.25	1,411.25	1,461	50	0.28	29	1.98	12/31/2015
<u>STE</u>	G84720104 STERIS PLC ISIN: GB00BVVBC028 SEDOL: BVVBC02	<u>8.000000</u>	75.340	362.72	362.72	603	240	0.11	8	1.33	12/31/2015
<u>TYC</u>	G91442106 TYCO INTERNATIONAL PLC	<u>9.000000</u>	31.890	361.90	361.90	287	75-	0.05	7	2.57	12/31/2015
<u>ACE</u>	H0023R105 ACE LTD	<u>7.000000</u>	116.850	669.75	669.75	818	148	0.15	19	2.29	12/31/2015
<u>UBS</u>	H42097107 UBS GROUP AG SEDOL #BRJL176 ISIN	<u>32.000000</u>	19.370	709.49	709.49	620	90-	0.12	17	2.77	12/31/2015

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<u>ASML</u>	N07059210 ASML HOLDING N.V. -NY REG SHS ISIN #USN070592100 SEDOL #B908F01	<u>3.000000</u>	88.770	325.10	325.10	266	59-	0.05	2	0.73	12/31/2015
<u>NXPI</u>	N6596X109 NXP SEMICONDUCTORS NV	<u>19.000000</u>	84.250	1,575.39	1,575.39	1,601	25	0.30		0.00	12/31/2015
<u>BLX</u>	P16994132 BANCO LATINO AMERICANO DE COM	<u>17.000000</u>	25.930	534.86	534.86	441	94-	0.08	26	5.94	12/31/2015
Total For Foreign Stock		2,024.000000		48,550.21	48,550.21	50,182	1,632		1,035		

**Mutual Funds -
Fixed Income**

<u>FBNDX</u>	316146109 FIDELITY INVST GRADE BD PORTFOLIO	<u>12,762.019000</u>	7.580	100,106.36	100,106.36	96,736	3,370-	18.27	2,820	2.92	01/01/1901
<u>JYIIX</u>	41015K862 JOHN HANCOCK FUNDS III - CORE HIGH YIELD FUND	<u>1,425.198000</u>	8.930	15,613.39	15,613.39	12,727	2,886-	2.40	981	7.70	12/31/2015
<u>WOBDX</u>	4812C0381 JPMORGAN CORE BOND FUND CL S	<u>8,354.456000</u>	11.540	97,437.29	97,437.29	96,410	1,027-	18.21	2,256	2.34	12/31/2015
<u>PFORX</u>	693390882 PIMCO FOREIGN BOND U.S. DOLLAR HEDGED #103	<u>2,874.648000</u>	9.910	31,908.59	31,908.59	28,488	3,421-	5.38	555	1.95	12/31/2015
<u>TGCFX</u>	87234N401 TCW CORE FIXED INCOME FUND	<u>2,881.647000</u>	10.950	31,323.51	31,323.51	31,554	231	5.96	533	1.69	12/31/2015
<u>TGBAX</u>	880208400 TEMPLETON GLOBAL BOND FUND ADV	<u>2,576.631000</u>	11.530	34,505.12	34,505.12	29,709	4,797-	5.61	1,005	3.38	12/31/2015
Total For Mutual Funds - Fixed Income		30,874.599000		310,894.26	310,894.26	295,624	15,270-		8,149		

**Mutual Funds -
Equity**

<u>IJR</u>	464287804 ISHARES CORE S&P SMALL-CAP ETF	<u>269.000000</u>	110.110	28,764.94	28,764.94	29,620	855	5.60	440	1.48	12/31/2015
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Total For Mutual Funds - Equity	269.000000	28,764.94	28,764.94	29,620	855	440
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Mutual Funds - International

<u>HIEMX</u>	92828T889 VIRTUS EMERGING MARKETS OPPORTUNITY-I	<u>260.258000</u>	8.960	2,508.89	2,508.89	2,332	177-	0.44	22	0.94	12/31/2015
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Total For Mutual Funds - International	260.258000	2,508.89	2,508.89	2,332	177-	22
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Total Portfolio	531,317.60	531,317.60	529,366	1,951-	100.00	11,781	2.23
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P = Pledged Asset

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